

# SUMMIT SECURITIES LIMITED

Corporate Identification Number: L65921MH1997PLC194571

Registered Office: 213, Bezzola Complex, B Wing, 71, Sion-Trombay Road, Chembur, Mumbai - 400071

Tel Nos.: +91-22-46098668 / 69

Website : [www.summitsecurities.net](http://www.summitsecurities.net) Email : [investors@summitsecurities.net](mailto:investors@summitsecurities.net) ; [compliance@summitsecurities.net](mailto:compliance@summitsecurities.net)

July 26, 2024

## **National Stock Exchange of India Limited**

Exchange Plaza, 5<sup>th</sup> Floor  
Plot No C/1, G Block  
Bandra Kurla Complex  
Bandra East  
Mumbai 400 051

**Symbol: SUMMITSEC**

## **BSE Limited**

Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort,  
Mumbai – 400 001

**Security Code: 533306**

**Security ID: SUMMITSEC**

## **Sub: Notice of Twenty-Seventh Annual General Meeting and Annual Report for FY 2023-24.**

Dear Sir,

In accordance with our communication dated July 19, 2024, we wish to convey that the Twenty-Seventh Annual General Meeting (AGM) of Summit Securities Limited will be held on **Thursday, August 22, 2024 at 11.30 a.m. (I.S.T.)** through Video Conferencing ('VC') / Other Audio-Visual Means ('OAVM') facility, in accordance with the relevant circulars issued by Ministry of Corporate Affairs and Securities and Exchange Board of India in this regard.

Pursuant to Regulation 34(1) and Regulation 30(2) read with Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Annual Report for FY 2023-24 along with the Notice of the AGM, which is being sent electronically to the members, whose email IDs are registered with the Company/Company's Registrar and Share Transfer Agent, Link Intime India Private Limited / Depository Participant(s).

The Notice of this AGM *inter-alia* provides the process and manner of remote e-Voting/ e-Voting at the AGM and instructions for participation at the AGM through VC/OAVM facility.

The Annual Report for FY 2023-24 including the Notice of this AGM is also available on the website of the Company viz. [www.summitsecurities.net](http://www.summitsecurities.net).

Kindly take the same on record.

Thanking you

Yours faithfully,  
For Summit Securities Limited

Jiya Gangwani  
Company Secretary and Compliance Officer  
Encl: As above

**SUMMIT SECURITIES LIMITED**  
**ANNUAL REPORT 2023-24**

**BOARD OF DIRECTORS:**

|                               |   |
|-------------------------------|---|
| MR. RAMESH CHANDAK            | Chairman, Non-Executive, Independent Director |
| MR. ABHAY VASANT NERURKAR     | Non-Executive, Independent Director           |
| MR. HEMENDRA CHIMANLAL DALAL  | Non-Executive, Independent Director           |
| MR. HARI NARAIN SINGH RAJPOOT | Non-Executive Director                        |
| MR. MANISH JAIN               | Non-Executive Director                        |
| MR. PREM KAPIL                | Non-Executive, Independent Director           |
| MS. SHWETA RATNAKAR MUSALE    | Non-Executive, Independent Director           |

**COMPANY SECRETARY AND COMPLIANCE OFFICER:**

MS. JIYA GANGWANI

**REGISTERED OFFICE:**

213, Bezzola Complex,  
B Wing, 71, Sion-Trombay Road,  
Chembur, Mumbai 400 071.  
Phone: +91- 22 - 46098668 / 69  
CIN: L65921MH1997PLC194571  
E-mail: [investors@summitsecurities.net](mailto:investors@summitsecurities.net);  
[compliance@summitsecurities.net](mailto:compliance@summitsecurities.net)  
Website: [www.summitsecurities.net](http://www.summitsecurities.net)

**AUDITORS:**

M/s. SHARP & TANNAN,  
CHARTERED ACCOUNTANTS

**REGISTRAR AND SHARE TRANSFER AGENTS:**

LINK INTIME INDIA PRIVATE LIMITED  
C-101, 1<sup>st</sup> Floor, 247 Park,  
Lal Bahadur Shastri Marg, Vikhroli West,  
Mumbai 400 083.  
Phone: +91 - 8108118484  
Fax: +91- 22 - 49186060  
E-mail: [csg-unit@linkintime.co.in](mailto:csg-unit@linkintime.co.in)

**BANKERS:**

HDFC BANK LIMITED  
ICICI BANK LIMITED  
KOTAK MAHINDRA BANK LIMITED

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## NOTICE

NOTICE is hereby given that the Twenty-Seventh Annual General Meeting of the members of Summit Securities Limited will be held on **Thursday, August 22, 2024** at **11.30 a.m.** Indian Standard Time (I.S.T.) through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM"), to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt:
  - a. the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2024, together with the Reports of the Auditors and the Board of Directors thereon; and
  - b. the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2024, together with the Report of the Auditors thereon.
2. To appoint a Director in place of Mr. Hari Narain Singh Rajpoot, Non-Independent, Non-Executive Director (DIN: 00080836), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, has offered himself for re-appointment.
3. To consider and if deemed fit, to pass the following as **Ordinary Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Section 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, RBI Act, 1934 read with the relevant Regulations / Notifications / Circulars issued thereunder, to the extent applicable ('applicable laws') to the Company (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s DMKH & Co, Chartered Accountants (Firm Registration No: 116886W) be and are hereby appointed as Statutory Auditors to hold office from the conclusion of Twenty-Seventh Annual General Meeting upto the conclusion of the Thirtieth Annual General Meeting of the Company.

**RESOLVED FURTHER THAT** M/s DMKH & Co, Chartered Accountants, Statutory Auditors be paid a remuneration of Rs. 2,45,000/- (Rupees Two Lakh Forty-Five Thousand only) per annum plus applicable taxes towards audit fees, for FY 2024-25 and thereafter at a remuneration as may be mutually agreed, annually between the Board of Directors and the Statutory Auditors with power to the Board, to alter and vary the terms and conditions of appointment, etc., including by reason of necessity on account of conditions as may be stipulated by the RBI and / or any other authority under applicable laws, in such manner and to such extent as may be mutually agreed with the Statutory Auditors.

**RESOLVED FURTHER THAT** any of the Director or Chief Financial Officer or Company Secretary of the Company be and are hereby severally authorised to take all such actions and to do all such acts, deeds, matters, and things as may be deemed necessary, proper, desirable, and expedient for giving effect to this resolution."

### SPECIAL BUSINESS:

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

**"RESOLVED THAT** pursuant to the provisions of Section 149, 150 and 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Rules made thereunder and Regulation 16, 17, 17(1A) and other relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations') as amended from time to time, the Articles of Association of the Company and upon recommendation of the Nomination and Remuneration Committee, Mr. Rohin Bomanji (DIN: 06971089), who was appointed as an Additional Director of the Company by the Board effective from August 01, 2024, and who holds office up to the date of this Annual General Meeting in terms of Section 161(1) of the Act and is eligible for appointment and who has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company.

**RESOLVED FURTHER THAT** pursuant to Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013 ('the Act'), the Companies (Appointment and Qualifications of Directors) Rules, 2014 read with Schedule IV to the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), Regulation 16, 17 and other relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations') as amended from time to time, the Articles of Association of the Company and upon recommendation of the Nomination and Remuneration Committee, Mr. Rohin Bomanji (DIN: 06971089), who has submitted a declaration that he meets the criteria of Independence as stipulated in Section 149(6) of the Act and the applicable provisions under the Listing Regulations, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation to hold office for a term of Five (5) consecutive years with effect from August 01, 2024 to July 31, 2029.

**RESOLVED FURTHER THAT** any of the Director or Chief Financial Officer or Company Secretary of the Company be and are hereby severally authorised to take all such actions and to do all such acts, deeds, matters, and things as may be deemed necessary, proper, desirable, and expedient for giving effect to this resolution”.

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

**“RESOLVED THAT** pursuant to Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013 (‘the Act’), the Companies (Appointment and Qualifications of Directors) Rules, 2014 read with Schedule IV to the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), Regulation 16, 17, 17A and other relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘the Listing Regulations’) as amended from time to time, the Articles of Association of the Company and upon recommendation of the Nomination and Remuneration Committee, Mr. Sunil Kamalakar Tamhane (DIN: 03179129), who has consented to act as a Director of the Company and who has given a declaration that he meets the criteria of Independence as stipulated in Section 149(6) of the Act and the applicable provisions under the Listing Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his appointment as an Independent Director of the Company, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation, for a term of Five (5) consecutive years with effect from September 16, 2024 upto September 15, 2029.

**RESOLVED FURTHER THAT** any of the Director or Chief Financial Officer or Company Secretary of the Company be and are hereby severally authorised to take all such actions and to do all such acts, deeds, matters, and things as may be deemed necessary, proper, desirable, and expedient for giving effect to this resolution.”

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

**“RESOLVED THAT** pursuant to Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013 (‘the Act’), the Companies (Appointment and Qualifications of Directors) Rules, 2014 read with Schedule IV to the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), Regulation 16, 17, 17A and other relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘the Listing Regulations’) as amended from time to time, the Articles of Association of the Company and upon recommendation of the Nomination and Remuneration Committee, Mr. Ramesh Chandak (DIN: 00026581), who was appointed as an Independent Director of

the Company and holds office upto September 26, 2024 and who has given a declaration that he meets the criteria of Independence as stipulated in Section 149(6) of the Act, the applicable provisions under the Listing Regulations and who is eligible for re-appointment and in respect of whom the Company has received (a notice in writing under Section 160 of the Act from a member proposing his re-appointment as an Independent Director of the Company, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five consecutive years with effect from September 27, 2024 upto September 26, 2029.

**RESOLVED FURTHER THAT** any of the Director or Chief Financial Officer or Company Secretary of the Company be and are hereby severally authorised to take all such actions and to do all such acts, deeds, matters, and things as may be deemed necessary, proper, desirable, and expedient for giving effect to this resolution.”

7. To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) read with Rules made thereunder and Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof) and Articles of Association of the Company, the approval of members be and is hereby accorded for re-appointment of Mr. Arvind Dhumal as Manager of the Company, for a term of 3 (three) years with effect from November 16, 2024 upto November 15, 2027, upon such terms and conditions of appointment and remuneration as provided in the explanatory statement annexed hereto with such changes therein as may be decided by the Board of Directors, and /or the Nomination and Remuneration Committee, subject to the overall limits including remuneration as prescribed under Section 197 read with Schedule V of the Act.

**RESOLVED FURTHER THAT** any of the Director or Chief Financial Officer or Company Secretary of the Company be and are hereby severally authorised to take all such actions and to do all such acts, deeds, matters, and things as may be deemed necessary, proper, desirable, and expedient for giving effect to this resolution.”

**NOTES:**

1. In accordance with the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 14, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 21/2021 dated December 14, 2021, Circular No.

- 2/2022 dated May 05, 2022, Circular No. 10/2022 dated December 28, 2022 and Circular No. 09/2023 dated September 25, 2023 (collectively referred to as 'MCA Circulars') and Circulars dated May 12, 2020, January 15, 2021, May 13, 2022, January 05, 2023 and October 07, 2023 issued by the Securities and Exchange Board of India ('SEBI') and in compliance with the provisions of the Companies Act, 2013 ('the Act'), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Twenty-Seventh Annual General Meeting of the members of the Company ('AGM') is being held through Video Conferencing (VC)/Other Audio Visual Means (OAVM), without the physical presence of the members at a common venue. National Securities and Depository Limited (NSDL) shall be providing facility for voting through remote e-voting, for participation in the AGM through VC/OAVM facility and e-voting during the AGM. The procedure for participating in the meeting through VC/OAVM is annexed herewith and is also available at the Company's website at [www.summitsecurities.net](http://www.summitsecurities.net).
2. In accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India ("ICSI") alongwith the amendments in Secretarial Standard- 2 applicable from April 1, 2024 read with Clarification/Guidance on applicability of Secretarial Standards 1 and 2 dated April 15, 2020 issued by the ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered office of the Company located at 213, Bezzola Complex, B Wing, 71, Sion-Trombay Road, Chembur, Mumbai – 400071.
  3. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act"), Secretarial Standard-2 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 setting out material facts concerning the business under Item Nos. 3 to 7 of the Notice, is annexed hereto.
  4. Brief details of the Directors who are seeking re-appointment, pursuant to Regulations 36(3) of the Listing Regulations and Clause 1.2.5 of Secretarial Standards on General Meetings ('SS-2') issued by ICSI is annexed hereto.
  5. AGM is being held pursuant to the MCA circulars through VC/OAVM, physical attendance of members has been dispensed with attendance of the members through VC/OAVM facility by only will be counted for the purpose of reckoning the quorum under section 103 of the Companies Act, 2013 ("The Act"). Accordingly, the facility for appointment of proxies by the members will not be available for this AGM and hence the proxy form, attendance slip and route map of AGM are not annexed to this notice.
  6. In case of joint holders, the member whose name appears as the first holder in the order of names as per the Register of members of the Company will be entitled to vote.
  7. Consolidation of Folios:
 

Members holding shares in the same name or in the same order of names, under different folios, are requested to notify the relevant details of their said holdings to Link Intime India Private Limited at C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli West, Mumbai - 400083 for consolidation of their shareholdings into a single folio.
  8. Change in address/ email address/contact numbers etc.:
 

Members are requested to notify immediately any change in their address:

    - a) If the shares are held in physical form to:
      - (i) The Company at its Registered Office at:
 

Summit Securities Limited  
213, Bezzola Complex,  
B Wing, 71, Sion-Trombay Road,  
Chembur, Mumbai - 400 071  
E-mail: [investors@summitsecurities.net](mailto:investors@summitsecurities.net)

OR
      - (ii) The Registrar and Share Transfer Agents ("RTA") of the Company at the following address:
 

Link Intime India Private Limited  
C-101, 1st Floor, 247 Park,  
Lal Bahadur Shastri Marg, Vikhroli West,  
Mumbai - 400083  
E-mail: [csg-unit@linkintime.co.in](mailto:csg-unit@linkintime.co.in)
    - b) If the shares are held in demat form: to the respective Depository Participant(s) ('DP').
  9. (i) SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are therefore requested to submit their valid PAN to their DP with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company's RTA.
    - (ii) SEBI vide its Circular No. SEBI/HO/MIRSD/ MIRSD\_ RTAMB/P/CIR/2021/655 dated November 03, 2021, clarification issued vide Circular No. SEBI/HO/MIRSD/ MIRSD\_ RTAMB/P/CIR/2021/687 dated December 14, 2021 and SEBI Circular SEBI/HO/MIRSD-PoD-1/P/ CIR/2023/37 dated March 16,2023 has mandated all listed Companies to record/update the KYC details i.e. PAN, Nomination and Bank Account details of the first holder for shares held in physical mode. The Company has sent a letter to all the Shareholders holding shares in physical mode whose details are yet to be updated seeking the information.



10. The Members may further note that through SEBI Notification dated January 24, 2022, read with SEBI Circular dated January 25, 2022, the listed companies are required to issue the securities in dematerialized form only while processing the requests for Issue of duplicate securities certificate, Claim from Unclaimed Suspense Account, Renewal / Exchange of securities certificate, Endorsement, Sub-division / Splitting of securities certificate, Consolidation of securities certificates/folios, Transmission, Transposition. Also, in view of the Regulation 40 of the Listing Regulations, as amended with effect from April 25, 2022, securities of listed companies can now be transferred only in the demat mode. Members holding shares in physical form are therefore requested to convert their holdings into the demat mode to avoid loss of shares or fraudulent transactions and avail better investor servicing.
11. The Company after compliance with the due procedure laid down under Clause 5A of the erstwhile Listing Agreement entered into with the Stock Exchanges, now Regulation 39 of the Listing Regulations, had transferred the shares covered under the share certificates, which remained unclaimed by members, to a "Suspense Demat Account" opened with Keynote Capitals Limited, Depository Participant ('DP'). Members who wish to claim their equity shares are therefore, requested to write to the Company or to the Registrar and Share Transfer Agents., viz., Link Intime India Private Limited alongwith requisite documentary proof to claim their shares.
12. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the Directors are interested maintained under Section 189 of the Act will be available electronically for inspection by the members during the AGM. All other documents referred to in the accompanying Notice and Explanatory Statements will be available for inspection through electronic mode by the Members, in accordance with applicable statutory requirements. Members seeking to inspect such documents can send an e-mail to [summitsecurities.agm@gmail.com](mailto:summitsecurities.agm@gmail.com).
13. Subject to the receipt of requisite number of votes, the Resolutions forming part of the AGM Notice shall be deemed to be passed on the date of the AGM i.e. **Thursday, August 22, 2024.**
14. SEBI vide circular nos. SEBI/HO/OIAE/OIAE\_IAD-1/P/CIR/2023/131 dated July 31, 2023, and SEBI/HO/OIAE/OIAE\_IAD-1/P/CIR/2023/135 dated August 4, 2023, read with master circular no. SEBI/HO/OIAE/OIAE\_IAD-1/P/CIR/2023/145 dated July 31, 2023 (updated as on August 11, 2023), has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market. Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievance with the RTA/Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>) and the same can also be accessed through the Company's website [www.summitsecurities.net](http://www.summitsecurities.net)
- 15. REGISTRAR AND TRANSFER AGENT ("RTA"):**
- Pursuant to the Order passed by National Company Law Tribunal (NCLT) dated December 18, 2023, TSR Consultants Private Limited has merged with Link Intime India Private Limited with effect from December 22, 2023. Accordingly, the name of RTA of the Company is changed from TSR Consultants Private Limited to Link Intime India Private Limited (Link Intime / RTA).
- 16. ELECTRONIC DISPATCH OF ANNUAL REPORT:**
- In compliance with the applicable MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report of FY 2023-24 is being sent only through electronic mode to those members whose email IDs are registered with the Company / Depositories. Members may note that the Notice and Annual Report of FY 2023-24 will also be available on the Company's website [www.summitsecurities.net](http://www.summitsecurities.net), websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and also on the website of National Securities Depository Limited ('NSDL') i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- 17. REGISTRATION OF EMAIL ID:**
- i. FOR MEMBERS HOLDING PHYSICAL SHARES:**
- The Members of the Company holding equity shares of the Company in physical form and who have not registered their email ID may get their email IDs registered with Company's RTA by submitting Investor Service Request Form (Form ISR1) duly filled and signed as per the specimen signature registered with the Company. The Investor Service Request form can be downloaded from website of the RTA <https://www.linkintime.co.in> → Resource → Download → KYC → Formats for KYC or from Companies Website → Shareholders Information → Advice - Shareholder's holding shares in physical mode. Further the Company had periodically sent letters to shareholders for furnishing the requisite details as per SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023.

## ii. FOR MEMBERS HOLDING SHARES IN DEMAT MODE:

The members holding shares in demat form may get their email address permanently registered with their respective Depository Participant(s).

For receiving soft copy of Annual Report of FY 2023-24 and Notice of 27th AGM, such members may send an email to [investors@summitsecurities.net](mailto:investors@summitsecurities.net) alongwith their details such as Name of shareholder, DPID / Client ID, PAN and mobile number.

## 18. PARTICIPATION AT THE AGM AND VOTING:

### A. The details of the process and manner for participating in the Annual General Meeting ('AGM') through VC / OAVM are explained herein below:

- i. 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 meeting**" menu against company name. You are requested to click on VC/OAVM link placed under "Join Meeting" menu.

The link for VC/OAVM will be available in Shareholder/Member login where the **EVEN of Company – 129417** will be displayed.

- ii. 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.
- iii. The Members can join the AGM in the VC / OAVM mode 30 (thirty) minutes before the scheduled time of the commencement of the Meeting and window for joining the Meeting shall be kept open throughout the proceedings of the AGM.
- iv. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- v. Members are encouraged to join the Meeting through Laptops / iPads connected through broadband for a better experience. Please note that Participants connecting from mobile devices or tablets or through Laptop via mobile hotspot may experience Audio / Video loss due to fluctuation in their respective network connections. It is therefore recommended to use stable Wi-Fi

or LAN connection to mitigate any kind of aforesaid glitches.

- vi. Members who would like to express their views/ask questions during the meeting may register themselves as a speaker and send their request mentioning their name, DP ID and Client ID / folio number, email id, PAN, mobile number at [summitsecurities.agm@gmail.com](mailto:summitsecurities.agm@gmail.com) from 9.00 a.m. (I.S.T) on Friday, August 16, 2024 till 5.00 p.m. (I.S.T.) on Sunday, August 18, 2024. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time at the AGM.
- vii. Members who do not wish to speak during the AGM but have queries on accounts or any matter to be placed at the AGM may send the same latest by Monday, August 19, 2024, mentioning their name, DP ID and Client ID/ folio number, PAN, mobile number at [summitsecurities.agm@gmail.com](mailto:summitsecurities.agm@gmail.com). These queries will be replied suitably either at the AGM or by an e-mail.
- viii. Corporate/ Institutional Members intending to appoint their authorised representatives to attend and vote at the AGM through VC/OAVM or through remote e-Voting are requested to send a scanned copy (PDF/JPG format) of their Board/ Corporate Resolution authorizing its representative(s) to attend and vote at AGM on their behalf, pursuant to Section 113 of the Act, to the Scrutinizer by e-mail at [summitsecurities.scrutinizer@gmail.com](mailto:summitsecurities.scrutinizer@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com).
- ix. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

### B. Remote e-Voting and Voting at AGM:

- i. Pursuant to Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the Listing Regulations and SS-2 on "General Meetings" issued by the ICSI and in terms of SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 and in terms of SEBI Master Circular dated July 11, 2023 in relation to e-voting facility provided by Listed Entities, the Company is pleased to provide its members, facility to exercise their right to vote on resolutions proposed to be considered at the AGM by



electronic means and the business may be transacted through e-voting facility. The facility of casting the votes by the members using an electronic voting system before the meeting as well as during the AGM will be provided by National Securities Depository Limited ("NSDL").

- ii. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on **Thursday, August 15, 2024 ("the cut-off date")**. Any person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting before the AGM and during the AGM.

Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is sent through e-mail and holding shares as on the cut-off date, may obtain the login ID and password by sending a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no. 022 - 4886 7000. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as on the cut-off date may follow steps mentioned in the Notice of the AGM under "**Access to NSDL e-Voting system**".

- iii. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM by way of VC / OAVM facility only but shall not be entitled to cast their vote again at the AGM.
- iv. Mr. P. N. Parikh (Membership No. FCS 327) or failing him Mr. Mitesh Dhabliwala (Membership No. FCS 8331) or failing him Ms. Sarvari Shah (Membership No. FCS 9697) of Parikh Parekh & Associates, Company Secretaries, has been appointed to act as the Scrutinizer, to scrutinize the remote e-voting process before and e-voting process during the AGM in a fair and transparent manner.

- v. The Scrutinizer shall, immediately after the conclusion of the e-voting at the AGM, unblock the votes cast through e-voting (votes cast during the AGM and votes cast through remote e-Voting before the AGM) and make, not later than two working days of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.
- vi. The Results declared along with the Report of the Scrutinizer shall be placed on the Company's website ([www.summitsecurities.net](http://www.summitsecurities.net)) and also be displayed on the website of NSDL ([www.evoting.nsdl.com](http://www.evoting.nsdl.com)) immediately after the results are declared and simultaneously communicated to the Stock Exchanges.

**The instructions for members for voting electronically are as under:-**

The remote e-voting period will commence at **09:00 a.m. (I.S.T.) on Monday, August 19, 2024** and will end at **5:00 p.m. (I.S.T.) on Wednesday, August 21, 2024**. The remote e-voting module shall be disabled by NSDL for voting thereafter. The members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. on **Thursday, August 15, 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 **Thursday, August 15, 2024**. Once vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.





**The details of the process and manner for remote e-voting and joining the AGM are explained herein below:-**

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

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

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

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

| Type of shareholders       | Login Method   | Type of shareholders | Login Method   |
|----------------------------|--|----------------------|--|
| Securities held with NSDL. | <p><b>(A) NSDL IDeAS facility</b></p> <p>If you are already registered, follow the below steps</p> <ol style="list-style-type: none"> <li>Visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com/">https://eservices.nsd.com/</a> either on a Personal Computer or on a mobile.</li> <li>Once the home page of e-Services is launched, click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under “<b>IDeAS</b>” section.</li> <li>A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services</li> <li>Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page.</li> <li>Click on options available against company name or <b>e-Voting service provider - NSDL</b> and you will be redirected to NSDL e-Voting website for casting your vote during the remote e-Voting period or AGM &amp; voting during the AGM.</li> </ol> <p>If the user is not registered for IDeAS e-Services, follow below steps:</p> <ol style="list-style-type: none"> <li>Option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>.</li> <li>Select “<b>Register Online for IDeAS</b>” Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Please follow steps given in points (i) to (v).</li> </ol> |                      | <p><b>(B) E-Voting Website of NSDL:</b></p> <ol style="list-style-type: none"> <li>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.</li> <li>Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/ Member’ section.</li> <li>A new screen will open. You will have to enter your User ID (i.e. your Sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.</li> <li>After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining the AGM &amp; voting during the AGM.</li> <li>Shareholders/ Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <p><b>NSDL Mobile App is available on</b></p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around;">   </div> |

| Type of shareholders   | Login Method   |
|--|--|
| Securities held with CDSL  | <ol style="list-style-type: none"> <li>Existing users who have opted for Easi / Easiest, they can login through their user id and password. The option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing my easi username &amp; password</li> <li>After successful login of Easi/ Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>If the user is not registered for Easi/Easiest, option to register CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN Number. 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. <b>NSDL</b> where the e-Voting is in progress.</li> </ol> |
| Individual Shareholders (holding securities in demat mode) login through their depository participants | You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once logged in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or <b>e-Voting service provider-NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining AGM & voting during the AGM.   |

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

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

| Login type                | Helpdesk details   |
|---------------------------|--|
| Securities held with NSDL | 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.: 022 - 4886 7000                             |
| Securities held with CDSL | 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 toll free no. 1800 210 9911 |

**B) Login Method for e-voting and joining the AGM for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

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

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under "Shareholder/Member section" section.
- A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

## 4. Your User ID details are given below:

| Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical | Your User ID is:  |
|--|---|
| a) For members who hold shares in demat account with NSDL.     | 8 Character DP ID followed by 8 Digit Client ID<br><br>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<br><br>For example if your Beneficiary ID is 12***** then your user ID is 12*****.  |
| c) For members holding shares in Physical Form.                | EVEN Number of the Company – 129417 followed by Folio Number registered with the company<br><br>For example if folio number is 001*** and EVEN is 129417 then user ID is 129417001*** |

## 5. Your password details are given below:

- i) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- ii) 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.
- iii) 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. You will be required to 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 for procuring the User ID and password

and registration of email IDs for e-voting for the resolutions set out in this notice:

Member may send an email request to [evoting@nsdl.com](mailto:evoting@nsdl.com) or to [summitsecurities.agm@gmail.com](mailto:summitsecurities.agm@gmail.com) for obtaining User ID and Password by proving the details mentioned in Point (a) or (b) as the case may be:

- a) In case shares are held in physical mode please provide folio number, 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);
  - b) 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).
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- i. If you are holding shares in your demat account with NSDL or CDSL: Click on '**Forgot User Details / Password**' option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - ii. If you are holding shares in physical mode: **Physical User Reset Password** option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - iii. 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 DP ID-Client ID / folio number, your PAN, your name and your registered address.
  - iv. 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.

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 5

(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](http://www.evoting.nsdl.com) to reset the password.

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

**How to cast your vote electronically and join AGM 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 **Summit Securities Limited** which is **129417** to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**E-VOTING AT THE AGM:-**

- i. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- ii. Only those Members/ shareholders, who will be present at the AGM through VC/OAVM facility and have not cast 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 at the AGM.
- iii. 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.

**GUIDELINES AND ASSISTANCE TO MEMBERS:**

In case of any queries relating to e-voting, with respect to remote e-voting or e-voting at the AGM and members may contact NSDL on [evoting@nsdl.com](mailto:evoting@nsdl.com) or call on.: 022 - 4886 7000 or contact Ms. Pallavi Mhatre, Senior Manager, NSDL at [evoting@nsdl.com](mailto:evoting@nsdl.com) or Ms. Prajakta Pawle, Executive, NSDL at [evoting@nsdl.com](mailto:evoting@nsdl.com) refer to the Frequently Asked Questions (FAQs) section / e-voting user manual for shareholders available at the Downloads section on <https://www.evoting.nsdl.com>.

By Order of the Board of Directors

Date: July 19, 2024  
Place: Mumbai

Jiya Gangwani  
Company Secretary  
M. No. FCS 5870

**Summit Securities Limited**

**CIN:** L65921MH1997PLC194571

Registered Office:

213, Bezzola Complex, B Wing,  
71, Sion-Trombay Road, Chembur, Mumbai 400071

**Tel No.:** +91-22-46098668/69

**Website:** [www.summitsecurities.net](http://www.summitsecurities.net)

**Email:** [investors@summitsecurities.net](mailto:investors@summitsecurities.net)  
[compliance@summitsecurities.net](mailto:compliance@summitsecurities.net)



## ANNEXURE TO NOTICE

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ('THE ACT'), SEBI (LISTING OBLIGATION AND DISCLOSURE REQUIREMENTS) REGULATION, 2015 AND SECRETARIAL STANDARD 2 (SS-2), ISSUED BY ICSI TO THE ACCOMPANYING NOTICE DATED JULY 19, 2024**

The following Explanatory Statement sets out all material facts relating to the business mentioned under Item Nos. 3 to 7 of the accompanying Notice:

**Item No 3 of the Notice:**

M/s. Sharp & Tannan, Chartered Accountants (Firm Registration No.: 109982W) Statutory Auditors of the Company had been appointed as the auditors of the Company by the members of the Company at the Twenty-Fourth AGM, for a period of three years, to hold office from the Twenty-fourth AGM until the conclusion of Twenty-Seventh AGM.

Accordingly, M/s. Sharp & Tannan, Chartered Accountants (Firm Registration No.: 109982W) Statutory Auditors of the Company had communicated vide their letter dated April 19, 2024 their ineligibility to continue as auditors upon completion of their term on conclusion of the Twenty-Seventh AGM.

Accordingly, the Board of Directors of the Company in compliance with Section 139, 141, 142 and other applicable provisions, if any, of the Act read with rules made thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, RBI Act, 1934 read with the relevant Regulations/Notifications/Circulars issued thereunder, to the extent applicable to the Company including the applicability of guidelines for appointment of statutory auditors of NBFCs as envisaged in the RBI Circular No. RBI/2021-22/25 Ref.No. DoS.CO.ARG/SEC.01/08.91.001/2021-22 dated April 27, 2021 and based on the recommendation of the Audit Committee, at their meeting held on May 16, 2024, had approved the appointment of M/s. DMKH & Co, Chartered Accountants (Firm Registration No.: 116886W), who had confirmed that they meet the eligibility criteria as per applicable laws, as statutory auditors of the Company to hold office from the conclusion of this Twenty-Seventh AGM until the conclusion of the Thirtieth AGM of the Company.

Additional information about Statutory Auditors pursuant to Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are provided below:-

|                      |   |
|----------------------|---|
| Terms of Appointment | M/s. DMKH & Co, Chartered Accountants (Firm Registration No.: 116886W), Chartered Accountants will hold office from the conclusion of this Twenty-Seventh AGM till the conclusion of the Thirtieth AGM of the Company, subject to the approval of members at this AGM of the Company. |
|----------------------|---|

|  |   |
|--|---|
| Proposed Audit fees payable to Auditor and material change in fee payable from that paid to the outgoing auditor                                   | Rs. 2,45,000/- (Rupees Two Lakh Forty-Five Thousand only) per annum plus applicable taxes towards audit fees for FY 2024-25 and thereafter a remuneration, as may be mutually agreed, annually between the Board of Directors and the Statutory Auditors with power to the Board of Directors, to alter and vary the terms and conditions of appointment, etc., including by reason of necessity on account of conditions as may be stipulated by the RBI and / or any other authority under applicable laws, in such manner and to such extent as may be mutually agreed with the Statutory Auditors.<br><br>There is no material change in the proposed fee payable to M/s. DMKH & Co, from the fee paid to the outgoing auditor.   |
| Basis of recommendation for appointment including the details in relation to and credentials of the statutory auditor(s) proposed to be appointed. | The recommendation is based on the fulfillment of the eligibility criteria prescribed under the Act read with Rules made thereunder, Listing Regulations and the RBI Act, 1934, read with relevant Regulations / Notifications / Circulars issued thereunder, to the extent applicable to the Company.<br><br>M/s. DMKH & Co., Chartered Accountants (Firm Registration no. 116886W) was founded in 1990 by Durgesh Kumar Kabra (FCA, IP). CA. Durgesh Kumar Kabra is Central Council Member (CCM) & Past Chairman of WIRC of ICAI (The Institute of Chartered Accountants of India). The firm has its H.O. in Mumbai & branches at 8 locations (Ahmedabad, Delhi, Gandhinagar, Pune, Surat, Udaipur, Vadodara & Ballari) in India with 17 partners and a skilled team of 150+ members which include CA, CS, MBA's & Advocates. The firm is empaneled with RBI for conducting Statutory Audits of Nationalized Banks and also empaneled with office of CAG for conducting Audits of PSUs. |



|  |
|--|
| The firm is also empaneled with IBA as ASM Agency for specialized monitoring for large credit exposures and exposures of specialized nature. M/s. DMKH & Co., is a single window professional service firm rendering excellent quality services in the areas of Audit & Assurance, Direct and Indirect Taxation, Internal Controls Review & Audit, Financial and Management Consultancy, Risk Advisory, Mergers & Acquisitions and Business Valuations |
|--|

The aforesaid appointment, if made, shall be in accordance with the provisions of Section 139 and other applicable provisions of the Act, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and RBI Act, 1934 read with relevant Regulations/Notifications/Circulars issued thereunder.

Accordingly, the Board of Directors recommends these Ordinary Resolution as set out at Item No. 3 of the Notice, for approval by the members.

Neither any of the Directors nor any Key Managerial Personnel of the Company nor any of their relatives are in any way concerned or interested, financially or otherwise, in these Ordinary Resolution(s) as set out at Item No. 3.

**Item No. 4 of the Notice:**

The Board of Directors pursuant to Sections 149, 150, and 152 of the Act and Article 100 of the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and Subject to approval of members, had appointed Mr. Rohin Feroze Bomanji (DIN: 06971089) as an Additional (Non-Executive, Independent) Director of the Company, to hold office for a term of five consecutive years from August 1, 2024 until July 31, 2029.

In accordance with the provisions of Section 161 of the Act read with Rules made thereunder, Mr. Bomanji holds office upto the date of the ensuing Twenty-Seventh Annual General Meeting of the Company.

Further, in terms of Regulation 25 and other applicable regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), a listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier

The Company has received notice from a member under Section 160 of the Act proposing the candidature of Mr. Bomanji as an Independent Director. The Company has received a declaration from Mr. Bomanji confirming that he meets the criteria of independence as provided in Section 149 (6) of the Act read with rules thereunder, Regulation 16(1)(b) read with Regulation 25(8) of the

SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations'). The Company has also received his consent to act as an Independent Director and declaration he is not disqualified under Section 164(2) of the Act from being appointed as Director nor debarred by virtue of any order of SEBI or any such other authority.

In the opinion of the Board, Mr. Bomanji, fulfils the criteria as set out in Section 149(6) of the Act and Schedule IV of the Act read with the rules made thereunder and Listing Regulations for appointment as Independent Director of the Company and is independent of the management.

Accordingly, based on the recommendations of Nomination and Remuneration Committee and considering the skills, expertise and experience of Mr. Bomanji, the Board of Directors at its meeting held on May 16, 2024, appointed Mr. Bomanji, as an Additional (Non-executive, Independent) Director, not liable to retire by rotation, for a term of Five (5) consecutive years commencing from August 1, 2024 upto July 31, 2029 (both days inclusive) subject to the approval of the members of the Company by means of a Special Resolution.

Brief profile of Mr. Bomanji alongwith other details as required pursuant to Regulation 36(3) of the Listing Regulations and Clause 1.2.5 of Secretarial Standards (SS-2) on General Meetings issued by the Institute of Company Secretaries of India, as applicable are provided as an annexure to the Notice.

A copy of the draft letter of appointment of Mr. Bomanji, setting out the terms and conditions of appointment is available for inspection through electronic mode, basis the request sent on [summitsecurities.agm@gmail.com](mailto:summitsecurities.agm@gmail.com).

Accordingly, the Board of Directors recommends the Special Resolution as set out in Item No. 4 of this Notice, for approval of the members by way of Special Resolution.

Neither any Directors nor any Key Managerial Personnel of the Company nor any of their relatives are in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 4, except Mr. Bomanji being an appointee himself.

**Item No 5 of the Notice:**

The Board of Directors pursuant to Sections 149, 150, and 152 of the Act and Article 100 of the Articles of Association of the Company and based on the recommendations of the Nomination and Remuneration Committee, have recommended the appointment of Mr. Sunil Tamhane (DIN: 03179129), aged 76 years as an, Non-Executive, Independent Director of the Company, to hold office for a term of five consecutive years from August 1, 2024 until July 31, 2029, by means of a special resolution to be passed by the members at this ensuing Annual General Meeting.

Further, in terms of Regulation 17(1A) and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements)

Regulations, 2015 ("SEBI Listing Regulations"), a listed entity shall ensure that approval of shareholders for appointment or continuation of appointment is obtained for appointment of Non-executive Directors on the Board having attained Seventy Five (75) years of age, by means of a special resolution to be passed by the shareholders in this regard.

The Company has received notice from a member under Section 160 of the Act proposing Mr. Tamhane's candidature as an Independent Director. The Company has received a declaration from Mr. Tamhane confirming that he meets the criteria of independence as provided in Section 149 (6) of the Act read with rules thereunder, Regulation 16(1)(b) read with Regulation 25(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations'). The Company has also received his consent to act as an Independent Director and declaration he is not disqualified under Section 164(2) of the Act from being appointed as Director nor debarred by virtue of any order of SEBI or any such other authority.

In the opinion of the Board, Mr. Tamhane, fulfils the criteria as set out in Section 149(6) of the Act and Schedule IV of the Act and criteria specified in the Act read with the rules made thereunder and Listing Regulations for appointment as Independent Director of the Company and is independent of the management.

Accordingly, based on the recommendations of Nomination and Remuneration Committee and considering the skills, expertise and experience of Mr. Tamhane, the Board of Directors at its meeting held on July 19, 2024 have recommended the appointment of Mr. Tamhane, as an Non-executive, (Independent) Director, not liable to retire by rotation, for a term of five consecutive years from September 16, 2024 until September 15, 2029 (both days inclusive) for the approval of the members of the Company.

Brief profile of Mr. Tamhane alongwith other details as required pursuant to Regulation 36(3) of the Listing Regulations and Clause 1.2.5 of Secretarial Standards (SS-2) on General Meetings issued by the Institute of Company Secretaries of India, as applicable are provided as an annexure to the Notice.

A copy of the draft letter of appointment of Mr. Tamhane, setting out the terms and conditions of appointment is available for inspection through electronic mode, basis the request sent on [summitsecurities.agm@gmail.com](mailto:summitsecurities.agm@gmail.com).

Accordingly, the Board of Directors recommends the Special Resolution as set out in Item No. 5 of this Notice, for approval of the members by way of Special Resolution.

Neither any Directors nor any Key Managerial Personnel of the Company or any of their relatives are in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 5, except Mr. Tamhane being an appointee himself.

#### Item No. 6 of the Notice:

As per Section 149(10) of the Companies Act, 2013 ('the Act'), an independent Director shall hold office for a term up to five consecutive years on the Board of a Company but shall be eligible for re-appointment on passing of a special resolution by the company and disclosure of such appointment in the Boards' Report. [Further, as per Section 149(11) of the Act, no independent director shall hold office for more than two consecutive terms, but such independent director shall be eligible for re-appointment after the expiration of three years of ceasing to become an independent director].

Pursuant to Section 149, 152 read with Schedule IV and other applicable provisions of the Act and Regulation 16, 17, 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Ramesh Chandak (DIN: 00026581) was appointed as Independent Director of the Company to hold office for a term of five consecutive years with effect from September 27, 2019 until September 26, 2024. Accordingly, the first term of Mr. Chandak as Independent Director of the Company ends on September 26, 2024.

In accordance with the provisions of Section 149 read with Schedule IV of the Act, the Re-appointment of Independent Director requires approval of the members of the Company. Further, in terms of Regulation 17(1A) and other applicable regulations of the Listing Regulations, a listed entity shall ensure that approval of shareholders for appointment or continuation of appointment is obtained for appointment of Non-executive Directors on the Board of Directors who having attained Seventy Five (75) years of age, by means of a special resolution to be passed by the shareholders in this regard.

The Company has received a notice as required under Section 160 of the Act from a member proposing his re-appointment as an Independent Director of the Company. The Company has received a declaration from Mr. Chandak interalia confirming that he meets the criteria of independence as provided in Section 149 (6) of the Act and Rules framed thereunder, Regulation 16(1)(b) read with Regulation 25(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations'). The Company has also received a declaration from Mr. Ramesh Chandak confirming that he is eligible to be re-appointed as Non-Executive, Independent Director of the Company and declaration that he is not disqualified under Section 164(2) of the Act from being re-appointed as Director nor debarred by virtue of any order of SEBI or any such other authority.

In the opinion of the Board, he fulfils the conditions specified in the Act and Listing Regulations for re-appointment as an Independent Director and is independent of the management.

Other details as required pursuant to Regulation 36(3) of the Listing Regulations and Clause 1.2.5 of Secretarial Standards (SS-2) on General Meetings issued by the Institute of Company Secretaries of India, as applicable

is provided as an annexure to the Notice. Details of Board Meetings attended during the year, remuneration drawn etc. are available in the Corporate Governance section of the Annual Report.

A copy of the draft letter of appointment of Mr. Ramesh Chandak, setting out the terms and conditions of appointment is available for inspection through electronic mode, basis the request sent on [summitsecurities.agm@gmail.com](mailto:summitsecurities.agm@gmail.com).

Based on the skills, expertise and experience of Mr. Chandak, evaluation of his performance and upon recommendations of the Nomination and Remuneration Committee, the Board recommends the re-appointment of Mr. Ramesh Chandak as Independent Director for a second term of 5 consecutive years from September 27, 2024 until September 26, 2029 (both days inclusive) and his office shall not be liable to retire by rotation, for approval of the members by means of a Special Resolution

Neither any Directors nor any Key Managerial Personnel of the Company or any of their relatives are in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 6, except Mr. Chandak being an appointee himself.

#### Item No. 7:

Pursuant provisions of Section 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with Schedule V to the Act (including any statutory modification of re-enactment thereof), Mr. Arvind Dhumal had been appointed as the Manager of the Company by the members, through an ordinary resolution passed through Postal Ballot on December 19, 2021, for a period of three years with effect from November 16, 2021 upto November 15, 2024.

The remuneration paid to Mr. Arvind Dhumal during the FY 2023-24 was Rs. 15,29,808/- (Rupees Fifteen Lakhs Twenty-Nine Thousand Eight hundred and Eight only) including performance bonus and other benefits as per Company's Policy.

Accordingly, the term of Mr. Arvind Dhumal as Manager of the Company ends on November 15, 2024. The Board of Directors had, at their meeting held on May 16, 2024, approved the re-appointment of Mr. Arvind Dhumal as the Manager of the Company for a period of 3 years commencing from November 16, 2024 upto November 15, 2027, subject to approval by the members by means of an Ordinary Resolution.

Section 196(4) of the Act inter-alia provides for the appointment, remuneration and terms and conditions of the appointment of the manager approved by the Board of Directors at a meeting shall be subject to approval by a resolution at the next General Meeting of the Company.

Mr. Arvind Dhumal has pursued Master's in Commerce from Mumbai University and has more than 33 years of rich experience in the field of Finance and Accounting,

including his association with Company for over last 14 years.

In accordance with the applicable provisions of the Act and Remuneration Policy of the Company, Mr. Arvind Dhumal shall be entitled to the remuneration as mentioned hereunder:

| Sr. No. | Particulars                      | Amount per annum (in Rs.)   |
|---------|----------------------------------|---|
| 1.      | Basic Salary                     | 4,83,636/-  |
| 2.      | Customized Allowance Pool (CAP)* | 10,13,496/-   |
| 3.      | Gratuity                         | 23,268/-  |
| 4.      | Performance Bonus / Incentive    | As per the Policy of the Company and as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors  |
| 5.      | Additional Benefits              | Medical Insurance for self, spouse and for dependent children; Term life insurance for self; Reimbursement of expenses as per actuals;<br><br>Any other benefit/increments as per Company Policy. |

\*This includes Personal Pay, Housing Rent Allowance (HRA), Education Allowance, LTA etc.

The above remuneration shall be subject to applicable taxes if any and within the overall ceiling and conditions prescribed under the Act and applicable laws (as amended or re-enacted from time to time). Any changes including increment/subsequent variation(s) in the remuneration payable to him shall be approved by the Nomination and Remuneration Committee / Board of Directors within the overall limits as prescribed under the Act.

In the event of loss or inadequacy of profit in any financial year, the remuneration, as determined aforesaid, from time to time, be paid and the perquisites provided to Mr. Dhumal, as minimum remuneration, subject to such limits, as may be prescribed in Section II of Part II of Schedule V to the Companies Act, 2013, from time to time.

Copy of the letter of appointment of Mr. Arvind Dhumal as a Manager of the Company is available for inspection through electronic mode, basis the request being sent on [summitsecurities.agm@gmail.com](mailto:summitsecurities.agm@gmail.com).

Accordingly, the Board of Directors recommends Ordinary Resolution as set out at Item No. 7 of the Notice, for approval of the members.

Neither any Director nor any Key Managerial Personnel of the Company nor any of their relatives are in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 7, except Mr. Dhumal being an appointee himself.

**Details of Directors' seeking Appointment/Re-appointment at the Twenty-Seventh Annual General Meeting  
[Pursuant to Regulations and 36(3) of the Listing Regulations and Secretarial Standard-2 (SS-2) on General Meetings]**

| Particulars  | Name of the Director / Manager   | Mr. Sunil Kamliakar Tamhane  | Mr. Rohin Feroze Bomanji  | Mr. Ramesh Chandak  | Mr. Arvind Dhumal  |
|--|--|--|---|---|--|
| <b>Date of First Appointment on the Board</b>                      | February 11, 2010  | September 16, 2024 (Refer Note 1)  | August 1, 2024 (Refer Note 1)   | September 29, 1999  | November 16, 2021  |
| <b>Age</b>   | 67 Years   | 76 years   | 62 years  | 78 years  | 58 years   |
| <b>Qualification</b>   | <ul style="list-style-type: none"> <li>Graduate in Science,</li> <li>Masters in Economics,</li> <li>Company Secretary,</li> <li>Graduate in Law and Cost Accountant</li> </ul>   | <ul style="list-style-type: none"> <li>B.Sc Honours,</li> <li>Chartered Accountant,</li> </ul>   | <ul style="list-style-type: none"> <li>Commerce Graduate</li> </ul>   | <ul style="list-style-type: none"> <li>Chartered Accountant;</li> <li>Masters in Commerce and Completed Advanced Management Programme on Leading Change and Organisational Renewal.</li> </ul>  | <ul style="list-style-type: none"> <li>Masters in Commerce</li> </ul>  |
| <b>Brief profile and expertise in specific functional areas</b>    | Mr. Rajpoot has over 46 years of experience in corporate laws, securities laws, accounts, finance, commercial, human resources, corporate governance, risk management, general management, business operations, development, strategy functions with corporates of repute, both in public as well as private sectors (such as National Textile Corporation of UP Limited, Kempur, Pradeshiya Industrial and Investment Corporation of UP Limited, Lucknow, a state level financial institution and CEAT Limited, to name a few). He has also been actively involved in the functioning of professional bodies and industry forums. | Mr. Tamhane is a qualified Chartered Accountant having more than 40 years of experience in the field of Accounts, Taxation, Audit, Commercial and Finance. He has worked with reputed groups such as RPG, TATA and Ganware. He has served CEAT Limited in the capacity of General Manager, Accounts and Sourcing. He was also head of the Financial and Commercial functions of joint venture companies of CEAT Limited based in Sri Lanka, where from he had retired as the Vice President Commercial of ACHPL. He was practicing as a Chartered Accountant handling Audits (including Nationalised bank branch audits and stock audits) Taxation, Management Consultancy assignments, etc. for about 8 years | Mr. Rohin Feroze Bomanji, a commerce graduate, has over 40 years of rich experience in the field of accounting and finance in the corporate sector. Earlier, he worked as Deputy General Manager (Accounts) in RPG Corporate Finance Department at RPG Enterprises. | Mr. Ramesh Chandak, is a Chartered Accountant and also completed his Advanced management Program Harvard Business School. In his advisory practice, which he started in 2015, he helped companies to achieve significant and sustained performance improvement. Prior to starting advisory practice, he was MD & CEO of KEC international Ltd, a US \$ Two Billion diversified engineering company. In his career of over 40 years, he has worked across geographies in USA, Malaysia, and India. He has been associated with various industries such as textiles, edible oil, NBFC and engineering to name a few. He is a recipient of the "CA-Business Leader Award" given by The Institute of Chartered Accountants of India. He is a former President of Indian Electrical & Electronics Manufacturers Association of India. He is on the Boards of several listed companies and is a Trustee in a non-profit organization. | Mr. Dhumal has done master's in commerce from Mumbai University and has more than 33 years of rich experience in the field of Finance and Accounting, including his association with Company for over last 14 years. |
| <b>Other Directorships</b>   | <ul style="list-style-type: none"> <li>South West Pinnacle Exploration Limited</li> <li>F G P Limited</li> <li>Carnival Investments Limited</li> <li>RPG Ventures Limited;</li> <li>RPG Industries Private Limited;</li> <li>Mantle Advisors Private Limited;</li> <li>Janpragati Electoral Trust</li> </ul>   | Nil  | <ul style="list-style-type: none"> <li>FGP Limited</li> <li>Sofreal Mercantile Private Limited</li> <li>Instant Holdings Limited</li> </ul>   | <ul style="list-style-type: none"> <li>Ram Raina Wires Limited</li> <li>RR Kabel Limited</li> <li>Anand Rathi Wealth Limited</li> <li>First Bridge Fund Managers Private Limited</li> <li>Tribhovandas Bhimji Zaveri Limited</li> </ul>   | Nil  |
| <b>Membership/ Chairmanship of Committees in other Companies</b>   | <ul style="list-style-type: none"> <li>FGP Limited – AC*, NRC***, Member and SRC**, Chairman</li> <li>Summit Securities Limited – AC*, NRC***, Member and SRC**, Chairman</li> <li>Carnival Investments Limited – AC*, Chairman and NRC***, Member.</li> </ul>   | Nil  | <ul style="list-style-type: none"> <li>Stakeholders Relationship Committee - FGP Limited</li> </ul>   | <ul style="list-style-type: none"> <li>Anand Rathi Wealth Limited AC* NRC***</li> </ul>   | Summit Securities - ALMC*** and RMC#   |
| <b>Number of shares held in the Company</b>                        | One (1) equity share of Rs.10 each   | Nil  | Nil   | Nil   | Nil  |
| <b>Listed entities from which resigned in the past three years</b> | Nil  | Nil  | Nil   | <ul style="list-style-type: none"> <li>Parag Milk Foods Limited</li> <li>Prince Pipes and Fittings Limited</li> <li>KEC International Limited</li> </ul>  | Nil  |
| <b>Relationship with other Directors and KMP's</b>                 | None of the Directors are related to any other Director or Key Managerial Personnel of the Company.  | None of the Directors are related to any other Director or Key Managerial Personnel of the Company.  | None of the Directors are related to any other Director or Key Managerial Personnel of the Company.   | None of the Directors are related to any other Director or Key Managerial Personnel of the Company.   | Not Applicable, since the appointment is as Manager (KMP) and not as a Director.   |

**Notes:**

1. Subject to approval of members by means of Special Resolution to be passed at this Annual General Meeting.

2. Abbreviations Used

\* AC – Audit Committee

\*\*SRC – Stakeholders Relationship Committee

\*\*\*NRC – Nomination and Remuneration Committee

# RMC – Risk Management Committee.

\*\*\*\*Asset Liability and Management Committee and

\*\*\*\*\*Asset Liability and Management Committee and

\*\*\*\*\*Asset Liability and Management Committee.

\*\*\*\*\*Asset Liability and Management Committee.

3. For other details such as number of meetings of the Board attended during the year, remuneration drawn, skills, expertise, competence etc and other relevant information as required under Listing Regulations, SS and the Act read with rules made thereunder, please refer to the Corporate Governance Report, which forms part of this Annual Report.



## BOARD'S REPORT AND MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Dear Members,

Your directors are pleased to present their Twenty-Seventh Report together with Audited Financial Statements for the year ended March 31, 2024.

### FINANCIAL HIGHLIGHTS:

The summary of financial performance of the Company for the year under review is as given below:

(Rs. in lakhs)

| Particulars                                    | Standalone                           |                                      | Consolidated                         |                                      |
|--|--------------------------------------|--------------------------------------|--------------------------------------|--------------------------------------|
|  | For the Year ended<br>March 31, 2024 | For the Year ended<br>March 31, 2023 | For the Year ended<br>March 31, 2024 | For the Year ended<br>March 31, 2024 |
| <b>Total Income</b>                            | <b>4,747.96</b>                      | <b>2,608.73</b>                      | <b>10,223.92</b>                     | <b>5,053.94</b>                      |
| <b>Profit before Depreciation &amp; Tax</b>    | <b>4,496.78</b>                      | <b>2,364.91</b>                      | <b>9,838.90</b>                      | <b>4,701.57</b>                      |
| (-) Depreciation                               | 2.16                                 | 1.71                                 | 2.28                                 | 1.71                                 |
| <b>Profit/(Loss) before Tax</b>                | <b>4,494.62</b>                      | <b>2,363.20</b>                      | <b>9,836.62</b>                      | <b>4,699.86</b>                      |
| (-) Tax Expenses                               | 982.51                               | 420.48                               | 2263.60                              | 993.71                               |
| <b>Profit/(Loss) after Tax</b>                 | <b>3,512.11</b>                      | <b>1,942.72</b>                      | <b>7,573.02</b>                      | <b>3,706.15</b>                      |
| (+) Other Comprehensive Income                 | 1,46,961.62                          | 3,925.76                             | 3,84,453.97                          | 58,702.51                            |
| <b>Total Comprehensive Income for the year</b> | <b>1,50,473.73</b>                   | <b>5,868.48</b>                      | <b>3,92,026.99</b>                   | <b>62,408.66</b>                     |

### FINANCIAL PERFORMANCE:

#### Total Income:

On a standalone basis, total income for FY 2023-24 of Rs. 4,747.96 lakhs compared to Rs. 2,608.73 lakhs of the previous year, mainly due to higher gain on fair value changes of mutual fund and other investments, which was Rs. 2,288.84 lakhs for the current year as compared to Rs. 56.03 lakhs in the previous year.

On a consolidated basis, total income was Rs. 10,223.92 lakhs, as compared to Rs. 5,053.94 lakhs in the previous year, mainly due to higher dividend income, which was Rs 5,512.20 lakhs for FY 2023-24 as compared to Rs 4,624.80 lakhs in the previous year, and higher gain on fair value changes of mutual funds and other investments of Rs 4,455.22 lakhs as compared to Rs. 121.86 lakhs in the previous year.

During the year, equity market performance for India was one of the best over the last three years due to various contributing factors like good domestic inflows, buoyancy in tax collections, stable monetary policies, GDP growth around 8.2% etc. as a result BSE Sensex rose by 24.9% over last year.

#### Expenses:

On a standalone basis, the total expenses for FY 2023-24 at Rs. 253.34 lakhs were marginally higher compared to previous year's Rs. 245.53 lakhs year. The increase was mainly due to higher employee benefit expenses. On consolidated basis, the total expenses for FY 2023-24 were Rs. 387.30 lakhs as compared to Rs. 354.08 lakhs for the previous year mainly due to increase in employee benefit expenses and investment expenses.

#### Profit After Tax:

Standalone Profit after Tax for FY 2023-24 was Rs. 3,512.11 lakhs as compared to Rs. 1,942.72 lakhs during the previous year, mainly due to higher revenue.

Consolidated Profit after Tax for FY 2023-24 was Rs. 7,573.02 lakhs as compared to Rs. 3,706.15 lakhs during the previous year, mainly due to higher revenue.

The cashflow arising from the profits for the year has been deployed in the business.

#### Amounts proposed to be carried to reserves:

An amount of Rs. 702.42 lakhs has been transferred to Special Reserve in standalone financial statements as per the statutory requirements. The Company has not transferred any amount to General Reserves during the year.

### DIVIDEND:

With a view to conserve resources in the volatile environment and to maintain sufficient funds for investment and working capital requirements, your directors consider it prudent not to recommend any dividend for the year under review.

### MANAGEMENT DISCUSSION AND ANALYSIS:

#### a. Industry Structure & Developments, Opportunities and Future Outlook:

Global economy has slowed down considerably, growing around 3% during Calendar Year ('CY') 2023 due to various factors like inflation, high interest rates and geopolitical conflicts. CY2024 growth is also expected to be on similar lines. India

on the other hand has benefitted from stable macro-economic situation and declining inflation with the GDP expanding by 8.2% in FY 2023-24. The RBI has projected inflation of 4.5 % and GDP growth of 7.2% for FY 2024-25 considering strong infrastructure push by the Government, expectation of a good monsoon and buoyancy in tax collections.

The Company is a Non-Banking Financial Company ('NBFC') registered with the Reserve Bank of India as a Non-Deposit Accepting NBF1 and derives most of its revenue from investments. Also, the value of the stocks, shares and bonds depends on the prevailing capital markets scenario. The future success of the Company continues to depend on its ability to anticipate the volatility of the financial markets, minimizing risks and increasing returns through prudent investment decisions.

The investments of the Company are typically long-term in nature and predominantly in the equity markets. The Company also invests in companies where it is a part of the promoter group from a long-term perspective. All investments decisions are reviewed by the Audit Committee and the Board of Directors, respectively, on a periodic basis.

**b. Risks, Threats and Concerns:**

Risk management comprises of identification, assessment, and prioritization of risks followed by coordinated and economical application of resources to minimize, monitor and control the probability and/ or impact of unfortunate events or to maximize the realization of opportunities.

