



# Algoquant Fintech

**July 08, 2022**

**To,  
Manager (Listing)  
BSE Limited  
Floor 25, P J Tower,  
Dalal Street,  
Mumbai -400001**

**Re: Company's Code No. 505725**

**Subject: Annual Report for the Financial Year 2021-22 and Notice convening the 59<sup>th</sup> Annual General Meeting**

Dear Sir/Madam,

We wish to inform you that 59<sup>th</sup> Annual General Meeting ("AGM") of the Company will be held on Saturday, July 30, 2022 at 04:00 p.m. (IST) via two-way Video Conference / Other Audio-Visual Means.

Pursuant to Regulations 30 and 34 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the Annual Report of the Company for the Financial Year 2021-22 along with the Notice of the 59<sup>th</sup> Annual General Meeting. The same is also being sent through electronic mode to all those Members whose e-mail addresses are registered with the Company / Depository Participant(s) / Registrar and Transfer Agent.

The Annual Report for the financial year 2021-22 along with Notice of the 59<sup>th</sup> AGM is also available on the Company's website at [www.algoquantfintech.com](http://www.algoquantfintech.com).

Request you to take the same on records.

Thanking You,  
Yours faithfully,

**For Algoquant Fintech Limited  
(Formerly Hindustan Everest Tools Limited)**

For Algoquant Fintech Limited

**Ayushi Jain Company Secretary  
Company Secretary & Compliance Officer  
M.No: A66504**



Algoquant  
Fintech



# ANNUAL REPORT

2022

## CORPORATE INFORMATION

**BOARD OF DIRECTORS**

<b>Mr. Devansh Gupta</b> (Appointed w.e.f. June 30, 2021)	<b>Managing Director</b>
<b>Mr. Dhruv Gupta</b> (Appointed w.e.f. February 09, 2021)	<b>Director</b>
<b>Mr. Amit Gupta</b> (Appointed w.e.f. February 09, 2021)	<b>Independent Director</b>
<b>Mrs. Preeti Arora</b> (Appointed w.e.f. February 09, 2021) (Resigned w.e.f. January 10, 2022)	<b>Independent Director</b>
<b>Mrs. Purnima Sharma</b> (Appointed w.e.f. February 14, 2022) (Resigned w.e.f. May 02, 2022)	<b>Independent Director</b>

**STATUTORY AUDITOR**

M/s SSRA & Co, Chartered Accountants  
FRN: 014266N  
M-13, LGF, South Extension Part-2,  
New Delhi-110049

**REGISTERED OFFICE**

4/11, First Floor, Asaf Ali Road,  
New Delhi - 110002  
Phone no: +91-9910032394  
Email id: Investors@algoquantfintech.com  
Website: www.algoquantfintech.com

**BANKERS**

Citi Bank Limited  
HDFC Bank Limited  
IDFC First Bank Limited  
UCO Bank Limited  
Yes Bank Limited

**KEY MANAGERIAL PERSONNEL**

<b>Ms. Ayushi Jain</b> (Appointed w.e.f. August 14, 2021)	<b>Company Secretary &amp; Compliance officer</b>
<b>Mr. Yogesh Gusain</b> (Appointed w.e.f. June 30, 2021)	<b>Chief Financial officer</b>

**SECRETARIAL AUDITOR**

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

**INTERNAL AUDITOR**

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

**REGISTRAR & SHARE TRANSFER AGENT**

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

**SHARES LISTED AT**

BSE Limited  
Floor 25, P J Tower  
Dalal Street, Mumbai - 400001

## COMPOSITION OF THE COMMITTEES

**AUDIT COMMITTEE MEMBERS**

Name of Director	Designation	Position
Amit Gupta	Independent Director	Chairperson
Purnima Sharma*	Independent Director	Member
Devansh Gupta	Managing Director	Member

**STAKEHOLDERS RELATIONSHIP COMMITTEE MEMBERS**

Name of Director	Designation	Position
Amit Gupta	Independent Director	Chairperson
Purnima Sharma*	Independent Director	Member
Devansh Gupta	Managing Director	Member

**NOMINATION & REMUNERATION COMMITTEE MEMBERS**

Name of Director	Designation	Position
Amit Gupta	Independent Director	Chairperson
Purnima Sharma*	Independent Director	Member
Dhruv Gupta	Director	Member

***Note: -The composition of the Audit Committee, Stakeholders Relationship Committee and Nomination and Remuneration Committee has been reviewed and reconstituted w.e.f. February 14, 2022.***

\* Mrs. Purnima Sharma resigned from the post of Independent Director of Company w.e.f. 02.05.2022.



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**ALGOQUANT FINTECH LIMITED  
(FORMERLY HINDUSTAN EVEREST TOOLS LIMITED)  
(CIN: L74110DL1962PLC003634)**

**Registered Office: 4/11, 1st Floor Asaf Ali Road New Delhi-110002**

**Email: [investors@algoquantfintech.com](mailto:investors@algoquantfintech.com), Website: [www.algoquantfintech.com](http://www.algoquantfintech.com)**

**Phone: +91-9910032394**

**Notice of the 59<sup>th</sup> Annual General Meeting**

**NOTICE** is hereby given that the **59<sup>th</sup> Annual General Meeting ("AGM")** of Members of **ALGOQUANT FINTECH LIMITED (FORMERLY HINDUSTAN EVEREST TOOLS LIMITED) ("the Company")** will be held on Saturday, the 30<sup>th</sup> day of July, 2022 at 04:00 P.M. (IST) through Video Conferencing (VC)/Other Audio-Visual Means (OVAM). The venue of the meeting shall be deemed to be the Registered Office of the Company situated at 4/11, 1st Floor, Asaf Ali Road, New Delhi-110002 to transact the following business:

**ORDINARY BUSINESS:**

1. To receive, consider, and adopt the audited financial statements of the Company for the financial year ended 31<sup>st</sup> March, 2022 together with the reports of the Board of Directors and Auditors' thereon.
2. **To appoint a director in place of Mr. Dhruv Gupta (DIN: 06920431) who retires by rotation and being eligible, offers himself for re-appointment.**

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

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

3. **Appointment of Statutory Auditors of the Company**

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

**"RESOLVED THAT** pursuant to the provisions of Section 139,142 and other applicable provisions, if any of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 as amended from time to time and pursuant to the recommendation of the Audit Committee, M/s OP Bagla & Co. LLP, Chartered Accountants [Firm Registration Number: 000018N/N500091] who have confirmed their eligibility for their appointment, be and is hereby appointed as Statutory Auditors of the Company to hold the office for the first consecutive term of five years, from the conclusion of this 59<sup>th</sup> Annual General Meeting ("AGM") till the conclusion of 64<sup>th</sup> Annual General Meeting to be held in the year 2027 at such remuneration as may be decided by the board of directors in consultation with the Statutory Auditors of the Company.

**RESOLVED FURTHER THAT** any Director(s) or KMP of the Company be and is hereby authorized to do all such acts, deeds, matters and things, necessary and expedient to give effect to the resolution including filing of necessary e-forms with the concerned Registrar of Companies."

**SPECIAL BUSINESS: -**

4. **To approve and increase the managerial remuneration payable to Mr. Devansh Gupta (DIN: 06920376), Managing Director of the Company.**

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

**"RESOLVED THAT** in supersession to the earlier special resolution passed at the 58<sup>th</sup> Annual General Meeting ("AGM") held on 27<sup>th</sup> October, 2021 and pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), and based on the recommendation of the Nomination and Remuneration Committee, the consent of the members of the Company be and is hereby accorded to increase in the remuneration to be paid to Mr. Devansh Gupta (DIN: 06920376), Managing Director of the Company for an amount of upto Rs. 6,00,000 (Rupees Six Lakh only) per month for the period of 3 (three) years effective from April 01, 2022 upto March 31, 2025.

**RESOLVED FURTHER THAT** apart from the aforesaid revision in remuneration, the other terms and conditions of

appointment of Mr. Devansh Gupta as previously approved by the members at 58<sup>th</sup> AGM shall remain unchanged and continue to be effective in force.

**RESOLVED FURTHER THAT** any director(s) or KMP be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution including filing of any e-forms with the concerned Registrar of Companies or such other authorities as may be required from time to time."

5. **To confirm the appointment of Mr. Himanjal Jagdishchandra Brahmbhatt (DIN: 00049679) as a Non-Executive Non-Independent Director**

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

**"RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time (including any statutory modification(s) or re-enactment thereof for the time being in force, based on the recommendation of Nomination and remuneration committee, the approval of the members of the Company, be and is hereby accorded to appoint Mr. Himanjal Jagdishchandra Brahmbhatt (DIN: 00049679) as a Non-Executive Non-Independent Director of the Company who is eligible for appointment and in respect of whom the Company has received a notice in writing under section 160 (1) of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed with effect from the date of the conclusion of this Annual General Meeting ("AGM") and whose office is liable to be retire by rotation.

**RESOLVED FURTHER THAT** any director(s) or KMP of the Company be and is hereby severally authorized to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary e-form with the concerned Registrar of Companies."

6. **To confirm the appointment of Mrs. Shubhangi Agarwal (DIN: 08135535) as a Woman Independent Director**

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

**"RESOLVED THAT** pursuant to the provisions of Section 149, 150 and 152 read with Schedule IV and Rule 3 of Companies (Appointment and Qualifications of Directors) Rules, 2014 and other applicable provisions of the Companies Act, 2013 as amended from time to time and Regulation 17 and any other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time (including any statutory modification(s) or re-enactment thereof for the time being in force), and the Articles of Association of the Company, based on the recommendation of Nomination and Remuneration Committee, the approval of the members of the Company be and is hereby accorded to appoint Mrs. Shubhangi Agarwal (DIN: 08135535), as a Woman Independent Director of the Company, who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160(1) of the Companies Act, 2013 from a member proposing her candidature for the office of director, be and is hereby appointed as a Woman Independent Director of the Company.

**RESOLVED FURTHER THAT** Mrs. Shubhangi Agarwal (DIN: 08135535) meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, who has submitted a declaration to that effect, and who is eligible for appointment as a Woman Independent Director of the Company, for a term of five years, i.e., from the date of conclusion of this AGM and whose office shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** any director(s) or KMP of the Company be and is hereby severally authorized to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary e-form with the concerned Registrar of Companies."

7. **To confirm the appointment of Mr. Gyaneshwar Sahai (00657315) as an Independent Director**

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

**"RESOLVED THAT** pursuant to the provisions of Section 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder and Regulation 17 and any other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time (including any statutory modification(s) or re-enactment thereof for the time being in force), and the Articles of Association of the Company, based on the recommendation of Nomination and Remuneration Committee, the approval of the members of the Company be and is hereby accorded to appoint Mr. Gyaneshwar

Sahai (DIN: 00657315) as an Independent Director of the Company who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160(1) of the Companies Act, 2013 from a member proposing his candidature for the office of director, be and is hereby appointed as an Independent Director of the Company.

**RESOLVED FURTHER THAT** Mr. Gyaneshwar Sahai (DIN: 00657315) meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, who has submitted a declaration to that effect and who is eligible for appointment as an Independent Director of the Company, for a term of five years, i.e., from the date of conclusion of this AGM and whose office shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** any director(s) or KMP of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary e-form with the concerned Registrar of Companies."

8. **To give loan, make investment, give guarantee(s), and provide security under Section 186 of the Companies Act, 2013**

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

**"RESOLVED THAT** pursuant to the provisions of Section 179, 180 and 186 of the Companies Act, 2013, read with the Companies (Meetings of Board and its Powers) Rules, 2014 as amended from time to time and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof for the time being in force), if any, the consent of the members of the Company be and is hereby accorded to (a) give any loan to any person(s) or other body corporate(s); (b) give any guarantee or provide security in connection with a loan to any person(s) or other body corporate(s); and (c) acquire by way of subscription, purchase or otherwise, securities of any other body corporate from time to time in one or more tranches as the board of directors as in their absolute discretion, deem beneficial and in the interest of the Company, for an amount not exceeding Rs. 500,00,00,000 (Rupees Five Hundred Crore Only) outstanding at any time, during each financial year notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided are in excess of the limits prescribed under Section 186 of the Companies Act, 2013.

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

9. **To seek approval under Section 185 of the Companies Act, 2013**

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

**"RESOLVED THAT**, pursuant to Section 185 and all other applicable provisions of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 and the Companies (Meeting of Board and its Powers) Rules, 2014 (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), the consent of the members of the Company be and is hereby accorded to authorize the Board of Directors of the Company (hereinafter referred to as the Board, which term shall be deemed to include, unless the context otherwise required, any committee of the Board or any director or officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution) to advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any entity which is a subsidiary or associate or joint venture of the company, (in which any director is deemed to be interested) or to Managing Director or Whole time director of the company upto an aggregate sum of Rs. 500,00,00,000/- (Rupees Five Hundred Crore Only) outstanding at anytime during each financial year in their absolute discretion deem beneficial and in the interest of the Company, provided that such loans are utilized by the borrowing company for its principal business activities.

**RESOLVED FURTHER THAT** any director(s) or KMP of the Company be and is hereby authorized to negotiate, finalize, agree the terms and conditions of the aforesaid loan/guarantee/security and to do all such acts, deeds and things as may be necessary and incidental including filing of e-forms with the Concerned Registrar of Companies, signing and/or execution of any deeds or documents or undertakings or agreements or papers and writings for giving effect to this Resolution."

**10. To consider and authorize borrowings & creation of charge/provide security**

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

**“RESOLVED THAT** in supersession to the earlier resolution passed in this regard, pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to the board of directors of the Company to borrow from time to time such sum or sums of money from time to time at its discretion, for the purpose of the business of the Company, from any one or more banks, financial institutions and other persons, firms, bodies corporate, whether by way of cash credit, advance or deposits, loans, debentures or bill discounting or otherwise, whether secured or unsecured, as they may deem fit notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business) may, at any time, exceed the aggregate paid-up share capital of the Company and its free reserves subject to such aggregate borrowings shall not exceeding Rs. 500,00,00,000/- (Rupees Five Hundred Crore Only) outstanding at any time during financial year over and above the aggregate of the paid-up share capital of the Company and its free reserves (that is to say reserves not set apart for any specific purpose) and that the Board be and is hereby empowered and authorised to arrange or fix the terms and conditions of all such monies to be borrowed from time to time as to interest, repayment, security or otherwise as it may, in its absolute discretion, think fit.

**RESOLVED FURTHER THAT** in supersession to the earlier resolution passed in this regard, pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to the board of directors of the Company to create charge /provide security, pledge, mortgage, hypothecate all or any part of the moveable or immovable properties of the Company and the whole or part of the undertaking of the Company of every nature and kind whatsoever and/or creating a fixed/ floating charge in all or any movable or immovable properties of the Company and the whole of the undertaking of the Company to or in favour of banks, financial institutions or any lenders to secure the amount borrowed by the Company or any third party from time to time for the due payment of the principal and/or together with interest, charges, costs, expenses and all other monies payable by the Company or any third party in respect of such borrowings provided that the aggregate indebtedness secured by the assets of the Company does not exceed Rs. 500,00,00,000/- (Rupees Five Hundred Crore Only) outstanding at any time during each financial year.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, any director(s) or KMP be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper, or desirable and to settle any question, difficulty, doubt that may arise in respect of the borrowing(s) and creation of charge/provide security as aforesaid and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution including filing of any e-forms with the concerned Registrar of Companies.”

**11. To approve the Material Related Party Transaction(s) between the Company and Algoquant Financials LLP, the Promoter.**

*To consider and, if thought fit, to pass with or without modifications the following resolution as an **Ordinary Resolution**:-*

**“RESOLVED THAT** pursuant to the provisions of Regulations 2(1)(zc), 23(4) and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’), as amended from time to time and Section 2(76), 188 and other applicable provisions of the Companies Act, 2013 (‘Act’) read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended from time to time (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and other applicable laws / statutory provisions, if any, the Company’s Policy on Material Related Party Transactions as well as subject to such approval(s), consent(s) and/or permission(s), as may be required and based on the recommendation of the Audit Committee, the consent of the members of the Company be and is hereby accorded to authorise the Board of directors of the Company (hereinafter referred to as the ‘Board’, which term shall be deemed to include the Audit Committee or any other Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) to the Material Related Party Transaction(s) / Contract(s) /Arrangement(s) / Agreement(s) entered into / proposed to be entered into (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise), as mentioned in detail in the explanatory statement, between the Company and Algoquant Financials LLP, the Promoter of the Company and accordingly a ‘Related Party’ of the Company, on such terms and conditions as may be mutually agreed between the Company and Algoquant Financials LLP, for an aggregate value not exceeding Rs.



107,00,00,000/- (Rupees One Hundred Seven Crore Only) during the financial year 2022-23, provided that such transaction(s) /contract(s) / arrangement(s) / agreement(s) is being carried out at an arm's length pricing basis and in the ordinary course of business.

**RESOLVED FURTHER THAT** any director(s) or KMP of the Company be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary, including but not limited to, finalizing the terms and conditions, methods and modes in respect of executing necessary documents, including contract(s) / arrangement(s) / agreement(s) and other ancillary documents; seeking necessary approvals from the authorities; settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred; and delegate all or any of the powers herein conferred to any director, Chief Financial Officer, Company Secretary or any other Officer / authorised representative of the Company, without being required to seek further consent from the members and that the members shall be deemed to have accorded their consent thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** all actions taken by the board in connection with any matter referred to or contemplated in this resolution, be and is hereby approved, ratified and confirmed in all respect and for the purpose of giving effect to this resolution, any director(s) or KMP be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper, or desirable fit and to settle any question, difficulty, doubt that may arise in this regard."

## 12. To approve the Material Related Party Transaction between the Company and Algoquant LLP

*To consider and, if thought fit, to pass with or without modifications the following resolution as an **Ordinary Resolution**:-*

**"RESOLVED THAT** pursuant to the provisions of Regulations 2(1)(zc), 23(4) and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended from time to time and Section 2(76), 188 and other applicable provisions of the Companies Act, 2013 ('Act') read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended from time to time (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and other applicable laws / statutory provisions, if any, the Company's Policy on Material Related Party Transactions as well as subject to such approval(s), consent(s) and/or permission(s), as may be required and based on the recommendation of the Audit Committee, the consent of the members of the Company be and is hereby accorded to authorise the Board of directors of the Company (hereinafter referred to as the 'Board', which term shall be deemed to include the Audit Committee or any other Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) to the Material Related Party Transaction(s) / Contract(s) /Arrangement(s) / Agreement(s) entered into / proposed to be entered into (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise), as mentioned in detail in the explanatory statement, between the Company and Algoquant LLP, a 'Related Party' of the Company, on such terms and conditions as may be mutually agreed between the Company and Algoquant LLP, for an aggregate value not exceeding Rs. 106,00,00,000/- (Rupees One Hundred Six crore only)during the financial year 2022-23, provided that such transaction(s) /contract(s) / arrangement(s) / agreement(s) is being carried out at an arm's length pricing basis and in the ordinary course of business.

**RESOLVED FURTHER THAT** any director(s) or KMP of the Company be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary, including but not limited to, finalizing the terms and conditions, methods and modes in respect of executing necessary documents, including contract(s) / arrangement(s) / agreement(s) and other ancillary documents; seeking necessary approvals from the authorities; settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred; and delegate all or any of the powers herein conferred to any Director, Chief Financial Officer, Company Secretary or any other Officer / authorised representative of the Company, without being required to seek further consent from the members and that the members shall be deemed to have accorded their consent thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** all actions taken by the board in connection with any matter referred to or contemplated in this resolution, be and is hereby approved, ratified and confirmed in all respect and for the purpose of giving effect to this resolution, any director(s) or KMP be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper, or desirable fit and to settle any question, difficulty, doubt that may arise in this regard."

**13. To approve the Material Related Party Transaction between the Company and Growth Securities Private Limited**

*To consider and, if thought fit, to pass with or without modifications the following resolution as an **Ordinary Resolution**:-*

**"RESOLVED THAT** pursuant to the provisions of Regulations 2(1)(zc), 23(4) and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended from time to time and Section 2(76), 188 and other applicable provisions of the Companies Act, 2013 ('Act') read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended from time to time (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and other applicable laws / statutory provisions, if any, the Company's Policy on Material Related Party Transactions as well as subject to such approval(s), consent(s) and/or permission(s), as may be required and based on the recommendation of the Audit Committee, the consent of the members of the Company be and is hereby accorded to authorise the Board of directors of the Company (hereinafter referred to as the 'Board', which term shall be deemed to include the Audit Committee or any other Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) to the Material Related Party Transaction(s) / Contract(s) /Arrangement(s) / Agreement(s) entered into / proposed to be entered into (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise), as mentioned in detail in the explanatory statement, between the Company and Growth Securities Private Limited, a 'Related Party' of the Company, on such terms and conditions as may be mutually agreed between the Company and Growth Securities Private Limited, the group entity, for an aggregate value not exceeding Rs. 126,00,00,000/- (Rupees One hundred twenty-six Crore Only) during the financial year 2022-23, provided that such transaction(s) /contract(s) / arrangement(s) / agreement(s) is being carried out at an arm's length pricing basis and in the ordinary course of business.

**RESOLVED FURTHER THAT** any director(s) or KMP of the Company be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary, including but not limited to, finalizing the terms and conditions, methods and modes in respect of executing necessary documents, including contract(s) / arrangement(s) / agreement(s) and other ancillary documents; seeking necessary approvals from the authorities; settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred; and delegate all or any of the powers herein conferred to any director, Chief Financial Officer, Company Secretary or any other Officer / authorised representative of the Company, without being required to seek further consent from the members and that the members shall be deemed to have accorded their consent thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** all actions taken by the board in connection with any matter referred to or contemplated in this resolution, be and is hereby approved, ratified and confirmed in all respect and for the purpose of giving effect to this resolution, any director(s) or KMP be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper, or desirable fit and to settle any question, difficulty, doubt that may arise in this regard."

**14. To approve the Material Related Party Transaction between the Company and Mr. Dhruv Gupta, the promoter -**

*To consider and, if thought fit, to pass with or without modifications the following resolution as an **Ordinary Resolution**:-*

**"RESOLVED THAT** pursuant to the provisions of Regulations 2(1)(zc), 23(4) and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended from time to time and Section 2(76), 188 and other applicable provisions of the Companies Act, 2013 ('Act') read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended from time to time (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and other applicable laws / statutory provisions, if any, the Company's Policy on Material Related Party Transactions as well as subject to such approval(s), consent(s) and/or permission(s), as may be required and based on the recommendation of the Audit Committee, the consent of the members of the Company be and is hereby accorded to authorise the Board of directors of the Company (hereinafter referred to as the 'Board', which term shall be deemed to include the Audit Committee or any other Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) to the Material Related Party Transaction(s) / Contract(s) /Arrangement(s) / Agreement(s) entered into / proposed to be entered into (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise), as mentioned in detail in the explanatory statement, between the Company and Mr. Dhruv Gupta, the promoter of the Company and accordingly a 'Related Party' of the Company, on such terms and conditions as may be mutually agreed between the Company and Mr. Dhruv Gupta, the promoter, for an aggregate value not exceeding Rs. 50,00,00,000/- (Rupees fifty crore only) during the financial year 2022-23, provided that such transaction(s) /contract(s) / arrangement(s) / agreement(s) is being carried out at an arm's length pricing basis and in the ordinary course of business.

**RESOLVED FURTHER THAT** any director(s) or KMP of the Company be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary, including but not limited to, finalizing the terms and conditions, methods and modes in respect of executing necessary documents, including contract(s) / arrangement(s) / agreement(s) and other ancillary documents; seeking necessary approvals from the authorities; settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred; and delegate all or any of the powers herein conferred to any director, Chief Financial Officer, Company Secretary or any other Officer / authorised representative of the Company, without being required to seek further consent from the members and that the members shall be deemed to have accorded their consent thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** all actions taken by the board in connection with any matter referred to or contemplated in this resolution, be and is hereby approved, ratified and confirmed in all respect and for the purpose of giving effect to this resolution, any director(s) or KMP be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper, or desirable fit and to settle any question, difficulty, doubt that may arise in this regard."

**15. To approve the Material Related Party Transaction between the Company and Algoquant Investments Private Limited (formerly Mandelia Investments Private Limited), the promoter -**

*To consider and, if thought fit, to pass with or without modifications the following resolution as an **Ordinary Resolution**:-*

**"RESOLVED THAT** pursuant to the provisions of Regulations 2(1)(zc), 23(4) and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended from time to time and Section 2(76), 188 and other applicable provisions of the Companies Act, 2013 ('Act') read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended from time to time (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and other applicable laws / statutory provisions, if any, the Company's Policy on Material Related Party Transactions as well as subject to such approval(s), consent(s) and/or permission(s), as may be required and based on the recommendation of the Audit Committee, the consent of the members of the Company be and is hereby accorded to authorise the Board of directors of the Company (hereinafter referred to as the 'Board', which term shall be deemed to include the Audit Committee or any other Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) to the Material Related Party Transaction(s) / Contract(s) / Arrangement(s) / Agreement(s) entered into / proposed to be entered into (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise), as mentioned in detail in the explanatory statement, between the Company and Algoquant Investments Private Limited, the Promoter of the Company and accordingly a 'Related Party' of the Company, on such terms and conditions as may be mutually agreed between the Company and Algoquant Investments Private Limited (formerly Mandelia Investments Private Limited), the Promoter for an aggregate value not exceeding Rs. 100,00,00,000/- (Rupees One hundred crore only) during the financial year 2022-23, provided that such transaction(s) / contract(s) / arrangement(s) / agreement(s) is being carried out at an arm's length pricing basis and in the ordinary course of business.

**RESOLVED FURTHER THAT** any director(s) or KMP of the Company be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary, including but not limited to, finalizing the terms and conditions, methods and modes in respect of executing necessary documents, including contract(s) / arrangement(s) / agreement(s) and other ancillary documents; seeking necessary approvals from the authorities; settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred; and delegate all or any of the powers herein conferred to any director, Chief Financial Officer, Company Secretary or any other Officer / authorised representative of the Company, without being required to seek further consent from the members and that the members shall be deemed to have accorded their consent thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** all actions taken by the board in connection with any matter referred to or contemplated in this resolution, be and is hereby approved, ratified and confirmed in all respect and for the purpose of giving effect to this resolution, any director(s) or KMP be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper, or desirable fit and to settle any question, difficulty, doubt that may arise in this regard."

**16. To approve the Material Related Party Transaction between the Company and Dhruv Devansh Investment and Finance LLP**

*To consider and, if thought fit, to pass with or without modifications the following resolution as an **Ordinary Resolution**:-*

**"RESOLVED THAT** pursuant to the provisions of Regulations 2(1)(zc), 23(4) and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended from time to time and Section 2(76), 188 and other applicable provisions of the Companies Act, 2013 ('Act') read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules,

2014, as amended from time to time (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and other applicable laws / statutory provisions, if any, the Company's Policy on Material Related Party Transactions as well as subject to such approval(s), consent(s) and/or permission(s), as may be required and based on the recommendation of the Audit Committee, the consent of the members of the Company be and is hereby accorded to authorise the Board of directors of the Company (hereinafter referred to as the 'Board', which term shall be deemed to include the Audit Committee or any other Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) to the Material Related Party Transaction(s) / Contract(s) / Arrangement(s) / Agreement(s) entered into / proposed to be entered into (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise), as mentioned in detail in the explanatory statement, between the Company and Dhruv Devansh Investment and Finance LLP, a 'Related Party' of the Company, on such terms and conditions as may be mutually agreed between the Company and Dhruv Devansh Investment and Finance LLP, a group entity for an aggregate value not exceeding Rs. 21,00,00,000/- (Rupees Twenty-one Crore Only) during the financial year 2022-23, provided that such transaction(s) / contract(s) / arrangement(s) / agreement(s) is being carried out at an arm's length pricing basis and in the ordinary course of business.

**RESOLVED FURTHER THAT** any director(s) or KMP of the Company be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary, including but not limited to, finalizing the terms and conditions, methods and modes in respect of executing necessary documents, including contract(s) / arrangement(s) / agreement(s) and other ancillary documents; seeking necessary approvals from the authorities; settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred; and delegate all or any of the powers herein conferred to any director, Chief Financial Officer, Company Secretary or any other Officer / authorised representative of the Company, without being required to seek further consent from the members and that the members shall be deemed to have accorded their consent thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** all actions taken by the board in connection with any matter referred to or contemplated in this resolution, be and is hereby approved, ratified and confirmed in all respect and for the purpose of giving effect to this resolution, any director(s) or KMP be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper, or desirable fit and to settle any question, difficulty, doubt that may arise in this regard."

**17. To approve the Material Related Party Transaction between the Company and Mr. Devansh Gupta, the promoter -**

*To consider and, if thought fit, to pass with or without modifications the following resolution as an **Ordinary Resolution**:-*

**"RESOLVED THAT** pursuant to the provisions of Regulations 2(1)(zc), 23(4) and other applicable Regulations, if any, of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended from time to time and Section 2(76), 188 and other applicable provisions of the Companies Act, 2013 ('Act') read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended from time to time (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and other applicable laws / statutory provisions, if any, the Company's Policy on Material Related Party Transactions as well as subject to such approval(s), consent(s) and/or permission(s), as may be required and based on the recommendation of the Audit Committee, the consent of the members of the Company be and is hereby accorded to authorise the Board of directors of the Company (hereinafter referred to as the 'Board', which term shall be deemed to include the Audit Committee or any other Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) to the Material Related Party Transaction(s) / Contract(s) / Arrangement(s) / Agreement(s) entered into / proposed to be entered into (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise), as mentioned in detail in the explanatory statement, between the Company and Mr. Devansh Gupta, the Promoter of the Company and accordingly a 'Related Party' of the Company, on such terms and conditions as may be mutually agreed between the Company and Mr. Devansh Gupta, the promoter for an aggregate value not exceeding Rs. 50,72,00,000/- (Rupees fifty crore seventy two lacs only) during the financial year 2022-23, provided that such transaction(s) / contract(s) / arrangement(s) / agreement(s) is being carried out at an arm's length pricing basis and in the ordinary course of business.