The Risk Management Committee ('RMC') of the Board of Directors manages and monitors the Company's risks, as detailed herein below under the heading "Risk Management Process".

**c. Internal control systems and their adequacy:**

The Company has an adequate internal audit and control system commensurate with its size and nature of business to ensure operational efficiency, accuracy and promptness in financial reporting and compliance of various laws and regulations. The Audit Committee of the Board of Directors reviews the Internal Audit Report and the adequacy and effectiveness of internal controls periodically.

**d. Human Resources:**

Employee relations continued to remain cordial during the year under review. As on March 31, 2024, there were 5 (Five) employees including Key Managerial Personnel ('KMP') of the Company.

**e. Significant Changes in Key Financial Ratios (i.e., change of 25% or more as compared to immediately previous financial year) and Change in Return on Net Worth as compared to the immediately previous financial year, along with a detailed explanation thereof:**

Return on Net Worth for FY 2023-24: 0.90%

Return on Net Worth for FY 2022-23: 0.81%

Change in return on Net Worth as compared to immediately preceding financial year: 11%

As compared to the previous year, the Company's Return on Net Worth and Net Profit has increased on account of higher Net gain on fair value changes of mutual funds and other investments. Except for this, there is no significant change (i.e. change of more than 25%) in any other key financial ratios during the current financial year as compared to immediately preceding financial year.

**CAUTIONARY STATEMENT:**

Statements in the Management Discussion and Analysis describing the Company's objectives, projections, estimates and expectations may constitute "forward looking statements" within the meaning of applicable laws and regulations. Actual results might differ materially from those either expressed or implied.

**SHARE CAPITAL**

During the year under review, there was no change in the Share capital of the Company.

**MATERIAL CHANGES AND COMMITMENTS:**

There are no material changes and commitments affecting the financial position of the Company which have occurred between the end of the financial year on March 31, 2024, to which the financial statements relate and the date of this report.

**CONSOLIDATED FINANCIAL STATEMENTS:**

In accordance with Section 129(3) of the Companies Act, 2013 ('the Act') and Regulation 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('the Listing Regulations') the Consolidated Financial Statements of the Company and its subsidiaries, including the statement containing salient features of the financial statements of all the subsidiary companies of the Company as set out in prescribed Form No. AOC-1, forms part of this Annual Report.

The Consolidated Financial Statements have been prepared in accordance with the applicable Indian Accounting Standards issued by the Institute of Chartered Accountants of India.



**SUBSIDIARY COMPANIES:**

There were no changes in the subsidiaries or associates during the year under review. However, pursuant to the Share Purchase Agreement entered by Instant Holdings Limited (Instant), the Company's wholly owned subsidiary, has sold its entire shareholding in Sudarshan Electronics and TV Limited (Sudarshan) on May 7, 2024. Consequently, Sudarshan has ceased to be a subsidiary of Instant and step down subsidiary of the Company with effect from that date.

Further, the Financial Statements of the subsidiaries for the year ended March 31, 2024 are uploaded on the website of the Company in accordance with Section 136 of the Act. The Financial Statements of these subsidiaries and the other related information will be made available to any Member of the Company seeking such information and also available for inspection at the Registered Office of the Company.

As required under Regulation 16(1)(c) of the Listing Regulations, the Company has formulated the Policy on Materiality of Subsidiaries and the same is published on the Company's website at

[https://www.summitsecurities.net/files/corporate\\_governance/PolicyonMaterialSubsidiary.pdf](https://www.summitsecurities.net/files/corporate_governance/PolicyonMaterialSubsidiary.pdf)

**DIVIDEND DISTRIBUTION POLICY**

Pursuant to Regulation 43A of the Listing Regulations as amended upto date, the Company has adopted a Dividend Distribution Policy. The same is published on the Company's website at

<https://www.summitsecurities.net/files/DividendDistributionPolicy.pdf>

**RISK MANAGEMENT POLICY/ PROCESS:**

The Company has constituted the Risk Management Committee ("RMC") in accordance with Regulation 21 of the Listing Regulations and the Guidelines on Corporate Governance ("Guidelines") issued by the Reserve Bank of India ("RBI") as applicable to the Company. The terms of reference of the RMC are in accordance with the aforesaid Guidelines, the Act and the Listing Regulations.

The RMC had formulated a Risk Management Policy. This policy defines a process to ensure that a structured, disciplined and consistent risk strategy, providing guidance for risk activity within the Company by embedding Enterprise Risk Management within the culture of the business is in place.

One of the elements in the Risk Management Process as defined in the Risk Management Policy, is identification and assessment of risks. The identified risks pertaining to the nature of business carried out by the Company comprise of Strategic Risk, Operational Risk, Sectoral Risk, ESG related risks, Capital Market Fluctuations Risk, Regulatory & Compliance Risk, Human Resource Risk, Information and Technology Risk, Liquidity Risk etc. Risk

mitigation measures are also reviewed alongside the identified risks. A report on risk evaluation and mitigation covering the elements of risks, impact and likelihood, mitigation measures and risk assessment is periodically presented before the RMC for review and placed before the Board of Directors for information.

**RELATED PARTY TRANSACTIONS:**

The Company has in place a Policy on Related Party Transactions for purpose of identification and monitoring of Related Party Transactions. The policy was last revised and approved by the Board of Directors on February 10, 2022, and is published on the Company's website at

[https://www.summitsecurities.net/files/corporate\\_governance/RelatedPartyTransactionPolicy.pdf](https://www.summitsecurities.net/files/corporate_governance/RelatedPartyTransactionPolicy.pdf)

The Company had not entered into any transaction with related parties during the year under review which requires reporting in Form No. AOC-2 in terms of the Section 134(3) and 188(1) of the Act read with Rule 8(1) of the Companies (Accounts) Rules, 2014.

There are no relationships between the Directors inter-se nor any relationship between the Key Managerial Personnel (KMP) inter-se.

None of the Directors/KMP had any pecuniary relationships or transactions vis-a-vis the Company except the sitting fees paid to Directors and remuneration paid to KMP's.

**ANNUAL RETURN:**

Pursuant to Section 134(3)(a) of the Act read with Section 92(3) of the Act and Rule 12 of the Companies (Management and Administration) Rules, 2014, Annual Return is published on the Company's website at

[https://www.summitsecurities.net/files/AGM/MGT-7/MGT-7\\_FY23-24.pdf](https://www.summitsecurities.net/files/AGM/MGT-7/MGT-7_FY23-24.pdf)

**PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS:**

Since the Company is registered as a Non-Banking Financial Company (NBFC) not accepting public deposits, with the Reserve Bank of India and having its principal business of making investments, the Company is accordingly exempted from the relevant provisions under Section 186 (11) of the Act. Further, the Company has neither given any loans or advances nor guarantees during the year under review.

**PUBLIC DEPOSITS:**

Since the Company is registered with the Reserve Bank of India as an NBFC not accepting public deposits, it is exempted from the provisions of Section 73 of the Act.

Further, the Company has not accepted public deposits as defined under RBI's Master Direction on NBFC-Acceptance of Public Deposit (Reserve Bank) Directions, 2016.

**DIRECTORS AND KEY MANAGERIAL PERSONNEL:****a. Directors:**

Pursuant to the provisions of the Act and Articles of Association of the Company, Mr. Hari Narain Singh Rajpoot (DIN: 00080836), Non-Executive Director, retires by rotation at the Twenty-Seventh AGM and being eligible, has offered himself for re-appointment.

Based on the recommendations of the Nomination and Remuneration Committee, considering their skills, expertise and experience and the declaration submitted by him and pursuant to Section 149, 150 and 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Rules made thereunder and Regulation 16, 17 and other relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations') as amended from time to time, the Articles of Association of the Company and upon recommendation of the Nomination and Remuneration Committee, the Board of Directors had:

- (i) At their meeting held on May 16, 2024:
- (a) appointed Mr. Rohin Feroze Bomanji (DIN: 06971089) as an Additional (Non-Executive, Independent) Director of the Company for a term of Five (5) consecutive years w.e.f. August 1, 2024, subject to the approval of the shareholders by means of special resolution.
- (b) considered and approved re-appointment of Mr. Ramesh Chandak (DIN: 00026581) as an Independent Director for the second term of Five (5) consecutive years with effect from September 27, 2024, subject to the approval of the shareholders by means of special resolution;
- (ii) At their meeting held on July 19, 2024, considered and recommended Appointment of Mr. Sunil Kamlakar Tamhane (DIN: 03179129) as the Independent Director of the Company for a term of Five (5) consecutive years with effect from September 16, 2024, subject to the approval of the shareholders by means of special resolution.

Pursuant to Section 161 of the Act, Mr. Bomanji holds office from August 1, 2024, upto the date of this Annual General Meeting of the Company (AGM) and is eligible for appointment as a Director.

Mr. Bomanji, Mr. Chandak and Mr. Tamhane, qualify to be Independent Directors pursuant to Section 149 (6) and other applicable provisions of the Act, Rules made thereunder and the Listing Regulations.

Accordingly, the Special Resolutions are being proposed by the Board of Directors for members

approval, at this AGM for approving the following directorships, who all, shall not be liable for retirement by rotation during their tenure mentioned below:

- (i) Appointment of Mr. Bomanji as an Independent Director of the Company for a term of Five (5) consecutive years with effect from August 1, 2024 until July 31, 2029.
- (ii) Appointment of Mr. Tamhane as an Independent Director of the Company for a term of Five (5) consecutive years with effect from September 16, 2024 until September 15, 2029
- (iii) Re-appointment of Mr. Chandak as an Independent Director of the Company for a second term of Five (5) consecutive years with effect from September 27, 2024 until September 26, 2029.

In compliance with Section 102(1) of the Act, Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 (SS-2) on General Meetings, necessary details have been annexed to the Notice of the AGM.

**b. Key Managerial Personnel:**

During the year under review, based on the recommendations of the Nomination and Remuneration Committee and the Audit Committee, the Board of Directors appointed Mr. Anand Rathi as the Chief Financial Officer of the Company effective March 01, 2024, considering the retirement of Mr. Paras Mal Rakhecha as Chief Financial Officer on February 29, 2024.

As on March 31, 2024, pursuant to the provisions of sub-section (51) of Section 2 and Section 203 of the Act read with the rules framed thereunder, the following persons were the Key Managerial Personnel of the Company as on March 31, 2024:

1. Mr. Arvind Dhumal, Manager.
2. Mr. Anand Rathi, Chief Financial Officer; and
3. Ms. Jiya Gangwani, Company Secretary.

Mr. Arvind Dhumal was appointed as the Manager of the Company through an ordinary resolution passed the members through postal ballot on December 19, 2021, for a period of 3 years commencing from November 16, 2021, until November 15, 2024. The present term of Mr. Dhumal as Manager concludes on November 15, 2024. Upon recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at their meeting held on May 16, 2024, have approved the re-appointment of Mr. Arvind Dhumal as Manager of the Company for a period of three (3) years commencing from November 16, 2024 until November 15, 2027, subject to approval of members at the this AGM.

Accordingly, the Board recommends the re-appointment of Mr. Arvind Dhumal as Manager of the Company at the this AGM.

c. Declarations from Independent Directors:

In terms of the provisions of sub-section (6) of Section 149 of the Act and Regulation 16 and other applicable provisions under Listing Regulations including any amendment(s) thereof, the Company has received declarations from all the Independent Directors of the Company that they meet with the criteria of independence as provided in the Act and the Listing Regulations. There has been no change in the circumstances affecting their status as an Independent Director during the year.

In the opinion of the Board of Directors, the Independent Directors of the Company possess requisite qualifications, experience and expertise and they hold the highest standards of integrity.

The Independent Directors have confirmed that they have registered and renewed, if applicable, their names in the data bank maintained with the Indian Institute of Corporate Affairs ('IICA'). In terms of Section 150 of the Act read with Rule 6(4) of the Companies (Appointment & Qualification of Directors) Rules, 2014, all the Independent Directors of the Company are exempted from undertaking the online proficiency self-assessment test. The Independent Directors are in compliance with the provisions of Rule 6 of the Companies (Appointment and Qualifications of Directors) Rules, 2014, as amended and applicable.

The Independent Directors of the Company had no pecuniary relationship or transactions with the Company other than sitting fees and reimbursement of expenses, if any, incurred by them for attending meeting of the Company.

d. Familiarization Programme for Independent Directors:

Pursuant to the Code of Conduct for Independent Directors specified under the Act and Regulation 25(7) of the Listing Regulations, the Company familiarises its Independent Directors on their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates and business model of the Company, etc. The note on this familiarisation programme is also published on the Company's website at

[https://www.summitsecurities.net/files/Note\\_on\\_Familiarisation\\_Prog\\_for\\_Ind.pdf](https://www.summitsecurities.net/files/Note_on_Familiarisation_Prog_for_Ind.pdf)

**MEETINGS OF THE BOARD OF DIRECTORS:**

The Board of Directors met four times during the year ended March 31, 2024, the details of the same are mentioned in the Corporate Governance Report, which forms part of this Annual Report.

**COMMITTEES:**

As on March 31, 2024, the Committees comprised of mandatory committees as per the Act and the Listing Regulations viz., Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Risk Management Committee.

The non-mandatory committees comprise of the Asset Liability Management Committee and IT Strategy Committee constituted as per applicable RBI guidelines. Details of the composition of these committees along with the number of meetings held during the year and other related details are set out in the Corporate Governance Report which forms part of this Annual Report.

There have been no instances where the Board of Directors has not accepted the recommendations of any of its committees, including the Audit Committee.

**ANNUAL PERFORMANCE EVALUATION OF BOARD, ITS COMMITTEES AND DIRECTORS:**

The Annual Evaluation, as required under the Act and the Listing Regulations, has been carried out by the Board of Directors of its own performance, the performance of each individual Director (including its chairperson) and its committees. For this purpose, an Evaluation Questionnaire which was prepared considering the criteria for evaluation in accordance with the Company's "Nomination and Remuneration Policy", approved by the Board of Directors on recommendation of the Nomination and Remuneration Committee, taking into account the applicable provisions of the Act and the rules made thereunder, the Listing Regulations read with the Circulars issued by SEBI in this regard, which inter-alia covered various aspects such as participation in meetings, contribution to strategic decision making, core governance and compliance, etc. The aforesaid Evaluation Questionnaire was circulated to all the Directors and their responses were received in a sealed envelope addressed to the Chairman of the Board of Directors and results thereof were then discussed in the next meeting of the Board of Directors.

**NOMINATION AND REMUNERATION POLICY:**

Pursuant to the Act, SEBI Listing Regulations and NBFC Regulations, the Company has constituted a Nomination and Remuneration Committee consisting of composition as defined therein. The terms of reference of the Committee, inter alia, include dealing with appointment and remuneration of Directors, Key Managerial Personnel and Senior Management Personnel. The Policy inter-alia covers the criteria for determining qualifications, positive attributes and independence of a director, etc.

The detailed Policy is given as **Annexure A** to this Report and is also published on the Company's website at

[https://www.summitsecurities.net/files/corporate\\_governance/Nomination\\_and\\_Remuneration\\_Policy.pdf](https://www.summitsecurities.net/files/corporate_governance/Nomination_and_Remuneration_Policy.pdf)

**DIRECTORS RESPONSIBILITY STATEMENT:**

Pursuant to Section 134(3)(c) of the Act, your Directors to the best of their knowledge and belief confirm that:

- (a) in the preparation of the annual accounts, the applicable accounting standards have been followed alongwith proper explanation relating to material departures, if any;
- (b) such accounting policies have been selected and applied consistently and such judgements and estimates have been made that are reasonable and prudent to give a true and fair view of the state of affairs of the Company in the Balance Sheet as at March 31, 2024 and the Statement of Profit and Loss for the financial year ended March 31, 2024;
- (c) proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- (d) the annual accounts have been prepared on a going concern basis.
- (e) the proper internal financial controls were in place and that such internal financial controls were adequate and were operating effectively.
- (f) the systems to ensure compliance with the provisions of all applicable laws were in place and that such systems were adequate and operating effectively.

**VIGIL MECHANISM / WHISTLE BLOWER POLICY:**

The Company has adopted vigil mechanism in the form of Whistle Blower Policy ('WBP') for directors and employees to report their concerns about unethical behavior, actual or suspected fraud or violation of the Company's code of conduct or ethics policy. The WBP is also published in the Company's website at [https://www.summitsecurities.net/files/corporate\\_governance/Whistle\\_BlowerPolicy.pdf](https://www.summitsecurities.net/files/corporate_governance/Whistle_BlowerPolicy.pdf)

**PARTICULARS OF EMPLOYEES:**

- a. A statement containing the Disclosures pursuant to Section 197(12) of the Act and Rule 5(1) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is attached as **Annexure B** to this Report.
- b. The statements required under Section 197 read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 ('the Rules'), as amended, will be made available to any Member upon request. Any member interested in obtaining a copy of the said statement may write to the Company.

**CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, RESEARCH AND DEVELOPMENT, FOREIGN EXCHANGE EARNINGS AND OUTGO:**

The Company is an NBFC and engaged in investments and financial activities, its operations do not account for substantial energy consumption. However, the Company adopts all possible measures to conserve energy and at the same time several environment friendly measures are adopted by the Company.

The provisions relating to research and development and technology absorption are not applicable to the Company. During the year under review, there have been no transactions in the Company relating to foreign exchange earnings and outgo.

**CORPORATE SOCIAL RESPONSIBILITY:**

Pursuant to the introduction of sub-section (9) under Section 135 of the Act vide the Companies Amendment Act, 2020, which was effective from January 22, 2021, the Board of Directors are empowered to perform the functions of CSR Committee as the annual expenditure is below the threshold of Rs 50 Lakhs.

The CSR policy of the Company is published on the Company's website at [https://www.summitsecurities.net/files/corporate\\_governance/CSR\\_Policy.pdf](https://www.summitsecurities.net/files/corporate_governance/CSR_Policy.pdf).

A report on CSR activities as required under the Companies (Corporate Social Responsibility Policy) Rules, 2014 is attached as **Annexure C** to this Report.

**BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT:**

The Company was not in the Top 1,000 companies as per Market Capitalization as on March 31, 2024, at both the Stock Exchanges, where it is listed namely - BSE Limited and National Stock Exchange of India Limited. Accordingly, the Company is not required to submit a Business Responsibility and Sustainability Report (which replaces the earlier requirement of a Business Responsibility report) in view of Regulation 34 read with Regulation 3(2) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015.

**STATUTORY AUDITORS:**

The shareholders of the Company had, at the Twenty-Fourth AGM held on September 24, 2021, had approved the appointment of M/s. Sharp & Tannan, Chartered Accountants (Firm Registration No. 109982W) as statutory auditors of the Company to hold office from the conclusion of Twenty-Fourth AGM till the conclusion of Twenty-Seventh AGM of the Company.

Accordingly, the term of M/s. Sharp & Tannan, Chartered Accountants (Firm Registration No. 109982W) as statutory auditors of the Company concludes at the ensuing Twenty Seventh AGM of the Company.



Further, M/s. Sharp & Tannan, Chartered Accountants had expressed their ineligibility to continue as statutory auditors of the Company vide their letter dated April 19, 2024, considering the applicability of guidelines for appointment of statutory auditors of NBFC's as envisaged in RBI Circular no. RBI/2021-22/25 Ref. No. DoS. CD.ARG/ SEC.01/08.91.001/ 2021-22 dated April 27, 2021 ('RBI Circular').

M/s. DMKH & Co, Chartered Accountants (Firm Registration No: 116886W) have confirmed that they are eligible to act as the Statutory Auditors of the Company in compliance with Section 139 and 141 of the Act read with rules made there under, Listing Regulations and RBI Act, 1934, RBI Circulars read with other relevant Regulations / Notifications / Circulars issued thereunder, to the extent applicable.

Based on the recommendation(s) of the Audit Committee, the Board has recommended the appointment and remuneration of M/s. DMKH & Co (Firm Registration No: 116886W), Chartered Accountants as statutory auditors of the Company to hold office from the conclusion of Twenty-Seventh AGM till the conclusion of Thirtieth AGM of the Company, subject to the approval of the members at the ensuing AGM.

Necessary resolution(s) and explanation(s) thereto as required under the Act read with Rules made thereunder and Listing Regulations have been provided in the ensuing AGM notice seeking approval of members on the aforesaid appointment.

#### **INTERNAL AUDITORS:**

M/s. V. S. Somani & Co, Chartered Accountants were the Internal Auditors of the Company for FY 2023-24. They have consented to act as Internal Auditors of the Company for FY 2024-25.

Based on the recommendations of the Audit Committee, the Board of Directors had, at their meeting held on May 16, 2024, re-appointed M/s. V. S. Somani & Co., Chartered Accountants as the Internal Auditors of the Company for FY 2024-25.

#### **SECRETARIAL AUDITORS:**

M/s. Parikh Parekh & Associates, Company Secretaries were appointed as the Secretarial Auditors for conducting the Secretarial Audit in accordance with Section 204 of the Act for the year ended March 31, 2024. The Secretarial Audit Report prepared in accordance with Section 134(3) and Section 204(1) of the Act in the prescribed Form No. MR-3 by M/s. Parikh Parekh & Associates, Company Secretaries is attached as **Annexure D** to this Report.

#### **SECRETARIAL AUDIT OF MATERIAL UNLISTED SUBSIDIARY:**

Although the provisions of Section 204(1) of the Act, read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are not applicable to Instant Holdings Ltd ('Instant'), material

unlisted subsidiary of the Company, Secretarial Audit of the said subsidiary was carried for the year ended March 31, 2024, in accordance with Regulation 24A of the Listing Regulations. The Secretarial Audit Report of Instant issued by M/s. Parikh Parekh & Associates, Company Secretaries is attached as **Annexure E** to this Report.

#### **EXPLANATION AND COMMENTS ON AUDITORS' REPORT AND SECRETARIAL AUDIT REPORT:**

There is no qualification, reservation or adverse remark or disclaimer made either by the Statutory Auditor in Auditors Report or by the Company Secretary in Practice (Secretarial Auditor) in the Secretarial Audit Report.

Further, the Statutory Auditors have not reported any instances of fraud to the Central Government and Audit Committee as per the provisions of Section 143(12) of the Act read with Rule 13 of the Companies (Audit and Auditors) Rules, 2014.

#### **CORPORATE GOVERNANCE:**

A report on Corporate Governance along with a certificate from the Auditors of the Company stipulated pursuant to Regulation 34 of the Listing Regulations are annexed as **Annexure F** to this Report.

#### **SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS:**

There are no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future.

#### **DETAILS OF PROCEEDING MADE OR PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016**

During the year under review, there were no proceedings made nor were any pending under the Insolvency and Bankruptcy Code, 2016. There was no instance of one-time settlement with Bank or Financial institution.

#### **DETAILS OF ONE TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS ALONG WITH THE REASONS THEREOF**

During the year under review, the Company had neither borrowed any amount nor were there any pending loans from any bank, so the question of one-time settlement or valuation in this regard does not arise.

#### **CHANGE IN THE NATURE OF BUSINESS:**

During the year under review, there was no change in the nature of business.

#### **INTERNAL FINANCIAL CONTROLS:**

Details in respect of adequacy on internal financial controls with reference to the financial statements are stated in the Management Discussion and Analysis section of this Report.

**MAINTENANCE OF COST RECORDS:**

The provisions of Section 148(1) of the Act are not applicable to the Company.

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

The Board of Directors at their Meeting held on May 23, 2014, constituted Internal Complaints Committee pursuant to Section 4 of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 ("the Act").

As per Section 6 of the Act, those organizations which have less than ten employees can refer the complaints to the Local Committee instead of constituting Internal Committee. Considering the Company had less than ten employees, the Board of Directors at its meeting held on August 02, 2023 had dissolved the Internal Complaints Committee.

However, the Company has not received any complaint of sexual harassment during the financial year 2023-24.

**SECRETARIAL STANDARDS:**

The Institute of Company Secretaries of India (ICSI) has currently mandated compliance with the Secretarial Standards on board meetings and general meetings. During the year under review, the Company has complied with the applicable Secretarial Standards issued by ICSI.

**ACKNOWLEDEMENTS:**

Your Directors place on record their gratitude for the continued support and co-operation extended by the Government authorities, banks, members and employees of the Company.

**On behalf of the Board of Directors**

**Ramesh Chandak**  
Chairman  
DIN: 00026581

Date: July 19, 2024

Place: Mumbai



## Nomination and Remuneration Policy

### 1 INTRODUCTION:

This policy has been formulated in terms of the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to the appointment and remuneration of the Directors, Key Managerial Personnel (KMP), Senior Management Personnel (SMP) and other employees and Board diversity.

### 2 OBJECTIVE:

This Policy sets out the guiding principles on:

- (i) appointment and remuneration of the Directors, KMP and SMP;
- (ii) qualifications, positive attributes and independence for appointment of a Director and assessment of independence of Independent Director;
- (iii) performance evaluation of all the Directors;
- (iv) core skills/expertise/competencies required of the Board of Directors of the Company;
- (v) Board diversity.

### 3 DEFINITIONS:

- (i) "Applicable Laws" means the Companies Act, 2013 and Rules framed thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; as amended from time to time.
- (ii) "Board" means Board of Directors of the Company.
- (iii) "Company" means Summit Securities Limited.
- (iv) "Directors" means Directors of the Company.
- (v) "Independent Director" (ID) shall have the same meaning as defined under Section 149(6) of the Act read with rules made thereunder and Regulation 16(1)(b) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.
- (vi) "Key Managerial Personnel" (KMP) means:
  - a) the Chief Executive Officer (CEO) or the Managing Director (MD) or the Manager;
  - b) the Company Secretary (CS).
  - c) the Whole-time Director (WTD).
  - d) the Chief Financial Officer (CFO).

- e) Such other officer, not more than one level below the Directors, who is in whole time employment and designated as KMP by the Board

(vii) "Non-Executive Directors" (NED) means a member of a Company's Board of Directors who is not in whole time employment of the Company.

(viii) "Senior Management Personnel" (SMP) means persons working one level below CEO/ MD/ WTD/ Manager (including chief executive officer/ manager, in case they are not part of the board) and shall specifically include Company Secretary and Chief Financial Officer or other persons as may be defined as SMP under the Applicable Laws from time to time.

Unless the context otherwise requires, words and expressions used in this policy and not defined herein but defined in the Applicable Laws, as may be amended from time to time, shall have the meaning respectively assigned to them therein.

### 4 DIVERSITY IN THE BOARD OF DIRECTORS

Diversity refers to the variety of attributes of diverse nature between people and encompasses acceptance, respect and an understanding that each individual is unique. These aspects can include age, gender, ethnicity, physical abilities, marital status, ideologies, background, knowledge and skills with a view to achieving a sustainable development, the Company shall aim to increase diversity at the Board level, as an essential element in terms of:

- Experience of diverse nature.
- Gender in having the right representation of female members to ensure compliance with applicable laws.
- Qualifications, Knowledge and core skills/expertise/competencies required of the Board of Directors in context of Company's business/ sector.

### 5 REQUIREMENTS RELATING TO DIRECTORS

#### A. Appointment of Directors:

The Nomination and Remuneration Committee of the Board of Directors (NRC) shall evaluate the balance of skills, knowledge and experience on the Board and for this purpose, NRC shall also consider factors such as qualification and experience, positive attributes, disqualification, etc. Basis such evaluation, NRC may also prepare a description of the role and capabilities required for an ID.

For the purpose of identifying suitable candidates for Independent Directorship, the NRC 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.

The Company shall, upon recommendation of NRC, appoint those persons as Directors who possess requisite qualifications & experience and positive attributes within overall framework of diversity as described in this Policy.

#### **B. Qualifications & Experience:**

- (i) Any person to be appointed as a Director on the Board of Directors of the Company, including ID shall, in addition to a formal qualification, possess appropriate skills, experience and knowledge in one or more fields such as CEO / Senior Management Experience, General Management and Business Operations, Business Development, Strategy / M&A / Restructuring, Accounting / Finance / Legal, Risk Management, Public Policy, Human Resources Management, Corporate Governance, etc. or such other skills as may be identified by the Board of Directors, on recommendation from NRC, from time to time.
- (ii) Any person to be appointed as a Director on the Board of the Company shall be such a person who shall be able to provide policy directions to the Company, including directions on good corporate governance.
- (iii) Any person to be appointed as a Director on the Board of the Company shall be a Fit and Proper Person as per RBI Master Directions/Circulars, as applicable to the Company.

#### **C. Positive attributes:**

The person to be appointed as a Director of the Company shall, in addition to the formal qualifications and relevant experience described in this Policy, shall also possess the attributes such as integrity, leadership, business orientation, commitment, proven track record and such other attributes, which in the opinion of the NRC, are in the interest of the Company.

#### **D. Disqualification:**

Any person to be appointed as Director shall not possess the disqualifications prescribed under the Applicable Laws.

#### **E. Evaluation:**

- (i) The NRC shall facilitate the Board to undertake evaluation of performance of all Directors on yearly basis including making recommendations to the Board on appropriate performance criteria for the Directors and formulating criteria and framework for evaluation of every Director's performance.
- (ii) The Board shall evaluate, every year, the performance of the individual directors including Chairman, IDs, independence of IDs, its own performance and of its Committees.
- (iii) NRC shall review the implementation and compliance of the manner in which evaluation is carried out.

#### **F. Familiarization Programme:**

The Company shall familiarize the IDs of the Company with their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company through various programmes.

### **6 REQUIREMENT RELATING TO KMP AND SMP**

#### **A. Appointment of KMP and SMP:**

- (i) Based on the recommendation of NRC, the appointment of the MD, CEO, WTD, Manager, CFO and the CS shall be approved by the Board of Directors by means of a resolution.
- (ii) KMP shall not hold office as an KMP in more than one company except in its subsidiary company at the same time.
- (iii) The appointments of SMP, other than Manager, CEO, CFO and CS, shall be approved by MD / Manager, if any or the Department Head. Remuneration payable to SMP shall be recommended by the NRC and approved by the Board.

**B. Qualifications & experience:**

- (i) Any person to be appointed as KMP or as SMP shall possess relevant educational or professional qualifications, experience and domain knowledge required for performing the job for which they are appointed.
- (ii) There shall be no discrimination on account of gender, race and religion in terms of appointment as KMP or SMP.

**C. Positive Attributes:**

- (i) KMP and the SMP shall also possess attributes like decision making skills, leadership skills, integrity and proven track record and shall demonstrate commitment to the organisation.
- (ii) KMP and SMP shall meet the expectations of operational transparency to stakeholders while at the same time maintaining confidentiality of information in order to foster a culture for good decision making.

**D. Performance Evaluation:**

- (i) Evaluation of all the SMPs and KMPs shall be carried out by the Departmental Head, if any, excluding himself/herself and the MD/CEO/WTD/Manager, if any.
  - (ii) The evaluation process adopted by the Company shall always consider the appropriate benchmarks set as per industry standards, performance of the Industry, the Company and of the individual KMP/SMP.
  - (iii) Evaluation of performance shall be carried out at least once a year, in accordance with the existing evaluation process of the Company.

**7 REMUNERATION:****Guiding Principles:**

- (i) The terms of employment and remuneration of MD, WTD, Manager, KMPs and SMPs shall be competitive in order to ensure that the Company can attract and retain competent talent
- (ii) This Policy shall ensure that:
  - (a) The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors/KMPs and SMPs of the quality required to run the Company successfully.
  - (b) Relationship of remuneration to performance is clear and meets appropriate performance benchmarks.

- (c) Remuneration to Directors, KMPs and SMPs involves a balance between fixed and variable pay reflecting short and long term performance objectives and goals set by the Company.

- (d) Remuneration package is linked to the achievement of corporate performance targets and a strong alignment of interest with stakeholders

- (iii) While determining the remuneration and incentives for the MD/ WTD / Manager, SMPs and KMPs, the following shall be considered:

- (a) Pay and employment conditions with peers / elsewhere in the competitive market
- (b) Benchmarking with the industry practices
- (c) Performance of the individual
- (d) Company Performance

- (iv) For the benchmarking with Industry practice, criteria of size, complexity, data transparency and geographical area shall also be given due consideration.

- (v) The pay structures may be appropriately aligned across levels in the Company.

**8 Remuneration Policy:****A. MD/WTD/CEO/Manager:**

- (i) The remuneration to the MD/WTD/CEO/ Manager at the time of his/her appointment shall be recommended by the NRC and subsequently approved by the Board of Directors. Such remuneration shall be subject to approval of the shareholders of the Company or other necessary approvals, wherever required, and shall not exceed the limits mentioned under applicable laws.

- (ii) Annual increment/ subsequent variation in remuneration to the MD/ WTD/CEO/ Manager shall be recommended by NRC and approved by the Board of Directors, within the overall limits approved by the shareholders of the Company.

**B. NEDs:**

- (i) NEDs shall be entitled to such sitting fees as may be decided by the Board of Directors from time to time for attending the meeting of the Board and of the Committee thereof.

- (ii) NEDs shall also be entitled for payment of remuneration (including commission) as recommended by NRC and approved by the Board of Directors and wherever required approval of the shareholders shall be obtained in accordance with applicable laws.

- (iii) IDs shall not be eligible for any Stock Options, pursuant to any Stock Option Plan adopted by the Company.
- (iv) NEDs shall be eligible for remuneration of such professional services rendered if in the opinion of the NRC, the NED possesses the requisite qualification for rendering such professional services in accordance with applicable laws.

**C. SMPs & KMPs (other than MD/WTD/ CEO / Manager):**

- (i) Remuneration packages shall be designed in such manner that:
  - (a) Motivates delivery of key business strategies, creates a strong performance-orientated environment and rewards achievement of the Company's objectives & goals over the short and long-term.
  - (b) Attracts high-flier executives in a competitive global market and remunerate executives fairly and responsibly.
- (ii) Remuneration shall be competitive and shall include salary comprising of both fixed and variable components, performance incentives and other benefits as per the Policy of the Company, considering relevant qualification, experience and performance of the individual as well as the prevailing market conditions.
- (iii) The remuneration to the KMPs and SMPs, at the time of his/her appointment, shall be recommended by the NRC and approved by the Board considering relevant qualification, experience and performance of the individual as well as the prevailing market conditions. The remuneration may be a combination of fixed and variable pay.
- (iv) Remuneration shall be evaluated annually, and annual increase shall be decided considering the performance of the individual and also of the Company. Industry practices/ trends shall also be given due consideration. Annual increment /subsequent variation in remuneration to the

KMPs/SMPs shall be approved by the NRC/ Board of Directors.

- (v) Remuneration can be reset at any time considering the benchmark of international and domestic companies, which are similar in size and complexity to the Company. Benchmark information may be obtained from internationally recognized compensation service consultancies.
- (vi) NRC may consider grant of Stock Options to KMPs & SMPs pursuant to any Stock Option Plan adopted by the Company, if any.

**D. DIRECTOR AND OFFICERS LIABILITY INSURANCE:**

- (i) The Company shall provide an insurance cover to Directors, KMPs & SMPs for indemnifying them against any liability in respect of any negligence, default, misfeasance, breach of duty or breach of trust and the premium paid on the same shall not be treated as a part of remuneration paid to them.
- (ii) The premium for such insurance cover, called for Directors and Officers Liability Insurance Policy, taken for the above purpose shall be paid by the Company without any charge to the Directors, KMPs and SMPs.

**9 AMENDMENTS TO THE POLICY:**

The Board of Directors may amend this Policy, as and when deemed fit. Any or all provisions of this Policy would be subject to revision / amendment in accordance with the Rules, Regulations, Notifications etc. on the subject as may be issued by relevant statutory authorities, from time to time.

In the event of any conflict between the provisions of this Policy and of the Act or Listing Regulations or any other statutory enactments, rules, the provisions of such Act or Listing Regulations or statutory enactments, rules shall prevail over this Policy. Any subsequent amendment / modification in the Listing Regulations, Act and/or other applicable laws in this regard shall mutatis mutandis apply to /prevail upon this Policy.

**Statement containing the Disclosures pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.**

**(i) The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year:**

No director has received remuneration from the Company apart from sitting fees for attending the meetings of the Board, Audit Committee, Stakeholders Relationship Committee and Nomination and Remuneration Committee held from time to time.

Based on the sitting fees for attending the meetings held during the F.Y. 2023-24 attended by each Director, the ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year is as under:

| Sr. No. | Name of Director              | Ratio |
|---------|-------------------------------|-------|
| 1.      | Mr. Ramesh Chandak            | 0.01  |
| 2.      | Mr. Abhay Vasant Nerurkar     | 0.02  |
| 3.      | Mr. Hemendra Chimanlal Dalal  | 0.02  |
| 4.      | Mr. Hari Narain Singh Rajpoot | 0.02  |
| 5.      | Mr. Manish Jain               | 0.02  |
| 6.      | Mr. Prem Kapil                | 0.01  |
| 7.      | Ms. Shweta Ratnakar Musale    | 0.02  |

**(ii) The percentage increase/(decrease) in remuneration of each Director, Chief Financial Officer (CFO), Chief Executive Officer (CEO), Company Secretary (CS) or Manager, if any, in the financial year:**

As stated above, none of the Directors received remuneration apart sitting fees for attending the meetings of the Board, Audit Committee, Stakeholders Relationship Committee and Nomination and Remuneration Committee, where they are members. There has been no increase in the amount of sitting fee paid per meeting for attending the meetings during the year under review as compared to the financial year 2023-24.

The percentage increase in remuneration of CFO during the year under review as compared to the previous year is not applicable as there was change in CFO during the year.

The percentage increase in remuneration of CS during the year under review as compared to the previous year is 15.50% effective July 01, 2023.

The percentage increase in remuneration of Manager during the year under review as compared to the previous year is 12.60 % effective July 01, 2023.

**(iii) The percentage increase in the median remuneration of the employees in the financial year: 12.60% effective July 01, 2023.**

**(iv) The number of permanent employees on the rolls of the Company:**

As on March 31, 2024, the Company had 5 (Five) employees on its rolls, including Key Managerial Personnel(s) of the Company.

**(v) Average percentile increase 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 the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:**

Average percentage increase made in the salaries of employees other than the Manager during the previous FY 2023-24 was 8.13%, effective July 01, 2023.

The increment given to each employee was based on criteria's such as the performance of the company and of the individual employee during the financial year.

**(vi) Affirmation that the remuneration is as per the remuneration policy of the company:**

Remuneration paid during the year ended March 31, 2024, was as per Remuneration Policy of the Company.

**On behalf of the Board of Directors**

**Ramesh Chandak**  
Chairman  
DIN: 00026581

Date: July 19, 2024  
Place: Mumbai

## ANNUAL REPORT ON CSR ACTIVITIES FOR FINANCIAL YEAR 2023-24

### 1. A brief outline of the Company's CSR Policy:

Summit Securities Limited ('the Company') has framed a Policy on Corporate Social Responsibility. The purpose remains to support communities to lead purposeful, healthy and dignified lives, thereby driving holistic empowerment and overall well-being of the community. Our vision is to bring about a long-term sustainable change in the lives of less privileged through implementation of initiatives that have a clear societal impact.

The Company proposes to undertake CSR activities out of the amounts as per CSR Rules, as envisaged in the CSR policy of the Company particularly relate to:-

- (i) Eradicating hunger, poverty and malnutrition, promoting preventive health care and sanitation and making available safe drinking water;
- (ii) Promoting education including special education and employment enhancing vocation skills especially among children, women, elderly and the differently abled and livelihood enhancement projects;
- (iii) Promoting gender equality, empowering women, setting up homes and hostels for women and orphans, setting up old age homes, day care centres and such other facilities for senior citizens and measures for reducing inequalities faced by socially and economically backward groups;
- (iv) Ensuring environmental sustainability, ecological balance, protection of flora and fauna, animal welfare, agro-forestry, conservation of natural resources and maintaining quality of soil, air and water.

### 2. Composition of CSR Committee:

CSR Committee was dissolved by the Board of Directors on February 09, 2021 in accordance with Companies (Corporate Social Responsibility Policy) Amendment Rules, 2021. Accordingly, as per the amended provisions of Section 135 (9) of the Companies Act 2013, the Board of Directors are empowered to perform the functions of the CSR Committee since its dissolution.

### 3. Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company:

[https://www.summitsecurities.net/files/corporate\\_governance/CSR\\_Policy.pdf](https://www.summitsecurities.net/files/corporate_governance/CSR_Policy.pdf)

### 4. Provide the executive summary along with web-link(s) of Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8, if applicable: Not Applicable.

### 5. a. Average net profit of the company as per sub-section (5) of section 135: (-) Rs. 141.80 lakhs

b. **Two percent of average net profit of the company as per sub-section (5) of section 135:** Nil as the average net profit for the last three preceding financial years is negative.

c. **Surplus arising out of the CSR projects or programmes or activities of the previous financial years:** Not Applicable

d. **Amount required to be set off for the financial year, if any:** Not Applicable

e. **Total CSR obligation for the financial year (b+c-d):** Nil

### 6. a. Amount spent on CSR projects (both Ongoing Project and other than Ongoing Projects): Nil

b. **Amount spent in Administrative Overheads:** Nil

c. **Amount spent on Impact Assessment, if applicable:** Nil

d. **Total amount spent for the Financial Year [a+b+c]:** Nil

e. **CSR amount spent or unspent for the Financial Year:** Nil



| Total Amount Spent for the Financial Year. (In Rs.) | Amount Unspent (in Rs.)  |                  |  |        |                  |
|---|--|------------------|--|--------|------------------|
|   | Total Amount transferred to Unspent CSR Account as per sub-section (6) of section 135. |                  | Amount transferred to any fund specified under Schedule VII as per second proviso to sub-section (5) of section 135. |        |                  |
|   | Amount   | Date of transfer | Name of the Fund   | Amount | Date of transfer |
| Not Applicable                                      |  |                  |  |        |                  |

**a. Excess amount for set-off, if any: Not Applicable**

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

**7. Details of Unspent Corporate Social Responsibility amount for the preceding three Financial Years: Not Applicable**

| (1)            | (2)                      | (3)  | (4)   | (5)   | (6)   |                  | (7)  | (8)                |
|----------------|--------------------------|--|---|---|---|------------------|--|--------------------|
| Sl. No.        | Preceding Financial Year | Amount transferred to Unspent CSR Account under section 135 (6) (in Rs.) | Balance Amount in Unspent CSR account under sub section (6) of section 135 (in Rs.) | Amount spent in the Financial Year (in Rs.) | Amount transferred to a fund specified under Schedule VII as per second proviso to sub-section (5) of section 135, if any |                  | Amount remaining to be spent in succeeding Financial Years (in Rs) | Deficiency, if any |
|                |                          |  |   |   | Amount (in Rs)  | Date of transfer |  |                    |
| Not Applicable |                          |  |   |   |   |                  |  |                    |

**8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year: No**

If yes, enter the number of Capital assets created/ acquired

Furnish the details relating to such asset(s) so created or acquired through Corporate Social Responsibility amount spent in the Financial Year:

| Sl. No. | Short particulars of the property or asset(s) [including complete address and location of the property] | Pin code of the property or asset(s) | Date of creation | Amount of CSR amount spent | Details of entity/ Authority/ beneficiary of the registered owner |      |            |
|---------|---|--------------------------------------|------------------|----------------------------|---|------|------------|
| (1)     | (2)   | (3)                                  | (4)              | (5)                        | (6)   |      |            |
| -       | -   | -                                    | -                | -                          | CSR   | Name | Registered |
|         |   |                                      |                  |                            | Registration  |      | Address    |
|         |   |                                      |                  |                            | Number, if  | -    | -          |
| -       | -   | -                                    | -                | -                          | Applicable  | -    | -          |

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

 Director  
 DIN: 00080836

**Hemendra Chimanlal Dalal**

 Director  
 DIN: 00206232

Place: Mumbai

Date: July 19, 2024

**FORM No. MR-3**  
**SECRETARIAL AUDIT REPORT**  
**FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024**

(Pursuant to Section 204 (1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014)

To,  
The Members,  
**Summit Securities Limited**

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Summit Securities 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.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company, to the extent the information provided by the company, its officers, agents and authorised representatives during the conduct of secretarial audit, the explanations and clarifications given to us and the representations made by the Management and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on March 31, 2024 generally complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records made available to us and maintained by the Company 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 thereunder;
- (ii) The Securities Contract (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (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 Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (Not applicable to the Company during the audit period)
  - (d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; (Not applicable to the Company during the audit period)
  - (e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; (Not applicable to the Company during the audit period)
  - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Act and dealing with client; (Not applicable to the Company during the audit period)
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; (Not applicable to the Company during the audit period) and
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not applicable to the Company during the audit period)
  - (vi) Other laws specifically applicable to the Company namely
    - (a) The Reserve Bank of India Act, 1934
    - (b) Master Direction- Reserve Bank of India (Non-Banking Financial Company-Scale Based Regulation) Directions, 2023 as amended from time to time
    - (c) Other applicable directions issued under the Reserve Bank of India Act, 1954

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India with respect to Board and General Meetings.
- (ii) The Listing Agreements entered into by the Company with BSE Limited and National

Stock Exchange of India Limited read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

'Annexure A'

During the period under review, the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, standards etc. mentioned above.

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. There were no changes in the composition of the Board of Directors that took place during the period under review.

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

Decisions at the Board Meetings were taken unanimously.

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

We further report that during the audit period no events occurred which had bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc.

**For Parikh Parekh & Associates**  
Company Secretaries

**Shalini Bhat**  
Partner

FCS No:6484 CP No: 6994  
UDIN: F006484F000382255  
PR No.: 723/2020

Place: Mumbai

Date: May 16, 2024

This Report is to be read with our letter of even date which is annexed as **Annexure A** and forms an integral part of this report.

To,  
The Members,  
**Summit Securities Limited**

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 process 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 process 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 procedure on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For Parikh Parekh & Associates**  
Company Secretaries

**Shalini Bhat**  
Partner

FCS No:6484 CP No: 6994  
UDIN: F006484F000382255  
PR No.: 723/2020

Place: Mumbai

Date: May 16, 2024

**FORM No. MR-3**  
**SECRETARIAL AUDIT REPORT**  
**FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2024**

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

To,  
The Members,  
**Instant Holdings Limited**

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Instant Holdings 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.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company, the information to the extent provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, the explanations and clarifications given to us and the representations made by the Management and considering the relaxations granted by The Ministry of Corporate Affairs, we hereby report that in our opinion, the Company has during the audit period covering the financial year ended on 31st March, 2024, generally complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records made available to us and maintained by the Company for the financial year ended on 31st March, 2024 according to the applicable provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
  - (ii) The Securities Contract (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
  - (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
  - (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
  - (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 Takeovers) Regulations, 2011;
    - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
    - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and amendments from time to time; (Not applicable to the Company during the audit period)
    - (d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; (Not applicable to the Company during the audit period)
    - (e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; (Not applicable to the Company during the audit period)
    - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; (Not applicable to the Company during the audit period)
    - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; (Not applicable to the Company during the audit period) and
    - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not applicable to the Company during the audit period)
    - (vi) Other laws applicable specifically to the Company namely:-
      - a) The Reserve Bank of India Act, 1934
      - b) Directions issued under the Reserve Bank of India Act, 1954
- We have also examined compliance with the applicable clauses of the Secretarial Standards issued by The Institute of Company Secretaries of India with respect to board and general meetings.
- During the period under review, the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, standards etc. mentioned above.

We further report that:

'Annexure A'

The Board of Directors of the Company is duly constituted. There were no changes in the composition of the Board of Directors that took place during the period under review.

To,  
The Members  
**Instant Holdings Limited**

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

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

Decisions at the Board Meetings were taken unanimously.

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

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 process 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 process 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. Where ever 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 procedure 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.

We further report that during the audit period no specific events occurred which had bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc.

**For Parikh Parekh & Associates**  
Company Secretaries

**J. U. Poojari**  
Partner

FCS No: 8102 CP No: 8187  
UDIN: F008102F000338938  
PR No.: 723/2020

Place: Mumbai  
Date May 09, 2024

*This Report is to be read with our letter of even date which is annexed as **Annexure A** and Forms an integral part of this report.*

**For Parikh Parekh & Associates**  
Company Secretaries

**J. U. Poojari**  
Partner

FCS No: 8102 CP No: 8187  
UDIN: F008102F000338938  
PR No.: 723/2020

Place: Mumbai  
Date May 09, 2024



## CORPORATE GOVERNANCE REPORT

### I. COMPANY PHILOSOPHY:

Corporate Governance is the set of systems, principles and processes by which a Company is governed. It is an ethically driven business process that is committed to values and conduct of the organization in order to attain the objects of the Company. Our philosophy on Corporate Governance envisages attainment of the highest levels of transparency, accountability and equity in all facets of its operations and in all interactions with its stakeholders, including shareholders, employees, the Government and the society in general. As a result, our philosophy extends beyond what is stated under this Report and it has been the Company's constant endeavor to attain the highest levels of Corporate Governance.

This Report is in compliance with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') as amended upto date and as applicable to the Company, it forms part of the Boards' Report to the members of the Company.

### II. BOARD OF DIRECTORS:

In terms of the Company's Corporate Governance Policy, all statutory and other significant and material information including information mentioned in Regulation 17 read with Schedule II of the Listing Regulations, are placed before the Board to enable it to discharge its responsibility of strategic supervision of the Company with due compliance of applicable laws and as trustees of stakeholders.

#### 1. Composition:

As on March 31, 2024, the Board of Directors comprised of seven (7) members, all of whom are Non-Executive Directors including the Chairman.

The Directors are eminent professionals with experience in industry/business/finance/law and

bringing with them the reputation of independent judgment and experience, which they exercise.

All the Independent Directors of the Company have confirmed that they meet with the criteria of independence laid down under the Companies Act, 2013 ('the Act') and the Listing Regulations. All such declarations are placed before the Board. Further, pursuant to Section 164(2) of the Act, all the Directors have also provided annual declarations that he/she has not been disqualified to act as a Director.

None of the Directors on the Board is a member of more than Ten (10) committees or Chairman of more than Five (5) committees across all listed entities in which he/she is a Director as stipulated in Regulation 26(1) of the Listing Regulations. Further, none of the Independent Directors on the Board is serving as an Independent Director in more than Seven (7) listed companies and none of the Directors on the Board is a Director in more than Seven (7) listed companies. The necessary declarations regarding Committee positions have been made by all the Directors.

M/s. Parikh Parekh & Associates, Practicing Company Secretaries have issued a certificate as required under the Listing Regulations, confirming that none of the Directors on the Board of the Company are debarred or disqualified from being appointed or continuing as directors of the Company by the SEBI/Ministry of Corporate Affairs or any such statutory authority. The same was placed before the Board at its meeting held on May 16, 2024, and also forms part of this Annual Report. None of the Directors have any inter-se relationship among themselves in terms of the definition of 'relative' given under the Act.

During the year under review, the members of the Company had re-appointed Mr. Manish Jain (DIN: 05307900) as the Director (Non-executive) of the Company, liable to retire by rotation

**2. Board Meetings held during the year and attendance thereat:**

During the year under review, four (4) meetings of the Board were held on May 23, 2023, August 02, 2023, November 02, 2023, and February 06, 2024 through video conferencing in accordance with applicable laws including circulars issued by the Ministry of Corporate Affairs (MCA)/ SEBI in this regard. Details of Directors and their attendance at the said Board Meetings and also at the Twenty-Sixth Annual General Meeting is as given below:

| Name                          | Director Identification Number | Category of Directorship             | No. of Board Meetings attended during the year | Attendance at Twenty Sixth AGM held on September 8, 2023 | No. of Directorships in other Public Limited Companies (as on March 31, 2024) | No. of Committee positions held in other Public Limited Companies* (as on March 31, 2024) |          | List of directorships of other listed entities and the category of such directorship   |
|-------------------------------|--------------------------------|--------------------------------------|--|--|---|---|----------|--|
|                               |                                |                                      |  |  |   | Chairman  | Member** |  |
| Mr. Ramesh Chandak            | 00026581                       | Non-Executive, Independent, Chairman | 4  | Yes  | 5   | 4   | 8        | <ul style="list-style-type: none"> <li>Ram Ratna Wires Limited, Independent Director</li> <li>R R Kabel Limited, Independent Director</li> <li>Anand Rathi Wealth Limited, Independent Director</li> <li>Tribhovandas Bhimji Zaveri Limited, Independent Director</li> </ul> |
| Mr. Hari Narian Singh Rajpoot | 00080836                       | Non-Executive                        | 4  | Yes  | 4   | 3   | 5        | <ul style="list-style-type: none"> <li>FGP Limited, Non-Executive, Non-Independent Director</li> </ul>   |
| Mr. Hemendra Chimanlal Dalal  | 00206232                       | Non-Executive, Independent           | 4  | Yes  | 2   | 1   | 4        | <ul style="list-style-type: none"> <li>FGP Limited, Independent Director</li> <li>STEL Holdings Limited, Independent Director</li> </ul>   |
| Mr. Prem Kapil                | 06921601                       | Non-Executive, Independent           | 4  | Yes  | 3   | 0   | 3        | <ul style="list-style-type: none"> <li>FGP Limited, Independent Director</li> <li>STEL Holdings Limited, Independent Director</li> </ul>   |
| Mr. Abhay Vasant Nerurkar     | 00045309                       | Non-Executive, Independent           | 4  | Yes  | 1   | 1   | 1        | None   |
| Ms. Shweta Ratnakar Musale    | 03280429                       | Non-Executive, Independent           | 4  | Yes  | 1   | 0   | 4        | <ul style="list-style-type: none"> <li>FGP Limited, Independent Director</li> </ul>  |
| Mr. Manish Jain               | 05307900                       | Non-Executive                        | 4  | Yes  | 1   | 0   | 1        | None   |

**Notes:**

\* Committee positions pertain to position held in Audit Committee and Stakeholders Relationship Committee in public limited companies including the Company.

\*\*Membership in a Committee is inclusive of Chairmanship held, if any, by the Director.

**Details of skills/expertise/competence of the Board of Directors:**

The Directors on the Board are eminent industrialists/professionals and have expertise in their respective functional areas, which brings with them the reputation of independent judgement and experience which adds value to the Company's business. Directors are inducted on the Board basis the possession of the skills identified by the Board as below and their special skills with regards to the industries/fields they come from.








































The Board has identified the following skills/expertise/ competencies fundamental for the effective functioning of the Company, which are currently available with the Board.

**Global Business** - Understanding of global business dynamics across various geographies, industry verticals and regulatory jurisdictions.

**Strategy and Planning** - Appreciation of long-term trends, strategic choices and experience in guiding and leading management teams to make decisions in uncertain environments.

**Governance** - Experience in developing governance framework, serving the best interests of all stakeholders, driving board and management accountability, building long-term effective stakeholder engagements and sustaining corporate ethics and values.

The skills/expertise/ competencies have been further elaborated as under:

| Name of Director   | Skills / Expertise / Competence   |   |   |   |
|--|---|---|---|---|
| <b>Mr. Ramesh Chandak</b><br>Chairman – Non-Executive Independent Director | <br>General Management and Business Operations   | <br>Business Development           | <br>Strategy / M&A / Restructuring   | <br>Accounting / Finance / Legal   |
|  | <br>CEO / Senior Management Experience           | <br>Risk Management                | <br>Corporate Governance            |   |
| <b>Mr. Manish Jain</b><br>Non-Executive Director                           | <br>General Management and Business Operations   | <br>Business Development           | <br>Strategy / M&A / Restructuring   | <br>Accounting / Finance / Legal   |
|  | <br>CEO / Senior Management Experience           | <br>Risk Management                | <br>Public Policy                   | <br>Human Resources Management     |
|  | <br>Corporate Governance                        |   |   |   |
| <b>Mr. Hari Narian Singh Rajpoot</b><br>Non-Executive Director             | <br>General Management and Business Operations | <br>Business Development         | <br>Strategy / M&A / Restructuring | <br>Accounting / Finance / Legal |
|  | <br>CEO / Senior Management Experience         | <br>Risk Management              | <br>Human Resources Management    | <br>Corporate Governance         |
| <b>Mr. Hemendra Chimanlal Dalal</b><br>Non-Executive Independent Director  | <br>General Management and Business Operations | <br>Accounting / Finance / Legal | <br>Corporate Governance          |   |
| <b>Mr. Prem Kapil</b><br>Non-Executive Independent Director                | <br>General Management and Business Operations | <br>Business Development         | <br>Public Policy                 | <br>Human Resources Management   |
| <b>Mr. Abhay Vasant Nerurkar</b><br>Non-Executive Independent Director     | <br>General Management and Business Operations | <br>Accounting / Finance / Legal | <br>Corporate Governance          | <br>Public Policy                |
| <b>Ms. Shweta Ratnakar Musale</b><br>Non-Executive Independent Director    | <br>General Management and Business Operations | <br>Accounting / Finance / Legal | <br>Risk Management               | <br>Corporate Governance         |

**III. COMMITTEES OF THE BOARD:**

The Board has constituted a set of Committees with specific terms of reference/scope to focus effectively on diverse matters. Each Committee is guided by its Terms of Reference, which provides for the composition, scope, powers and duties and responsibilities. The terms of reference of these Board Committees are reviewed and determined by the Board, from time to time.

The minutes of the meetings of all Committees are placed before the Board for review and noting. The Board of Directors have confirmed that during the year, all recommendations of the Committee(s) were duly considered and approved by the Board of Directors and none of the recommendation made by any of the Committees has been rejected by the Board.

**(i) Audit Committee:****a. Composition and Attendance:**

The Company has complied with the requirements of Regulation 18 of the Listing Regulations and Section 177 of the Act in respect of the composition of the Audit Committee.

At present, the Audit Committee of the Board of Directors of the Company consists of 4 members, Mr. Abhay Vasant Nerurkar, Mr. Hemendra Chimanlal Dalal, Mr. Hari Narain Singh Rajpoot and Ms. Shweta Ratnakar Musale. Mr. Abhay Vasant Nerurkar, Independent Director, is the Chairman of the Audit Committee. All the members of the Audit Committee are Non-Executive Directors and have a sound knowledge of finance, accounts, company law and general management.

During the year under review, four (4) meetings of the Audit Committee were held on May 23, 2023, August 02, 2023, November 02, 2023, and February 06, 2024, through video conferencing in accordance with applicable laws.

These meetings were attended by all the members of the Audit Committee.

The Company Secretary functions as the Secretary to the Audit Committee.

The Audit Committee Meetings are also generally attended by the representatives of Statutory Auditors, Internal Auditors, the Chief Financial Officer and the Manager of the Company.

In accordance with Regulation 18(1)(d) of the Listing Regulations, the Chairman

of the Audit Committee had attended the Twenty-Sixth Annual General Meeting of the Company held on September 8, 2023.

**b. Terms of reference:**

The role, powers, functions and the terms of reference of the Audit Committee specified by the Board are in conformity with the requirements of the Listing Regulations and Section 177 of the Act.

The terms of reference include the matters specified under Regulation 18 of the Listing Regulations read with Part C of Schedule II thereof, as well as Section 177 of the Act which inter-alia include the following matters:

- i. To recommend the appointment/re-appointment/re-placement, remuneration and terms of appointment of the Statutory Auditors and the Internal Auditors of the Company.
- ii. To review and monitor independence and performance of the Statutory and Internal auditors and reviewing, with the management adequacy of the internal control systems.
- iii. To approve or ratify transactions of the Company with Related Parties, including any subsequent modifications.
- iv. To examine Financial Statements and Auditor's report thereon and for this purpose, to call, if necessary, the comments of the Auditors about the following:
  - (i) Internal Control systems.
  - (ii) Scope of audit, including observations of Auditors.
- v. To scrutinize inter-corporate loans and investments made by the Company.
- vi. To carry out valuation of undertakings and the assets of the Company as and when necessary.
- vii. To evaluate the internal financial control systems.
- viii. To evaluate the Risk Management Systems.
- ix. To monitor, end use of funds raised through public offers (including public issue, rights issue, preferential issue, qualified institutional placement etc.) and related matters.
- x. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;

- xi. To review effectiveness of the audit process and adequacy of the internal audit function including structure/staffing and reporting process and frequency of the internal audit.
- xii. To recommend the Financial Statement to the Board for its approval, after carrying out the procedure mentioned at iv. above.
- xiii. To give personal hearing to the Auditors and key managerial personnel when, if necessary, while reviewing the Auditor's Report.
- xiv. To oversee the Company's financial reporting process and disclosure of the financial information to ensure that the financial statements are correct, sufficient and creditable.
- xv. To review the Annual Financial Statements and auditor's report with the Management before submitting the same to the Board particularly the following:
  - a) Matters required to be included in the Director, Responsibility Statement to be included in the Board's Report in terms of Clause (c) of sub-section 3 of Section 134 of the Companies Act, 2013.
  - b) Changes, if any, in accounting policies and practices and reasons for the same.
  - c) Major accounting entries involving estimates based on the exercise of judgment by management.
  - d) Significant adjustments made in the financial statements arising out of audit findings
  - e) Compliance with listing and other legal requirements relating to financial statements.
  - f) Disclosure of any related party transactions.
  - g) Qualifications/ modified opinions in draft Audit Report.
- xvi. To review with the Management the quarterly financial statements before submitting the same to the Board.
- xvii. To discuss with the Internal Auditors any significant findings and follow-up thereof.
- xviii. To review findings of the internal investigation, including the matters of suspected frauds or irregularities or failure of internal control systems of material nature and reporting the matter to the Board.
- xix. To discuss with the Statutory Auditors the nature and scope of audit before commencement of the audit and also after completion of audit, to ascertain any internal area of concern.
- xx. To look into the reasons for substantial defaults for payment to the deposit holders, debenture holders and creditors.
- xxi. Review the functioning of the Vigil Mechanism/Whistle Blower Mechanism for the Directors and employees to report their genuine concerns or grievances and provide mechanism for adequate safeguards against victimization.
- xxii. Approval for appointment of CFO (i.e. the whole-time Finance Director or any other persons heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate.
- xxiii. Reviewing financial statements, in particular the investments made by the Company's unlisted subsidiaries.
- xxiv. Reviewing of the utilization of loans and /or advances existing loans and/ or advances from/investment made by the Company in its subsidiary exceeding Rs. 100 crore or 10% of the total gross assets of the subsidiary, whichever is lower including existing loans/ advances /investment or such other limit as may be prescribed from time to time.
- xxv. Review compliance with the provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time, at least once in a financial year and shall verify that the systems for internal control are adequate and are operating effectively.
- xxvi. To carry out any other function, as may be assigned to Audit Committee pursuant to any amendments to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, RBI guidelines and the applicable provisions of the Companies Act, 2013 as amended or re-enacted from time to time.
- xxvii. To review the following information/ document:
  - (i) Management discussion and analysis of financial condition and results of operation;
  - (ii) Statement of significant related party transactions (as defined by the Audit Committee), submitted by management;



- (iii) Management letter of internal control weakness issued by the statutory auditors;
- (iv) Internal audit reports relating to internal control weakness; and
- (v) The appointment, removal and terms of remuneration of the Internal Auditor.
- (vi) Statement of deviations:
  - (a) Review the quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
  - (b) Review the annual statement of funds utilized for purposes other than those stated in the offer document/ prospectus/ notice in terms of Regulation 32(7).

xxviii. To investigate into any matter specified under serial nos. i. to xxvii. above and for this purpose to obtain advise of external professionals, if necessary, and accord them full access to the information contained in the records of the Company.

**(ii) Nomination and Remuneration Committee:**

a. Composition and attendance:

The Company has complied with the requirements of Regulation 19 of the Listing Regulations and Section 178 of the Act in respect of the composition of the Nomination and Remuneration Committee ('NRC').

At present, the NRC consists of Four (4) members, Mr. Abhay Vasant Nerurkar, Mr. Hemendra Chimanlal Dalal, Mr. Hari Narain Singh Rajpoot and Mr. Prem Kapil. All the members of the NRC are Non-Executive Directors. Mr. Prem Kapil, Independent Director is the Chairman of NRC.

The Company Secretary functions as the Secretary to the NRC.

During the year under review, three (3) meetings of NRC were held on May 23, 2023, August 02, 2023, and February 06, 2024 through video conferencing in accordance with applicable laws.

These meetings were attended by all the members of the NRC.

b. Terms of reference:

The terms of reference of NRC include the matters specified under Regulation 19 of

the Listing Regulations read with Part D of Schedule II thereof, as well as Section 178 of the Act which inter-alia include the following matters:

- (i) To ensure that the general character of the management or the proposed management of the Company shall not be prejudicial to the interest of its present and/or future depositors, if any
- (ii) To ensure fit and proper criteria status of existing/proposed directors.
- (iii) To lay down criteria such as qualification, positive attributes and independence of a Director and recommend to the Board of directors a policy relating to, the remuneration of the directors, Key Managerial Personnel (KMP) and Senior Management Personnel (SMP).
- (iv) To identify persons who are qualified to become directors and who may be appointed in senior management positions, as per the criteria laid down, and recommend to the Board of Directors their appointment and removal.
- (v) For every appointment of an independent director, 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 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.
- (vi) To recommend to the Board the appointment and removal of the Directors, including Independent Directors.
- (vii) To formulate the criteria for effective evaluation of performance of Board of Directors, its Committees, Chairperson and individual Directors to be carried out either by the Board or by NRC

or through an independent external agency and review its implementation and compliance.

(viii) To recommend to the Board a policy relating to the remuneration for directors, including Managing Director(s)/ Manager and Whole-time Director(s), Senior Management Personnel (SMP), Key Managerial Personnel (KMP) and other employees. While formulating the policy, the NRC shall ensure that:

- a. The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Company successfully.
- b. Relationship of remuneration to performance is clear and meets appropriate performance benchmarks.
- c. Remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.

(ix) To recommend to the Board, remuneration payable to Directors, KMPs and SMPs in accordance with the Nomination and Remuneration Policy;

(x) To devise and recommend to the Board for approval a policy on diversity of board of directors;

(xi) To opine as per Section 197(4)(b) whether the Director possess the requisite qualification;

(xii) Recommending to the Board, appointment and removal of KMPs and SMPs in accordance with the criteria laid down;

(xiii) To determine whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;

(xiv) To carry out any other function, as may be assigned or delegated to Nomination and Remuneration Committee by (i) the Board of Directors (ii) the virtue of the applicable provisions of the Companies Act, 2013 (iii) the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (iv) RBI guidelines and any other applicable provisions of Laws, as amended or re-enacted from time to time.

c. Performance evaluation criteria for independent directors:

The Annual Performance Evaluation as required under the Act read with relevant rules made thereunder and Regulation 17(10) and other applicable regulations of the Listing Regulations has been carried out by the Board of its own performance, of each individual Director including chairperson and its Committees.

For this purpose, an Evaluation Questionnaire prepared considers the criteria for evaluation in accordance with the Company's "Nomination and Remuneration Policy", approved by the Board of Directors on recommendation of the Nomination and Remuneration Committee, taking into account the applicable provisions under the Act and the rules made thereunder, the Listing Regulations read with the circulars issued by SEBI in this regard, which inter-alia covered various aspects such as participation in meetings, contributions to strategic decision making etc. The aforesaid Evaluation Questionnaire was circulated to all Directors and their responses were received in sealed envelopes addressed to the Chairman of the Board and results thereof were discussed at the next meeting of the Board of Directors.

Particulars of senior management personnel and changes therein since the close of the previous financial year

Particulars of senior management personnel and changes therein since the close of the previous financial year.

| Sr. No | Name of Senior Management Personnel | Designation                   | Changes, since the previous financial year, if any and effective date |
|--------|-------------------------------------|-------------------------------|---|
| 1.     | Mr. Arvind Dhumal                   | Manager                       | -   |
| 2.     | Mr. Paras Mal Rakhecha              | Chief Financial Officer (CFO) | Retirement as CFO with effect from February 29, 2024.                 |
| 3.     | Mr. Anand Rathi                     | Chief Financial Officer (CFO) | Appointed as CFO with effect from March 01, 2024.                     |
| 4.     | Ms. Jiya Gangwani                   | Company Secretary             | -   |
| 5.     | Mr. Pragnesh Mistry                 | Chief Information Officer     | -   |

### Directors Remuneration:

- Payments to Non-Executive Directors and details of remuneration paid to all the Directors:

The Non-executive Directors do not receive any commission on profits. They are entitled to sitting fees for attending every Board meeting. Further, members of the Board of Directors, who are members on the Audit Committee and/or Stakeholders Relationship Committee and/or Nomination and Remuneration Committee, receive sitting fees for attending the meetings of the same. The sitting fees paid to the directors are within the limits prescribed under the Act and Rules made thereunder.

During the year under review, no remuneration except sitting fees was paid to the Directors of the Company. The details pertaining to the sitting fees for meetings attended by the Directors during F.Y. 2023-24 are enumerated below:

| Name of Director                | Sitting Fees for 2023-24 (All figures in Rs.) |
|---------------------------------|---|
| Mr. Ramesh Chandak              | 20,000/-                                      |
| Mr. Abhay Vasant Nerurkar*      | 35,000/-                                      |
| Mr. Hemendra Chimanlal Dalal *  | 35,000/-                                      |
| Mr. Hari Narain Singh Rajpoot * | 38,000/-                                      |
| Ms. Manish Jain*                | 24,000/-                                      |
| Mr. Prem Kapil*                 | 22,000/-                                      |
| Ms. Shweta Ratankar Musale*     | 37,000/-                                      |

\*Includes sitting fees for attending meetings of Audit Committee and/or Stakeholders Relationship Committee and/or Nomination and Remuneration Committee and Board of Directors.

- Shareholding of Directors:

As on March 31, 2024, following shares of the Company were held by the Directors of the Company:

| Name of Director              | No of shares held |
|-------------------------------|-------------------|
| Mr. Hari Narain Singh Rajpoot | 1                 |

### Independent Directors Meeting:

As per sub-regulation (3) and (4) of Regulation 25 of the Listing Regulations as well as pursuant to Section 149(8) of the Act read with Schedule IV and in accordance with the Nomination and Remuneration Policy, the Independent Directors have at their meeting held on February 26, 2024:

- Reviewed the performance of Non-Independent Directors, the Chairman of the Company, Committees and the Board of Directors as a whole;
- Assessed the quality, quantity and timeliness of the flow of information between the company management and the Board.

All Independent Directors were present at the said meeting through video conferencing.

### Familiarization Programme for Independent Directors:

Pursuant to the Code of Conduct for Independent Directors specified under the Act and the requirements of the Listing Regulations, the Company has framed a familiarisation programme for all its Independent Directors. The Company follows a structured orientation programme for the newly appointed Independent Directors to familiarize them to understand the nature of industry the Company operates into, its business model, updates on the business and operations of the Company together with roles, rights and responsibilities of the Directors to facilitate their engagement in meaningful deliberations and in taking informed decisions.

Post appointment of a Director on the Board, a formal letter of appointment is issued to such Director. The requirement of obtaining declarations from a Director under the Act, the Listing Regulations and other relevant regulations are also explained in detail to the Director and necessary affirmations are received from them in respect thereto.

Details of familiarization programme imparted to independent directors is disclosed on the website of the Company at

[https://www.summitsecurities.net/files/Note\\_on\\_Familiarisation\\_Prog\\_for\\_Ind.pdf](https://www.summitsecurities.net/files/Note_on_Familiarisation_Prog_for_Ind.pdf)

### (iii) Stakeholders Relationship Committee:

- a. Composition and attendance:

The Company has complied with the requirements of Regulation 20 of the Listing Regulations and Section 178 of the Act in respect of the composition of the Stakeholders Relationship Committee ('SRC').

As on March 31, 2024, the SRC of the Board of Directors of the Company consists of three (3)

members all being Non-Executive Directors, Mr. Hari Narain Singh Rajpoot, Mr. Manish Jain and Ms. Shweta Ratnakar Musale. Mr. Hari Narain Singh Rajpoot, Non-Executive Director is the Chairman of the SRC.

The Company Secretary functions as the Secretary to the SRC.

During the year under review, four (4) meetings of the SRC were held on May 23, 2023, August 02, 2023, November 02, 2023, and February 06, 2024 though video conferencing in accordance with applicable laws.

| Name of members               | No. of meetings attended |
|-------------------------------|--------------------------|
| Mr. Hari Narain Singh Rajpoot | 3                        |
| Mr. Manish Jain               | 4                        |
| Ms. Shweta Ratnakar Musale    | 4                        |

*In accordance with Regulation 20(3) of the Listing Regulations, the Chairman of SRC had attended the Twenty Sixth Annual General Meeting of the Company held on September 08, 2023.*

b. Terms of Reference:

The terms of reference of SRC include the matters specified under Regulation 20 of the Listing Regulations read with Part D of Schedule II thereof, as well as Section 178 of the Act which inter-alia include the following matters:

- (i) To consider the various aspects of stakeholder's interests including resolving the grievances of all the security holders.
- (ii) To review and deal with complaints and queries received from the shareholders, debenture holders, deposit holders and other investors including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
- (iii) To review and deal with responses to the letters received from the Ministry of Corporate Affairs, the Stock Exchanges, the Depositories and Securities and Exchange Board of India (SEBI) and other regulatory authorities.
- (iv) To review the transfer and transmission of securities approved by the Company's officials, authorized by the Board, from time to time, for this purpose.
- (v) To approve issue of duplicate share certificates.
- (vi) Reviewing of:
  - a. measures taken for effective exercise of voting rights by shareholders

b. Reviewing adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent.

c. Reviewing of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.

(vii) To carry out any other function as may be entrusted by: (i) the Board of Directors; (ii) by virtue of applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Companies Act, 2013 or any other applicable laws, as amended from time to time.

c. The status of the Complaints received from investors is as follows:

Shareholders/ Investors Complaints:

| Particulars of the Complaints                                | Number of Complaints |
|--|----------------------|
| Pending as on April 1, 2023                                  | Nil                  |
| Received during the year                                     | 6                    |
| Resolved to the satisfaction of shareholders during the year | 6                    |
| Remained unresolved as on March 31, 2024                     | Nil                  |

(iv) Risk Management Committee:

The Company has constituted a Risk Management Committee ("RMC") in compliance with Regulation 21 of Listing Regulations and in terms of the guidelines of corporate governance issued by the Reserve Bank of India ('RBI').

a. Composition and attendance:

As on March 31, 2024, the RMC of the Board of Directors of the Company consisted of six (6) members, Mr. Hari Narain Singh Rajpoot, Mr. Prem Kapil, Mr. Abhay Nerurkar and Mr. Manish Jain, Non-Executive Directors, Mr. Anand Rathi (w.e.f March 01, 2024), Chief Financial Officer and Mr. Arvind Dhumal, Manager. Mr. Hari Narain Singh Rajpoot is Chairman of the RMC.

During the year under review, three (3) meetings of the RMC were held on May 23, 2023, November 02, 2023, and February 06, 2024 through video conferencing in accordance with applicable laws. These meetings were attended by all the members of the RMC.

**b. Terms of reference of RMC:**

- (i) To formulate a detailed risk management policy which shall include:
  - (a) A framework for identification of internal and external risks specifically faced by the listed entity, in particular including financial, liquidity, operational, sectoral, sustainability (particularly, ESG related risks), information, cyber security risks or any other risk as may be determined by the Committee.
  - (b) Measures for risk mitigation including systems and processes for internal control of identified risks.
  - (c) Business continuity plan.
- (ii) To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company.
- (iii) To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems.
- (iv) To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity.
- (v) To keep the board of directors informed about the nature and content of its discussions, recommendations and actions to be taken.
- (vi) The appointment, removal and terms of remuneration of the Chief Risk Officer (if any) shall be subject to review by the Risk Management Committee.
- (vii) The RMC shall coordinate its activities with other committees, in instances where there is any overlap with the activities of such committees, as per the framework laid down by the Board of Directors.
- (viii) To seek information from any employee, obtain outside legal or other professional advice and secure attendance of outsiders with relevant expertise, as might be considered necessary.
- (ix) Carrying out any other function, as may be assigned to the RMC pursuant to any amendments to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the applicable provisions of the Companies Act, 2013 and notifications issued by the RBI from time to time.

**(v) Asset Liability Management Committee:**

The Board of Directors had constituted the Asset Liability Management Committee ('ALMC') in terms of the guidelines of corporate governance issued by the RBI in the year 2010.

During the year under review, ALMC was reconstituted, considering the retirement of Mr. Paras Mal Rakhecha as Chief Financial Officer on February 29, 2024. Accordingly, the Asset Liability Management Committee was reconstituted by Board of Directors on May 16, 2024, wherein Mr. Anand Rathi was appointed as the Member of ALMC as Mr. Paras Mal Rakhecha ceased to be the member of ALMC w.e.f. March 1, 2024.

**a. Composition and attendance:**

As on March 31, 2024, ALMC consists of two (2) members, Mr. Arvind Dhumal, Manager and Mr. Anand Rathi, Chief Financial Officer. Mr. Arvind Dhumal is the Chairman of ALMC.

The Company Secretary functions as the Secretary to the ALMC.

During the year two (2) meetings of the ALMC were held on May 23, 2023 and November 02, 2023 in accordance with applicable laws. These meetings were attended by all the members of the ALMC.

**b. Terms of reference:**

The terms of reference of the ALMC inter-alia include to monitor the asset liability gap and strategize action to mitigate the risk associated and other matters as may be provided in accordance with the RBI Notifications/Circulars issued from time to time as applicable to the Company.

**(vi) IT Strategy Committee:**

The Board of Directors had constituted the IT Strategy Committee ('ITSC') of the Company at their meeting held on August 7, 2017, in terms of the Information Technology Framework for the NBFC sector issued by the RBI on June 8, 2017, as applicable to the Company.

**a. Composition and attendance:**

As on March 31, 2024, ITSC consisted of four (4) members, Mr. Hari Narain Singh Rajpoot, Mr. Abhay Vasant Nerurkar, Ms. Shweta Ratnakar Musale and Mr. Pragnesh Mistry. Mr. Abhay Vasant Nerurkar, Independent Director is the Chairman of the ITSC.

The Company Secretary functions as the Secretary to the ITSC.

During the year under review, three (3) meetings of the ITSC were held on May 23, 2023,



November 02, 2023, and February 06, 2024 through video conferencing.

Attendance at the ITSC Meetings held during the year ended March 31, 2024:

| Name(s) of members            | No. of meetings attended |
|-------------------------------|--------------------------|
| Mr. Hari Narain Singh Rajpoot | 2                        |
| Mr. Abhay Vasant Nerurkar     | 3                        |
| Mr. Pragnesh Mistry           | 2                        |
| Ms. Shweta Ratnakar Musale    | 3                        |

b. Terms of reference:

- (a) To formulate IT strategy and policy documents, placing the same with its recommendations for the approval of the Board of Directors.
- (b) To formulate Information Security (IS) Policy, Cyber Security Policy, Cyber Crisis Management Plan and placing the same for the approval of the Board of Directors for approval.
- (c) To ensure and monitor to ensure that the management has:
  - (i) effective strategic planning process in place.
  - (ii) implemented processes and practices to ensure that IT delivers value to the business.
  - (iii) Ensured that IT investments represent a balance of risks and benefits and that the budgets are acceptable.
  - (iv) Used a method to determine the IT resources required to achieve the strategic goals and provide high-level direction for sourcing and use of IT resources and monitoring its methodology.
  - (v) Ensured a proper balance of IT investments for sustaining the Company's growth and manage exposure towards IT risks and controls.
- (d) To formulate IS Audit framework and place the same for the approval of the Board and carry out or engage competent auditor for the IS Audit;
- (e) To formulate a Business Continuity Planning (BCP) Policy and place its recommendations along with the policy for approval of the Board;
- (f) To periodically review the effectiveness of all policies and procedures and as and when required to suggest amendment to IT strategies in line with the corporate strategies, including cyber security arrangements and matters related to IT Governance to the Board of Directors.
- (g) To suggest methods and monitor an appropriate governance mechanism for outsourced processes, comprising of risk-based policies and procedures, to effectively identify, measure, monitor and control risks associated with outsourcing in an end-to-end manner;
- (h) To recommend to the approval authorities, the outsourcing depending on nature of risks and materiality of outsourcing including development of sound and responsive outsourcing risk management policies and procedures commensurate with the nature, scope, and complexity of outsourcing arrangements, whenever applicable;
- (i) To undertake a periodic review of outsourcing strategies and all existing material outsourcing arrangements;
- (j) To evaluate the risks and materiality of all prospective outsourcing based on the framework developed by the Board of Directors and communicating significant risks in outsourcing and place the same before the Board of Directors on a periodic basis for review, whenever applicable;
- (k) To ensure an independent review and audit, either by an inhouse team or by an outside expert, if necessary, in accordance with approved policies and procedures and that the contingency plans have been developed and tested adequately.
- (l) To carry out any other function, as may be assigned to IT Strategy Committee by the Board of Directors in accordance with the Directions issued by the Reserve Bank of India and any applicable statute pertaining to Information Technology Law and Governance.

**IV. DETAILS OF GENERAL BODY MEETINGS:**

The details of the last three (3) General Meetings are as below:

| Meeting                                 | Day, Date, Time and Venue   | Particulars of the Special Resolution(s) passed at the Annual General Meeting   |
|---|---|---|
| 26 <sup>th</sup> Annual General Meeting | Friday, September 8, 2023 03:30 P.M. (I.S.T.) through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") deemed to convened at registered office of the Company pursuant to the MCA Circulars.   | Nil   |
| 25 <sup>th</sup> Annual General Meeting | Friday, September 30, 2022, 04:30 P.M. (I.S.T.) through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") deemed to convened at registered office of the Company pursuant to the MCA Circulars. | Nil   |
| 24 <sup>th</sup> Annual General Meeting | Friday, September 24, 2021, 02:00 P.M. (I.S.T.) through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") deemed to convened at registered office of the Company pursuant to the MCA Circulars. | Approval for keeping Registers and Indexes of Members and other related documents at the office of TSR Darashaw Consultants Private Limited, Registrars and Share Transfer Agents of the Company ("RTA") situated at C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai - 400 083 or at any such other place where the RTA may shift its office from time to time. |

**Postal Ballot:**

There were no Special Resolutions, which were put through postal ballot during the year under review. None of the businesses proposed to be transacted at the ensuing AGM requires passing a resolution by postal ballot.

India Accounting Standard - 24 issued by the Institute of Chartered Accountants of India.

Pursuant to Regulation 23(1) of the Listing Regulations, the Board of Directors of a Listed Entity is required to review the Policy on Related Party Transactions at least once in three years, accordingly, the Policy on Related Party Transactions was reviewed and amended by the Board of Directors of the Company on February 10, 2022.

The Company has in place a policy on Related Party Transactions and the same has been displayed on the Company's website at <https://www.summitsecurities.net/files/corporate-governance/RelatedPartyTransactionPolicy.pdf>

**V. DISCLOSURES:**
**i. Disclosures on materially significant related party transactions that may have potential conflict with the interests of the Company at large:**

The transactions entered into with the Related Parties as defined under the Act and Regulation 23 of the Listing Regulations during the financial year which were in the ordinary course of business and at arm's length basis were placed before the Audit Committee.

There were no material and/or significant related party transactions during the year under review that were prejudicial to the interest of the Company.

Details of related party transactions are included in the Notes to the Financial Statements as per

**ii. Details of non-compliance by the company, penalties, strictures imposed on the company by Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years:**

There were no penalties nor strictures imposed on the Company either by the Stock Exchanges or SEBI or any other Statutory Authorities on any matter related to capital markets, during the last three years.

**iii. Whistle Blower Policy and affirmation that no personnel have been denied access to the Audit Committee:**

In compliance with the Listing Regulations and the Act, the Company has formulated a “Whistle Blower Policy and Vigil Mechanism” and the same is also published on the website of the Company. No personnel have been denied access to the Chairman of the Audit Committee.

**iv. Compliance with Mandatory and adoption of non-mandatory requirements:**

The Company complies with the mandatory requirements of Part C of Schedule V of Listing Regulations and most of the non-mandatory/discretionary requirements as mentioned in Part E of Schedule II of the said Regulations namely, appointment of Non-Executive, Independent Director as Chairman of the Board of Directors, financial statements for the year ended March 31, 2024 are unqualified and Internal Auditor reports to the Audit Committee directly in all the functional matters.

**v. Certificate on compliance of conditions of Corporate Governance:**

The corporate governance requirements specified in Regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 of the Listing Regulations to the extent applicable to the Company have been complied with.

Part E of Schedule V of Listing Regulations mandates to obtain a certificate either from the Auditors or Practicing Company Secretaries regarding compliance of conditions of Corporate Governance and annex the certificate with the Director’s Report, which is sent annually to all the shareholders. The Company has obtained a certificate from its Statutory Auditors to this effect and the same is given as an annexure to the Board’s Report.

**vi. Weblinks:**

- a) Policy for determining ‘material’ subsidiaries is disclosed in the website of the Company at [https://www.summitsecurities.net/files/corporate\\_governance/PolicyonMaterialSubsidiary.pdf](https://www.summitsecurities.net/files/corporate_governance/PolicyonMaterialSubsidiary.pdf)
- b) Policy on dealing with related party transactions at the link Policy at [https://www.summitsecurities.net/files/corporate\\_governance/RelatedPartyTransactionPolicy.pdf](https://www.summitsecurities.net/files/corporate_governance/RelatedPartyTransactionPolicy.pdf); and
- c) Nomination and Remuneration policy at the web link at [https://www.summitsecurities.net/files/corporate\\_governance/Nomination\\_and\\_Remuneration\\_Policy.pdf](https://www.summitsecurities.net/files/corporate_governance/Nomination_and_Remuneration_Policy.pdf)

**vii. Disclosure of Accounting Treatment:**

The Company has followed Indian Accounting Standards (IND AS) specified under Section 133 of the Act, to the extent applicable, in the preparation of the financial statements.

**viii. Confirmation in respect of Independent Directors:**

Pursuant to Schedule V, Part C, Clause (2)(i), it is hereby confirmed that in the opinion of the Board of Directors, the independent directors fulfill the conditions specified in these regulations and are independent of the management.

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

The requirement to provide details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A) is not applicable to the Company.

**x. Certificate of a Practicing Company Secretary for non-debarment and non-disqualification of Directors:**

A certificate from M/s. Parikh Parekh & Associates, Practicing Company Secretaries certifying that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by SEBI/Ministry of Corporate Affairs or any such statutory authority pursuant to Schedule V, Part C Clause (10)(i) forms part of the Annexure to this report.

**xi. Disclosure in relation to Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:**

During the year, no complaints were received relating to Sexual Harassment.

**xii. Disclosure in relation to Loans and Advances given by the Company and its subsidiaries in the nature of loans to firms/companies in which directors are interested:**

During the year under review, neither the Company nor its subsidiaries had granted any Loans and Advances in the nature of loans to firms/companies in which directors are interested.

**xiii. Details of material subsidiaries of the Company:**

| Sr. No. | Particulars                               | Name of Material Subsidiary:<br>Instant Holdings Limited |
|---------|---|--|
| 1       | Date of Incorporation                     | 18/03/2005   |
| 2       | Place of Incorporation                    | Mumbai   |
| 3       | Name of Statutory Auditors                | M/s. J Bansal & Associates, Chartered Accountants        |
| 4       | Date of appointment of Statutory Auditors | 17/09/2021   |

**xiv. Disclosure of total fees for all services paid by the Company 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:**

Details of total fees paid/payable for all services availed by the Company 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, during the year under review is as given below:

| Name of the Statutory Auditor and Network Entity | Type of Services          | Name of the Company or its subsidiary obtaining the service | Amount (Rs. in Lakhs) |
|--|---------------------------|---|-----------------------|
| M/s. Sharp and Tannan                            | Audit fee for FY 2023-24  | Summit Securities Limited                                   | 3.89                  |
|  | Other services            |   | 3.49                  |
|  | Certification fees        |   | 0.94                  |
|  | Reimbursement of expenses |   | 0.89                  |
| <b>Total</b>                                     |                           |   | <b>9.22</b>           |

\*Note: The above amounts include applicable taxes.

**VI. MEANS OF COMMUNICATION:**
**(a) Financial Results:**

The Company has submitted to the Stock Exchanges, where the Company's shares are listed viz., BSE Limited and National Stock Exchange of India Limited in the prescribed format, its Annual Audited Results for the year ended March 31, 2024, within 60 (sixty) days from the end of that financial year, Un-audited Quarterly Financial Results within 45 (forty-five) days from the end of the quarter.

**(b) Publication and Display of Financial Results:**

The Company has published the Financial Results within 48 hours of the conclusion of the Board Meeting(s) in Free Press Journal (English Newspaper) and Nav Shakti (Marathi Newspaper) as per the format prescribed under the Listing Regulations read with applicable circulars issued by SEBI from time to time in this regard.

The financial results are also displayed on the Company's website [www.summitsecurities.net](http://www.summitsecurities.net).

**(c) Company's website:**

The Company has maintained a functional website [www.summitsecurities.net](http://www.summitsecurities.net) which depicts the detailed informed about the business activities of the Company, shareholding pattern, financial results, annual report apart other statutory information required to be made available in terms of the Act and Listing Regulations.

The Company provides all requisite information under the Listing Regulations to Stock Exchanges where the shares of the Company are listed. Information to Stock Exchanges is filed electronically on the online dedicated portals of BSE Limited and National Stock Exchange of India Limited.

**(d) Exclusive email ID for investors:**

The Company has provided an email address on its website namely, [investors@summitsecurities.net](mailto:investors@summitsecurities.net) where the investors can directly contact the Company.

**VII. GENERAL SHAREHOLDER INFORMATION:**
**➤ AGM: Date, Time and Venue**

As indicated in the notice accompanying this Annual Report, the Annual General Meeting of the Company will be held on Thursday, August 22, 2024 at 11:30 a.m. (I.S.T) through Video Conferencing.

**➤ Financial Year:**

The Company follows April to March 31, as the financial year.

**➤ Dividend Payment Date:**

The Directors of the Company have not recommended any dividend for the year under review.

### ➤ Listing on Stock Exchanges:

The Equity Shares of the Company are listed on the following stock exchanges:

| Name of the Stock Exchange               | Address   | Stock Code (Security Code/ Symbol) |
|--|---|------------------------------------|
| BSE Limited                              | Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001             | 533306                             |
| National Stock Exchange of India Limited | Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051 | SUMMITSEC                          |

The ISIN of the Company: INE519C01017

The listing fees have been paid to both the stock exchanges for the FY 2023-24 and 2024-25.

### ➤ Market Price data

| Month          | BSE     |         | NSE     |         | SENSEX   |          |
|----------------|---------|---------|---------|---------|----------|----------|
|                | High    | Low     | High    | Low     | High     | Low      |
| April 2023     | 633.55  | 540.00  | 618.95  | 540.00  | 61209.46 | 58793.08 |
| May 2023       | 725.00  | 605.00  | 727.00  | 601.20  | 63036.12 | 61002.17 |
| June 2023      | 799.95  | 681.00  | 724.00  | 687.10  | 64768.58 | 62359.14 |
| July 2023      | 970.00  | 719.00  | 970.00  | 718.00  | 67619.17 | 64836.16 |
| August 2023    | 1049.00 | 862.00  | 985.00  | 885.05  | 66658.12 | 64723.63 |
| September 2023 | 1049.85 | 899.25  | 1049.40 | 896.10  | 67927.23 | 64818.37 |
| October 2023   | 1120.00 | 950.00  | 1137.20 | 951.00  | 66592.16 | 63092.98 |
| November 2023  | 1507.00 | 1003.15 | 1508.00 | 1001.50 | 67069.89 | 63550.46 |
| December 2023  | 1479.95 | 1266.20 | 1490.00 | 1266.05 | 72484.34 | 67149.07 |
| January 2024   | 1439.05 | 1180.00 | 1441.95 | 1152.05 | 73427.59 | 70001.6  |
| February 2024  | 1456.00 | 1211.00 | 1455.00 | 1200.10 | 73413.93 | 70809.84 |
| March 2024     | 1452.60 | 1133.30 | 1433.95 | 1129.95 | 72591.14 | 73677.13 |

### ➤ The Company Website: [www.summitsecurities.net](http://www.summitsecurities.net)

### ➤ Registrar & Share Transfer Agents:

The share management work, both physical and demat is handled by the Registrar and Share Transfer Agents of the Company whose name and address is as given below:

#### Link Intime India Private Limited

[TSR Consultants Private Limited merged with Link Intime India Private Limited effective from December 22, 2023, as per the Order dated December 18, 2023 passed by Mumbai Bench, National Company Law Tribunal (NCLT)]

C-101, 1st Floor,  
247 Park, Lal Bahadur Shastri Marg,  
Vikhroli (west), Mumbai – 400 083.  
E-mail : [csg-unit@linkintime.co.in](mailto:csg-unit@linkintime.co.in)  
Web : [www.linkintime.co.in](http://www.linkintime.co.in)  
Tel: +91-8108118484;

For the convenience of investors based in the following cities, documents will also be accepted at the following branches on all the working days from 10.00 a.m. to 5.00 p.m.:-

### Branch Offices:

#### 1. Mumbai

Link Intime India Private Limited.  
Building 17/19, Office No. 415 Rex Chambers,  
Ballard Estate, Walchand Hirachand Marg, Fort,  
Mumbai - 400 001 Tel: +91-8108118484;  
E-mail : [csg-unit@linkintime.co.in](mailto:csg-unit@linkintime.co.in)

#### 2. Bangalore

Link Intime India Private Limited  
C/o. Mr. D. Nagendra Rao, "Vaghdevi" 543/A,  
7th Main, 3rd Cross, Hanumanthnagar,  
Bengaluru - 560019. Tel: +91-80-26509004  
Email : [csg-unit@linkintime.co.in](mailto:csg-unit@linkintime.co.in)

#### 3. Jamshedpur

Link Intime India Private Limited  
Qtr. No. L-4/5, Main Road, Bistupur,  
(Beside Chappan - Bhog Sweet Shop),  
Jamshedpur – 831001; Tel: 0657- 2426937  
Email : [csg-unit@linkintime.co.in](mailto:csg-unit@linkintime.co.in)

#### 4. Kolkata

Link Intime India Private Limited  
Vaishno Chamber, Flat No. 502 & 503, 5th Floor,  
6, Brabourne Road, Kolkata - 700001  
Tel: +91-33-40081986  
Email : [csg-unit@linkintime.co.in](mailto:csg-unit@linkintime.co.in)

#### 5. New Delhi

Link Intime India Private Limited  
Noble Heights, 1st Floor, Plot No NH-2, C-1 Block,  
LSC, Near Savitri Market, Janakpuri,  
New Delhi – 110058 ; Tel: +91-11-49411030  
Email : [csg-unit@linkintime.co.in](mailto:csg-unit@linkintime.co.in)

#### 6. Ahmedabad

Link Intime India Private Limited  
Amarnath Business Centre-1 (ABC-1),  
Beside Gala Business Centre,  
Nr. St. Xavier's College Corner, Off. C.G. Road,  
Ellisbridge, Ahmedabad - 380006.  
Tel: +91-79-26465179  
Email : [csg-unit@linkintime.co.in](mailto:csg-unit@linkintime.co.in)

### ➤ Share Transfer System:

As per Regulation 40 of the SEBI Listing Regulations, as amended, securities of listed entities can be transferred only in dematerialised form, with effect from April 1, 2019. Members holding shares in physical form are requested to consider converting their holdings to dematerialised form. Transfers of



equity shares in electronic form are effected through the depositories with no involvement of the Company. Any Director of the Company, Manager, CFO, the Company Secretary is empowered to approve transfers.

In view of the above, we request you to furnish, if not already done till date, the Aadhar linked PAN, email address, mobile number, bank account and nomination details as per formats available on website of the Company at <https://www.summitsecurities.net>.

We also wish to draw attention to recent SEBI notification dated January 24, 2022 read with SEBI circular dated January 25, 2022, according to which a listed entity shall effect issuance of duplicate securities certificate, renewal/ exchange, endorsement, sub-division/ spilt, consolidation of securities certificate, transfer, transmission and transposition, as applicable in Dematerialized form only.

The Company has obtained the annual certificate from a Company Secretary in Practice certifying that all share certificates have been issued within prescribed time from the date of lodgement for transfer, sub-division, consolidation, renewal, exchange etc. as per the requirement of Regulation 40(9) of the Listing Regulations. This certificate has been submitted to the Stock Exchanges.

As stipulated by SEBI, a Company Secretary in Practice carried out an Audit, on quarterly basis, to reconcile the total admitted capital with National Securities Depository Limited and Central Depository Services (India) Limited and the total issued & listed capital. Such reconciliation of share capital audit report was submitted to Stock Exchanges on quarterly basis.

Dispute Resolution Mechanism (SMART ODR) In order to strengthen the dispute resolution mechanism for all disputes between a listed company and/or registrars & transfer agents and its shareholder(s)/ investor(s), SEBI had issued a Standard Operating Procedure ('SOP') vide Circular dated May 30, 2022. As per this Circular, shareholder(s)/investor(s) can opt for Stock Exchange Arbitration Mechanism for resolution of their disputes against the Company or its RTA. Further, SEBI vide Circular dated July 31, 2023 (updated as on December 20, 2023), introduced the Online Dispute Resolution (ODR) Portal. Through this ODR portal, the aggrieved party can initiate the mechanism, after exercising the primary options to resolve its issue, directly with the Company and through the SEBI Complaint Redress System (SCORES) platform. The Company has complied with the above circulars and the same are available at the website of the Company.

➤ **Distribution of shareholding as of March 31, 2024:**

| No. of Equity shares held |            | No. of Shareholders |        | No. of Shares |             | % of Equity Capital |       |
|---------------------------|------------|---------------------|--------|---------------|-------------|---------------------|-------|
| From                      | to         | Physi-cal           | Demat  | Physi-cal     | Demat       | Physi-cal           | Demat |
| 1                         | 500        | 15817               | 31980  | 77042         | 643315      | 0.707               | 5.90  |
| 501                       | 1,000      | 2                   | 183    | 1160          | 134373      | 0.011               | 1.23  |
| 1,001                     | 2,000      | 0                   | 87     | 0             | 124744      | 0.000               | 1.14  |
| 2,001                     | 3,000      | 0                   | 31     | 0             | 75821       | 0.000               | 0.70  |
| 3,001                     | 4,000      | 0                   | 17     | 0             | 60428       | 0.000               | 0.55  |
| 4,001                     | 5,000      | 0                   | 10     | 0             | 43379       | 0.000               | 0.40  |
| 5,001                     | 10,000     | 0                   | 25     | 0             | 192814      | 0.000               | 1.77  |
| 10,001                    | 10,901,781 | 0                   | 38     | 0             | 9548705     | 0.000               | 87.59 |
| Total                     |            | 15819               | 32,371 | 78,202        | 1,08,23,579 | 0.72                | 99.28 |

➤ **Dematerialisation of shares and liquidity:**

The Company has arrangement with National Securities Depositories Limited ('NSDL') as well as Central Depository Services (India) Limited ('CDSL') for dematerialisation of shares with ISIN "INE519C01017" for both NSDL and CDSL.

99.28% of the Equity shares corresponding to 1,08,23,579 equity shares are held in dematerialised form as on March 31, 2024.

➤ **Categories of shareholding as of March 31, 2024:**

| Category                             | No. of Shares      | Percentage    |
|--------------------------------------|--------------------|---------------|
| <b>Promoter and Promoter Group</b>   |                    |               |
| Promoter and Promoter Group Holdings | 81,37,866          | 74.65         |
| <b>Public</b>                        |                    |               |
| Mutual fund                          | 345                | 0.00          |
| Foreign Portfolio Investors          | 1,63,055           | 1.50          |
| Financial Institutions/ Banks        | 22536              | 0.21          |
| Non-Resident Indians                 | 44,453             | 0.41          |
| Corporate Bodies and Others          | 25,33,526          | 23.24         |
| <b>Total</b>                         | <b>1,09,01,781</b> | <b>100.00</b> |

➤ **Outstanding GDRs / ADRs / Warrants / Any other Convertible Instruments:**

The Company has not issued any such instruments.

➤ **Commodity Price risk or foreign exchange risk and hedging activities:**

The Company's operations were not exposed to any commodity or foreign exchange risk nor has it indulged in any hedging activities during the year under review.

➤ **List of all credit ratings obtained by the Company along with any revisions thereto during the relevant financial year:**

Since, the Company had no borrowings during the year under review, no credit ratings were obtained by the Company from any credit rating agencies.

➤ **Compliance Officer:**

Ms. Jiya Gangwani  
 Company Secretary and Compliance Officer  
 Summit Securities Limited  
 Registered Office:  
 213, Bezzola Complex,  
 B wing, 71, Sion-Trombay Road,  
 Chembur, Mumbai 400 071  
 Tel: 91-22-46098668 / 69  
 Email: [investors@summitsecurities.net](mailto:investors@summitsecurities.net)

➤ **Disclosure in respect to Unclaimed Equity Shares in Summit Securities Limited – Unclaimed Securities Suspense Account:**

Pursuant to Regulation 39(4) of the Listing Regulations [Clause 5A of the erstwhile Listing Agreement], 25,673 equity shares of the Company were transferred in December 2014 to Summit Securities Limited-Unclaimed Securities Suspense Account ('the Suspense Account') of the Company.

As and when the beneficiary of such unclaimed shares approaches the Company, after verifying authenticity of the beneficiary, the Company transfers the shares from Unclaimed Suspense Account to respective beneficiary's demat accounts or issues a share certificate, as the case may be.

The Company, acting as a trustee in respect of the unclaimed shares, follows the modalities for the operation of the said account in the manner set out in Regulation 39(4) read with Schedule VI to the Listing Regulations.

| Particulars   | Number of members | Number of shares |
|---|-------------------|------------------|
| Aggregate number of members and the outstanding shares lying in the suspense account as on April 1, 2023      | 4,533             | 25,382           |
| Number of members who approached the company for transfer of shares from the suspense account during the year | 3                 | 39               |
| Members to whom shares were transferred from the suspense account during the year                             | 3                 | 39               |
| Aggregate number of members and the outstanding shares lying in the Suspense account as on March 31, 2024     | 4,530             | 25,343           |

The voting rights on the equity shares lying in the Suspense Account as on March 31, 2024 remain frozen till the rightful owner of such shares claims the shares.

➤ **Disclosure of certain types of agreements binding listed entities**

During the year under review, there were no agreements that required disclosure under Clause 5A of paragraph A of Part A of Schedule III of the Listing Regulations.

➤ **Prevention of Insider Trading:**

The Company has formulated a Code of Fair Disclosure (Including Determination of Legitimate Purpose), Internal Procedures and Conduct for Regulating, Monitoring and Reporting of Trading by Designated Person(s) ('the Code') in accordance with provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015, with a view to regulate trading in securities by the Directors and Designated Persons as identified therein. The Company Secretary acts as the Compliance Officer in terms of the Code.

➤ **Registration of email ID:**

As a step towards Green Initiative, the Company had availed special services offered by NSDL to update email IDs of more number of Members of the Company who have not registered their email IDs. This enabled such Members to immediately receive various email communication from the Company from time to time including the annual report, dividend credit intimation etc.

In view of the restrictions of dispatching the Annual Reports or other communications through post, we request you to permanently register your email ID with the Company's RTA in case you hold shares in physical mode or with your Depository Participant, if you hold shares are held in demat mode. For more details you may also refer the Notice of the AGM.

➤ **CEO & CFO Certification:**

The Manager and Chief Financial Officer have issued a certificate pursuant to Regulation 17(8) of the Listing Regulations read with Schedule II, Part B thereof certifying that the financial statements do not contain any untrue statement and these statements represent a true and fair view of the Company's affairs.

➤ **Code of Conduct:**

The Board has laid down a code of conduct for all Board Members and Senior Management Personnel of the Company and is also available at

[https://www.summitsecurities.net/files/corporate\\_governance/Code\\_of\\_conduct.pdf](https://www.summitsecurities.net/files/corporate_governance/Code_of_conduct.pdf).

All Board Members and Senior Management Personnel have affirmed compliance with the code for the financial year ended March 31, 2024. A declaration to this effect signed by the Manager forms a part of this report.

**ANNEXURE TO CORPORATE GOVERNANCE REPORT****Declaration- Code of Conduct**

All Board Members and Senior Management Personnel of the Company have for the year ended March 31, 2024, affirmed compliance with the Code of Conduct laid down by the Board of Directors in terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

For **Summit Securities Limited**

Place: Mumbai  
Date: April 04, 2024

Arvind Dhupal  
Manager

**CERTIFICATE**

To,  
**Summit Securities Limited**  
213, Bezzola Complex, B Wing, 71,  
Sion-Trombay Road, Chembur  
Mumbai - 400071

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Summit Securities Limited** having **CIN L65921MH1997PLC194571** and having registered office at 213, Bezzola Complex, B Wing, 71, Sion-Trombay Road, Chembur Mumbai - 400071 (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 and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India, 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..

| S. No. | Name of Director              | DIN      | *Date of Appointment in Company |
|--------|-------------------------------|----------|---------------------------------|
| 1.     | Mr. Ramesh Chandak            | 00026581 | 29/09/1999                      |
| 2.     | Mr. Hari Narain Singh Rajpoot | 00080836 | 11/02/2010                      |
| 3.     | Mr. Hemendra Chimanlal Dalal  | 00206232 | 08/11/2012                      |
| 4.     | Mr. Prem Kapil                | 06921601 | 13/08/2014                      |
| 5.     | Mr. Abhay Vasant Nerurkar     | 00045309 | 29/10/2015                      |
| 6.     | Ms. Shweta Ratnakar Musale    | 03280429 | 10/11/2021                      |
| 7.     | Mr. Manish Jain               | 05307900 | 30/06/2022                      |

*\*the date of appointment is as per the MCA Portal.*

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

**For Parikh Parekh & Associates**  
Practising Company Secretaries

**Shalini Bhat**  
FCS No:6484 CP No: 6994  
Mumbai,  
May 16, 2024  
UDIN: F006484F000382301  
PR No.: 723/2020

## Independent Auditor's Certificate on Compliance with the Corporate Governance requirements under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended

To  
The Members of  
Summit Securities Limited

1. This Certificate is issued in accordance with the terms of our engagement letter.
2. We have examined the compliance of conditions of Corporate Governance by Summit Securities Limited (the 'Company'), for the year ended on 31st March, 2024, as stipulated in Regulations 17 to 27 and Clauses (b) to (i) of Regulation 46(2) and Paragraphs C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (the 'Listing Regulations') pursuant to the Listing Agreement of the Company with the Stock Exchanges.

### Management's Responsibility

3. The Management is responsible for ensuring that the Company complies with the conditions of Corporate Governance. This responsibility also includes the design, implementation and maintenance of internal controls and procedures to ensure compliance with the conditions of the Corporate Governance stipulated in the Listing Regulations.

### Auditor's Responsibility

4. Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
5. We have examined the books of account and other relevant records and documents maintained by the Company for the purpose of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.
6. We conducted our examination in accordance with the Guidance Note on Certification of Corporate Governance issued by the Institute of the Chartered Accountants of India (the 'ICAI'), the Standards on Auditing specified under Section 143(10) of the Companies Act, 2013 (the 'Act'), in so far as applicable for the purpose of this Certificate and as per the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016) issued by the ICAI. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.

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

### Opinion

8. Based on our examination, as above, and to the best of the information and explanations given to us and representations provided by the management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Regulations 17 to 27 and Clauses (b) to (i) of Regulation 46(2) and Paragraphs C, D and E of Schedule V of the Listing Regulations during the year ended 31st March, 2024.
9. 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.

### Restriction on use and distribution

10. The Certificate is addressed and provided to the members of the Company solely for the purpose to enable the Company to comply with the requirement of the Listing Regulations, and it should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care to any other person or for any other purpose to whom this Certificate is shown or into whose hands it may come without our prior consent in writing. We have no responsibility to update this Certificate for any event or circumstances occurring after the date of this Certificate. Our Firm shall not be liable to the Company or to any other concerned for any claims, liabilities or expenses relating to this assignment, except to the extent of fees relating to this assignment.

### SHARP & TANNAN

Chartered Accountants  
Firm's Registration No.109982W  
by the hand of

### Edwin Paul Augustine

Partner  
Membership No. 043385  
UDIN: 24043385BKDZVF2036

May 16, 2024  
Mumbai

## INDEPENDENT AUDITOR'S REPORT

To the Members of  
Summit Securities Limited

### Report on the Audit of the Standalone Financial Statements

#### Opinion

We have audited the standalone financial statements of **Summit Securities Limited** (the 'Company'), which comprise the Standalone Balance Sheet as at 31st March, 2024, the Standalone Statement of Profit and Loss, the Standalone Statement of Changes in Equity and the Standalone Statement of Cash Flows for the year then ended, and Notes to the Standalone Financial Statements, including a summary of material and other accounting policies and other explanatory information.

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

#### Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the "Auditor's Responsibilities for the Audit of the Standalone Financial Statements" section of our report. We are independent of the Company in accordance with the *Code of Ethics* issued by the Institute of Chartered Accountants of India (the '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 standalone financial statements.

#### Key Audit Matters

Key audit matters are those that, in our professional judgement, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined that there are no key audit matters to communicate in our report for the year ended 31st March, 2024.

### Information Other than the Standalone Financial Statements and Auditor's Report Thereon

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

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

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

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

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified under Section 133 of the Act.

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 standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, the Board of Directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the management either intends 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 Standalone Financial Statements

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

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

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;
- 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 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 management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern; and

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

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

### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 (the 'Order') issued by the Central Government of India in terms of sub section (11) of Section 143 of the Act, we give in the **Annexure 'A'** a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143 (3) of the Act, we report that:
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
  - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
  - (c) The Standalone Balance Sheet, the Standalone Statement of Profit and Loss, the Standalone Statement of Changes in Equity and the Standalone Statement of Cash Flows dealt with by this Report are in agreement with the books of account;
  - (d) In our opinion, the aforesaid standalone financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act;

- (e) On the basis of the written representations received from the directors as on 31st March, 2024 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2024 from being appointed as a director in terms of Section 164(2) of the Act;
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in **Annexure 'B'**;
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with the Section 197(16) of the Act, in our opinion and according to the information and explanations given to us, no remuneration paid by the Company to its directors during the current year; 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, in our opinion and to the best of our information and according to the explanations given to us;
- (i) The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements – (Refer Note 25 to the standalone financial statements);
- (ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
- (iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company;
- (iv) (a) The Management of the Company has represented that, to the best of its knowledge and belief, during the year, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, 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 of the Ultimate Beneficiaries;
- (b) The Management of the Company has represented, that, to the best of its knowledge and belief, during the year, no funds have been received by the Company from any person or entity, 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 (the 'Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
- (c) Based on such audit procedures, we have considered reasonable and appropriate in the circumstances that nothing has come to our notice that has caused us to believe that the representations under paragraph (a) and (b) above, contain any material misstatement.
- (v) The Company neither declared nor paid dividend during the year. Accordingly, the Company is not required to comply with Section 123 of the Act.
- (vi) In our opinion and based on our examination, which included test checks, the Company has used accounting softwares for maintaining its books of account for the financial year ended 31st March, 2024 which has a feature of recording audit trail (edit log) facility and same has operated throughout the year for all relevant transactions recorded in the softwares. Further, during the course of our audit, we did not come across any instance of the audit trail feature being tampered with.

Further, as proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014, as amended is applicable from 1st April, 2023 reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014, as amended, on preservation of audit trail as per the statutory requirements for record retention is not applicable for the financial year ended 31st March, 2024.

**SHARP & TANNAN**

Chartered Accountants  
Firm's Registration No. 109982W  
by the hand of

**Edwin Paul Augustine**

Partner

Membership No. 043385

UDIN: 24043385BKDZVD5458

Mumbai,  
16th May, 2024

## INDEPENDENT AUDITOR'S REPORT

### ANNEXURE 'A' TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 1 of our report of even date)

- (i) In respect of the Company's property, plant and equipment and Intangible assets
- (a) (A) The Company is maintaining proper records showing full particulars, including quantitative details and situation of property, plant and equipment; and
- (B) The Company does not have intangible assets. Accordingly, the Paragraph 3(i)(a)(B) of the Order is not applicable to the Company.
- (b) According to the information and explanations to us, all the property, plant and equipment have been physically verified by the management in a phased periodical manner, which in our opinion is reasonable, having regard to the size of the Company and nature of its assets. No material discrepancies were noticed on such physical verification;
- (c) The Company does not have immovable properties during the year. Accordingly, the Paragraph 3(i)(c) of the Order is not applicable to the Company;
- (d) The Company has not revalued any of its property, plant and equipment during the year;
- (e) No proceedings have been initiated during the year or are pending against the Company as at 31st March, 2024 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 and rules made thereunder. Accordingly, the Paragraph 3(i)(e) of the Order is not applicable to the Company.
- (ii) (a) The Company did not have inventories during the year. Accordingly, the Paragraph 3(ii)(a) of the Order is not applicable to the Company; and
- (b) The Company has not availed working capital facility during the year, from banks or financial institutions on the basis of security of current assets. Accordingly, the Paragraph 3(ii)(b) of the Order is not applicable to the Company.
- (iii) (a) According to the information and explanations given to us and the records examined by us, the Company has not granted any loans or advances in the nature of loans and stood guarantees or provided security to any other entity during the year. Accordingly, the Paragraph 3(iii)(a) of the Order is not applicable to the Company;
- (b) According to the information and explanations given to us and the records examined by us, the investments made, during the year are, prima facie not prejudicial to the Company's interest. The Company, during the year, has not provided guarantees, given security, granted loans and advances in the nature of loans; and
- (c) The Company, during the year, has not granted loans and advances in the nature of loans. Accordingly, the Paragraph 3(iii)(c) to (f) of the Order is not applicable to the Company.
- (iv) In our opinion and according to the information and explanations given to us, the Company has not granted any loans, made investments or given any guarantees or provided any security covered under Section 185 of the Act. Further, the Company has not granted any loans, made investments or given any guarantees or provided any security covered under Section 186 of the Act. Accordingly, the Paragraph 3(iv) of the Order is not applicable to the Company.
- (v) In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits or amounts which are deemed to be deposits from the public during the year to which the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 and other relevant provisions of the Act and the rules framed thereunder apply. Accordingly, the Paragraph 3(v) of the Order is not applicable to the Company. No order has been passed by the Company Law Board or National Company Law Tribunal or Reserve Bank of India or any Court or any other Tribunal.
- (vi) The maintenance of cost records has not been specified by the Central Government under Section 148 of the Act. Accordingly, the Paragraph 3(vi) of the Order is not applicable to the Company.
- (vii) In respect of statutory dues:
- (a) In our opinion, the Company is generally regular in depositing the undisputed statutory dues including Goods and Services Tax, Provident Fund, Employees' State Insurance, Income-Tax, Sales Tax, Service Tax, Duty of Customs, Cess and any other statutory dues to the appropriate authorities. There are no arrears of outstanding statutory dues as on the last day of the financial year for a period of more than six months from the date they became payable; and
- (b) There are no statutory dues as referred to in (a) above as at 31st March, 2024 which

have not been deposited on account of dispute.

(viii) There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961. Accordingly, the Paragraph 3(viii) of the Order is not applicable to the Company.

(ix) (a) According to the information and explanations given to us and on the basis of our audit procedures, the Company has not availed loans or other borrowings from any lender. Accordingly, the Paragraph 3(ix)(a) of the Order is not applicable to the Company;

(b) According to the information and explanations given to us and on the basis of our audit procedures, the Company has not availed loans or other borrowings from any lender. The Company has not been declared willful defaulter by any bank or financial institution or other lender. Accordingly, the Paragraph 3(ix)(b) of the Order is not applicable to the Company;

(c) The Company has not taken any term loan during the year and there are no outstanding term loans at the beginning of the year. Accordingly, the Paragraph 3(ix)(c) of the Order is not applicable to the Company;

(d) According to the information and explanations given to us and the procedure performed by us and on an overall examination of the financial statements of the Company, we report that funds raised on short-term basis during the year have, prima facie not been used for long-term purposes by the Company;

(e) According to the information and explanations given to us, on an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries; and

(f) According to the information and explanations given to us, the Company has not raised any loans during the year. Accordingly, the Paragraph 3(ix)(f) of the Order is not applicable to the Company.

(x) (a) According to the information and explanations given to us, we report that the Company has not raised monies by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, the Paragraph 3(x)(a) of the

Order is not applicable to the Company; and

(b) According to the information and explanations given to us, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year. Accordingly, the Paragraph 3(x)(b) of the Order is not applicable to the Company.

(xi) (a) During the course of our examination of the books and records of the Company, carried out in accordance with generally accepted auditing practices in India and according to the information and explanations given to us we have neither come across any fraud by the Company or any fraud on the Company or reported during the year nor have we been informed of such case by management;

(b) According to the information and explanations given to us and on the basis of our audit procedures, no report under Section 143(12) of the Act has been filed in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report; and

(c) As represented to us by the management, there are no whistle blower complaints received by the company during the year. Accordingly, the provisions stated in paragraph (xi)(c) of the order is not applicable to Company.