**RESOLVED FURTHER THAT** any director(s) or KMP of the Company be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary, including but not limited to, finalizing the terms and conditions, methods and modes in respect of executing necessary documents, including contract(s) / arrangement(s) / agreement(s) and other ancillary documents; seeking necessary approvals from the authorities; settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred; and delegate all or any of the powers herein conferred to any director, Chief Financial Officer, Company Secretary or any other Officer / authorised representative of the Company, without being required to seek further consent from the members and that the members shall be deemed to have accorded their consent thereto expressly



by the authority of this resolution.

**RESOLVED FURTHER THAT** all actions taken by the board in connection with any matter referred to or contemplated in this resolution, be and is hereby approved, ratified and confirmed in all respect and for the purpose of giving effect to this resolution, any director(s) or KMP be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper, or desirable fit and to settle any question, difficulty, doubt that may arise in this regard."

**18. To approve the Material Related Party Transaction between the Company and Devansh Real Estate Private Limited**

*To consider and, if thought fit, to pass with or without modifications the following resolution as an **Ordinary Resolution**:-*

**"RESOLVED THAT** pursuant to the provisions of Regulations 2(1)(zc), 23(4) and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended from time to time and Section 2(76), 188 and other applicable provisions of the Companies Act, 2013 ('Act') read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended from time to time (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and other applicable laws / statutory provisions, if any, the Company's Policy on Material Related Party Transactions as well as subject to such approval(s), consent(s) and/or permission(s), as may be required and based on the recommendation of the Audit Committee, the consent of the members of the Company be and is hereby accorded to authorise the Board of directors of the Company (hereinafter referred to as the 'Board', which term shall be deemed to include the Audit Committee or any other Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) to the Material Related Party Transaction(s) / Contract(s) /Arrangement(s) / Agreement(s) entered into / proposed to be entered into (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise), as mentioned in detail in the explanatory statement, between the Company and Devansh Real Estate Private Limited, a 'Related Party' of the Company, on such terms and conditions as may be mutually agreed between the Company and Devansh Real Estate Private Limited, a group entity for an aggregate value not exceeding Rs. 21,00,00,000/- (Rupees twenty-one Crore only) during the financial year 2022-23, provided that such transaction(s) /contract(s) / arrangement(s) / agreement(s) is being carried out at an arm's length pricing basis and in the ordinary course of business.

**RESOLVED FURTHER THAT** any director(s) or KMP of the Company be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary, including but not limited to, finalizing the terms and conditions, methods and modes in respect of executing necessary documents, including contract(s) / arrangement(s) / agreement(s) and other ancillary documents; seeking necessary approvals from the authorities; settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred; and delegate all or any of the powers herein conferred to any director, Chief Financial Officer, Company Secretary or any other Officer / authorised representative of the Company, without being required to seek further consent from the members and that the members shall be deemed to have accorded their consent thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** all actions taken by the board in connection with any matter referred to or contemplated in this resolution, be and is hereby approved, ratified and confirmed in all respect and for the purpose of giving effect to this resolution, any director(s) or KMP be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper, or desirable fit and to settle any question, difficulty, doubt that may arise in this regard."

**19. To approve the Material Related Party Transaction between the Company and Ogha Research LLP**

*To consider and, if thought fit, to pass with or without modifications the following resolution as an **Ordinary Resolution**:-*

**"RESOLVED THAT** pursuant to the provisions of Regulations 2(1)(zc), 23(4) and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended from time to time and Section 2(76), 188 and other applicable provisions of the Companies Act, 2013 ('Act') read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended from time to time (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and other applicable laws / statutory provisions, if any, the Company's Policy on Material Related Party Transactions as well as subject to such approval(s), consent(s) and/or permission(s), as may be required and based on the recommendation of the Audit Committee, the consent of the members of the Company be and is hereby accorded to authorise the Board of directors of the Company (hereinafter referred to as the 'Board', which term shall be deemed to include the Audit Committee or any other Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) to the Material Related Party Transaction(s) / Contract(s) /Arrangement(s) / Agreement(s) entered into / proposed to be entered into (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise), as mentioned in detail in the explanatory statement, between the Company and Ogha Research LLP, a 'Related Party' of the Company, on such terms and conditions as may be mutually agreed between the Company and Ogha Research LLP, a group entity, for an aggregate value not exceeding Rs. 6,00,00,000/- (Rupees Six Crore Only) during

the financial year 2022-23, provided that such transaction(s) /contract(s) / arrangement(s) / agreement(s) is being carried out at an arm's length pricing basis and in the ordinary course of business.

**RESOLVED FURTHER THAT** any director(s) or KMP of the Company be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary, including but not limited to, finalizing the terms and conditions, methods and modes in respect of executing necessary documents, including contract(s) / arrangement(s) / agreement(s) and other ancillary documents; seeking necessary approvals from the authorities; settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred; and delegate all or any of the powers herein conferred to any director, Chief Financial Officer, Company Secretary or any other Officer / authorised representative of the Company, without being required to seek further consent from the members and that the members shall be deemed to have accorded their consent thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** all actions taken by the board in connection with any matter referred to or contemplated in this resolution, be and is hereby approved, ratified and confirmed in all respect and for the purpose of giving effect to this resolution, any director(s) or KMP be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper, or desirable fit and to settle any question, difficulty, doubt that may arise in this regard."

**20. To approve the Shifting of Registered Office of the Company from "NCT of Delhi & Haryana" to "State of Gujarat" and consequent amendment in situation clause of Memorandum of Association -**

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

**"RESOLVED THAT** pursuant to the provisions of Section 12(5), 13(4) and all other applicable provisions of the Companies Act, 2013(the "Act") read with Rule 30 of the Companies (Incorporation) Rules, 2014 (including any statutory modification(s), or re-enactment(s) thereof for the time being in force) and subject to the approval of the Central Government (Regional Director) and/or any other authority(ies) as may be prescribed from time to time and subject to such other approvals, permissions and sanctions, as may be required under the provisions of the said Act or under any other law for the time being in force, the consent of the members of the Company be and is hereby accorded for shifting of the registered office of the Company from "NCT of Delhi & Haryana" to the "State of Gujarat" and that existing Clause II of the Memorandum of Association of the Company be substituted with the following clause:

*II. The Registered Office of the Company will be situated in the 'State of Gujarat'.*

**RESOLVED FURTHER THAT** Mr. Devansh Gupta, Managing Director, Mr. Dhruv Gupta, Director and Ms. Ayushi Jain, Company Secretary & Compliance Officer of the Company, be and are hereby severally and/or jointly authorized on behalf of the Company to make any modifications, changes, variations, alterations or revisions stipulated by any authority, while according approval, consent as may be considered necessary and to appoint counsels/consultant and advisors, file applications/petitions, issue notices, advertisements, obtain orders for shifting of registered office from the authorities concerned and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary to give effect to the above resolution and to settle any questions, difficulties or doubts that may arise in this regard without any further consent or approval of the members of the Company."

**By Order of the Board of Directors  
For Algoquant Fintech Limited  
(Formerly Hindustan Everest Tools Limited)**

**Sd/-  
Ayushi Jain  
Company Secretary & Compliance Officer  
M. No.:ACS 66504**

**Place: New Delhi  
Date:08-07-2022**

## NOTES

1. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts concerning the business under Item Nos. 4 to 20 of the accompanying Notice, is annexed hereto.
2. In view of the COVID-19 pandemic, the Ministry of Corporate Affairs, Government of India ("MCA") issued General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 19/2021, 21/2021 and 02/2022 dated 8th April 2020, 13th April 2020, 5th May 2020, 13th January 2021, 8th December 2021, 14th December 2021 and 05th May, 2022, respectively, ("MCA Circulars") allowing, inter-alia, conduct of AGMs through Video Conferencing/ Other Audio-Visual Means ("VC/ OAVM") facility on or before 31<sup>st</sup> December, 2022, in accordance with the requirements provided in paragraphs 3 and 4 of the MCA General Circular No. 20/2020. In compliance with these Circulars, provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the 59<sup>th</sup> AGM of the Company is being conducted through VC/ OAVM facility, which does not require physical presence of members at a common venue. The deemed venue for the 59<sup>th</sup> AGM shall be the Registered Office of the Company.
3. Brief profile and other information about the Directors proposed to be appointed as required under Regulation 36(3) of Listing Regulations and Secretarial Standard on General Meetings ('SS-2') are forming part of the explanatory statement of this Notice.
4. Since, the AGM is being conducted through VC/OAVM pursuant to MCA Circulars, physical attendance of Members, route map has been dispensed with. **Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.**
5. The Members can join the AGM in the VC / OAVM mode 30 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The Members will be able to view the proceedings on the National Securities Depository Limited's ('NSDL') e-Voting website at [www.evoting.nsdl.com](http://www.evoting.nsdl.com). The facility of participation at the AGM through VC / OAVM will be made available to at least 1,000 Members on a first come first served basis as per the MCA Circulars.
6. Institutional Investors, who are Members of the Company, are encouraged to attend the 59<sup>th</sup> AGM through VC/OAVM mode and vote electronically. Pursuant to the provisions of the Act, the Institutional/Corporate Shareholders (i.e., other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer at [sachinkhuranacs@gmail.com](mailto:sachinkhuranacs@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
7. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
8. In case of joint holders, the Member whose name appears as the first holder in the order of the names as per the Register of Members of the Company will be entitled to vote at the Meeting.
9. Relevant documents as required by law and referred to in the accompanying Notice and in the Statement shall be available for inspection through electronic mode. Members may write to the Company on [investors@algoquantfintech.com](mailto:investors@algoquantfintech.com) for inspection of said documents and the same will also be available for inspection by the members during the AGM, upon Log-in at NSDL e-Voting system at [www.evoting.nsdl.com](http://www.evoting.nsdl.com). During the AGM, 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 Directors are interested maintained under Section 189 of the Act shall be made available for inspection by the Members through electronic mode during the AGM.
10. **Book Closure**  
The Register of Members and Share Transfer Books of the Company will be closed from Sunday, July 24, 2022 to Saturday, July 30, 2022 (both days inclusive) for the purpose of the AGM.
11. In compliance with the aforesaid MCA Circulars and SEBI Circular, Notice of the AGM along with the Annual Report and Annual Accounts 2021-22 is being sent only through electronic mode (i.e., through e-mail) to those Members whose email addresses are registered with the Company/RTA/ Depositories. Members may note that the Notice and Annual Report and Annual Accounts 2021-22 will also be available on the Company's website [www.algoquantfintech.com](http://www.algoquantfintech.com), relevant section of the websites of the Stock Exchange i.e., BSE Limited at [www.bse.com](http://www.bse.com).

bseindia.com, and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

12. The Register of Directors and Key Managerial Personnel and their shareholding and Register of Contracts or Arrangements in which the Directors are interested, shall be available for online inspection by the Members of the Company, without payment of fees upto and including the date of AGM. Members desirous of inspecting the same may send their requests at [www.algoquantfintech.com](http://www.algoquantfintech.com) from their registered e-mail addresses mentioning their names and folio numbers / DP ID and Client ID.

**General instructions for accessing and participating in the 59<sup>th</sup> AGM through VC/OAVM Facility and voting through electronic means including remote E-Voting:**

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Members can join the AGM in the VC/OAVM mode 30 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.algoquantfintech.com](http://www.algoquantfintech.com). The Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
7. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.

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

**The remote e-voting period begins on July 27, 2022 at 09:00 A.M. and ends on July 29, 2022 at 05:00 P.M. 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., July 23, 2022 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 July 23, 2022.**



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





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

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

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. 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 virtual meeting &amp; voting during the meeting.</li> <li>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div style="text-align: center; margin-top: 10px;"> <p><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div> </div>

<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>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 is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

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

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

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

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

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

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

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/>

com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

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

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

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

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on **"Forgot User Details/Password?"**(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- b) **Physical User Reset Password?"** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

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

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

**General Guidelines for shareholders**

Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to sachinkhuranacs@gmail.com with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.

In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Mr. Abhishek at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [www.algoquantfintech.com](http://www.algoquantfintech.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to ([www.everesttools.com](http://www.everesttools.com)). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.



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

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

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

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

**"Annexure-A"**

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

<b>Name</b>	<b>Mr. Dhruv Gupta</b>	<b>Mr. Himanjal Jagdishchandra Brahmbhatt</b>	<b>Mrs. Shubhangi Agarwal</b>	<b>Mr. Gyaneshwar Sahai</b>
<b>Brief resume of the Director</b>	Mr. Dhruv Gupta is a Director and a promoter of the Company. He is a graduate and a CFA Level 3 Candidate	Mr. Himanjal Jagdishchandra Brahmbhatt is Masters in Commerce and Chartered Accountant	Mrs. Shubhangi Aggarwal is an associate member of ICSI and a graduated from Delhi university.	Mr. Gyaneshwar Sahai is a registered trademark agent, a Practicing Company Secretary and Registered Insolvency Professional.
<b>Nature of expertise in specific functional areas</b>	Dhruv Gupta is CFA Level 3, Candidate and a top of the class graduate in Economics from Hansraj College Delhi University. He is the Convener-Technology Committee, Association of NSE Members of India -North Region and constantly engages with NSE and SEBI to adopt technology in all aspects of capital markets. He has over 7 years experience managing risk and technology at the firm. He is also involved in seed funding of tech-focused early stage start-up that have given multi-bagger returns.	Mr. Himanjal Jagdishchandra Brahmbhatt has more than 20 years of experience in the financial services industry with knowledge in areas such as Exchange Compliance and Operations, Risk Management, Product Development and Implementation and overall business structuring.	Mrs. Shubhangi Agarwal is a corporate laws consultant and advisor with over 6 years of experience having expertise in corporate laws, legal compliances etc. including 2 years of corporate exposure as a Company Secretary in employment.	Mr. Gyaneshwar Sahai has over 21 years of experience in variety of practice areas including insolvency, corporate law and legal framework as well as being a registered valuer,
<b>Disclosure of relationships between directors inter-se;</b>	He has no interest/relationship with any member of the Board in any manner except with Mr. Devansh Gupta.	He has no interest/relationship with any member of the Board in any manner.	She has no interest/relationship with any member of the Board in any manner.	He has no interest/relationship with any member of the Board in any manner.
<b>Names of listed entities in which the person also holds the directorship and the membership of Committees of the board along with listed entities from which the person has resigned in the past three years.</b>	Not Applicable	Not Applicable	Directorship in other Companies: 1. Oracle Credit Limited (CIN: L65910DL1991PLC043281) Membership in other Committees: 1. Oracle Credit Limited i. Audit Committee ii. Stakeholders Relationship Committee iii. Nomination & Remuneration Committee	Not Applicable

Shareholding of non-executive directors in the listed entity, including shareholding as a beneficial owner	0.68%	Nil	Nil	Nil
In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Not Applicable	Not Applicable	She has a strong background in legal & compliance, She also has an ability to comprehend management concerns about their business and then advise on compliances.	Mr. Gyaneshwar Sahai has an extensive experience in dealing with numerous regulatory authorities.
Sitting Fees	Not Applicable	Not Applicable	1.25 lacs P.A.	1.25 lacs P.A.

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

**ITEM NO. 4**

***To approve and increase the managerial remuneration payable to Mr. Devansh Gupta (DIN: 06920376), Managing Director of the Company.***

Mr. Devansh Gupta (DIN: 06920376) was appointed and designated as a Managing Director of the Company with effect from June 30, 2021, to hold office for a term up to June 30, 2026. The terms of appointment and remuneration were approved by the Members vide resolution passed at the 58<sup>th</sup> Annual General Meeting ("AGM") of the Company held on October 27, 2021.

In recognition of the leadership and strategic guidance provided by Mr. Devansh Gupta to the Company as a Managing Director for more than one year, and to ensure that the overall remuneration payable to him shall not exceed the limits of remuneration approved by the members of the Company, the Board and Nomination and Remuneration Committee have, at the meeting held on July 8, 2022, approved revision in the terms of remuneration payable to Mr. Devansh Gupta, in accordance with the provisions contained in Section 197 and 198 of the Companies Act, 2013, read with Schedule V of the Companies Act, 2013 subject to the approval of members of the Company.

In this regard, it is proposed to revise the remuneration to be paid to Mr. Devansh Gupta to an amount up to Rs. 6,00,000/- (Rupees Six Lakh only) per month. Members may note that the proposed revision is only enabling in nature and within the proposed overall range of remuneration as may be approved by the Board of Directors based on the recommendation of the Nomination and Remuneration Committee from time to time.

Apart from the revision in terms of remuneration stated in the resolutions at Item No. 4, the other terms and conditions of appointment of Mr. Devansh Gupta, as previously approved by the members at their 58<sup>th</sup> Annual General Meeting ("AGM") of the Company held on October 27, 2021, shall remain unchanged and continue to be effective.

In accordance with the provisions contained in Section 197, 198 of the Companies Act, 2013, read with Schedule V and applicable rules, approval of the members is requested by way of a special resolution for the revised terms of remuneration of Mr. Devansh Gupta as stated in the resolution at Item No. 4.

**Statement containing additional information as required pursuant to clause iv of Section II of schedule V of Companies Act, 2013, the following statement is given below:**

S. No.	Particulars	
I	<b>General Information</b>	
1)	Nature of industry	The Company is engaged in the business of trading in financial instruments with effect from 10 <sup>th</sup> February 2021.

2)	Date or expected date of commencement of commercial production	Not Applicable
3)	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable
4)	Financial performance based on given indicators	As per Financial statements of the Company for the FY 2021-22, the financial performance is mentioned below: Turnover: Rs. 16,39,17,476/- Profit after tax: Rs. 3,42,88,968 Total income: Rs. 13,42,75,064
5)	Foreign investments or collaborations if any	Ecotek General Trading L.L.C, in the category of FII's holds 3,89,889 equity shares of the Company.
<b>II</b>	<b>Information about the appointee</b>	
1)	Background details	Mr. Devansh Gupta, Managing Director of the Company and has experience in the Indian Capital Market as a director and shareholder of SEBI registered Stock-broker Growth Securities Private Limited.
2)	Past remuneration	Rs. 4,00,000/- per month
3)	Recognition or awards	N.A
4)	Job profile and his suitability	Mr. Devansh Gupta is entrusted with substantial powers of the management and is responsible for the general conduct and management of the business and affairs of the Company, subject to the superintendence, control and supervision of the board of directors of the Company.
5)	Remuneration proposed	Upto Rs 6,00,000 per month
6)	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The remuneration of Mr. Devansh Gupta is comparable to that drawn by the peers in the similar capacity in the industry and is commensurate with the size of the Company and diverse nature of its business.
7)	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director if any.	No pecuniary relationship either directly or indirectly with the Company, or relationship with the managerial personnel or other director except Mr. Dhruv Gupta.
<b>III</b>	<b>Other information:</b>	
1)	Reasons of loss or inadequate profits	The Company made a profit of Rs 3,72,97,737 during the financial year. The Company was taken over by new management and started operations in the year 2021 only.  The proposed remuneration is less than the maximum permissible remuneration prescribed as per Schedule V of the Companies Act, 2013 in case of no profits/inadequate profits pursuant to the approval of the shareholders.



2)	Steps taken or proposed to be taken for improvement	The Company endeavor to perform better in future and would work on its full scale.
3)	Expected increase in productivity and profits in measurable terms	It is difficult to forecast the productivity and profitability in measurable terms. However, the Company expects that profitability may improve and would be comparable with the industry average

The Board of Directors recommends the resolution proposing the revision in the terms of remuneration of Mr. Devansh Gupta, as set out in Item No. 4 for approval of the Members by way of a special resolution.

*Except Mr. Dhruv Gupta and Mr. Devansh Gupta being directors of the Company, none of the Directors or Key Managerial Personnel of the Company or their relatives is in any way concerned or interested in the resolution set out at item no. 04 of the Notice.*

#### **ITEM NO. 5**

##### ***To confirm the appointment of Mr. Himanjal Jagdishchandra Brahmhatt (DIN: 00049679) as a Non- Executive Non-Independent Director***

Based on skills, experience, knowledge, and performance evaluation of Mr. Himanjal Jagdishchandra Brahmhatt (DIN: 00049679) and based on the recommendation of the Nomination and Remuneration Committee, the board proposed to appoint Mr. Himanjal Jagdishchandra Brahmhatt (DIN: 00049679) as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation, in accordance of the provisions of Section 152 of the Companies Act, 2013, subject to the approval by the members.

The Company has in terms of Section 160(1) of the Act, received in writing notice from a member, proposing his candidature for the office of director.

A brief profile and other information as required under Regulation 36 of SEBI Listing Regulations of Mr. Himanjal Jagdishchandra Brahmhatt (DIN: 00049679) is provided in Annexure-A to this Notice. The Company has received requisite disclosures and consent from Mr. Himanjal Jagdishchandra Brahmhatt (DIN: 00049679) to act as a Non-Executive Non-Independent Director of the Company.

The Board feels that presence of Mr. Himanjal Jagdishchandra Brahmhatt (DIN: 00049679) on the Board is desirable and would be beneficial to the Company and hence, your directors recommend the resolution at item no. 05 of the accompanying Notice, for the approval of the members of the Company by way of an **ordinary resolution**.

*Except Mr. Himanjal Jagdishchandra Brahmhatt, being an appointee, none of the Directors or Key Managerial Personnel of the Company or their relatives is in any way concerned or interested in the resolution set out at item no. 05 of the Notice.*

#### **ITEM NO. 6**

##### ***To confirm the appointment of Mrs. Shubhangi Agarwal (DIN: 08135535) as a Woman Independent Director***

Based on skills, experience, knowledge and performance evaluation of Mrs. Shubhangi Agarwal (DIN: 08135535) and based on the recommendation of the Nomination and Remuneration Committee, the board propose to appoint Mrs. Shubhangi Agarwal (DIN: 08135535) as a Woman Independent Director of the Company, not liable to retire by rotation for a period of consecutive five (5) Years in accordance with the provisions of Section 149, 152 of the Companies Act, 2013 read with Rule 3 of Companies (Appointment and Qualifications of Directors) Rules, 2014, subject to the approval of members in general meeting.

The Company has in terms of Section 160(1) of the Act, received in writing notice from a member, proposing her candidature for the office of director.

In this regard, the Company has received declaration to this effect that Mrs. Shubhangi Agarwal (DIN: 08135535) meets the criteria of Independent Director as provided under section 149 (6) of the Act, Schedule IV of the Companies Act, 2013 and under Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. of being eligible for appointment as an Independent Director, she is not restrained from acting as a Director by virtue of any order passed by SEBI or any such authority and she is eligible to be appointed as a director in terms of Section 164 of the Act.

Mrs. Shubhangi Agarwal (DIN: 08135535) is not disqualified from being appointed as a director in terms of Section 164 of the Companies Act, 2013 and has given her consent to act as a director and requisite disclosures.

A brief profile and other information as required under Regulation 36 of SEBI Listing Regulations of Mrs. Shubhangi

Agarwal (DIN: 08135535) is provided in Annexure-A to this Notice.

In the opinion of the Board, Mrs. Shubhangi Agarwal (DIN: 08135535) is a person of integrity, possesses relevant expertise / experience and fulfills the conditions specified in the Companies Act, 2013 and the SEBI Listing Regulations for appointment as an Independent Director and she is independent to the management.

A copy of the draft letter of appointment setting out the terms and conditions of her appointment as a Woman Independent Director will be available for inspection by the members seeking to inspect such documents by sending an email to [investors@algoquantfintech.com](mailto:investors@algoquantfintech.com). Terms and Conditions for appointment of Independent Director is also available on the Company's website [www.algoquantfintech.com](http://www.algoquantfintech.com).

The Board feels that presence of Mrs. Shubhangi Agarwal (DIN: 08135535) on the Board is desirable and would be beneficial to the Company and hence, your directors recommend the Resolution at item no. 06 of the accompanying Notice, for the approval of the Members of the Company by way of a **special resolution**.

*Except Mrs. Shubhangi Agarwal, being an appointee, none of the Directors or Key Managerial Personnel of the Company or their relatives is in any way concerned or interested in the resolution set out at item no. 06 of the Notice.*

#### **ITEM NO. 7**

##### **To confirm the appointment of Mr. Gyaneshwar Sahai (00657315) as an Independent Director**

Based on skills, experience, knowledge and performance evaluation of Mr. Gyaneshwar Sahai (DIN: 00657315) and based on the recommendation of the Nomination and Remuneration Committee, the board propose to appoint Mr. Gyaneshwar Sahai (DIN: 00657315) as an Independent Director of the Company, not liable to retire by rotation for a period of consecutive five (5) Years in accordance with the provisions of Section 149, 152 of the Companies Act, 2013 read with the rules made thereunder, subject to the approval of members in general meeting.

The Company has in terms of Section 160(1) of the Act, received in writing notice from a member, proposing his candidature for the office of director.

In this regard, the Company has received declaration to this effect that Mr. Gyaneshwar Sahai (DIN: 00657315) meets the criteria of Independent Director as provided under section 149 (6) of the Act, Schedule IV of the Companies Act, 2013 and under Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 being eligible for appointment as an Independent Director, he is not restrained from acting as a director by virtue of any order passed by SEBI or any such authority and he is eligible to be appointed as a director in terms of Section 164 of the Act.

Mr. Gyaneshwar Sahai (DIN: 00657315) is not disqualified from being appointed as a director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a director and requisite disclosures.

A brief profile and other information as required under Regulation 36 of SEBI Listing Regulations of Mr. Gyaneshwar Sahai (DIN: 00657315) is provided in Annexure-A to this Notice.

In the opinion of the Board, Mr. Gyaneshwar Sahai (DIN: 00657315) is a person of integrity, possesses relevant expertise / experience and fulfills the conditions specified in the Companies Act, 2013 and the SEBI Listing Regulations for appointment as an Independent Director and he is independent to the management.

A copy of the draft letter of appointment setting out the terms and conditions of his appointment as an Independent Director will be available for inspection by the members seeking to inspect such documents by sending an email to [investors@algoquantfintech.com](mailto:investors@algoquantfintech.com). Terms and Conditions for appointment of Independent Director is also available on the Company's website [www.algoquantfintech.com](http://www.algoquantfintech.com).

The Board feels that presence of Mr. Gyaneshwar Sahai (00657315) on the Board is desirable and would be beneficial to the Company and hence your directors recommend the Resolution at item no. 07 of the accompanying Notice, for the approval of the members of the Company by way of a **special resolution**.

*Except Mr. Gyaneshwar Sahai, being an appointee, none of the Directors or Key Managerial Personnel of the Company or their relatives is in any way concerned or interested in the resolution set out at item no. 07 of the Notice.*

#### **ITEM NO. 08**

##### **To give loan, make investment, give guarantee(s) and provide security under Section 186 of the Companies Act, 2013.**

In terms of Section 186 of the Companies Act 2013 (the "Act"), no Company can give any loan to any person or other body Corporate, give any guarantee or provide security in connection with a loan to any other body corporate or person and acquire by way of subscription, purchase or otherwise, the securities of any other body corporate exceeding 60% of its paid-up share capital, free reserves and securities premium or 100% of its free reserves and securities premium

whichever is higher. Approval of the Shareholders by way of special resolution is necessary for lending, investing or providing guarantees or securities beyond the aforesaid limit. The Company has long term strategic vision for future business expansion and growth. Hence, in order to explore various growth opportunities, achieve strategic business interests, the Company seeks the approval of the members pursuant to the provisions of Section 186 of the Act authorising the Board of Directors or any duly constituted committee thereof, for making investment(s), providing loan(s), or giving guarantee(s) or providing securities in connection with loans to any body corporate(s) or person or to acquire securities of anybody corporate or invest funds of the Company in inter corporate investments, whether in India or overseas, in excess of the limits prescribed under Section 186 of the Companies Act, 2013 to a sum of Rs. 500,00,00,000 (Rs. Five Hundred Crore Only) outstanding at any time during each financial year.

Accordingly, the board recommend the Resolution at item no. 08 of the accompanying Notice, for the approval of the members of the Company by way of a **special resolution**.

*None of the directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution except to the extent of their directorships and share/ shareholding in the body corporate(s) in which investments may be made or loans / guarantees may be given or securities maybe provided pursuant to this special resolution.*

#### **ITEM NO. 09**

##### **Approval under Section 185 of the Companies Act, 2013**

Pursuant to the provision of Section 185 of the Companies Act, 2013 (as amended from time to time), a Company may advance any loan including any loan represented by book debt, or give any guarantee or provide any security in connection with any loan taken by any entity(ies) as covered under the category of any person in whom any of the director of the Company is interested as specified in the explanation to Section 185(2)(b) of the Companies Act, 2013, after passing a special resolution in the general meeting.

The board of directors seek consent of the members by way of a special resolution pursuant to Section 185 of the Companies Act, 2013 (as amended from time to time) for making loan(s) or to advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any entity which is a subsidiary or associate or joint venture of the company, (in which any director is deemed to be interested) or to Managing Director or Whole time director of the company upto an aggregate sum of Rs. 500,00,00,000/- (Rupees Five Hundred Crore Only) outstanding at any time during each financial Year, in its absolute discretion deem beneficial and in the best interest of the Company as may be required from time to time for the expansion of business activities and other matters connected and incidental thereon for their principal business activities.

The brief particulars for the purpose of Section 185 of the Companies Act, 2013 are mentioned below:

<b>Name of Company</b>	<b>Amount (Rs)</b>	<b>Nature</b>	<b>Interest Rate</b>	<b>Repayment Schedule</b>
Growth Securities Private Limited	100,00,00,000	Short Term Unsecured	10% per annum	Repayable on demand
Algoquant Financials LLP	100,00,00,000	Short Term Unsecured.	10% per annum	Repayable on demand
Algoquant LLP	100,00,00,000	Short Term Unsecured.	10% per annum	Repayable on demand
Algoquant Investments Private Limited (Formerly Mandelia Investments Private Limited)	100,00,00,000	Short Term Unsecured.	10% per annum	Repayable on demand
Devansh Gupta	50,00,00,000	Short Term Unsecured	10% per annum	Repayable on demand.

The members may note that board of directors would carefully evaluate proposals and provide such loan, guarantee or security through deployment of funds out of internal resources/accruals and/or any other appropriate sources, from time to time, for the principal business activities of such entities. It is proposed to grant loan or give guarantee or provide security in respect of any loan granted to such entities and the proposed loan shall be at the interest rate as per the terms decided & in alignment with the provisions of Companies Act, 2013 and other allied act, rules and regulations made thereunder..

The board of directors recommend the resolution given in this Notice as Item No. 09 for your approval as a **special resolution**.

*Except Mr. Dhruv Gupta and Mr. Devansh Gupta or their respective related entities & relatives, none of the directors, Key*

*Managerial Personnel of the Company or any of their relatives, are concerned or interested in the above proposed resolution.*

#### **ITEM NO. 10**

##### **To consider and authorize borrowings & creation of charge/provide security.**

In terms of the provisions of Section 180(1)(c) and 181(a) of the Companies Act, 2013 including any rules and regulations made thereunder and other applicable provisions of the Act, the Company is exploring new business opportunities which require Investments and funds from time to time. Keeping in view of existing and future financial requirements of the Company to support its business operations, the Company may need additional funds. For this purpose, the Company may, from time to time, raise funds from various Banks and/or Financial Institutions and/ or any other lending institutions and/or bodies corporate and/or such other persons/ individuals as may be considered fit, which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in ordinary course of business) may exceed the aggregate of the paid-up capital and free reserves of the Company.

The Board of Directors of the Company cannot borrow money along with the money already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in ordinary course of business), in excess of the paid-up capital, free reserves and securities premium of the Company without approval of members of the Company by way of Special Resolution which authorization is also proposed to be increased and not exceeding Rs. 500,00,00,000 (Rs. Five Hundred Crore Only) outstanding at any time during each financial Year.

In order to facilitate securing the borrowing availed / to be availed by the Company or its associates or its group entity(ies) by way of loans, debentures or any other securities or otherwise, it is proposed to obtain the approval of the shareholders by way of a special resolution under Section 180(1)(c) and 181(a) of the Companies Act, 2013, to create charge/ mortgage/ hypothecate /pledge all or any part of the moveable or immovable properties of the Company and the whole or part of the undertaking of the Company of every nature and kind whatsoever and/or creating a fixed/ floating charge in all or any movable or immovable properties of the Company and the whole of the undertaking of the Company to or in favour of banks, financial institutions or any lenders to secure the amount borrowed by the Company or any third party from time to time for the due payment of the principal and/or together with interest, charges, costs, expenses and all other monies payable by the Company or any third party in respect of such borrowings provided that the aggregate indebtedness secured by the assets of the Company does not exceed Rs. 500,00,00,000/- (Rupees Five Hundred Crore) outstanding at any time during each financial year.

Accordingly, the board of directors recommend the resolution given in this Notice as Item No. 10 for your approval as a **special resolution**.

*None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution except to the extent of their directorships and shareholding, if any.*

#### **ITEM NO. 11 TO 20**

Pursuant to the provisions of Section 188 of the Companies Act, 2013 (the "Act"), transactions with related parties which are on an arm's length basis and in the ordinary course of business, are exempted from the obligation of obtaining prior approval of shareholders. However, as per the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 any transactions, if material, require prior approval of shareholders by way of a resolution, notwithstanding the fact that the same are at an arm's length basis and in the ordinary course of business.

As per the amendments to clause (zc) of Regulation 2(1) read with the proviso to Regulation 23(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, which was effective from April 1, 2022, provides transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceed(s) Rupees 1,000 crore, or 10% of the annual consolidated turnover as per the last audited financial statements of the Company, whichever is lower.

In view of the afore mentioned regulatory changes the Resolutions No. 11 to 20 are placed before the members for their approval. The management has provided the Audit Committee with relevant details of the proposed related party transactions "RPTs", including material terms and basis of pricing. The Audit Committee, after reviewing all necessary information, has granted its approval for entering into the below mentioned RPTs. The Audit Committee has noted that the said transaction(s) will be at an arm's length pricing basis and will be in the ordinary course of business.

#### **ITEM NO. 11**

Details of the proposed related party transactions between the Company and Algoquant Financials LLP, including the information required to be disclosed in the explanatory statement pursuant to the SEBI Circular No. SEBI/HO/CFD/CMD1/



CIR/P/2021/662 dated November 22, 2021, are as follows:

S. No.	Description	Details of proposed RPTs between the Company and Algoquant Financials LLP
1.	Summary of information provided by the Management to the Audit Committee for approval of the proposed RPTs.	
a.	Type, material terms and particulars of the proposed transaction	The Company and Algoquant Financials LLP entered into/propose to enter into the following RPT during the financial year 2022-23, for an aggregate value not exceeding Rs. 107,00,00,000/- (Rupees One Hundred Seven Crores Only).
b.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Algoquant Financials LLP is a promoter & ultimate holding Company, directly holds 10,04,045 equity shares of the Company equivalent to 12.49% of the total paid-up equity share capital of the Company.
c.	Tenure of the proposed transaction (particular tenure shall be specified)	For the financial year 2022-23
d.	Value of the proposed transaction	The total value of the transaction(s) entered or proposed to be entered with the related party during the financial year 2022-23 for an aggregate value not exceeding Rs. 107,00,00,000/- (rupees One Hundred Seven Crores only) are mentioned below: <ul style="list-style-type: none"> <li>• Leasing or availing of property of any kind – Rs. 1,00,00,000/-</li> <li>• Availing or rendering of any services or – Rs. 6,00,00,000/-</li> <li>• Inter Corporate Deposit– Rs. 100,00,00,000/-</li> </ul>
e.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	652.77%
f.	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given or taken by the listed entity or its subsidiary	
	i) Details of source of funds in connection with the proposed transaction	Own funds / Internal accruals & undistributed profits
	ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments. <ul style="list-style-type: none"> <li>• Nature of indebtedness;</li> <li>• cost of funds; and</li> <li>• tenure;</li> </ul>	Not Applicable
	iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and	Salient terms of the Inter-corporate Deposits: <ul style="list-style-type: none"> <li>• Loan is repayable on demand</li> <li>• Tenure – 06-08 months</li> <li>• Interest rate – 8%-10%</li> <li>• Unsecured in nature.</li> <li>• No Covenants</li> </ul>
	iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	To meet the principal business activities

g.	Justification as to why the RPT is in the interest of the listed entity	The objective of the proposed transaction is to: 1. generate returns on the idle funds of the Company by making short-term loans to the party at the rates that are higher than rates on fixed deposits for similar tenor., or 2. to meet working capital requirements of its business by availing short-term loans.
h.	A copy of the valuation or other external party report, if any such report has been relied upon	Not applicable
i.	Any other information that may be relevant	All relevant information is mentioned in the Explanatory Statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice.
j.	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders	Not applicable
k.	Name of the director or key managerial personnel who is related if any	Mr. Dhruv Gupta and Mr. Devansh Gupta

*Except Mr. Dhruv Gupta and Mr. Devansh Gupta or their respective relatives, none of the other Directors, KMPs and/ or their respective relatives is in any way, concerned or interested, financially or otherwise, in the Resolution mentioned at Item No. 11 of the Notice.*

Based on the recommendation of the Audit Committee, the Board recommends the Ordinary Resolution set forth at Item No. 11 of the Notice for approval by the Members.

The Members may note that in terms of the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, no related party shall vote to approve the Ordinary Resolution set forth at Item No. 11 of the Notice, whether the entity is a Related Party to the particular transaction or not.

**ITEM No. 12**

Details of the proposed related party transaction between the Company and Algoquant LLP, including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021, are as follows:

S. No.	Description	Details of proposed RPTs between the Company and Algoquant LLP
1.	Summary of information provided by the Management to the Audit Committee for approval of the proposed RPTs.	
a.	Type, material terms and particulars of the proposed transaction	The Company and Algoquant LLP entered into/propose to enter into the following RPT during the financial year 2022-23, for an aggregate value not exceeding Rs. 106,00,00,000/- (Rupees One Hundred Six Crores only)
b.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Entity under the control of directors (other than independent directors)
c.	Tenure of the proposed transaction (particular tenure shall be specified)	For the financial year 2022-23

d.	Value of the proposed transaction	The total value of the transaction(s) entered or proposed to be entered with the related party for an aggregate value not exceeding Rs. 106,00,00,000/- (Rupees One hundred six crores only) during the financial year 2022-23 are mentioned below: Inter Corporate Deposit arrangement– Rs. 100,00,00,000/- Availing or rendering of services -Rs. 6,00,00,000/-
e.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	646.67%
f.	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given or taken by the listed entity or its subsidiary	
	i) Details of source of funds in connection with the proposed transaction	Own funds / Internal accruals & undistributed profits
	ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments • Nature of indebtedness; • cost of funds; and • tenure;	Not applicable
	iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and	Salient features • Loan is repayable on demand & is unsecured • Tenure – 06-08 months • Interest rate – 8%-10% • Unsecured in nature • No covenants
	iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	To meet the principal business activities
g.	Justification as to why the RPT is in the interest of the listed entity	The objective of the proposed transaction is to: 1. generate returns on the idle funds of the Company by making short-term loans to the party at the rates that are higher than rates on fixed deposits for similar tenor., or 2. to meet working capital requirements of its business by availing short-term loans.
h.	A copy of the valuation or other external party report, if any such report has been relied upon	Not applicable
j.	Any other information that may be relevant	All relevant information are mentioned in the Explanatory Statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice.

k.	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders	Not applicable
l.	name of the director or key managerial personnel who is related, if any	Mr. Dhruv Gupta and Mr. Devansh Gupta

*Except Mr. Dhruv Gupta and Mr. Devansh Gupta or their respective relatives, none of the other Directors, KMPs and/ or their respective relatives is in any way, concerned or interested, financially or otherwise, in the Resolution mentioned at Item No. 12 of the Notice.*

Based on the recommendation of the Audit Committee, the Board recommends the Ordinary Resolution set forth at Item No. 12 of the Notice for approval by the Members.

The Members may note that in terms of the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, no Related Party shall vote to approve the Ordinary Resolution set forth at Item No. 12 of the Notice, whether the entity is a Related Party to the particular transaction or not.

**ITEM No. 13**

Details of the proposed related party transaction between the Company and Growth Securities Private Limited, including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021, are as follows:

S. No.	Description	Details of proposed RPTs between the Company and Growth Securities Private Limited
1.	Summary of information provided by the Management to the Audit Committee for approval of the proposed RPTs.	
a.	Type, material terms and particulars of the proposed transaction	The Company and Growth Securities Private Limited entered into/ propose to enter into the following RPT during the financial year 2022-23, for an aggregate value not exceeding Rs. 126,00,00,000/- (Rupees One Hundred Twenty-Six Crores Only).
b.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Entities under control of directors (other than independent directors)
c.	Tenure of the proposed transaction (particular tenure shall be specified)	For the financial year 2022-23
d.	Value of the proposed transaction	The total value of the transaction(s) entered or proposed to be entered with the related party for an aggregate value not exceeding Rs. 126,00,00,000/- (Rupees One Hundred Twenty-Six Crores only)during the financial year 2022-23 are mentioned below: <ul style="list-style-type: none"> <li>● Availing or rendering of any services – Rs. 25,00,00,000/-</li> <li>● Inter Corporate Deposit arrangement– Rs. 100,00,00,000/-</li> <li>● Leasing or availing of property of any kind – Rs. 1,00,00,000/-</li> </ul>



e.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction ( <i>and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided</i> )	768.68%
f.	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given or taken by the listed entity or its subsidiary	
	i) Details of source of funds in connection with the proposed transaction	Own funds / Internal accruals & undistributed profits
	ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments <ul style="list-style-type: none"> <li>• Nature of indebtedness;</li> <li>• cost of funds; and</li> <li>• tenure;</li> </ul>	Not applicable
	iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and	Salient features: <ul style="list-style-type: none"> <li>● Loan is repayable on demand</li> <li>● Tenure – 06-08 months</li> <li>● Interest rate – 8%-10%</li> <li>● Unsecured nature</li> </ul>
	iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	To meet the principal business activities
g.	Justification as to why the RPT is in the interest of the listed entity	The objective of the proposed transaction is to: <ol style="list-style-type: none"> <li>1. generate returns on the idle funds of the Company by making short-term loans to the party at the rates that are higher than rates on fixed deposits for similar tenor., or</li> <li>2. to meet working capital requirements of its business by availing short-term loans.</li> </ol>
h.	A copy of the valuation or other external party report, if any such report has been relied upon	Not applicable
i.	Any other information that may be relevant	All relevant information are mentioned in the Explanatory Statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice.
j.	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders	Not applicable
k.	name of the director or key managerial personnel who is related, if any	Mr. Dhruv Gupta and Mr. Devansh Gupta

Except Mr. Dhruv Gupta and Mr. Devansh Gupta or their respective relatives, none of the other Directors, KMPs and/ or their respective relatives is in any way, concerned or interested, financially or otherwise, in the Resolution mentioned at Item No. 13 of the Notice.

Based on the recommendation of the Audit Committee, the Board recommends the Ordinary Resolution set forth at Item No. 13 of the Notice for approval by the Members.

The Members may note that in terms of the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, no Related Party shall vote to approve the Ordinary Resolution set forth at Item No. 13 of the Notice, whether the entity is a Related Party to the particular transaction or not.

**ITEM NO. 14**

Details of the proposed related party transaction(s) between the Company and Dhruv Gupta, including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021, are as follows:

S . No.	Description	Details of proposed RPTs between the Company and Dhruv Gupta
1.	Summary of information provided by the Management to the Audit Committee for approval of the proposed RPTs.	
a.	Type, material terms and particulars of the proposed transaction	The Company and Dhruv Gupta entered into/propose to enter into the following RPT during the financial year 2022-23, for an aggregate value not exceeding Rs. 50,00,00,000/- (Rupees Fifty Crores Only).
b.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Dhruv Gupta is part of promoter group of the Company and related party of the Company, as on the date of the notice.
c.	Tenure of the proposed transaction (particular tenure shall be specified)	For the financial year 2022-23
d.	Value of the proposed transaction	The total value of the transaction(s) entered or proposed to be entered with the related party for an aggregate value not exceeding Rs. 50,00,00,000/- (Rupees Fifty crores only) during the financial year 2022-23 are mentioned below: Loan from director– Rs.50,00,00,000/-
e.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	305.03%
f.	If the transaction relates to any loans, inter-corporate deposits, advances or investments taken by the listed entity or its subsidiary	
	i) Details of source of funds in connection with the proposed transaction	Own funds / Internal accruals & undistributed profits
	ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments • Nature of indebtedness; • cost of funds; and • tenure;	Not applicable

	iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and	Loan from directors aggregating to Rs. 50,00,00,000/- <ul style="list-style-type: none"> <li>● Loan is repayable on demand</li> <li>● No covenants</li> <li>● Tenure – 06-08 months</li> <li>● Interest rate – 8%-10%</li> <li>● Unsecured in nature.</li> </ul>
	iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	To meet the principal business activities
g.	Justification as to why the RPT is in the interest of the listed entity.	The objective of the proposed transaction is to meet the working capital requirements of its business.
h.	A copy of the valuation or other external party report, if any such report has been relied upon	Not applicable
i.	Any other information that may be relevant	All relevant information are mentioned in the Explanatory Statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice.
j.	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders	Not applicable
k.	Name of the director or key managerial personnel who is related, if any	Mr. Devansh Gupta (Brother)

Except Mr. Dhruv Gupta and Mr. Devansh Gupta or their respective relatives, none of the other Directors, KMPs and/ or their respective relatives is in any way, concerned or interested, financially or otherwise, in the Resolution mentioned at Item No. 14 of the Notice.

Based on the recommendation of the Audit Committee, the Board recommends the Ordinary Resolution set forth at Item No. 14 of the Notice for approval by the Members.

The Members may note that in terms of the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, no Related Party shall vote to approve the Ordinary Resolution set forth at Item No. 14 of the Notice, whether the entity is a Related Party to the particular transaction or not.

**ITEM No. 15**

Details of the proposed related party transaction(s) between the Company and Algoquant Investments Private Limited (Formerly Mandelia Investments Private Limited), including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021, are as follows:

S . No.	Description	Details of proposed RPTs between the Company and Algoquant Investments Private Limited
1.	Summary of information provided by the Management to the Audit Committee for approval of the proposed RPTs.	
a.	Type, material terms and particulars of the proposed transaction	The Company and Algoquant Investments Private Limited entered into/propose to enter the RPT during the financial year 2022-23, for an aggregate value not exceeding Rs. 100,00,00,000/- (Rupees One hundred Crores Only).
b.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Algoquant Investments Private Limited, the promoter and holding Company of Algoquant Fintech Limited and directly holds 41,72,350 equity shares of the Company equivalent to 51.92% of the paid-up equity share capital of the Company.

c.	Tenure of the proposed transaction (particular tenure shall be specified)	For the financial year 2022-23
d.	Value of the proposed transaction	The total value of the transaction(s) entered or proposed to be entered with the related party for an aggregate value not exceeding Rs. 100,00,00,000/- (Rupees One hundred crores only) during the financial year 2022-23 are mentioned below: Inter Corporate Deposit arrangement– Rs. 100,00,00,000/-
e.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	610.06%
f.	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given or taken by the listed entity or its subsidiary	
	i) Details of source of funds in connection with the proposed transaction	Own funds / Internal accruals & undistributed profits
	ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments • Nature of indebtedness; • cost of funds; and • tenure;	Not applicable
	iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and	Salient Features ● Loan is repayable on demand ● Tenure – 06-08 months ● Interest rate – 8%-10% ● Unsecured in nature ● No covenants
	iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	To meet the principal business activities
g.	Justification as to why the RPT is in the interest of the listed entity	The objective of the proposed transaction is to: 1. generate returns on the idle funds of the Company by making short-term loans to the party at the rates that are higher than rates on fixed deposits for similar tenor., or 2. to meet working capital requirements of its business by availing short-term loans.
h.	A copy of the valuation or other external party report, if any such report has been relied upon	Not Applicable
i.	Any other information that may be relevant	All relevant information are mentioned in the Explanatory Statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice.
j.	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders	Not Applicable



k.	name of the director or key managerial personnel who is related, if any	Mr. Dhruv Gupta and Mr. Devansh Gupta
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*Except Mr. Dhruv Gupta and Mr. Devansh Gupta or their respective relatives, none of the other Directors, KMPs and/ or their respective relatives is in any way, concerned or interested, financially or otherwise, in the Resolution mentioned at Item No. 15 of the Notice.*

Based on the recommendation of the Audit Committee, the Board recommends the Ordinary Resolution set forth at Item No. 15 of the Notice for approval by the Members.

The Members may note that in terms of the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, no Related Party shall vote to approve the Ordinary Resolution set forth at Item No. 15 of the Notice, whether the entity is a Related Party to the particular transaction or not.

**ITEM NO. 16**

Details of the proposed related party transaction(s) between the Company and Dhruv Devansh Investments and Finance LLP, including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021, are as follows:

S. No.	Description	Details of proposed RPTs between the Company and Dhruv Devansh Investments and Finance LLP
1.	Summary of information provided by the Management to the Audit Committee for approval of the proposed RPTs.	
a.	Type, material terms and particulars of the proposed transaction	The Company and Dhruv Devansh Investments and Finance LLP entered into/propose to enter the RPT during the financial year 2022-23, for an aggregate value not exceeding Rs. 21,00,00,000/- (Rupees Twenty-one Crores Only).
b.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Entity under control of directors (other than independent directors)
c.	Tenure of the proposed transaction (particular tenure shall be specified)	For the financial year 2022-23
d.	Value of the proposed transaction	The total value of the transaction(s) entered or proposed to be entered with the related party for an aggregate value not exceeding Rs. 21,00,00,000/- (Rupees Twenty-One crores only) during the financial year 2022-23 are mentioned below: <ul style="list-style-type: none"> <li>● Leasing of property of any kind – Rs. 1,00,00,000/-</li> <li>● Inter Corporate Deposit arrangement– Rs. 20,00,00,000/-</li> </ul>
e.	The percentage of the listed entity’s annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary’s annual turnover on a standalone basis shall be additionally provided)	128.11%
f.	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given or taken by the listed entity or its subsidiary	
	i) Details of source of funds in connection with the proposed transaction	Own funds / Internal accruals & undistributed profits

	ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments <ul style="list-style-type: none"> <li>• Nature of indebtedness;</li> <li>• cost of funds; and</li> <li>• tenure;</li> </ul>	Not applicable
	iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and	Salient features of Inter-corporate Deposits <ul style="list-style-type: none"> <li>• Loan is repayable on demand</li> <li>• Tenure – 06-08 months</li> <li>• Interest rate – 8%-10%</li> <li>• Unsecured in nature</li> <li>• No covenants</li> </ul>
	iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	To meet the principal business activities
g.	Justification as to why the RPT is in the interest of the listed entity	The objective of the proposed transaction is to: <ol style="list-style-type: none"> <li>1. generate returns on the idle funds of the Company by making short-term loans to the party at the rates that are higher than rates on fixed deposits for similar tenor., or</li> <li>2. to meet working capital requirements of its business by availing short-term loans.</li> </ol>
h.	A copy of the valuation or other external party report, if any such report has been relied upon	Not Applicable
i.	Any other information that may be relevant	All relevant information are mentioned in the Explanatory Statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice.
j.	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders	Not Applicable
k.	name of the director or key managerial personnel who is related, if any	Mr. Dhruv Gupta and Mr. Devansh Gupta

*Except Mr. Dhruv Gupta and Mr. Devansh Gupta or their respective relatives, none of the other Directors, KMPs and/ or their respective relatives is in any way, concerned or interested, financially or otherwise, in the Resolution mentioned at Item No. 16 of the Notice.*

Based on the recommendation of the Audit Committee, the Board recommends the Ordinary Resolution set forth at Item No. 16 of the Notice for approval by the Members.

The Members may note that in terms of the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, no Related Party shall vote to approve the Ordinary Resolution set forth at Item No. 16 of the Notice, whether the entity is a Related Party to the particular transaction or not.

**ITEM No. 17**

Details of the proposed related party transaction(s) between the Company and Devansh Gupta, including the information required to be disclosed in the explanatory statement pursuant to the SEBI Circular No. SEBI/HO/CFD/CMD1/ CIR/P/2021/662 dated November 22, 2021, are as follows:

S. No.	Description	Details of proposed RPTs between the Company and Devansh Gupta
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1.	Summary of information provided by the Management to the Audit Committee for approval of the proposed RPTs.	
a.	Type, material terms and particulars of the proposed transaction	The Company and Devansh Gupta entered into/propose to enter the RPT during the financial year 2022-23, for an aggregate value not exceeding Rs. 50,72,00,000/- (Rupees Fifty crores seventy-two lakhs Only).
b.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Devansh Gupta is a part of promoter group of the Company and related party of the Company, as on the date of the notice.
c.	Tenure of the proposed transaction (particular tenure shall be specified)	For the financial year 2022-23
d.	Value of the proposed transaction	The total value of the transaction(s) entered or proposed to be entered with the related party for an aggregate value not exceeding Rs. 50,72,00,000/- (Rupees Fifty crores seventy-two lakhs only) during the financial year 2022-23 are mentioned below: Loan from director– Rs. 50,00,00,000/- Remuneration payable – Rs. 72,00,000/-
e.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction ( <i>and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided</i> )	309.42%
f.	If the transaction relates to any loans, inter-corporate deposits, advances or investments taken by the listed entity or its subsidiary	
	i) Details of source of funds in connection with the proposed transaction	Own funds / Internal accruals & undistributed profits
	ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments • Nature of indebtedness; • cost of funds; and • tenure;	Not applicable
	iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and	Loan from director aggregating to Rs. 50,00,00,000/- ● Loan is repayable on demand ● Tenure – 06-08 months ● Interest rate – 8%-10% ● Unsecured in nature ● No covenants
	iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	To meet the principal business activities
g.	Justification as to why the RPT is in the interest of the listed entity	The objective of the proposed transaction is to meet the working capital requirements of its business.

h.	A copy of the valuation or other external party report, if any such report has been relied upon	Not applicable
i.	Any other information that may be relevant	All relevant information are mentioned in the Explanatory Statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice.
j.	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders	Not Applicable
k.	name of the director or key managerial personnel who is related, if any	Mr. Dhruv Gupta (Brother)

*Except Mr. Dhruv Gupta and Mr. Devansh Gupta or their respective relatives, none of the other Directors, KMPs and/ or their respective relatives is in any way, concerned or interested, financially or otherwise, in the Resolution mentioned at Item No. 17 of the Notice.*

Based on the recommendation of the Audit Committee, the Board recommends the Ordinary Resolution set forth at Item No. 17 of the Notice for approval by the Members.

The Members may note that in terms of the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, no Related Party shall vote to approve the Ordinary Resolution set forth at Item No. 17 of the Notice, whether the entity is a Related Party to the particular transaction or not.

#### ITEM No. 18

Details of the proposed related party transaction(s) between the Company and Devansh Real Estate Private Limited, including the information required to be disclosed in the explanatory statement pursuant to the SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021, are as follows:

S. No.	Description	Details of proposed RPTs between the Company and Devansh Real Estate Private Limited
1.	Summary of information provided by the Management to the Audit Committee for approval of the proposed RPTs.	
a.	Type, material terms and particulars of the proposed transaction	The Company and Devansh Real Estate Private Limited entered into/ propose to enter the RPT during the financial year 2022-23, for an aggregate value not exceeding Rs. 21,00,00,000/- (Rupees twenty-one Crores Only).
b.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Entities controlled by directors (other than independent directors)
c.	Tenure of the proposed transaction (particular tenure shall be specified)	For the financial year 2022-23
d.	Value of the proposed transaction	The total value of the transaction(s) entered or proposed to be entered with the related party for an aggregate value not exceeding Rs. 21,00,00,000/- (Rupees twenty-onecroresonly) during the financial year 2022-23 are mentioned below: <ul style="list-style-type: none"> <li>● Inter Corporate Deposit arrangement – Rs. 20,00,00,000/-</li> <li>● leasing of property of any kind- Rs. 1,00,00,000/-</li> </ul>

e.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	128.11%
f.	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given or taken by the listed entity or its subsidiary	
	i) Details of source of funds in connection with the proposed transaction	Own funds / Internal accruals & undistributed profits
	ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments <ul style="list-style-type: none"> <li>• Nature of indebtedness;</li> <li>• cost of funds; and</li> <li>• tenure;</li> </ul>	Not applicable
	iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and	Salient features <ul style="list-style-type: none"> <li>● Loan is repayable on demand</li> <li>● Tenure – 06-08 months</li> <li>● Interest rate – 8%-10%</li> <li>● Unsecured in nature</li> <li>● No covenants</li> </ul>
	iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	To meet the principal business activities
g.	Justification as to why the RPT is in the interest of the listed entity	The objective of the proposed transaction is to: <ol style="list-style-type: none"> <li>1. generate returns on the idle funds of the Company by making short-term loans to the party at the rates that are higher than rates on fixed deposits for similar tenor., or</li> <li>2. to meet working capital requirements of its business by availing short-term loans.</li> </ol>
h.	A copy of the valuation or other external party report, if any such report has been relied upon	Not Applicable
i.	Any other information that may be relevant	All relevant information are mentioned in the Explanatory Statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice.
j.	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders	Not Applicable
k.	name of the director or key managerial personnel who is related, if any	Mr. Dhruv Gupta and Mr. Devansh Gupta

*Except Mr. Dhruv Gupta and Mr. Devansh Gupta or their respective relatives, none of the other Directors, KMPs and/ or their respective relatives is in any way, concerned or interested, financially or otherwise, in the Resolution mentioned at Item No. 18 of the Notice.*

Based on the recommendation of the Audit Committee, the Board recommends the Ordinary Resolution set forth at Item



No. 18 of the Notice for approval by the Members.

The Members may note that in terms of the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, no Related Party shall vote to approve the Ordinary Resolution set forth at Item No. 18 of the Notice, whether the entity is a Related Party to the particular transaction or not.

#### ITEM NO. 19

Details of the proposed related party transaction(s) between the Company and Ogha Research LLP, including the information required to be disclosed in the explanatory statement pursuant to the SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021, are as follows:

S. No.	Description	Details of proposed RPTs between the Company and Ogha Research LLP
1.	Summary of information provided by the Management to the Audit Committee for approval of the proposed RPTs.	
a.	Type, material terms and particulars of the proposed transaction	The Company and Ogha Research LLP entered into/propose to enter the RPT during the financial year 2022-23, for an aggregate value not exceeding Rs. 6,00,00,000/- (Rupees Six Crores Only).
b.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Entity under significant influence of Director (other than Independent directors)
c.	Tenure of the proposed transaction (particular tenure shall be specified)	For the financial year 2022-23
d.	Value of the proposed transaction	The total value of the transaction(s) entered or proposed to be entered with the related party for an aggregate value not exceeding Rs. 6,00,00,000/- (Rupees six crores only) during the financial year 2022-23 are mentioned below: Service arrangement (Intangible nature)– Rs. 6,00,00,000/-
e.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	36.60%
f.	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary – <b>NOT APPLICABLE</b>	

*Except Mr. Devansh Gupta or his respective relatives, none of the other Directors, KMPs and/ or their respective relatives is in any way, concerned or interested, financially or otherwise, in the resolution mentioned at Item No. 19 of the Notice.*

Based on the recommendation of the Audit Committee, the Board recommends the Ordinary Resolution set forth at Item No. 19 of the Notice for approval by the Members.