(xii) The Company is not a Nidhi Company. Accordingly, the Paragraph 3(xii) of the Order is not applicable.

(xiii) According to the information and explanations given to us and on the basis of our audit procedures, the Company is in compliance with Sections 177 and 188 of the Act with respect to applicable transaction with the related parties and the relevant details of such related party transactions have been disclosed in the financial statements as required under the applicable Indian Accounting Standards.

(xiv)(a) According to the information and explanations given to us, the Company has adequate internal audit system commensurate with the size and the nature of its business; and

(b) We have considered the internal audit reports for the year under audit, issued to the Company till date, in determining the nature, timing and extent of our audit procedures.

(xv) According to the information and explanations given to us and in our opinion, the Company,

during the year, has not entered into any non-cash transactions with directors or persons connected with its directors, and hence, the provisions of Section 192 of the Act is not applicable. Accordingly, the Paragraph 3(xv) of the Order is not applicable to the Company.

(xvi)(a) According to the information and explanations given to us and in our opinion, the Company is required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934 and the necessary registration has been obtained by the Company;

(b) According to the information and explanations given to us and in our opinion, the Company has not conducted Non-Banking Financial or Housing Finance activity. Accordingly, the Paragraph 3(xvi) (b) of the Order is not applicable to the Company;

(c) According to the information and explanations given to us and in our opinion, the Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India; and

(d) According to the information and explanations given to us, there are three Core Investment Companies as part of the Group which are not required to be registered with the RBI.

(xvii) According to the information and explanations given to us, the Company has not incurred cash losses in the financial year and in the immediately preceding financial year. Accordingly, the Paragraph 3(xvii) of the Order is not applicable to the Company.

(xviii) According to the information and explanations given to us, there has been no resignation of statutory auditors during the year. Accordingly, the Paragraph 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 Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing as 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 upto 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) (a) There are no unspent amounts towards Corporate Social Responsibility on other than ongoing projects requiring a transfer to a Fund specified in Schedule VII to the Act in compliance with second proviso to Section 135(5) of the Act. Accordingly, the Paragraph 3(xx)(a) of the Order is not applicable to the Company.

(b) There are no unspent amounts towards Corporate Social Responsibility ongoing projects requiring a transfer to a Special account in compliance with the provisions of Section 135(6) of the said Act. Accordingly, the Paragraph 3(xx)(b) of the Order is not applicable to the Company.

**SHARP & TANNAN**

Chartered Accountants

Firm's Registration No. 109982W

by the hand of

**Edwin Paul Augustine**

Partner

Membership No. 043385

UDIN: 24043385BKDZVD5458

Mumbai,  
16th May, 2024



**ANNEXURE 'B' TO THE INDEPENDENT AUDITOR'S REPORT**

(Referred to in paragraph 2(f) of our report of even date)

**Report on the Internal Financial Controls under Section 143(3)(i) of the Companies Act, 2013 (the 'Act')**

We have audited the internal financial controls over financial reporting of **Summit Securities Limited** (the 'Company'), as of 31st March, 2024 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

**Management's Responsibility for Internal Financial Controls**

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting, (the 'Guidance Note') issued by the Institute of Chartered Accountants of India (the '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 its business, including adherence to 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**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, issued by the ICAI and deemed to be prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both 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 over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their

operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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 system over financial reporting.

**Meaning of Internal Financial Controls over Financial Reporting**

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting includes those policies and procedures that: (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditure 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 unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

**Inherent Limitations of Internal Financial Controls Over Financial Reporting**

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

## Opinion

In our opinion, to the best of our information and according to the explanations given to us the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2024, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

**SHARP & TANNAN**

Chartered Accountants  
Firm's Registration No. 109982W  
by the hand of

**Edwin Paul Augustine**

Partner  
Membership No. 043385  
UDIN: 24043385BKDZVD5458  
Mumbai  
16th May, 2024

Balance Sheet as at 31<sup>st</sup> March, 2024

₹ lakhs

|   | Note No | As at<br>31 <sup>st</sup> March, 2024 | As at<br>31 <sup>st</sup> March, 2023 |
|---|---------|---------------------------------------|---------------------------------------|
| <b>ASSETS</b>                                     |         |                                       |                                       |
| <b>Financial Assets</b>                           |         |                                       |                                       |
| Cash and cash equivalents                         | 3       | 43.53                                 | 751.20                                |
| Bank balance other than cash and cash equivalents | 4       | 200.00                                | 601.00                                |
| Investments                                       | 5       | 4,33,045.96                           | 2,61,653.42                           |
| Other financial assets                            | 6       | 34.30                                 | 29.81                                 |
|   |         | <b>4,33,323.79</b>                    | <b>2,63,035.43</b>                    |
| <b>Non-financial Assets</b>                       |         |                                       |                                       |
| Current tax assets (net)                          | 23      | -                                     | 13.98                                 |
| Property, plant and equipment                     | 7       | 2.93                                  | 1.92                                  |
| Other non-financial assets                        | 8       | 39.47                                 | 39.56                                 |
|   |         | <b>42.40</b>                          | <b>55.46</b>                          |
| <b>Total Assets</b>                               |         | <b>4,33,366.19</b>                    | <b>2,63,090.89</b>                    |
| <b>LIABILITIES AND EQUITY</b>                     |         |                                       |                                       |
| <b>LIABILITIES</b>                                |         |                                       |                                       |
| <b>Financial Liabilities</b>                      |         |                                       |                                       |
| Other financial liabilities                       | 9       | 14.63                                 | 30.95                                 |
|   |         | <b>14.63</b>                          | <b>30.95</b>                          |
| <b>Non-financial Liabilities</b>                  |         |                                       |                                       |
| Current tax liabilities (net)                     | 23      | 2.64                                  | -                                     |
| Provisions  | 10      | 24.40                                 | 35.12                                 |
| Deferred tax liabilities (net)                    | 11      | 43,179.13                             | 23,353.25                             |
| Other non-financial liabilities                   | 12      | 254.27                                | 254.18                                |
|   |         | <b>43,460.44</b>                      | <b>23,642.55</b>                      |
| <b>Equity</b>                                     |         |                                       |                                       |
| Equity share capital                              | 13      | 1,090.18                              | 1,090.18                              |
| Other equity                                      | 14      | 3,88,800.94                           | 2,38,327.21                           |
|   |         | <b>3,89,891.12</b>                    | <b>2,39,417.39</b>                    |
| <b>Total Liabilities and Equity</b>               |         | <b>4,33,366.19</b>                    | <b>2,63,090.89</b>                    |

Notes to Standalone Financial Statements

1 to 44

As per our report attached

**SHARP & TANNAN**

Chartered Accountants

Firm's Registration No. 109982W

by the hand of

**Edwin Paul Augustine**

Partner

Membership No. 043385

Place: Mumbai

Date: 16<sup>th</sup> May, 2024**Arvind Dhumal**

Manager

For and on behalf of the Board of Directors

**Summit Securities Limited****H N Singh Rajpoot**

Director

DIN: 00080836

**A.V. Nerurkar**

Director

DIN: 00045309

**Anand Rathi**

Chief Financial Officer

**Jiya Gangwani**

Company Secretary

Statement of Profit and Loss for the year ended 31<sup>st</sup> March, 2024

|   |            | ₹ lakhs                        |                                |
|---|------------|--------------------------------|--------------------------------|
|   | Note<br>No | Year ended<br>31st March, 2024 | Year ended<br>31st March, 2023 |
| <b>Revenue from operations</b>                                |            |                                |                                |
| Interest income   | 15         | 109.56                         | 143.65                         |
| Dividend income   | 16         | 2,348.53                       | 2,408.69                       |
| Net gain on fair value changes                                | 17         | 2,288.84                       | 56.03                          |
| <b>Total Revenue from operations</b>                          |            | <b>4,746.93</b>                | <b>2,608.37</b>                |
| Other income  | 18         | 1.03                           | 0.36                           |
| <b>Total Income</b>   |            | <b>4,747.96</b>                | <b>2,608.73</b>                |
| <b>Expenses</b>   |            |                                |                                |
| Employee benefits expenses                                    | 19         | 140.32                         | 125.88                         |
| Depreciation, amortisation and impairment                     | 20         | 2.16                           | 1.71                           |
| Other expenses  | 21         | 110.86                         | 117.94                         |
| <b>Total Expenses</b>   |            | <b>253.34</b>                  | <b>245.53</b>                  |
| <b>Profit before tax</b>                                      |            | <b>4,494.62</b>                | <b>2,363.20</b>                |
| <b>Tax Expense:</b>   |            |                                |                                |
|   | 22         |                                |                                |
| Current tax   |            | 787.00                         | 414.00                         |
| Deferred tax  |            | 195.16                         | 6.56                           |
| Tax adjustments in respect of earlier years                   |            | 0.35                           | (0.08)                         |
| <b>Total tax expense</b>                                      |            | <b>982.51</b>                  | <b>420.48</b>                  |
| <b>Profit for the year</b>                                    |            | <b>3,512.11</b>                | <b>1,942.72</b>                |
| <b>Other Comprehensive Income (OCI)</b>                       |            |                                |                                |
| <b>-Items that will not be reclassified to profit or loss</b> |            |                                |                                |
| - Remeasurement of defined benefit plans                      |            | (1.35)                         | (0.05)                         |
| - Fair valuation of equity instruments through OCI            |            | 1,66,593.69                    | 4,459.87                       |
| - Income tax relating to above items                          |            | (19,630.72)                    | (534.06)                       |
| <b>Total Other Comprehensive Income</b>                       |            | <b>1,46,961.62</b>             | <b>3,925.76</b>                |
| <b>Total Comprehensive Income for the year</b>                |            | <b>1,50,473.73</b>             | <b>5,868.48</b>                |
| <b>Earnings per Equity share (Face Value ₹ 10 each)</b>       |            |                                |                                |
|   | 24         |                                |                                |
| Basic (₹)   |            | 32.22                          | 17.82                          |
| Diluted (₹)   |            | 32.22                          | 17.82                          |
| Notes to Standalone Financial Statements                      | 1 to 44    |                                |                                |

As per our report attached

**SHARP & TANNAN**

Chartered Accountants

Firm's Registration No. 109982W

by the hand of

**Edwin Paul Augustine**

Partner

Membership No. 043385

Place: Mumbai

Date: 16<sup>th</sup> May, 2024**Arvind Dhumal**

Manager

For and on behalf of the Board of Directors

**Summit Securities Limited****H N Singh Rajpoot**

Director

DIN: 00080836

**A.V. Nerurkar**

Director

DIN: 00045309

**Anand Rathi**

Chief Financial Officer

**Jiya Gangwani**

Company Secretary

Statement of Cash Flows for the year ended 31<sup>st</sup> March, 2024

|   | ₹ lakhs                        |                                |
|---|--------------------------------|--------------------------------|
|   | Year ended<br>31st March, 2024 | Year ended<br>31st March, 2023 |
| <b>A. Cash flows from Operating Activities</b>                      |                                |                                |
| Profit before tax   | 4,494.62                       | 2,363.20                       |
| <b>Adjustment for:</b>  |                                |                                |
| Net (gain)/loss on fair value changes                               | (2,288.84)                     | (56.03)                        |
| Depreciation  | 2.16                           | 1.71                           |
| <b>Operating profit before working capital changes</b>              | <b>2,207.94</b>                | <b>2,308.88</b>                |
| <b>Adjustments for changes in working capital</b>                   |                                |                                |
| (Increase)/decrease in Other financial assets                       | (4.49)                         | (20.96)                        |
| (Increase)/decrease in Other non-financial assets                   | 0.09                           | (0.36)                         |
| Increase / (decrease) in Other financial liabilities                | (16.31)                        | 3.65                           |
| Increase / (decrease) in Provisions                                 | (12.07)                        | 2.60                           |
| Increase / (decrease) in Other non financial liabilities            | 0.08                           | (1.51)                         |
| <b>Cash generated from/(used in) operating activities</b>           | <b>2,175.25</b>                | <b>2,292.30</b>                |
| Direct taxes paid (net of refunds)                                  | (770.73)                       | (398.32)                       |
| <b>Net cash generated from/(used in) operating activities (A)</b>   | <b>1,404.52</b>                | <b>1,893.98</b>                |
| <b>B. Cash flows from Investing Activities</b>                      |                                |                                |
| Purchase of Property, plant and equipment                           | (3.25)                         | (0.80)                         |
| Sale of Property, plant and equipment                               | 0.07                           | -                              |
| Purchase of Investments   | (4,149.31)                     | (2,013.63)                     |
| Sale of Investments   | 1,639.30                       | 228.82                         |
| <b>Net cash generated from/(used in) investing activities (B)</b>   | <b>(2,513.19)</b>              | <b>(1,785.61)</b>              |
| <b>C. Cash flows from Financing Activities</b>                      |                                |                                |
| <b>Net cash generated from/(used in) financing activities (C)</b>   | <b>-</b>                       | <b>-</b>                       |
| <b>Net increase/(decrease) in cash and cash equivalents (A+B+C)</b> | <b>(1,108.67)</b>              | <b>108.37</b>                  |
| Cash and cash equivalents as at beginning of the year               | 1,352.20                       | 1,243.83                       |
| Cash and cash equivalents as at end of the year *                   | <b>243.53</b>                  | <b>1,352.20</b>                |
| (*includes other bank balance)                                      |                                |                                |

**Notes:**

(i) The above standalone statement of cash flows has been prepared under the 'Indirect Method' as set out in Indian Accounting Standard (Ind AS) 7, *Statement of Cash Flows*.

(ii) Cash and cash equivalents comprises of:

|  |               |                 |
|--|---------------|-----------------|
| Cash on hand   | 0.12          | 0.07            |
| Balances with banks                                      |               |                 |
| - In current accounts                                    | 18.41         | 13.13           |
| - In deposit accounts (with maturity less than 3 months) | 25.00         | 738.00          |
|  | <b>43.53</b>  | <b>751.20</b>   |
| Add: Other bank balances                                 | 200.00        | 601.00          |
|  | <b>243.53</b> | <b>1,352.20</b> |

As per our report attached

**SHARP & TANNAN**

Chartered Accountants  
Firm's Registration No. 109982W  
by the hand of

**Edwin Paul Augustine**

Partner  
Membership No. 043385

Place: Mumbai  
Date: 16<sup>th</sup> May, 2024

**Arvind Dhumal**  
Manager

For and on behalf of the Board of Directors  
**Summit Securities Limited**

**H N Singh Rajpoot**

Director  
DIN: 00080836

**Anand Rathi**  
Chief Financial Officer

**A.V. Nerurkar**

Director  
DIN: 00045309

**Jiya Gangwani**  
Company Secretary



## Statement of Changes in Equity for the year ended 31<sup>st</sup> March, 2024

### A. Equity Share Capital

|  | As at<br>31 <sup>st</sup> March, 2024 | As at<br>31 <sup>st</sup> March, 2023 |
|--|---------------------------------------|---------------------------------------|
| <b>Balance at the beginning of the current reporting period</b>          | 1,090.18                              | 1,090.18                              |
| Changes in equity share capital due to prior period errors               | -                                     | -                                     |
| <b>Restated balance at the beginning of the current reporting period</b> | 1,090.18                              | 1,090.18                              |
| Changes in equity share capital during the current year                  | -                                     | -                                     |
| <b>Balance at the end of the current reporting period</b>                | <b>1,090.18</b>                       | <b>1,090.18</b>                       |

### B. Other Equity

| Particulars  | Reserves and Surplus |                       |                      | Other Comprehensive<br>Income (OCI)                                    | Total              |
|--|----------------------|-----------------------|----------------------|--|--------------------|
|  | General<br>Reserve   | Statutory<br>Reserves | Retained<br>Earnings | Equity Instruments<br>and Remeasurement<br>of defined benefit<br>plans |                    |
| <b>Balance as at 31<sup>st</sup> March, 2022</b>   | <b>37,967.25</b>     | <b>4,010.25</b>       | <b>15,967.59</b>     | <b>1,74,513.64</b>   | <b>2,32,458.74</b> |
| Changes in accounting policy or prior period errors  | -                    | -                     | -                    | -  | -                  |
| <b>Restated balance at the beginning of the<br/>previous reporting period 01<sup>st</sup> April, 2022</b>                        | <b>37,967.25</b>     | <b>4,010.25</b>       | <b>15,967.59</b>     | <b>1,74,513.64</b>   | <b>2,32,458.73</b> |
| Profit for the year  | -                    | -                     | 1,942.72             | -  | 1,942.72           |
| Other Comprehensive Income for the year net of<br>income tax   | -                    | -                     | -                    | 3,925.75   | 3,925.75           |
| <b>Total comprehensive income for the year</b>   | <b>37,967.25</b>     | <b>4,010.25</b>       | <b>17,910.31</b>     | <b>1,78,439.39</b>   | <b>2,38,327.21</b> |
| Add: Realised gain/(loss) on Equity Shares<br>(FVTOCI) transferred from Equity Instruments<br>through Other Comprehensive Income | -                    | -                     | -                    | -  | -                  |
| Transferred to statutory reserves  | -                    | 388.54                | (388.54)             | -  | -                  |
| <b>Balance as at 31<sup>st</sup> March, 2023</b>   | <b>37,967.25</b>     | <b>4,398.79</b>       | <b>17,521.77</b>     | <b>1,78,439.39</b>   | <b>2,38,327.21</b> |
| Changes in accounting policy or prior period errors  | -                    | -                     | -                    | -  | -                  |
| <b>Restated balance at the beginning of the<br/>previous reporting period 01<sup>st</sup> April, 2023</b>                        | <b>37,967.25</b>     | <b>4,398.79</b>       | <b>17,521.77</b>     | <b>1,78,439.39</b>   | <b>2,38,327.21</b> |
| Profit for the year  | -                    | -                     | 3,512.11             | -  | 3,512.11           |
| Other Comprehensive Income for the year net of<br>income tax   | -                    | -                     | -                    | 1,46,961.62  | 1,46,961.62        |
| <b>Total comprehensive income for the year</b>   | <b>37,967.25</b>     | <b>4,398.79</b>       | <b>21,033.88</b>     | <b>3,25,401.01</b>   | <b>3,88,800.94</b> |
| Add: Realised gain/(loss) on Equity Shares<br>(FVTOCI) transferred from Equity Instruments<br>through Other Comprehensive Income | -                    | -                     | 0.00                 | (0.00)   | -                  |
| Transferred to statutory reserves  | -                    | 702.42                | (702.42)             | -  | -                  |
| <b>Balance as at 31<sup>st</sup> March, 2024</b>   | <b>37,967.25</b>     | <b>5,101.21</b>       | <b>20,331.46</b>     | <b>3,25,401.01</b>   | <b>3,88,800.94</b> |

(Refer note 14 Nature and purpose of each reserve)

As per our report attached

#### SHARP & TANNAN

Chartered Accountants  
Firm's Registration No. 109982W  
by the hand of

#### Edwin Paul Augustine

Partner  
Membership No. 043385

Place: Mumbai  
Date: 16<sup>th</sup> May, 2024

**Arvind Dhumal**  
Manager

For and on behalf of the Board of Directors  
**Summit Securities Limited**

#### H N Singh Rajpoot

Director  
DIN: 00080836

**Anand Rathi**  
Chief Financial Officer

#### A.V. Nerurkar

Director  
DIN: 00045309

**Jiya Gangwani**  
Company Secretary

**Notes to standalone financial statements for the year ended 31<sup>st</sup> March, 2024****1. Corporate Information**

Summit Securities Limited (the 'Company') is a public limited company domiciled in India and incorporated under the provisions of the Companies Act, 1956 and its registered address is 213, Bezzola Complex, B Wing, 71, Sion-Trombay Road, Chembur Mumbai Maharashtra 400 071. The Company is listed on BSE Limited and National Stock Exchange of India Limited. The Company is a Non-Deposit taking Non-Banking Financial Company registered with the Reserve Bank of India (the 'RBI') (classified as Middle Layer) and is in the business of making investments in shares and securities. Pursuant to circular DOR.CRE.REC. No.60/03.10.001/2021-22 dated 22nd October, 2021, the Company falls under Middle Layer.

The standalone financial statements were approved by Board of Directors on 16th May, 2024.

**2 (A). Material Accounting policies****(1) Basis of Preparation**

The standalone financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the 'Act') Companies (Indian Accounting Standards) Rules, 2015, (as amended from time to time) along with other relevant provisions of the Act and the Master Direction- Non-Banking Financial Company – Systematically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016 (the 'NBFC Master Directions') issued by RBI and the regulatory guidance on implementation of Ind AS notified by the RBI vide notification dated 13th March 2020.

The Guidance Note on Division III of Schedule III to the Act, issued by the Institute of Chartered Accountants of India ("ICAI") has been followed insofar as they are not inconsistent with any of these Directions.

The Balance sheet, the Statement of profit and loss and the Statement of changes in equity are prepared and presented in the format prescribed in the Division III of Schedule III to the Act applicable for Non-Banking Finance Companies ('NBFC'). The Statement of Cash Flows has been prepared and presented as per the requirements of Ind AS 7, Statement of Cash Flows.

The financial statements have been prepared on a historical cost basis, except for certain financial assets and financial liabilities that are measured at fair value at the end of each reporting period.

All amounts disclosed in the standalone financial statements and notes are presented in Rs. lakhs and have been rounded off to two decimals as per the requirement of Division III of Schedule III to the Act, unless otherwise stated.

**(2) Use of accounting judgements, estimates and assumptions**

The preparation of the standalone financial statements requires management to make judgements, estimates and assumptions that affect the reported amount of revenues, expenses, assets and liabilities, and the accompanying disclosures, as well as the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods. The Company continually evaluates these estimates and assumptions based on the most recently available information. The management believes that the estimates used in preparation of the financial statements are prudent and reasonable.

**Business model assessment**

Classification and measurement of financial assets depends on the results of the sole payments of principal and interest (SPPI) and the business model test. The Company determines the business model at a level that reflects how groups of financial assets are managed together to achieve a business objective. This assessment includes judgement reflecting all relevant evidence including how the performance of the assets is evaluated and their performance measured, the risks that affect the performance of the assets and how these are managed and how the managers of the assets are compensated. The Company monitors financial assets measured at amortised cost or fair value through other comprehensive income (FVTOCI) that are derecognised prior to their maturity to understand the reason for their disposal and whether the reasons are consistent with the objective of the business for which the asset was held. Monitoring is part of the Company's continuous assessment of whether the business model for which the remaining financial assets are held continues to be appropriate and if it is not appropriate whether there has been a change in business model and so a prospective change to the classification of those assets.

**Fair value of financial instruments**

The fair value of financial instruments is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction in the principal (or most advantageous) market at the measurement date under current market conditions (i.e., an exit price) regardless of whether that price is directly observable or estimated using another valuation technique. When the fair values of financial assets and financial liabilities recorded in the Balance Sheet cannot be derived from active markets,

## Notes to standalone financial statements for the year ended 31<sup>st</sup> March, 2024

they are determined using a variety of valuation techniques that include the use of valuation models. The inputs to these models are taken from observable markets where possible, but where this is not feasible, estimation is required in establishing fair values. Judgements and estimates include considerations of liquidity and model inputs related to items such as credit risk (both own and counterparty), funding value adjustments, correlation and volatility.

### Provisions and other contingent liabilities

The Company operates in a regulatory and legal environment that, by nature, has a heightened element of litigation risk inherent to its operations. As a result, it is involved in various litigation, arbitration and regulatory investigations and proceedings in the ordinary course of the Company's business. When the Company can reliably measure the outflow of economic benefits in relation to a specific case and considers such outflows to be probable, the Company records a provision against the case. Where the probability of outflow is remote or probable, but a reliable estimate cannot be made, a contingent liability is disclosed. Given the subjectivity and uncertainty of determining the probability and amount of losses, the Company takes into account a number of factors including legal advice, the stage of the matter and historical evidence from similar incidents. Significant judgement is required to conclude on these estimates.

### Commitments

Commitments are future liabilities for contractual expenditure, classified and disclosed as follows:

- a) Estimated amounts of contracts remaining to be executed on capital account and not provided for;
- b) Uncalled liability on shares and other investments partly paid;
- c) Funding related commitment to other companies, if any; and
- d) Other non-cancellable commitments, if any, to the extent they are considered material and relevant in the opinion of management.

## 2(B).Other Accounting Policies

### (1) Revenue recognition

Revenue is recognized to the extent that it is probable that the economic benefit will flow to the company and the revenue can be reliably measured and there exists reasonable certainty of its recovery. Revenue is measured at the fair value of the consideration received or receivable as reduced for estimated customer credits and

other similar allowances.

### Interest income {Effective interest rate method (EIR)}

Under Ind AS 109, Financial Instruments, interest income is recorded using the EIR method for all financial instruments measured at amortised cost, debt instrument measured at Fair Value Through Other Comprehensive Income (FVTOCI) and debt instruments designated at Fair Value Through Profit or Loss (FVTPL). The EIR is the rate that exactly discounts estimated future cash receipts through the expected life of the financial instrument or, when appropriate, a shorter period, to the net carrying amount of the financial asset. The EIR (and therefore, the amortised cost of the asset) is calculated by taking into account any discount or premium on acquisition, fees and costs that are an integral part of the EIR. The Company recognises interest income using a rate of return that represents the best estimate of a constant rate of return over the expected life of the loan. Hence, it recognises the effect of potentially different interest rates charged at various stages, and other characteristics of the product life cycle (including prepayments, penalty interest and charges). If expectations regarding the cash flows on the financial asset are revised for reasons other than credit risk. The adjustment is booked as a positive or negative adjustment to the carrying amount of the asset in the Balance sheet with an increase or reduction in interest income. The adjustment is subsequently amortised through interest income in the Statement of profit and loss.

The Company calculates interest income by applying the EIR to the gross carrying amount of financial assets other than credit-impaired assets net of upfront processing fees. When a financial asset becomes credit-impaired and is, therefore, regarded as 'Stage 3', the Company calculates interest income by applying the effective interest rate to the net amortised cost of the financial asset. If the financial assets cures and is no longer credit-impaired, the Company reverts to calculating interest income on a gross basis. For purchased or originated credit-impaired (POCI) financial assets, the Company calculates interest income by calculating the credit-adjusted EIR and applying that rate to the amortised cost of the asset. The credit adjusted EIR is the interest rate that, at original recognition, discounts the estimated future cash flows (including credit losses) to the amortised cost of the POCI assets. Interest income on all trading assets and financial assets mandatorily required to be measured at FVTPL is recognised using the contractual interest rate in net gain on fair value changes.

**Notes to standalone financial statements for the year ended 31<sup>st</sup> March, 2024****Dividend income**

Dividend income (including from FVTOCI investments) is recognised when the Company's right to receive the payment is established, it is probable that the economic benefits associated with the dividend will flow to the entity and the amount of the dividend can be measured reliably. This is generally when the shareholders approve the dividend.

Dividend Income on Financial Assets at FVTPL is shown separately under Income and it is not forming part of Fair value Changes.

**Net gain on fair value changes**

Any differences between the fair values of the financial assets classified as fair value through the profit or loss, held by the Company on the Balance Sheet date is recognised as an unrealised gain/loss in the statement of profit and loss. In cases there is a net gain in aggregate, the same is recognised in 'Net gains or fair value changes' under revenue from operations and if there is a net loss the same is disclosed 'Expenses', in the Statement of profit and loss.

**(2) Financial instruments****Point of recognition**

Financial assets and liabilities, with the exception of loans, debt securities, deposits and borrowings are initially recognised on the trade date, i.e., the date that the Company becomes a party to the contractual provisions of the instrument. This includes regular way trades: purchases or sales of financial assets that require delivery of assets within the time frame generally established by regulation or convention in the marketplace. Loans are recognised when funds are transferred to the customers' account. The Company recognises debt securities, deposits and borrowings when funds reach the Company.

**Initial recognition**

The classification of financial instruments at initial recognition depends on their contractual terms and the business model for managing the instruments, as per the principles of the Ind AS 109, Financial instruments are initially measured at their fair value, except in the case of financial assets and financial liabilities recorded at FVTPL, transaction costs are added to, or subtracted from, this amount. Trade receivables are measured at the transaction price. When the fair value of financial instruments at initial recognition differs from the transaction price, the Company accounts mentioned below:

When the transaction price of the instrument differs from the fair value at origination and the fair value is based on a valuation technique using

only inputs observable in market transactions, the Company recognises the difference between the transaction price and fair value in net gain on fair value changes. In those cases where fair value is based on models for which some of the inputs are not observable, the difference between the transaction price and the fair value is deferred and is only recognised in profit or loss when the inputs become observable, or when the instrument is derecognised.

**Subsequent measurement of financial assets**

For subsequent measurement, the Company classifies a financial asset in accordance with the below *criteria*:

- i. The Company's business model for managing the financial asset; and
- ii. The contractual cash flow characteristics of the financial asset.

Based on the above criteria, the Company classifies its financial assets into the following categories:

**(a) Financial assets measured at amortized cost:**

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

- (i) The Company's business model objective for managing the financial asset is to hold financial assets in order to collect contractual cash flows; and
- (ii) The contractual terms of the financial asset give rise on specified dates to cash Flows that are solely payments of principal and interest on the principal amount outstanding.

This category applies to cash and bank balances, trade receivables, loans and other financial assets of the Company. Such financial assets are subsequently measured at amortized cost using the effective interest method. Under the effective interest method, the future cash receipts are exactly discounted to the initial recognition value using the effective interest rate. The cumulative amortization using the effective interest method of the difference between the initial recognition amount and the maturity amount is added to the initial recognition value (net of principal repayments, if any) of the financial asset over the relevant period of the financial asset to arrive at the amortized cost at each reporting date. The corresponding effect of the amortization under effective interest

## Notes to standalone financial statements for the year ended 31<sup>st</sup> March, 2024

method is recognized as interest income over the relevant period of the financial asset. The same is included under other income in the Statement of profit and loss. The amortized cost of a financial asset is also adjusted for loss allowance, if any.

### (b) Financial assets measured at FVTOCI

A financial asset is measured at FVTOCI if both of the following conditions are met:

- (i) The Company's business model objective for managing the financial asset is achieved both by collecting contractual cash flows and selling the financial assets; and
- (ii) The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

This category applies to certain investments in debt and equity instruments. Such financial assets are subsequently measured at fair value at each reporting date. Fair value changes are recognized in the Statement of profit and loss under 'Other Comprehensive Income (OCI)'. However, the Company recognizes interest income and impairment losses and its reversals in the Statement of Profit and Loss. On de-recognition of such financial assets, cumulative gain or loss previously recognized in OCI is reclassified from equity to the Statement of profit and loss, except for instruments which the Company has irrevocably elected to be classified as equity through OCI at initial recognition, when such instruments meet the definition of Equity under Ind AS 32, Financial Instruments: Presentation and they are not held for trading. The Company has made such election on instrument by instrument basis.

Gains and losses on these equity instruments are never recycled to profit or loss. Dividends are recognised in the Statement of Profit or Loss as dividend income when the right of the payment has been established, except when the Company benefits from such proceeds as a recovery of part of the cost of the instrument, in which case, such gains are recorded in OCI. Equity instruments at FVTOCI are not subject to an impairment assessment.

### (c) Financial assets measured at FVTPL

A financial asset is measured at FVTPL unless it is measured at amortized cost or at FVTOCI as explained above. This

is a residual category applied to all other investments of the Company excluding investments in subsidiary and associate companies. Such financial assets are subsequently measured at fair value at each reporting date. Fair value changes are recognized in the Statement of Profit and Loss.

### Financial assets or financial liabilities held for trading

The Company classifies financial assets as held for trading when they have been purchased or issued primarily for short-term profit making through trading activities or form part of a portfolio of financial instruments that are managed together, for which there is evidence of a recent pattern of short-term profit taking. Held-For-Trading assets and liabilities are recorded and measured in the Balance sheet at fair value. Changes in fair value are recognised in net gain on fair value changes.

Interest and dividend income or expense is recorded in net gain on fair value changes according to the terms of the contract, or when the right to payment has been established. Included in this classification are debt securities, equities, and customer loans that have been acquired principally for the purpose of selling or repurchasing in the near term.

### De-recognition

#### (a) Financial asset

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is derecognized (i.e. removed from the Company's Balance sheet) when any of the following occurs:

- i. The contractual rights to receive cash flows from the financial asset expires;
- ii. The Company transfers its contractual rights to receive cash flows of the financial asset and has substantially transferred all the risks and rewards of ownership of the financial asset. A regular way purchase or sale of financial assets has been derecognised, as applicable, using trade date accounting.
- iii. The Company retains the contractual rights to receive cash flows but assumes a contractual obligation to pay the cash flows without material delay to one or more recipients under a 'pass-through' arrangement (thereby substantially transferring all the risks and rewards of ownership of the financial asset).



**Notes to standalone financial statements for the year ended 31<sup>st</sup> March, 2024**

- iv. The Company neither transfers nor retains substantially all risk and rewards of ownership and does not retain control over the financial asset.

In cases where Company has neither transferred nor retained substantially all the risks and rewards of the financial asset, but retains control of the financial asset, the Company continues to recognize such financial asset to the extent of its continuing involvement in the financial asset. In that case, the Company also recognizes an associated liability. The financial asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

On de-recognition of a financial asset, (except as mentioned in ii above for financial assets measured at FVTOCI), the difference between the carrying amount and the consideration received is recognized in the Statement of profit and loss.

**(b) Financial liability**

A financial liability is derecognised when the obligation under the liability is discharged, cancelled or expires. Where 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 a de-recognition of the original liability and the recognition of a new liability. The difference between the carrying value of the original financial liability and the consideration paid is recognised in profit or 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.
- Cash flows from the sale of collateral held or other credit enhancements that

are integral to the contractual terms.

**Trade receivables**

In respect of trade receivables, the Company applies the simplified approach of Ind AS 109, which requires measurement of loss allowance at an amount equal to lifetime expected credit losses. Lifetime expected credit losses are the expected credit losses that result from all possible default events over the expected life of a financial instrument.

**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.

When making this assessment, the Company uses the change in the risk of a default occurring over the expected life of the financial asset. To make that assessment, the Company compares the risk of a default occurring on the financial asset as at the Balance sheet date with the risk of a default occurring on the financial asset as at the date of initial recognition and considers reasonable and supportable information, that is available without undue cost or effort, that is indicative of significant increases in credit risk since initial recognition. The Company assumes that the credit risk on a financial asset has not increased significantly since initial recognition if the financial asset is determined to have low credit risk at the Balance Sheet date.

**Offsetting of financial instruments**

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

**(3) Fair value measurement**

The Company measures its 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

## Notes to standalone financial statements for the year ended 31<sup>st</sup> March, 2024

presumption that the transaction to sell the asset or transfer the liability takes place either:

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

All assets and liabilities for which fair value is measured or disclosed in the standalone 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 input) and the lowest priority to unobservable inputs (Level 3 inputs).

- Level 1 (unadjusted) - Those where the inputs used in the valuation are unadjusted quoted prices from active markets for identical assets or liabilities that the Company has access to at the measurement date. The Company considers markets as active only if there are sufficient trading activities with regards to the volume and liquidity of the identical assets or liabilities and when there are binding and exercisable price quotes available on the Balance Sheet date.
- Level 2 - Those where the inputs that are used for valuation and are significant, are derived from directly or indirectly observable market data available over the entire period of the instrument's life. Such inputs include quoted prices for similar assets or liabilities in active markets, quoted prices for identical instruments in inactive markets and observable inputs other than quoted prices such as interest rates and yield curves, implied volatilities, and credit spreads. In addition, adjustments may be required for the condition or location of the asset or the extent to which it relates to items that are comparable to the valued instrument. However, if such adjustments are based on unobservable inputs which are significant to the entire measurement, the Company will classify the instruments as Level 3.
- Level 3 - Those that include one or more unobservable input that is significant to the measurement as whole.

For assets and liabilities that are recognized in the financial statements at fair value on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization at the end of each reporting period and discloses the same.

### (4) Cash and Cash Equivalents (refer notes 3 & 4)

Cash and cash equivalents for the purpose of Cash Flow Statement comprise cash and cheques in hand, bank balances, demand deposits with banks where the original maturity is three months or less and other short term highly liquid investments.

### (5) Investment in subsidiaries (refer note 5)

Investment in subsidiaries is recognised at cost and are not adjusted to fair value at the end of each reporting period. Cost of investment represents amount paid for acquisition of the said investment.

The Company assesses at the end of each reporting period, if there are any indications that the said investment may be impaired. If so, the Company estimates the recoverable value/amount of the investment and provides for impairment, if any, i.e., the deficit in the recoverable value over cost.

### (6) Property, plant and equipment (PPE) (refer note 7)

#### Measurement at recognition

An item of PPE that qualifies as an asset is measured on initial recognition at cost. Following initial recognition, items of PPE are carried at its cost less accumulated depreciation and accumulated impairment losses.

The cost of an item of PPE comprises of its purchase price including import duties and other non-refundable purchase taxes or levies, directly attributable cost of bringing the asset to its working condition for its intended use and the initial estimate of decommissioning, restoration and similar liabilities, if any. Any trade discounts and rebates are deducted in arriving at the purchase price. Cost includes cost of replacing a part of a plant and equipment if the recognition criteria are met. Items such as, spare parts, stand-by equipment and servicing equipment that meet the definition of PPE are capitalized at cost and depreciated over their useful life. Costs in nature of repairs and maintenance are recognized in the Statement of profit and loss as and when incurred.

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

#### Capital work-in-progress and capital advances

Cost of assets not ready for intended use, as on the Balance sheet date, is shown as capital work-in-progress. Advances given towards acquisition of PPE outstanding at each Balance sheet date are disclosed as other non-financial assets.

**Notes to standalone financial statements for the year ended 31<sup>st</sup> March, 2024****Depreciation**

Depreciation on each part of an item of property, plant and equipment is provided using the written down value method based on the useful life of the asset as prescribed in Schedule II to the Act. Depreciation is calculated on a pro-rata basis from the date of installation till date the assets are sold or disposed. Leasehold improvements are amortised over the underlying lease term on a straight-line basis.

**De-recognition**

The carrying amount of an item of PPE is derecognized on disposal or when no future economic benefits are expected from its use or disposal. The gain or loss arising from the de-recognition of an item of PPE is measured as the difference between the net disposal proceeds and the carrying amount of the item and is recognized in the Statement of profit and loss when the item is derecognized.

**(7) Income Taxes** (refer note 11)

Tax expense is the aggregate amount included in the determination of profit or loss for the period in respect of current tax and deferred tax.

**Current tax**

Current tax is the amount of income taxes payable in respect of taxable profit for a period. Taxable profit differs from 'profit before tax' as reported in the Statement of profit and loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible under the Income Tax Act, 1961. Current tax is measured using tax rates that have been enacted by the end of reporting period for the amounts expected to be recovered from or paid to the taxation authorities.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

**Deferred tax**

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit under Income tax Act, 1961.

Deferred tax liabilities are generally recognized for all taxable temporary differences. However, in case of temporary differences that arise from initial recognition of assets or liabilities in a transaction (other than business combination) that affect neither the taxable profit nor the accounting profit, deferred tax liabilities are not recognized. Also, for temporary differences if any that may arise from initial recognition of goodwill, deferred tax liabilities are not recognized.

Deferred tax assets are generally recognized for all deductible temporary differences to the extent it is probable that taxable profits will be available against which those deductible temporary difference can be utilized. In case of temporary differences that arise from initial recognition of assets or liabilities in a transaction (other than business combination) that affect neither the taxable profit nor the accounting profit, deferred tax assets are not recognized. The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow the benefits of part or all such deferred tax assets to be utilized.

Deferred tax assets and liabilities are measured at the tax rates that have been enacted or substantively enacted by the Balance Sheet date and are expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled.

The Company has not recognised a deferred tax liability for all taxable temporary differences associated with investments in subsidiaries, except to the extent that both of the following conditions are satisfied:

- The parent, investor, joint venture or joint operator is able to control the timing of the reversal of the temporary difference; and
- It is probable that the temporary difference will not reverse in the foreseeable future.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets include Minimum Alternative Tax (MAT) paid in accordance with the tax laws in India, to the extent it would be available for set off against future current income tax liability. Accordingly, MAT is recognised as deferred tax asset in the Balance Sheet when the asset can be measured reliably, and it is probable that the future economic benefit associated with the asset will be realised.

## Notes to standalone financial statements for the year ended 31<sup>st</sup> March, 2024

### Presentation of current and deferred tax

Current and deferred tax are recognized as income or an expense in the Statement of Profit and Loss, except when they relate to items that are recognized in Other Comprehensive Income, in which case, the current and deferred tax income/expense are recognized in Other Comprehensive Income. The Company offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously. In case of deferred tax assets and deferred tax liabilities, the same are offset if the Company has a legally enforceable right to set off corresponding current tax assets against current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority on the Company.

Minimum Alternate Tax (MAT) credit is recognised as an 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 convincing evidence to the effect that the company will pay normal income tax during the specified period. Further, the MAT credit is not set-off against the deferred tax liabilities, since the Company does not have a legally enforceable right to set-off.

### (8) Provisions and contingencies (refer note 10)

The Company recognizes provisions when a present obligation (legal or constructive) as a result of a past event exists and it is probable that an outflow of resources embodying economic benefits will be required to settle such obligation and the amount of such obligation can be reliably estimated. If the effect of time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not require an outflow of resources embodying economic benefits or the amount of such obligation cannot be measured reliably. When there is a possible obligation or a present obligation in respect of which likelihood of outflow of resources embodying economic benefits is remote, no provision or disclosure is made.

### (9) Employee Benefits (refer notes 19 & 26)

#### Short-term employee benefits

All employee benefits payable wholly within twelve months of rendering the service are classified as short-term employee benefits and they are recognized in the period in which the employee renders the related service. The Company recognizes the undiscounted amount of short-term employee benefits expected to be paid in exchange for services rendered as a liability (accrued expense) after deducting any amount already paid.

#### Post-employment benefits

##### (i) Defined contribution plans

Defined contribution plans are employee state insurance scheme and Government administered pension fund scheme for all applicable employees.

Recognition and measurement of defined contribution plans:

The Company recognises contribution payable to a defined contribution plan as an expense in the Statement of profit and loss when the employees render services to the Company during the reporting period. If the contributions payable for services received from employees before the reporting date exceeds the contributions already paid, the deficit payable is recognized as a liability after deducting the contribution already paid. If the contribution already paid exceeds the contribution due for services received before the reporting date, the excess is recognized as an asset to the extent that the prepayment will lead to, for example, a reduction in future payments or a cash refund.

##### (ii) Defined benefits plans

#### Gratuity scheme

Gratuity is a post-employment benefit and is a defined benefit plan. The cost of providing defined benefits is determined using the Projected Unit Credit method with actuarial valuations being carried out at each reporting date. The defined benefit obligations recognized in the Balance sheet represent the present value of the defined benefit obligations as reduced by the fair value of plan assets, if any. Any defined benefit asset (negative defined benefit obligations resulting from this calculation) is recognized representing the present value of available refunds and reductions in future contributions to the plan.



**Notes to standalone financial statements for the year ended 31<sup>st</sup> March, 2024****Recognition and measurement of defined benefit plans**

All expenses represented by current service cost, past service cost, if any, and net interest on the defined benefit liability / (asset) are recognized in the Statement of profit and loss. Re-measurements of the net defined benefit liability / (asset) comprising actuarial gains and losses and the return on the plan assets (excluding amounts included in net interest on the net defined benefit liability/asset), are recognized in Other Comprehensive Income. Such re-measurements are not reclassified to the Statement of profit and loss in the subsequent periods.

The Company does not present the above liability/(asset) as current and non-current in the Balance sheet as per the principles of Division III of Schedule III to the Act as per MCA's Notification dated 11th October, 2018.

**(10) Lease accounting**

The Company, as a lessee, recognizes a Right-of-Use (RoU) asset and a lease liability for its leasing arrangements, if the contract conveys the right to control the use of an identified asset.

The contract conveys the right to control the use of an identified asset, if it involves the use of an identified asset and the Company has substantially all the economic benefits from use of the asset and has right to direct the use of the identified asset. The cost of the RoU asset shall comprise of the amount of the initial measurement of the lease liability adjusted for any lease payments made at or before the commencement date plus any initial direct costs incurred. The RoU asset is subsequently measured at cost less any accumulated depreciation, accumulated impairment losses, if any and adjusted for any remeasurement of the lease liability. The RoU asset is depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of RoU asset.

The Company measures the lease liability at the present value of the lease payments that are not paid at the commencement date of the lease. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the Company uses incremental borrowing rate.

For short-term and low value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the lease term.

**(11) Borrowing Costs**

Borrowing cost includes interest, amortization of ancillary costs incurred in connection with the arrangement of borrowings and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost. Borrowing costs, if any, 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 capitalized, if any. All other borrowing costs are expensed in the period in which they occur.

**(12) 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.

**(13) Impairment of non-financial assets**

The Company assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or Cash-Generating Unit's (CGU) fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing the value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators.

For assets excluding goodwill, an assessment is made at each reporting date to determine whether there is an indication that previously recognised impairment losses no longer exist or have decreased. If such indication exists, the Company estimates the asset's or CGU's



## Notes to standalone financial statements for the year ended 31<sup>st</sup> March, 2024

recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in the statement of profit or loss unless the asset is carried at a revalued amount, in which case, the reversal is treated as a revaluation increase.

### (14) Earnings per share (refer note 24)

Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting attributable taxes) by the weighted-average number of equity shares outstanding during the period. The weighted-average number of equity shares outstanding during the period is adjusted for events including a bonus issue.

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

### (15) Accounting and reporting of information for Operating Segments

Operating segments are those components of the business whose operating results are regularly reviewed by the chief operating decision making body in the Company to make decisions for performance assessment and resource allocation. The reporting of segment information is the same as provided to the management for the purpose of the performance assessment and resource allocation to the segments. Segment accounting policies are in line with the accounting policies of the Company.

### 2(C) Recent Accounting Policies

The Ministry of Corporate Affairs has notified Companies (Indian Accounting Standards) Amendment Rules, 2023 dated 31<sup>st</sup> March 2023 to amend the following Ind-AS which are effective for annual periods beginning on or after 1<sup>st</sup> April 2023. The Company has applied these amendments for the first time in the financial statements.

#### (i) Amendments to Ind AS 1 - disclosure of accounting policies

The amendments aim to help entities provide accounting policy disclosures that are more useful by replacing the requirement for entities to disclose their 'significant' accounting policies with a requirement to disclose their 'material' accounting policies and adding guidance on how entities apply the concept of materiality in making decisions about accounting policy disclosures.

The amendments have had an impact on the disclosures of accounting policies, but not on the measurement, recognition or presentation of any items in the financial statements.

#### (ii) Amendments to Ind AS 8 - definition of accounting estimates

The amendments clarify the distinction between changes in accounting estimates and changes in accounting policies and the correction of errors. It has also been clarified how entities use measurement techniques and inputs to develop accounting estimates.

The amendments had no impact on these financial statements.

#### (iii) Amendments to Ind AS 12 - deferred tax related to assets and liabilities arising from a single transaction

The amendments narrow the scope of the initial recognition exception under Ind AS 12, so that it no longer applies to transactions that give rise to equal taxable and deductible temporary differences such as leases.

The Company has previously recognized deferred tax on leases on a net basis. As a result of these amendments, the Company has recognized a separate deferred tax asset in relation to its lease liabilities and a deferred tax liability in relation to its right-of-use assets. Since these balances qualify for offset as per the requirements of paragraph 74 of Ind AS 12, there is no impact on the balance sheet. There was also no impact on the opening retained earnings as at 1<sup>st</sup> April, 2022.

#### (iv) New standards and amendments issued but not effective

There are no such standards which are notified but not yet effective.

#### (v) The other amendments to Ind AS notified by these rules are primarily in the nature of clarifications.

**Notes to standalone financial statements for the year ended 31<sup>st</sup> March, 2024**
**3 Cash and cash equivalents**

|  | ₹ lakhs                               |                                       |
|--|---------------------------------------|---------------------------------------|
|  | As at<br>31 <sup>st</sup> March, 2024 | As at<br>31 <sup>st</sup> March, 2023 |
| Cash on hand   | 0.12                                  | 0.07                                  |
| Balances with banks :  |                                       |                                       |
| - in current accounts  | 18.41                                 | 13.13                                 |
| - in Term deposit with original maturity of less than 3 months | 25.00                                 | 738.00                                |
|  | <b>43.53</b>                          | <b>751.20</b>                         |

**4 Bank balance other than cash and cash equivalents**

|   | ₹ lakhs                               |                                       |
|---|---------------------------------------|---------------------------------------|
|   | As at<br>31 <sup>st</sup> March, 2024 | As at<br>31 <sup>st</sup> March, 2023 |
| Term deposit with original maturity of more than 3 months but less than 12 months | 200.00                                | 601.00                                |
|   | <b>200.00</b>                         | <b>601.00</b>                         |

**5 Investments**

|   | ₹ lakhs                            |  |                              |                    |                    |
|---|------------------------------------|--|------------------------------|--------------------|--------------------|
|   | As at 31 <sup>st</sup> March, 2024 |  |                              |                    |                    |
|   | Others<br>(At Cost)                | At fair value                            |                              | Sub - Total        | Total              |
|   |                                    | Through other<br>comprehensive<br>income | Through<br>profit or<br>loss |                    |                    |
| Mutual funds (quoted)                       | -                                  | -  | 8,683.12                     | 8,683.12           | 8,683.12           |
| Equity instruments                          |                                    |  |                              |                    |                    |
| - Subsidiaries (unquoted)                   | 40,269.24                          | -  | -                            | -                  | 40,269.24          |
| - Others (quoted)                           | -                                  | 3,78,321.62                              | -                            | 3,78,321.62        | 3,78,321.62        |
| - Others (unquoted)                         | -                                  | 3,693.00                                 | -                            | 3,693.00           | 3,693.00           |
| REIT ( quoted)                              | -                                  | -  | 119.01                       | 119.01             | 119.01             |
| Alternate Investment Funds (unquoted)       | -                                  | -  | 1,959.96                     | 1,959.96           | 1,959.96           |
| <b>Total Gross (A)</b>                      | <b>40,269.24</b>                   | <b>3,82,014.62</b>                       | <b>10,762.10</b>             | <b>3,92,776.72</b> | <b>4,33,045.96</b> |
| Investment outside India                    | -                                  | -  | -                            | -                  | -                  |
| Investment in India                         | 40,269.24                          | 3,82,014.62                              | 10,762.10                    | 3,92,776.72        | 4,33,045.96        |
| <b>Total Gross (B)</b>                      | <b>40,269.24</b>                   | <b>3,82,014.62</b>                       | <b>10,762.10</b>             | <b>3,92,776.72</b> | <b>4,33,045.96</b> |
| <b>Less : Impairment loss allowance (C)</b> | <b>-</b>                           | <b>-</b>                                 | <b>-</b>                     | <b>-</b>           | <b>-</b>           |
| <b>Total Net (D) = (A)-(C)</b>              | <b>40,269.24</b>                   | <b>3,82,014.62</b>                       | <b>10,762.10</b>             | <b>3,92,776.72</b> | <b>4,33,045.96</b> |

|   | ₹ lakhs                            |  |                              |                    |                    |
|---|------------------------------------|--|------------------------------|--------------------|--------------------|
|   | As at 31 <sup>st</sup> March, 2023 |  |                              |                    |                    |
|   | Others<br>(At Cost)                | At fair value                            |                              | Sub - Total        | Total              |
|   |                                    | Through other<br>comprehensive<br>income | Through<br>profit or<br>loss |                    |                    |
| Mutual funds (quoted)                       | -                                  | -  | 5,263.17                     | 5,263.17           | 5,263.17           |
| Equity instruments                          |                                    |  |                              |                    |                    |
| - Subsidiaries (unquoted)                   | 40,269.24                          | -  | -                            | -                  | 40,269.24          |
| - Others (quoted)                           | -                                  | 2,13,667.21                              | -                            | 2,13,667.21        | 2,13,667.21        |
| - Others (unquoted)                         | -                                  | 1,753.74                                 | -                            | 1,753.74           | 1,753.74           |
| REIT ( quoted)                              | -                                  | -  | -                            | -                  | -                  |
| Alternate Investment Funds (unquoted)       | -                                  | -  | 700.06                       | 700.06             | 700.06             |
| <b>Total Gross (A)</b>                      | <b>40,269.24</b>                   | <b>2,15,420.95</b>                       | <b>5,963.23</b>              | <b>2,21,384.18</b> | <b>2,61,653.42</b> |
| Investment outside India                    | -                                  | -  | -                            | -                  | -                  |
| Investment in India                         | 40,269.24                          | 2,15,420.95                              | 5,963.23                     | 2,21,384.18        | 2,61,653.42        |
| <b>Total Gross (B)</b>                      | <b>40,269.24</b>                   | <b>2,15,420.95</b>                       | <b>5,963.23</b>              | <b>2,21,384.18</b> | <b>2,61,653.42</b> |
| <b>Less : Impairment loss allowance (C)</b> | <b>-</b>                           | <b>-</b>                                 | <b>-</b>                     | <b>-</b>           | <b>-</b>           |
| <b>Total Net (D) = (A)-(C)</b>              | <b>40,269.24</b>                   | <b>2,15,420.95</b>                       | <b>5,963.23</b>              | <b>2,21,384.18</b> | <b>2,61,653.42</b> |

Notes to standalone financial statements for the year ended 31<sup>st</sup> March, 2024

## 5 Investments (continued)

|   | Face value | As at 31 <sup>st</sup> March, 2024 |           | As at 31 <sup>st</sup> March, 2023 |           |
|---|------------|------------------------------------|-----------|------------------------------------|-----------|
|   |            | Number                             | Amount    | Number                             | Amount    |
| ₹ lakhs   |            |                                    |           |                                    |           |
| <b>(a) Investment in mutual funds</b>                                   |            |                                    |           |                                    |           |
| (Measured at Fair value through profit or loss)                         |            |                                    |           |                                    |           |
| Aditya Birla Sunlife Corporate Bond Fund Growth                         |            | 1,18,276                           | 122.11    | 1,18,276                           | 113.08    |
| Aditya Birla Sun Life Nifty SDL Apr 2027 Index Fund Growth              |            | 29,38,317                          | 329.76    | 29,38,317                          | 307.55    |
| Aditya Birla Sun Life Nifty SDL Plus PSU Bond Sep 2026 60:40 Index Fund |            | 12,39,181                          | 139.38    | 12,39,181                          | 129.97    |
| Axis Bluechip Fund Growth   |            | 3,20,410                           | 199.33    | 3,20,410                           | 149.63    |
| Axis Dynamic Bond Fund Growth   |            | 2,95,063                           | 86.21     | 2,95,063                           | 79.81     |
| Bandhan Nifty100 Low Volatility 30 Index Fund Growth                    |            | 21,50,985                          | 302.84    | -                                  | -         |
| Canara Robeco Blue Chip Equity Fund Growth                              |            | 74,354                             | 45.77     | 74,354                             | 33.95     |
| Canara Robeco Flexi Cap Fund Growth                                     |            | 1,40,084                           | 448.76    | 30,689                             | 72.67     |
| HDFC Focused 30 Fund Growth   |            | 1,47,521                           | 305.28    | -                                  | -         |
| HDFC Small Cap Fund Growth  |            | -                                  | -         | 4,24,583                           | 376.72    |
| ICICI Prudential Value Discovery Fund Growth                            |            | 70,578                             | 303.92    | -                                  | -         |
| ICICI Prudential Bluechip Fund Growth                                   |            | -                                  | -         | 9,37,211                           | 686.04    |
| ICICI Prudential Liquid Fund Growth                                     |            | 74,623                             | 266.71    | 74,623                             | 248.63    |
| ICICI Prudential Nifty 100 Low Volatility 30 ETF FOF Growth             |            | 4,15,559                           | 68.48     | 4,15,559                           | 48.91     |
| ICICI Prudential Mutual Fund Nifty 100 Low Volatility 30 ETF            |            | 30,10,000                          | 592.37    | -                                  | -         |
| Invesco India Opp. Fund Growth  |            | 5,45,405                           | 482.52    | 5,45,405                           | 317.32    |
| Kotak Emerging Equity Fund Growth                                       |            | 4,61,303                           | 539.81    | 4,61,303                           | 386.83    |
| Kotak Equity Opportunities Fund Growth                                  |            | 32,398                             | 105.05    | 32,398                             | 73.71     |
| Kotak NASDAQ 100 FOF Growth   |            | 10,37,528                          | 160.40    | 10,37,528                          | 113.25    |
| HSBC Banking and PSU Debt Fund Growth                                   |            | 19,23,784                          | 444.37    | 19,23,784                          | 414.18    |
| Mirae Asset S and P 500 Top 50 ETF Fund of Fund Growth                  |            | 18,95,101                          | 273.05    | 18,95,101                          | 194.06    |
| Mirae Assets Large Cap Fund Growth                                      |            | 2,15,308                           | 231.11    | 2,15,308                           | 181.88    |
| Mirae Asset Midcap Fund Growth  |            | 10,69,452                          | 341.61    | 3,55,762                           | 76.51     |
| Motilal Oswal Nasdaq 100 Fund Growth                                    |            | 7,65,058                           | 243.87    | 7,65,058                           | 170.77    |
| Motilal Oswal S and P 500 Index Fund Growth                             |            | 6,71,684                           | 135.15    | 6,71,684                           | 102.18    |
| Nippon India ETF Nifty Sdl-2026 Maturity                                |            | 92,300                             | 110.44    | 92,300                             | 102.91    |
| SBI Banking & Financial Services Fund Growth                            |            | 4,60,838                           | 166.99    | 1,84,617                           | 49.61     |
| Tata Large & Mid Cap Fund Growth  |            | 58,687                             | 305.55    | -                                  | -         |
| UTI Nifty Index Fund Growth   |            | 4,32,514                           | 662.33    | 4,32,514                           | 510.27    |
| UTI Nifty200 Momentum 30 Index Fund Growth                              |            | 39,10,727                          | 825.59    | 3,73,535                           | 46.50     |
| UTI Nifty Next 50 Index Fund Growth                                     |            | 19,99,700                          | 444.36    | 19,99,700                          | 276.23    |
|   |            |                                    | 8,683.12  |                                    | 5,263.17  |
| <b>(b) Investment in equity instruments</b>                             |            |                                    |           |                                    |           |
| <b>Subsidiary, unquoted</b>   |            |                                    |           |                                    |           |
| (Measured at cost)  |            |                                    |           |                                    |           |
| Instant Holdings Limited  | 10         | 47,13,895                          | 40,269.24 | 47,13,895                          | 40,269.24 |
|   |            |                                    | 40,269.24 |                                    | 40,269.24 |
| <b>Others, unquoted</b>   |            |                                    |           |                                    |           |
| (Measured at FVTOCI)  |            |                                    |           |                                    |           |
| Bombay Mercantile Co-op Bank Limited                                    | 30         | 1,666                              | -         | 1,666                              | -         |
| CFL Capital Financial Services Limited (under liquidation)              | 10         | 2,46,00,921                        | -         | 2,46,00,921                        | -         |
| Spencer & Co. Limited (paid up value ₹ 9 per share)                     | 10         | 19,73,600                          | 3,693.00  | 19,73,600                          | 1,753.74  |
|   |            |                                    | 3,693.00  |                                    | 1,753.74  |
|   |            |                                    | 43,962.24 |                                    | 42,022.98 |