The Members may note that in terms of the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, no Related Party shall vote to approve the Ordinary Resolution set forth at Item No. 19 of the Notice, whether the entity is a Related Party to the particular transaction or not.

#### ITEM NO. 20

**Shifting of registered office of the Company from "NCT of Delhi & Haryana" to "State of Gujarat" and consequent amendment in situation clause of Memorandum of Association**

The current registered office of the Company is situated at 4/11, 1st Floor Asaf Ali Road New Delhi-110002. Existing clause II of the Memorandum of Association of the Company stated that the registered office of the Company is situated

in "NCT of Delhi & Haryana". With a view to operational convenience and business more economically and efficiently, the shifting of registered office from the NCT of Delhi & Haryana to the State of Gujarat is in the best interest of the Company, shareholders and all concerned parties and will not be detrimental to the interest of members of the public, shareholders, creditors or employees, in any manner whatsoever. Pursuant to the provisions of Section 12(5), 13(4) and all other applicable provisions, if any, of the Companies Act 2013 read with applicable Rules and Regulations made there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), shifting of the Registered Office from one State to another and consequent alteration of existing Clause II of the Memorandum of Association (the "MOA") of the Company requires the approval of the members of the Company by way of a Special Resolution in terms of Section 12, 13 of the Companies Act, 2013 and approval of the Central Government (Regional Director).

In light of the above facts, the approval of the members is sought through Annual General Meeting ("AGM") and for shifting of the Registered Office of the Company from "NCT of Delhi & Haryana" to the "State of Gujarat" and consequently alteration of situation Clause II of the MOA. Copy of the existing MOA indicating the proposed amendments and other allied documents, if any, being referred in this resolution would be available for inspection by the members, at the registered office of the Company during 11.00 A.M to 1.00 P.M. on all working days (Monday to Friday), up to and including the last date of voting through Annual General Meeting.

The Board recommends the resolution under Item No.20 for approval of the members as a **Special Resolution**.

*None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise in the said resolution except to the extent of their shareholding, if any.*

**For Algoquant Fintech Limited  
(Formerly Hindustan Everest Tools Limited)**

**Sd/-  
Ayushi Jain  
(Company Secretary & Compliance Officer)  
M. No.: ACS 66504**

**Place: New Delhi  
Date: 08-07-2022**

## DIRECTORS' REPORT

To,

The Members

**Algoquant Fintech Limited**

(Formerly Hindustan Everest Tools Limited)

**Yours directors have pleasure in presenting this Integrated Annual Report of Algoquant Fintech Limited (herein after referred to as "the Company") along with the audited financial statements for the financial year ended on 31<sup>st</sup> March 2022.**

Pursuant to the circulars issued by Ministry of Corporate Affairs ('MCA') dated 8 April 2020, 13 April 2020, 5 May 2022, read with Securities & Exchange Board of India ('SEBI') circulars dated 12 May 2020, 15 January 2021, and 13 May 2022, relaxation has been granted to the Companies in respect of sending physical copies of annual report to shareholders till 31 December 2022.

However, in compliance to the SEBI circular SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13 May 2022, notice of 59th Annual General Meeting of the Company published by advertisement terms of Regulation 47 of SEBI (Listing Obligations & Disclosure Regulations, 2015) ('SEBI LODR Regulations'), provide for link to the Annual Report and in compliance to the regulation 36(1)(c) of SEBI LODR Regulations, the Company shall send hard copy of full Annual Report to those shareholders who request for the same.

### 1. FINANCIAL PERFORMANCE / SUMMARY OR HIGHLIGHTS

The highlights of the Company's financial performance are summarized below:

(Amount in lakhs)

Particulars	2021-2022	2020-2021
Total Revenue from continuing operations	1710.33	553.85
Total expenses from continuing operations	(1393.91)	(257.47)
Profit before tax from continuing operations	316.42	296.38
Tax expense	7.40	(67.35)
Profit for the year from continuing operations	323.82	374.43
Profit/(Loss) for the year from discontinued operations	19.08	(1.46)
Profit for the year	342.90	372.97
Total comprehensive income for the year	1342.76	372.97

### 2. OPERATIONAL PERFORMANCE OF THE COMPANY DURING THE YEAR

The performance of the Company during the year under consideration was satisfactory. During the year under review, the Company has earned a total revenue of Rs.1,710.33 Lakh for the financial year ended on 31<sup>st</sup> March 2022 in comparison to Rs. 553.85 Lakhs in the previous financial year ended on 31<sup>st</sup> March 2021. During the year under review, the Company has earned a profit after tax of Rs. 1342.75 Lakh in for the financial year ended 31<sup>st</sup> March, 2022 as against profit after tax of Rs. 372.98 Lakh in previous financial year ended 31<sup>st</sup> March, 2021.

### 3. CAPITAL STRUCTURE

During the year under review, 16,07,200 equity shares of the face value of Rs. 10 each were divided into 80,36,000 Equity Shares of the face value of Rs. 2 each pursuant to sub-division of the equity shares of the Company in the ratio of 1:5 vide passing of ordinary resolution in its members' meeting held on 27 October 2021.

Consequently, as on 31<sup>st</sup> March 2022, the authorized share capital of the Company is Rs. 2,50,00,000/- (Rupees Two Crore Fifty Lakh Only) comprising of 1,15,00,000 Equity Shares of Rs.2/- (Two) each and 20,000 Preference Shares of Rs. 100/- (One hundred only) each out of which the total issued, subscribed and paid-up share capital of the Company stood at Rs 1,60,72,000 (Rupees One Crore Sixty Lakh Seventy-Two Thousand only) divided into 80,36,000 Equity Shares at a face value of Rs.2 (Two) each.

Your Company has not issued equity shares with differential voting rights and it has neither issued ESOP nor sweat equity shares and doesn't have any scheme to fund its employees to purchase its shares of the Company.

#### 4. **DIVIDEND**

In view of the planned business growth for the Company, your directors deem it proper to preserve the resources of the Company for its activities and therefore, do not propose any dividend for the financial year ended 31st March 2022.

#### 5. **AMOUNTS PROPOSED TO BE CARRIED TO RESERVES**

During the financial year under review, the Company does not propose any transfer of profits to reserves.

#### 6. **MANAGEMENT DISCUSSION AND ANALYSIS / STATE OF AFFAIRS OF THE COMPANY**

The state of affairs of the Company are broadly covered under Management Discussion and Analysis report which form part of 59<sup>th</sup> Annual Report of the Company attached as an **Annexure-A** with the Directors' Report.

#### 7. **MATERIAL CHANGES AND COMMITMENTS, IF ANY AFFECTING FINANCIAL POSITION OF THE COMPANY**

During the period under review, the Company 's has changed its objects from "Manufacturing of Tools "to" Trading in Financial Instruments".

Except as mentioned above, there are no other material changes and commitment which affects the financial position of Company after the closure of financial year 2021-22 till the date of the report.

#### 8. **INDIAN ACCOUNTING STANDARDS (IND-AS)**

Financial Statements of your Company for the financial year ended 31st March 2022, are prepared in accordance with provisions of Indian Accounting Standards (Ind-AS), as notified under Section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015, as amended from time to time.

#### 9. **PUBLIC DEPOSITS**

During the year under review, the Company has neither invited nor accepted any deposits from public within the meaning of Section 73 of the Companies Act, 2013 read with Companies (Acceptance of Deposits) Rules 2014 during the financial year ended 31<sup>st</sup> March 2022. Therefore, requirements for providing the details as required under Rule 8(5)(v) and 8(5)(vi) are not applicable, hence not provided.

#### 10. **DETAILS OF AMOUNT RECEIVED FROM DIRECTORS OR RELATIVE OF DIRECTORS PURSUANT TO COMPANIES (ACCEPTANCE OF DEPOSITS) RULES, 2014**

During the financial year under review, the Company has received an unsecured loan from Mr. Devansh Gupta, Managing Director of the Company for an amount of Rs. 197 Lakh/-.

#### 11. **DETAILS OF APPOINTMENT AND RESIGNATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

During the year under review, following changes took place:-

1. Mrs. Preeti Arora (DIN:00094055), Independent Director of the Company resigned from the post of Independent Director and subsequently resigned from the post of membership from Audit Committee, Nomination and Remuneration Committee and Stakeholder's Relationship Committee w.e.f. 10<sup>th</sup> January 2022.

2. \*Mrs. Purnima Sharma (DIN:07622730), was appointed as an Additional Independent director of the Company and subsequently nominated on the post of membership of Audit Committee, Nomination and Remuneration Committee and Stakeholder's Relationship Committee w.e.f. 14<sup>th</sup> February 2022.

Further, Mrs. Purnima Sharma tendered her resignation from the post of Additional Independent Director and from the post of membership from Audit Committee, Nomination and Remuneration Committee and Stakeholder's Relationship Committee w.e.f. 02<sup>nd</sup> May 2022.

3. Ms. Ayushi Jain (PAN:CBCPJ1533L) was appointed as a Company Secretary and Compliance Officer of the Company with effect from 14<sup>th</sup> August 2021.
4. Mr. Yogesh Gusain (PAN:BGPG8044R) was appointed as a Chief Financial Officer of the Company with effect from 30<sup>th</sup> June 2021.
5. The designation of Mr. Devansh Gupta (DIN:06920376) changed from Additional director to Managing Director of the Company with effect from 30<sup>th</sup> June 2021.

As on the financial year ended 31st March 2022, the board and KMP comprises the following member as mentioned below:

Mr. Devansh Gupta, Managing Director

Mr. Dhruv Gupta, Non-executive Director

Mr. Yogesh Gusain, Chief Financial Officer

Mr. Amit Gupta, Independent Director

Mrs. Purnima Sharma, Additional Independent Director\*

Ms. Ayushi Jain, Company Secretary & Compliance Officer

*\*Mrs. Purnima Sharma resigned with effect from 02<sup>nd</sup> May 2022.*

## 12. DIRECTORS' RESPONSIBILITY STATEMENT

In compliance to the Provisions of Section 134(5) of the Companies Act, 2013, with respect to Directors' responsibility statement, it is hereby confirmed:-

- i. That in the preparation of the annual accounts for the financial year ended 31<sup>st</sup> March 2022, the applicable Indian Accounting Standards (Ind-AS) read with requirements set out under Schedule III to the Companies Act, 2013 have been followed.
- ii. That the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the Profit of the Company for the year under review.
- iii. That the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- iv. That the Directors have prepared the financial statements for the financial year ended 31<sup>st</sup> March 2022 on a "going concern" basis.
- v. That the Directors had laid down proper internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- vi. That the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

## 13. INTERNAL FINANCIAL CONTROLS SYSTEMS AND THEIR ADEQUACY

The Internal Financial Controls with reference to financial statements as designed and implemented



by the Company are proper, adequate and operating effectively. The Company's internal control system commensurate with its size, scale and complexities of its operations. The Board has appointed Internal Auditors to strengthen the internal financial controls. Internal Auditors directly reports to the Audit Committee and Board of Directors of the Company. The Audit Committee of the Board actively reviews the adequacy and effectiveness of the internal control systems and suggests improvements to strengthen the same.

During the year under review, no material or serious observation has been received from the Internal Auditors of the Company for inefficiency or in adequacy of such controls.

#### 14. RISK MANAGEMENT POLICY

A risk management policy duly approved by the Board is in place as required under Section 134(3) (n) of the Companies Act, 2013 which defines the risk assessment and minimization procedures. The Company's Risk Management Policy is well defined to identify and evaluate business risks across all businesses. It assesses all risks at both pre and post-mitigation levels and looks at the actual or potential impact that a risk may have on the business together with an evaluation of the probability of the same occurring. Risk mapping exercises are carried out with a view to regularly monitor and review the risks, identify ownership of the risk, assessing monetary value of such risk and methods to mitigate the same.

#### 15. WEB LINK OF ANNUAL RETURN

Pursuant to the provisions of Section 92(3) of the Companies Act, 2013 read with Rule 12(1) of the Companies (Management and Administration) Rules, 2014, as amended from time to time, the Annual Return of the Company for the financial year 2021-22 shall be placed on the website of the Company under head "Investors column" under sub-head column "Annual Return" and may be accessed on the Company's website [www.algoquantfintech.com](http://www.algoquantfintech.com)

#### 16. NUMBER OF MEETINGS OF THE BOARD AND ITS COMMITTEE

During the financial year ended on 31<sup>st</sup> March 2022, the Board of Directors met 07 (Seven) times, Members of Audit Committee met 04 (Four) times, Members of Nomination and Remuneration Committee met 02 (Two) times and Members of Stakeholders Relationship Committee met 03 (Three) times.

However, Independent Directors met 01 (one) time, during the financial year 2021-22.

Further, details with respect to the Meetings of the Board of directors and its committee thereof and their detailed briefs are given in the Corporate Governance Report as attached and annexed as an **Annexure-"E"** to the Directors' Report forming part of the Annual Report.

#### 17. STATEMENT ON DECLARATION BY THE INDEPENDENT DIRECTORS

The Independent Directors of the Company have given their declarations stating that they meet the criteria of Independence as laid down under Section 149 (6) of the Companies Act, 2013 and they continue to confirm the criteria set out for Independent Directors under Section 149(6) and 149(7) of the Companies Act, 2013 and Regulation 16 of SEBI LODR Regulations.

#### 18. STATEMENT REGARDING OPINION OF THE BOARD WITH REGARD TO INTEGRITY, EXPERTISE AND EXPERIENCE (INCLUDING THE PROFICIENCY) OF THE INDEPENDENT DIRECTORS APPOINTED DURING THE YEAR

During the financial year 2021-22, Ms. Purnima Sharma was appointed as an Additional Independent Director with effect from 14th February 2022 and in the opinion of Board of Directors of the Company, she has a relevant expertise and experience in her field and fulfils the criteria as mentioned under Section 149(6) and Section 150 of the Companies Act, 2013 read with the rules made there under.

#### 19. FAMILIARISATION PROGRAMME AND TRAINING OF INDEPENDENT DIRECTORS

The details of familiarisation programmes conducted during the year 2021-22 for familiarization of Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company and related matters are

put up on the website of the Company at [www.algoquantfintech.com](http://www.algoquantfintech.com)

## 20. **NOMINATION AND REMUNERATION POLICY**

The Board based on the recommendation of the Nomination and Remuneration Committee framed a policy for directors' appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a director and other relevant matters. A copy of relevant policy is placed on the website of the Company at [www.algoquantfintech.com](http://www.algoquantfintech.com)

There has been no material change in the Remuneration Policy of the Company.

The composition, role, functions and powers of the Nomination and Remuneration Committee are in accordance with the Provisions of the Companies Act 2013 and the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

## 21. **ANNUAL EVALUATION OF BOARD PERFORMANCE AND PERFORMANCE OF ITS COMMITTEES AND INDIVIDUAL DIRECTORS**

Pursuant to applicable provisions of the Companies Act, 2013 the Board, in consultation with its Nomination & Remuneration Committee, has formulated a framework containing, inter-alia, the process, format, attributes and criteria for performance evaluation of the entire Board of the Company, its committees and individual Directors, including Independent Directors. The framework is monitored, reviewed and updated by the Board, in consultation with the Nomination and Remuneration Committee, based on need and new compliance requirements.

Evaluation of the Board and its Committees is based on various aspects of their functioning, such as, adequacy of the constitution and composition of the Board and its Committees, matters addressed in the meetings, processes followed at the meeting, Board's focus, regulatory compliances and Corporate Governance, etc., are in place. Similarly, for evaluation of individual Director's performance, various parameters like Director's profile, contribution in Board and Committee meetings, execution and performance of specific duties, obligations, regulatory compliances and governance, etc., are considered.

Accordingly, the annual performance evaluation of the Board, its Committees and each Director was carried out for the financial year 2021-2022 by Nomination and Remuneration Committee in consultation with the Board.

The performance evaluation of all the Independent Directors have been done by the entire Board, excluding the Director being evaluated. On the basis of performance evaluation done by the Board, it determine whether to extend or continue their term of appointment, whenever their respective term expires. The Directors expressed their satisfaction with the evaluation process.

## 22. **PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013**

The Company has not provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured to Companies, firms, Limited Liability Partnerships (LLPs) or any other parties during the year. However, the Company has made an investment in quoted securities. Members are instructed to refer the notes to balance sheet for further information and explanation.

## 23. **CONTRACT OR ARRANGEMENT WITH RELATED PARTY TRANSACTIONS**

Pursuant to the provisions of Section 188 of the Companies Act, 2013 read with Rule 8(2) of the Companies (Accounts) Rules, 2014, the particulars of contracts or arrangements entered into by the Company with Related parties have been done at arm's length and are in the ordinary course of business. There is no material significant transaction entered into with any of the related parties that may have conflict with the interest of the Company. All related party transactions are placed before the Audit Committee and board for their approval respectively.

Details of all related party transactions have been disclosed in notes to the financial statements. Attention of the members is drawn to the disclosures of transactions with related parties set out in Note No.30 of the financial statements forming part of this Report.

Pursuant to Clause(h) of sub-section(3) of Section 134 of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014, the particulars of contracts or arrangements or transactions entered into by the Company with related parties has been disclosed in Form No. AOC- 2 which is attached and annexed as Annexure "B" to the Directors' Report. The policy on materiality of related party transactions is approved by the Board and placed on the Company's website at [www.algoquantfintech.com](http://www.algoquantfintech.com)

#### 24. COST RECORDS

In terms of the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules 2014, maintenance of cost records and appointment of cost auditors are not applicable on the Company.

#### 25. CORPORATE SOCIAL RESPONSIBILITY

Pursuant to provisions of Section 135 of Companies Act, 2013 and rules made there under, every Company having net worth of Rupees five hundred crore or more, or turnover of rupees one thousand crore or more or a net profit of rupees five crore or more during immediately preceding financial year shall constitute Corporate Social Responsibility Committee of the Board.

Thus, the provisions of CSR are not applicable on the Company.

#### 26. CHANGE IN THE NATURE OF BUSINESS

During the financial year under review, the Company has changed its objects from "Manufacturing in Tools" to "Trading in financial instruments".

#### 27. AUDITORS AND AUDITOR'S REPORT OF STATUTORY AUDITOR

M/s. SSRA & Co., Chartered Accountants, (Firm Registration No. 014266N) were appointed in the year 2017 as Statutory Auditors of the Company, for a period of five (5) years from the conclusion of 54<sup>th</sup> AGM till the conclusion of the 59<sup>th</sup> AGM. They have audited the financial statements of the Company for the financial year 2021-22.

However, it is proposed to appoint M/s O P Bagla & Co LLP, Chartered Accountants (FRN: 000018N/N500091) as the Statutory Auditors of the Company at ensuing 59<sup>th</sup> Annual General Meeting ("AGM") subject to approval of members of the Company.

The observations of Statutory Auditors in their Report read with relevant Notes to Accounts to the financial statements are self- explanatory and therefore, do not require any further explanation. Further the Auditors' Report does not contain any qualification, reservation or adverse remark or disclaimer.

#### 28. SECRETARIAL AUDITOR

Pursuant to the provisions of Section 204 of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors have appointed M/s Parth P Shah, Practicing Company Secretaries as a Secretarial Auditor of the Company w.e.f. 30<sup>th</sup> May 2022 for the financial year 2021-22.

The Secretarial Audit Report is annexed herewith as **Annexure "C"** to the Directors' Report.

The Secretarial Auditor's Report for the financial year 2021-22 provided by the Secretarial Auditor, does not contain any qualification, observation or adverse remarks and therefore, in the opinion of the Directors, do not call for any further explanation.

#### 29. COMPLIANCE WITH SECRETARIAL STANDARDS

During the year under review, the Company has complied with all the applicable secretarial standards issued by the Institute of Company Secretaries of India (ICSI) on Meetings of Board of Directors and General Meetings.

#### 30. CONSERVATION OF ENERGY, RESEARCH & DEVELOPMENT, TECHNOLOGY ABSORPTION FOREIGN EXCHANGE EARNINGS & OUTGO

Relating to conservation of energy, technology absorption and foreign exchange earnings and outgo, as required to be disclosed under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014, as amended from time to time, are not applicable on the Company, hence not required to be provided for.

**31. NAME OF THE COMPANIES WHICH HAVE BECOME/CEASED TO SUBSIDIARIES, JOINT VENTURES OR ASSOCIATE COMPANIES DURING THE YEAR**

During the financial year under review, the Company did not have any subsidiaries, associates or Joint ventures.

**32. DISCLOSURE OF CODE, STANDARDS, POLICIES IN INSIDER TRADING CODE**

In compliance with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 ('SEBI PIT Regulations') on prevention of insider trading, your Company has revised its Code of Conduct for regulating, monitoring and reporting of trading by designated persons in line with the recent amendments brought by SEBI in the PIT Regulations. The said Code lays down guidelines, which advise designated persons on the procedures to be followed and disclosures to be made in dealing with the shares of the Company and cautions them on consequences of non-compliances.

Your Company has also updated its Code of practices and procedures of fair disclosures of unpublished price sensitive information by including a policy for determination of legitimate purposes. Further, your Company has put in place adequate & effective system of internal controls and standard processes have been set to ensure compliance with the requirements given in these regulations to prevent insider trading. The same can be accessed on the website of the Company at [www.algoquantfintech.com](http://www.algoquantfintech.com).

**33. CONSTITUTION OF INTERNAL COMPLAINTS COMMITTEE REQUIRED UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013**

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

**34. WHISTLE BLOWER POLICY/VIGIL MECHANISM POLICY**

The Board of Directors has adopted the Whistle Blower Policy. The Policy has provided a mechanism for Directors, Employees and other persons dealing with the Company to report to the Chairman of the Audit Committee, any instance of unethical behavior, actual or suspected fraud or violation of the Code of Conduct of the Company.

**35. DETAILS OF ESTABLISHMENT OF VIGIL MECHANISM POLICY**

The vigil mechanism policy can be accessed on the website of the Company at [www.algoquantfintech.com](http://www.algoquantfintech.com)

**36. PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES**

The details of employees as per provisions of Section 197(12) of the Companies Act, 2013 read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and disclosure pertaining to remuneration and other details as required under Section 197(12) of the Companies Act, 2013, read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is attached and annexed herewith as **Annexure "D"** forms part to the Directors' Report.

Further, in terms of the provisions of Section 197(12) of the Act read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, there are no employees of the Company who draw remuneration in excess of the limits set out in the said rules.

The total no. of employees as on 31<sup>st</sup> March 2022 was 193.

**37. CORPORATE GOVERNANCE**

The Company has complied with the corporate governance requirements as stipulated under the

SEBI LODR Regulations and the Companies Act, 2013, as amended from time to time. A report on the Corporate Governance along with certificate on its compliance is attached and annexed as **Annexure "E"** and form's part to the Directors' Report.

- (i) **all elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc., of all the directors.**

The details of the remuneration of all the directors are mentioned under Clause (c) of Point no. 06 of the Corporate Governance Report forms part of the annual report as attached.

- (ii) **details of fixed component. and performance linked incentives along with the performance criteria**

The proposed remuneration to be paid is a fixed component, however, there is no performance linked incentives.

- (iii) **service contracts, notice period, severance fees; and**

Not applicable

- (iv) **stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable.**

Not applicable

**38. ADDITIONAL DISCLOSURE AS PER SCHEDULE V READ WITH REGULATION 34 (E) OF THE SEBI (LISTING OBLIGATIONS & DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

- a) **Related Party Disclosure**

The Company is in Compliance with IND AS-24 on related party disclosures. For further details, please refer Note No. 30 forming part of the financial statements.

- b) **Management Discussion and Analysis Report**

The Management Discussion and Analysis Report ('MDAR') as required is presented as forming part of this Report as **Annexure- "A"**.

- c) **Corporate Governance Report**

The Corporate Governance Report as required is presented as forming part of this Report as **Annexure-"E"**.

- d) **Declaration by Chief Executive Office/ Chief Financial Officer**

A declaration duly signed by Chief Financial Officer stating that the members of Board of Directors and Senior Management Personnel have affirmed compliance with the code of conduct of Board of Directors and Senior Management is annexed to the Corporate Governance Report. Kindly refer Corporate Governance Report for more details.

- e) **Compliance Certificate**

The copy of the Compliance certificate is attached with the Corporate Governance Report.

- f) **Disclosures with respect to Demat Suspense Account/ Unclaimed Suspense Account**

There were no such shares unclaimed in the year under review.

**39. GENERAL**

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

- a) Issue of the equity shares with differential rights as to dividend, voting or otherwise.  
b) Issue of shares (including sweat equity shares) to employees of the Company.



- c) Algoquant Investment Private Limited (Formerly known as Mandelia Investments Private Limited) is the holding Company and there is no subsidiary of your Company.
- d) No significant or material orders were passed by the regulators or courts or tribunals, which impact the going concern status and Company's operations in future.
- e) The Company does not have any scheme of provision of money for the purchase of its own shares by employees or by trustees for the benefit of employees.
- f) There is no subsidiary of Company, so no policy on material subsidiary is required to be adopted.
- g) No fraud has been reported by the Auditors to the Audit Committee or the Board which were committed against the Company by officers or employees of the Company.
- h) Issue of Employee Stock Option Scheme to employees of the Company.
- i) Neither any application made nor any proceeding pending under the Insolvency and Bankruptcy Code, 2016.
- j) the details of difference between amount of the valuation done at the time of one time settlement and the valuation done while taking loan from the Banks or Financial Institutions along with the reasons thereto.

#### 40. ACKNOWLEDGEMENT

Your directors would like to place on record their sincere appreciation for assistance and co-operation received from the bankers, vendors, government authorities, customers and members during the year under review. Your directors also wish to place on record their deep sense of appreciation for committed services by the executive staff & workers of the Company and gratitude to the members for their continued support and confidence.

**FOR & ON BEHALF OF THE BOARD OF DIRECTORS  
ALGOQUANT FINTECH LIMITED  
(FORMERLY HINDUSTAN EVEREST TOOLS LIMITED)**

**Place: New Delhi  
Dated: 08-07-2022**

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

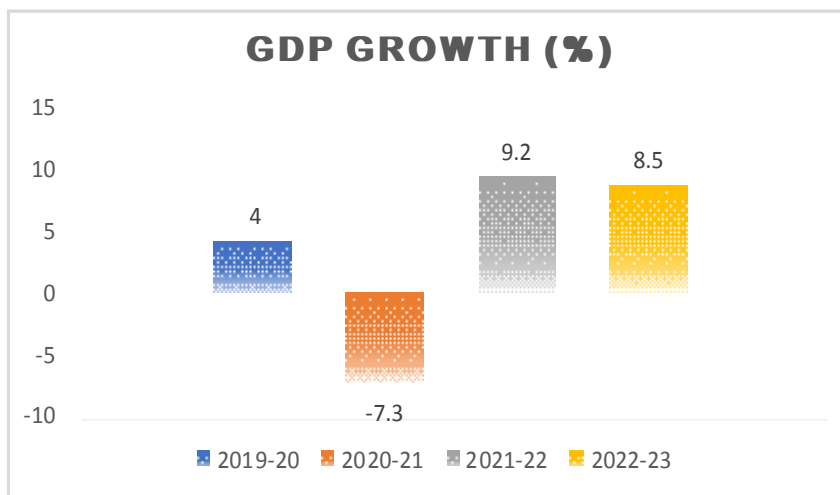
**Sd/-  
Dhruv Gupta  
Director  
DIN: 06920431**

**Annexure-"A" to the Directors' Report**

**MANAGEMENT DISCUSSION AND ANALYSIS**

**OVERVIEW**

The Indian economy was predicted to develop well in FY2021-22 despite of the second wave of the COVID-19 Pandemic that hit the Indian economy and the global economy, backed by Reserve Bank of India (RBI) and government's fiscal and monetary policies, respectively. According to the advance estimates of Economic Survey 2021-22,our country's GDP is expected to grow in real terms by 8.00-8.50% in the financial year 2022-23.



Source: Ministry of Finance

The coming financial year is expected to see an increase in private sector investments with the financial system in strong shape to support the country's economic recovery. According to the IMF's latest World Economic Outlook projections, India's real GDP will grow at 9.00% in 2021-22, 8.50% in 2022-23 and 7.10% in 2023-2024, making it the world's fastest growing major economy for all three years.

The financial statements of Algoquant Fintech Limited (*formerly Hindustan Everest Tools Limited*) (**"the Company"**) are prepared in compliance with the applicable provisions of the Companies Act, 2013 read with the rules made thereunder (including any amendments or re-enactments thereof) for the time being in force.

The financial position of the Company shows an increase revenue from operations (i.e.,turnover) of the Company by 405.36% in the financial year 2021-22. However, the total comprehensive income for the shows an increase by 260 percent in the financial year 2021-22.

**(a) INDUSTRIAL STRUCTURE & DEVELOPMENTS**

Since the global economy was pushed to its knees by the financial crisis a decade ago followed by COVID-19 pandemic, financial technology entrepreneurs have swooped in and provided more imaginative solutions to challenges in traditional banking, insurance, and asset management.

In recent times, the financial industry has recently experienced remarkable growth due to legislative, regulatory and technological advancements. Numerous new organizations have emerged, and the variety of their services and their geographic reach have expanded as well.

FICCI characterized India's financial sector as one of the fastest growing sectors in the economy, pointing out that it has witnessed increased private sector activity, including IPOs, venture capital and investment institutions. Further, there has been increase in number of first-time investor in the equity markets over the last two years.

There have been numerous initiatives taken by the Government of India ('GOI'), Reserve Bank of India ('RBI'), Securities and Exchange Board of India ('SEBI') and other regulators, to maintain and ensure that the Indian financial sector evolves into a strong, transparent and resilient system that meets the financial needs of individuals as well as enterprises, across the country.

The Indian capital markets have existed for centuries and have always played a crucial role in the country's economic development. In more recent times, they provide a good reflection of the state of the economy as they capture the demand and supply of financial resources to various segments of the economy. These financial resources, in turn, enable production of goods and availability of services, employment and wage growth. All these activities contribute to the demand for various goods and services, completing a virtuous cycle of growth that is facilitated by adequate, timely and cost-effective funds.

The capital markets in India comprise three broad segments on the basis of instruments – equity, debt and hybrid structures.

All three segments are well regulated and have withstood cyclical ups and downs as well as external shocks too. During the COVID-19 pandemic, the Indian and global capital markets remained largely buoyant as global central banks ensured adequate liquidity. As the impact of the pandemic on economic growth recedes, this liquidity is likely to get mopped up by a more hawkish stance by central banks as well as greater demand for funds by governments and corporates.

The Indian equity markets continued to have a bullish run since the beginning of FY2022. The 2<sup>nd</sup> wave of Covid-19 did not have any substantial impact on the market run and the BSE-Sensex breached the 60,000 marks for the 1st time ever in history of market. Both BSE-Sensex and Nifty-50 closed at an all-time high of 61,766 and 18,477 respectively in the month of October 2021. However, owing to tensions arising due to Russia-Ukraine conflict during the last quarter of the financial year 2021-22, market witnessed a fall and Sensex went below 53,000. Subsequently, Sensex and Nifty regained most of the losses and closed at 58,569 and 17,465 levels respectively in March 2022. Indian stock markets outperformed most of the global peers and ended the financial year with the second-best return in seven years.

The average daily traded volumes (ADTO) for the equity markets during FY2022 stood at ₹ 69.5 lakh crores, up 161% Year on year basis (YoY) from ₹ 26.7 lakh crores in FY2021. The overall Cash market ADTO reported growth of 12% YoY at ₹ 72,443 crores in FY2022. Within derivatives, futures volume increased 9% YoY to ₹ 1.2 lakh crores while options rose 171% YoY to ₹ 67.6 lakh crores. Amongst cash market participants, retail constituted 51% of total cash volume, institution 20% and prop 28%. The proportion of DII in the cash market was 8%. In FY 2022, a record of 3,50,00,000 new demat accounts were added as against 1,40,00,000 (approx.) in FY 2021. This spike is attributed to the disposable income of households and saved time due to work from home policy culture coupled with strong rally in equity markets.

Highest ever FII outflows were recorded in FY 2022 as compared with the highest inflows ever recorded in FY 2021. On the contrary, DIIs shows an extreme inflow and recorded as highest ever inflows.

(b) **OPPORTUNITIES AND THREAT**

**Opportunities**

- Trading in Financial Instruments services will have more opportunities if the long-term economic outlook is favourable.
- Growing percentage of discretionary income going to the financial services industry.
- Regulatory changes would encourage increased engagement from investors of all types.
- Making use of technology to support best practices and procedures.

**Threats**

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

**(c) SEGMENT-WISE OR PRODUCT-WISE PERFORMANCE**

During the year under review, the Company dealt in the business of "Trading in Financial Instruments" in mid-February 2021, after takeover by the current management.

**(d) FUTURE OUTLOOK AND PROSPECTS**

The year under review was characterized by a recovery from the pandemic. While some aspects of the economy and lifestyles have returned to pre-pandemic practices, others have retained the benefits of the transition.

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

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

**(e) RISK MANAGEMENT & CONCERNS**

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

**(f) HUMAN RESOURCE DEVELOPMENT AND INDUSTRIAL RELATIONS INCLUDING THE NUMBER OF PEOPLE EMPLOYED**

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

To provide a constant and consistent connection as well as uninterrupted services, the Company has used technology to promote regular communication in its staff personnel's. There were 193 employees working in the company as on the financial year ended on 31<sup>st</sup> March 2022.

**(g) INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY**

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

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

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

**(h) FINANCIAL REVIEW AND ANALYSIS**

The financial performance of the Company for the financial year ended March 31, 2022 is given as under:-

PERFORMANCE	Year ended 31-03-2022 (Rs. in lakh)	Year ended 31-03-2021 (Rs.in lakh)
Total Revenue from continuing operations	1,710.33	553.85
Total Expenditure from continuing operations	1,393.91	257.47
Profit before tax from continuing operations	316.42	441.78*
Tax expense	(7.40)	(67.35)
Profit for the year from continuing operations	323.82	374.43
Profit for the year from discontinued operations	19.08	(1.46)
<b>Profit / (Loss) for the year</b>	<b>342.90</b>	<b>372.97</b>
<b>Other comprehensive income</b>	<b>999.86</b>	<b>-</b>
<b>Total comprehensive income for the year</b>	<b>1,342.76</b>	<b>372.97</b>

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

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

S. No.	Particulars	FY 2021-22	FY 2020-21	Detailed explanation for changes thereof
i	Interest Coverage Ratio	5.96 times	26.60 times	The new business was commenced on 10-Feb-2021, i.e., after take over by the new management. Due to significant increase in operations even though the interest cost has increased in comparison to previous year, therefore, the ratio has declined.
ii	Current Ratio	1.27 times	4.83 times	The new business was commenced on 10-Feb-2021, i.e. after take over by the new management. Due to significant increase in operations the current liabilities have increased in comparison to previous year, the ratio has declined.
iii	Net Profit Margin (%)	20.92%	106.04%	There was exceptional item in previous year. Further, being a new business, the Company is creating employee base and other infrastructure, therefore, owing to the same there is a decline in the net profit ratio.
iv	Debtors Turnover	N.A.	1.81	During the current financial year there is no trade receivable. Accordingly, this ratio is not applicable for the current year.
v	Inventory Turnover	N.A.	N.A.	The Company did not have any inventory as on 31st March 2021 & 31st March 2022. Therefore, the ratio is not applicable.
vi	Debt Equity Ratio	N.A.	N.A.	The Company did not have any debt as on 31st March 2021 & 31st March 2022. Therefore, the ratio is not applicable.
vii	Operating Profit Margin (%)	23.20%	92.68%	The new business was commenced on 10-Feb-2021, i.e. after take over by the new management. Due to significant increase in operations the revenue from operations increased in comparison to previous year, therefore, the ratio has declined.

- (j) **DETAILS OF ANY CHANGE IN RETURN ON NET WORTH AS COMPARED TO THE IMMEDIATELY PREVIOUS FINANCIAL YEAR ALONG WITH A DETAILED EXPLANATION THEREOF.**

The Return on Net Worth for the financial year 2021-22 is 9% as compared to previous financial year 2020-21 which was 19%. This change in return on net worth is because the new management has commenced operations in the Company and the results of the continuing operations are positive.

- (k) **CAUTIONARY STATEMENT:**

Certain Statements in the "Management Discussion and Analysis" describing the Company's objectives, expectations or predictions may be "forward looking Actual results could differ materially from those expressed or implied due to various risk & uncertainties. Important factors that could make a difference to the Company's operations include changes in Govt. regulations, tax regimes, economic developments and other factors such as litigation. The company does not undertake to update these statements.

**FOR & ON BEHALF OF THE BOARD OF DIRECTORS**  
**ALGOQUANT FINTECH LIMITED**  
**(FORMERLY HINDUSTAN EVEREST TOOLS LIMITED)**

Place: New Delhi  
Dated: 08-07-2022

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

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



**Annexure- "B" to the Directors' Report****Form No. AOC-2**

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

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

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

There were no contracts or arrangements, or transactions entered into during the year ended 31st March, 2022, which were not at arm's length basis.

Name of related party	Nature of relationship	Nature of contracts / arrangements / transactions	Duration of contract / arrangement / transaction	Salient terms of the contracts or arrangements or transactions including the value, if any	Date of approval of Board, if any	Amount paid as advances, if any
NIL						

**2. Details of material contracts or arrangements or transactions at arm's length basis as at 31<sup>st</sup> March, 2022**

Name of related party	Nature of relationship	Nature of contracts / arrangements / transactions	Duration of contract / arrangement / transaction	Salient terms of the contracts or arrangements or transactions including the value, if any	Date of Approval of Board, if any	Amount paid as advances, if any
Algoquant Financials LLP	Promoter Group	availing or rendering of any services	As per agreement	Rent paid Rs. 3,00,000/-	30-06-2021	NA
Dhruv Devansh Investment & Finance LLP	Directors are interested in the entity	availing or rendering of any services	As per agreement	Rent paid Rs. 27,00,000	30-06-2021	NA
OPG Securities Private Limited	Entities under significant influence of relatives of Key management personnel	availing or rendering of any services	As per agreement	Brokerage Rs. 6,41,817	30-06-2021	NA
Sigmaquant Technologies Private Limited	Entities under significant influence of Key management personnel	availing or rendering of any services	As per agreement	Hardware Rent Rs. 6,75,000 Software & technology consultancy services Rs. 13,70,000	30-06-2021	NA
Ogha Research LLP	Entities under significant influence of Key management personnel	availing or rendering of any services	As per agreement	Software & technology consultancy services Rs. 38,25,000	30-06-2021	NA

**FOR & ON BEHALF OF THE BOARD OF DIRECTORS  
ALGOQUANT FINTECH LIMITED  
(FORMERLY HINDUSTAN EVEREST TOOLS LIMITED)**

Place: New Delhi  
Dated: 08-07-2022

Sd/-  
Devansh Gupta  
Managing Director  
DIN: 06920376

Sd/-  
Dhruv Gupta  
Director  
DIN: 06920431

**Annexure-"C" to the Director's Report****FORM NO. MR-3****SECRETARIAL AUDIT REPORT**

FOR THE FINANCIAL YEAR ENDED ON MARCH 31, 2022

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

To,

The Members,

**Algoquant Fintech Limited (formerly Hindustan Everest Tools Limited)****CIN:-L74110DL1962PLC003634**

4/11, 1st Floor Asaf Ali Road, New Delhi – 110002.

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

Based on my verification of the records of **Algoquant Fintech Limited**, books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering **the financial year ended on 31<sup>st</sup> March 2022** complied with the statutory provisions listed hereunder and also that the company has proper Board-processes and compliances mechanism in place to the extent, in the manner and subject to thereporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and record maintained by **Algoquant Fintech Limited for the financial year ended on 31<sup>st</sup> March, 2022 according to the provisions of:**

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulations) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulation made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings: **(NOT APPLICABLE FOR THE YEAR UNDER REVIEW)**
- (v) The following Regulations and guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011;
  - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; **(NOT APPLICABLE FOR THE YEAR UNDER REVIEW)**
  - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(NOT APPLICABLE FOR THE YEAR UNDER REVIEW)**
  - f. The Securities and Exchange Board of India (Registrar to an Issue and Share Transfer

Agents) Regulations, 1993 regarding the Companies Act and dealing with client.

- g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **(NOT APPLICABLE FOR THE YEAR UNDER REVIEW)**
- h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **(NOT APPLICABLE FOR THE YEAR UNDER REVIEW)**
- (vi) As stated in the **Annexure -"A"** – all the laws, rules, regulations are applicable specifically to the company.
- (vii) Other than acquisition of the company under the regulations of The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011 which was effective from February 09, 2021, no other major corporate events occurred during the year and various compliances made by the Company with applicable Laws, Rules, Regulations, and Listing Regulations etc.

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

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

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

**I further report that** the board of directors of the company is duly constituted with proper balance of executive directors, non-executive directors, independent directors and woman director. The changes in the composition of the board of directors that took place during the period under review were carried out in compliance with the provisions of the act and with intimation to stock exchanges.

Adequate notice is given to all directors to schedule the board meetings, agenda and detailed notes on agenda were sent at least seven days in advance or with consent of directors at a shorter notice, and a system exists for seeking and obtaining further information and clarification on the agenda items before the meeting and for meaningful participation at the meeting. Majority decision is carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes.

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

**I further report that** during the audit period, the company has not incurred any specific event / action that can have a bearing on the company's compliance responsibilities in pursuance of the above referred laws, rules, regulations, guideline, standards, etc. except the Issue and allotment of bonus equity shares for which the company has duly complied with the necessary provisions thereof.

**For Parth P Shah,  
Practicing Company Secretaries**

Sd/-

Parth P Shah  
(Proprietor)

FCS: 11871, COP: 18640

Peer Review Cert. No.: 1949/2022

UDIN:F011871D000460044

Place: Ahmedabad  
Date: 03-06-2022

## Annexure-"D" to the Directors' Report

**DISCLOSURES PERTAINING TO REMUNERATION AND OTHER DETAILS AS REQUIRED UNDER SECTION 197(12) OF THE ACT READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULE, 2014**

1. A Ratio of remuneration of each Director to the Median remuneration of the employees of the Company for the F Y 2021-22: -

Name	Designation	Ratio to Median Remuneration
Devansh Gupta	Managing Director	20:1
Dhruv Gupta	Non-Executive Director	N. A
Amit Gupta	Independent Director	N. A
Preeti Gupta	Independent Director	N. A
Purnima Sharma	Independent Director	N. A

2. The Percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive or Manager, if any, in the financial year: -

Name	Designation	% Increase in remuneration over previous year
Devansh Gupta	Managing Director	Nil
Dhruv Gupta	Non-Executive Director	
Amit Gupta	Independent Director	
Preeti Gupta	Independent Director	
Purnima Sharma	Independent Director	
Ayushi Jain	Company Secretary	
Yogesh Gusain	Chief Financial Officer	

**Note:**The Independent Directors of the Company are entitled to sitting fee and commission as per the statutory provisions and within the limits approved by the Members. The remuneration of Independent Directors, details of which are provided in the Corporate Governance Report and is governed by the Differential Remuneration Policy, as detailed in the said Report. The ratio of Median remuneration and percentage increase for Independent Directors Remuneration is therefore not considered for the purpose above.

3. Percentage increase in median remuneration of employees in the FY 2021-22: -(0.52%)
4. Number of Permanent employees on the roll of the Company as on 31/03/2022:-193
5. 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:-

Particulars	% Change in Remuneration
Average percentile increase in salary of employees other than managerial	Nil
Average percentile increase in remuneration of managerial personnel	Nil

6. Affirmation: -

It is affirmed that the remuneration paid to the Directors, Key Managerial Personnel and other employees is as per the Remuneration Policy of the Company.

Information as per Rule 5 (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014.

Details of Top Ten Employees in terms of remuneration of the company for F.Y.2021-2022.

S. No	Name	Designation of Employee	Remuneration (Yearly)	Nature of Employment whether contractual or otherwise	Qualification	Experience	Date of commencement of employment	Age	The last employment held by employee before joining the Company	The percentage of equity share held by the employee in the company	Whether any such employee is relative of any director or manager of the Company and if so, name of such Director or Manager
1	Devansh Gupta	Managing Director	24,00,000	Permanent	Graduate	5 Years	30.06.2021	26	None	0.76%	Yes
2	Nidhi Gupta	Executive- Trading Operation	20,06,400	Permanent	Post Graduate	8 Years	01-04-2021	44	-	0.001% <sup>1</sup>	No
3.	Rahul Aggarwal	Executive- Trading Operation	8,13,600	Permanent	Graduate	2 Years	01-07-2021	33	Self Employed	Nil	No
4	*Leena Hui	HR	7,07,565	Permanent	PG (HR)	15 Years	14-03-2021	42	Cyber Genie	Nil	No
5	Sanjay Aggarwal	Executive- Trading Operation	6,30,000	Permanent	Graduate	20 Years	01-07-2021	49	Algoquant Financials LLP	0.01% <sup>2</sup>	No
6	Dolly Aggarwal	Executive- Trading Operation	5,80,000	Permanent	Graduate	8 Years	01-07-2021	43	Algoquant Financials LLP	Nil	No
7	Kapil Bansal	Executive- Trading Operation	5,51,800	Permanent	Graduate	2 Years	01-07-2021	28	None	Nil	No
8	Bhupender Pratap Singh	Executive- Trading Operation	5,15,500	Permanent	Graduate	22 Years	02-08-2021	41	Pace StockBroking Services Pvt. Ltd.	Nil	No
9	Varsha Singh	Executive- Trading Operation	5,05,500	Permanent	Graduate	12 Years	02-08-2021	41	Pace Stock Broking Services Pvt. Ltd	Nil	No
10	Mehul Bagga	Executive- Trading Operation	4,87,000	Permanent	Post Graduate	4 Years	01-07-2021	25	HBF Direct Ltd.	Nil	No

1. Nidhi Gupta holds 45 equity shares of Company as on 31.03.2022.

2. Sanjay Aggarwal holds 800 equity shares of Company as on 31.03.2022.

\* Leena Hui has resigned from the post of HR w.e.f. 30.04.2022.

NAME OF EMPLOYEES IN TERMS OF REMUNERATION DRAWN IN EXCESS OF LIMITS AS PRESCRIBED:

S.No	Name	Designation of Employee	Remuneration (Yearly)	Nature of Employment whether contractual or otherwise	Qualification	Experience	Date of commencement of employment	Age	The last employment held by employee before joining the Company	The percentage of equity share held by the employee in the company	Whether any such employee is relative of any director or manager of the Company and if so, name of such Director or Manager
											NIL



**Annexure-"E" to the Directors' Report****REPORT ON CORPORATE GOVERNANCE**

[Part C of Schedule V of the SEBI (LODR) Regulations, 2015]

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

**1) COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE: -**

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

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

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

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

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

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

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

**2) BOARD OF DIRECTORS:****(a) Composition and Category of Directors:**

The composition of the board represents an optimum mix and combination of executive as well

as non- executive directors including women director having requisite skill and expertise and is in compliance with the provisions of Section 149, 150, 152 of the Companies Act, 2013 ("the Act") and Regulation 17 of the SEBI (LODR) Regulations, 2015.

As on 31<sup>st</sup> March 2022, the Board comprised of four (4) Directors, out of which two (2) directors namely \*Mrs. Purnima Sharma (DIN: 07622730) and Mr. Amit Gupta (DIN: 07085538) are Non-Executive Independent Directors, Mr. Devansh Gupta (DIN: 06920376) is an Executive Director and Mr. Dhruv Gupta (DIN:06920431) is a Non-Executive Director.

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

**Note: -**

\* Mrs. Purnima Sharma was appointed as an additional Independent Director w.e.f.- 14<sup>th</sup> February, 2022 and had resigned from the post of Independent Director of Company w.e.f- 02<sup>nd</sup> May, 2022.

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

Name	Category	Total No. of Board meetings held during FY 2021-2022	No. of Board Meetings attended by directors in 2021-2022	Last AGM whether attended
Mr. Dhruv Gupta	Non-Executive Director	7	7	Yes
Mr. Devansh Gupta	Managing Director	7	7	Yes
**Mrs. Preeti Arora	Independent Director	7	6	Yes
Mr. Amit Gupta	Independent Director	7	7	Yes
*Mrs. Purnima Sharma	Additional Independent Director	7	1	NA

\* Mrs. Purnima Sharma was appointed as an Additional Independent Director w.e.f.- 14<sup>th</sup> February 2022 and had resigned from the post of Independent Director of Company w.e.f- 02<sup>nd</sup> May, 2022.

\*\*Mrs. Preeti Arora has resigned from the post of Independent Director of Company w.e.f. 10<sup>th</sup> January 2022.

**(c) number of other board of directors or committees in which a director is a member or chairperson and with effect from the Annual Report for the year ended 31<sup>st</sup> March, 2022, including separately the names of the listed entities where the person is a director and the category of directorship.**

Name of Director & DIN	Category	Name of other listed entity	Name of Committees in which director is a member or chairperson
Mr. Devansh Gupta (DIN -06920376)	Managing Director	NIL	NA
Mr. Dhruv Gupta (DIN -06920431)	Non-Executive Director	NIL	NA

Name of Director & DIN	Category	Name of other listed entity	Name of Committees in which director is a member or chairperson
<b>Mr. Amit Gupta (DIN-07085538)</b>	Independent Director	1. Rollatainers Limited 2. Intellivate Capital Ventures Limited	1. Rollatainers Limited Audit Committee – Chairman Nomination & Remuneration Committee – Chairman Stakeholder Relationship Committee - Member CSR Committee- Chairman
<b>Mrs. Purnima Sharma (DIN- 07622730)</b>	Additional Independent Director	NIL	NA

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

During the financial year 2021-2022, 7 (Seven) meetings of board of directors of the Company were held i.e., 30/06/2021, 14/08/2021, 04/09/2021, 30/09/2021, 14/11/2021, 25/12/2021 and 14/02/2022. The intervening period between two meetings was well within the maximum period mentioned under Section 173 of Companies Act, 2013 and SEBI (LODR Regulations), 2015. The necessary quorum was present in all the meetings.

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

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

**Separate Meeting of Independent Directors:**

As stipulated by the code of Independent Directors under Schedule IV of the Companies Act, 2013, a separate meeting of the Independent Directors of the Company was held on 27<sup>th</sup> December, 2021 to review the performance of non-Independent Director and the Board as a whole. The Independent Directors also reviewed the quality, content and timeliness of the flow of information between the management and the board and its committees which is necessary to effectively and reasonably perform and discharge the duties.

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

As on 31<sup>st</sup> March 2022, the nature of relationship between the Directors inter-se are mentioned below:

Name of Directors	Mr. Dhruv Gupta	Mr. Devansh Gupta	Mr. Amit Gupta	*Mrs. Purnima Sharma
<b>Disclosure of relationship between Directors interse</b>	He has no interest/ relationship with any member of the Board of directors in any manner except with Mr. Devansh Gupta	He has no interest/ relationship with any member of the Board of directors in any manner except with Mr. Dhruv Gupta.	He has no interest / relationship with any member of the Board of directors in any manner either directly or indirectly	She has no interest / relationship with any member of the Board of directors in any manner either directly or indirectly

*\*Mrs. Purnima Sharma was appointed as an additional Independent Director w.e.f.- 14<sup>th</sup> February, 2022 and resigned from the post of additional Independent Director of Company w.e.f.-02<sup>nd</sup> May, 2022.*

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

As on 31<sup>st</sup> March 2022, there were three non-executive directors and details of number of shares and convertible instruments held by these non-executive directors are mentioned below:

Name of Directors	Mr. Dhruv Gupta	Mr. Amit Gupta	Mrs. Purnima Sharma
<b>Number of Shares and Convertible instruments</b>	54,500 Equity Shares 0.68% of the total paid up equity share capital of the Company Convertible instruments: NA	NIL	NIL

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

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

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

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

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

skills/ expertise / competencies and its description	Devansh Gupta	Dhruv Gupta	Amit Gupta	Purnima Sharma*
	Managing Director	Non-Executive Director	Independent Director	Independent Director
<b>General</b> Management/ Governance- Strategic thinking, decision making and protect interest of all stakeholders.	✓	✓	✓	✓
<b>Professional Qualification</b> Understanding the financial statements, financial controls, capital allocation, risk management, mergers, and acquisitions, expertise in Finance and Accounting, etc.	✓	✓	✓	✓
<b>Technical Skills-</b> Significant background in technology, resulting in knowledge of how to anticipate technological trends, generate disruptive innovation and extend or create new business models, risk management strategy, etc.	✓	✓	✓	✓
<b>Crafting of Business Strategies-</b> Developing long-term strategies to grow business in a sustainable manner in diverse business environments and changing economic conditions.	✓	✓	✓	✓
<b>Behavioral</b> Competencies, Integrity and ethical standards, mentoring abilities and interpersonal relations	✓	✓	✓	✓

\* Ms. Purnima Sharma was appointed as an additional Independent Director w.e.f.-14<sup>th</sup> February, 2022 and resigned from the post of additional Independent Director of Company w.e.f.-02<sup>nd</sup> May, 2022.

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

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



Board of Directors has confirmed that they meet the criteria of independence as mentioned under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (LODR Regulations), 2015 and that they are independent of the management.

Further, declaration on compliance with Rule 6(3) of the Companies (Appointment and Qualifications of Directors) Rules, 2014 as amended by MCA's Notification dated 22<sup>nd</sup> October, 2019 regarding the requirement relating to the enrolment in the Data Bank created by Ministry of Corporate Affairs for Independent Directors, has been received from all the Independent Directors.

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

Mrs. Preeti Arora (DIN: 00094055) & Mrs. Purnima Sharma (DIN: 07622730), were the Independent Directors of the Company. They have resigned from their directorship of the Company before the expiry of their tenure due to pre-occupation and the Company has received a resignation letter from them confirming non - existence of any material reasons in their resignation letter other than those stated in their letter, and the same has already been submitted to Bombay Stock Exchange ("BSE") at [www.bseindia.com](http://www.bseindia.com) and is available on the website of the Company at [www.algoquantfintech.com](http://www.algoquantfintech.com)

**COMMITTEES OF THE BOARD**

The Board Committees are set up as per the applicable provisions of Companies Act, 2013 read with Secretarial Standards-1 issued by the Institute of Company Secretaries of India ("ICSI") and SEBI (LODR) Regulations, 2015. In Compliance with the said provisions, the Company has the following committees:

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

Name of Committee	Extract of Terms of Reference	Category & Composition			Other details			
Audit Committee	Committee is constituted in line with the provisions of Regulation 18 of SEBI Listing Regulations and Section 177 of the Act. <ul style="list-style-type: none"> <li>• Oversight of financial reporting process.</li> <li>• Reviewing with the management, the annual financial statements and auditors' report thereon before submission to the Board for approval.</li> <li>• Scrutiny of inter- corporate loans and investments</li> </ul>	<table border="1"> <thead> <tr> <th>S. No.</th> <th>Name of the Member</th> <th>Designation</th> </tr> </thead> </table>	S. No.	Name of the Member	Designation			<ul style="list-style-type: none"> <li>• The Board of Directors at its meeting held on 14 February, 2022 has re-constituted the Audit Committee due to Ms. Preeti Arora, member of the Audit Committee, resigned from her position with effect from 10 January, 2022, and Ms. Purnima Sharma was appointed as a member of Audit Committee with effect from 14 February, 2022 respectively.</li> </ul>
S. No.	Name of the Member	Designation						
	1.	Mr. Amit Gupta (Chairman)	Independent, Non – Executive					
	2.	Mr. Devansh Gupta	Non-Independent, Executive					
	3	*Ms. Purnima Sharma	Independent – Non-Executive.					
		*Appointed as a member of this committee w.e.f. 14 February, 2022.						

	<ul style="list-style-type: none"> <li>Evaluation of internal financial controls and risk management systems.</li> <li>Recommendation for appointment, remuneration and terms of appointment of auditors of the Company.</li> <li>Approve policies in relation to the implementation of the Insider Trading Code and to supervise implementation of the same.</li> </ul>		<ul style="list-style-type: none"> <li>The Audit Committee met 4 (Four) times during the year under review.</li> <li>The Company Secretary is acting as a Secretary to the Audit Committee.</li> <li>The previous AGM of the Company was held on 27 October, 2021 and was attended by Amit Gupta, Chairman of the Audit Committee.</li> </ul>												
<p>Nomination and Remuneration Committee ("NRC")</p>	<p>Committee is constituted in line with the provisions of Regulation 19 of SEBI Listing Regulations and Section 178 of the Companies Act, 2013.</p> <ul style="list-style-type: none"> <li>Recommend to the Board the setup and composition of the Board and its Committees.</li> <li>Recommend to the Board the appointment / re-appointment of Directors and Key Managerial Personnel.</li> <li>Support the Board and Independent Directors in evaluation of the performance of the Board, its Committees and individual Directors.</li> </ul>	<table border="1" data-bbox="778 731 1169 1079"> <thead> <tr> <th>S. No.</th> <th>Name of the Member</th> <th>Designation</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Mr. Amit Gupta (Chairman)</td> <td>Independent, Non – Executive</td> </tr> <tr> <td>2.</td> <td>Mr. Dhruv Gupta</td> <td>Non-Independent, Non-Executive</td> </tr> <tr> <td>3</td> <td>*Ms. Purnima Sharma</td> <td>Independent – Non-Executive.</td> </tr> </tbody> </table> <p><i>*Appointed as a member of this committee w.e.f. 14 February, 2022</i></p>	S. No.	Name of the Member	Designation	1.	Mr. Amit Gupta (Chairman)	Independent, Non – Executive	2.	Mr. Dhruv Gupta	Non-Independent, Non-Executive	3	*Ms. Purnima Sharma	Independent – Non-Executive.	<ul style="list-style-type: none"> <li>The NRC met 2(Two) times during the year under review</li> <li>The previous AGM of the Company was held on 27 October, 2021 and was attended by Amit Gupta, Chairman of the NRC.</li> <li>Performance evaluation criteria for independent directors: For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director.</li> </ul>
S. No.	Name of the Member	Designation													
1.	Mr. Amit Gupta (Chairman)	Independent, Non – Executive													
2.	Mr. Dhruv Gupta	Non-Independent, Non-Executive													
3	*Ms. Purnima Sharma	Independent – Non-Executive.													