Notes to standalone financial statements for the year ended 31<sup>st</sup> March, 2024

₹ lakhs

|  | Face value | As at 31 <sup>st</sup> March, 2024 |                    | As at 31 <sup>st</sup> March, 2023 |                    |
|--|------------|------------------------------------|--------------------|------------------------------------|--------------------|
|  |            | Number                             | Amount             | Number                             | Amount             |
| Quoted<br>(Measured at FVTOCI)                     |            |                                    |                    |                                    |                    |
| CEAT Limited                                       | 10         | 10,46,248                          | 28,064.56          | 10,46,248                          | 15,176.34          |
| Harrisons Malayalam Limited                        | 10         | 160                                | 0.26               | 160                                | 0.17               |
| KEC International Limited                          | 2          | 2,81,71,543                        | 1,95,580.94        | 2,81,71,543                        | 1,28,560.84        |
| RPG Life Sciences Limited                          | 8          | 398                                | 6.08               | 398                                | 2.79               |
| State Bank of India                                | 1          | 1                                  | 0.01               | 1                                  | 0.01               |
| STEL Holding Limited                               | 10         | 8,78,501                           | 2,811.63           | 8,78,501                           | 1,262.40           |
| Zensar Technologies Limited                        | 2          | 2,50,28,127                        | 1,51,858.15        | 2,50,28,127                        | 68,664.66          |
|  |            |                                    | <u>3,78,321.62</u> |                                    | <u>2,13,667.21</u> |
| (c) Investments in REIT                            |            |                                    |                    |                                    |                    |
| Quoted<br>(Measured at FVTPL)                      |            |                                    |                    |                                    |                    |
| Embassy Office Parks REIT                          | 100        | 32,200                             | 119.01             | -                                  | -                  |
|  |            |                                    | <u>119.01</u>      |                                    | <u>-</u>           |
| (d) Investments through AIF<br>(Measured at FVTPL) |            |                                    |                    |                                    |                    |
| Alteria Capital Fund                               | 100        | 47,93,06                           | 478.44             | 6,00,000                           | 613.56             |
| 3P India Equity Fund                               | 100        | 10,42,454                          | 1,389.44           | -                                  | -                  |
| Emerging India Credit Opportunities Fund           | 1,00,000   | 90                                 | 92.08              | 86.50                              | 86.50              |
|  |            |                                    | <u>1,959.96</u>    |                                    | <u>700.06</u>      |
|  |            |                                    | <u>4,33,045.96</u> |                                    | <u>2,61,653.42</u> |

## 6 Other financial assets

₹ lakhs

|                     | As at                        |                              |
|---------------------|------------------------------|------------------------------|
|                     | 31 <sup>st</sup> March, 2024 | 31 <sup>st</sup> March, 2023 |
| Interest receivable | 3.68                         | 26.87                        |
| Security deposit    | 0.10                         | 0.10                         |
| Other receivables   | 30.53                        | 2.84                         |
|                     | <u>34.30</u>                 | <u>29.81</u>                 |

## 7 Property, plant and equipment

₹ lakhs

|  | Computer |        | Office Equipment |  | Total  |
|--|----------|--------|------------------|--|--------|
|  |          |        |                  |  |        |
| <b>Gross block</b>                         |          |        |                  |  |        |
| Balance as at 1 <sup>st</sup> April, 2022  | 6.43     | 3.51   |                  |  | 9.94   |
| Additions                                  | 0.80     | -      |                  |  | 0.80   |
| Disposals                                  | (0.47)   | -      |                  |  | (0.47) |
| Balance as at 31 <sup>st</sup> March, 2023 | 6.76     | 3.51   |                  |  | 10.27  |
| Additions                                  | 2.25     | 1.00   |                  |  | 3.25   |
| Disposals                                  | (6.62)   | (1.33) |                  |  | (7.95) |
| Balance as at 31 <sup>st</sup> March, 2024 | 2.39     | 3.18   |                  |  | 5.57   |
| <b>Accumulated depreciation</b>            |          |        |                  |  |        |
| Balance as at 1 <sup>st</sup> April, 2022  | 5.12     | 1.99   |                  |  | 7.11   |
| Depreciation charge for the year           | 1.03     | 0.68   |                  |  | 1.71   |
| Disposals                                  | (0.47)   | -      |                  |  | (0.47) |
| Balance as at 31 <sup>st</sup> March, 2023 | 5.68     | 2.67   |                  |  | 8.35   |
| Depreciation charge for the year           | 1.15     | 1.02   |                  |  | 2.16   |
| Disposals                                  | (6.55)   | (1.33) |                  |  | (7.88) |
| Balance as at 31 <sup>st</sup> March, 2024 | 0.28     | 2.36   |                  |  | 2.64   |
| <b>Net block</b>                           |          |        |                  |  |        |
| As at 31 <sup>st</sup> March, 2023         | 1.08     | 0.84   |                  |  | 1.92   |
| As at 31 <sup>st</sup> March, 2024         | 2.11     | 0.82   |                  |  | 2.93   |

Notes to standalone financial statements for the year ended 31<sup>st</sup> March, 2024

## 8 Other non-financial assets

|                                      | ₹ lakhs                               |                                       |
|--------------------------------------|---------------------------------------|---------------------------------------|
|                                      | As at<br>31 <sup>st</sup> March, 2024 | As at<br>31 <sup>st</sup> March, 2023 |
| Prepaid expenses                     | 0.31                                  | 0.40                                  |
| Balances with government authorities | 39.16                                 | 39.16                                 |
|                                      | <b>39.47</b>                          | <b>39.56</b>                          |

## 9 Other financial liabilities

|                  | ₹ lakhs                               |                                       |
|------------------|---------------------------------------|---------------------------------------|
|                  | As at<br>31 <sup>st</sup> March, 2024 | As at<br>31 <sup>st</sup> March, 2023 |
| Expenses payable | 14.63                                 | 30.95                                 |
|                  | <b>14.63</b>                          | <b>30.95</b>                          |

## 10 Provisions

|                                    | ₹ lakhs                               |                                       |
|------------------------------------|---------------------------------------|---------------------------------------|
|                                    | As at<br>31 <sup>st</sup> March, 2024 | As at<br>31 <sup>st</sup> March, 2023 |
| <b>for Employee Benefits</b>       |                                       |                                       |
| Provision for gratuity             | 17.56                                 | 28.18                                 |
| Provision for compensated absences | 6.84                                  | 6.94                                  |
|                                    | <b>24.40</b>                          | <b>35.12</b>                          |

## 11 Deferred taxes

|   | ₹ lakhs                               |                                       |
|---|---------------------------------------|---------------------------------------|
|   | As at<br>31 <sup>st</sup> March, 2024 | As at<br>31 <sup>st</sup> March, 2023 |
| <b>Deferred tax liability:</b>  |                                       |                                       |
| Fair valuation on investments carried at FVTOCI   | 43,286.02                             | 23,655.30                             |
| Fair valuation on investments carried at FVTPL  | 427.52                                | 201.37                                |
| <b>Total deferred tax liabilities</b>   | <b>43,713.54</b>                      | <b>23,856.67</b>                      |
| <b>Deferred tax assets:</b>   |                                       |                                       |
| Difference between written down value of property, plant and equipment as per books of account and Income Tax Act, 1961 | 0.42                                  | (0.16)                                |
| Provision for employee benefits   | 7.11                                  | 10.22                                 |
| MAT credit entitlement  | 526.89                                | 493.36                                |
| <b>Total deferred tax assets</b>  | <b>534.41</b>                         | <b>503.42</b>                         |
| <b>Deferred tax liabilities (net)</b>   | <b>43,179.13</b>                      | <b>23,353.25</b>                      |



**Notes to standalone financial statements for the year ended 31<sup>st</sup> March, 2024**
**Movement in deferred tax liabilities for year ended 31<sup>st</sup> March 2023:**

|   | ₹ lakhs                                  |                                |                                  |  |
|---|--|--------------------------------|----------------------------------|--|
|   | As at<br>31 <sup>st</sup> March,<br>2022 | Statement of<br>Profit or Loss | Other<br>comprehensive<br>Income | As at<br>31 <sup>st</sup> March,<br>2023 |
| <b>Deferred tax liabilities for taxable temporary differences on:</b>   |  |                                |                                  |  |
| Fair valuation on investments carried at FVTOCI   | 23,121.24                                | -                              | 534.06                           | 23,655.30                                |
| Fair valuation on investments carried at FVTPL  | 416.27                                   | (214.91)                       | -                                | 201.37                                   |
| <b>Total</b>  | <b>23,537.51</b>                         | <b>(214.91)</b>                | <b>534.06</b>                    | <b>23,856.67</b>                         |
| <b>Deferred tax assets for deductible temporary differences on:</b>   |  |                                |                                  |  |
| Difference between written down value of property, plant and equipment as per books of account and Income Tax Act, 1961 | (0.04)                                   | (0.13)                         | -                                | (0.16)                                   |
| Provision for employee benefits   | 9.46                                     | 0.77                           | -                                | 10.22                                    |
| On carry forward of losses  | 5.60                                     | (5.60)                         | -                                | -  |
| MAT credit entitlement  | 709.86                                   | (216.51)                       | -                                | 493.36                                   |
| <b>Total</b>  | <b>724.88</b>                            | <b>(221.47)</b>                | <b>-</b>                         | <b>503.42</b>                            |
| <b>Deferred tax liabilities (net)</b>   | <b>22,812.64</b>                         | <b>6.56</b>                    | <b>534.06</b>                    | <b>23,353.25</b>                         |

**Movement in deferred tax liabilities for year ended 31<sup>st</sup> March 2024**

|   | As at<br>31 <sup>st</sup> March,<br>2023 | Statement of<br>Profit or Loss | Other<br>comprehensive<br>Income | As at<br>31 <sup>st</sup> March,<br>2024 |
|---|--|--------------------------------|----------------------------------|--|
| <b>Deferred tax liabilities for taxable temporary differences on:</b>   |  |                                |                                  |  |
| Fair valuation on investments carried at FVTOCI   | 23,655.30                                | -                              | 19,630.72                        | 43,286.02                                |
| Fair valuation on investments carried at FVTPL  | 201.37                                   | 226.15                         | -                                | 427.52                                   |
| <b>Total</b>  | <b>23,856.67</b>                         | <b>226.15</b>                  | <b>19,630.72</b>                 | <b>43,713.54</b>                         |
| <b>Deferred tax assets for deductible temporary differences on:</b>   |  |                                |                                  |  |
| Difference between written down value of property, plant and equipment as per books of account and Income Tax Act, 1961 | (0.16)                                   | 0.58                           | -                                | 0.42                                     |
| Provision for employee benefits   | 10.22                                    | (3.12)                         | -                                | 7.11                                     |
| On carry forward of losses  | -  | -                              | -                                | -  |
| MAT credit entitlement  | 493.36                                   | 33.53                          | -                                | 526.89                                   |
| <b>Total</b>  | <b>503.42</b>                            | <b>30.99</b>                   | <b>-</b>                         | <b>534.41</b>                            |
| <b>Deferred tax liabilities (net)</b>   | <b>23,353.25</b>                         | <b>195.16</b>                  | <b>19,630.72</b>                 | <b>43,179.13</b>                         |

**12 Other non-financial Liabilities**

|                   | ₹ lakhs                               |                                       |
|-------------------|---------------------------------------|---------------------------------------|
|                   | As at<br>31 <sup>st</sup> March, 2024 | As at<br>31 <sup>st</sup> March, 2023 |
| Statutory dues    | 0.81                                  | 0.72                                  |
| Sales tax payable | 253.46                                | 253.46                                |
|                   | <b>254.27</b>                         | <b>254.18</b>                         |

Notes to standalone financial statements for the year ended 31<sup>st</sup> March, 2024

## 13 Share capital

Note 1 : Disclosure pursuant to Note no. S (a, b, c & d) of Division III of Schedule III to the Companies Act, 2013

(Share Capital authorised, issued, subscribed and paid up)

₹ lakhs

| Particulars of Share Capital                | Equity Share Capital<br>(Face Value ₹ 10 each) |           | Preference Share Capital<br>(Face Value ₹ 100 each) |          | Preference Share Capital<br>(Face Value ₹ 10 each) |          |
|---|--|-----------|---|----------|--|----------|
|   |  |           |   |          |  |          |
| <b>Authorised Share Capital</b>             |  |           |   |          |  |          |
| At 1 <sup>st</sup> April, 2022              | 14,20,00,000                                   | 14,200.00 | 25,00,000   | 2,500.00 | 1,50,00,000  | 1,500.00 |
| Increase/(decrease) during the year         | -  | -         | -   | -        | -  | -        |
| At 31 <sup>st</sup> March, 2023             | 14,20,00,000                                   | 14,200.00 | 25,00,000   | 2,500.00 | 1,50,00,000  | 1,500.00 |
| Increase/(decrease) during the year         | -  | -         | -   | -        | -  | -        |
| At 31 <sup>st</sup> March, 2024             | 14,20,00,000                                   | 14,200.00 | 25,00,000   | 2,500.00 | 1,50,00,000  | 1,500.00 |
| <b>Issued Share Capital</b>                 |  |           |   |          |  |          |
| At 1 <sup>st</sup> April, 2022              | 1,09,01,987                                    | 1,090.20  | -   | -        | -  | -        |
| Increase/(decrease) during the year         | -  | -         | -   | -        | -  | -        |
| At 31 <sup>st</sup> March, 2023             | 1,09,01,987                                    | 1,090.20  | -   | -        | -  | -        |
| Increase/(decrease) during the year         | -  | -         | -   | -        | -  | -        |
| At 31 <sup>st</sup> March, 2024             | 1,09,01,987                                    | 1,090.20  | -   | -        | -  | -        |
| <b>Subscribed and Paid-up Share Capital</b> |  |           |   |          |  |          |
| At 1 <sup>st</sup> April, 2022              | 1,09,01,781                                    | 1,090.18  | -   | -        | -  | -        |
| Increase/(decrease) during the year         | -  | -         | -   | -        | -  | -        |
| At 31 <sup>st</sup> March, 2023             | 1,09,01,781                                    | 1,090.18  | -   | -        | -  | -        |
| Increase/(decrease) during the year         | -  | -         | -   | -        | -  | -        |
| At 31 <sup>st</sup> March, 2024             | 1,09,01,781                                    | 1,090.18  | -   | -        | -  | -        |

Note 2 : Disclosure pursuant to Note no. S(e) of Division III of Schedule III to the Companies Act, 2013

#### Terms and rights attached to equity shares

Equity Shares: The Company has issued one class of equity shares having face value of ₹ 10/- per share. Each shareholder is eligible for one vote per share held.

The dividend proposed by the Board of Directors, if any, 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, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

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

Note 3 : Disclosure pursuant to Note no. S(f) of Division III of Schedule III to the Companies Act, 2013

(i) Swallow Associates LLP is directly holding more than 50% of total paid up share capital of the Company.

Note 4 : Disclosure pursuant to Note no. S(g) of Division III of Schedule III to the Companies Act, 2013

(shareholders holding more than 5% shares in the Company)

| Name of the Shareholder | As at March 31, 2024 |              | As at March 31, 2023 |              |
|-------------------------|----------------------|--------------|----------------------|--------------|
|                         | Number of Shares     | % of Holding | Number of Shares     | % of Holding |
| Swallow Associates LLP  | 76,93,928            | 70.57%       | 76,93,928            | 70.57%       |

Note 5 : Disclosures pursuant to Note no. S(h), (i), (j), (k) and (l) of Division III of Schedule III to the Companies Act, 2013 are not applicable to the Company and hence not given.

**Notes to standalone financial statements for the year ended 31<sup>st</sup> March, 2024**
**Note 6 : Disclosures pursuant to Note no. S(m) of Division III of Schedule III to the Companies Act, 2013**
**Capital Management**

The objective of Company's Capital Management is to ensure that the investment's are made to enhance share holder value and results in healthy capital ratio, growth and continuity of business. No changes have been made to the objectives, policies and processes from the previous years.

**Note 7 : Disclosures pursuant to Note no. S(n) of Division III of Schedule III to the Companies Act, 2013 as on 31st March 2024**

(Shareholding of Promoters)

| Sr. No.                  | Promoter name  | No. of Shares    | % of total shares | % Change during the year |
|--------------------------|--|------------------|-------------------|--------------------------|
| <b>I Promoter</b>        |  |                  |                   |                          |
| 1                        | Harsh Vardhan Goenka                                 | 18,311           | 0.17%             | -                        |
| <b>II Promoter Group</b> |  |                  |                   |                          |
| 1                        | Swallow Associates LLP                               | 76,93,928        | 70.57%            | -                        |
| 2                        | Carniwal Investments Ltd                             | 3,54,159         | 3.25%             | -                        |
| 3                        | STEL Holdings Ltd                                    | 69,815           | 0.64%             | -                        |
| 4                        | Sofreal Mercantrade Pvt Ltd                          | 10               | 0.00%             | -                        |
| 5                        | Atlantus Dwellings & Infrastructure LLP              | 10               | 0.00%             | -                        |
| 6                        | Chattarpati Apartments LLP                           | 10               | 0.00%             | -                        |
| 7                        | Ektara Enterprises LLP                               | 10               | 0.00%             | -                        |
| 8                        | Malabar Coastal Holdings LLP                         | 10               | 0.00%             | -                        |
| 9                        | Vayu Udaan Aircraft LLP                              | 10               | 0.00%             | -                        |
| 10                       | Anant Vardhan Goenka                                 | 1,318            | 0.01%             | -                        |
| 11                       | Late Rama Prasad Goenka                              | 211              | 0.00%             | -                        |
| 12                       | Mala Goenka  | 10               | 0.00%             | -                        |
| 13                       | Radha Anant Goenka                                   | 10               | 0.00%             | -                        |
| 14                       | Harsh Vardhan Goenka, Trustee of Nucleus Life Trust  | 1                | 0.00%             | -                        |
| 15                       | Harsh Vardhan Goenka, Trustee of Secura India Trust  | 2                | 0.00%             | -                        |
| 16                       | Harsh Vardhan Goenka, Trustee of Prism Estates Trust | 1                | 0.00%             | -                        |
| 17                       | Anant Vardhan Goenka, Trustee of AVG Family Trust    | 10               | 0.00%             | -                        |
| 18                       | Anant Vardhan Goenka, Trustee of RG Family Trust     | 10               | 0.00%             | -                        |
| 19                       | Harsh Vardhan Goenka, Trustee of Navya Goenka Trust  | 10               | 0.00%             | -                        |
| 20                       | Harsh Vardhan Goenka, Trustee of Ishaan Goenka Trust | 10               | 0.00%             | -                        |
| <b>Total</b>             |  | <b>81,37,866</b> | <b>74.65%</b>     | <b>-</b>                 |

**14 Other equity**

|  | ₹ lakhs                               |                                       |
|--|---------------------------------------|---------------------------------------|
|  | As at<br>31 <sup>st</sup> March, 2024 | As at<br>31 <sup>st</sup> March, 2023 |
| (i) <b>General reserve</b>   |                                       |                                       |
| Balance at the beginning of the year   | 37,967.25                             | 37,967.25                             |
| Add : Changes during the year  | -                                     | -                                     |
| Balance at the end of the year   | <b>37,967.25</b>                      | <b>37,967.25</b>                      |
| (ii) <b>Statutory reserves</b> (in terms of Section 45-IC(1) of the Reserve Bank of India Act, 1934) |                                       |                                       |
| Balance at the beginning of the year   | 4,398.79                              | 4,010.25                              |
| Add : Changes during the year  | 702.42                                | 388.54                                |
| Balance at the end of the year   | <b>5,101.21</b>                       | <b>4,398.79</b>                       |

Notes to standalone financial statements for the year ended 31<sup>st</sup> March, 2024

|  | ₹ lakhs                               |                                       |
|--|---------------------------------------|---------------------------------------|
|  | As at<br>31 <sup>st</sup> March, 2024 | As at<br>31 <sup>st</sup> March, 2023 |
| (iii) <b>Retained earnings</b>   |                                       |                                       |
| Balance at the beginning of the year   | 17,521.77                             | 15,967.59                             |
| Add: Profit for the year   | 3,512.11                              | 1,942.72                              |
| Add : Realised profit transferred from Other comprehensive income                            | 0                                     | -                                     |
| Appropriations:  |                                       |                                       |
| Transfer to Reserve fund in terms of Section 45-IC(1) of the Reserve Bank of India Act, 1934 | (702.42)                              | (388.54)                              |
| Balance at the end of the year   | <u>20,331.46</u>                      | <u>17,521.77</u>                      |
| (iv) <b>Other comprehensive income</b>   |                                       |                                       |
| Balance at the beginning of the year   | 1,78,439.39                           | 1,74,513.64                           |
| Add : Changes during the year  | 1,46,961.62                           | 3,925.75                              |
| Less : Realised profit transferred to Retained earnings                                      | (0)                                   | -                                     |
| Less : Items recognised directly in Retained earnings  |                                       |                                       |
| Balance at the end of the year   | <u>3,25,401.01</u>                    | <u>1,78,439.39</u>                    |
|  | <u>3,88,800.94</u>                    | <u>2,38,327.21</u>                    |

**Nature and purpose of each reserve:****General reserve**

General reserve is created from time to time by way of transfer profits from Retained earnings for appropriation purposes. General reserve is created by a transfer from one component of equity to another and is not an item of other comprehensive income.

**Retained earnings**

Retained earnings are the profits that the Company has earned till date, less any transfer to General reserve.

**Statutory reserves**

The Company is required to create a reserve in accordance with the provisions of Section 45-IC of the Reserve Bank of India Act, 1934. Accordingly 20% of the profits after tax for the year is transferred to this reserve at the end of every reporting period.

**Other Comprehensive Income (OCI)**

This represents the cumulative gains and losses arising on the revaluation of financial instruments measured at fair value through other comprehensive income, under an irrevocable option, net of amounts reclassified to Retained earnings when such assets are disposed off, if any.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised directly in other comprehensive income.

**15 Interest income**

|  | ₹ lakhs                                    |  |
|--|--|--|
|  | Year ended<br>31 <sup>st</sup> March, 2024 | Year ended<br>31 <sup>st</sup> March, 2023 |
| (on financial assets measured at amortised cost) |  |  |
| Interest on deposit with banks                   | 38.98                                      | 71.39                                      |
| (on financial assets measured at FVTPL)          |  |  |
| Interest income on AIF                           | 69.78                                      | 72.26                                      |
| Interest income on REIT                          | 0.80                                       | -  |
|  | <u>109.56</u>                              | <u>143.65</u>                              |

Notes to standalone financial statements for the year ended 31<sup>st</sup> March, 2024

## 16 Dividend income

|                                  | ₹ lakhs                                    |  |
|----------------------------------|--|--|
|                                  | Year ended<br>31 <sup>st</sup> March, 2024 | Year ended<br>31 <sup>st</sup> March, 2023 |
| Dividend income on investments   | 2,348.53                                   | 2,408.69                                   |
|                                  | <b>2,348.53</b>                            | <b>2,408.69</b>                            |
| On Investment measured at FVTPL  | 1.24                                       | -  |
| On Investment measured at FVTOCI | 2,347.29                                   | 2,408.69                                   |
|                                  | <b>2,348.53</b>                            | <b>2,408.69</b>                            |

## 17 Net gain on fair value changes

|  | ₹ lakhs                                    |  |
|--|--|--|
|  | Year ended<br>31 <sup>st</sup> March, 2024 | Year ended<br>31 <sup>st</sup> March, 2023 |
| Net gain on financial instruments at FVTPL |  |  |
| On Mutual funds, REIT and AIF              | 2,288.84                                   | 56.03                                      |
|  | <b>2,288.84</b>                            | <b>56.03</b>                               |
| <b>Fair value changes:</b>                 |  |  |
| Realised                                   | 917.19                                     | 78.82                                      |
| Unrealised                                 | 1,371.66                                   | (22.79)                                    |
|  | <b>2,288.84</b>                            | <b>56.03</b>                               |

## 18 Other income

|   | ₹ lakhs                                    |  |
|---|--|--|
|   | Year ended<br>31 <sup>st</sup> March, 2024 | Year ended<br>31 <sup>st</sup> March, 2023 |
| Profit on sale of Property, plant and equipment | -  | 0.02                                       |
| Miscellaneous income                            | 1.03                                       | 0.34                                       |
|   | <b>1.03</b>                                | <b>0.36</b>                                |

## 19 Employee benefits expenses

|                       | ₹ lakhs                                    |  |
|-----------------------|--|--|
|                       | Year ended<br>31 <sup>st</sup> March, 2024 | Year ended<br>31 <sup>st</sup> March, 2023 |
| Salaries              | 137.55                                     | 124.53                                     |
| Staff welfare expense | 2.77                                       | 1.35                                       |
|                       | <b>140.32</b>                              | <b>125.88</b>                              |

## 20 Depreciation

|  | ₹ lakhs                                    |  |
|--|--|--|
|  | Year ended<br>31 <sup>st</sup> March, 2024 | Year ended<br>31 <sup>st</sup> March, 2023 |
| Depreciation on Property, plant and equipment (refer note 7) | 2.16                                       | 1.71                                       |
|  | <b>2.16</b>                                | <b>1.71</b>                                |



Notes to standalone financial statements for the year ended 31<sup>st</sup> March, 2024

## 21 Other Expenses

|                                   | ₹ lakhs                                    |  |
|-----------------------------------|--|--|
|                                   | Year ended<br>31 <sup>st</sup> March, 2024 | Year ended<br>31 <sup>st</sup> March, 2023 |
| Rent, taxes and energy cost       | 7.78                                       | 8.17                                       |
| Repairs and maintenance - Others  | 1.61                                       | 0.54                                       |
| Communication costs               | 3.70                                       | 2.91                                       |
| Printing and stationery           | 1.24                                       | 1.22                                       |
| Advertisement and publicity       | 0.77                                       | 1.07                                       |
| Directors fees                    | 2.49                                       | 2.24                                       |
| Auditor fees and expenses         | 7.21                                       | 7.29                                       |
| Legal and professional expenses   | 38.01                                      | 50.52                                      |
| Insurance                         | 0.83                                       | 0.80                                       |
| Investment expenses               | 32.81                                      | 29.81                                      |
| Listing and custodian fees        | 11.35                                      | 10.97                                      |
| Miscellaneous expenses            | 3.07                                       | 2.41                                       |
|                                   | <b>110.86</b>                              | <b>117.94</b>                              |
| <b>Auditor fees and expenses:</b> |  |  |
| - Statutory audit                 | 2.66                                       | 2.66                                       |
| - Other services                  | 2.95                                       | 2.95                                       |
| - Certification Fees              | 0.71                                       | 1.24                                       |
| - Reimbursement of Expenses       | 0.89                                       | 0.44                                       |
|                                   | <b>7.21</b>                                | <b>7.29</b>                                |

**Undisclosed Income**

There are no transactions which are not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessment under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

**Details of Crypto Currency or Virtual Currency**

The Company has not traded or invested in Crypto currency or Virtual currency during the year.

## 22 Tax expense

|   | ₹ lakhs                                    |  |
|---|--|--|
|   | Year ended<br>31 <sup>st</sup> March, 2024 | Year ended<br>31 <sup>st</sup> March, 2023 |
| Current tax                                 | 787.00                                     | 414.00                                     |
| Deferred tax                                | 228.69                                     | (209.95)                                   |
| MAT credit entitlement/utilised             | (33.53)                                    | 216.51                                     |
| Tax adjustments in respect of earlier years | 0.35                                       | (0.08)                                     |
|   | <b>982.51</b>                              | <b>420.48</b>                              |

The major components of income tax expense and the reconciliation of expense based on the domestic tax rate of 29.12% and 29.12% for financial year ended 31<sup>st</sup> March, 2024 and 31<sup>st</sup> March, 2023 respectively and the reported tax expense in Statement of profit and loss are as follows:

**(a) Reconciliation of Current tax expenses:**

|   | ₹ lakhs                                    |  |
|---|--|--|
|   | Year ended<br>31 <sup>st</sup> March, 2024 | Year ended<br>31 <sup>st</sup> March, 2023 |
| <b>Profit before tax</b>  | 4,494.62                                   | 2,363.20                                   |
| Enacted tax rates in India (%)  | 29.12%                                     | 29.12%                                     |
| <b>Computed tax expense</b>   | 1,308.83                                   | 688.16                                     |
| Effect of prior period taxes  | 0.35                                       | (0.08)                                     |
| Others  | (326.68)                                   | (267.61)                                   |
| <b>Total income tax expense as per the Statement of profit and loss</b> | <b>982.51</b>                              | <b>420.48</b>                              |
| Effective Tax Rate  | <b>21.86%</b>                              | <b>17.79%</b>                              |

Notes to standalone financial statements for the year ended 31<sup>st</sup> March, 2024

## 23 Current tax assets/ Liabilities

|                                | ₹ lakhs                                    |  |
|--------------------------------|--|--|
|                                | Year ended<br>31 <sup>st</sup> March, 2024 | Year ended<br>31 <sup>st</sup> March, 2023 |
| <b>Current tax assets</b>      |  |  |
| Opening balance                | -  | 29.58                                      |
| Add: During the year           | -  | (15.60)                                    |
|                                | -  | <b>13.98</b>                               |
| <b>Current tax liabilities</b> |  |  |
| Opening balance                | (13.98)                                    | -  |
| Add: During the year           | 16.62                                      | -  |
|                                | <b>2.64</b>                                | -  |

## 24 Earnings per share (EPS)

|   | Year ended<br>31 <sup>st</sup> March, 2024 | Year ended<br>31 <sup>st</sup> March, 2023 |
|---|--|--|
| <b>Net profit attributable to equity shareholders</b>           |  |  |
| Net profit attributable to equity shareholders (in ₹ lakhs) (A) | 3,512.11                                   | 1,942.72                                   |
| Nominal value of equity share (₹)                               | 10.00                                      | 10.00                                      |
| Weighted average number of equity shares outstanding (B)        | 1,09,01,781                                | 1,09,01,781                                |
| Basic earnings per share (₹) (A/B)                              | 32.22                                      | 17.82                                      |
| Diluted earnings per share (₹) (A/B)                            | 32.22                                      | 17.82                                      |
| Face value per share (₹)  | 10.00                                      | 10.00                                      |

## 25 Contingent liabilities and commitments

|  | ₹ lakhs                               |                                       |
|--|---------------------------------------|---------------------------------------|
|  | As at<br>31 <sup>st</sup> March, 2024 | As at<br>31 <sup>st</sup> March, 2023 |
| <b>(a) Contingent liabilities (not provided for)</b> |                                       |                                       |
| Income tax   | -                                     | 0.33                                  |
| Civil suits  | 140.14                                | 140.14                                |
|  | <b>140.14</b>                         | <b>140.47</b>                         |
| <b>(b) Capital commitments</b>                       |                                       |                                       |
| Capital commitments towards investments              | 29.74                                 | 33.24                                 |

## 26 Employee benefits expenses

## (a) Defined benefits plans - Gratuity (unfunded)

Gratuity plan is a defined benefit plan that provides for lump sum gratuity payment to employees made at the time of their exit by the way of retirement (on superannuation or otherwise), death or disability. The benefits are defined on the basis of their final salary and period of service and such benefits paid under the plan is not subject to the ceiling limit specified in the Payment of Gratuity Act, 1972. Liability as on the Balance Sheet date is provided based on actuarial valuation done by a certified actuary using projected unit credit method.

|                    |   |
|--------------------|---|
| Pay as you go risk | For unfunded schemes, financial planning could be difficult as the benefits payable will directly affect the revenue and this could be widely fluctuating from year to year. Moreover there may be an opportunity cost of better investment returns affecting adversely the cost of the scheme. |
| Salary risk        | The present value of the defined benefit liability is calculated by reference to the future salaries of plan participants. As such, an increase in salary of the plan participants will increase the plan's liability.  |
| Investment risk    | The present value of the defined benefit liability is calculated using a discount rate which is determined by reference to market yields at the end of the reporting period on government bonds.  |
| Longevity risk     | The present value of the defined benefit liability is calculated by reference to the best estimate of the mortality plan of the participants both during and after their employment. An increase in the life expectancy of the plan participants will increase the plan's liability.            |

## Notes to standalone financial statements for the year ended 31<sup>st</sup> March, 2024

The following tables summarise the components of defined benefit expense recognised in the Statement of profit and loss/OCI and amounts recognised in the Balance sheet for the respective plan:

|  | ₹ lakhs                                    |  |
|--|--|--|
|  | Year ended<br>31 <sup>st</sup> March, 2024 | Year ended<br>31 <sup>st</sup> March, 2023 |
| <b>(i) Change in projected benefit obligation</b>                      |  |  |
| Projected benefit obligation at the beginning of the year              | 28.18                                      | 25.16                                      |
| Current service costs  | 1.36                                       | 1.13                                       |
| Interest costs   | 2.11                                       | 1.84                                       |
| Benefit Paid *   | (15.44)                                    | -  |
| Actuarial (gain)/loss arising from changes in financial assumption     | 0.41                                       | (0.16)                                     |
| Actuarial (gain)/loss arising from changes in demographic assumption   | -  | -  |
| Actuarial (gain)/loss arising from experience adjustments              | 0.94                                       | 0.21                                       |
| <b>Benefit obligation at the end of the year</b>                       | <b>17.56</b>                               | <b>28.18</b>                               |
| *Net of received from the group company                                |  |  |
| <b>(ii) Bifurcation of Present value of Benefit Obligation</b>         |  |  |
| Current - Amount due within one year                                   | 5.42                                       | 14.65                                      |
| Non Current - Amount due after one year                                | 12.14                                      | 13.53                                      |
| <b>Benefit obligation at the end of the year</b>                       | <b>17.56</b>                               | <b>28.18</b>                               |
| <b>(iii) Expenses charged to the Statement of profit and loss</b>      |  |  |
| - Current service costs  | 1.36                                       | 1.13                                       |
| - Interest costs   | 2.11                                       | 1.84                                       |
|  | <b>3.47</b>                                | <b>2.97</b>                                |
| <b>(iv) Remeasurement (gains)/losses in other comprehensive income</b> |  |  |
| Actuarial (gains)/losses arising from change in financial assumption   | 0.41                                       | (0.16)                                     |
| Actuarial (gains)/losses arising from change in demographic assumption | -  | -  |
| Actuarial (gains)/losses arising from experience adjustments           | 0.94                                       | 0.21                                       |
|  | <b>1.35</b>                                | <b>0.05</b>                                |
| <b>(v) Key actuarial assumptions</b>                                   |  |  |
| Discount rate  | 7.20%                                      | 7.50%                                      |
| Salary growth rate   | 8.00%                                      | 8.00%                                      |
| Retirement age   | 58 years                                   | 58 years                                   |
|  | <b>As at</b>                               | <b>As at</b>                               |
|  | <b>31<sup>st</sup> March, 2024</b>         | <b>31<sup>st</sup> March, 2023</b>         |
| <b>Mortality rate:</b>   |  |  |
| Less than 30 years   | 2%   | 2%   |
| 31-44 years  | 2%   | 2%   |
| 45 years and above   | 2%   | 2%   |

**Notes to standalone financial statements for the year ended 31<sup>st</sup> March, 2024**
**(vi) Sensitivity analysis**

A quantitative sensitivity analysis for significant assumption is as shown below:

| Particulars                     | Year ended<br>31 <sup>st</sup> March, 2024 | Year ended<br>31 <sup>st</sup> March, 2023 |
|---------------------------------|--|--|
| DBO with discount rate + 1%     | (1.28)                                     | (0.81)                                     |
| DBO with discount rate - 1%     | 1.51                                       | 0.91                                       |
| DBO with + 1% salary escalation | 1.49                                       | 0.90                                       |
| DBO with - 1% salary escalation | (1.29)                                     | (0.81)                                     |
| DBO with + 1% withdrawal rate   | (0.09)                                     | (0.03)                                     |
| DBO with - 1% withdrawal rate   | 0.10                                       | 0.03                                       |

**Methods and assumptions used in preparing sensitivity analysis and their limitations:**

The sensitivity analysis presented above may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated. Furthermore, in presenting the above sensitivity analysis, the present value of the defined benefit obligation has been calculated using the projected unit credit method at the end of the reporting period, which is the same as that applied in calculating the defined benefit obligation liability recognised in the Balance Sheet.

|   |      |      |
|---|------|------|
| <b>(vii) Expected Company Contribution in next year</b> | 1.36 | 1.13 |
|---|------|------|

**(viii) Maturity analysis of the benefit payments:**

Expected benefits payments for each such plans over the years is given in the table below:

| Particulars  | As at<br>31 <sup>st</sup> March, 2024 | As at<br>31 <sup>st</sup> March, 2023 |
|--------------|---------------------------------------|---------------------------------------|
| Year 1       | 5.42                                  | 14.65                                 |
| Year 2       | 0.15                                  | 5.27                                  |
| Year 3       | 0.16                                  | 0.11                                  |
| Year 4       | 0.18                                  | 0.12                                  |
| Year 5       | 0.20                                  | 0.13                                  |
| Year 6 to 10 | 1.31                                  | 0.90                                  |

**(b) Compensated Absences**

| Particulars   | As at<br>31 <sup>st</sup> March, 2024 | As at<br>31 <sup>st</sup> March, 2023 |
|---|---------------------------------------|---------------------------------------|
| <b>Maturity profile</b>                             |                                       |                                       |
| Present value of unfunded obligation                | 6.84                                  | 6.95                                  |
| Expenses recognised in Statement of profit and loss | 1.33                                  | 0.49                                  |
| Discount rate (p.a)                                 | 7.20%                                 | 7.50%                                 |
| Salary escalation rate (p.a)                        | 8%                                    | 8%                                    |

**27 Related party disclosures**

Information on related party transactions as required by Ind AS 24, Related Party Disclosures, for the year ended 31<sup>st</sup> March, 2024

**Relationship**
**(i) Holding**

Swallow Associates LLP

**(ii) Subsidiaries of Company (Control exist)**

Instant Holdings Limited  
Sudarshan Electronics & T.V. Limited

**(iii) Enterprises over which KMP or relatives of KMP exercise control/significant influence**

KEC International Limited

Notes to standalone financial statements for the year ended 31<sup>st</sup> March, 2024

## (iv) Non-Executive Directors

| Key person                | Designation                     |
|---------------------------|---------------------------------|
| Ramesh Chandak            | Director                        |
| Hari Narain Singh Rajpoot | Director                        |
| Amarendra Nath Misra      | Director (till 30th June, 2022) |
| Hemendra Chimanlal Dalal  | Director                        |
| Prem Kapil                | Director                        |
| Abhay Vasant Nerurkar     | Director                        |
| Shweta Ratnakar Musale    | Director                        |
| Manish Jain               | Director                        |

## (v) Key Managerial Personnel ('KMP')

| Key person         | Designation                                       |
|--------------------|---|
| Paras Mal Rakhecha | Chief Financial Officer (till 29th February 2024) |
| Anand Rathi        | Chief Financial Officer (w.e.f 01st March 2024)   |
| Jiya Gangwani      | Company Secretary                                 |
| Arvind Dhumal      | Manager   |

## Transactions with related parties

| Name of the Party/Nature of Transaction | ₹ lakhs                                    |  |
|---|--|--|
|   | Year Ended<br>31 <sup>st</sup> March, 2024 | Year Ended<br>31 <sup>st</sup> March, 2023 |
| <b>Reimbursement of Expenses</b>        |  |  |
| Swallow Associates LLP                  | -  | 0.54                                       |
| <b>Rent Paid</b>                        |  |  |
| KEC International Limited               | 8.25                                       | 7.14                                       |
| <b>Key Managerial Personnel</b>         |  |  |
| Remuneration                            | 122.17                                     | 113.93                                     |
| Sitting fees (exclusive of GST)         | 2.11                                       | 1.90                                       |

All transactions with these related parties are priced on an arm's length basis.

**28 Disclosure as per clause 34(3), clause 53 (f) and Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended:**

## (a) Loans to Subsidiaries : Nil

## (b) Investments (numbers of shares) in the Company and its subsidiary:

| Name of the Company      | Investments by            | No. of shares held as on              |                                       |
|--------------------------|---------------------------|---------------------------------------|---------------------------------------|
|                          |                           | As at<br>31 <sup>st</sup> March, 2024 | As at<br>31 <sup>st</sup> March, 2023 |
| Instant Holdings Limited | Summit Securities Limited | 47,13,895                             | 47,13,895                             |



**Notes to standalone financial statements for the year ended 31<sup>st</sup> March, 2024**
**29 Fair value measurement**
**(a) Category wise classification of financial instruments**

₹ lakhs

| Particulars                       | Note | As at<br>31 <sup>st</sup> March, 2024 | As at<br>31 <sup>st</sup> March, 2023 |
|-----------------------------------|------|---------------------------------------|---------------------------------------|
| <b>A. Financial assets:</b>       |      |                                       |                                       |
| <b>Carried at cost</b>            |      |                                       |                                       |
| Cash and cash equivalents         | 3    | 43.53                                 | 751.20                                |
| Other Bank Balance                | 4    | 200.00                                | 601.00                                |
| Investments                       | 5    | 40,269.24                             | 40,269.24                             |
| Other financial assets            | 6    | 34.30                                 | 29.81                                 |
|                                   |      | <b>40,547.08</b>                      | <b>41,651.25</b>                      |
| <b>Carried at FVTPL</b>           |      |                                       |                                       |
| Investments                       | 5    | 10,762.10                             | 5,963.23                              |
|                                   |      | <b>10,762.10</b>                      | <b>5,963.23</b>                       |
| <b>Carried at FVTOCI</b>          |      |                                       |                                       |
| Investments in equity instruments | 5    | 3,82,014.62                           | 2,15,420.95                           |
|                                   |      | <b>3,82,014.62</b>                    | <b>2,15,420.95</b>                    |
|                                   |      | <b>4,33,323.80</b>                    | <b>2,63,035.43</b>                    |

**Disclosure with respects to Sale of Investment in Equity Instrument measured at Fair Value through Other Comprehensive Income during the reporting period:**

|  |             |             |
|--|-------------|-------------|
| (i) Reason for disposal of Investment                      | Diversified | Diversified |
| (ii) Fair Value of Investment at the date of derecognition | 0.04        | -           |
| (iii) Cumulative gain/loss on disposal                     | 0.00        | -           |

**B. Financial liabilities**
**Measured at cost**

|                             |   |              |              |
|-----------------------------|---|--------------|--------------|
| Other financial liabilities | 9 | 14.63        | 30.95        |
|                             |   | <b>14.63</b> | <b>30.95</b> |

**(b) Fair value hierarchy**
**The Group determines fair values of its financial instruments according to the following hierarchy:**

Level 1: Valuation based on quoted market price: Financial instruments with quoted prices for identical instruments in active markets that the Company can access at the measurement date.

Level 2: Valuation based on using observable inputs: Financial instruments with quoted prices for similar instruments in active markets or quoted prices for identical or similar instruments in inactive markets and financial instruments valued using models where all significant inputs are observable.

Level 3: Valuation technique with significant unobservable inputs: – financial instruments valued using valuation techniques where one or more significant inputs are unobservable.

₹ lakhs

| Particulars                                     | As at<br>31 <sup>st</sup> March, 2024 | As at<br>31 <sup>st</sup> March, 2023 |
|---|---------------------------------------|---------------------------------------|
| <b>Level 1 (Quoted prices in active market)</b> |                                       |                                       |
| <b>Financial assets measured at FVTOCI</b>      |                                       |                                       |
| Investments in quoted equity instruments        | 3,78,321.62                           | 2,13,667.21                           |
| <b>Financial assets measured at FVTPL</b>       |                                       |                                       |
| Investments in mutual funds                     | 8,683.12                              | 5,263.17                              |
| Investments in REIT                             | 119.01                                | -                                     |
| <b>Level 3 (Significant observable inputs)</b>  |                                       |                                       |
| <b>Financial assets measured at FVTOCI</b>      |                                       |                                       |
| Investments in unquoted equity instruments      | 3,693.00                              | 1,753.74                              |
| <b>Financial assets measured at FVTPL</b>       |                                       |                                       |
| Investments in alternate investment fund        | 1,959.96                              | 700.06                                |
|   | <b>3,92,776.72</b>                    | <b>2,21,384.18</b>                    |

Notes to standalone financial statements for the year ended 31<sup>st</sup> March, 2024

## Reconciliation of fair value of measurement categorised within level 3 of the value hierarchy

| Particulars                                | ₹ lakhs                               |                                       |
|--|---------------------------------------|---------------------------------------|
|  | As at<br>31 <sup>st</sup> March, 2024 | As at<br>31 <sup>st</sup> March, 2023 |
| <b>Opening Fair value</b>                  | 2,453.80                              | 2,095.28                              |
| Purchase/Sales of Financial Instruments    | 982.81                                | 240.00                                |
| Change in Fair value during the year - PL  | 277.10                                | (6.60)                                |
| Change in Fair value during the year - OCI | 1,939.26                              | 125.13                                |
| <b>Closing Fair value</b>                  | <b>5,652.96</b>                       | <b>2,453.80</b>                       |

## Financial Instruments measured at Fair value - Level III

| Type                                 | Valuation Technique  | Significant<br>Observable Input | Inter-relationship<br>between significant<br>unobservable<br>inputs and fair value<br>measurement |
|--------------------------------------|--|---------------------------------|---|
| Investment in unquoted equity shares | Adjusted NAV (Net Asset Value) method. Adjusted NAV method involves determination of fair values of asset/liability/ business based on its book value with appropriate relevant adjustments. | Not applicable                  | Not applicable  |
| Investment in Venture Capital Fund   | Investments in venture capital funds are valued by use of statement of accounts received from the investee parties.  | Not applicable                  | Not applicable  |

Note : There are no transfer between Level 1 and Level 2 during the year. There are no transfer into or put of Level 3.

## (c) Fair value of assets and liabilities measured at cost/amortised cost

The carrying amount of financial assets and financial liabilities measured at amortised cost are a reasonable approximation of their fair values since the Company does not anticipate that the carrying amount would be significantly different from the values that would be eventually received or settled. Management assessed that fair values of cash and cash equivalents, other bank balances, other financial assets and other financial liabilities approximate their carrying amounts of these instruments.

**Notes to standalone financial statements for the year ended 31<sup>st</sup> March, 2024**
**30 Maturity analysis of assets and liabilities**

| Particulars                          | ₹ lakhs                            |                    |                    |                                    |                    |                    |
|--------------------------------------|------------------------------------|--------------------|--------------------|------------------------------------|--------------------|--------------------|
|                                      | As at 31 <sup>st</sup> March, 2024 |                    |                    | As at 31 <sup>st</sup> March, 2023 |                    |                    |
|                                      | Within<br>12 months                | After<br>12 months | Total              | Within<br>12 months                | After<br>12 months | Total              |
| <b>ASSETS</b>                        |                                    |                    |                    |                                    |                    |                    |
| <b>Financial Assets</b>              |                                    |                    |                    |                                    |                    |                    |
| Cash and cash equivalents            | 43.53                              | -                  | 43.53              | 751.20                             | -                  | 751.20             |
| Other bank balances                  | 200.00                             | -                  | 200.00             | 601.00                             | -                  | 601.00             |
| Investments                          | -                                  | 4,33,045.96        | 4,33,045.96        | -                                  | 2,61,653.42        | 2,61,653.42        |
| Other financial assets               | 34.30                              | -                  | 34.30              | 29.81                              | -                  | 29.81              |
|                                      | <b>277.84</b>                      | <b>4,33,045.96</b> | <b>4,33,323.80</b> | <b>1,382.01</b>                    | <b>2,61,653.42</b> | <b>2,63,035.43</b> |
| <b>Non-financial Assets</b>          |                                    |                    |                    |                                    |                    |                    |
| Current tax assets (net)             | -                                  | -                  | -                  | -                                  | 13.98              | 13.98              |
| Property, plant and equipment        | -                                  | 2.93               | 2.93               | -                                  | 1.92               | 1.92               |
| Other non-financial assets           | -                                  | 39.47              | 39.47              | -                                  | 39.56              | 39.56              |
|                                      | -                                  | 42.40              | 42.40              | -                                  | 55.46              | 55.46              |
| <b>Total Assets</b>                  | <b>277.84</b>                      | <b>4,33,088.36</b> | <b>4,33,366.20</b> | <b>1,382.01</b>                    | <b>2,61,708.88</b> | <b>2,63,090.89</b> |
| <b>LIABILITIES</b>                   |                                    |                    |                    |                                    |                    |                    |
| <b>Financial Liabilities</b>         |                                    |                    |                    |                                    |                    |                    |
| Other financial liabilities          | 14.63                              | -                  | 14.63              | 30.95                              | -                  | 30.95              |
|                                      | <b>14.63</b>                       | -                  | <b>14.63</b>       | <b>30.95</b>                       | -                  | <b>30.95</b>       |
| <b>Non-Financial Liabilities</b>     |                                    |                    |                    |                                    |                    |                    |
| Provisions                           | -                                  | 24.40              | 24.40              | -                                  | 35.12              | 35.12              |
| Deferred tax liabilities (net)       | -                                  | 43,179.13          | 43,179.13          | -                                  | 23,353.25          | 23,353.25          |
| Other non-financial liabilities      | 0.81                               | 253.46             | 254.27             | 0.72                               | 253.46             | 254.18             |
|                                      | <b>0.81</b>                        | <b>43,457.00</b>   | <b>43,457.80</b>   | <b>0.72</b>                        | <b>23,641.83</b>   | <b>23,642.55</b>   |
| <b>Total liabilities</b>             | <b>15.44</b>                       | <b>43,457.00</b>   | <b>43,472.43</b>   | <b>31.67</b>                       | <b>23,641.83</b>   | <b>23,673.50</b>   |
| <b>Net Equity (Balancing Figure)</b> | <b>262.39</b>                      | <b>3,89,631.37</b> | <b>3,89,893.76</b> | <b>1,350.34</b>                    | <b>2,38,067.05</b> | <b>2,39,417.39</b> |
| <b>Total liabilities and equity</b>  | <b>277.84</b>                      | <b>4,33,088.36</b> | <b>4,33,366.20</b> | <b>1,382.01</b>                    | <b>2,61,708.88</b> | <b>2,63,090.89</b> |

**31 Disclosure pursuant to Ind-AS 7, Statement of Cash Flows :Changes in liabilities arising from financing activities - Nil**

**32 Financial risk management**

The Company is a Non-Deposit taking Non-Banking Financial Company registered with the Reserve Bank of India (the 'RBI') (classified as Middle Layer). On account of its business activities it is exposed to various financial risks associated with financial products such as credit or default risk, market risk, interest rate risk, liquidity risk and inflationary risk. However, the Company has a robust financial risk management system in place to identify, evaluate, manage and mitigate various risks associated with its financial products to ensure that desired financial objectives are met. The Company's senior management is responsible for establishing and monitoring the risk management framework within its overall risk management objectives and strategies. Such risk management strategies and objectives are established to identify and analyse potential risks faced by the Company, set and monitor appropriate risk limits and controls, periodically review the changes in market conditions and assess risk management performance.

## Notes to standalone financial statements for the year ended 31<sup>st</sup> March, 2024

### (a) Credit risk

This risk is common to all investors who invest in bonds and debt instruments and it refers to a situation where a particular bond issuer is unable to make the expected principal payments, interest rate payments, or both. Similarly, a lender bears the risk that the borrower may default in the payment of contractual interest or principal on its debt obligations, or both. The entity continuously monitors defaults of customers and other counterparties and incorporates this information into its credit risk controls.

#### Financial instruments

Risk concentration is minimized by investing in highly rated, investment grade bonds and debt instruments, which has the least risk of default. The Company lends to borrowers with a good credit score and generally most of the lending is secured against assets pledged by the borrower in favour of the Company. These investments and loans are reviewed by the Board of Directors on a regular basis.

### (b) Market risk:

Market risk is a form of systematic risk associated with the day-to-day fluctuation in the market prices of shares and securities and such market risk affects all securities and investors in the same manner. These daily price fluctuations follows its own broad trends and cycles and are more news and transaction driven rather than fundamentals and many a times, it may affect the returns from an investment. Market risks majorly comprises of two types - interest rate risk and other price risk, such as equity price risk and commodity risk. Financial instruments affected by market risks include borrowings and investments.

#### (i) Price risk

Price risk is the risk that the fair value of a financial instrument will fluctuate due to changes in market traded price. It arises from financial assets such as investments in equity instruments, bonds, mutual funds etc. The Company is exposed to price risk arising mainly from investments carried at fair value through FVTPL or FVTOCI which are valued using quoted prices in active markets (level 1 investments). A sensitivity analysis demonstrating the impact of change in market prices of these instruments from the prices existing as at the reporting date is given below:

| Particulars  | ₹ lakhs                      |                              |
|--|------------------------------|------------------------------|
|  | Carrying value as at         |                              |
|  | 31 <sup>st</sup> March, 2024 | 31 <sup>st</sup> March, 2023 |
| Investments carried at FVTPL or FVTOCI valued using quoted prices in active market | 3,87,123.76                  | 2,18,930.38                  |

| Particulars  | Sensitivity analysis on total comprehensive income upon fluctuation of market prices |                 |
|--|--|-----------------|
|  | Increase by 10%  | Decrease by 10% |
|  | Impact on total comprehensive income for year ended 31 <sup>st</sup> March, 2024     | 38,712.38       |
| Impact on total comprehensive income for year ended 31 <sup>st</sup> March, 2023 | 21,893.04  | (21,893.04)     |

#### (ii) Interest Rate Risk

Risk of exposure to interest rate risk is not material.

### (c) Liquidity risk:

Liquidity refers to the readiness of the Company to sell and realise its financial assets. Liquidity risk is one of the most critical risk factors for Companies which is into the business of investments in shares and securities. It is the risk of not being able to realise the true price of a financial asset, or is not being able to sell the financial asset at all because of non-availability of buyers. Unwillingness to lend or restricted lending by Banks and Financial Institutions may also lead to liquidity concerns for the entities.

The Company maintains a well-diversified portfolio of investments in shares and securities which are saleable at any given point of time. A dedicated team of market experts are monitoring the markets on a continuous basis, which advises the management for timely purchase or sale of securities. The Company is currently having a mix of both short-term and long-term investments. The management ensures to manage its cash flows and asset liability patterns to ensure that the financial obligations are satisfied in timely manner.

**Notes to standalone financial statements for the year ended 31<sup>st</sup> March, 2024**

The following table shows the remaining contractual maturities of financial liabilities at the reporting date. The amounts reported are on gross and undiscounted basis.

| Particulars                              |                  |                      |              | ₹ lakhs      |
|--|------------------|----------------------|--------------|--------------|
|  | Less than 1 year | Between 1 to 5 years | Over 5 years | Total        |
| <b>As at 31<sup>st</sup> March, 2024</b> |                  |                      |              |              |
| Other financial liabilities              | 14.63            | -                    | -            | 14.63        |
|  | <b>14.63</b>     | -                    | -            | <b>14.63</b> |
| <b>As at 31<sup>st</sup> March, 2023</b> |                  |                      |              |              |
| Other financial liabilities              | 30.95            | -                    | -            | 30.95        |
|  | <b>30.95</b>     | -                    | -            | <b>30.95</b> |

For disclosures pursuant to master direction - RBI (NBFC scale based regulation) Direction 2023, Annex VI dated 19th October 2023 that enables the market participants to make an informed judgment about the soundness of its liquidity risk management framework and liquidity position, refer note no 35.

**33 Capital management**

For the purpose of Company's capital management, capital includes issued equity share capital, other equity reserves and borrowed capital less cash and cash equivalents. The primary objective of capital management is to maintain an efficient capital structure to reduce the cost of capital, support corporate expansion strategies and to maximize shareholder's value.

The entity manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the entity may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The entity monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The entity's policy is to keep an optimum gearing ratio. The entity includes within net debt, interest bearing loans and borrowings less cash and cash equivalents.

Following table summarizes the capital structure of the Company.

| Particulars   | ₹ lakhs                               |                                       |
|---|---------------------------------------|---------------------------------------|
|   | As at<br>31 <sup>st</sup> March, 2024 | As at<br>31 <sup>st</sup> March, 2023 |
| Borrowings  | -                                     | -                                     |
| Less: Cash and cash equivalents (including other bank balances) | 243.53                                | 1,352.20                              |
| <b>Adjusted net debt</b>  | <b>(243.53)</b>                       | <b>(1,352.20)</b>                     |
| Total equity (*)  | 3,89,891.12                           | 2,39,417.39                           |
| <b>Net debt to equity ratio</b>                                 | <b>(0.00)</b>                         | <b>(0.01)</b>                         |

(\*) Equity includes capital and all reserves of the Company that are managed as capital.