	<ul style="list-style-type: none"> <li>• Recommend to the Board the Remuneration Policy for Directors, Key Managerial Personnel as well as the rest of employees.</li> <li>• Oversee familiarization programs for Directors.</li> </ul>		<p>The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description.</p> <p>For the purpose of identifying suitable candidates, the Committee may:</p> <ul style="list-style-type: none"> <li>a) use the services of an external agencies, if required;</li> <li>b) consider candidates from a wide range of backgrounds, having due regard to diversity; and</li> <li>c) consider the time commitments of the candidates.</li> </ul>												
<p>Stakeholders' Relationship Committee ("SRC")</p>	<p>Committee is constituted in line with the provisions of Regulation 20 of SEBI Listing Regulations and Section 178 of the Companies Act, 2013.</p>	<table border="1" data-bbox="775 1110 1158 1504"> <thead> <tr> <th>S. No.</th> <th>Name of the Member</th> <th>Designation</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Mr. Amit Gupta (Chairman)</td> <td>Independent, Non-Executive</td> </tr> <tr> <td>2.</td> <td>Mr. Devansh Gupta</td> <td>Non-Independent, Executive</td> </tr> <tr> <td>3</td> <td>*Ms. Purnima Sharma</td> <td>Independent – Non-Executive.</td> </tr> </tbody> </table> <p><i>*Appointed as a member of this committee w.e.f. 14 February, 2022</i></p>	S. No.	Name of the Member	Designation	1.	Mr. Amit Gupta (Chairman)	Independent, Non-Executive	2.	Mr. Devansh Gupta	Non-Independent, Executive	3	*Ms. Purnima Sharma	Independent – Non-Executive.	<ul style="list-style-type: none"> <li>• Three SRC meetings were held during the year under review.</li> <li>• The previous AGM of the Company was held on 27 October, 2021 and was attended by Amit Gupta, Chairman of the SRC.</li> <li>• Details of Investor complaints and Compliance Officer of the company:             <ul style="list-style-type: none"> <li>a) number of shareholders' complaints received during the financial year: <b>50</b></li> </ul> </li> </ul>
S. No.	Name of the Member	Designation													
1.	Mr. Amit Gupta (Chairman)	Independent, Non-Executive													
2.	Mr. Devansh Gupta	Non-Independent, Executive													
3	*Ms. Purnima Sharma	Independent – Non-Executive.													

	<ul style="list-style-type: none"> <li>• Consider and resolve the grievances of security holders.</li> <li>• Consider and approve issue of share certificates, transfer and transmission of securities, etc.</li> <li>• Review activities with regard to the Health Safety and Sustainability initiatives of the Company.</li> </ul>		<p>b) number of complaints not solved to the satisfaction of shareholders: <b>NIL</b></p> <p>c) number of pending complaints: <b>NIL</b></p>
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**Number of committee meetings held and attendance records:**

Name of Committee	Audit Committee	Nomination & Remuneration Committee	Stakeholders' Relationship Committee
No. of meetings held	4	2	3
Date of meetings	<ul style="list-style-type: none"> <li>• 30 June,2021</li> <li>• 14 August,2021</li> <li>• 14 November 2021</li> <li>• 14 February,2022</li> </ul>	<ul style="list-style-type: none"> <li>• 30 June,2021</li> <li>• 14 February,2022</li> </ul>	<ul style="list-style-type: none"> <li>• 19 July,2021,</li> <li>• 15 October,2021,</li> <li>• 10 January,2022</li> </ul>
Name of Members of Committees			
Mr. Amit Gupta	4	2	3
Mr. Devansh Gupta	4	-	3
Mr. Dhruv Gupta	-	2	-
**Mrs. Preeti Arora	3	1	3
*Mrs. Purnima Sharma	1	1	-

\* Mrs. Preeti Arora resigned from the post of Independent Director of Company w.e.f. 10 January 2022.

\*\* Mrs. Purnima Sharma was appointed as an Additional Independent Director w.e.f.-14<sup>th</sup> February 2022 and resigned from the post of additional Independent Director of Company w.e.f-02<sup>nd</sup> May, 2022.

**5A. Risk Management Committee**

During the Financial Year ended 31st March ,2022, the Company was not required to constitute the Risk Management committee, therefore, details for the same have not been provided hereto.

**6. REMUNERATION OF DIRECTORS:**

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

The Company pay a sitting fees of Rs 1,25,000/- (Rupees one lakh twenty five thousand only) per annum to its Non-Executive Independent Directors for attending meetings of the Board and meetings of committees of the Board.

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

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

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

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

Name of Director	Salary Benefits (fixed)	Perquisites	Allowance	Commissions	Performance linked incentive	Others (viz Sitting fees)
Devansh Gupta	Rs. 4,00,000 per month	-	-	-	-	-
Amit Gupta	-	-	-	-	-	Rs. 1,25,000/-
Preeti Arora	-	-	-	-	-	Rs. 1,25,000/-
Purnima Sharma	-	-	-	-	-	Rs. 21,000/-

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

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

**iv. stock option details, if any and whether issued at a discount as well as the period over which accrued and over which exercisable:** Further, no stock options had been issued by the Company during the financial year 2021-22.

**7. General Body Meetings:**

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

For the Financial Year	Venue	Day, Date & Time
2018-2019	"PHD House" opposite Asian Games Village, Siri Fort Road, New Delhi – 110016	Monday, 30 <sup>th</sup> September, 2019 at 10:30 A.M.



2019-2020	"PHD House" opposite Asian Games Village, Siri Fort Road, New Delhi – 110016	Wednesday, 30 <sup>th</sup> December, 2020 at 10:30 A.M.
2020-2021	It was convened through Video Conferencing/ Other Audio-Visual Means and the venue of the meeting was the registered office of the Company .	Wednesday, 27 <sup>th</sup> October, 2021 at 04:30 P.M.

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

For the Financial Year	Details of Special Resolution Passed
2018-2019	Re-appointment of Mr. Pradeep Jain (DIN: 00108240) as an Independent Director of the Company for a second term of five consecutive years.
2019-2020	Nil
2020-2021	<ul style="list-style-type: none"> <li>• Approval for change of name of the Company and consequential amendment to Memorandum of Association and Articles of Association of the Company.</li> <li>• Approval of Material Related Party Transaction held with Mandelia Investments Private Limited, Promoter of the Company.</li> <li>• Approval of Material Related Party Transaction held with Mr. Devansh Gupta, Managing Director of the Company.</li> <li>• Alteration of Capital Clause of Memorandum of Association of the Company.</li> </ul>

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

**POSTAL BALLOT**

(c) **Special resolution passed last year through postal ballot and details of voting pattern are as follows:**

S. No	Name of Resolution	Types of Resolution	No. of Votes Polled	Votes cast infavour		Votes cast against	
				No. of Votes	%	No. of Votes	%
	Alteration in the Object Clause of Memorandum of Association of the Company.	Special Resolution	1205907	1205637	99.98	270	0.02
	Adoption New Article of Association of the Company containing Regulations in line with the provisions of the Companies Act, 2013	Special Resolution	1205857	1205853	99.99	4	0.01

	Increasing the limits for Loans/ Investments/ Corporate Guarantee by the Company.	Special Resolution	1205857	1205853	99.99	4	0.01
	Increase the limits of borrowing by the Board of Directors of the Company under Section 180(1)(c) of the Companies Act, 2013	Special Resolution	1205857	1205853	99.99	4	0.01

(d) **Details of the Person/s who conducted the Postal Ballot:**

Mr. Akash Gupta, Practicing Company Secretary, a sole-proprietor of M/s Akash Gupta & Associates had been appointed as the Scrutinizer for conducting the postal ballot process (including e-voting process) in a fair and transparent manner, in respect of all the aforementioned postal ballots.

(e) **whether any special resolution is proposed to be conducted through postal ballot**

None of the businesses proposed to be transacted at the ensuing AGM requires passing of a special resolution through postal ballot.

(f) **Procedure for Postal Ballot:**

The postal ballot was carried out as per the provisions of Sections 108 and 110 and other applicable provisions of the Companies Act, 2013 read with the Rules framed thereunder and read with the General Circular nos. 14/2020, 17/2020, 02/2021 and 21/2021 dated April 8, 2020, April 13, 2020, January 13, 2021 and December 14, 2021 respectively issued by the Ministry of Corporate Affairs.

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

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

The dates on which the financial results of the Company were declared as on the financial year 2021-22 are as follows:

S. No.	For Quarter Ended	Results were announced on-
1	30.06.2021	August 14, 2021
2	30.09.2021	November 14, 2021
3	31.12.2021	February 14, 2022
4	31.03.2022	May 30, 2022

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

The quarterly, half-yearly and annual financial results of the Company are published in leading newspaper – Financial Express (in English) and Jansatta (in Hindi) for June 2021, September

2021, December 2021 and March 2022 in India. After the declaration of the quarterly, half-yearly and annual results are submitted to the BSE Limited (BSE).

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

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

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

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

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

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

**9. General Shareholder Information**

(a) Annual General Meeting Day, Date, Time and Venue	Saturday, 30 <sup>th</sup> day of July, 2022 at 4:00 P.M through VC/OAVM mode
(b) Financial Year	01 <sup>st</sup> April, 2021- 31 <sup>st</sup> March, 2022
(c) Dividend Payment Date	NA
(d) Name and address of stock exchange(s) at which the listed entity's securities are listed and confirmation about the payment of annual listing fees to each stock exchange(s).	BSE Limited Address: Floor No. 35 Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400001. Annual Listing fees for the financial year 2021-22 has been duly paid to the above Stock Exchange i.e. BSE.
(e) Stock code	BSE - 505725
(f) In case the securities are suspended from trading, the directors' report shall explain the reason thereof	Not Applicable
(g) Registrar to an issue and share transfer agents	Link Intime Private Limited Noble Heights, 1st Floor, Plot No. NH 2,LSC, C-1 Block, Near Savitri Market , Janakpuri , New Delhi-110058
(h) Share Transfer System	All share transfer and other communications regarding share certificates, change of address, dividends, etc. should be addressed to the RTA. The Company, obtains from a Company Secretary in Practice, half yearly certificate of compliance with the share transfer formalities as required under Regulation 40(9) of the Listing Regulations, and files a copy of the same with the Stock Exchange.

<p>(i) Dematerialization of shares and liquidity</p>	<p>The shares of the Company are compulsorily to be traded on BSE Platform in dematerialized form. To facilitate trading in demat form, in India, there are two depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). The Company has entered into agreement with both these depositories. As on 31 March 2022, <b>90.42%</b> of the equity shares of the Company are in dematerialized form.</p>
<p>(j) Outstanding global depository receipts or American Depository Receipts ('ADR') or warrants or any convertible instruments, conversion date and likely impact on equity</p>	<p>Not Applicable</p>
<p>(k) Commodity price risk or foreign exchange risk and hedging activity</p>	<p>Not Applicable</p>
<p>(l) Plant Location</p>	<p>Not applicable on the Company, since the business of the Company is in 'trading in financial instruments'</p>
<p>(m) Address for Correspondence</p>	<p><b>To the Company:</b>                  Ms. Ayushi Jain                  (Company Secretary and Compliance Officer)                  Address: 4/11, 1st Floor                  Asaf Ali Road, New Delhi ,                  Central Delhi 110002 India</p> <p><b>To Registrar and Share Transfer Agents:</b>                  Link Intime Private Limited                  Noble Heights, 1st Floor, Plot No. NH 2,LSC,                  C-1 Block, Near Savitri Market , Janakpuri ,                  New Delhi-110058</p>
<p>(n) List of all credit ratings obtained by the entity along with any revisions thereto during the relevant financial year, for all debt instruments of such entity or any fixed deposit programme or any scheme or proposal of the listed entity involving mobilization of funds, whether in India or abroad.</p>	<p>Not Applicable</p>

\* Market Price Data High, Low (based on daily closing prices) and number of equity shares traded during each month in FY 2022 on BSE:

Month	Algoquant Fintech Limited BSE			
	High (Rs.)	Low (Rs.)	Open	Close
April 2021	202.70	132.10	145.15	185.00
May 2021	204.00	164.95	193.80	189.40
June 2021	252.90	180.55	194.80	245.20
July 2021	438.55	255.05	257.45	438.55
August 2021	974.75	460.45	460.45	874.70
September 2021	970.90	808.00	844.00	911.25
October 2021	1,716.00	911.30	911.30	1552.00
November 2021	1,678.40	1,124.80	1500.00	1173.95
December 2021	2,204.95	440.70	1181.05	538.55
<b>Stock split in the month of 24 December, 2021</b>				
January 2022	640.00	440.05	565.45	481.85
February 2022	594.80	402.00	490.00	413.00
March 2022	435.70	375.05	400.60	409.10

\*Data source from the website of the BSE Limited

Performance in comparison to broad-based indices such as BSE Sensex, CRISIL Index etc.

Month	BSE SENSEX	
	High (Rs.)	Low (Rs.)
April 2021	50,375.77	47,204.50
May 2021	52,013.22	48,028.07
June 2021	53,126.73	51,450.58
July 2021	53,290.81	51,802.73
August 2021	57,625.26	52,804.08
September 2021	60,412.32	57,263.90
October 2021	62,245.43	58,551.14
November 2021	61,036.56	56,382.93
December 2021	59,203.37	55,132.68
January 2022	61,475.15	56,409.63
February 2022	59,618.51	54,383.20
March 2022	58,890.92	52,260.82

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



## Distribution of Shareholding:

Category	No. of Shareholders	% of Shareholders	No. of Shares held	% of Shareholding
1-500	2221	75.3137	208173	2.5905
501-1000	310	10.512	244631	3.0442
1001-2000	223	7.5619	330256	4.1097
2001-3000	77	2.6111	188982	2.3517
3001-4000	46	1.5599	161260	2.0067
4001-5000	16	0.5426	73784	0.9182
5001-10000	33	1.119	235241	2.9273
10001 & above	23	0.7799	6593673	82.0517
<b>Total</b>	<b>2949</b>	<b>100</b>	<b>8036000</b>	<b>100</b>

Dematerialization of Shares\*

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

Particulars	No. of Shares	% of total Capital issued
Held in Dematerialized form in NSDL	63,39,786	78.89%
Held in Dematerialized form in CDSL	9,26,399	11.53%
Physical	7,69,815	9.58%
<b>Total</b>	<b>80,36,000</b>	<b>100%</b>

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

## 10. Other Disclosures

## (a) Disclosures on materially significant related party

A detailed note on materially significant related party transactions has been provided in Note No 29 to the financial statements of the Company which sets out related party disclosures pursuant to Ind-AS.



Also, the Company has not entered any material significant related party transaction that may have potential conflict with the interests of listed entity at large during the year.

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

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

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

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

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

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

It is affirmed that no personnel in the Company have been denied access to the Audit Committee during the financial year 2021-22.

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

The Company has complied with all applicable mandatory requirements of SEBI (LODR Regulations), 2015 during the financial year 2021-2022.

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

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

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

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

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

Not Applicable.

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

No funds were raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A) of SEBI (LODR) Regulations, 2015.

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

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

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

Provided that the clause shall only apply where recommendation of / submission by the committee

is required for the approval of the Board of Directors and shall not apply where prior approval of the relevant committee is required for undertaking any transaction under these Regulations.

Not Applicable

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

M/s SSRA & Co., Chartered Accountants (Firm Registration Number: 014266N) are the Statutory Auditors of the Company conducted the statutory audit of the Company for the financial year 2021-22. The total fees paid during the financial year 2021-22 is mentioned as under:

In Algoquant Fintech Limited: For Statutory Audit fees: Rs. 4,46,102/- (Rupees Four Lakh Forty Six Thousand One Hundred Two Only) (excluding GST) for the financial year 2021-2022.

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

a. number of complaints filed during the financial year: NIL

b. number of complaints disposed of during the financial year: NIL

c. number of complaints pending as on end of the financial year: NIL

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

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

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

11. **Non-compliance of any requirement of corporate governance report of sub-paras (2) to (10) above, with reasons thereof shall be disclosed.**

The Company is in compliance with the requirements of Sub- Paras (2) to (10) of Annexure- "E" (Corporate Governance Report) of Schedule V of the SEBI (LODR) Regulations, 2015.

12. **Discretionary requirements.**

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

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

Standards as notified. The significant accounting policies which are consistently applied have been set out in the Notes to the Financial Statements.

13. **The disclosures of the compliance with corporate governance requirements specified in regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 shall be made in the section on corporate governance of the annual report.**

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

- D. **Declaration signed by the chief executive officer/chief financial officer stating that the members of board of directors and senior management personnel have affirmed compliance with the code of conduct of board of directors and senior management.**

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

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

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

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

- 1) The listed entity shall disclose the following details in its annual report, as long as there are shares in the demat suspense account or unclaimed suspense account, as applicable :

- a) aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year; **NA**
- b) number of shareholders who approached listed entity for transfer of shares from suspense account during the year; **NA**
- c) number of shareholders to whom shares were transferred from suspense account during the year; **NA**
- d) aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year; **NA**
- e) that the voting rights on these shares shall remain frozen till the rightful owner of such shares claim the shares. **NA**

**FOR & ON BEHALF OF THE BOARD OF DIRECTORS  
ALGOQUANT FINTECH LIMITED  
(FORMERLY HINDUSTAN EVEREST TOOLS LIMITED)**

Place: New Delhi  
Dated: 08-07-2022

Sd/-  
Devansh Gupta  
Managing Director  
DIN: 06920376

Sd/-  
Dhruv Gupta  
Director  
DIN: 06920431

## Annexure- 1

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

To,  
The Members,  
**Algoquant Fintech Limited**  
**(Formerly Hindustan Everest Tools Limited)**  
**CIN:-L74110DL1962PLC003634**  
4/11, 1stFloor Asaf Ali Road, New Delhi – 110002.

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Algoquant Fintech Limited having CIN:L74110DL1962PLC003634 and having registered office at 4/11, 1st Floor, Asaf Ali Road, New Delhi Central Delhi-110002(hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31<sup>st</sup> March, 2022 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Date of appointment in Company
1	DEVANSH GUPTA	06920376	09/02/2021
2	DHRUV GUPTA	06920431	09/02/2021
3	AMIT GUPTA	07085538	09/02/2021
4	PURNIMA SHARMA	07622730	14/02/2022

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

**For Parth P Shah**  
**Practicing Company Secretaries**

Sd/-

**Parth P Shah**  
**(Proprietor)**  
**FCS: 11871, COP: 18640**  
**Peer Review Cert. No.: 1949/2022**  
**UDIN: F011871D000460110**

Place: Ahmedabad  
Date: 03-06-2022

**MD/CFO CERTIFICATE**

To  
The Board of Directors,  
Algoquant Fintech Limited  
(Formerly Hindustan Everest Tools Limited)

**Dear Board,**

We, Devansh Gupta, MD & Yogesh Gusain, Chief Financial Office of Algoquant Fintech Limited, to the best of our knowledge and belief hereby certify that:

- a) We have reviewed financial statements and the cash flow statement of the company for the year ended 31<sup>st</sup> March, 2022 and that to the best of our knowledge and belief:
  - i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - ii) These statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b) There are, to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the company's code of conduct.
- c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- d) We have indicated to the Auditors and the Audit Committee;
  - i. Significant changes in internal control over financial reporting during the year; if any.
  - ii. Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; if any and
  - iii. There are no instances of significant fraud of which I have become aware of and involvement therein of the management or an employee having a significant role in the company's internal control system over financial reporting.

**For and on behalf of Board of Directors  
Algoquant Fintech Limited  
(Formerly Hindustan Everest Tools Limited)**

Sd/-

Sd/-

**Yogesh Gusain  
Chief Financial Officer**

**Devansh Gupta  
Managing Director**

**Place: New Delhi  
Dated: 30-05-2022**

**Annexure - 2****DECLARATION BY THE CEO UNDER REGULATION 26(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 REGARDING ADHERENCE TO THE CODE OF CONDUCT**

Pursuant to Regulation 26(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board Members and the Senior Management personnel of the Company have affirmed compliance to their respective code of conduct, as applicable to them for the Financial Year ended 31<sup>st</sup> March, 2022.

Place : New Delhi  
Date :08-07-2022

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



## Annexure-3

**PRACTISING COMPANY SECRETARIES' REGARDING COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE**

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

To

The Members of

**Algoquant Fintech Limited (Formerly Hindustan Everest Tools Limited)**

**CIN:- L74110DL1962PLC003634**

4/11, 1st Floor, Asaf Ali Road, New Delhi – 110002.

1. I have examined the compliance of conditions of Corporate Governance by M/s. Algoquant Fintech Limited (CIN- L74110DL1962PLC003634), for the year ended on March 31, 2022, as stipulated under the relevant provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as referred to in the Listing Regulations for the period April 01, 2021 to March 31, 2022, with the relevant records and documents maintained by the Company and furnished to me and the Report on Corporate Governance as approved by the Board of Directors.
2. The compliance of conditions of Corporate Governance is the responsibility of the management. My examination was limited to review of procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of corporate governance as stipulated in the said clause. It is neither an audit nor an expression of opinion on the financial statements of the Company.
3. Based on the aforesaid examination and according to the information and explanations given to me, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Regulations.
4. I further state that, such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For Parth P Shah Practicing Company Secretaries**

**Sd/-**

**Parth P Shah (Proprietor)**

**FCS: 11871, COP: 18640**

**Peer Review Cert. No.: 1949/2022**

**UDIN: F011871D000460110**

**Place: Ahmedabad**

**Date: 03-06-2022**

**Annual Secretarial Compliance Report**

To,  
The Board of Directors,  
**Algoquant Fintech Limited (formerly Hindustan Everest Tools Limited)**  
4/11, 1st Floor, Asaf Ali Road, New Delhi – 110002.

Sir/ Madam,

**Annual Secretarial Compliance Report for the Financial Year 2021-22**

I have been engaged by **Algoquant Fintech Limited (formerly known as Hindustan Everest Tools Limited)** (hereinafter referred to as 'the Company') bearing CIN: **L74110DL1962PLC003634** whose equity shares are listed on BSE Limited (Security Code: **505725**) to conduct an audit in terms of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended read with SEBI's Circular No. CIR/CFD/CMD1/27/2019 dated 8<sup>th</sup> February, 2019 and to issue the Annual Secretarial Compliance Report thereon.

It is the responsibility of the management of the Company to maintain records, devise proper systems to ensure compliance with provisions of all applicable SEBI Regulations and circulars/ guidelines issued there under from time to time and to ensure that the systems are adequate and are operating effectively.

My responsibility is to verify compliances by the Company with provisions of all applicable SEBI Regulations and circulars/ guidelines issued there under from time to time and issue a report thereon.

My audit was conducted in accordance with Guidance Note on Annual Secretarial Compliance Report issued by the Institute of Company Secretaries of India and in a manner which involved such examinations and verifications as considered necessary and adequate for the said purpose. Annual Secretarial Compliance Report is enclosed.

**Secretarial Compliance Report of**  
**Algoquant Fintech Limited**  
**(CIN:L74110DL1962PLC003634)**  
**for the year ended 31.03.2022**

I have examined:

- (a) all the documents and records made available to me and explanation provided by **Algoquant Fintech Limited** ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the Stock Exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification, for the year ended 31<sup>st</sup> March, 2022 ("Review Period") in respect of compliance with the provisions of:
  - (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
  - (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars / guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018  
**[Not Applicable as there was no reportable event during the period under review];**
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buy back of Securities) Regulations, 2018  
**[Not Applicable as there was no reportable event during the period under review];**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;  
**[Not attracted during the period under review]**
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008  
**[Not Applicable as there was no reportable event during the period under review];**
- (g) Securities and Exchange Board of India (Issue and Listing of NonConvertible and Redeemable Preference Shares) Regulations, 2013  
**[Not Applicable as there was no reportable event during the period under review];**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;  
**[Not attracted during the period under review].**
- (j) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;  
**[Not attracted during the period under review];**

and circulars/ guidelines issued thereunder;

and based on the above examination, I here by report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder,
- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from my examination of those records.
- (c) The following are the details of actions taken against the listed entity/its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (*including under the Standard Operating Procedures issued by SEBI through various circulars*) under the aforesaid Acts / Regulations and circulars / guidelines issued there under:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations / remarks of the Practicing Company Secretary, if any.
NIL				

- (d) The Company was not required to take any action with regard to compliance with the observations made in previous reports as the same was not applicable.

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended 31/03/2021	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
Not Applicable				

Sd/-

Practicing Company Secretary: Parth P Shah

FCS No.: 11871

C P No.: 18640

Peer Review Cert. No.: 1949/2022

UDIN: F011871D000376763

Place: Ahmedabad

Date: 24.05.2022

## INDEPENDENT AUDITOR'S REPORT

**To the Members of Algoquant Fintech Limited  
[Formerly known as Hindustan Everest Tools Limited]**

**Report on the Audit of the Financial Statements****Opinion**

We have audited the accompanying financial statements of **Algoquant Fintech Limited** [Formerly known as Hindustan Everest Tools Limited] ("the Company"), which comprise the Balance Sheet as at 31-March-2022, the Statement of Profit and Loss, the Statement of changes in equity and the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information ("here in after referred to as the financial statements").

In our opinion and to the best of our information and according to the explanations given to us the aforesaid financial statements give the information required by the Companies Act, 2013 ('the Act') in the manner so required and give a true and fair view, in conformity with the Accounting Standards specified under section 133 of the Act, read with (the Companies (Indian Accounting Standards) Rules, 2015) and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31-March-2022, its profit (including other comprehensive income), the changes in equity and its cash flows for the year ended on that date.

**Basis for Opinion**

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

**Key Audit Matter(s)**

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

We have determined the matters described below to be the key audit matters to be communicated in our report.

Key audit matter	How our audit addressed the key audit matter
<p><b>Revenue Recognition</b></p> <p>The company has majority of its income from trading in financial instruments through brokers, custodian, and stock exchanges.</p>	<p>Our audit approach was a combination of test of internal controls and substantive procedures which included the following:</p> <ul style="list-style-type: none"> <li>Major revenue generating activities is trading in marketable financial instruments. Accordingly, in our process we focused over the internal control set up by the management for recording of entries in system.</li> </ul>

	<ul style="list-style-type: none"> <li>• Obtained an understanding of the Company’s IT environment and conducted risk assessment and identified IT applications, databases and operating systems that are relevant to our audit.</li> <li>• Tested the design and operating effectiveness of the Company’s IT controls over IT applications as identified above.</li> <li>• Tested the access and application controls pertaining to recording which prevents unauthorized changes to recording of transactions incurred.</li> <li>• Selected a sample of contracts and through inspection of evidence of performance of these controls, tested the operating effectiveness of the internal controls relating to recording of entries.</li> <li>• Performed analytical procedures and test of details for reasonableness.</li> <li>• Where deficiencies were identified, tested compensatory controls or performed alternative procedures.</li> </ul>
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**Information other than the Financial Statements and Auditor’s Report thereon**

The Company’s Board of Directors are responsible for the other information. The other information comprises the information included in the Annual Report but does not include the financial statements and our auditor’s report thereon.

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

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

The Annual Report is not made available to us at the date of the auditor’s report. We have nothing to report in this regard.

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

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



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

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

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

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system with reference to financial statements in place and the operating effectiveness of such controls;
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management;
- Conclude on the appropriateness of Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern;
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters

that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements for the year ended 31-March-2022 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### Report on Other Legal and Regulatory Requirements

1. As required by section 197(16) of the Act, based on our audit, we report that the Company has paid remuneration to its directors during the year in accordance with the provisions of and limits laid down under section 197 read with Schedule V to the Act.
2. As required by the Companies (Auditor's Report) Order, 2020 ('the Order') issued by the Central Government of India in terms of section 143(11) of the Act, we give in the "**Annexure 1**" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
3. Further to our comments in Annexure 1, as required by section 143(3) of the Act, based on our audit, we report, to the extent applicable, that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit of the accompanying financial statements;
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
  - c) The financial statements dealt with by this report are in agreement with the books of account;
  - d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015;
  - e) On the basis of the written representations received from the directors and taken on record by the Board of Directors, none of the directors is disqualified as on 31-March-2022 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 with reference to financial statements of the Company as on 31-March-2022 and operating effectiveness of such controls, refer to our separate Report in "**Annexure 2**" wherein we have expressed an unmodified opinion; and
  - g) With respect to the other matters to be included in the Auditor's Report in accordance with rule 11 of the Companies (Audit and Auditors) Rules, 2014 (as amended), in our opinion and to the best of our information and according to the explanations given to us:
    - i. The Company, as detailed in note 26(iii)(b) to the financial statements, has disclosed the impact of pending litigation(s) on its financial position as at 31-March-2022;
    - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses as at March 31, 2022;
    - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company during the year ended 31-March-2022;
    - iv. a. The management has represented that, to the best of its knowledge and belief, on the date of this audit report, no funds have been advanced or loaned or invested (either from borrowed funds or securities premium or any other sources or kind of funds) by the Company to or in any person(s) or entity(ies), including foreign entities ('the intermediaries'), with the understanding, whether recorded in writing or otherwise, that the intermediary shall,

- whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ('the Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf the Ultimate Beneficiaries;
- b. The management has represented that, to the best of its knowledge and belief, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ('the Funding Parties'), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ('Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
  - c. Based on such audit procedures performed as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the management representations under sub-clauses (a) and (b) above contain any material misstatement.
- v. The Company has not declared or paid any dividend during the year ended 31-March-2022.