**Regulatory Capital**

| Particulars                       | ₹ lakhs                               |                                       |
|-----------------------------------|---------------------------------------|---------------------------------------|
|                                   | As at<br>31 <sup>st</sup> March, 2024 | As at<br>31 <sup>st</sup> March, 2023 |
| Tier I Capital                    | 14,756.30                             | 12,154.53                             |
| Tier II Capital                   | -                                     | -                                     |
|                                   | <b>14,756.30</b>                      | <b>12,154.53</b>                      |
| <b>Risk Weighted Assets (RWA)</b> | <b>14,374.17</b>                      | <b>10,692.06</b>                      |
| Tier I CRAR                       | 102.66%                               | 113.68%                               |
| Tier II CRAR                      | -                                     | -                                     |
|                                   | <b>102.66%</b>                        | <b>113.68%</b>                        |



Notes to standalone financial statements for the year ended 31<sup>st</sup> March, 2024

34. Disclosures as required by the Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023 issued by the Reserve Bank of India (“RBI”) vide their Notification No. RBI/DoR/2023-24/106 DoR.FIN.REC.No.45/03.10.119/2023-24 dated October 19, 2023 (the “Notification”), as updated from time to time.

₹ lakhs

|   | As at<br>31 <sup>st</sup> March, 2024 | As at<br>31 <sup>st</sup> March, 2023 |
|---|---------------------------------------|---------------------------------------|
| <b>1 Capital</b>  |                                       |                                       |
| Capital to Risk/Weighted Assets Ratio (CRAR) (%)                          | 102.66%                               | 113.68%                               |
| CRAR-Tier I Capital (%)   | 102.66%                               | 113.68%                               |
| CRAR-Tier II Capital (%)  | 0.00%                                 | 0.00%                                 |
| Amount of subordinated debt raised as Tier II capital                     | -                                     | -                                     |
| Amount raised by issue of Perpetual Debt instruments                      | -                                     | -                                     |
| Amount raised by issue of Perpetual Debt instruments                      | -                                     | -                                     |
|   |                                       | ₹ lakhs                               |
| <b>2 Investments</b>  | As at<br>31 <sup>st</sup> March, 2024 | As at<br>31 <sup>st</sup> March, 2023 |
| <b>A. Value of investments</b>  |                                       |                                       |
| <b>Gross value of investments:</b>  |                                       |                                       |
| a) In India   | 4,33,045.96                           | 2,61,653.42                           |
| b) Outside India  | -                                     | -                                     |
| <b>Provisions for depreciation:</b>                                       |                                       |                                       |
| a) In India   | -                                     | -                                     |
| b) Outside India  | -                                     | -                                     |
| <b>Net value of investments</b>   |                                       |                                       |
| a) In India   | 4,33,045.96                           | 2,61,653.42                           |
| b) Outside India  | -                                     | -                                     |
| <b>B. Movement of provisions held towards depreciation on investments</b> |                                       |                                       |
| Opening balance   | -                                     | -                                     |
| Add: Provisions made during the year                                      | -                                     | -                                     |
| Less: Write-off/Write-back of excess provisions during the year           | -                                     | -                                     |
| Closing Balance   | -                                     | -                                     |

**3 Derivatives**

The Company does not have any derivatives exposure in the current and previous years.

**4 Asset liability management**

Disclosures relating to maturity pattern of certain items of assets and liabilities are given in note 37.

**5 Exposures****A) Exposure to real estate sector****Category**

## a) Direct exposure

i) **Residential mortgages-**

Lending fully secured by mortgages on residential property that is or will be occupied by the borrower or that is rented

-

-

ii) **Commercial real estate**

Lending secured by mortgages on commercial real estates (office buildings, retail space, multi-purpose commercial premises, multi-family residential buildings, multi-tenanted commercial premises, industrial or warehouse space, hotels, land acquisition, development and construction, etc.). Exposure would also include non-fund based limits

-

-

**Notes to standalone financial statements for the year ended 31<sup>st</sup> March, 2024**

|   |          |          |
|---|----------|----------|
| iii) Investments in Mortgage Backed Securities (MBS) and other securitized exposures -          |          |          |
| a) Residential  | -        | -        |
| b) Commercial real estate   | -        | -        |
| b) Indirect exposure  |          |          |
| Fund based and non-fund-based exposures on National Housing Bank and Housing Finance Companies. | -        | -        |
| <b>Total exposure to real estate sector</b>   | <b>-</b> | <b>-</b> |

|  | As at<br>31 <sup>st</sup> March, 2024 | As at<br>31 <sup>st</sup> March, 2023 |
|--|---------------------------------------|---------------------------------------|
| <b>B) Exposure to capital market</b>   |                                       |                                       |
| i) Direct investment in equity shares, convertible bonds, convertible debentures and units of equity-oriented mutual funds the corpus of which is not exclusively invested in corporate debt;  | 3,85,505.79                           | 2,18,930.38                           |
| ii) Advances against shares / bonds / debentures or other securities or on clean basis to individuals for investment in shares (including IPOs / ESOPs), convertible bonds, convertible debentures, and units of equity-oriented mutual funds;   | -                                     | -                                     |
| iii) Advances for any other purposes where shares or convertible bonds or convertible debentures or units of equity oriented mutual funds are taken as primary security;   | -                                     | -                                     |
| iv) Advances for any other purposes to the extent secured by the collateral security of shares or convertible bonds or convertible debentures or units of equity oriented mutual funds i.e. where the primary security other than shares / convertible bonds / convertible debentures / units of equity oriented mutual funds does not fully cover the advances; | -                                     | -                                     |
| v) Secured and unsecured advances to stockbrokers and guarantees issued on behalf of stockbrokers and market makers;   | -                                     | -                                     |
| vi) Loans sanctioned to corporates against the security of shares / bonds / debentures or other securities or on clean basis for meeting promoter's contribution to the equity of new companies in anticipation of raising resources;  | -                                     | -                                     |
| vii) Bridge loans to companies against expected equity flows / issues;   | -                                     | -                                     |
| viii) Underwriting commitments taken up by the NBFCs in respect of primary issue of shares or convertible bonds or convertible debentures or units of equity oriented mutual funds   | -                                     | -                                     |
| ix) Financing to stockbrokers for margin trading   | -                                     | -                                     |
| x) All exposures to Alternative Investment Funds : Category II & category III  | 1,959.96                              | 700.06                                |
| <b>Total exposure to capital market</b>  | <b>3,87,465.75</b>                    | <b>2,19,630.44</b>                    |

**C) Details of financing of parent Company products**

No disclosures required.

**D) Details of Single Borrower Limit (SBL)/Group Borrower Limit (GBL) exceeded by the NBFC**

There are no instances of exceeding the single and group borrowing limit by the Company during the current and previous year.

**E) Unsecured Advances**

The Company does not have any unsecured advances for which intangible securities such as charge over rights, license, authority, etc. has been taken.

Notes to standalone financial statements for the year ended 31<sup>st</sup> March, 2024

## 6 Miscellaneous

**A) Registration obtained from other financial sector regulators**

The Company does not have any registrations obtained from other financial sector regulators.

**B) Disclosure of Penalties imposed by RBI and other regulators**

There have been no penalties imposed on the Company by RBI or other financial sector regulators during the current and previous year.

**C) Related Party Transaction**

Refer note 27

**D) Ratings assigned by credit rating agencies and migration of ratings during the year**

The Company has not obtained credit ratings from any agencies during the year.

**E) Remuneration of Directors**

Details relating to remuneration of directors are disclosed in note 27.

**F) Management**

Details relating to management discussion and analysis forms part of the annual report.

**G) Net Profit or Loss for the period, prior period items and changes in accounting policies**

There are no prior period items and changes in accounting policies during the year.

**H) Revenue Recognition**

There are no circumstances in which revenue recognition has been postponed.

**I) Consolidated Financial Statements (CFS)**

There are no subsidiaries which are not consolidated.

₹ lakhs

|  | Year ended<br>31 <sup>st</sup> March, 2024 | Year ended<br>31 <sup>st</sup> March, 2023 |
|--|--|--|
|--|--|--|

## 7 Additional Disclosures

**A) Provisions and Contingencies****Break up of 'Provisions and Contingencies' shown under the head Expenditure in Statement of Profit and Loss**

|   |        |        |
|---|--------|--------|
| Provisions for depreciation on Investment | -      | -      |
| Provision towards NPA                     | -      | -      |
| Provision made towards Income tax         | 787.00 | 414.00 |
| Other provision and contingencies         | 4.80   | 3.45   |
| Provision for standard assets             | -      | -      |

**B) Draw Down from Reserves**

There have been no instances of draw down from reserves by the Company during the current and previous year.

|  | As at<br>31 <sup>st</sup> March, 2024 | As at<br>31 <sup>st</sup> March, 2023 |
|--|---------------------------------------|---------------------------------------|
|--|---------------------------------------|---------------------------------------|

**C) Concentration of Deposits, Advances, Exposures and NPAs****a) Concentration of Deposits**

|   |       |       |
|---|-------|-------|
| Total Deposit to twenty largest borrowers                           | -     | -     |
| Percentage of deposit to twenty largest borrowers to Total Advances | 0.00% | 0.00% |

**b) Concentration of Advances**

|  |       |       |
|--|-------|-------|
| Total Advances to twenty largest borrowers                           | -     | -     |
| Percentage of Advances to twenty largest borrowers to Total Advances | 0.00% | 0.00% |

**c) Concentration of Exposures**

|  |   |   |
|--|---|---|
| Total exposure to twenty largest borrowers/customers   | - | - |
| Percentage of exposures to twenty largest borrowers / customers to Total Exposure of the NBFC on borrowers/customers | - | - |

**Notes to standalone financial statements for the year ended 31<sup>st</sup> March, 2024**
**d) Concentration of NPAs**

Total exposure to top four NPA accounts - -

**e) Sector-wise NPAs**

|                                 | <b>Percentage of NPAs to Total Advances in that sector</b> |   |
|---------------------------------|--|---|
| Agriculture & allied activities | -  | - |
| MSME                            | -  | - |
| Corporate borrowers             | -  | - |
| Services                        | -  | - |
| Unsecured personal loans        | -  | - |
| Auto loans                      | -  | - |
| Other personal loans            | -  | - |

**f) Movement of NPAs**

|   | <b>As at<br/>31<sup>st</sup> March, 2024</b> | <b>As at<br/>31<sup>st</sup> March, 2023</b> |
|---|--|--|
| i) Net NPAs to Net Advances (%)   | 0.00%  | 0.00%  |
| ii) Movement of NPAs (Gross)  |  |  |
| a) Opening Balance  | -  | -  |
| b) Additions during the year  | -  | -  |
| c) Reductions during the year   | -  | -  |
| d) Closing balance  | -  | -  |
| iii) Movement of Net NPAs   |  |  |
| a) Opening Balance  | -  | -  |
| b) Additions during the year  | -  | -  |
| c) Reductions during the year   | -  | -  |
| d) Closing balance  | -  | -  |
| iv) Movement of provisions for NPAs (excluding provisions on standard assets) |  |  |
| a) Opening Balance  | -  | -  |
| b) Provisions made during the year  | -  | -  |
| c) Write-off/write-back of excess provisions                                  | -  | -  |
| d) Closing balance  | -  | -  |

**g) Overseas Assets (for those with Joint Ventures and Subsidiaries abroad)**

The Company did not have any overseas assets during the current and previous year.

**h) Off-balance sheet SPVs sponsored (which are required to be consolidated as per accounting norms)**

The Company did not sponsor any SPVs during the current and previous year.

**8 Disclosure of customer complaints**

- a) No. of complaints pending at the beginning of the year
- b) No. of complaints received during the year
- c) No. of complaints redressed during the year
- d) No. of complaints pending at the end of the year

**Note:**

- (a) Amounts for the current year and comparative years included above are based on the restated financial statements prepared under Ind AS.

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**9 Corporate Governance (refer Corporate Governance section in the annual report)**


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**10 Breach of covenant**

During the year ended March 31, 2024 and March 31, 2023 there is no breach of covenant.

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**11 Divergence in asset classification and provisioning**

During the year ended March 31, 2024 and March 31, 2023 no divergence in asset classification and provisioning has been reported.

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Notes to standalone financial statements for the year ended 31<sup>st</sup> March, 2024

## 12 Schedule to the Balance Sheet of a NBFC:

₹ lakhs

| Particulars      |  | As at 31st March, 2024    |                       |
|------------------|--|---------------------------|-----------------------|
| Liabilities side |  |                           |                       |
| <b>i</b>         | <b>Loans and advances availed by the non-banking financial Company inclusive of interest accrued thereon but not paid:</b> | <b>Amount outstanding</b> | <b>Amount overdue</b> |
| (a)              | Debtentures : Secured  | -                         | -                     |
|                  | : Unsecured  | -                         | -                     |
|                  | (other than falling within the meaning of public deposits*)  | -                         | -                     |
| (b)              | Deferred Credits   | -                         | -                     |
| (c)              | Term Loans   | -                         | -                     |
| (d)              | Inter-corporate loans and borrowing  | -                         | -                     |
| (e)              | Commercial Paper   | -                         | -                     |
| (f)              | Public Deposits  | -                         | -                     |
| (g)              | Other Loans  | -                         | -                     |
| <b>ii</b>        | <b>Break-up of (1)(f) above (Outstanding public deposits inclusive of interest accrued thereon but not paid):</b>          | -                         | -                     |
| (a)              | In the form of Unsecured debtentures   | -                         | -                     |
| (b)              | In the form of partly secured debtentures i.e. debtentures where there is a shortfall in the value of security             | -                         | -                     |
| (c)              | Other public deposits  | -                         | -                     |
|                  | <b>Assets side:</b>  | <b>Amount outstanding</b> |                       |
| <b>iii</b>       | <b>Break-up of Loans and Advances including bills receivables [other than those included in (4) below]:</b>                |                           |                       |
| (a)              | Secured  |                           | -                     |
| (b)              | Unsecured  |                           | -                     |
| <b>iv</b>        | <b>Break-up of Leased Assets and stock on hire and Other assets counting towards AFC activities:</b>                       |                           |                       |
| (i)              | Lease assets including lease rentals under sundry debtors :  |                           |                       |
| (a)              | Financial lease  |                           | -                     |
| (b)              | Operating lease  |                           | -                     |
| (ii)             | Stock on hire including hire charges under sundry debtors:   |                           |                       |
| (a)              | Assets on hire   |                           | -                     |
| (b)              | Repossessed Assets   |                           | -                     |
| (iii)            | Other loans counting towards AFC activities  |                           |                       |
| (a)              | Loans where assets have been repossessed   |                           | -                     |
| (b)              | Loans other than (a) above   |                           | -                     |
| <b>v</b>         | <b>Break-up of Investments:</b>  |                           |                       |
|                  | Current Investments:   |                           |                       |
| 1                | Quoted:  |                           |                       |
| (i)              | Share: (a) Equity  |                           | -                     |
|                  | (b) Preference   |                           | -                     |
| (ii)             | Debtentures and Bonds  |                           | -                     |
| (iii)            | Units of mutual funds  |                           | -                     |
| (iv)             | Government Securities  |                           | -                     |
| (v)              | Others (please specify)  |                           | -                     |
| 2                | Unquoted:  |                           |                       |
| (i)              | Share: (a) Equity  |                           | -                     |
|                  | (b) Preference   |                           | -                     |
| (ii)             | Debtentures and Bonds  |                           | -                     |
| (iii)            | Units of mutual funds  |                           | -                     |
| (iv)             | Government Securities  |                           | -                     |
| (v)              | Others   |                           | -                     |



**Notes to standalone financial statements for the year ended 31<sup>st</sup> March, 2024**

|      |   |  |   |              |
|------|---|--|---|--------------|
|      | Long Term Investments:  |  |   |              |
|      | 1 Quoted:   |  |   |              |
|      | (i) Share: (a) Equity   |  | 3,78,321.62                                   |              |
|      | (b) Preference  |  | -   |              |
|      | (ii) Debentures and Bonds   |  | -   |              |
|      | (iii) Units of mutual funds   |  | 8,683.12                                      |              |
|      | (iv) Government Securities  |  | -   |              |
|      | (v) Others  |  | 119.01  |              |
|      | 2 Unquoted :  |  |   |              |
|      | (i) Share: (a) Equity   |  | 43,962.24                                     |              |
|      | (b) Preference  |  | -   |              |
|      | (ii) Debentures and Bonds   |  | -   |              |
|      | (iii) Units of mutual funds   |  | -   |              |
|      | (iv) Government Securities  |  | -   |              |
|      | (v) Others  |  | 1,959.96                                      |              |
| vi   | <b>Borrower group-wise classification of assets financed as in (3) and (4) above:</b>   |  |   |              |
|      | <b>Category</b>   | <b>Amount net of provisions</b>                            |   |              |
|      |   | <b>Secured</b>   | <b>Unsecured</b>                              | <b>Total</b> |
|      | 1 Related Parties **  | -  | -   | -            |
|      | (a) Subsidiaries & Step Down Subsidiaries   | -  | -   | -            |
|      | (b) Companies in the same group   | -  | -   | -            |
|      | (c) Other related parties   | -  | -   | -            |
|      | 2 Other than related parties  | -  | -   | -            |
|      | <b>Total</b>  | -  | -   | -            |
| vii  | <b>Investor group-wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted):</b> |  |   |              |
|      |   | <b>Market Value/<br/>Break-up or fair<br/>value or NAV</b> | <b>Book Value<br/>(Net of<br/>Provisions)</b> |              |
|      | 1 Related Parties   |  |   |              |
|      | (a) Subsidiaries #  | 40,269.24  | 40,269.24                                     |              |
|      | (b) Companies in the same group   | 3,82,014.64  | 13,322.05                                     |              |
|      | (c) Other related parties   | -  | -   |              |
|      | 2 Other than related parties  | 10,762.11  | 7,984.23                                      |              |
|      | <b>Total</b>  | <b>4,33,045.99</b>   | <b>61,575.52</b>                              |              |
|      | # Consider at Cost  |  |   |              |
|      | **As per Accounting Standard of ICAI  |  |   |              |
| viii | <b>Particulars</b>  | <b>Amount</b>  |   |              |
|      | (i) Gross Non-Performing Assets   |  |   |              |
|      | (a) Related parties   | -  | -   |              |
|      | (b) Other than related parties  | -  | -   |              |
|      | (ii) Net Non-Performing Assets  |  |   |              |
|      | (a) Related parties   | -  | -   |              |
|      | (b) Other than related parties  | -  | -   |              |
|      | (iii) Assets acquired in satisfaction of debt   | -  | -   |              |

13 Restructured accounts for the year ended March 31, 2024: Not applicable

14 Provision under prudential norms of income recognition, asset classification and provisioning (IRACP) as at March 31,2024: Not applicable

15 Liquidity Risk Management: Refer Note no. 32(c). Liquidity Risk

## Notes to standalone financial statements for the year ended 31<sup>st</sup> March, 2024

35 Disclosures pursuant to master direction - RBI (NBFC scale based regulation) Direction 2023, Annex VI dated 19th October 2023 have been given below:

- (i) Funding Concentration based on significant counterparty on borrowings : Not applicable
- (ii) Top 20 large deposits (amount in ₹ lakhs and % of total deposits) - Not applicable
- (iii) Top 10 borrowings - Not applicable

**(iv) Funding Concentration based on significant instrument / product**

| Name of the instrument/product          | As on 31 <sup>st</sup> March 2024 |                        | As on 31 <sup>st</sup> March 2023 |                        |
|---|-----------------------------------|------------------------|-----------------------------------|------------------------|
|   | Amount                            | % of total liabilities | Amount                            | % of total liabilities |
| Debt securities                         | Not applicable                    | Not applicable         | Not applicable                    | Not applicable         |
| Borrowings (other than debt securities) | Not applicable                    | Not applicable         | Not applicable                    | Not applicable         |
| Other Financial Liabilities             | 14.63                             | 0.03%                  | 30.95                             | 0.13%                  |

₹ lakhs

**Note:**

Other Financial liabilities has been computed as total assets less equity share capital less reserve & surplus and computed basis extant regulatory ALM guidelines.

**(V) Stock ratios in percentage**

|   | As on 31 <sup>st</sup> March, 2024 | As on 31 <sup>st</sup> March, 2023 |
|---|------------------------------------|------------------------------------|
| 1. Commercial papers as a % of total liabilities  | Not Applicable                     | Not Applicable                     |
| 2. Commercial papers as a % of total assets   | Not Applicable                     | Not Applicable                     |
| 3. Commercial papers as a % of public fund  | Not Applicable                     | Not Applicable                     |
| 4. Non-convertible debentures (original maturity of less than one year) as a % of total liabilities | Not Applicable                     | Not Applicable                     |
| 5. Non-convertible debentures (original maturity of less than one year) as a % of total assets      | Not Applicable                     | Not Applicable                     |
| 6. Non-convertible debentures (original maturity of less than one year) as a % of public fund       | Not Applicable                     | Not Applicable                     |
| 7. Other short-term liabilities as a % of total liabilities   | 0.03%                              | 0.13%                              |
| 8. Other short-term liabilities as a % of total assets  | 0.00%                              | 0.01%                              |
| 9. Other short-term liabilities as a % of public fund   | Not Applicable                     | Not Applicable                     |

**(vi) Liquidity Coverage Ratio**

Nil

Nil

**(vii) Institutional set-up for Liquidity Risk Management**

The Board of Directors of the Company has an overall responsibility and oversight for the management of all the risks, including liquidity risk, to which the Company is exposed to in the course of conducting its business. The Board approves the governance structure, policies, strategy and the risk limits for the management of liquidity risk. The Board of Directors approves the constitution of the Risk Management Committee (RMC) for the effective supervision, evaluation, monitoring and review of various aspects and types of risks, including liquidity risk, faced by the Company. The meetings of RMC are held at quarterly interval. Further, the Board of Directors also approves constitution of Asset Liability Committee (ALCO), which functions as the strategic decision-making body for the asset-liability management of the Company from risk-return perspective and within the risk appetite and guard-rails approved by the Board. The main objective of ALCO is to assist the Board and RMC in effective discharge of the responsibilities of asset liability management, market risk management, liquidity and interest rate risk management and also to ensure adherence to risk tolerance/limits set up by the Board. ALCO provides guidance and directions in terms of interest rate, liquidity, funding sources, and investment of surplus funds. ALCO meetings are held once in a Quarterly or more frequently as warranted from time to time. The minutes of ALCO meetings are placed before the RMC and the Board of Directors in its next meeting for its perusal/ approval/ ratification

**Note 36: Disclosures pursuant to Reserve Bank of India notification no. DOR(NBFC).CC.PD.No.109/22.10.106/2019-20 dated 13 March 2020 on implementation of IndAS by Non-Banking Financial Companies: Nil.**

**Notes to standalone financial statements for the year ended 31<sup>st</sup> March, 2024**

37 Additional disclosures pursuant to the RBI guidelines and notifications: (continued)

**Asset liability management**

**Maturity pattern of assets and liability as on 31<sup>st</sup> March, 2024**

| Particulars                  | ₹ lakhs     |              |                  |              |              |              |               |             |             |              |             |
|------------------------------|-------------|--------------|------------------|--------------|--------------|--------------|---------------|-------------|-------------|--------------|-------------|
|                              | 1 to 7 days | 8 to 14 days | 15 to 30/31 days | 1 - 2 months | 2 - 3 months | 3 - 6 months | 6 - 12 months | 1 - 3 years | 3 - 5 years | Over 5 years | Total       |
| Deposits                     | -           | -            | -                | -            | -            | -            | -             | -           | -           | -            | -           |
| Advances                     | -           | -            | -                | -            | -            | -            | -             | -           | -           | -            | -           |
| Investments                  | -           | -            | -                | -            | -            | -            | -             | 8,683.12    | 2,078.98    | 4,22,283.87  | 4,33,045.96 |
| Borrowings                   | -           | -            | -                | -            | -            | -            | -             | -           | -           | -            | -           |
| Foreign Currency assets      | -           | -            | -                | -            | -            | -            | -             | -           | -           | -            | -           |
| Foreign Currency liabilities | -           | -            | -                | -            | -            | -            | -             | -           | -           | -            | -           |

**Maturity pattern of assets and liability as on 31<sup>st</sup> March, 2023**

| Particulars                  | ₹ lakhs     |              |                  |              |              |              |               |             |             |              |             |
|------------------------------|-------------|--------------|------------------|--------------|--------------|--------------|---------------|-------------|-------------|--------------|-------------|
|                              | 1 to 7 days | 8 to 14 days | 15 to 30/31 days | 1 - 2 months | 2 - 3 months | 3 - 6 months | 6 - 12 months | 1 - 3 years | 3 - 5 years | Over 5 years | Total       |
| Deposits                     | -           | -            | -                | -            | -            | -            | -             | -           | -           | -            | -           |
| Advances                     | -           | -            | -                | -            | -            | -            | -             | -           | -           | -            | -           |
| Investments                  | -           | -            | -                | -            | -            | -            | -             | 5,263.17    | 1,753.74    | 2,54,636.52  | 2,61,653.42 |
| Borrowings                   | -           | -            | -                | -            | -            | -            | -             | -           | -           | -            | -           |
| Foreign Currency assets      | -           | -            | -                | -            | -            | -            | -             | -           | -           | -            | -           |
| Foreign Currency liabilities | -           | -            | -                | -            | -            | -            | -             | -           | -           | -            | -           |

**Notes:**

- The above information has been considered as per the Asset Liability Management (ALM) Report compiled by the management and reviewed by the ALM Committee.

## Notes to standalone financial statements for the year ended 31<sup>st</sup> March, 2024

### 38 Additional Regulatory Information (to the extent applicable and reportable) :

- (i) (i) The Company has complied with the number of layers prescribed under clause (87) of Section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017.

#### (ii) Analytical Ratios:

| Ratio   | Numerator | Denominator | Current Period | Previous Period | % Variance | Reason for Variance |
|---|-----------|-------------|----------------|-----------------|------------|---------------------|
| Capital to risk-weighted assets ratio (CRAR)  | 14,756.30 | 14,374.17   | 102.66%        | 113.68%         | -9.69%     | NA                  |
| Tier I CRAR   | 14,756.30 | 14,374.17   | 102.66%        | 113.68%         | -9.69%     | NA                  |
| Tier II CRAR  | -         | -           | -              | -               | -          | NA                  |
| Liquidity Coverage Ratio ((Stock of High Quality Liquid Assets/Total Net Cash outflows over Next 30 calendar days)) | NA        | NA          | NA             | NA              | NA         | NA                  |

39. On 23rd April, 2024, the Company's wholly-owned subsidiary, Instant Holdings Limited (IHL) has entered into a MOU to sell its entire shareholding in its step-down subsidiary, Sudarshan Electronics and TV Limited (SETVL), inter alia to conclusion of a Share Purchase Agreement (SPA). The SPA has since been entered into, on 07th May, 2024. Post the aforesaid SPA, SETVL ceased to be a subsidiary of IHL and the Company.
40. Based on the information available with the Company and has been relied upon by the auditors, none of the suppliers have confirmed to be registered under "The Micro, Small and Medium Enterprises Development ('MSMED') Act, 2006". Accordingly, no disclosure relating to principal amounts unpaid as at the period ended 31st March, 2024 together with interest paid/payable are required to be furnished.
41. No significant adjusting event occurred between balance sheet date and the date of the approval of these standalone financial statements by the Board of Directors requiring adjustments on disclosures.

### 42 Segment reporting

As per the requirement of Ind AS 108, Operating Segments, based on evaluation of financial information for allocation of resources and assessing performance, the Group identified as single segments, i.e., holding and investing with focus on earning income through dividends, interest and gains from investments and operates in India. Accordingly, there are no separate reportable segments as per the Standard.

43. Amount shown as ₹ 0.00 represents amount below ₹ 5,000 (Rupees Five Thousand).
44. Figures of the previous year have been regrouped wherever necessary.

Signatures to Notes 1 to 44

As per our report attached

#### SHARP & TANNAN

Chartered Accountants

Firm's Registration No. 109982W

by the hand of

#### Edwin Paul Augustine

Partner

Membership No. 043385

Place: Mumbai

Date: 16<sup>th</sup> May, 2024

**Arvind Dhumal**

Manager

For and on behalf of the Board of Directors

**Summit Securities Limited**

#### H N Singh Rajpoot

Director

DIN: 00080836

**Anand Rathi**

Chief Financial Officer

#### A.V. Nerurkar

Director

DIN: 00045309

**Jiya Gangwani**

Company Secretary

## INDEPENDENT AUDITOR'S REPORT

To the Members of  
Summit Securities Limited

### Report on the Audit of the Consolidated Financial Statements

#### Opinion

We have audited the accompanying consolidated financial statements of **Summit Securities Limited** (the 'Holding Company') and its subsidiaries (Holding Company and its subsidiaries together referred to as the 'Group'), which comprise the Consolidated Balance Sheet as at 31st March, 2024, and the Consolidated Statement of Profit and Loss, the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows for the year then ended, and Notes to the Consolidated Financial Statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as the 'consolidated financial statements').

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

#### Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the Consolidated Financial Statements* section of our report. We are independent of the Group in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in India in terms of the Code of Ethics issued by the Institute of Chartered Accountants of India (the 'ICAI') and the relevant provisions of the Act, 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 consolidated financial statements.

#### Key Audit Matters

Key audit matters are those that, in our professional judgement, were of most significance in our audit of the consolidated financial statements of the current year. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and

in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined that there are no key audit matters to communicate in our report for the year ended 31st March, 2024.

#### Information Other than the Consolidated Financial Statements and Auditor's Report Thereon

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

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

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

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

The Holding Company's Board of Directors is responsible for the preparation and presentation of these consolidated financial statements in term of the requirements of the Act that give a true and fair view of the consolidated financial position, consolidated financial performance, consolidated statement of changes in equity and consolidated cash flows of the Group in accordance with accounting principles generally accepted in India, including the Indian Accounting Standards specified under Section 133 of the Act.

The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group 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 accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial

statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Company, as aforesaid.

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

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

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

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

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;
- 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 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 management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern;
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation; and
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

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



**Other Matter**

We did not audit the financial statements of the two subsidiaries, whose financial statements reflect total assets of ₹ 6,15,480.70 lakhs as at 31st March, 2024, total revenues of ₹ 5,475.91 lakhs, total profit after tax of ₹ 4,060.92 lakhs, and net cash outflows of ₹ 998.20 lakhs for the year ended 31st March, 2024, as considered in the consolidated financial statements. These financial statements have been audited by other auditors whose reports have been furnished to us by the management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, is based solely on the reports of the other auditors.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors.

**Report on Other Legal and Regulatory Requirements**

1. As required by Section 143(3) of the Act, 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 purposes of our audit of the aforesaid consolidated financial statements;
- b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors;
- c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements;
- d) In our opinion, the aforesaid consolidated financial statements comply with Indian Accounting Standards specified under Section 133 of the Act;
- e) On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2024 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies incorporated in India, none of the directors of the Group companies is disqualified as on 31st March, 2024 from being appointed as a director in terms of Section 164(2) of the Act;

- f) With respect to the adequacy of the internal financial controls over financial reporting of the Group and the operating effectiveness of such controls, refer to our separate Report in **Annexure 'A'**;
- g) With respect to the other matters to be included in the Auditor's Report in accordance with the Section 197(16) of the Act, in our opinion and according to the information and explanations given to us, no remuneration paid by the Holding Company and its subsidiary companies incorporated in India, to its directors during the current year; 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, in our opinion and to the best of our information and according to the explanations given to us:
  - i. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group - (Refer Note 25 to the consolidated financial statements);
  - ii. The Group did not have any material foreseeable losses on the long-term contracts including derivative contracts;
  - iii. The requirements to transfer amounts to the Investor Education and Protection Fund is not presently applicable to the Group;
    - (a) The management of the Company has represented that, to the best of its knowledge and belief, during the year, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company or its subsidiaries incorporated in India to or in any other person or entity, 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 Holding Company or its subsidiary companies incorporated in India (the 'Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
    - (b) The management of the Company has represented, that, to the best of its knowledge and belief, during the year, no funds have been received by

the Holding Company or its subsidiary companies incorporated in India from any person or entity, including foreign entities (the 'Funding Parties'), with the understanding, whether recorded in writing or otherwise, that the Holding Company or its subsidiary companies incorporated in India 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 (the 'Ultimate Beneficiaries') or provide any guarantee, security or the like from or on behalf of the Ultimate Beneficiaries; and

- (c) Based on such audit procedures, we have considered reasonable and appropriate in the circumstances that nothing has come to our notice that has caused us to believe that the representations under paragraph (a) and (b) above, contain any material misstatement.
- iv. The Company neither declared nor paid dividend during the year. Accordingly, the Company is not required to comply with Section 123 of the Act; and
- v. In our opinion and based on our examination, which included test checks, the Company has used accounting softwares for maintaining its books of account for the financial year ended 31st March, 2024 which has a feature of recording audit trail (edit log) facility and same has operated throughout the year for all relevant transactions recorded in the

softwares. Further, during the course of our audit, we did not come across any instance of the audit trail feature being tampered with.

Further, as proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014, as amended is applicable from 1st April, 2023 reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014, as amended, on preservation of audit trail as per the statutory requirements for record retention is not applicable for the financial year ended 31st March, 2024.

2. With respect to the matters specified in the Paragraphs 3(xxi) and 4 of the Companies (Auditor's Report) Order, 2020 ('CARO') issued by the Central Government in terms of Section 143(11) of the Act, to be included in the Auditor's Report, and according to the information and explanations given to us, and based on the CARO reports issued by us for the Company and its subsidiaries included in the consolidated financial statements of the Company, to which reporting under CARO is applicable, we report that there are no qualifications or adverse remarks in those CARO reports.

**SHARP & TANNAN**

Chartered Accountants  
Firm's Registration No.109982W  
by the hand of

**Edwin Paul Augustine**

Partner  
Membership No. 043385  
UDIN: 24043385BKDZVE6942

Mumbai,  
16th May, 2024

**ANNEXURE 'A' TO THE INDEPENDENT AUDITOR'S REPORT**

(Referred to in paragraph 1(f) of our report of even date)

**Report on the Internal Financial Controls under Section 143(3)(i) of the Companies Act, 2013 (the 'Act')**

In conjunction with our audit of the consolidated financial statements of the Summit Securities Limited (the Holding Company / the 'Company') as of and for the year ended 31st March, 2024, we have audited the internal financial controls over financial reporting of the Holding Company and its subsidiary companies, which are companies incorporated in India, as of that date.

**Management's Responsibility for Internal Financial Controls**

The respective Board of Directors of the Holding Company, its subsidiary companies, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the 'Guidance Note') issued by the Institute of Chartered Accountants of India (the '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 its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

**Auditor's Responsibility**

Our responsibility is to express an opinion on the Holding Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, issued by the ICAI and deemed to be prescribed under Section 143(10) of the Act, to the extent applicable, to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both 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 over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial

controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, 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 consolidated financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

**Meaning of Internal Financial Controls Over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that: (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of consolidated financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the consolidated financial statements.

**Inherent Limitations of Internal Financial Controls Over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, 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 over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

## Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Holding Company and its subsidiary companies which are companies incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2024, based on the internal control over financial reporting criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

**SHARP & TANNAN**

Chartered Accountants  
Firm's Registration No.109982W  
by the hand of

**Edwin Paul Augustine**

Partner  
Membership No. 043385  
UDIN: 24043385BKDZVE6942  
Mumbai,  
16th May, 2024

Consolidated Balance Sheet as at 31<sup>st</sup> March, 2024

₹ lakhs

|   | Note No | As at<br>31 <sup>st</sup> March, 2024 | As at<br>31 <sup>st</sup> March, 2023 |
|---|---------|---------------------------------------|---------------------------------------|
| <b>ASSETS</b>                                     |         |                                       |                                       |
| <b>Financial Assets</b>                           |         |                                       |                                       |
| Cash and cash equivalents                         | 3       | 331.63                                | 979.43                                |
| Bank balance other than cash and cash equivalents | 4       | 206.43                                | 1,665.50                              |
| Investments                                       | 5       | 10,07,097.94                          | 5,61,205.60                           |
| Other financial assets                            | 6       | 43.75                                 | 64.59                                 |
|   |         | <b>10,07,679.75</b>                   | <b>5,63,915.12</b>                    |
| <b>Non-financial Assets</b>                       |         |                                       |                                       |
| Current tax assets (net)                          | 23      | 8.39                                  | 5.32                                  |
| Property, plant and equipment                     | 7       | 22.52                                 | 18.46                                 |
| Other non-financial assets                        | 8       | 39.47                                 | 39.56                                 |
|   |         | <b>70.38</b>                          | <b>63.34</b>                          |
| <b>Total Assets</b>                               |         | <b>10,07,750.13</b>                   | <b>5,63,978.46</b>                    |
| <b>LIABILITIES AND EQUITY</b>                     |         |                                       |                                       |
| <b>LIABILITIES</b>                                |         |                                       |                                       |
| <b>Financial Liabilities</b>                      |         |                                       |                                       |
| Other financial liabilities                       | 9       | 222.58                                | 232.50                                |
|   |         | <b>222.58</b>                         | <b>232.50</b>                         |
| <b>Non-financial Liabilities</b>                  |         |                                       |                                       |
| Provisions  | 10      | 25.31                                 | 35.49                                 |
| Deferred tax liabilities (net)                    | 11      | 1,04,637.84                           | 52,873.24                             |
| Other non-financial liabilities                   | 12      | 255.18                                | 255.00                                |
|   |         | <b>1,04,918.33</b>                    | <b>53,163.73</b>                      |
| <b>Equity</b>                                     |         |                                       |                                       |
| Equity share capital                              | 13      | 1,090.18                              | 1,090.18                              |
| Other equity                                      | 14      | 9,01,519.04                           | 5,09,492.05                           |
| <b>Total Equity (attributable to the Owners)</b>  |         | <b>9,02,609.22</b>                    | <b>5,10,582.23</b>                    |
| <b>Total Liabilities and Equity</b>               |         | <b>10,07,750.13</b>                   | <b>5,63,978.46</b>                    |
| Notes to Consolidated financial statements        | 1 to 42 |                                       |                                       |

As per our report attached

**SHARP & TANNAN**Chartered Accountants  
Firm's Registration No. 109982W  
by the hand of**Edwin Paul Augustine**Partner  
Membership No. 043385Place: Mumbai  
Date: 16<sup>th</sup> May, 2024**Arvind Dhumal**  
ManagerFor and on behalf of the Board of Directors  
**Summit Securities Limited****H N Singh Rajpoot**Director  
DIN: 00080836**Anand Rathi**  
Chief Financial Officer**A.V. Nerurkar**Director  
DIN: 00045309**Jiya Gangwani**  
Company Secretary

Statement of Consolidated Profit and Loss for the year ended 31<sup>st</sup> March, 2024

|  | Note No | Year ended<br>31st March, 2024 | Year ended<br>31st March, 2023 |
|--|---------|--------------------------------|--------------------------------|
| ₹ lakhs  |         |                                |                                |
| <b>Revenue from operations</b>                                   |         |                                |                                |
| Interest income  | 15      | 255.42                         | 297.62                         |
| Dividend income  | 16      | 5,512.20                       | 4,624.80                       |
| Net gain on fair value changes                                   | 17      | 4,455.22                       | 121.86                         |
| <b>Total Revenue from operations</b>                             |         | <b>10,222.84</b>               | <b>5,044.28</b>                |
| Other income   | 18      | 1.08                           | 9.66                           |
| <b>Total Income</b>  |         | <b>10,223.92</b>               | <b>5,053.94</b>                |
| <b>Expenses</b>  |         |                                |                                |
| Employee benefits expenses                                       | 19      | 161.59                         | 138.17                         |
| Depreciation   | 20      | 2.28                           | 1.71                           |
| Other expenses   | 21      | 223.43                         | 214.20                         |
| <b>Total Expenses</b>  |         | <b>387.30</b>                  | <b>354.08</b>                  |
| <b>Profit before tax</b>   |         | <b>9,856.62</b>                | <b>4,699.86</b>                |
| <b>Tax expense:</b>  | 22      |                                |                                |
| Current tax  |         | 1,762.64                       | 831.52                         |
| Deferred tax charge/(credit)                                     |         | 501.39                         | 171.19                         |
| Tax adjustments in respect of earlier years                      |         | (0.43)                         | (9.00)                         |
| <b>Total tax expense</b>   |         | <b>2,263.60</b>                | <b>993.71</b>                  |
| <b>Profit for the year</b>                                       |         | <b>7,573.02</b>                | <b>3,706.15</b>                |
| <b>Other Comprehensive Income (OCI)</b>                          |         |                                |                                |
| -Items that will not be reclassified to profit or loss           |         |                                |                                |
| - Remeasurement of defined benefit plans                         |         | (1.35)                         | 0.52                           |
| - Fair valuation of equity instruments through OCI               |         | 4,35,718.53                    | 66,478.36                      |
| - Income tax relating to above items                             |         | (51,263.21)                    | (7,776.37)                     |
| <b>Total Other Comprehensive Income</b>                          |         | <b>3,84,453.97</b>             | <b>58,702.51</b>               |
| <b>Total Comprehensive Income for the year</b>                   |         | <b>3,92,026.99</b>             | <b>62,408.66</b>               |
| <b>Profit for the year attributable to :</b>                     |         |                                |                                |
| -Owners of the Company   |         | 7,573.02                       | 3,706.15                       |
| -Non Controlling Interest  |         | -                              | -                              |
|  |         | <b>7,573.02</b>                | <b>3,706.15</b>                |
| <b>Other Comprehensive Income for the year attributable to :</b> |         |                                |                                |
| -Owners of the Company   |         | 3,84,453.97                    | 58,702.51                      |
| -Non Controlling Interest  |         | -                              | -                              |
|  |         | <b>3,84,453.97</b>             | <b>58,702.51</b>               |
| <b>Total Comprehensive Income for the year attributable to :</b> |         |                                |                                |
| -Owners of the Company   |         | 3,92,026.99                    | 62,408.66                      |
| -Non Controlling Interest  |         | -                              | -                              |
|  |         | <b>3,92,026.99</b>             | <b>62,408.66</b>               |
| <b>Earnings per equity share (Face Value ₹ 10 each)</b>          | 24      |                                |                                |
| Basic (₹)  |         | 69.47                          | 34.00                          |
| Diluted (₹)  |         | 69.47                          | 34.00                          |
| Notes to Consolidated financial statements                       | 1 to 42 |                                |                                |

As per our report attached

**SHARP & TANNAN**

Chartered Accountants  
Firm's Registration No. 109982W  
by the hand of

**Edwin Paul Augustine**

Partner  
Membership No. 043385

Place: Mumbai  
Date: 16<sup>th</sup> May, 2024

**Arvind Dhumal**  
Manager

For and on behalf of the Board of Directors  
**Summit Securities Limited**

**H N Singh Rajpoot**

Director  
DIN: 00080836

**Anand Rathi**  
Chief Financial Officer

**A.V. Nerurkar**

Director  
DIN: 00045309

**Jiya Gangwani**  
Company Secretary



Consolidated Statement of Cash Flows for the year ended 31<sup>st</sup> March, 2024

|  | ₹ lakhs                        |                                |
|--|--------------------------------|--------------------------------|
|  | Year ended<br>31st March, 2024 | Year ended<br>31st March, 2023 |
| <b>A. Cash flows from Operating Activities</b>   |                                |                                |
| Profit before tax  | 9,836.62                       | 4,699.86                       |
| Adjustment for :   |                                |                                |
| Net (gain)/loss on fair value changes  | (4,455.22)                     | (121.86)                       |
| Interest on income tax refund  | -                              | (9.29)                         |
| Depreciation   | 2.28                           | 1.71                           |
| <b>Operating profit before working capital changes</b>   | <b>5,383.69</b>                | <b>4,570.42</b>                |
| <b>Adjustments for changes in working capital</b>  |                                |                                |
| (Increase)/decrease in Other financial assets  | 20.84                          | (28.59)                        |
| (Increase)/decrease in Other non-financial assets  | 0.09                           | (0.32)                         |
| Increase / (decrease) in Other financial liabilities   | (9.92)                         | 5.56                           |
| Increase / (decrease) in Provisions  | (11.53)                        | (6.43)                         |
| Increase / (decrease) in Other non financial liabilities   | 0.18                           | (1.71)                         |
| <b>Cash generated from/(used in) operating activities</b>  | <b>5,383.35</b>                | <b>4,538.93</b>                |
| Direct taxes paid (net of refunds)   | (1,765.27)                     | (747.38)                       |
| <b>Net cash generated from/(used in) operating activities (A)</b>  | <b>3,618.08</b>                | <b>3,791.55</b>                |
| <b>B. Cash flows from Investing Activities</b>   |                                |                                |
| Purchase of Property, plant and equipment  | (6.41)                         | (0.80)                         |
| Sale of Property, plant and equipment  | 0.07                           | -                              |
| Purchase of Investments  | (8,528.10)                     | (5,008.50)                     |
| Sale of Investments  | 2,809.49                       | 687.83                         |
| <b>Net cash generated from/(used in) investing activities (B)</b>  | <b>(5,724.95)</b>              | <b>(4,321.47)</b>              |
| <b>C. Cash flows from Financing Activities</b>   |                                |                                |
| <b>Net cash generated from/(used in) financing activities (C)</b>  | -                              | -                              |
| <b>Net increase/(decrease) in cash and cash equivalents (A+B+C)</b>  | <b>(2,106.87)</b>              | <b>(529.92)</b>                |
| Cash and cash equivalents as at beginning of the year  | 2,644.93                       | 3,174.85                       |
| Cash and cash equivalents as at end of the year<br>(* includes other bank balance)   | <b>538.06</b>                  | <b>2,644.93</b>                |
| <b>Notes:</b>  |                                |                                |
| (i) The above consolidated statement of cash flows has been prepared under the 'Indirect Method' as set out in Indian Accounting Standard (Ind AS) 7, <i>Statement of Cash Flows</i> . |                                |                                |
| (ii) Cash and cash equivalents comprises of:   |                                |                                |
| Cash on hand   | 0.40                           | 0.18                           |
| Balances with banks  |                                |                                |
| - In current accounts  | 256.23                         | 23.72                          |
| -Term deposit with original maturity of less than 3 months   | 75.00                          | 955.53                         |
|  | <b>331.63</b>                  | <b>979.43</b>                  |
| Add: Other bank balances   |                                |                                |
| - Balances with banks in current account   | 6.43                           | 4.50                           |
| -Term deposit with maturity of more than 3 months but less than 12 months  | 200.00                         | 1,661.00                       |
|  | <b>538.06</b>                  | <b>2,644.93</b>                |

As per our report attached

**SHARP & TANNAN**

Chartered Accountants

Firm's Registration No. 109982W

by the hand of

**Edwin Paul Augustine**

Partner

Membership No. 043385

Place: Mumbai

Date: 16<sup>th</sup> May, 2024**Arvind Dhumal**

Manager

For and on behalf of the Board of Directors

**Summit Securities Limited****H N Singh Rajpoot**

Director

DIN: 00080836

**A.V. Nerurkar**

Director

DIN: 00045309

**Anand Rathi**

Chief Financial Officer

**Jiya Gangwani**

Company Secretary

Statement of Consolidated Changes in Equity for the year ended 31<sup>st</sup> March, 2024

## A. Equity Share Capital

|   | ₹ lakhs                               |                                       |
|---|---------------------------------------|---------------------------------------|
|   | As at<br>31 <sup>st</sup> March, 2024 | As at<br>31 <sup>st</sup> March, 2023 |
| Balance at the beginning of the current reporting period          | 1,090.18                              | 1,090.18                              |
| Changes in equity share capital due to prior period errors        | -                                     | -                                     |
| Restated balance at the beginning of the current reporting period | 1,090.18                              | 1,090.18                              |
| Changes in equity share capital during the current year           | -                                     | -                                     |
| <b>Balance at the end of the current reporting period</b>         | <b>1,090.18</b>                       | <b>1,090.18</b>                       |

## B. Other Equity

| Particulars   | Reserves and Surplus |                    |                             |                 |                   | Other Comprehensive Income (OCI)                              | Total              |
|---|----------------------|--------------------|-----------------------------|-----------------|-------------------|---|--------------------|
|   | General Reserve      | Statutory Reserves | Capital Re-demption Reserve | Capital Reserve | Retained Earnings | Equity Instruments and Remeasurement of defined benefit plans |                    |
| Balance as at 01 <sup>st</sup> April, 2022  | 36,710.33            | 10,224.64          | 1.00                        | 1,809.07        | 33,083.00         | 3,65,255.33   | 4,47,083.40        |
| Changes in accounting policy or prior period errors   | -                    | -                  | -                           | -               | -                 | -   | -                  |
| Restated balance at the beginning of the previous reporting period 01 <sup>st</sup> April, 2022                       | 36,710.33            | 10,224.64          | 1.00                        | 1,809.07        | 33,083.00         | 3,65,255.33   | 4,47,083.40        |
| Profit for the year   | -                    | -                  | -                           | -               | 3,706.15          | -   | 3,706.15           |
| Other Comprehensive Income for the year net of income tax   | -                    | -                  | -                           | -               | -                 | 58,702.50   | 58,702.50          |
| <b>Total comprehensive income for the year</b>  | <b>36,710.33</b>     | <b>10,224.64</b>   | <b>1.00</b>                 | <b>1,809.07</b> | <b>36,789.15</b>  | <b>4,23,957.84</b>  | <b>5,09,492.05</b> |
| Realised gain/(loss) on Equity Shares (FVTOCI) transferred from Equity Instruments through Other Comprehensive Income | -                    | -                  | -                           | -               | 0.01              | (0.01)  | -                  |
| Transferred to statutory reserves   | -                    | 720.64             | -                           | -               | (720.64)          | -   | -                  |
| <b>Balance as at 31<sup>st</sup> March, 2023</b>  | <b>36,710.33</b>     | <b>10,945.28</b>   | <b>1.00</b>                 | <b>1,809.07</b> | <b>36,068.52</b>  | <b>4,23,957.83</b>  | <b>5,09,492.05</b> |
| Changes in accounting policy or prior period errors   | -                    | -                  | -                           | -               | -                 | -   | -                  |
| Restated balance at the beginning of the previous reporting period 01 <sup>st</sup> April, 2022                       | 36,710.33            | 10,945.28          | 1.00                        | 1,809.07        | 36,068.52         | 4,23,957.83   | 5,09,492.05        |
| Profit for the year   | -                    | -                  | -                           | -               | 7,573.02          | -   | 7,573.02           |
| Other Comprehensive Income for the year net of income tax   | -                    | -                  | -                           | -               | -                 | 3,84,453.97   | 3,84,453.97        |
| <b>Total comprehensive income for the year</b>  | <b>36,710.33</b>     | <b>10,945.28</b>   | <b>1.00</b>                 | <b>1,809.07</b> | <b>43,641.55</b>  | <b>8,08,411.80</b>  | <b>9,01,519.04</b> |
| Realised gain/(loss) on Equity Shares (FVTOCI) transferred from Equity Instruments through Other Comprehensive Income | -                    | -                  | -                           | -               | 0.06              | (0.06)  | -                  |
| Transferred to statutory reserves   | -                    | 1,514.52           | -                           | -               | (1,514.52)        | -   | -                  |
| <b>Balance as at 31<sup>st</sup> March, 2024</b>  | <b>36,710.33</b>     | <b>12,459.80</b>   | <b>1.00</b>                 | <b>1,809.07</b> | <b>42,127.08</b>  | <b>8,08,411.74</b>  | <b>9,01,519.04</b> |

As per our report attached

**SHARP & TANNAN**

Chartered Accountants

Firm's Registration No. 109982W

by the hand of

**Edwin Paul Augustine**

Partner

Membership No. 043385

Place: Mumbai

Date: 16<sup>th</sup> May, 2024**Arvind Dhumal**

Manager

For and on behalf of the Board of Directors

**Summit Securities Limited****H N Singh Rajpoot**

Director

DIN: 00080836

**Anand Rathi**

Chief Financial Officer

**A.V. Nerurkar**

Director

DIN: 00045309

**Jiya Gangwani**

Company Secretary

**Notes to consolidated financial statements for the year ended 31<sup>st</sup> March, 2024**
**1 (a) Group Information**

**Summit Securities Limited** (the 'Holding Company' / the 'Parent Company' / the 'Company') and its subsidiaries (referred collectively as the "Group"), is a public limited company domiciled in India and registered under the provisions of the Companies Act, 1956 and its registered address is 213, Bezzola Complex, B Wing, 71, Sion-Trombay Road, Chembur Mumbai Maharashtra 400071. The Parent Company is listed on BSE Limited and National Stock Exchange of India Limited. The Company is a Non-Deposit taking Non-Banking Financial Company registered with the Reserve Bank of India (RBI) and is mainly engaged in the business of making investments in shares and securities. Pursuant to circular DOR.CRE.REC. No.60/03.10.001/2021-22 dated 22nd October, 2021, the Company falls under Middle Layer.

The consolidated financial statements were approved by the Board of Directors on 16th May, 2024.

The consolidated financial statements include the financial statements of following subsidiaries (including a step-down subsidiary).

**A. Subsidiary**

| Name of the entity                 | Principal activities            | Country of incorporation | Percentage of interest       |                              |
|------------------------------------|---------------------------------|--------------------------|------------------------------|------------------------------|
|                                    |                                 |                          | 31 <sup>st</sup> March, 2024 | 31 <sup>st</sup> March, 2023 |
| <b>Subsidiaries</b>                |                                 |                          |                              |                              |
| Instant Holdings Limited           | Investment activities           | India                    | 100.00%                      | 100.00%                      |
| Sudarshan Electronics & TV Limited | Trading & Investment activities | India                    | 100.00%                      | 100.00%                      |

**2 (A) Material Accounting Policies**
**(1) Basis of preparation**

These consolidated financial statements has been prepared in accordance with Indian Accounting Standards notified under section 133 of the Companies Act 2013 (the 'Act'), read together with the Companies (Indian Accounting Standards) Rules, 2015, as amended from time to time ('Ind AS') along with other relevant provisions of the Act, the Master Direction-Reserve Bank of India (Non-Banking Financial Company–Scale Based Regulation) Directions,2023 ('the NBFC Master Directions') issued by RBI and the regulatory guidance on implementation of Ind AS notified by the RBI vide notification dated 13<sup>th</sup> March, 2020.

The Guidance Note on Division III of Schedule III to the Act, issued by the Institute of Chartered Accountants of India ('ICAI') has been followed insofar as they are not inconsistent with any of these Direction.

The Balance sheet and the Statement of profit and loss are prepared and presented in the format prescribed in the Division III of Schedule III to the Act applicable for Non-Banking Finance Companies ('NBFC'). The Statement of Cash Flows has been prepared and presented as per the requirements of Ind AS 7, Statement of Cash Flows.

These consolidated financial statements have been prepared and presented under the historical cost convention, on the accrual basis of accounting except for certain financial assets

and financial liabilities that are measured at fair values at the end of each reporting period, as stated in the accounting policies set out below. The accounting policies have been applied consistently over all the periods presented in these consolidated financial statements.

All amounts disclosed in the consolidated financial statements and notes are presented in ₹ lakhs and have been rounded off to two decimals as per the requirement of Division III of Schedule III to the Act, unless otherwise stated.

**(2) Basis of consolidation**
**Subsidiaries**

The consolidated financial statements comprise the financial statements of the Company and its subsidiaries. Control is achieved when the Company has:

- Power over the investee
- Is exposed or has rights to variable returns from its involvement with the investee, and
- Has the ability to use its power over the investee to affect its returns.

Generally, there is a presumption that a majority of voting rights result in control. To support this presumption and when the Company has less than a majority of the voting or similar rights of an investee, the Company considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- The contractual arrangement with the other vote holders of the investee;

## Notes to consolidated financial statements for the year ended 31<sup>st</sup> March, 2024

- Right arising from other contractual arrangements;
- The Company's voting rights and potential voting rights
- The size of the Company's holding of voting rights relative to the size and dispersion of the holdings of the other voting right holders.

The Parent Company re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the Parent Company obtains control over the subsidiary and ceases when the Parent Company loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated financial statements from the date the Parent Company gains control until the date the Parent Company ceases to control the subsidiary.

Consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances. If a member of the Group uses accounting policies other than those adopted in the consolidated financial statements for like transactions and events in similar circumstances, appropriate adjustments are made to that Group member's financial statements in preparing the consolidated financial statements to ensure conformity with the Group's accounting policies.

The financial statements of all entities used for the purpose of consolidation are drawn up to same reporting date as that of the Parent Company, i.e., year ended on 31<sup>st</sup> March 2024. When the end of the reporting period of the Parent is different from that of a subsidiary, the subsidiary prepares, for consolidation purposes, additional financial information as of the same date as the financial statements of the Parent to enable the Parent to consolidate the financial information of the subsidiary, unless it is impracticable to do so.

### Consolidation procedure

The consolidated financial statements of the Parent Company and its subsidiaries have been combined on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses, after eliminating intra-group balances, intra-group transactions and the unrealised profits/losses, unless cost/revenue cannot be recovered.

Offset (eliminate) the carrying amount of the Parent's investment in each subsidiary and the Parent's portion of equity of each subsidiary.

Eliminate in full intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between entities of the group (profits or losses resulting from intragroup transactions that are recognised in assets, such as inventory and property, plant and equipment's, are eliminated in full). Intragroup losses may indicate an impairment that requires recognition in the consolidated financial statements. Ind AS 12 Income Taxes applies to temporary differences that arise from the elimination of profits and losses resulting from intra-group transactions.

Profit or loss and each component of other comprehensive income (OCI) are attributed to the equity holders of the Company and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

### (3) Presentation of consolidated financial statements

The Group presents its balance sheet in order of liquidity.

Financial assets and financial liabilities are generally reported gross in the balance sheet. They are only offset and reported net when, in addition to having an unconditional legally enforceable right to offset the recognised amounts without being contingent on a future event, the parties also intend to settle on a net basis in all of the following circumstances:

- The normal course of business.
- The event of default.
- The event of insolvency or bankruptcy of the Company and/or its counterparties.

### (4) Use of accounting judgements, estimates and assumptions

The preparation of these consolidated financial statements requires management to make judgements, estimates and assumptions that affect the reported amount of revenues, expenses, assets and liabilities, and the accompanying disclosures, as well as the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods. The

**Notes to consolidated financial statements for the year ended 31<sup>st</sup> March, 2024**

Company continually evaluates these estimates and assumptions based on the most recently available information. The management believes that the estimates used in preparation of the financial statements are prudent and reasonable.