**For SSRA & Co.**

**Chartered Accountants**

Firm's Registration No.: 014266N

**Sd/-**

**Suresh Goyal**

**Partner**

Membership No.: 093711

UDIN: 22093711AMMYIY2631

Place: New Delhi

Date: 30-May-2022

**Annexure 1**

Referred to in Paragraph 2 under Report on Other legal and regulatory requirements of the Independent Auditor's Report of even date to the members of Algoquant Fintech Limited ("the Company") (Formerly Hindustan Everest Tools Limited) on the financial statements of the Company for the year ended 31-March-2022

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

- i. a) The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment.
- b) The Company does not have any intangible assets and accordingly, reporting under clause 3(i)(a)(b) of the Order is not applicable to the Company.
- c) The Company has a regular program of physical verification of its property, plant and equipment under which the assets are physically verified in a phased manner over a period of 3 years, which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. In accordance with this program, certain property, plant and equipment were verified during the year and no material discrepancies were noticed on such verification.
- d) The Company does not own any immovable property (including investment properties) (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee). Accordingly, reporting under clause 3(i)(d) of the Order is not applicable to the Company.
- e) The Company has not revalued its Property, Plant and Equipment during the year. Further, the Company does not hold any intangible assets.
- f) No proceedings have been initiated or are pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder. Accordingly, reporting under clause 3(i)(f) of the Order is not applicable to the Company.
- ii. a) The Company does not hold any inventory. Accordingly, reporting under clause 3(ii)(a) of the Order is not applicable to the Company.
- b) The Company has not been sanctioned working capital limits by banks or financial institutions on the basis of security of current assets during any point of time of the year. Accordingly, reporting under clause 3(ii)(b) of the Order is not applicable to the Company.
- iii. a) The Company has not provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured to companies, firms, Limited Liability Partnerships (LLPs) or any other parties during the year.
- b) According to the information and explanations given to us and based on the audit procedures performed by us, we are of the opinion that the terms and conditions of the investment made by the Company are not, prima facie prejudicial to the interest of the Company. The Company has not provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured to companies, firms, Limited Liability Partnerships (LLPs) or any other parties during the year and hence, not commented upon.
- c) The Company has not provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured to companies, firms, Limited Liability Partnerships (LLPs) or any other parties during the year. Accordingly, reporting under clauses 3(iii)(c), 3(iii)(d), 3(iii)(e) and 3(iii)(f) of the Order is not applicable to the Company.

- iv. The Company has not entered into any transaction covered under sections 185 and 186 of the Act. Accordingly, reporting under clause 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 there is no amount which has been considered as deemed deposit within the meaning of sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, reporting under clause 3(v) of the Order is not applicable to the Company.
- vi. The Central Government has not specified maintenance of cost records under sub-section (1) of section 148 of the Act, in respect of Company's business activity. Accordingly, reporting under clause 3(vi) of the Order is not applicable.
- vii. a) In our opinion, and according to the information and explanations given to us, undisputed statutory dues including goods and services tax, provident fund, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues, as applicable, have generally been regularly deposited with the appropriate authorities, though advance income-tax has not generally been regularly deposited with the appropriate authorities and there have been significant delays. Further, no undisputed amounts payable in respect thereof were outstanding at the year-end for a period of more than six months from the date they became payable except as disclosed below:

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

Name of the statute	Nature of the dues	Amount (₹ in lakh)	Period to which the amount relates	Due Date	Date of Payment
Income Tax Act, 1961	Advance tax	7.53	Financial year 2021-22	15-June-2021	Not paid
		22.61		15-Sep-2021	Not paid

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

Name of the Statute	Nature of the Dues	Amount (₹ in lakh)	Period to which the amount relates	Forum where dispute is pending
CST Act, 1956	CST Demand	10.13	2014-15	Joint Commissioner (Appeals), Rohtak
CST Act, 1956	CST Demand	14.05	2015-16	Joint Commissioner (Appeals), Rohtak

- viii. According to the information and explanations given to us, no transactions were surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961) which have not been recorded in the books of account.
- ix. a) According to the information and explanations given to us, the Company does not have any loans or other borrowings from any bank/ financial institutions. Further, the Company has not defaulted in the repayment of principal and interest thereon to any other lender.
- b) According to the information and explanations given to us including confirmations received from other lenders and representation received from the management of the Company, and on the basis of our audit procedures, we report that the Company has not been declared a wilful defaulter by any bank or financial institution or other lender.
- c) In our opinion and according to the information and explanations given to us, the Company has not

raised any money by way of term loans during the year and there has been no utilisation during the current year of the term loans obtained by the Company during any previous years. Accordingly, reporting under clause 3(ix)(c) of the Order is not applicable to the Company.

- d) In our opinion and according to the information and explanations given to us, and on an overall examination of the financial statements of the Company, funds raised by the Company on short-term basis have not been utilised for long-term purposes.
- e) According to the information and explanations given to us, the Company does not have any subsidiaries, associates or joint ventures. Accordingly, reporting under clause 3(ix)(e) and clause 3(ix)(f) of the Order is not applicable to the Company.
- x. a) The Company has not raised any money by way of initial public offer or further public offer (including debt instruments), during the year. Accordingly, reporting under clause 3(x)(a) of the Order is not applicable to the Company.  
b) According to the information and explanations given to us, the Company has not made any preferential allotment or private placement of shares or (fully, partially or optionally) convertible debentures during the year. Accordingly, reporting under clause 3(x)(b) of the Order is not applicable to the Company.
- xi. a) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or on the Company has been noticed or reported during the period covered by our audit.  
b) According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.  
c) According to the information and explanations given to us including the representation made to us by the management of the Company, there are no whistle-blower complaints received by the Company during the year.
- xii. The Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it. Accordingly, reporting under clause 3(xii) of the Order is not applicable to the Company.
- xiii. In our opinion and according to the information and explanations given to us, all transactions entered into by the Company with the related parties are in compliance with sections 177 and 188 of the Act, where applicable. Further, the details of such related party transactions have been disclosed in the financial statements, as required under Indian Accounting Standard (Ind AS) 24, Related Party Disclosures specified in Companies (Indian Accounting Standards) Rules 2015 as prescribed under section 133 of the Act.
- xiv. a) In our opinion and according to the information and explanations given to us, the Company has an internal audit system as required under section 138 of the Act which is commensurate with the size and nature of its business.  
b) We have considered the reports issued by the Internal Auditors of the Company till date for the period under audit.
- xv. According to the information and explanation given to us, the Company has not entered into any non-cash transactions with its directors or persons connected with them. Accordingly, provisions of section 192 of the Act are not applicable to the Company.
- xvi. a) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, reporting under clause 3(xvi)(a) of the Order is not applicable to the Company.  
b) The Company has not conducted any Non-Banking Financial or Housing Finance activities during the year without a valid Certificate of Registration (CoR) from the RBI as per the Reserve Bank of India Act, 1934.



- c) According to the information and explanations given to us, the Company is not a Core Investment Company (CIC) as defined in the regulations made by the RBI. Accordingly, reporting under clause 3(xvi)(c) of the Order is not applicable to the Company.
  - d) Based on the information and explanations given to us and as represented by the management of the Company, the Company (as defined in Core Investment Companies (Reserve Bank) Directions, 2016) does not have any CIC.
- xvii. The Company has not incurred any cash loss in the current as well as the immediately preceding financial year.
- xviii. There has been no resignation of the Statutory Auditors during the year. Accordingly, reporting under clause 3(xviii) of the Order is not applicable to the Company.
- xix. According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the plans of the Board of Directors and the Management, we are of the opinion that no material uncertainty exists as on the date of the audit report that Company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- xx. According to the information and explanations given to us, the Company does not fulfill the criteria as specified under section 135(1) of the Act read with the Companies (Corporate Social Responsibility Policy) Rules, 2014. Accordingly, reporting under clause 3(xx) of the Order is not applicable to the Company.
- xxi. The reporting under clause 3(xxi) is not applicable in respect of audit of financial statements of the Company. Accordingly, no comment has been included in respect of said clause under this report.

**For SSRA & Co.**

**Chartered Accountants**

Firm's Registration No.: 014266N

**Sd/-**

**Suresh Goyal**

**Partner**

Membership No.: 093711

UDIN: 22093711AMMYIY2631

Place: New Delhi

Date: 30-May-2022

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

1. In conjunction with our audit of the financial statements of **Algoquant Fintech Limited** ("the Company") [formerly known as Hindustan Everest Tools Limited] as at and for the year ended 31-March-2022, we have audited the internal financial controls with reference to financial statements of the Company as at that date.

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

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

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

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

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

6. A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3)

provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

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

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

#### **Opinion**

8. In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to financial statements and such controls were operating effectively as at 31-March-2022, based on the criteria for the internal control over financial reporting established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For SSRA & Co.**

**Chartered Accountants**

Firm's Registration No.: 014266N

**Sd/-**

**Suresh Goyal**

**Partner**

Membership No.: 093711

UDIN: 22093711AMMYIY2631

Place: New Delhi

Date: 30-May-2022

**Balance Sheet as at 31-March-2022**  
[All amounts are in rupees lakh, except share data]

	Notes	As at 31-March-2022 ₹	As at 31-March-2021 ₹
<b>ASSETS</b>			
<b>Non-current assets</b>			
Property, plant and equipment	3	114.09	-
<b>Financial assets</b>			
- Investments	4	3067.20	-
Income tax assets	5	19.13	19.13
Deferred tax assets	6	66.87	-
<b>Total non-current assets</b>		<b>3267.29</b>	<b>19.13</b>
<b>Current assets</b>			
<b>Financial assets</b>			
- Trade receivable	(i)	-	83.07
- Investments	(ii)	270.55	519.48
- Cash and cash equivalents	(iii)	156.88	7.71
- Bank balance other than cash and cash equivalents	(iv)	29.86	28.00
- Other financial assets	(v)	584.11	1864.84
Other current assets	8	7.58	0.22
Current assets pertaining to discontinued operations	26	9.65	9.65
<b>Total current assets</b>		<b>1058.63</b>	<b>2512.97</b>
<b>Total assets</b>		<b>4325.92</b>	<b>2532.10</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
Equity share capital	9	160.72	160.72
Other equity	10	3193.45	1850.70
<b>Total equity</b>		<b>3354.17</b>	<b>2011.42</b>
<b>Non-current liabilities</b>			
Long-term provisions	11	5.64	-
Deferred tax liabilities	12	131.41	-
		<b>137.05</b>	-
<b>Liabilities</b>			
<b>Current liabilities</b>			
<b>Financial liabilities</b>			
- Trade payables	(i)	-	-
- total outstanding dues to micro and small enterprises		-	-
- total outstanding dues to other than micro and small enterprises		140.27	20.45
- Other financial liabilities	(ii)	399.01	146.07
Other current liabilities	14	21.23	59.07
Short-term provisions	15	0.02	-
Current tax liabilities (net)	16	87.47	83.87
Current liabilities pertaining to discontinued operations	26	186.70	211.22
<b>Total current liabilities</b>		<b>834.70</b>	<b>520.68</b>
<b>Total liabilities</b>		<b>971.75</b>	<b>520.68</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>4325.92</b>	<b>2532.10</b>

The accompanying notes 1 to 40 are an integral part of these financial statements.

**As per our report of even date.**

**For SSRA & Co.**  
**Chartered Accountants**  
**Firm Registration No: 014266N**

Sd/-  
**Suresh Goyal**  
Partner  
Membership No: 093711  
UDIN: 22093711AMMYIY2631

**Place: New Delhi**  
**Date: 30-May-2022**

**For and on the behalf of the Board of Directors**

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

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

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

Sd/-  
**Ayushi Jain**  
Company Secretary  
CBCPJ1533L

**Statement of Profit and Loss for the year ended 31-March-2022**  
[All amounts are in rupees lakh, except share data]

	Notes	Year ended 31-March-2022 ₹	Year ended 31-March-2021 ₹
<b>(A) Continuing operations</b>			
<b>Revenue from continuing operations</b>			
Revenue from operations	17	1639.17	324.03
Other income	18	71.16	229.82
<b>Total revenue from continuing operations</b>		<b>1,710.33</b>	<b>553.85</b>
<b>Expenses from continuing operations</b>			
Trading and other charges	19	835.90	53.28
Employee benefits expense	20	385.83	57.96
Finance costs	21	63.85	11.58
Depreciation	22	4.35	-
Other expenses	23	103.98	134.65
<b>Total expenses from continuing operations</b>		<b>1393.92</b>	<b>257.47</b>
<b>Profit before tax from continuing operations before exceptional item</b>		<b>316.41</b>	<b>296.38</b>
Exceptional Item		-	145.40
- Gain on sale of flats (refer note 3)		-	145.40
<b>Profit before tax</b>		<b>316.41</b>	<b>441.78</b>
Tax expense	24	-	-
- Current tax		58.47	67.35
- Deferred tax		(66.87)	-
- Tax expense for earlier years'		1.00	-
		<b>(7.40)</b>	<b>67.35</b>
<b>Profit after tax for the year from continuing operations</b>		<b>323.81</b>	<b>374.43</b>
<b>(B) Discontinued operations</b>			
<b>Profit/(loss) before tax from discontinued operations (including exceptional items)</b>	26	19.08	(1.46)
Tax expense pertaining to discontinued operations		-	-
<b>Profit/(loss) after tax for the year from discontinued operations</b>		<b>19.08</b>	<b>(1.46)</b>
<b>Profit for the year</b>		<b>342.89</b>	<b>372.97</b>
<b>Other comprehensive income for the year (net of tax)</b>			
- Items that will not be reclassified to profit and loss		1,131.89	-
- Income tax relating to items that will not be reclassified to profit and loss		(132.03)	-
		<b>999.86</b>	<b>-</b>
<b>Total comprehensive income for the year</b>		<b>1,342.75</b>	<b>372.97</b>
<b>Earnings per equity share [restated for previous year]</b>			
- from continuing operations (basic and diluted) (in ₹)	25	4.03	4.66
- from discontinued operations (basic and diluted) (in ₹)		0.24	(0.02)
- from continuing and discontinued operations (basic and diluted) (in ₹)		4.27	4.64

The accompanying notes 1 to 40 are an integral part of these financial statements.

**As per our report of even date.**

**For SSRA & Co.**

**Chartered Accountants**

**Firm Registration No: 014266N**

Sd/-

**Suresh Goyal**

Partner

Membership No: 093711

UDIN: 22093711AMMYIY2631

Place: New Delhi

Date: 30-May-2022

**For and on the behalf of the Board of Directors**

Sd/-

**Dhruv Gupta**

Director

DIN: 06920431

Sd/-

**Yogesh Gusain**

Chief Financial Officer

BGGPG8044R

Sd/-

**Devansh Gupta**

Managing Director

DIN: 06920376

Sd/-

**Ayushi Jain**

Company Secretary

CBCPJ1533L

## Statement of changes in equity for the year ended 31-March-2022

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

## (A) Equity share capital

	Amount ₹
Balance as at 01-April-2020	160.72
Changes in equity share capital during the year	-
<b>Balance as at 31-March-2021</b>	<b>160.72</b>
Changes in equity share capital during the year	-
<b>Balance as at 31-March-2022</b>	<b>160.72</b>

## (B) Other equity

## For the period ended 31-March-2022

Particulars	Reserves and surplus				Total equity ₹
	Capital reserves ₹	Securities premium reserve ₹	Other comprehensive income ₹	Retained earnings ₹	
As at 31-March-2021	7.52	73.28	-	1,769.89	1,850.69
Profit for the year	-	-	-	342.89	342.89
Other comprehensive income for the year	-	-	999.86	-	999.86
<b>Total comprehensive income for the year</b>	<b>7.52</b>	<b>73.28</b>	<b>999.86</b>	<b>2,112.78</b>	<b>3,193.44</b>
<b>As at 31-March-2022</b>	<b>7.52</b>	<b>73.28</b>	<b>999.86</b>	<b>2112.78</b>	<b>3193.44</b>

## For the year ended 31-March-2021

Particulars	Reserves and surplus				Total equity ₹
	Capital reserves ₹	Securities premium reserve ₹	Other comprehensive income ₹	Retained earnings ₹	
As at 01-April-2020	7.52	73.28	-	1,396.91	1,477.71
Profit for the year	-	-	-	372.98	372.98
Other comprehensive income for the year	-	-	-	-	-
<b>Total comprehensive income for the year</b>	<b>7.52</b>	<b>73.28</b>	<b>-</b>	<b>1,769.89</b>	<b>1,850.69</b>
<b>As at 31-March-2021</b>	<b>7.52</b>	<b>73.28</b>	<b>-</b>	<b>1,769.89</b>	<b>1,850.69</b>

The accompanying notes 1 to 40 are an integral part of these financial statements.

As per our report of even date.

For SSRA &amp; Co.

Chartered Accountants

Firm Registration No: 014266N

Sd/-

Suresh Goyal

Partner

Membership No: 093711

UDIN: 22093711AMMYIY2631

Place: New Delhi

Date: 30-May-2022

For and on the behalf of the Board of Directors

Sd/-

Dhruv Gupta

Director

DIN: 06920431

Sd/-

Yogesh Gusain

Chief Financial Officer

BGGPG8044R

Sd/-

Devansh Gupta

Managing Director

DIN: 06920376

Sd/-

Ayushi Jain

Company Secretary

CBCPJ1533L



**Cash flow statement for the year ended 31st March, 2022**

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

	Year ended 31-March-2022	Year ended 31-March-2021
	₹	₹
<b>(A) Cash flow from operating activities</b>		
<b>Profit/(Loss) before income tax from</b>		
- Continuing operations	316.42	441.79
- Discontinued operations	19.08	(1.46)
<b>Profit before income tax</b>	<b>335.50</b>	<b>440.33</b>
<b>Adjustments for:</b>		
<b>Continuing operations</b>		
Depreciation	4.35	-
Finance costs	63.85	11.58
Interest income	(1.36)	(59.62)
Dividend received	(3.40)	-
Arbitrage income	-	(77.35)
Gain on disposal of property, plant and equipment	-	(145.40)
Gain on sale of financial assets	-	(59.60)
Gain on fair valuation of financial assets	-	(42.87)
Provision of defined benefit plans	5.66	-
Provisions no longer required written-back	(51.46)	-
<b>Operating profit /(loss) before Working Capital Changes</b>	<b>334.06</b>	<b>68.53</b>
<b>Change in operating assets and liabilities</b>		
<b>Trade receivables, advances and other assets</b>		
in trade and other receivables	83.07	(83.07)
in other financial assets	1,280.73	(1,857.46)
in other current assets	(7.36)	1.22
<b>Trade payables, other liabilities and provisions</b>		
in trade payables	119.83	(4.34)
in other current liabilities	13.61	(12.48)
in other financial liabilities	252.92	111.86
in current tax liabilities	18.12	6.00
in provisions	-	21.15
in restricted cash	(1.87)	(28.00)
Cash generated from/(used in) operations	<b>2,093.11</b>	<b>(1,776.59)</b>
- Income taxes paid	(74.61)	(10.74)
<b>Net cash flow generated from/(used in) operating activities [Continued operations]</b>	<b>2,018.50</b>	<b>(1,787.33)</b>
<b>Net cash flow generated from/(used in) operating activities [Discontinued operations]</b>	<b>-</b>	<b>(1.46)</b>
<b>Total Net cash flow generated from/(used in) operating activities</b>	<b>2,018.50</b>	<b>(1,788.80)</b>

## Cash flow statement for the year ended 31st March, 2022

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

	Year ended 31-March-2022	Year ended 31-March-2021
	₹	₹
<b>(B) Cash flows from investing activities</b>		
(Purchase of)/Proceeds from sale of property, plant and equipment	(118.44)	158.00
Proceeds from sale of investments	248.94	1,423.39
Purchase of financial assets [investments at FVOCI]	(1,935.31)	77.35
Dividend received	3.40	-
Interest received	1.36	53.25
<b>Net cash flow(used in)/ generated from investing activities [Continued operations]</b>	<b>(1,800.05)</b>	<b>1,711.99</b>
<b>Net cash flow(used in)/ generated from investing activities [Discontinued operations]</b>	<b>(5.44)</b>	<b>-</b>
<b>Total net cash flow (used in)/ generated from investing activities</b>	<b>(1,805.49)</b>	<b>1,711.99</b>
<b>(C) Cash flows from financing activities</b>		
Proceeds from short-term borrowings	1,728.50	-
Repayment of short-term borrowings	(1,728.50)	-
Finance cost	(63.82)	(11.58)
<b>Net cash flow used in financing activities [Continued operations]</b>	<b>(63.82)</b>	<b>(11.58)</b>
<b>Net cash flow(used in)/ generated from financing activities [Discontinued operations]</b>	<b>-</b>	<b>-</b>
<b>Total Net cash flow used in financing activities</b>	<b>(63.82)</b>	<b>(11.58)</b>
<b>Net increase/(decrease) in cash and cash equivalents (A+B+C)</b>	<b>149.17</b>	<b>(88.38)</b>
Cash and cash equivalents at the beginning of the financial year	7.71	96.10
<b>Cash and cash equivalents at end of the year</b>	<b>156.88</b>	<b>7.71</b>
<b>Components of cash and cash equivalents</b>		
Balance with banks		
- in current accounts	137.59	7.71
- in deposit accounts	13.84	-
Cash on hand	5.45	-
<b>Total cash and cash equivalents</b>	<b>156.88</b>	<b>7.71</b>

The above cash flow statement has been prepared under the indirect method as set out in Ind AS 7 - Statement of cash flows.

The accompanying notes 1 to 40 are an integral part of these financial statements.

As per our report of even date.

For SSRA & Co.

Chartered Accountants

Firm Registration No: 014266N

Sd/-

Suresh Goyal

Partner

Membership No: 093711

UDIN: 22093711AMMYIY2631

Place: New Delhi

Date: 30-May-2022

For and on the behalf of the Board of Directors

Sd/-

Dhruv Gupta

Director

DIN: 06920431

Sd/-

Yogesh Gusain

Chief Financial Officer

BGGPG8044R

Sd/-

Devansh Gupta

Managing Director

DIN: 06920376

Sd/-

Ayushi Jain

Company Secretary

CBCPJ1533L

Summary of significant accounting policies and other explanatory information to the financial statement for the year ended 31-March-2022  
[All amounts are in rupees lakh, except share data]

## 1. Corporate Information

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

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

The Company is domiciled in India and the address of its registered office of the Company is at 4/11, 1<sup>st</sup>Floor, Asaf Ali Road, New Delhi. The equity shares of the Company are listed on Bombay Stock Exchange ("BSE" or "the Stock exchange").

The Company is a wholly owned subsidiary of Algoquant Investment Private Limited [Formerly Mandelia Investment Private Limited] and during the year ended 31-March-2021, there was a change in the management of the Company. Refer note 9 (i.e., equity share capital) for detailed disclosure.

## 2. Summary of significant accounting policies

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

### A) Basis of preparation

#### i) Statement of compliance

These financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015 notified under Section 133 of Companies Act, 2013, (the 'Act') and other relevant provisions of the Act. The Company has prepared these financial statements which comprise the Balance Sheet as at 31-March-2022, the Statement of Profit and Loss (including other comprehensive income), the Statement of Cash Flows and the Statement of Changes in Equity for the year ended 31-March-2022, and a summary of the significant accounting policies and other explanatory information (together hereinafter referred to as "financial statements").

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

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

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

#### ii) Discontinued operations

The Company had closed the only manufacturing facility in the year 2017. Results of the manufacturing operations that were discontinued, are disclosed as discontinued operations. Further, during the quarter ended 31-Dec-2018, the Company had substantially completed the settlement of liabilities and realisation of assets, pertaining to its discontinued operations. The adjustments in the current period pertain to changes in the settlement of those liabilities.

#### iii) Presentation of financial statements

##### Current versus non-current classification

The Company presents assets and liabilities in the balance sheet based on current/non-current classification. All the assets and liabilities have been classified as current or non-current as

Summary of significant accounting policies and other explanatory information to the financial statement for the year ended 31-March-2022  
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per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013 and Ind AS 1 "Presentation of Financial Statements".

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

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

All other assets are classified as non-current.

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

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

The Company classifies all other liabilities as non-current.

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

**iv) Use of estimates and judgements**

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

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

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

**Significant management judgements**

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

- *Recognition of deferred tax assets* - The extent to which deferred tax assets can be recognized is based on an assessment of the probability of the Company's future taxable income against which the deferred tax assets can be utilized.
- *Evaluation of indicators for impairment of assets* – The evaluation of applicability of indicators of impairment of assets requires assessment of several external and internal factors which could result in deterioration of recoverable amount of the assets.
- *Classification of leases* – The assessment (including measurement) of the lease is based on several factors, including, but not limited to, transfer of ownership of leased asset at end of lease term, lessee's option to extend/terminate etc. After the commencement date, the Company reassesses the lease term if there is a significant event or change in

Summary of significant accounting policies and other explanatory information to the financial statement for the year ended 31-March-2022  
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circumstances that is within its control and affects its ability to exercise or not to exercise the option to extend or to terminate.

- **Defined benefit plans** - The liabilities and costs for defined benefit plans are determined using actuarial valuations. The actuarial valuation involves making assumptions about discount rates, future salary increases, mortality rates and future pension increases. Due to the long-term nature of these plans, such estimates are subject to significant uncertainty.

- **Provisions**

At each balance sheet date basis the management judgment, changes in facts and legal aspects, the Company assesses the requirement of provisions against the outstanding contingent liabilities. However, the actual future outcome may be different from this judgement.

- **Contingencies**

In the normal course of business, contingent liabilities may arise from litigation, taxation and other claims against the Company. A tax provision is recognised when the Company has a present obligation as a result of a past event; it is probable that the Company will be required to settle that obligation. Where it is management's assessment that the outcome cannot be reliably quantified or is uncertain the claims are disclosed as contingent liabilities unless the likelihood of an adverse outcome is remote. Such liabilities are disclosed in the notes but are not provided for in the financial statements. When considering the classification of a legal or tax cases as probable, possible or remote there is judgement involved.

This pertains to the application of the legislation, which in certain cases is based upon management's interpretation of country specific tax law, in particular India, and the likelihood of settlement. Management uses in-house and external legal professionals to inform their decision.

Although, there can be no assurance regarding the final outcome of the legal proceedings, the Company does not expect them to have a materially adverse impact on the Company's financial position or profitability.

- **Going concern**

The management has made an assessment of the Company's ability to continue as going concern and is satisfied that the Company has resources to continue in business for the foreseeable future. Further, management is not aware of any material uncertainties that may cast significant doubt upon the Company's ability to continue as going concern.

- **Estimation uncertainty**

Information about estimates and assumptions that have the most significant effect on recognition and measurement of assets, liabilities, income and expenses is provided below. Actual results may be substantially different.

- **Recoverability of advances/ receivables** – At each balance sheet date, based on discussions with the respective counterparties and internal assessment of their credit worthiness, the Management assesses the recoverability and expected credit loss of outstanding receivables and advances. Such assessment requires significant management judgement based on financial position of the counter-parties, market information and other relevant factor.

- **Classification of assets and liabilities into current and non-current** – The management classifies the assets and liabilities into current and non-current categories based on management's expectation of the timing of realisation of the assets or timing of

Summary of significant accounting policies and other explanatory information to the financial statement for the year ended 31-March-2022  
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contractual settlement of liabilities.

- **Impairment of non-financial assets** – The evaluation of applicability of indicators of impairment of assets requires assessment of several external and internal factors which could result in deterioration of recoverable amount of the assets.
- **Impairment of financial assets** – The Company estimates the recoverable amount of trade receivables and other financial assets where collection of the full amount is expected to be no longer probable. For individually significant amounts, this estimation is performed on an individual basis considering the length of time past due, financial condition of the counterparty, impending legal disputes, if any and other relevant factors.
- **Fair value measurements** – Management applies valuation techniques to determine the fair value of financial instruments (where active market quotes are not available). This involves developing estimates and assumptions consistent with how market participants would price the instrument. Management bases its assumptions on observable data as far as possible, but this is not always available. In that case management uses the best information available.
- **Useful lives of Property, Plant and Equipment** - The Company uses its technical expertise along with historical and industry trends for determining the economic life of an asset/ component of an asset. The useful lives are reviewed by management periodically and revised, if appropriate. In case of a revision, the unamortised depreciable amount is charged over the remaining useful life of the asset.

## B) Financial instruments

### Recognition and initial measurement

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

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

### Classification and subsequent measurement

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

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

#### a) Financial assets carried at amortised cost

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

– a financial asset is measured at the amortised cost, if both the following conditions are met:

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

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



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b) **Financial assets measured at FVOCI**

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

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

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

c) **Financial assets measured at FVTPL**

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

**De-recognition of financial assets**

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

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

**Financial liabilities**

**Subsequent measurement**

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

**De-recognition of financial liabilities**

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

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

**Offsetting**

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

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### **Fair Value**

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

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

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

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

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

## **C) Property, plant and equipment**

### **Recognition and measurement**

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

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

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

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

### **Subsequent expenditure**

All items of property, plant and equipment are stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items. Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as separate asset is derecognised when replaced. All other repairs and maintenance are charged to statement of profit and loss during the reporting period in which they are incurred.

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

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

Depreciation on fixed assets is provided as per the guidance set out in the schedule II to the Companies Act, 2013. Depreciation is charged on straight-line method based on estimated useful life of the asset after considering residual value as set out in schedule II to the Companies Act, 2013. Depreciation on

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additions (disposals) is provided on a pro-rata basis i.e., from (up to) the date on which asset is ready for use (disposed of).

Useful life of depreciable assets

S.No.	Asset class	Useful life of asset
1	Buildings	3 - 60 years
2	Plant and equipment	8 - 30 years
3	Computers	3 - 6 years
4	Furniture & fixtures	3 - 10 years
5	Leasehold improvements	5 - 10 years

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

#### D) Employee benefits

##### (i) Short-term employee benefit

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

##### (ii) Long-term employee benefits

###### a) A defined contribution plan

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

###### b) A defined benefit plan

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan. Gratuity is a post-employment benefit and is in the nature of a defined benefit plan.

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

Defined benefit costs are categorised as follows:

- i) The current service cost of the defined benefit plan, recognised in the Statement of Profit and Loss in employee benefits expense, reflects the increase in the defined benefit obligation resulting from employee service in the current year, benefit changes, curtailments and settlements. Past service costs, which comprise plan amendments and

Summary of significant accounting policies and other explanatory information to the financial statement for the year ended 31-March-2022  
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curtailments, as well as gains or losses on the settlement of benefits are recognised immediately in the Statement of Profit and Loss when they occur.

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

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

#### **E) Borrowing costs**

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

#### **F) Leases**

For any new contracts entered into on or after 01-April-2019, the Company considers whether a contract is, or contains a lease. A lease is defined as 'a contract, or part of a contract, that conveys the right to use an asset (the underlying asset) for a period of time in exchange for consideration'. Identification of a lease requires significant judgment. The Company uses significant judgement in assessing the lease term (including anticipated renewals) and the applicable discount rate.