**Business model assessment**

Classification and measurement of financial assets depends on the results of the Solely Payments of Principal and Interest (SPPI) and the business model test. The Group determines the business model at a level that reflects how groups of financial assets are managed together to achieve a particular business objective. This assessment includes judgement reflecting all relevant evidence including how the performance of the assets is evaluated and their performance measured, the risks that affect the performance of the assets and how these are managed and how the managers of the assets are compensated. The Group monitors financial assets measured at amortised cost or fair value through other comprehensive income that are derecognised prior to their maturity to understand the reason for their disposal and whether the reasons are consistent with the objective of the business for which the asset was held. Monitoring is part of the Group's continuous assessment of whether the business model for which the remaining financial assets are held continues to be appropriate and if it is not appropriate whether there has been a change in business model and so a prospective change to the classification of those assets.

**Fair value of financial instruments**

The fair value of financial instruments is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction in the principal (or most advantageous) market at the measurement date under current market conditions (i.e., an exit price) regardless of whether that price is directly observable or estimated using another valuation technique. When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be derived from active markets, they are determined using a variety of valuation techniques that include the use of valuation models. The inputs to these models are taken from observable markets where possible, but where this is not feasible, estimation is required in establishing fair values. Judgements and estimates include considerations of liquidity and model inputs related to items such as credit risk (both own and counterparty), funding value adjustments, correlation and volatility.

**Provisions and other contingent liabilities**

The Group operates in a regulatory and legal environment that, by nature, has a heightened

element of litigation risk inherent to its operations. As a result, it is involved in various litigation, arbitration and regulatory investigations and proceedings in the ordinary course of the Group's business. When the Group can reliably measure the outflow of economic benefits in relation to a specific case and considers such outflows to be probable, the Group records a provision against the case. Where the probability of outflow is considered to be remote, or probable, but a reliable estimate cannot be made, a contingent liability is disclosed. Given the subjectivity and uncertainty of determining the probability and amount of losses, the Group takes into account a number of factors including legal advice, the stage of the matter and historical evidence from similar incidents. Significant judgement is required to conclude on these estimates.

**Commitments**

Commitments are future liabilities for contractual expenditure, classified and disclosed as follows:

- a) Estimated amounts of contracts remaining to be executed on capital account and not provided for;
- b) Uncalled liability on shares and other investments partly paid;
- c) Funding related commitment to other companies, if any; and
- d) Other non-cancellable commitments, if any, to the extent they are considered material and relevant in the opinion of management.

**2 (B). Other Accounting Policies****(1) Revenue recognition**

Revenue (other than for those items to which Ind AS 109, Financial Instruments are applicable) is measured at fair value of the consideration received or receivable. Ind AS 115, Revenue from contracts with customers outlines a single comprehensive model of accounting for revenue arising from contracts with customers and supersedes current revenue recognition guidance found within Ind AS.

The Group recognises revenue from contracts with customers based on a five-step model as set out in Ind AS 115:

Step 1: Identify contract(s) with a customer: A contract is defined as an agreement between two or more parties that creates enforceable rights and obligations and sets out the criteria for every contract that must be met.

Step 2: Identify performance obligations in the contract: A performance obligation is a promise



## Notes to consolidated financial statements for the year ended 31<sup>st</sup> March, 2024

in a contract with a customer to transfer a good or service to the customer.

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

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

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

### Interest income (Effective Interest Rate method)

Under Ind AS 109 interest income is recorded using the effective interest rate (EIR) method for all financial instruments measured at amortised cost, debt instrument measured at Fair Value through Other Comprehensive Income (FVTOCI) and debt instruments designated at Fair Value through Profit or Loss (FVTPL). The EIR is the rate that exactly discounts estimated future cash receipts through the expected life of the financial instrument or, when appropriate, a shorter period, to the net carrying amount of the financial asset. The EIR (and therefore, the amortised cost of the asset) is calculated by taking into account any discount or premium on acquisition, fees and costs that are an integral part of the EIR. The Group recognises interest income using a rate of return that represents the best estimate of a constant rate of return over the expected life of the loan. Hence, it recognises the effect of potentially different interest rates charged at various stages, and other characteristics of the product life cycle (including prepayments, penalty interest and charges). If expectations regarding the cash flows on the financial asset are revised for reasons other than credit risk. The adjustment is booked as a positive or negative adjustment to the carrying amount of the asset in the balance sheet with an increase or reduction in interest income. The adjustment is subsequently amortised through interest income in the statement of profit and loss.

The Group calculates interest income by applying the EIR to the gross carrying amount of financial assets other than credit-impaired assets. When a financial asset becomes credit-impaired and is, therefore, regarded as 'Stage 3', the Group calculates interest income by applying

the effective interest rate to the net amortised cost of the financial asset. If the financial assets cures and is no longer credit-impaired, the Group reverts to calculating interest income on a gross basis. For purchased or originated credit-impaired (POCI) financial assets, the Group calculates interest income by calculating the credit-adjusted EIR and applying that rate to the amortised cost of the asset. The credit-adjusted EIR is the interest rate that, at original recognition, discounts the estimated future cash flows (including credit losses) to the amortised cost of the POCI assets. Interest income on all trading assets and financial assets mandatorily required to be measured at FVTPL is recognised using the contractual interest rate in net gain on fair value changes.

### Dividend income

Dividend income (including from FVTOCI investments) is recognised when the Group's right to receive the payment is established, it is probable that the economic benefits associated with the dividend will flow to the entity and the amount of the dividend can be measured reliably. This is generally when the shareholders approve the dividend.

### Assets held for sale

Trading income includes all gains and losses from changes in fair value and the related interest income or expense and dividends, for financial assets and financial liabilities held for trading.

## (2) Financial instruments

### Point of recognition

Financial assets and liabilities, with the exception of loans, debt securities, deposits and borrowings are initially recognised on the trade date, i.e., the date that the Group becomes a party to the contractual provisions of the instrument. This includes regular way trades: purchases or sales of financial assets that require delivery of assets within the time frame generally established by regulation or convention in the market place. Loans are recognised when funds are transferred to the customers' account. The Group recognises debt securities, deposits and borrowings when funds reach the Group.

### Initial recognition

The classification of financial instruments at initial recognition depends on their contractual terms and the business model for managing the instruments, as per the principles of the Ind AS. Financial instruments are initially measured at their fair value, except in the case of financial assets and financial liabilities recorded at



**Notes to consolidated financial statements for the year ended 31<sup>st</sup> March, 2024**

FVTPL, transaction costs are added to, or subtracted from, this amount. Trade receivables are measured at the transaction price. When the fair value of financial instruments at initial recognition differs from the transaction price, the Group accounts for the same, as mentioned below:

When the transaction price of the instrument differs from the fair value at origination and the fair value is based on a valuation technique using only inputs observable in market transactions, the Group recognises the difference between the transaction price and fair value in net gain on fair value changes. In those cases where fair value is based on models for which some of the inputs are not observable, the difference between the transaction price and the fair value is deferred and is only recognised in profit or loss when the inputs become observable, or when the instrument is derecognised.

**Subsequent measurement of financial liabilities**

All financial liabilities of the Group are subsequently measured at amortized cost using the effective interest method. Under the effective interest method, the future cash payments are exactly discounted to the initial recognition value using the effective interest rate. The cumulative amortization using the effective interest method of the difference between the initial recognition amount and the maturity amount is added to the initial recognition value (net of principal repayments, if any) of the financial liability over the relevant period of the financial liability to arrive at the amortized cost at each reporting date. The corresponding effect of the amortization under effective interest method is recognized as interest expense over the relevant period of the financial liability. The same is included under finance costs in the Statement of Profit and Loss.

**Subsequent measurement of financial assets**

For subsequent measurement, the Group classifies a financial asset in accordance with the below criteria:

- i. The Group's business model for managing the financial asset; and
- ii. The contractual cash flow characteristics of the financial asset.

Based on the above criteria, the Group classifies its financial assets into the following categories:

- (a) Financial assets measured at amortized cost
- (b) Financial assets measured at FVTOCI

- (c) Financial assets measured at FVTPL

**(a) Financial assets measured at amortized cost**

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

- (i) The Group's business model objective for managing the financial asset is to hold financial assets in order to collect contractual cash flows; and
- (ii) The contractual terms of the financial asset give rise on specified dates to cash Flows that are solely payments of principal and interest on the principal amount outstanding.

This category applies to cash and cash equivalents and other bank balances, trade receivables, loans and other financial assets of the Group. Such financial assets are subsequently measured at amortized cost using the effective interest method. Under the effective interest method, the future cash receipts are exactly discounted to the initial recognition value using the effective interest rate. The cumulative amortization using the effective interest method of the difference between the initial recognition amount and the maturity amount is added to the initial recognition value (net of principal repayments, if any) of the financial asset over the relevant period of the financial asset to arrive at the amortized cost at each reporting date. The corresponding effect of the amortization under effective interest method is recognized as interest income over the relevant period of the financial asset. The same is included under other income in the Statement of Profit and Loss. The amortized cost of a financial asset is also adjusted for loss allowance, if any.

**(b) Financial assets measured at FVTOCI**

A financial asset is measured at FVTOCI if both of the following conditions are met:

- (i) The Group's business model objective for managing the financial asset is achieved both by collecting contractual cash flows and selling the financial assets; and
- (ii) The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

## Notes to consolidated financial statements for the year ended 31<sup>st</sup> March, 2024

This category applies to certain investments in debt and equity instruments. Such financial assets are subsequently measured at fair value at each reporting date. Fair value changes are recognized in the Statement of profit and loss under 'Other Comprehensive Income (OCI)'. However, the Group recognizes interest income and impairment losses and its reversals in the Statement of Profit and Loss. On de-recognition of such financial assets, cumulative gain or loss previously recognized in OCI is reclassified from equity to the Statement of Profit and Loss, except for instruments which the Group has irrevocably elected to be classified as equity through OCI at initial recognition, when such instruments meet the definition of definition of Equity under Ind AS 32, Financial Instruments: Presentation and they are not held for trading. The Group has made such election on an instrument by instrument basis.

Gains and losses on these equity instruments are never recycled to profit or loss. Dividends are recognised in the statement of profit or loss as dividend income when the right of the payment has been established, except when the Group benefits from such proceeds as a recovery of part of the cost of the instrument, in which case, such gains are recorded in OCI. Equity instruments at FVTOCI are not subject to an impairment assessment.

### (c) Financial assets measured at FVTPL

A financial asset is measured at FVTPL unless it is measured at amortized cost or at FVTOCI as explained above. This is a residual category applied to all other investments of the Group excluding investments in subsidiary companies. Such financial assets are subsequently measured at fair value at each reporting date. Fair value changes are recognized in the Statement of Profit and Loss.

#### Financial assets held for trading

The Group classifies financial assets as held for trading when they have been purchased or issued primarily for short-term profit making through trading activities or form part of a portfolio of financial instruments that are managed together, for which there is evidence of a recent pattern of short-term profit taking. Held-for-trading assets and liabilities are recorded and measured in the balance sheet at fair value. Changes in fair value are recognised in net gain on fair value changes.

Interest and dividend income or expense is recorded in net gain on fair value changes according to the terms of the contract, or when the right to payment has been established. Included in this classification are debt securities, equities, and customer loans that have been acquired principally for the purpose of selling or repurchasing in the near term.

#### De-recognition

##### (a) Financial asset

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

- (i). The contractual rights to cash flows from the financial asset expires;
- (ii). The Group transfers its contractual rights to receive cash flows of the financial asset and has substantially transferred all the risks and rewards of ownership of the financial asset. A regular way purchase or sale of financial assets has been derecognised, as applicable, using trade date accounting.
- (iii). The Group retains the contractual rights to receive cash flows but assumes a contractual obligation to pay the cash flows without material delay to one or more recipients under a 'pass-through' arrangement (thereby substantially transferring all the risks and rewards of ownership of the financial asset);
- (iv). The Group neither transfers nor retains substantially all risk and rewards of ownership and does not retain control over the financial asset.

In cases where Group has neither transferred nor retained substantially all of the risks and rewards of the financial asset, but retains control of the financial asset, the Group continues to recognize such financial asset to the extent of its continuing involvement in the financial asset. In that case, the Group also recognizes an associated liability. The financial asset and the associated liability are measured on a basis that

**Notes to consolidated financial statements for the year ended 31<sup>st</sup> March, 2024**

reflects the rights and obligations that the Group has retained.

On de-recognition of a financial asset, (except as mentioned in ii above for financial assets measured at FVTOCI), the difference between the carrying amount and the consideration received is recognized in the Statement of Profit and Loss.

**(b) Financial liability**

A financial liability is derecognised when the obligation under the liability is discharged, cancelled or expires. Where 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 a derecognition of the original liability and the recognition of a new liability. The difference between the carrying value of the original financial liability and the consideration paid is recognised in profit or loss.

**Impairment of financial assets**

In accordance with Ind AS 109, the Group 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 Group in accordance with the contract and all the cash flows that the Group 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 Group is required to consider:

- All contractual terms of the financial assets (including prepayment and extension) over the expected life of the assets.
- Cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

**Trade receivables**

In respect of trade receivables, the Group applies the simplified approach of Ind AS 109, which requires measurement of loss allowance at an

amount equal to lifetime expected credit losses. Lifetime expected credit losses are the expected credit losses that result from all possible default events over the expected life of a financial instrument.

**Other financial assets**

In respect of its other financial assets, the Group 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 Group 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.

When making this assessment, the Group uses the change in the risk of a default occurring over the expected life of the financial asset. To make that assessment, the Group compares the risk of a default occurring on the financial asset as at the balance sheet date with the risk of a default occurring on the financial asset as at the date of initial recognition and considers reasonable and supportable information, that is available without undue cost or effort, that is indicative of significant increases in credit risk since initial recognition. The Group assumes that the credit risk on a financial asset has not increased significantly since initial recognition if the financial asset is determined to have low credit risk at the balance sheet date.

**Offsetting of financial instruments**

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

**(3) Fair value measurement**

The Group measures its 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:

## Notes to consolidated financial statements for the year ended 31<sup>st</sup> March, 2024

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

All assets and liabilities for which fair value is measured or disclosed in the consolidated 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 (unadjusted) - Those where the inputs used in the valuation are unadjusted quoted prices from active markets for identical assets or liabilities that the Group has access to at the measurement date. The Group considers markets as active only if there are sufficient trading activities with regards to the volume and liquidity of the identical assets or liabilities and when there are binding and exercisable price quotes available on the balance sheet date.
- Level 2 - Those where the inputs that are used for valuation and are significant, are derived from directly or indirectly observable market data available over the entire period of the instrument's life. Such inputs include quoted prices for similar assets or liabilities in active markets, quoted prices for identical instruments in inactive markets and observable inputs other than quoted prices such as interest rates and yield curves, implied volatilities, and credit spreads. In addition, adjustments may be required for the condition or location of the asset or the extent to which it relates to items that are comparable to the valued instrument. However, if such adjustments are based on unobservable inputs which are significant to the entire measurement, the Group will classify the instruments as Level 3.
- Level 3 - Those that include one or more unobservable input that is significant to the measurement as whole.

For assets and liabilities that are recognized in the financial statements at fair value on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization at the end of each reporting period and discloses the same.

### (4) Cash and cash equivalents (refer note 3 & 4)

Cash and cash equivalents for the purpose of Cash Flow Statement comprise cash and cheques in hand, bank balances, demand deposits with banks where the original maturity is three months or less and other short term highly liquid investments.

### (5) Property, plant & equipment (PPE) (refer note 7)

#### Measurement at recognition

An item of property, plant and equipment that qualifies as an asset is measured on initial recognition at cost. Following initial recognition, items of property, plant and equipment are carried at its cost less accumulated depreciation and accumulated impairment losses.

The cost of an item of property, plant and equipment comprises of its purchase price including import duties and other non-refundable purchase taxes or levies, directly attributable cost of bringing the asset to its working condition for its intended use and the initial estimate of decommissioning, restoration and similar liabilities, if any. Any trade discounts and rebates are deducted in arriving at the purchase price. Cost includes cost of replacing a part of a plant and equipment if the recognition criteria are met. Items such as spare parts, stand-by equipment and servicing equipment that meet the definition of property, plant and equipment are capitalized at cost and depreciated over their useful life. Costs in nature of repairs and maintenance are recognized in the Statement of Profit and Loss as and when incurred.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate\*\*

#### Capital work-in-progress and capital advances

Cost of assets not ready for intended use, as on the balance sheet date, is shown as capital work-in-progress. Advances given towards acquisition of fixed assets outstanding at each balance sheet date are disclosed as other non-financial assets.

#### Depreciation

Depreciation on each part of an item of property, plant and equipment is provided using the written down value method (except in case of two subsidiaries where it is provided on straight line method) based on the useful life of the asset as prescribed in Schedule II to the Act. Depreciation is calculated on a pro-rata basis

**Notes to consolidated financial statements for the year ended 31<sup>st</sup> March, 2024**

from the date of installation till date the assets are sold or disposed. Leasehold improvements are amortised over the underlying lease term on a straight line basis.

**De-recognition**

The carrying amount of an item of property, plant and equipment is derecognized on disposal or when no future economic benefits are expected from its use or disposal. The gain or loss arising from the de-recognition of an item of property, plant and equipment is measured as the difference between the net disposal proceeds and the carrying amount of the item and is recognized in the Statement of Profit and Loss when the item is derecognized.

**(6) Income Taxes** (refer note 11)

Tax expense is the aggregate amount included in the determination of profit or loss for the period in respect of current tax and deferred tax.

**Current tax**

Current tax is the amount of income taxes payable in respect of taxable profit for a period. Taxable profit differs from 'profit before tax' as reported in the Statement of Profit and Loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible under the Income tax Act, 1961. Current tax is measured using tax rates that have been enacted by the end of reporting period for the amounts expected to be recovered from or paid to the taxation authorities.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

**Deferred tax**

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit under Income tax Act, 1961.

Deferred tax liabilities are generally recognized for all taxable temporary differences. However, in case of temporary differences that arise from initial recognition of assets or liabilities in a transaction (other than business combination)

that affect neither the taxable profit nor the accounting profit, deferred tax liabilities are not recognized. Also, for temporary differences if any that may arise from initial recognition of goodwill, deferred tax liabilities are not recognized.

Deferred tax assets are generally recognized for all deductible temporary differences to the extent it is probable that taxable profits will be available against which those deductible temporary difference can be utilized. In case of temporary differences that arise from initial recognition of assets or liabilities in a transaction (other than business combination) that affect neither the taxable profit nor the accounting profit, deferred tax assets are not recognized. The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow the benefits of part or all of such deferred tax assets to be utilized.

Deferred tax assets and liabilities are measured at the tax rates that have been enacted or substantively enacted by the balance sheet date and are expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled.

The Group has not recognised a deferred tax liability for all taxable temporary differences associated with investments in subsidiaries, except to the extent that both of the following conditions are satisfied:

- The parent, investor, joint venture or joint operator is able to control the timing of the reversal of the temporary difference; and
- It is probable that the temporary difference will not reverse in the foreseeable future.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets include Minimum Alternative Tax (MAT) paid in accordance with the tax laws in India, to the extent it would be available for set off against future current income tax liability. Accordingly, MAT is recognised as deferred tax asset in the Balance Sheet when the asset can be measured reliably, and it is probable that the future economic benefit associated with the asset will be realised.



## Notes to consolidated financial statements for the year ended 31<sup>st</sup> March, 2024

### Presentation of current and deferred tax

Current and deferred tax are recognized as income or an expense in the Statement of Profit and Loss, except when they relate to items that are recognized in Other Comprehensive Income, in which case, the current and deferred tax income/expense are recognized in Other Comprehensive Income. The Group offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously. In case of deferred tax assets and deferred tax liabilities, the same are offset if the Group has a legally enforceable right to set off corresponding current tax assets against current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority on the Group.

Minimum Alternate Tax (MAT) credit is recognised as an asset only when and to the extent there is convincing evidence that the Group 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 Group will pay normal income tax during the specified period. Further, the MAT credit is not set-off against the deferred tax liabilities, since the Group does not have a legally enforceable right to set-off.

### (7) Provisions and contingencies (refer note 10)

The Group recognizes provisions when a present obligation (legal or constructive) as a result of a past event exists and it is probable that an outflow of resources embodying economic benefits will be required to settle such obligation and the amount of such obligation can be reliably estimated. If the effect of time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not require an outflow of resources embodying economic benefits or the amount of such obligation cannot be measured reliably. When there is a possible obligation or a present obligation in respect of which likelihood of outflow of resources embodying economic benefits is remote, no provision or disclosure is made.

### (8) Employee Benefits (refer notes 19 & 26)

#### Short-term employee benefits

All employee benefits payable wholly within twelve months of rendering the service are classified as short-term employee benefits and they are recognized in the period in which the employee renders the related service. The Group recognizes the undiscounted amount of short-term employee benefits expected to be paid in exchange for services rendered as a liability (accrued expense) after deducting any amount already paid.

#### Post-employment benefits

##### (i) Defined contribution plans

Defined contribution plans are employee state insurance scheme and Government administered pension fund scheme for all applicable employees.

Recognition and measurement of defined contribution plans:

The Group recognizes contribution payable to a defined contribution plan as an expense in the Statement of Profit and Loss when the employees render services to the Group during the reporting period. If the contributions payable for services received from employees before the reporting date exceeds the contributions already paid, the deficit payable is recognized as a liability after deducting the contribution already paid. If the contribution already paid exceeds the contribution due for services received before the reporting date, the excess is recognized as an asset to the extent that the prepayment will lead to, for example, a reduction in future payments or a cash refund.

##### (ii) Defined benefits plans

#### Gratuity scheme

Gratuity is a post employment benefit and is a defined benefit plan. The cost of providing defined benefits is determined using the Projected Unit Credit method with actuarial valuations being carried out at each reporting date. The defined benefit obligations recognized in the Balance Sheet represent the present value of the defined benefit obligations as reduced by the fair value of plan assets, if any. Any defined benefit asset (negative defined benefit obligations resulting from this calculation) is recognized representing the present value of available refunds and reductions in future contributions to the plan.



**Notes to consolidated financial statements for the year ended 31<sup>st</sup> March, 2024****Recognition and measurement of defined benefit plans**

All expenses represented by current service cost, past service cost, if any, and net interest on the defined benefit liability / (asset) are recognized in the Statement of Profit and Loss. Remeasurements of the net defined benefit liability / (asset) comprising actuarial gains and losses and the return on the plan assets (excluding amounts included in net interest on the net defined benefit liability/asset), are recognized in Other Comprehensive Income. Such remeasurements are not reclassified to the Statement of Profit and Loss in the subsequent periods.

The Group does not presents the above liability/(asset) as current and non-current in the Balance Sheet as per the principles of Division III financial statements as per the MCA notification dated 11 October 2018.

**(9) Lease accounting**

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases. In respect of assets taken on operating lease, lease rentals are recognized as an expense in the Statement of Profit and Loss on straight line basis over the lease term unless:

- (1) Another systematic basis is more representative of the time pattern in which the benefit is derived From the leased asset; or
- (2) The payments to the lessor are structured to increase in the time with expected general inflation to compensate for the lessor's expected inflationary cost increases.

**(10) Borrowing Cost**

Borrowing cost includes interest, amortization of ancillary costs incurred in connection with the arrangement of borrowings and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost. Borrowing costs, if any, 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 capitalized, if any. All other borrowing costs are expensed in the period in which they occur.

**(11) 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.

**(12) Impairment of non-financial assets**

The Group assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Group estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing the value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators.

For assets excluding goodwill, an assessment is made at each reporting date to determine whether there is an indication that previously recognised impairment losses no longer exist or have decreased. If such indication exists, the Group estimates the asset's or CGU's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in the statement of profit or loss unless the asset is carried at a revalued amount, in which case, the reversal is treated as a revaluation increase.

## Notes to consolidated financial statements for the year ended 31<sup>st</sup> March, 2024

### (13) Earnings per share (refer note 24)

Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting attributable taxes) by the weighted-average number of equity shares outstanding during the period. The weighted-average number of equity shares outstanding during the period is adjusted for events including a bonus issue.

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

### (14) Accounting and reporting of information for Operating Segments

Operating segments are those components of the business whose operating results are regularly reviewed by the chief operating decision making body in the Company to make decisions for performance assessment and resource allocation. The reporting of segment information is the same as provided to the management for the purpose of the performance assessment and resource allocation to the segments. Segment accounting policies are in line with the accounting policies of the Company.

## 2 (C). Recent Accounting Pronouncements

The Ministry of Corporate Affairs has notified Companies (Indian Accounting Standards) Amendment Rules, 2023 dated 31<sup>st</sup> March 2023 to amend the following Ind AS which are effective for annual periods beginning on or after 1<sup>st</sup> April 2023. The Company has applied these amendments for the first time in the financial statements.

#### (i) Amendments to Ind AS 1 - disclosure of accounting policies

The amendments aim to help entities provide accounting policy disclosures that are more useful by replacing the requirement for entities to disclose their 'significant' accounting policies with a requirement to disclose their 'material' accounting policies and adding guidance on how

entities apply the concept of materiality in making decisions about accounting policy disclosures.

The amendments have had an impact on the disclosures of accounting policies, but not on the measurement, recognition or presentation of any items in the financial statements

#### (ii) Amendments to Ind AS 8 - definition of accounting estimate

The amendments clarify the distinction between changes in accounting estimates and changes in accounting policies and the correction of errors. It has also been clarified how entities use measurement techniques and inputs to develop accounting estimates.

The amendments had no impact on these financial statements.

#### (iii) Amendments to Ind AS 12 - deferred tax related to assets and liabilities arising from a single transaction

The amendments narrow the scope of the initial recognition exception under Ind AS 12, so that it no longer applies to transactions that give rise to equal taxable and deductible temporary differences such as leases.

The Company has previously recognized deferred tax on leases on a net basis. As a result of these amendments, the Company has recognized a separate deferred tax asset in relation to its lease liabilities and a deferred tax liability in relation to its right-of-use assets. Since these balances qualify for offset as per the requirements of paragraph 74 of Ind AS 12, there is no impact on the balance sheet. There was also no impact on the opening retained earnings as at 1<sup>st</sup> April, 2022.

#### (iv) New standards and amendments issued but not effective

There are no such standards which are notified but not yet effective.

#### (v) The other amendments to Ind AS notified by these rules are primarily in the nature of clarifications.

**Notes to consolidated financial statements for the year ended 31<sup>st</sup> March, 2024****3 Cash and cash equivalents**

|  | ₹ lakhs                               |                                       |
|--|---------------------------------------|---------------------------------------|
|  | As at<br>31 <sup>st</sup> March, 2024 | As at<br>31 <sup>st</sup> March, 2023 |
| Cash on hand   | 0.40                                  | 0.18                                  |
| Balances with banks :  |                                       |                                       |
| - in current accounts  | 256.23                                | 23.72                                 |
| - in Term deposit with original maturity of less than 3 months | 75.00                                 | 955.53                                |
|  | <b>331.63</b>                         | <b>979.43</b>                         |

**4 Bank balance other than cash and cash equivalents**

|  | ₹ lakhs                               |                                       |
|--|---------------------------------------|---------------------------------------|
|  | As at<br>31 <sup>st</sup> March, 2024 | As at<br>31 <sup>st</sup> March, 2023 |
| Balances with banks in current account*                                  | 6.43                                  | 4.50                                  |
| Term deposit with maturity of more than 3 months but less than 12 months | 200.00                                | 1,661.00                              |
|  | <b>206.43</b>                         | <b>1,665.50</b>                       |

(\*represents balances in bank accounts maintained by portfolio managers)

Notes to standalone financial statements for the year ended 31<sup>st</sup> March, 2024

## 5 Investments

|  | As at 31 <sup>st</sup> March, 2024 |                                    |                     |                     | As at 31 <sup>st</sup> March, 2023 |                        |                    |                    | ₹ lakhs |
|--|------------------------------------|------------------------------------|---------------------|---------------------|------------------------------------|------------------------|--------------------|--------------------|---------|
|  | At fair value                      |                                    | Sub - Total         | Total               | At fair value                      |                        | Sub - Total        | Total              |         |
|  | Others (At Cost)                   | Through other comprehensive income |                     |                     | Through other comprehensive income | Through profit or loss |                    |                    |         |
| Mutual funds (unquoted)                                    | -                                  | 19,042.77                          | 19,042.77           | 19,042.77           | -                                  | 11,464.22              | 11,464.22          | 11,464.22          |         |
| Equity instruments   | -                                  | -                                  | -                   | -                   | -                                  | -                      | -                  | -                  |         |
| - Others (quoted)  | -                                  | 9,74,904.74                        | 9,74,904.74         | 9,74,904.74         | -                                  | 5,43,573.17            | 5,43,573.17        | 5,43,573.17        |         |
| - Others (unquoted)  | -                                  | 8,354.11                           | 8,354.11            | 8,354.11            | -                                  | 3,967.23               | 3,967.23           | 3,967.23           |         |
| Preference instruments:                                    |                                    |                                    |                     |                     |                                    |                        |                    |                    |         |
| - Others (unquoted)  | -                                  | 4.96                               | 4.96                | 4.96                | -                                  | 4.96                   | 4.96               | 4.96               |         |
| REIT (quoted)  | -                                  | 233.21                             | 233.21              | 233.21              | -                                  | -                      | -                  | -                  |         |
| Venture Capital Fund (unquoted)                            | -                                  | 2,612.62                           | 2,612.62            | 2,612.62            | -                                  | 1,526.12               | 1,526.12           | 1,526.12           |         |
| Bonds (quoted)   | 1,005.55                           | -                                  | -                   | 1,005.55            | -                                  | -                      | -                  | -                  |         |
| Investments through Portfolio Management Services ('PMS'): |                                    |                                    |                     |                     |                                    |                        |                    |                    |         |
| - Equity instruments (quoted)                              | -                                  | 939.99                             | 939.99              | 939.99              | -                                  | 669.90                 | 669.90             | 669.90             |         |
| <b>Total Gross (A)</b>                                     | <b>1,005.55</b>                    | <b>9,83,258.85</b>                 | <b>10,06,092.40</b> | <b>10,07,097.94</b> | <b>939.99</b>                      | <b>13,665.19</b>       | <b>5,61,205.59</b> | <b>5,61,205.60</b> |         |
| Investment outside India                                   | -                                  | -                                  | -                   | -                   | -                                  | -                      | -                  | -                  |         |
| Investment in India  | 1,005.55                           | 9,83,258.85                        | 10,06,092.40        | 10,07,097.94        | -                                  | 5,47,540.40            | 5,61,205.59        | 5,61,205.60        |         |
| <b>Total Gross (B)</b>                                     | <b>1,005.55</b>                    | <b>9,83,258.85</b>                 | <b>10,06,092.40</b> | <b>10,07,097.94</b> | <b>-</b>                           | <b>13,665.19</b>       | <b>5,61,205.59</b> | <b>5,61,205.60</b> |         |
| Less : Impairment loss allowance (C)                       | -                                  | -                                  | -                   | -                   | -                                  | -                      | -                  | -                  |         |
| <b>Total Net (D) = (A)-(C)</b>                             | <b>1,005.55</b>                    | <b>9,83,258.85</b>                 | <b>10,06,092.40</b> | <b>10,07,097.94</b> | <b>-</b>                           | <b>5,47,540.40</b>     | <b>5,61,205.59</b> | <b>5,61,205.60</b> |         |

**Notes to consolidated financial statements for the year ended 31<sup>st</sup> March, 2024**
**5 Investments (continued)**

|   | ₹ lakhs      |                                    |              |                                    |        |
|---|--------------|------------------------------------|--------------|------------------------------------|--------|
|   | Face value   | As at 31 <sup>st</sup> March, 2024 |              | As at 31 <sup>st</sup> March, 2023 |        |
|   |              | Number                             | Amount       | Number                             | Amount |
| (a) Investment in mutual funds  |              |                                    |              |                                    |        |
| (Measured at Fair value through profit or loss)                           |              |                                    |              |                                    |        |
| Aditya Birla Sunlife Corporate Bond Fund Growth                           | 2,36,552.02  | 244.22                             | 2,36,552.02  | 226.16                             |        |
| Aditya Birla Sun Life Nifty SDL Apr 2027 Index Fund Growth                | 68,67,477.64 | 770.72                             | 68,67,477.64 | 718.82                             |        |
| Aditya Birla Sun Life Nifty SDL Plus PSU Bond Sep 2026 60:40 Index Fund   | 17,31,466.91 | 194.75                             | 17,31,466.91 | 181.60                             |        |
| Axis Bluechip Fund Growth   | 3,20,410.13  | 199.33                             | 3,20,410.13  | 149.63                             |        |
| Axis Banking & PSU Debt Fund Growth                                       | 10,853.20    | 266.32                             | 10,853.20    | 248.38                             |        |
| Axis Dynamic Bond Fund Growth   | 18,21,737.97 | 532.27                             | 18,21,737.97 | 492.76                             |        |
| Axis Liquid Fund Growth   | 10,681.87    | 286.67                             | 10,681.87    | 267.14                             |        |
| Bandhan Nifty100 Low Volatility 30 Index Fund Growth                      | 28,65,220.21 | 403.40                             | -            | -                                  |        |
| Bandhan Banking & PSU Debt Fund Growth                                    | 11,80,735.13 | 270.45                             | 11,80,735.13 | 252.12                             |        |
| Bandhan Corporate Bond Fund Growth  | 4,71,120.32  | 83.96                              | 4,71,120.32  | 78.22                              |        |
| Canara Robeco Blue Chip Equity Fund Growth                                | 1,30,758.74  | 80.49                              | 1,30,758.74  | 59.70                              |        |
| Canara Robeco Flexi Cap Fund Growth                                       | 2,25,234.35  | 721.54                             | 43,025.04    | 101.89                             |        |
| DSP Mid cap Fund - Direct Plan - Growth                                   | -            | -                                  | -            | -                                  |        |
| HDFC Focused 30 Fund Growth   | 1,47,520.79  | 305.28                             | -            | -                                  |        |
| HDFC Small Cap Fund - Direct Growth - Plan                                | -            | -                                  | 4,24,583.38  | 376.72                             |        |
| HSBC Banking & PSU Debt Fund Growth                                       | 19,23,783.76 | 444.37                             | 19,23,783.76 | 414.18                             |        |
| ICICI Prudential Value Discovery Fund Growth                              | 70,578.06    | 303.92                             | -            | -                                  |        |
| ICICI Prudential Banking & PSU Fund Growth                                | 5,77,894.38  | 177.87                             | 5,77,894.38  | 164.68                             |        |
| ICICI Prudential Liquid Fund Growth                                       | 74,623.39    | 266.71                             | 74,623.39    | 248.63                             |        |
| ICICI Prudential Bluechip Fund Growth                                     | 5,17,418.00  | 542.25                             | 12,09,362.31 | 885.26                             |        |
| ICICI Prudential Multi Assets Fund Regular Growth                         | -            | -                                  | 3,883.44     | 18.61                              |        |
| ICICI Prudential Multi Assets Fund Growth                                 | 3,577.00     | 24.76                              | -            | -                                  |        |
| ICICI Prudential Nifty 100 Low Volatility 30 ETF FOF Growth               | 23,12,985.40 | 381.17                             | 23,12,985.40 | 272.21                             |        |
| ICICI Prudential Mutual Fund Nifty 100 Low Volatility 30 ETF              | 30,10,000.00 | 592.37                             | -            | -                                  |        |
| ICICI Prudential Nifty PSU Bond Plus SDL Sep 2027 40:60 Index Fund Growth | 48,56,739.15 | 545.16                             | 48,56,739.15 | 508.55                             |        |
| ICICI Prudential Equity Saving Fund Growth                                | 17,05,568.00 | 368.57                             | -            | -                                  |        |
| ICICI Prudential Value Discovery Fund Growth                              | 6,069.00     | 26.13                              | -            | -                                  |        |
| ICICI Prudential Value Discovery Fund Regular Growth                      | -            | -                                  | 6,606.77     | 18.09                              |        |
| Invesco India Opp. Fund Growth  | 7,00,636.26  | 619.85                             | 7,00,636.26  | 407.63                             |        |
| Kotak Banking and PSU Debt Fund Growth                                    | 5,11,178.00  | 313.65                             | -            | -                                  |        |
| Kotak Emerging Equity Fund Growth   | 8,09,857.57  | 947.68                             | 4,84,460.82  | 406.25                             |        |
| Kotak Equity Opportunities Fund Growth                                    | 76,008.83    | 246.46                             | 76,008.83    | 172.94                             |        |
| Kotak NASDAQ 100 FOF Growth   | 16,72,876.81 | 258.62                             | 16,72,876.81 | 182.59                             |        |
| Kotak Nifty SDL APR 2027 top 12 Equal Weight Index Fund Growth            | 29,93,623.27 | 332.44                             | 29,93,623.27 | 310.37                             |        |
| Mirae Assets Large Cap Fund Growth  | 6,01,058.81  | 645.17                             | 6,01,058.81  | 507.74                             |        |
| Mirae Asset Midcap Fund Growth  | 28,99,905.50 | 926.31                             | 6,21,758.07  | 133.71                             |        |
| Mirae Asset S and P 500 Top 50 ETF Fund of Fund Growth                    | 68,58,124.56 | 988.12                             | 68,58,124.56 | 702.27                             |        |
| Motilal Oswal Nasdaq 100 Fund Growth                                      | 15,80,511.88 | 503.81                             | 15,80,511.88 | 352.78                             |        |
| Motilal Oswal S and P 500 Index Fund Growth                               | 19,49,869.80 | 392.34                             | 19,49,869.80 | 296.61                             |        |
| Nippon India Short Term Fund Growth                                       | 2,33,843.11  | 120.20                             | 2,33,843.11  | 111.27                             |        |
| Nippon India ETF Nifty Sdl-2026 Maturity                                  | 1,83,800.00  | 219.95                             | 1,83,800.00  | 204.92                             |        |
| Parag Parikh Flexi Cap Fund Growth  | 4,85,619.64  | 363.58                             | 4,85,619.64  | 257.61                             |        |
| SBI Banking & Financial Services Fund Growth                              | 4,60,838.18  | 166.99                             | 1,84,617.29  | 49.62                              |        |
| Tata Large & Mid Cap Fund Growth  | 78,101.54    | 406.63                             | -            | -                                  |        |
| UTI Flexi Cap Fund Growth   | 69,741.81    | 200.81                             | 69,741.81    | 162.12                             |        |
| UTI Nifty Index Fund Growth   | 7,59,141.50  | 1,162.51                           | 7,59,141.50  | 895.65                             |        |
| UTI Nifty200 Momentum 30 Index Fund Growth                                | 61,23,148.04 | 1,292.65                           | 5,29,058.39  | 65.86                              |        |
| UTI Nifty Next 50 Index Fund Growth                                       | 40,60,620.86 | 902.32                             | 40,60,620.86 | 560.93                             |        |
|   |              | <u>19,042.77</u>                   |              | <u>11,464.22</u>                   |        |

Notes to consolidated financial statements for the year ended 31<sup>st</sup> March, 2024

|  | Face value | As at 31 <sup>st</sup> March, 2024 |                    | As at 31 <sup>st</sup> March, 2023 |                    |
|--|------------|------------------------------------|--------------------|------------------------------------|--------------------|
|  |            | Number                             | Amount             | Number                             | Amount             |
| ₹ lakhs  |            |                                    |                    |                                    |                    |
| <b>(b) Investment in equity instruments</b>  |            |                                    |                    |                                    |                    |
| <b>Others, unquoted</b>  |            |                                    |                    |                                    |                    |
| (Non-trade, measured at FVTOCI)  |            |                                    |                    |                                    |                    |
| Bombay Mercantile Co-op Bank Limited   | 30         | 1,666                              | -                  | 1,666                              | -                  |
| CFL Capital Financial Services Limited<br>(under liquidation)                                    | 10         | 2,46,00,921                        | -                  | 2,46,00,921                        | -                  |
| Rado Tyres Limited   | 10         | 27,45,310                          | -                  | 27,45,310                          | -                  |
| Spencer & Co. Limited (paid up value Rs 9 per share)   | 10         | 44,64,576                          | 8,354.11           | 44,64,576                          | 3,967.23           |
|  |            |                                    | <u>8,354.11</u>    |                                    | <u>3,967.23</u>    |
| <b>Quoted</b>  |            |                                    |                    |                                    |                    |
| (Measured at Fair value through OCI)   |            |                                    |                    |                                    |                    |
| CEAT Limited   | 10         | 1,29,81,508                        | 3,48,215.96        | 1,29,81,508                        | 1,88,303.26        |
| CG Power and Industrial Solutions Limited  | 2          | -                                  | -                  | 12                                 | 0.03               |
| FGP Limited  | 10         | 17,13,898                          | 112.09             | 17,13,898                          | 91.52              |
| Gammon India Limited   | 2          | 1                                  | 0.00               | 1                                  | 0.00               |
| Harrisons Malayalam Limited  | 10         | 360                                | 0.59               | 360                                | 0.40               |
| Hindustan Oil Exploration Company Limited  | 10         | 200                                | 0.36               | 200                                | 0.24               |
| Jyoti Structures Limited   | 2          | 5                                  | 0.00               | 5                                  | 0.00               |
| KEC International Limited  | 2          | 5,04,70,708                        | 3,50,392.89        | 5,04,70,708                        | 2,30,323.08        |
| Reliance Industries Limited  | 10         | -                                  | -                  | 1                                  | 0.03               |
| RPG Life Sciences Limited  | 8          | 996                                | 15.22              | 996                                | 6.98               |
| State Bank of India  | 1          | 1                                  | 0.01               | 2                                  | 0.01               |
| STEL Holdings Limited  | 10         | 2,483,701                          | 7,949.08           | 2,483,701                          | 3,569.08           |
| Zensar Technologies Limited  | 2          | 4,42,05,778                        | 2,68,218.54        | 4,42,05,778                        | 1,21,278.55        |
|  |            |                                    | <u>9,74,904.74</u> |                                    | <u>5,43,573.17</u> |
| <b>(c) Investment in preference shares</b>   |            |                                    |                    |                                    |                    |
| <b>Quoted</b>  |            |                                    |                    |                                    |                    |
| (Measured at Fair value through profit or loss)  |            |                                    |                    |                                    |                    |
| 16.46 % Non Convertible Preference Shares<br>Infrastructure Leasing & Financial Services Limited | 7,500      | 660.00                             | 4.96               | 660.00                             | 4.96               |
|  |            |                                    | <u>4.96</u>        |                                    | <u>4.96</u>        |
| <b>(d) Investments in REIT</b>   |            |                                    |                    |                                    |                    |
| <b>Quoted</b>  |            |                                    |                    |                                    |                    |
| (Measured at FVTPL)  |            |                                    |                    |                                    |                    |
| Embassy Office Parks REIT  | 100        | 32,200.00                          | 119.01             | -                                  | -                  |
| India Grid Trust REIT  | 100        | 86,000.00                          | 114.19             | -                                  | -                  |
|  |            |                                    | <u>233.21</u>      |                                    | <u>-</u>           |
| <b>(e) Investments through portfolio managers:</b>   |            |                                    |                    |                                    |                    |
| (Measured at Fair value through profit or loss)  |            |                                    |                    |                                    |                    |
| Aegis Logistics Limited  | 1          | -                                  | -                  | 5,730.00                           | 21.71              |
| Alkem Laboratories Limited   | 2          | -                                  | -                  | 324.00                             | 11.00              |
| Amber Enterprises India Limited  | 10         | -                                  | -                  | 912.00                             | 16.64              |
| Angel One Limited  | 10         | 1,009.00                           | 30.72              | -                                  | -                  |
| APL Apollo Tubes Limited   | 2          | 1,393.00                           | 20.84              | -                                  | -                  |
| Bayer Cropscience Limited  | 10         | -                                  | -                  | 221.00                             | 9.01               |
| Bharat Forge Limited   | 2          | -                                  | -                  | 2,182.00                           | 16.81              |
| Birla Corporation Limited  | 10         | -                                  | -                  | 991.00                             | 8.82               |
| Bosch Limited  | 10         | -                                  | -                  | 120.00                             | 23.24              |
| Bharat Electronics Limited   | 1          | 17,754.00                          | 35.77              | -                                  | -                  |
| Bharat Heavy Electricals Limited   | 2          | 19,451.00                          | 48.10              | -                                  | -                  |
| Birla Soft Limited   | 2          | 4,211.00                           | 31.25              | -                                  | -                  |
| BSE Limited  | 2          | 2,074.00                           | 52.18              | -                                  | -                  |
| Clean Science and Technology Limited   | 1          | -                                  | -                  | 941.00                             | 11.93              |
| Container Corporation Of India Limited   | 10         | -                                  | -                  | 2,911.00                           | 16.89              |
| CG Power and Industrial Solutions Limited  | 2          | 5,266.00                           | 28.48              | -                                  | -                  |
| Deepak Nitrite Limited   | 2          | 1,499.00                           | 31.86              | -                                  | -                  |
| Eicher Motors Limited  | 10         | -                                  | -                  | 1,145.00                           | 33.76              |



**Notes to consolidated financial statements for the year ended 31<sup>st</sup> March, 2024**

|   | Face value | As at 31 <sup>st</sup> March, 2024 |                     | As at 31 <sup>st</sup> March, 2023 |                    |
|---|------------|------------------------------------|---------------------|------------------------------------|--------------------|
|   |            | Number                             | Amount              | Number                             | Amount             |
|   |            |                                    |                     |                                    | ₹ lakhs            |
| Emami Limited   | 1          | -                                  | -                   | 3,954.00                           | 14.18              |
| Global Health Limited   | 2          | 3,298.00                           | 43.57               | -                                  | -                  |
| Gland Pharma Limited  | 1          | -                                  | -                   | 1,131.00                           | 14.34              |
| HDFC Limited  | 2          | -                                  | -                   | 604.00                             | 15.86              |
| Hero Motorcorp Limited  | 2          | 682.00                             | 32.21               | -                                  | -                  |
| Honasa Consumer Limited   | 10         | 3,929.00                           | 15.81               | -                                  | -                  |
| IDFC First Bank Limited   | 10         | 41,105.00                          | 30.99               | -                                  | -                  |
| Indian Hotels Company Limited   | 1          | 5,668.00                           | 33.51               | -                                  | -                  |
| Indusind Bank Limited   | 10         | 2,504.00                           | 38.89               | -                                  | -                  |
| Inox Wind Limited   | 10         | 6,174.00                           | 32.20               | -                                  | -                  |
| ICICI Bank  | 2          | -                                  | -                   | 7,185.00                           | 63.03              |
| Ipca Lab Limited  | 2          | -                                  | -                   | 2,812.00                           | 22.79              |
| ITC Limited   | 1          | -                                  | -                   | 9,693.00                           | 37.17              |
| JSW Energy Limited  | 10         | 9,657.00                           | 51.08               | -                                  | -                  |
| Kotak Mahindra Bank Ltd   | 5          | -                                  | -                   | 3,528.00                           | 61.13              |
| Kalyan Jewellers India Limited  | 10         | 7,074.00                           | 30.26               | -                                  | -                  |
| L&T Technology Services Limited   | 2          | 563.00                             | 30.87               | 1,343.00                           | 45.37              |
| Larsen & Toubro Limited.  | 2          | 978.00                             | 36.81               | 978.00                             | 21.16              |
| L&T Mind Tree Limited   | 10         | -                                  | -                   | 334.00                             | 15.90              |
| Max Financial Services Ltd  | 2          | -                                  | -                   | 4,729.00                           | 30.03              |
| Mahindra & Mahindra Financial Services Limited                                    | 2          | 8,059.00                           | 22.47               | -                                  | -                  |
| One 97 Communications Limited   | 1          | 8,767.00                           | 35.30               | -                                  | -                  |
| Piramal Enterprises Limited   | 2          | 4,539.00                           | 38.55               | -                                  | -                  |
| Prestige Estates Projects Limited   | 10         | 2,636.00                           | 30.84               | -                                  | -                  |
| Page Industries Limited   | 10         | -                                  | -                   | 105.00                             | 39.80              |
| Maruti Suzuki India Limited   | 5          | -                                  | -                   | 117.00                             | 9.70               |
| R Shares Liquid Bess  | 1,000      | 1.00                               | 0.01                | 0.94                               | 0.02               |
| Religare Enterprises Limited  | 10         | 8,397.00                           | 17.57               | 3,130.00                           | 4.54               |
| Suzlon Energy Limited   | 2          | 48,330.00                          | 19.56               | -                                  | -                  |
| State Bank Of India   | 1          | 4,005.00                           | 30.14               | 7,344.00                           | 38.46              |
| Tata Consultancy Services Limited   | 1          | -                                  | -                   | 373.00                             | 11.96              |
| Tech Mahindra Limited   | 1          | 2,032.00                           | 25.36               | 2,656.00                           | 29.26              |
| Vedant Fashions Limited   | 1          | -                                  | -                   | 1,142.00                           | 13.01              |
| Zomato Limited  | 1          | 35,579.00                          | 64.79               | 24,301.00                          | 12.38              |
|   |            |                                    | <b>939.99</b>       |                                    | <b>669.90</b>      |
| (f) Investments in Bonds<br>(Measured at Amortised Cost)                          |            |                                    |                     |                                    |                    |
| Bajaj Finance Limited SR 286 TR 12 8 LOA Date<br>27FB26 FVRS10Lakh                | 10,00,000  | 50.00                              | 501.51              | -                                  | -                  |
| Tata Capital Financial Services Limited Sr P STRPP I<br>8.30 NCD 13MR26 FVRS1Lakh | 1,00,000   | 500.00                             | 504.04              | -                                  | -                  |
|   |            |                                    | <b>1,005.55</b>     |                                    | <b>-</b>           |
| (g) Investments through Venture Capital Fund<br>(Measured at FVTPL)               |            |                                    |                     |                                    |                    |
| Alteria Capital Fund  | 100        | 4,79,305.64                        | 478.44              | 6,00,000.00                        | 613.56             |
| 3P India Equity Fund  | 100        | 10,42,454.36                       | 1,389.44            | -                                  | -                  |
| Emerging India Credit Opportunities Fund  | 1,00,000   | 90.00                              | 92.08               | 86.50                              | 86.50              |
| Avaana Sustainability Fund  | 1,000      | 4,444.00                           | 32.42               | -                                  | -                  |
| Edelweiss Alternate Equity Scheme : Class A                                       | 100        | 6,04,079.00                        | 191.15              | 6,04,079.00                        | 165.31             |
| Trifecta Venture Debt Fund  | 100        | 2,60,234.00                        | 429.09              | 4,91,145.62                        | 660.75             |
|   |            |                                    | <b>2,612.62</b>     |                                    | <b>1,526.12</b>    |
|   |            |                                    | <b>10,07,097.94</b> |                                    | <b>5,61,205.58</b> |

Notes to consolidated financial statements for the year ended 31<sup>st</sup> March, 2024

## 6 Other financial assets

|                                  | ₹ lakhs                               |                                       |
|----------------------------------|---------------------------------------|---------------------------------------|
|                                  | As at<br>31 <sup>st</sup> March, 2024 | As at<br>31 <sup>st</sup> March, 2023 |
| Interest receivable on deposits  | 3.69                                  | 48.20                                 |
| Interest Accrued on Bonds        | 4.99                                  | -                                     |
| Security deposit                 | 0.10                                  | 0.30                                  |
| Receivables from PMS/AIF/ Others | 34.96                                 | 16.08                                 |
| Advances                         | 0.01                                  | 0.01                                  |
|                                  | <b>43.75</b>                          | <b>64.59</b>                          |

## 7 Property, plant and equipment

|  | ₹ lakhs     |                     |                |              |
|--|-------------|---------------------|----------------|--------------|
|  | Computer    | Office<br>Equipment | Leasehold land | Total        |
| <b>Gross block</b>                               |             |                     |                |              |
| <b>Balance as at 1<sup>st</sup> April, 2022</b>  | <b>6.43</b> | <b>3.51</b>         | <b>16.55</b>   | <b>26.49</b> |
| Additions  | 0.79        | -                   | -              | 0.79         |
| Disposals  | (0.47)      | -                   | -              | (0.47)       |
| <b>Balance as at 31<sup>st</sup> March, 2023</b> | <b>6.76</b> | <b>3.51</b>         | <b>16.55</b>   | <b>26.81</b> |
| Additions  | 3.00        | 1.00                | 2.41           | 6.40         |
| Disposals  | (6.62)      | (1.33)              | -              | (7.95)       |
| <b>Balance as at 31<sup>st</sup> March, 2024</b> | <b>3.13</b> | <b>3.18</b>         | <b>18.95</b>   | <b>25.26</b> |
| <b>Accumulated depreciation</b>                  |             |                     |                |              |
| <b>Balance as at 1<sup>st</sup> April, 2022</b>  | <b>5.12</b> | <b>1.99</b>         | -              | <b>7.11</b>  |
| Depreciation charge for the year                 | 1.03        | 0.68                | -              | 1.71         |
| Disposals  | (0.47)      | -                   | -              | (0.47)       |
| <b>Balance as at 31<sup>st</sup> March, 2023</b> | <b>5.68</b> | <b>2.67</b>         | -              | <b>8.35</b>  |
| Depreciation charge for the year                 | 1.26        | 1.02                | -              | 2.28         |
| Disposals  | (6.55)      | (1.33)              | -              | (7.88)       |
| <b>Balance as at 31<sup>st</sup> March, 2024</b> | <b>0.39</b> | <b>2.36</b>         | -              | <b>2.75</b>  |
| <b>Net block</b>                                 |             |                     |                |              |
| <b>As at 31<sup>st</sup> March, 2023</b>         | <b>1.08</b> | <b>0.83</b>         | <b>16.55</b>   | <b>18.46</b> |
| <b>As at 31<sup>st</sup> March, 2024</b>         | <b>2.75</b> | <b>0.82</b>         | <b>18.95</b>   | <b>22.52</b> |

## 8 Other non-financial assets

|                                      | ₹ lakhs                               |                                       |
|--------------------------------------|---------------------------------------|---------------------------------------|
|                                      | As at<br>31 <sup>st</sup> March, 2024 | As at<br>31 <sup>st</sup> March, 2023 |
| Prepaid expenses                     | 0.31                                  | 0.40                                  |
| Balances with government authorities | 39.16                                 | 39.16                                 |
|                                      | <b>39.47</b>                          | <b>39.56</b>                          |

## 9 Other financial liabilities

|   | ₹ lakhs                               |                                       |
|---|---------------------------------------|---------------------------------------|
|   | As at<br>31 <sup>st</sup> March, 2024 | As at<br>31 <sup>st</sup> March, 2023 |
| Advances against sale of leasehold land | 190.00                                | 190.00                                |
| Expenses payable                        | 32.58                                 | 42.50                                 |
|   | <b>222.58</b>                         | <b>232.50</b>                         |

Notes to consolidated financial statements for the year ended 31<sup>st</sup> March, 2024

## 10 Provisions

|                                    | ₹ lakhs                               |                                       |
|------------------------------------|---------------------------------------|---------------------------------------|
|                                    | As at<br>31 <sup>st</sup> March, 2024 | As at<br>31 <sup>st</sup> March, 2023 |
| <b>for Employee Benefits</b>       |                                       |                                       |
| Provision for gratuity             | 17.99                                 | 28.33                                 |
| Provision for compensated absences | 7.32                                  | 7.16                                  |
|                                    | <b>25.31</b>                          | <b>35.49</b>                          |

## 11 Deferred taxes

|   | ₹ lakhs                               |                                       |
|---|---------------------------------------|---------------------------------------|
|   | As at<br>31 <sup>st</sup> March, 2024 | As at<br>31 <sup>st</sup> March, 2023 |
| <b>Deferred tax liability:</b>  |                                       |                                       |
| Fair valuation on investments carried at FVTOCI   | 1,05,425.54                           | 54,162.33                             |
| Fair valuation on investments carried at FVTPL  | 910.96                                | 411.01                                |
| <b>Total deferred tax liabilities</b>   | <b>1,06,336.50</b>                    | <b>54,573.34</b>                      |
| <b>Deferred tax assets:</b>   |                                       |                                       |
| Difference between written down value of Property, Plant and Equipment as per books of account and Income Tax Act, 1961 | 0.41                                  | (0.16)                                |
| Provision for employee benefits   | 7.37                                  | 10.33                                 |
| MAT credit entitlement  | 1,690.88                              | 1,689.93                              |
| <b>Total deferred tax assets</b>  | <b>1,698.66</b>                       | <b>1,700.10</b>                       |
| <b>Deferred tax liabilities (net)</b>   | <b>1,04,637.84</b>                    | <b>52,873.24</b>                      |

Movement in deferred tax liabilities for year ended 31<sup>st</sup> March 2023:

|   | ₹ lakhs                                  |                                |                                  |  |
|---|--|--------------------------------|----------------------------------|--|
|   | As at<br>31 <sup>st</sup> March,<br>2022 | Statement of<br>Profit or Loss | Other<br>comprehensive<br>Income | As at<br>31 <sup>st</sup> March,<br>2023 |
| <b>Deferred tax liabilities for taxable temporary differences on:</b>   |  |                                |                                  |  |
| Fair valuation on investments carried at FVTOCI   | 46,385.97                                | -                              | 7,776.37                         | 54,162.33                                |
| Fair valuation on investments carried at FVTPL  | 705.18                                   | (294.18)                       | -                                | 411.01                                   |
| <b>Total</b>  | <b>47,091.15</b>                         | <b>(294.18)</b>                | <b>7,776.37</b>                  | <b>54,573.34</b>                         |
| <b>Deferred tax assets for deductible temporary differences on:</b>   |  |                                |                                  |  |
| Difference between written down value of Property, Plant and Equipment as per books of account and Income Tax Act, 1961 | (0.03)                                   | (0.13)                         | -                                | (0.16)                                   |
| Provision for employee benefits   | 12.36                                    | (2.02)                         | -                                | 10.33                                    |
| On carry forward of losses  | 5.60                                     | (5.60)                         | -                                | -  |
| MAT credit entitlement  | 2,147.54                                 | (457.61)                       | -                                | 1,689.93                                 |
| <b>Total</b>  | <b>2,165.47</b>                          | <b>(465.36)</b>                | <b>-</b>                         | <b>1,700.10</b>                          |
| <b>Deferred tax liabilities (net)</b>   | <b>44,925.68</b>                         | <b>171.18</b>                  | <b>7,776.37</b>                  | <b>52,873.24</b>                         |

Notes to consolidated financial statements for the year ended 31<sup>st</sup> March, 2024Movement in deferred tax liabilities for year ended 31<sup>st</sup> March 2024

|   | ₹ lakhs                                  |                                |                                  |  |
|---|--|--------------------------------|----------------------------------|--|
|   | As at<br>31 <sup>st</sup> March,<br>2023 | Statement of<br>Profit or Loss | Other<br>comprehensive<br>Income | As at<br>31 <sup>st</sup> March,<br>2024 |
| <b>Deferred tax liabilities for taxable temporary differences on:</b>   |  |                                |                                  |  |
| Fair valuation on investments carried at FVTOCI   | 54,162.33                                | -                              | 51,263.21                        | 1,05,425.54                              |
| Fair valuation on investments carried at FVTPL  | 411.01                                   | 499.95                         | -                                | 910.96                                   |
| <b>Total</b>  | <b>54,573.34</b>                         | <b>499.95</b>                  | <b>51,263.21</b>                 | <b>1,06,336.50</b>                       |
| <b>Deferred tax assets for deductible temporary differences on:</b>   |  |                                |                                  |  |
| Difference between written down value of Property, Plant and Equipment as per books of account and Income Tax Act, 1961 | (0.16)                                   | 0.57                           | -                                | 0.41                                     |
| Provision for employee benefits   | 10.33                                    | (2.96)                         | -                                | 7.37                                     |
| MAT credit entitlement  | 1,689.93                                 | 0.95                           | -                                | 1,690.88                                 |
| <b>Total</b>  | <b>1,700.10</b>                          | <b>(1.44)</b>                  | <b>-</b>                         | <b>1,698.66</b>                          |
| <b>Deferred tax liabilities (net)</b>   | <b>52,873.24</b>                         | <b>501.40</b>                  | <b>51,263.21</b>                 | <b>1,04,637.84</b>                       |

## 12 Other non-financial liabilities

|                   | ₹ lakhs                               |                                       |
|-------------------|---------------------------------------|---------------------------------------|
|                   | As at<br>31 <sup>st</sup> March, 2024 | As at<br>31 <sup>st</sup> March, 2023 |
| Statutory dues    | 1.72                                  | 1.54                                  |
| Sales tax payable | 253.46                                | 253.46                                |
|                   | <b>255.18</b>                         | <b>255.00</b>                         |

## 13 Share capital

Note 1 : Disclosure pursuant to Note no. S(a, b, c & d) of Divison III of Schedule III to the Companies Act, 2013

(Share Capital authroised, issued, subscribed and paid up)

| Particular of Share Capital                 | Equity Share Capital<br>(Face Value ₹ 10 each) |           | Preference Share Capital<br>(Face Value ₹ 100 each) |          | Preference Share Capital<br>(Face Value ₹ 10 each) |          |
|---|--|-----------|---|----------|--|----------|
|   | Numbers  | Amount    | Numbers   | Amount   | Numbers  | Amount   |
| <b>₹ lakhs</b>                              |  |           |   |          |  |          |
| <b>Authorised Share Capital</b>             |  |           |   |          |  |          |
| At 1 <sup>st</sup> April, 2022              | 14,20,00,000                                   | 14,200.00 | 25,00,000   | 2,500.00 | 1,50,00,000  | 1,500.00 |
| Increase/(decrease) during the year         | -  | -         | -   | -        | -  | -        |
| At 31 <sup>st</sup> March, 2023             | 14,20,00,000                                   | 14,200.00 | 25,00,000   | 2,500.00 | 1,50,00,000  | 1,500.00 |
| Increase/(decrease) during the year         | -  | -         | -   | -        | -  | -        |
| At 31 <sup>st</sup> March, 2024             | 14,20,00,000                                   | 14,200.00 | 25,00,000   | 2,500.00 | 1,50,00,000  | 1,500.00 |
| <b>Issued Share Capital</b>                 |  |           |   |          |  |          |
| At 1 <sup>st</sup> April, 2022              | 1,09,01,987                                    | 1,090.20  | -   | -        | -  | -        |
| Increase/(decrease) during the year         | -  | -         | -   | -        | -  | -        |
| At 31 <sup>st</sup> March, 2023             | 1,09,01,987                                    | 1,090.20  | -   | -        | -  | -        |
| Increase/(decrease) during the year         | -  | -         | -   | -        | -  | -        |
| At 31 <sup>st</sup> March, 2024             | 1,09,01,987                                    | 1,090.20  | -   | -        | -  | -        |
| <b>Subscribed and Paid-up Share Capital</b> |  |           |   |          |  |          |
| At 1 <sup>st</sup> April, 2022              | 1,09,01,781                                    | 1,090.18  | -   | -        | -  | -        |
| Increase/(decrease) during the year         | -  | -         | -   | -        | -  | -        |
| At 31 <sup>st</sup> March, 2023             | 1,09,01,781                                    | 1,090.18  | -   | -        | -  | -        |
| Increase/(decrease) during the year         | -  | -         | -   | -        | -  | -        |
| At 31 <sup>st</sup> March, 2024             | 1,09,01,781                                    | 1,090.18  | -   | -        | -  | -        |

**Notes to consolidated financial statements for the year ended 31<sup>st</sup> March, 2024**
**Note 2 : Disclosure pursuant to Note no. S(e) of Divison III of Schedule III to the Companies Act, 2013**
**Terms and rights attached to equity shares**

Equity Shares: The Company has issued one class of equity shares having face value of ₹ 10/- per share. Each shareholder is eligible for one vote per share held.

The dividend proposed by the Board of Directors, if any, 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, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

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

**Note 3 : Disclosure pursuant to Note no. S(f) of Divison III of Schedule III to the Companies Act, 2013**

(i) Swallow Associates LLP is directly holding more than 50% of total paid up share capital of the Company.

**Note 4 : Disclosure pursuant to Note no. S(g) of Divison III of Schedule III to the Companies Act, 2013 (shareholders holding more than 5% shares in the Company)**

| Name of Shareholder    | As at March 31, 2024 |              | As at March 31, 2023 |              |
|------------------------|----------------------|--------------|----------------------|--------------|
|                        | Number of Shares     | % of Holding | Number of Shares     | % of Holding |
| Swallow Associates LLP | 76,93,928            | 70.57%       | 76,93,928            | 70.57%       |

**Note 5 : Disclosures pursuant to Note no. S(h), (i), (j), (k) and (l) of Divison III of Schedule III to the Companies Act, 2013 are not applicable to the Company and hence not given.**

**Note 6 : Disclosures pursuant to Note no. S(m) of Divison III of Schedule III to the Companies Act, 2013**
**Capital Management**

The objective of the Group's Capital Management is to ensure that the investment's made are to enhance share holder value and results in healthy capital ratio, growth and continuity of business. No changes have been made to the objectives, policies and processes from the previous years.

**Note 7 : Disclosures pursuant to Note no. S(n) of Divison III of Schedule III to the Companies Act, 2013 as on 31st March 2024**

(Shareholding of Promoters)

| Sr. No. | Promoter name                           | No. of Shares | % of total shares | % Change during the year |
|---------|---|---------------|-------------------|--------------------------|
| I       | Promoter                                |               |                   |                          |
| 1       | Harsh Vardhan Goenka                    | 18,311        | 0.17%             | -                        |
| II      | <b>Promoter Group</b>                   |               |                   |                          |
| 1       | Swallow Associates LLP                  | 76,93,928     | 70.57%            | -                        |
| 2       | Carniwal Investments Ltd                | 3,54,159      | 3.25%             | -                        |
| 3       | STEL Holdings Ltd                       | 69,815        | 0.64%             | -                        |
| 4       | Sofreal Mercantrade Pvt Ltd             | 10            | 0.00%             | -                        |
| 5       | Atlantus Dwellings & Infrastructure LLP | 10            | 0.00%             | -                        |
| 6       | Chattarpati Apartments LLP              | 10            | 0.00%             | -                        |
| 7       | Ektara Enterprises LLP                  | 10            | 0.00%             | -                        |
| 8       | Malabar Coastal Holdings LLP            | 10            | 0.00%             | -                        |
| 9       | Vayu Udaan Aircraft LLP                 | 10            | 0.00%             | -                        |
| 10      | Anant Vardhan Goenka                    | 1,318         | 0.01%             | -                        |
| 11      | Late Rama Prasad Goenka                 | 211           | 0.00%             | -                        |
| 12      | Mala Goenka                             | 10            | 0.00%             | -                        |

Notes to consolidated financial statements for the year ended 31<sup>st</sup> March, 2024

| Sr. No. | Promoter name   | No. of Shares    | % of total shares | % Change during the year |
|---------|---|------------------|-------------------|--------------------------|
| 13      | Radha Anant Goenka                                    | 10               | 0.00%             | -                        |
| 14      | Harsh Vardhan Goenka, Trustee of Stellar Energy Trust | 1                | 0.00%             | -                        |
| 15      | Harsh Vardhan Goenka, Trustee of Nucleus Life Trust   | 1                | 0.00%             | -                        |
| 16      | Harsh Vardhan Goenka, Trustee of Secura India Trust   | 1                | 0.00%             | -                        |
| 17      | Harsh Vardhan Goenka, Trustee of Prism Estates Trust  | 1                | 0.00%             | -                        |
| 18      | Anant Vardhan Goenka, Trustee of AVG Family Trust     | 10               | 0.00%             | -                        |
| 19      | Anant Vardhan Goenka, Trustee of RG Family Trust      | 10               | 0.00%             | -                        |
| 20      | Harsh Vardhan Goenka, Trustee of Navya Goenka Trust   | 10               | 0.00%             | -                        |
| 21      | Harsh Vardhan Goenka, Trustee of Ishaan Goenka Trust  | 10               | 0.00%             | -                        |
|         | <b>Total</b>  | <b>81,37,866</b> | <b>74.64%</b>     | <b>-</b>                 |

## 14 Other equity

|  | ₹ lakhs                               |                                       |
|--|---------------------------------------|---------------------------------------|
|  | As at<br>31 <sup>st</sup> March, 2024 | As at<br>31 <sup>st</sup> March, 2023 |
| (i) <b>General reserve</b>   |                                       |                                       |
| Balance at the beginning of the year   | 36,710.33                             | 36,710.33                             |
| Addition during the year   | -                                     | -                                     |
| <b>Balance at the end of the year</b>  | <b>36,710.33</b>                      | <b>36,710.33</b>                      |
| (ii) <b>Statutory reserves</b> (in terms of Section 45-IC(1) of the Reserve Bank of India Act, 1934) |                                       |                                       |
| Balance at the beginning of the year   | 10,945.28                             | 10,224.64                             |
| Addition during the year   | 1,514.52                              | 720.64                                |
| <b>Balance at the end of the year</b>  | <b>12,459.80</b>                      | <b>10,945.28</b>                      |
| (iii) <b>Capital redemption reserve</b>  |                                       |                                       |
| Balance at the beginning of the year   | 1.00                                  | 1.00                                  |
| Addition during the year   | -                                     | -                                     |
| <b>Balance at the end of the year</b>  | <b>1.00</b>                           | <b>1.00</b>                           |
| (iv) <b>Capital reserve</b>  |                                       |                                       |
| Balance at the beginning of the year   | 1,809.07                              | 1,809.07                              |
| Addition during the year   | -                                     | -                                     |
| <b>Balance at the end of the year</b>  | <b>1,809.07</b>                       | <b>1,809.07</b>                       |
| (v) <b>Retained earnings</b>   |                                       |                                       |
| Balance at the beginning of the year   | 36,068.53                             | 33,083.01                             |
| Add: Profit for the year   | 7,573.02                              | 3,706.15                              |
| <b>Item of other comprehensive income recognised directly in retained earnings</b>                   |                                       |                                       |
| On realised profit transfer to Retained earnings   | 0.06                                  | 0.01                                  |
| Tax impact   | -                                     | -                                     |
| Appropriations:  |                                       |                                       |
| Transfer to Reserve fund in terms of Section 45-IC(1) of the Reserve Bank of India Act, 1934         | (1,514.52)                            | (720.64)                              |
| <b>Balance at the end of the year</b>  | <b>42,127.08</b>                      | <b>36,068.53</b>                      |
| (vi) <b>Other comprehensive income</b>   |                                       |                                       |
| Balance at the beginning of the year   | 4,23,957.83                           | 3,65,255.33                           |
| Addition during the year   | 3,84,453.97                           | 58,702.51                             |
| Less : Items recognised directly in Retained earnings  | (0.06)                                | (0.01)                                |
| <b>Balance at the end of the year</b>  | <b>8,08,411.74</b>                    | <b>4,23,957.83</b>                    |
|  | <b>9,01,519.04</b>                    | <b>5,09,492.05</b>                    |
| Non Controlling Interest   | -                                     | -                                     |
|  | -                                     | -                                     |
|  | <b>9,01,519.04</b>                    | <b>5,09,492.05</b>                    |



Notes to consolidated financial statements for the year ended 31<sup>st</sup> March, 2024

## Nature and purpose of each reserve:

**General reserve**

General reserve is created from time to time by way of transfer profits from retained earnings for appropriation purposes. General reserve is created by a transfer from one component of equity to another and is not an item of other comprehensive income.

**Securities premium**

The amount received in excess of face value of the equity shares is recognised in Securities Premium.

**Retained earnings**

Retained earnings are the profits that the Group has earned till date, less any transfer to general reserves.

**Statutory reserves**

The Group is required to create a reserve in accordance with the provisions of Section 45-IC of the Reserve Bank of India Act, 1934. Accordingly 20% of the profits after tax for the year is transferred to this reserve at the end of every reporting period.

**Other Comprehensive Income (OCI)**

This represents the cumulative gains and losses arising on the revaluation of financial instruments measured at fair value through other comprehensive income, under an irrevocable option, net of amounts reclassified to Retained earnings when such assets are disposed off, if any.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised directly in other comprehensive income.

**15 Interest income**

|  | ₹ lakhs                                    |  |
|--|--|--|
|  | Year ended<br>31 <sup>st</sup> March, 2024 | Year ended<br>31 <sup>st</sup> March, 2023 |
| (on financial assets measured at amortised cost) |  |  |
| Interest on deposit with banks                   | 85.64                                      | 160.43                                     |
| Interest on Bonds                                | 47.08                                      |  |
| (on financial assets measured at FVTPL)          |  |  |
| Interest income on AIF                           | 116.86                                     | 137.19                                     |
| Interest Income on REIT                          | 5.83                                       |  |
|  | <b>255.42</b>                              | <b>297.62</b>                              |

**16 Dividend income**

|                                  | ₹ lakhs                                    |  |
|----------------------------------|--|--|
|                                  | Year ended<br>31 <sup>st</sup> March, 2024 | Year ended<br>31 <sup>st</sup> March, 2023 |
| Dividend income on investments   | 5,512.20                                   | 4,624.80                                   |
|                                  | <b>5,512.20</b>                            | <b>4,624.80</b>                            |
| On Investment measured at FVTPL  | 8.86                                       | 8.50                                       |
| On Investment measured at FVTOCI | 5,503.34                                   | 4,616.30                                   |
|                                  | <b>5,512.20</b>                            | <b>4,624.80</b>                            |

Notes to consolidated financial statements for the year ended 31<sup>st</sup> March, 2024

## 17 Net gain on fair value changes

|  | ₹ lakhs                                    |  |
|--|--|--|
|  | Year ended<br>31 <sup>st</sup> March, 2024 | Year ended<br>31 <sup>st</sup> March, 2023 |
| Net gain on financial instruments at FVTPL                         |  |  |
| - mutual funds, preference shares, MLD, REIT & AIF Fund            | 4,157.62                                   | 194.18                                     |
| - equity shares through PMS  | 297.60                                     | (72.32)                                    |
|  | <b>4,455.22</b>                            | <b>121.86</b>                              |
| <b>Fair value changes:</b>   |  |  |
| - Realised mutual funds, preference shares, MLD, REIT & AIF Fund   | 941.66                                     | 123.33                                     |
| - Unrealised mutual funds, preference shares, MLD, REIT & AIF Fund | 3,215.96                                   | 70.85                                      |
| - Realised equity shares through PMS                               | 233.63                                     | 30.58                                      |
| - Unrealised equity shares through PMS                             | 63.97                                      | (102.90)                                   |
|  | <b>4,455.22</b>                            | <b>121.86</b>                              |

## 18 Other income

|   | ₹ lakhs                                    |  |
|---|--|--|
|   | Year ended<br>31 <sup>st</sup> March, 2024 | Year ended<br>31 <sup>st</sup> March, 2023 |
| Interest on income tax refund                   | -  | 9.29                                       |
| Profit on sale of Property, plant and equipment | -  | 0.02                                       |
| Miscellaneous income                            | 1.08                                       | 0.35                                       |
|   | <b>1.08</b>                                | <b>9.66</b>                                |

## 19 Employee benefits expenses

|                       | ₹ lakhs                                    |  |
|-----------------------|--|--|
|                       | Year ended<br>31 <sup>st</sup> March, 2024 | Year ended<br>31 <sup>st</sup> March, 2023 |
| Salaries              | 155.78                                     | 135.93                                     |
| Staff welfare expense | 5.80                                       | 2.24                                       |
|                       | <b>161.59</b>                              | <b>138.17</b>                              |

## 20 Depreciation

|  | ₹ lakhs                                    |  |
|--|--|--|
|  | Year ended<br>31 <sup>st</sup> March, 2024 | Year ended<br>31 <sup>st</sup> March, 2023 |
| Depreciation on Property, plant and equipment (refer note 7) | 2.28                                       | 1.71                                       |
|  | <b>2.28</b>                                | <b>1.71</b>                                |

## 21 Other Expenses

|                                  | ₹ lakhs                                    |  |
|----------------------------------|--|--|
|                                  | Year ended<br>31 <sup>st</sup> March, 2024 | Year ended<br>31 <sup>st</sup> March, 2023 |
| Rent, taxes and energy cost      | 8.23                                       | 8.85                                       |
| Repairs and maintenance - Others | 6.29                                       | 0.60                                       |
| Communication costs              | 6.26                                       | 4.34                                       |
| Printing and stationery          | 1.24                                       | 1.22                                       |
| Advertisement and publicity      | 2.85                                       | 1.07                                       |
| Directors fees                   | 2.49                                       | 2.24                                       |
| Auditor fees and expenses        | 9.22                                       | 9.31                                       |
| Legal and professional expenses  | 64.10                                      | 93.74                                      |
| Insurance                        | 0.83                                       | 0.80                                       |

Notes to consolidated financial statements for the year ended 31<sup>st</sup> March, 2024

|  | ₹ lakhs                                    |  |
|--|--|--|
|  | Year ended<br>31 <sup>st</sup> March, 2024 | Year ended<br>31 <sup>st</sup> March, 2023 |
| Investment expenses                            | 100.45                                     | 77.76                                      |
| Listing and custodian fees                     | 11.35                                      | 10.96                                      |
| Corporate social responsibility (CSR) expenses | 0.18                                       | -  |
| Miscellaneous expenses                         | 9.94                                       | 3.32                                       |
|  | <b>223.43</b>                              | <b>214.20</b>                              |
| <b>Auditor fees and expenses :</b>             |  |  |
| - Statutory audit                              | 3.89                                       | 3.89                                       |
| - Other services                               | 3.49                                       | 3.49                                       |
| - Certification Fees                           | 0.94                                       | 1.48                                       |
| - Reimbursement of Expenses                    | 0.89                                       | 0.45                                       |
|  | <b>9.22</b>                                | <b>9.31</b>                                |

**Undisclosed Income**

There are no transactions which are not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessment under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

**Details of Crypto Currency or Virtual Currency**

The Company has not traded or invested in Crypto currency or Virtual currency during the year.

**22 Tax expense**

|   | ₹ lakhs                                    |  |
|---|--|--|
|   | Year ended<br>31 <sup>st</sup> March, 2024 | Year ended<br>31 <sup>st</sup> March, 2023 |
| Current tax                                 | 1,762.64                                   | 831.52                                     |
| Deferred tax                                | 502.34                                     | (286.42)                                   |
| MAT credit entitlement/utilised             | (0.95)                                     | 457.61                                     |
| Tax adjustments in respect of earlier years | (0.43)                                     | (9.00)                                     |
|   | <b>2,263.59</b>                            | <b>993.71</b>                              |

The major components of income tax expense and the reconciliation of expense based on the domestic tax rate of 29.12% and 29.12% for financial year ended 31<sup>st</sup> March, 2024 and 31<sup>st</sup> March, 2023 respectively and the reported tax expense in Statement of profit and loss are as follows:

**(a) Reconciliation of Current tax expenses:**

|   | ₹ lakhs                                    |  |
|---|--|--|
|   | Year ended<br>31 <sup>st</sup> March, 2024 | Year ended<br>31 <sup>st</sup> March, 2023 |
| <b>Profit before tax</b>  | <b>9,836.62</b>                            | <b>4,699.86</b>                            |
| Enacted tax rates in India (%)  | 29.12%                                     | 29.12%                                     |
| <b>Computed tax expense</b>   | <b>2,864.43</b>                            | <b>1,368.60</b>                            |
| Effect of prior period taxes  | (0.43)                                     | (9.00)                                     |
| Others  | (600.40)                                   | (365.89)                                   |
| <b>Total income tax expense as per the Statement of profit and loss</b> | <b>2,263.59</b>                            | <b>993.71</b>                              |
| Effective Tax Rate  | <b>23.01%</b>                              | <b>21.14%</b>                              |

**23 Current tax assets:**

|                      | ₹ lakhs                                    |  |
|----------------------|--|--|
|                      | Year ended<br>31 <sup>st</sup> March, 2024 | Year ended<br>31 <sup>st</sup> March, 2023 |
| Opening balance      | 5.33                                       | 71.15                                      |
| Add: During the year | 3.06                                       | (65.83)                                    |
|                      | <b>8.39</b>                                | <b>5.32</b>                                |

Notes to consolidated financial statements for the year ended 31<sup>st</sup> March, 2024

## 24 Earnings per share (EPS)

|   | Year ended<br>31 <sup>st</sup> March, 2024 | Year ended<br>31 <sup>st</sup> March, 2023 |
|---|--|--|
| <b>Net profit attributable to equity shareholders</b>           |  |  |
| Net profit attributable to equity shareholders (in ₹ lakhs) (A) | 7,573.02                                   | 3,706.15                                   |
| Face value of equity share (₹)                                  | 10.00                                      | 10.00                                      |
| Weighted average number of equity shares outstanding (B)        | 1,09,01,781                                | 1,09,01,781                                |
| Basic earnings per share (₹) (A/B)                              | 69.47                                      | 34.00                                      |
| Diluted earnings per share (₹) (A/B)                            | 69.47                                      | 34.00                                      |

## 25 Contingent liabilities and commitments

|  | ₹ lakhs                               |                                       |
|--|---------------------------------------|---------------------------------------|
|  | As at<br>31 <sup>st</sup> March, 2024 | As at<br>31 <sup>st</sup> March, 2023 |
| <b>(a) Contingent liabilities (not provided for)</b> |                                       |                                       |
| Income tax   | -                                     | 95.33                                 |
| Civil suits  | 140.14                                | 140.14                                |
|  | <b>140.14</b>                         | <b>235.47</b>                         |
| <b>(b) Capital commitments</b>                       |                                       |                                       |
| Capital commitments towards investments              | 310.21                                | 58.15                                 |

## 26 Employee benefits expenses

## (a) Defined benefits plans - Gratuity (unfunded)

Gratuity plan is a defined benefit plan that provides for lump sum gratuity payment to employees made at the time of their exit by the way of retirement (on superannuation or otherwise), death or disability. The benefits are defined on the basis of their final salary and period of service and such benefits paid under the plan is not subject to the ceiling limit specified in the Payment of Gratuity Act, 1972. Liability as on the Balance Sheet date is provided based on actuarial valuation done by a certified actuary using projected unit credit method.

Aforesaid defined benefit plans typically expose the Company to actuarial risks such as pay as you go risk, salary risk, investment risk and longevity risk.

|                    |   |
|--------------------|---|
| Pay as you go risk | For unfunded schemes, financial planning could be difficult as the benefits payable will directly affect the revenue and this could be widely fluctuating from year to year. Moreover there may be an opportunity cost of better investment returns affecting adversely the cost of the scheme. |
| Salary risk        | The present value of the defined benefit liability is calculated by reference to the future salaries of plan participants. As such, an increase in salary of the plan participants will increase the plan's liability.  |
| Investment risk    | The present value of the defined benefit liability is calculated using a discount rate which is determined by reference to market yields at the end of the reporting period on government bonds.  |
| Longevity risk     | The present value of the defined benefit liability is calculated by reference to the best estimate of the mortality plan of the participants both during and after their employment. An increase in the life expectancy of the plan participants will increase the plan's liability.            |

**Notes to consolidated financial statements for the year ended 31<sup>st</sup> March, 2024**

The following tables summarise the components of defined benefit expense recognised in the Statement of profit or loss/OCI and amounts recognised in the Balance Sheet for the respective plan:

|   | ₹ lakhs                                    |  |
|---|--|--|
|   | Year ended<br>31 <sup>st</sup> March, 2024 | Year ended<br>31 <sup>st</sup> March, 2023 |
| <b>(i) Change in projected benefit obligation</b>                               |  |  |
| Projected benefit obligation at the beginning of the year                       | 28.33                                      | 33.30                                      |
| Current service costs   | 1.63                                       | 1.26                                       |
| Interest costs  | 2.12                                       | 2.43                                       |
| Benefit paid  | (15.44)                                    | (8.14)                                     |
| Actuarial (gains)/losses arising from change in financial assumption            | 0.43                                       | (0.17)                                     |
| Actuarial (gains)/losses arising from experience adjustments                    | 0.92                                       | (0.35)                                     |
| <b>Projected benefit obligation at the end of the year</b>                      | <b>17.99</b>                               | <b>28.33</b>                               |
| <b>(ii) Expenses charged to the Statement of profit and loss</b>                |  |  |
| - Current service costs   | 1.63                                       | 1.26                                       |
| - Interest costs  | 2.12                                       | 2.43                                       |
|   | <b>3.76</b>                                | <b>3.69</b>                                |
| <b>(iii) Components of net cost charged taken to Other comprehensive income</b> |  |  |
| Actuarial (gain)/loss arising on liability                                      | 1.34                                       | (0.52)                                     |
| <b>(iv) Key actuarial assumptions</b>   |  |  |
| Discount rate   | 7.25%                                      | 7.50%                                      |
| Salary growth rate  | 8.00%                                      | 8.00%                                      |
| Retirement age  | 58 years                                   | 58 years                                   |
|   | <b>As at</b>                               | <b>As at</b>                               |
|   | <b>31<sup>st</sup> March, 2024</b>         | <b>31<sup>st</sup> March, 2023</b>         |
| <b>Mortality rate:</b>  |  |  |
| Less than 30 years  | 2%   | 2%   |
| 31-44 years   | 2%   | 2%   |
| 45 years and above  | 2%   | 2%   |

**(v) Sensitivity analysis**

A quantitative sensitivity analysis for significant assumption is as shown below:

| Particulars                     | Year ended<br>31 <sup>st</sup> March, 2024 | Year ended<br>31 <sup>st</sup> March, 2023 |
|---------------------------------|--|--|
| DBO with discount rate + 1%     | (1.37)                                     | (0.84)                                     |
| DBO with discount rate - 1%     | 1.62                                       | 0.95                                       |
| DBO with + 1% salary escalation | 1.59                                       | 0.93                                       |
| DBO with - 1% salary escalation | (1.37)                                     | (0.84)                                     |
| DBO with + 1% withdrawal rate   | (0.11)                                     | (0.03)                                     |
| DBO with - 1% withdrawal rate   | 0.12                                       | 0.03                                       |

**Methods and assumptions used in preparing sensitivity analysis and their limitations:**

The sensitivity analysis presented above may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated. Furthermore, in presenting the above sensitivity analysis, the present value of the defined benefit obligation has been calculated using the projected unit credit method at the end of the reporting period, which is the same as that applied in calculating the defined benefit obligation liability recognised in the Balance Sheet.

Notes to consolidated financial statements for the year ended 31<sup>st</sup> March, 2024

|   | ₹ lakhs                                    |  |
|---|--|--|
|   | Year ended<br>31 <sup>st</sup> March, 2024 | Year ended<br>31 <sup>st</sup> March, 2023 |
| (vi) Expected Group Contribution in next year | 1.65                                       | 1.26                                       |

**(vii) Maturity analysis of the benefit payments:**

| Particulars  | As at<br>31 <sup>st</sup> March, 2024 | As at<br>31 <sup>st</sup> March, 2023 |
|--------------|---------------------------------------|---------------------------------------|
|              | Year 1                                | 5.42                                  |
| Year 2       | 0.15                                  | 5.27                                  |
| Year 3       | 0.17                                  | 0.11                                  |
| Year 4       | 0.18                                  | 0.12                                  |
| Year 5       | 0.20                                  | 0.13                                  |
| Year 6 to 10 | 1.35                                  | 0.91                                  |

**(b) Compensated Absences**

| Particulars   | As at<br>31 <sup>st</sup> March, 2024 | As at<br>31 <sup>st</sup> March, 2023 |
|---|---------------------------------------|---------------------------------------|
|   | Present value of unfunded obligation  | 7.32                                  |
| Expenses recognised in Statement of profit and loss | 1.81                                  | 0.71                                  |
| Discount rate (p.a)                                 | 7.25%                                 | 7.50%                                 |
| Salary escalation rate (p.a)                        | 8%                                    | 8.00%                                 |

**27 Related party disclosures**

Information on related party transactions as required by Ind AS 24, Related Party Disclosures, for the year ended 31st March, 2024

**Relationship****(i) Holding**

Swallow Associates LLP

**(ii) Subsidiaries of Company (Control exist)**

Instant Holdings Limited  
Sudarshan Electronics & T.V. Limited

**(iii) Enterprises over which KMP or relatives of KMP exercise control/significant influence**

KEC International Limited

**(iv) Non-Executive Directors**

| Key person                | Designation                     |
|---------------------------|---------------------------------|
| Ramesh Chandak            | Director                        |
| Hari Narain Singh Rajpoot | Director                        |
| Amarendra Nath Misra      | Director (till 30th June, 2022) |
| Hemendra Chimanlal Dalal  | Director                        |
| Prem Kapil                | Director                        |
| Abhay Vasant Nerurkar     | Director                        |
| Shweta Ratnakar Musale    | Director                        |
| Manish Jain               | Director                        |



**Notes to consolidated financial statements for the year ended 31<sup>st</sup> March, 2024**
**(v) Key Managerial Personnel ('KMP')**

| Key person         | Designation  |
|--------------------|--|
| Paras Mal Rakhecha | Chief Financial Officer (till 29th February, 2024) |
| Anand Rathi        | Chief Financial Officer (w.e.f 01st March, 2024)   |
| Jiya Gangwani      | Company Secretary                                  |
| Arvind Dhumal      | Manager  |

| Name of the party/Nature of transaction | ₹ lakhs                                    |  |
|---|--|--|
|   | Year ended<br>31 <sup>st</sup> March, 2024 | Year ended<br>31 <sup>st</sup> March, 2023 |
| <b>Reimbursement of Expenses</b>        |  |  |
| Swallow Associates LLP                  | -  | 0.54                                       |
| <b>Rent Paid</b>                        |  |  |
| KEC International Limited               | 8.25                                       | 7.14                                       |
| <b>Key Managerial Personnel</b>         |  |  |
| Remuneration                            | 122.17                                     | 113.93                                     |
| Sitting fees (exclusive of GST)         | 2.11                                       | 1.90                                       |

All transaction with these related parties are priced on an arm's length basis.

**28. Disclosure as per clause 34(3), clause 53 (f) and Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended:**

- (a) Loans to Subsidiaries : Nil
- (b) Investments (numbers of shares) in the Company and its subsidiary:

| Name of the Company      | Investments by            | No. of shares held as on              |                                       |
|--------------------------|---------------------------|---------------------------------------|---------------------------------------|
|                          |                           | As at<br>31 <sup>st</sup> March, 2024 | As at<br>31 <sup>st</sup> March, 2023 |
| Instant Holdings Limited | Summit Securities Limited | 47,13,895                             | 47,13,895                             |

**29 Fair value measurement**
**(a) Category wise classification of financial instruments**

| Particulars                                       | Note | ₹ lakhs                               |                                       |
|---|------|---------------------------------------|---------------------------------------|
|   |      | As at<br>31 <sup>st</sup> March, 2024 | As at<br>31 <sup>st</sup> March, 2023 |
| <b>A. Financial assets:</b>                       |      |                                       |                                       |
| <b>Carried at cost</b>                            |      |                                       |                                       |
| Cash and cash equivalents                         | 3    | 331.63                                | 979.43                                |
| Bank balance other than cash and cash equivalents | 4    | 206.43                                | 1,665.50                              |
| Investments                                       | 5    | 1,005.55                              | -                                     |
| Other financial assets                            | 6    | 43.75                                 | 64.59                                 |
|   |      | <b>1,587.36</b>                       | <b>2,709.52</b>                       |
| <b>Carried at FVTPL</b>                           |      |                                       |                                       |
| Investments                                       | 5    | 22,833.55                             | 13,665.20                             |
|   |      | <b>22,833.55</b>                      | <b>13,665.20</b>                      |
| <b>Carried at FVTOCI</b>                          |      |                                       |                                       |
| Investments in equity instruments                 | 5    | 9,83,258.85                           | 5,47,540.40                           |
|   |      | <b>9,83,258.85</b>                    | <b>5,47,540.40</b>                    |
|   |      | <b>10,07,679.76</b>                   | <b>5,63,915.12</b>                    |

Notes to consolidated financial statements for the year ended 31<sup>st</sup> March, 2024**Disclosure with respects to Sale of Investment in Equity Instrument measured at Fair Value through Other Comprehensive Income during the reporting period:**

|  |             |             |
|--|-------------|-------------|
| (i) Reason for Disposal of Investment                      | Diversified | Diversified |
| (ii) Fair Value of Investment at the date of derecognition | 0.10        | -           |
| (iii) Cumulative Gain/Loss on Disposal                     | 0.05        | -           |

**B. Financial liabilities****Measured at cost**

|                             |   |               |               |
|-----------------------------|---|---------------|---------------|
| Other financial liabilities | 9 | 222.58        | 232.50        |
|                             |   | <b>222.58</b> | <b>232.50</b> |

**(b) Fair value hierarchy**

The Group determines fair values of its financial instruments according to the following hierarchy:

Level 1: Valuation based on quoted market price: Financial instruments with quoted prices for identical instruments in active markets that the Group can access at the measurement date.

Level 2: Valuation based on using observable inputs: Financial instruments with quoted prices for similar instruments in active markets or quoted prices for identical or similar instruments in inactive markets and financial instruments valued using models where all significant inputs are observable.

Level 3: Valuation technique with significant unobservable inputs: – financial instruments valued using valuation techniques where one or more significant inputs are unobservable.

| Particulars                                     | ₹ lakhs                               |                                       |
|---|---------------------------------------|---------------------------------------|
|   | As at<br>31 <sup>st</sup> March, 2024 | As at<br>31 <sup>st</sup> March, 2023 |
| <b>Level 1 (Quoted prices in active market)</b> |                                       |                                       |
| <b>Financial assets measured at FVTOCI</b>      |                                       |                                       |
| Investments in quoted equity instruments        | 9,74,904.74                           | 5,43,573.17                           |
| <b>Financial assets measured at FVTPL</b>       |                                       |                                       |
| Investments in mutual funds                     | 19,042.77                             | 11,464.22                             |
| Investments in quoted equity instruments        | 939.99                                | 669.90                                |
| Investments in REIT                             | 233.21                                | -                                     |
| <b>Level 3 (Significant observable inputs)</b>  |                                       |                                       |
| <b>Financial assets measured at FVTOCI</b>      |                                       |                                       |
| Investments in unquoted equity instruments      | 8,354.11                              | 3,967.23                              |
| <b>Financial assets measured at FVTPL</b>       |                                       |                                       |
| Investments in Preference Shares                | 4.96                                  | 4.96                                  |
| Investments in Venture capital funds            | 2,612.62                              | 1,526.12                              |
|   | <b>10,06,092.40</b>                   | <b>5,61,205.58</b>                    |

**Reconciliation of fair value of measurement categorised within level 3 of the value hierarchy**

| Particulars                                | ₹ lakhs                               |                                       |
|--|---------------------------------------|---------------------------------------|
|  | As at<br>31 <sup>st</sup> March, 2024 | As at<br>31 <sup>st</sup> March, 2023 |
| <b>Opening Fair value</b>                  | 5,498.29                              | 4,775.82                              |
| Purchase/Sales of Financial Instruments    | 796.34                                | 239.32                                |
| Change in Fair value during the year - PL  | 1,086.50                              | 439.42                                |
| Change in Fair value during the year - OCI | 3,590.55                              | 43.74                                 |
| <b>Closing Fair value</b>                  | <b>10,971.68</b>                      | <b>5,498.29</b>                       |

**Notes to consolidated financial statements for the year ended 31<sup>st</sup> March, 2024**
**Financial Instruments measured at Fair value - Level III**

| Type                                 | Valuation Technique  | Significant Observable Input | Inter-relationship between significant unobservable inputs and fair value measurement |
|--------------------------------------|--|------------------------------|---|
| Investment in unquoted equity shares | Adjusted NAV (Net Asset Value) method. Adjusted NAV method involves determination of fair values of asset/liability/ business based on its book value with appropriate relevant adjustments. | <b>Not applicable</b>        | <b>Not applicable</b>   |
| Investment in Venture Capital Fund   | Investments in venture capital funds are valued by use of statement of accounts received from the investee parties.  | <b>Not applicable</b>        | <b>Not applicable</b>   |

**(c) Fair value of assets and liabilities measured at cost/amortised cost**

The carrying amount of financial assets and financial liabilities measured at amortised cost are a reasonable approximation of their fair values since the Group does not anticipate that the carrying amount would be significantly different from the values that would be eventually received or settled. Management assessed that fair values of cash and cash equivalents, other bank balances, loans, other financial assets and other financial liabilities approximate their carrying amounts of these instruments.

**30 Financial risk management**

The Company is a Non-Deposit taking Non-Banking Financial Company registered with the Reserve Bank of India (the 'RBI') (classified as Middle Layer). On account of its business activities it is exposed to various financial risks associated with financials products such as credit or default risk, market risk, interest rate risk, liquidity risk and inflationary risk. However, the Group has a robust financial risk management system in place to identify, evaluate, manage and mitigate various risks associated with its financial products to ensure that desired financial objectives are met. The Group senior management is responsible for establishing and monitoring the risk management framework within its overall risk management objectives and strategies. Such risk management strategies and objectives are established to identify and analyse potential risks faced by the Company, set and monitor appropriate risk limits and controls, periodically review the changes in market conditions and assess risk management performance.

**(a) Credit risk**

This risk is common to all investors who invest in bonds and debt instruments and it refers to a situation where a particular bond issuer is unable to make the expected principal payments, interest rate payments, or both. Similarly, a lender bears the risk that the borrower may default in the payment of contractual interest or principal on its debt obligations, or both. The entity continuously monitors defaults of customers and other counterparties and incorporates this information into its credit risk controls.

**Financial instruments**

Risk concentration is minimized by investing in highly rated, investment in debt instruments. The Group lends to borrowers with a good credit score and generally most of the lending is secured against assets pledged by the borrower in favour of the Group. These investments and loans are reviewed by the Board of Directors on a regular basis.

## Notes to consolidated financial statements for the year ended 31<sup>st</sup> March, 2024

The Group has categorised all its financial assets at low credit risks on account of no past trends of defaults by any parties. Therefore, the provision for expected credit loss has been made as per the Reserve Bank of India's prudential norms at 0.4% of the loan assets (which are not credit impaired).

| Nature               | Assets covered  | Basis of expected credit loss                                    |
|----------------------|---|--|
| Low credit risk      | Cash and cash equivalents and other bank balances, Loans, Investments, Other financial assets | Life time expected credit loss or 12 months expected credit loss |
| Moderate credit risk | -   | -  |
| High credit risk     | -   | -  |

### Financial assets that are exposed to credit risk\*

| Particulars                                       | ₹ lakhs                               |                                       |
|---|---------------------------------------|---------------------------------------|
|   | As at<br>31 <sup>st</sup> March, 2024 | As at<br>31 <sup>st</sup> March, 2023 |
| <b>Low credit risk</b>                            |                                       |                                       |
| Cash and cash equivalents and other bank balances | 538.06                                | 2,644.93                              |
| Investments                                       | 1,005.55                              | -                                     |
| Other financial assets                            | 43.75                                 | 64.59                                 |
| <b>Moderate credit risk</b>                       | -                                     | -                                     |
| <b>High credit risk</b>                           | -                                     | -                                     |
|   | <b>1,587.36</b>                       | <b>2,709.51</b>                       |

(\*at gross carrying values)

### Expected credit losses for financial assets:

#### As at 31<sup>st</sup> March, 2024:

| Particulars  | ₹ lakhs  |                           |  |
|--|--|---------------------------|--|
|  | Estimated gross<br>carrying amount<br>at default | Expected credit<br>losses | Carrying<br>amount net of<br>impairment<br>provision |
| Cash and cash equivalents and other bank<br>balances | 538.06   | -                         | 538.06   |
| Investments  | 1,005.55   | -                         | 1,005.55   |
| Other financial assets                               | 43.75  | -                         | 43.75  |

#### As at 31<sup>st</sup> March, 2023:

| Particulars  | ₹ lakhs   |                           |  |
|--|---|---------------------------|--|
|  | Estimated gross<br>carrying amount<br>at default" | Expected credit<br>losses | Carrying<br>amount net of<br>impairment<br>provision |
| Cash and cash equivalents and other bank<br>balances | 2,644.93  | -                         | 2,644.93   |
| Investments  | -   | -                         | -  |
| Other financial assets                               | 64.59   | -                         | 64.59  |

### (b) Market risk:

Market risk is a form of systematic risk associated with the day-to-day fluctuation in the market prices of shares and securities and such market risk affects all securities and investors in the same manner. These daily price fluctuations follows its own broad trends and cycles and are more news and transaction driven rather than fundamentals and many a times, it may affect the returns from an investment. Market risks majorly comprises of two types - interest rate risk and other price risk, such as equity price risk and commodity risk. Financial instruments affected by market risks include borrowings and investments.

**Notes to consolidated financial statements for the year ended 31<sup>st</sup> March, 2024**
**Interest rate risk**

Interest rate risk is a type of systematic risk that particularly affects fixed rate debt instruments like bonds and debentures. The value of the fixed-rate debt instruments generally decline due to rise in interest rates and vice versa. The rationale is that a bond is a promise of a future stream of payments; an investor will offer less for a bond that pays-out at a rate lower than the rates offered in the current market. A rising interest rate scenario also affects the Group's interest expenditure on borrowed funds.

**a. Borrowings**

| Particulars   | ₹ lakhs                               |                                       |
|---|---------------------------------------|---------------------------------------|
|   | As at<br>31 <sup>st</sup> March, 2024 | As at<br>31 <sup>st</sup> March, 2023 |
| Borrowings at variable interest rate                      | -                                     | -                                     |
| Borrowings at fixed interest rate                         | -                                     | -                                     |
| <b>Total borrowings</b>                                   | <b>-</b>                              | <b>-</b>                              |
| <b>Percentage of borrowings at variable interest rate</b> | <b>0.00%</b>                          | <b>0.00%</b>                          |

**Price risk**

Price risk is the risk that the fair value of a financial instrument will fluctuate due to changes in market traded price. It arises from financial assets such as investments in equity instruments, bonds, mutual funds etc. The Group is exposed to price risk arising mainly from investments carried at fair value through FVTPL or FVTOCI which are valued using quoted prices in active markets (level 1 investments). A sensitivity analysis demonstrating the impact of change in market prices of these instruments from the prices existing as at the reporting date is given below:

| Particulars  | ₹ lakhs  |                              |
|--|--|------------------------------|
|  | 31 <sup>st</sup> March, 2024   | 31 <sup>st</sup> March, 2023 |
| Investments carried at FVTPL or FVTOCI valued using quoted prices in active market | 9,95,120.70  | 5,55,707.28                  |
| Particulars  | Sensitivity analysis on total comprehensive income upon fluctuation of market prices |                              |
|  | Increase by 10%  | Decrease by 10%              |
| Impact on total comprehensive income for year ended 31 <sup>st</sup> March, 2024   | 99,512.07  | (99,512.07)                  |
| Impact on total comprehensive income for year ended 31 <sup>st</sup> March, 2023   | 55,570.73  | (55,570.73)                  |

**(c) Liquidity risk:**

Liquidity refers to the readiness of the Group to sell and realise its financial assets. Liquidity risk is one of the most critical risk factors for companies which is into the business of investments in shares and securities. It is the risk of not being able to realise the true price of a financial asset, or is not being able to sell the financial asset at all because of non-availability of buyers. Unwillingness to lend or restricted lending by Banks and Financial Institutions may also lead to liquidity concerns for the entities.

The Group maintains a well-diversified portfolio of investments in shares and securities which are saleable at any given point of time. A dedicated team of market experts are monitoring the markets on a continuous basis, which advises the management for timely purchase or sale of securities. The Group is currently having a mix of both short-term and long-term investments. The management ensures to manage its cash flows and asset liability patterns to ensure that the financial obligations are satisfied in timely manner.

## Notes to consolidated financial statements for the year ended 31<sup>st</sup> March, 2024

The following table shows the remaining contractual maturities of financial liabilities at the reporting date. The amounts reported are on gross and undiscounted basis.

| Particulars                              |                  |                      |              | ₹ lakhs       |
|--|------------------|----------------------|--------------|---------------|
|  | Less than 1 year | Between 1 to 5 years | Over 5 years | Total         |
| <b>As at 31<sup>st</sup> March, 2024</b> |                  |                      |              |               |
| Other financial liabilities              | 222.58           | -                    | -            | 222.58        |
|  | <b>222.58</b>    | -                    | -            | <b>222.58</b> |
| <b>As at 31<sup>st</sup> March, 2023</b> |                  |                      |              |               |
| Other financial liabilities              | 232.50           | -                    | -            | 232.50        |
|  | <b>232.50</b>    | -                    | -            | <b>232.50</b> |

### (d) Inflationary risk:

Inflationary or purchasing power risk refers to the variation in investor returns caused by inflation. It is the risk that results in increase of the prices of goods and services which results in decrease of purchasing power of money, and likely negatively impact the value of investments. The two important sources of inflation are rising costs of production and excess demand for goods and services in relation to their supply. Inflation and interest rate risks are closely related as interest rates generally go up with inflation.

The Group closely monitors the inflation data and analyses the reasons for wide fluctuations thereof and its effect on various sectors and businesses. The main objective is to avoid inflationary risk and accordingly invest in securities and debt instruments that provides higher returns as compared to the inflation in long-term.

## 31 Capital management

For the purpose of Group's capital management, capital includes issued equity share capital, other equity reserves and borrowed capital less cash and cash equivalents. The primary objective of capital management is to maintain an efficient capital structure to reduce the cost of capital, support corporate expansion strategies and to maximize shareholder's value.

The entity manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the entity may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The entity monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Group's policy is to keep an optimum gearing ratio. The entity includes within net debt, interest bearing loans and borrowings less cash and cash equivalents.

Following table summarizes the capital structure of the Group.

| Particulars   | ₹ lakhs                               |                                       |
|---|---------------------------------------|---------------------------------------|
|   | As at<br>31 <sup>st</sup> March, 2024 | As at<br>31 <sup>st</sup> March, 2023 |
| Borrowings  | -                                     | -                                     |
| Less: Cash and cash equivalents (including other bank balances) | 538.06                                | 2,644.93                              |
| <b>Adjusted net debt</b>  | <b>-538.06</b>                        | <b>-2,644.93</b>                      |
| Total Equity*   | 9,02,609.22                           | 5,10,582.23                           |
| <b>Net debt to equity ratio</b>                                 | <b>(0.00)</b>                         | <b>(0.01)</b>                         |

(\*includes capital and all reserves that are managed as capital)



Notes to consolidated financial statements for the year ended 31<sup>st</sup> March, 2024

## 32 Maturity analysis of assets and liabilities

₹ lakhs

| Particulars                          | As at 31 <sup>st</sup> March, 2024 |                     |                     | As at 31 <sup>st</sup> March, 2023 |                    |                    |
|--------------------------------------|------------------------------------|---------------------|---------------------|------------------------------------|--------------------|--------------------|
|                                      | Within<br>12 months                | After<br>12 months  | Total               | Within<br>12 months                | After<br>12 months | Total              |
| <b>ASSETS</b>                        |                                    |                     |                     |                                    |                    |                    |
| <b>Financial Assets</b>              |                                    |                     |                     |                                    |                    |                    |
| Cash and cash equivalents            | 331.63                             | -                   | 331.63              | 979.43                             | -                  | 979.43             |
| Other bank balances                  | 206.43                             | -                   | 206.43              | 1,665.50                           | -                  | 1,665.50           |
| Investments                          | 4.96                               | 10,07,092.98        | 10,07,097.94        | 4.96                               | 5,61,200.65        | 5,61,205.60        |
| Other financial assets               | 43.75                              | -                   | 43.75               | 64.59                              | -                  | 64.59              |
|                                      | <b>586.77</b>                      | <b>10,07,092.98</b> | <b>10,07,679.75</b> | <b>2,714.47</b>                    | <b>5,61,200.65</b> | <b>5,63,915.12</b> |
| <b>Non-financial Assets</b>          |                                    |                     |                     |                                    |                    |                    |
| Current tax assets (net)             | -                                  | 8.39                | 8.39                | -                                  | 5.32               | 5.32               |
| Property, plant and equipment        | -                                  | 22.52               | 22.52               | -                                  | 18.46              | 18.46              |
| Other non-financial assets           | 0.31                               | 39.16               | 39.47               | 0.40                               | 39.16              | 39.56              |
|                                      | 0.31                               | 70.07               | 70.38               | 0.40                               | 62.94              | 63.34              |
| <b>Total Assets</b>                  | <b>587.08</b>                      | <b>10,07,163.05</b> | <b>10,07,750.13</b> | <b>2,714.87</b>                    | <b>5,61,263.59</b> | <b>5,63,978.46</b> |
| <b>LIABILITIES</b>                   |                                    |                     |                     |                                    |                    |                    |
| <b>Financial Liabilities</b>         |                                    |                     |                     |                                    |                    |                    |
| Other financial liabilities          | 32.58                              | 190.00              | 222.58              | 42.50                              | 190.00             | 232.50             |
|                                      | <b>32.58</b>                       | <b>190.00</b>       | <b>222.58</b>       | <b>42.50</b>                       | <b>190.00</b>      | <b>232.50</b>      |
| <b>Non-Financial Liabilities</b>     |                                    |                     |                     |                                    |                    |                    |
| Provisions                           | -                                  | 25.31               | 25.31               | -                                  | 35.49              | 35.49              |
| Deferred tax liabilities (net)       | -                                  | 1,04,637.84         | 1,04,637.84         | -                                  | 52,873.24          | 52,873.24          |
| Other non-financial liabilities      | 1.72                               | 253.46              | 255.18              | 1.54                               | 253.47             | 255.00             |
|                                      | <b>1.72</b>                        | <b>1,04,916.61</b>  | <b>1,04,918.33</b>  | <b>1.54</b>                        | <b>53,162.19</b>   | <b>53,163.73</b>   |
| <b>Total liabilities</b>             | <b>34.30</b>                       | <b>1,05,106.61</b>  | <b>1,05,140.91</b>  | <b>44.04</b>                       | <b>53,352.19</b>   | <b>53,396.23</b>   |
| <b>Net Equity (Balancing Figure)</b> | <b>552.78</b>                      | <b>9,02,056.44</b>  | <b>9,02,609.22</b>  | <b>2,670.83</b>                    | <b>5,07,911.40</b> | <b>5,10,582.23</b> |
| <b>Total liabilities and equity</b>  | <b>587.08</b>                      | <b>10,07,163.05</b> | <b>10,07,750.13</b> | <b>2,714.87</b>                    | <b>5,61,263.59</b> | <b>5,63,978.46</b> |

## 33 Disclosure pursuant to Ind-AS 7, Statement of Cash Flows - Changes in liabilities arising from financing activities - Nil



**Notes to consolidated financial statements for the year ended 31<sup>st</sup> March, 2024**

**35** The Company does not exercise any control and does not have significant influence over CEAT Limited, and Spencer & Co Limited. Hence these entities are not considered as associates of the Company as per Ind AS 28, Investments in Associates. The Investments have been accounted for as per Ind AS 109, Financial Instruments.

**36** On 23rd April, 2024, the Company's wholly-owned subsidiary, Instant Holdings Limited (IHL) has entered into a MOU to sell its entire shareholding in its step-down subsidiary, Sudarshan Electronics and TV Limited (SETVL), inter alia to conclusion of a Share Purchase Agreement (SPA). The SPA has since been entered into, on 07th May, 2024. Post the aforesaid SPA, SETVL ceased to be a subsidiary of IHL and the Company.

**37 Segment reporting**

As per the requirement of Ind AS 108, Operating Segments, based on evaluation of financial information for allocation of resources and assessing performance, the Group identified as single segments, i.e., holding and investing with focus on earning income through dividends, interest and gains from investments. Accordingly, there are no separate reportable segments as per the Standard.

**38 Additional Regulatory Information (to the extent applicable and reportable):**

(i) The Company has complied with the number of layers prescribed under clause (87) of Section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017.

**39** Based on the information available with the Company and has been relied upon by the auditors, none of the suppliers have confirmed to be registered under "The Micro, Small and Medium Enterprises Development ('MSMED') Act, 2006". Accordingly, no disclosure relating to principal amounts unpaid together with interest paid/ payable are required to be furnished.

**40** No significant adjusting event occurred between balance sheet date and the date of the approval of these standalone financial statements by the Board of Directors requiring adjustments on disclosures.

**41** Amount shown as ₹ 0.00 represents amount below ₹ 5,000 (Rupees Five Thousand).

**42** Figures of the previous year have been regrouped wherever necessary.

Signatures to Notes 1 to 42

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As per our report attached

**SHARP & TANNAN**

Chartered Accountants

Firm's Registration No. 109982W

by the hand of

**Edwin Paul Augustine**

Partner

Membership No. 043385

Place: Mumbai

Date: 16<sup>th</sup> May, 2024

**Arvind Dhumal**

Manager

For and on behalf of the Board of Directors

**Summit Securities Limited**

**H N Singh Rajpoot**

Director

DIN: 00080836

**Anand Rathi**

Chief Financial Officer

**A.V. Nerurkar**

Director

DIN: 00045309

**Jiya Gangwani**

Company Secretary

# Notes to standalone financial statements for the year ended 31<sup>st</sup> March, 2024

## Annexure

### Form AOC-1

(Pursuant to first proviso to sub-section (3) of Section 129 read with Rule 5 of Companies (Accounts) Rule, 2014  
Statement containing salient features of the financial statements of subsidiaries or associate companies or joint ventures as per Companies Act, 2013

#### PART-"A"-Subsidiaries

| Sr. No | Name of Subsidiary Companies            | Reporting Currency | Share Capital | Reserve & Surplus | Total Assets | Total Liabilities | Investments | Turnover/ Total Income | Profit Before Taxation | Tax Expenses | Profit After Taxation | Other Comprehensive Income | Total Comprehensive Income | Proposed Dividend | % of Share-holding |
|--------|---|--------------------|---------------|-------------------|--------------|-------------------|-------------|------------------------|------------------------|--------------|-----------------------|----------------------------|----------------------------|-------------------|--------------------|
| 1      | Instant Holdings Limited                | INR                | 471.39        | 5,54,077.34       | 6,16,027.14  | 61,478.41         | 6,15,931.23 | 5,465.47               | 5,338.90               | 1,278.42     | 4,060.48              | 2,37,491.16                | 2,41,551.64                | -                 | 100%               |
| 2      | Sudarshan Electronics and T. V. Limited | INR                | 782.67        | (734.04)          | 238.68       | 190.06            | -           | 10.48                  | 3.10                   | 2.66         | 0.43                  | 1.20                       | 1.64                       | -                 | 100%               |

₹ lakhs

Note : There were no subsidiaries which were yet to commence operations or liquidated or sold during the year ended March 31, 2024. On April 23, 2024, the Company's wholly-owned subsidiary, Instant Holdings Limited (IHL) had entered into an MOU to sell its entire shareholding in its step-down subsidiary, Sudarshan Electronics and TV Limited (SETVL), inter alia to conclusion of a Share Purchase Agreement (SPA). The SPA had been entered into, on May 07, 2024. Post the aforesaid SPA, SETVL ceased to be a subsidiary of IHL and the Company.

#### PART-"B"- Associates and Joint Ventures

#### Statement Pursuant to Section 129(3) of the Companies Act, 2013 Related to Associate Company

| Sr. No. | Name of Associate Companies | Shares of Associates held by Company on year end |             |                           | Amount of Investment in Associates* | Extent of Holding (%) | Networth Attributable to shareholding as per latest Audited Balance Sheet | Profit/Loss for the year    |                                 |   | Reason why the associates is not consolidated |
|---------|-----------------------------|--|-------------|---------------------------|-------------------------------------|-----------------------|---|-----------------------------|---------------------------------|---|---|
|         |                             | Latest Audited Balance Sheet Date                | Nos.        | Investment in Associates* |                                     |                       |   | Considered in Consolidation | Not Considered in Consolidation | Description of how there is significant influence |   |
| 1       | CEAT Limited                | 31.03.2024                                       | 1,29,81,508 | 3,48,215.96               | 32.09%                              | -                     | -   | -                           | 20,387.82                       | Not Applicable                                    | Refer Note 3                                  |
| 2       | Spencer & Co Limited        | 31.03.2023                                       | 44,64,576   | 8,354.11                  | 40.83%                              | -                     | -   | -                           | 270.76                          | Not Applicable                                    | Refer Note 3                                  |

(\*Market value/Fair Value of Associates are mentioned)

#### Note:

- There are no associates which are yet to commence operations or liquidated or sold during the year
- The Company along with its subsidiary Instant Holdings Limited holds more than 20% of the total share capital of CEAT Limited and Spencer and Company Limited.
- The Company does not exercise any control and does not have significant influence over CEAT Limited, and Spencer and Company Limited. Hence these entities are not considered as associates of the Company as per Ind AS 28, Investments in Associates. The investments have been accounted for as per Ind AS 109, Financial Instruments.

For and on behalf of the Board of Directors  
Summit Securities Limited

H N Singh Rapoot  
Director  
DIN: 00080836  
Anand Rath  
Chief Financial Officer

A. V. Nerurkar  
Director  
DIN: 00045309  
Jiya Gangwani  
Company Secretary

Place: Mumbai  
Date: 16<sup>th</sup> May, 2024