The Company recognizes right of use assets, measured at an amount equal to lease liability (adjusted for related prepayments/ accruals) and discounts lease payments using the incremental borrowing rate for measuring the lease liability.

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

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

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

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

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

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

Summary of significant accounting policies and other explanatory information to the financial statement for the year ended 31-March-2022  
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## G) Revenue Recognition

### Trading in financial instruments

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

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

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

### Consulting and advisory Income

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

### Interest

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

### Dividends

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

## H) Income tax

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

### i. Current tax

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

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

### ii. Deferred tax

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

-deferred tax assets are recognised to the extent that it is probable that future taxable profits will be available against which they can be used. The existence of unused tax losses is strong evidence that future taxable profit may not be available. Therefore, in case of a history of recent losses, the Company recognises a deferred tax asset only to the extent that it has sufficient taxable temporary differences

Summary of significant accounting policies and other explanatory information to the financial statement for the year ended 31-March-2022  
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or there is convincing other evidence that sufficient taxable profit will be available against which such deferred tax asset can be realised. Deferred tax assets – unrecognised or recognised, are reviewed at each reporting date and are recognised/ reduced to the extent that it is probable/ no longer probable respectively that the related tax benefit will be realised.

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

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

Current and deferred tax is recognised in the statement of profit and loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity and in this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Company expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

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

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

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

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

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

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

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

#### K) **Provisions and contingent liabilities**

Provisions are recognized only when there is a present obligation (legal or constructive), as a result of past events and when a reliable estimate of the amount of obligation can be made at the reporting date. Provisions are determined based on management estimates required to settle the obligation at the



Summary of significant accounting policies and other explanatory information to the financial statement for the year ended 31-March-2022  
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balance sheet date, supplemented by experience of similar transactions. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates. Provisions are discounted to their present values, where the time value of money is material.

Contingent liability is disclosed for:

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

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

#### L) **Impairment**

##### **Impairment of non-financial assets**

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

##### **Impairment of financial assets**

In accordance with Ind AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss for financial assets. ECL is the weighted-average of difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the Company expects to receive, discounted at the original effective interest rate, with the respective risks of default occurring as the weights. When estimating the cash flows, the Company is required to consider:

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

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

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker ('CODM') of the Company. The CODM is responsible for allocating resources and assessing performance of the operating segment of the company.

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Summary of significant accounting policies and other explanatory information to the financial statement for the year ended 31-March-2022  
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In accordance with IND AS- 108, prior to 10-Feb-2021 the Company had only one business segment i.e., business of trading in metals. However, due to unfavourable business environment and to safeguard against losses the Management did not engage into trading in metals during financial years ended 31-March-2020 and 31-Mar-2021. Further, w.e.f. 01-April-2021, the Company has discontinued the business of trading in metals.

The new Management has engaged in the business of trading in financial instruments w.e.f 10-Feb-21. Accordingly, revenue from operations for the year ended 31-March-2022 and 31-March-2021 represents revenue from trading in financial instruments.

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**N) Dividends**

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

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

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**O) Events after Reporting Date**

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

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**P) Recent accounting developments**

Ministry of Corporate Affairs ("MCA"), vide notification dated 23<sup>rd</sup> March, 2022, has made the following amendment to Ind AS which are effective from 1<sup>st</sup> April, 2022:

- i. Ind AS 109: Annual Improvements to Ind AS (2021)
- ii. Ind AS 103: Reference to conceptual framework
- iii. Ind AS 37: Onerous contracts – costs of fulfilling a contract
- iv. Ind AS 16: Proceeds before intended use

Based on preliminary assessment, the Company does not expect these amendments to have any significant impact on its financial statements.

Summary of significant accounting policies and other explanatory information to the financial statement for the year ended 31-March-2022  
[All amounts are in rupees lakh, except share data]

### 3 Property, plant and equipment

	Computers	Furniture and fixtures	Leasehold improvements	Total
<b>At amortised cost</b>				
<b>As at 01-April-2020</b>	-	-	-	-
Additions	-	-	-	-
Disposals	-	-	-	-
<b>As at 31-March-2021</b>	-	-	-	-
Additions	93.15	17.39	7.90	118.44
Disposals	-	-	-	-
<b>As at 31-March-2022</b>	<b>93.15</b>	<b>17.39</b>	<b>7.90</b>	<b>118.44</b>
<b>Accumulated Depreciation</b>				
<b>As at 01-April-2020</b>	-	-	-	-
Depreciation charge for the year	-	-	-	-
Disposals	-	-	-	-
<b>As at 31-March-2021</b>	-	-	-	-
Depreciation charge for the year	3.84	0.14	0.37	4.35
Disposals	-	-	-	-
<b>As at 31-March-2022</b>	<b>3.84</b>	<b>0.14</b>	<b>0.37</b>	<b>4.35</b>
<b>Net book value</b>				
<b>As at 31-March-2021</b>	-	-	-	-
<b>As at 31-March-2022</b>	<b>89.31</b>	<b>17.25</b>	<b>7.53</b>	<b>114.09</b>

**Note:** During the year ended 31-March-2021, the Company has disposed off its buildings (flats) on 06-June-2020. The entire consideration has been received and transfer deed has been duly executed. Subsequent to the agreement to sell, as at 31-March-2020 the building had been classified to PPE held for sale amounting Rs.22.60 lakh. During the financial year ended 31-March-2021, the Company had sold its PPE held for sale. Consequently, a net gain of Rs.145.40 lakh had been recorded in statement of profit and loss and has been disclosed as exceptional item.

Summary of significant accounting policies and other explanatory information to the financial statement for the year ended 31-March-2022  
[All amounts are in rupees lakh, except share data]

	As at 31-March-2022 ₹	As at 31-March-2021 ₹
<b>NON-CURRENT ASSETS</b>		
<b>4 Financial assets</b>		
(a) Investments at fair value through other comprehensive income*		
Quoted equity shares		
Easy Trip Planners Limited	3,067.20	-
[9,00,000 (Previous year Nil) equity shares of Rs. 2 each/- fully paid up]		
	<b>3,067.20</b>	<b>-</b>
<b>Aggregate value of quoted investments</b>	<b>3,067.20</b>	<b>-</b>
* The Company makes an irrevocable election at initial recognition for particular investments in equity instruments that would otherwise be measured at fair value through profit or loss to present subsequent changes in fair value in other comprehensive income.		
(i) Refer note 32 - Financial risk management for information about credit risk and market risk of other financial assets.		
(ii) The carrying amounts of financial assets are considered to be a reasonable approximation of their fair values.		
<b>5 Income tax assets</b>		
Income tax deposited [against matter under appeal]	19.13	19.13
	<b>19.13</b>	<b>19.13</b>
<b>6 Deferred tax assets<sup>^</sup></b>		
<b>arising on account of:</b>		
- Minimum alternate tax credit entitlement	56.15	-
- Depreciation	9.14	-
- employee benefit plan (Gratuity)	1.57	-
	<b>66.92</b>	<b>-</b>
<sup>^</sup> Refer note 24.1		

Movement in deferred tax assets during the year ended 31-March-2022	Opening Balance as at 1-April-2021	Utilisation of MAT credit	Recognised during the year through profit and loss	Closing Balance as at 31-March-2022
- Minimum alternate tax credit entitlement	-	-	56.15	56.15
- Depreciation	-	-	9.14	9.14
- Employee benefit plan (Gratuity)	-	-	1.57	1.57
	<b>-</b>	<b>-</b>	<b>66.87</b>	<b>66.87</b>

Summary of significant accounting policies and other explanatory information to the financial statement for the year ended 31-March-2022  
[All amounts are in rupees lakh, except share data]

Movement in deferred tax assets during the year ended 31-March-2021	Opening Balance as at 1-April-2020	Utilisation of MAT credit	Recognised during the year through profit and loss	Closing Balance as at 31-March-2021
- Minimum alternate tax credit entitlement	-	27.64	27.64	-
- Depreciation	-	-	-	-
- Employee benefit plan (Gratuity)	-	-	-	-
	-	27.64	27.64	-

**CURRENT ASSETS**

**7 Financial assets**

**(i) Trade receivable**

unsecured considered good

- from a related party (Refer note 30)

-	83.07
-	<b>83.07</b>

**Trade receivable ageing schedule**

Particulars	As at 31-March-2022	As at 31-March-2021
<b>Undisputed trade receivables considered good</b>		
<b>Outstanding for following periods from due date of payment</b>		
Not due	-	83.07
<b>Total</b>	-	<b>83.07</b>

(i) Refer note 32 - Financial risk management for information about credit risk and market risk of other financial assets.

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

**(ii) Investments**

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

**(a) in equity instruments (quoted)**

	Face value	As at 31-March-2022	As at 31-March-2021	As at 31-March-2022	As at 31-March-2021
	₹	Number	Number	₹	₹
Hemisphere Properties India Ltd	10	3,000	2,000	3.43	2.75
Tejnaksh Healthcare Ltd	10	20,500	-	34.54	-
McLeod Russel India Ltd	5	10,00,000	-	228.00	-
Oriental Hotels Ltd	1	62	-	0.04	-
Gp Petroleums Ltd	5	10,000	-	4.54	-
Bank Of Maharashtra Ltd	10	-	50,000	-	10.42
Birla Corporation Ltd	10	-	12,200	-	116.03
Black Rose Industries Ltd	1	-	3,000	-	5.22

Summary of significant accounting policies and other explanatory information to the financial statement for the year ended 31-March-2022  
[All amounts are in rupees lakh, except share data]

	Face value	As at 31-March-2022	As at 31-March-2021	As at 31-March-2022	As at 31-March-2021
	₹	Number	Number	₹	₹
Can Fin Homes Ltd	2	-	22,500	-	138.28
Home First Finance Company India Ltd	2	-	8,000	-	35.93
Indiabulls Real Estate Ltd	2	-	45,000	-	36.55
Intellect Design Arena Ltd	5	-	8,000	-	59.25
Kpit Technologies Ltd	10	-	500	-	0.89
Mahindra & Mahindra Financial Services Ltd	2	-	4,000	-	7.97
Mirc Electronics Ltd	1	-	10,000	-	1.34
Religare Enterprises Ltd	10	-	4,000	-	3.50
Sbi Cards And Payment Services Ltd	10	-	1,000	-	9.30
Snowman Logistics Ltd	10	-	5,500	-	2.41
Sterling And Wilson Solar Ltd	1	-	5,000	-	12.94
Tata Motors Ltd (Class A)	2	-	8,000	-	10.26
The Tata Power Company Ltd	1	-	13,500	-	13.96
Vishnu Chemicals Ltd	10	-	2,000	-	5.68
Bharat Heavy Electricals Ltd	2	-	5,000	-	2.44
Everest Kanto Cylinder Ltd	2	-	5,000	-	3.92
Mastek Ltd	5	-	600	-	7.33
Sakar Healthcare Ltd	10	-	500	-	0.57
Neuland Laboratories Ltd	10	-	300	-	6.28
Oracle Financial Services Software Ltd	5	-	200	-	6.41
Multi Commodity Exchange Of India Ltd	10	-	161	-	2.44
<b>Total</b>				<b>270.55</b>	<b>502.07</b>

(b) in mutual funds (un-quoted)	As at 31-March 2022	As at 31-March 2021	As at 31-March 2022	As at 31-March 2021
	Number	Number	₹	₹
Franklin India low duration fund [Face value Rs.10 each]	-	1,40,109.00	-	30.82
Less: Expected credit loss#			-	(13.41)
			-	<b>17.41</b>
			<b>270.55</b>	<b>519.48</b>
<b>Aggregate value of quoted investments</b>			270.55	519.48
<b>Aggregate value of un-quoted investments</b>			-	17.41

# Credit loss reduced based on subsequent recovery

- (i) Refer note 32 - Financial risk management for information about credit risk and market risk of other financial assets.
- (ii) The carrying amounts of financial assets are considered to be a reasonable approximation of their fair values.



Summary of significant accounting policies and other explanatory information to the financial statement for the year ended 31-March-2022  
[All amounts are in rupees lakh, except share data]

	As at 31-March-2022	As at 31-March-2021
	₹	₹
<b>(iii) Cash and cash equivalent</b>		
Balances with banks		
- in current accounts	137.59	7.71
- deposits with maturity of less than 3 months	13.83	-
Cash on hand	5.46	-
	<b>156.88</b>	<b>7.71</b>

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

(i) Refer note 32 - Financial risk management for information about credit risk and market risk of other financial assets.

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

**(iv) Bank balance other than cash and cash equivalents**

- Deposits with maturity for more than 3 months but less than 12 months*	29.87	28.00
	<b>29.87</b>	<b>28.00</b>

\* the amount is pledged against bank guarantees issued by HDFC Bank Limited in favor of Haryana VAT department (refer note 26).

(i) Refer note 32 - Financial risk management for information about credit risk and market risk of other financial assets.

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

**(v) Other financial assets**

At amortised cost

**(Unsecured, considered good unless otherwise stated)**

Incentive receivable from government authorities	31.85	1.00
Balance with brokers		
- from related party (refer note 30)	-	65.65
- from others	552.14	1,726.59
Accrued interest on deposits	0.12	6.37

**At fair value through profit and loss (FVTPL)**

Traded financial instruments

- Derivative asset	-	65.22
	<b>584.11</b>	<b>1,864.84</b>

(i) Refer note 32 - Financial risk management for information about credit risk and market risk of other financial assets.

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

Summary of significant accounting policies and other explanatory information to the financial statement for the year ended 31-March-2022  
[All amounts are in rupees lakh, except share data]

	As at 31-March-2022 ₹	As at 31-March-2021 ₹
<b>8 Other current assets</b>		
<b>(Unsecured, considered good unless otherwise stated)</b>		
<b>Advances other than capital advances:</b>		
- Prepaid expenses	7.58	-
- Other recoverable	-	0.22
	<b>7.58</b>	<b>0.22</b>
<b>9 Equity share capital*</b>		
1,15,00,000 (Previous year 23,00,000) Equity Share of Rs. 2/- each (Previous year Rs.10/- each) fully paid up.	230.00	230.00
20,000 (Previous Year 20,000) Redeemable Cumulative Preference Shares of Rs. 100/- each	20.00	20.00
	<b>250.00</b>	<b>250.00</b>
<b>Issued, subscribed and Paid up capital</b>		
80,36,000 (Previous year 16,07,200) Equity Share of Rs. 2/- each (Previous year Rs.10/- each) fully paid up.	160.72	160.72
	<b>160.72</b>	<b>160.72</b>
<b>(i) Movements in equity share capital</b>	<b>Number of shares</b>	<b>Equity share capital (par value) ₹</b>
As at 01-April-2020	16,07,200	160.72
Add: Issued during the year	-	-
<b>As at 31-March-2021</b>	<b>16,07,200</b>	<b>160.72</b>
As at 01-April-2021	16,07,200	160.72
Add: Issued during the year	-	-
Adjustment : Sub division of equity shares*	64,28,800	642.88
<b>As at 31-March-2022</b>	<b>80,36,000</b>	<b>803.60</b>

\* There is no change in the authorised share capital of the company during the current year and immediately preceding year except that there has been sub-division [Stock split] of every 1 equity share of face Value of Rs.10/-each into 5 equity shares of face value of Rs.2/- each. The sub-division has been given effect on 23-December-2021.

There are no securities which are convertible into equity shares.

Summary of significant accounting policies and other explanatory information to the financial statement for the year ended 31-March-2022  
[All amounts are in rupees lakh, except share data]

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

The Company has one class of equity shares having a par value of Rs.2 each [previous year Rs.10]. Each holder of equity shares is entitled to one vote per share. The dividend, if any, proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of Interim dividend.

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

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

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

	31-March-2022	
	Number of shares	% holding
Algoquant Financials LLP [Entity holding AIPL]*	10,04,045	12.49%
Algoquant Investments Private Limited [Formerly Mandelia Investments Private Limited] (the holding Company)	41,72,350	51.92%

(As per the records of the Company, including register of members)

	31-March-2021	
	Number of shares	% holding
Algoquant Financials LLP [Entity holding AIPL]*	2,00,809	12.49%
Algoquant Investments Private Limited [Formerly Mandelia Investments Private Limited] (the holding Company)	8,34,470	51.92%

(As per the records of the Company, including register of members)

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

As at 31-March-2022

S. No.	Promoter' Name	No. of Shares at beginning of the year	Change during the year	No. of shares at the end of the year	% of total shares	% change during the year
1	Algoquant Financials LLP	10,04,045	-	10,04,045	12.49%	-
2	Algoquant Investments Private Limited [Formerly Mandelia Investments Private Limited]	41,72,350	-	41,72,350	51.92%	-
3	Dhruv Gupta	54,500	-	54,500	0.68%	-
4	Devansh Gupta	61,125	-	61,125	0.76%	-

Summary of significant accounting policies and other explanatory information to the financial statement for the year ended 31-March-2022  
[All amounts are in rupees lakh, except share data]

**As at 31-March-2021**

S. No.	Promoter' Name	No. of Shares at beginning of the year	Change during the year	No. of shares at the end of the year	% of total shares	% change during the year (refer note (v) below)
1	Algoquant Financials LLP	2,00,809	-	2,00,809	12.49%	12.49%
2	Algoquant Investments Private Limited [Formerly Mandelia Investments Private Limited]	8,34,470	-	8,34,470	51.92%	51.92%
3	Dhruv Gupta	10,900	-	10,900	0.68%	0.68%
4	Devansh Gupta	12,225	-	12,225	0.76%	0.76%

**(v) Change in management**

Algoquant Financial LLP ("Acquirer") together with Mr. Dhruv Gupta and Mr. Devansh Gupta, person acting in concert (PAC), entered into a Share Purchase Agreement ("SPA") dated 24-October-2020 with Mr. Shravan Kumar Mandelia (Promoter), Mr. Bal Gopal Mandelia (Promoter), Shravan Kumar Mandelia HUF, Bal Gopal Mandelia HUF (together hereafter referred to as "Sellers") and Algoquant Investments Private Limited [Formerly Mandelia Investments Private Limited] ("MIPL" or "the holding Company" or "Promoter") of the Company, to acquire, directly or indirectly, all the equity shares of the Company held by each of these.

Pursuant to the said SPA, the Acquirer has acquired 100% of the equity share capital of MIPL and indirectly acquired 8,34,470 Equity Shares constituting 51.92% of the Voting Share Capital of the Company.

Pursuant to said SPA, there has been a change in management control of the Company Mr. Shravan Kumar Mandelia and Mr. Balgopal Mandelia, Promoters and Managing Directors of the Company resigned from the directorship of the Company w.e.f. 11-Feb-2021 and Mr. Dhruv Gupta and Mr. Devansh Gupta have been appointed on the Board of the Company as Additional Directors (Category: Promoter Director) w.e.f. 09-Feb-2021.

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

**10 Other equity**

	As at 31-March-2022 ₹	As at 31-March-2021 ₹
<b>(i) Reserves</b>		
Capital reserve	7.52	7.52
Securities premium	73.28	73.28
<b>Balance as at the end of the year</b>	<b>80.80</b>	<b>80.80</b>
<b>(ii) Retained earnings</b>		
Balance as at the beginning of the year	1,769.89	1,396.92
Add: Profit for the year	342.89	372.97
Add: Other comprehensive income	999.86	-
<b>Balance as at the end of the year</b>	<b>3,112.64</b>	<b>1,769.89</b>
<b>Total reserves and surplus</b>	<b>3,193.45</b>	<b>1,850.70</b>

Summary of significant accounting policies and other explanatory information to the financial statement for the year ended 31-March-2022  
 [All amounts are in rupees lakh, except share data]

- a) Capital Reserve: This Reserve represents the difference between value of the net assets transferred to the Company in the course of business combinations and the consideration paid for such combinations.
- b) Securities Premium Reserve: This Reserve represents the premium on issue of shares and can be utilized in accordance with the provisions of the Companies Act, 2013.
- c) Retained Earnings: Retained Earnings are the profits that the Company has earned till date, less any transfers to general reserve, dividends or other distributions paid to shareholders. Retained earnings includes re-measurement loss/(gain) on defined benefit plans, net of taxes that will not be reclassified to Profit and Loss. Retained earnings is a free reserve available to the Company.

**11 Long-term provisions**

Provision for defined benefit obligations (Gratuity)

- Non-current portion (refer note 39)

	As at 31-March-2022	As at 31-March-2021
	₹	₹
	5.64	-
	<b>5.64</b>	<b>-</b>

**12 Deferred tax liabilities**

arising on account of:

- fair valuation of financial assets measured at FVOCI

	131.41	-
	<b>131.41</b>	<b>-</b>

The Company offsets tax assets and liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities.

**CURRENT LIABILITIES**

**13 Financial liabilities**

**i) Trade payables (refer note 27)**

- total outstanding dues to micro and small enterprises

- total outstanding dues to other than micro and small enterprises

	-	-
	140.28	20.45
	<b>140.28</b>	<b>20.45</b>

**Trade payable ageing schedule**

Total outstanding dues to other than micro and small enterprises

Outstanding for following periods from due date of transaction

Less than 1 Year

Total

	140.28	20.45
	<b>140.28</b>	<b>20.45</b>

**Ageing for trade payables from the due date of payment for each of the category as at 31-March-2022**

	Outstanding for following periods from due date of payment		Total
	Less than 1 year	More than 1 year	
Undisputed dues - MSME	-	-	-
Undisputed dues - Others	140.28	-	<b>140.28</b>
Disputed dues - MSME	-	-	-
Disputed dues - Others	-	-	-

Summary of significant accounting policies and other explanatory information to the financial statement for the year ended 31-March-2022  
[All amounts are in rupees lakh, except share data]

### Ageing for trade payables from the due date of payment for each of the category as at 31-March-2021

	Outstanding for following periods from due date of payment		Total
	Less than 1 year	More than 1 year	
Undisputed dues - MSME	-	-	-
Undisputed dues - Others	20.45	-	<b>20.45</b>
Disputed dues - MSME	-	-	-
Disputed dues - Others	-	-	-

### ii) Other financial liabilities

Balance with brokers		
- payable to related party (refer note 30)	354.89	-
Interest accrued and due		
- to related parties (refer note 30)	0.03	-
Expenses payable		
- to others	8.45	
Employee emoluments	35.64	9.07
Book overdraft	-	137.00
	<b>399.01</b>	<b>146.07</b>

### 14 Other current liabilities

Statutory dues (including interest thereon)	21.23	59.08
	<b>21.23</b>	<b>59.08</b>

### 15 Short-term provisions

Provision for defined benefit obligations (Gratuity)		
- Current portion (Refer note 39)	0.02	-
	<b>0.02</b>	-

### 16 Current tax liabilities (net)

Provision for income tax*	87.47	83.87
	<b>87.47</b>	<b>83.87</b>

\* Net of TDS Rs. 5.92 lakh (Previous year Rs. 10.74 lakh)



Summary of significant accounting policies and other explanatory information to the financial statement for the year ended 31-March-2022  
[All amounts are in rupees lakh, except share data]

	Year ended 31-March-2022	Year ended 31-March-2021
	₹	₹
<b>Revenue from continuing operations</b>		
<b>17 Revenue from operations</b>		
- Trading in financial instruments	1,584.30	237.14
- Service income	-	75.18
- Interest income on margin money	54.87	11.71
	<b>1,639.17</b>	<b>324.03</b>
<b>18 Other income</b>		
Arbitrage return	-	77.35
Interest income		
- on fixed deposits [carried at amortized cost]	1.36	47.91
Gain on sale of financial assets [measured at FVTPL]	14.94	59.60
Gain on fair valuation of financial assets [measured at FVTPL]	-	42.86
Dividend received [on equity instruments measured at FVTPL]	3.40	-
Provisions no longer required written-back	51.46	1.49
Miscellaneous income	-	0.61
	<b>71.16</b>	<b>229.82</b>
<b>19 Trading and other charges</b>		
Trade charges	449.38	36.81
Securities transaction tax	285.07	16.47
Software expenses	61.30	-
Connectivity charges	32.75	-
Clearing charges to custodian	6.01	-
Depository charges	1.39	-
	<b>835.90</b>	<b>53.28</b>
<b>20 Employee benefits expense</b>		
Salaries, wages and bonus	348.12	0.00
Director remuneration	24.00	-
Contribution to provident and other funds	-	2.22
Gratuity expense (refer note 38)	5.66	0.43
Staff welfare	8.05	3.86
	<b>385.83</b>	<b>6.51</b>
<b>21 Finance cost</b>		
Interest		
- on delayed payment of statutory dues	18.46	6.08
- others	45.39	5.50
	<b>63.85</b>	<b>11.58</b>

Summary of significant accounting policies and other explanatory information to the financial statement for the year ended 31-March-2022  
[All amounts are in rupees lakh, except share data]

	Year ended 31-March-2022	Year ended 31-March-2021
	₹	₹
<b>22 Depreciation</b>		
Depreciation on property, plant and equipment	4.35	-
	<b>4.35</b>	<b>-</b>
<b>23 Other expenses</b>		
Legal and professional fees	34.14	48.70
Rent*	43.74	9.43
Repairs and maintenance - (building)	3.00	21.82
Repairs and maintenance - (electrical)	1.92	-
Power and fuel*	3.47	11.68
Printing and stationery	2.78	1.37
Balances written off	1.02	1.20
Bank charges	6.59	0.32
Rates and taxes	0.29	0.01
Insurance	-	0.53
Travelling and conveyance	-	6.01
Postage, telegram and telephone	-	1.93
GST credit expensed off	-	3.14
Website charges	-	0.14
Auditors' remuneration <sup>§</sup>	-	-
as statutory auditors	4.13	2.65
as statutory auditors for limited review	1.06	-
as out of pocket expenses	0.07	-
Miscellaneous expenses	1.77	25.72
	<b>103.98</b>	<b>133.65</b>
* Refer note 30		
§ Including GST		
<b>24 Tax expense</b>		
<b>from continuing operations</b>		
<b>Current tax</b>		
Current tax for the year	58.47	67.35
	<b>58.47</b>	<b>67.35</b>
<b>Deferred tax</b>		
Deferred tax for the year	(66.87)	-
	<b>(66.87)</b>	<b>-</b>
<b>Tax expense for previous year</b>		
- Income tax for previous year	1.00	-
	<b>1.00</b>	<b>-</b>
	<b>(7.40)</b>	<b>67.35</b>

Summary of significant accounting policies and other explanatory information to the financial statement for the year ended 31-March-2022  
[All amounts are in rupees lakh, except share data]

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

The Company, in line with conservative recognition principles enunciated under Ind AS 12, has created deferred tax asset on available credit for MAT i.e. Rs. 56.15 lakh payable on current year profits, and therefore, on a prudent basis, continues to not recognise deferred tax assets on brought forward unabsorbed business losses i.e. Rs. 1,870.63 lakh (Previous year Rs. 2,178.68 lakh) and prior period MAT credits which amounts to Rs. 1,044.78 lakh (Previous year Rs. 1,040.52 lakh).

	Year ended 31-March-2022	Year ended 31-March-2021
	₹	₹
<b>24.2 Effective tax reconciliation</b>		
<b>Profit before tax</b>	<b>335.49</b>	<b>440.32</b>
Tax rate	<b>27.82%</b>	<b>27.82%</b>
Tax on accounting profit	93.33	122.50
Tax impact on		
a) permanent differences	(12.91)	8.43
b) temporary differences	(10.71)	-
c) non taxable income	-	(5.89)
d) Depreciation	(4.54)	-
e) Items taxed at preferential rate	(4.19)	57.83
f) Tax effect of brought forward losses utilized during the year	(69.37)	(115.52)
g) Changes in provision on account of previous year tax expenses	1.00	-
<b>Expected tax after adjustments</b>	<b>(7.39)</b>	<b>67.35</b>
As per statement of profit and loss		
Tax/(credit) charged to profit and loss		
- Current tax	58.47	67.35
- Deferred tax [MAT credit entitlement]	(66.87)	-
- Tax expense for earlier years'	1.00	-
	<b>(7.40)</b>	<b>67.35</b>

#### 25 Earnings per equity share from continuing operations

Profit before OCI attributable to equity shareholders'	323.81	374.44
Number of equity shares outstanding at the end of the year#	80,36,000	80,36,000
Weighted average number of equity shares outstanding during the year#	80,36,000	80,36,000
<b>Basic and diluted earning per share (in ₹)</b>	<b>4.03</b>	<b>4.66</b>
<b>from discontinued operations</b>		
Profit/(loss) before OCI attributable to equity shareholders'	19.08	(1.46)
Number of equity shares outstanding at the end of the year#	80,36,000	80,36,000

Summary of significant accounting policies and other explanatory information to the financial statement for the year ended 31-March-2022  
[All amounts are in rupees lakh, except share data]

Weighted average number of equity shares outstanding during the year#	80,36,000	80,36,000
<b>Basic and diluted earning per share (in ₹)</b>	<b>0.24</b>	<b>(0.02)</b>
<b>from continuing and discontinued operations (basic and diluted)</b>	<b>4.27</b>	<b>4.64</b>

# There has been sub-division [Stock split] of every 1 equity share of face Value of ₹ 10/-each into 5 equity shares of face value of ₹ 2/- each. The stock-split has been given effect on 23-December-2021. Consequently, the earnings per share of the corresponding periods has been appropriately adjusted (re-stated).

## 26 Discontinued operations

### i) Discontinued operations

The Company had closed the only manufacturing facility in the year 2017. Results of the manufacturing operations that were discontinued are disclosed as discontinued operations. Further, during the quarter ended 31-Dec-2018, the Company had substantially completed the settlement of liabilities and realisation of assets, pertaining to its discontinued operations. The adjustments in the current period pertain to changes in the settlement of those liabilities. The figures for the discontinued operations have been separately disclosed.

### ii) Financial position and financial performance

The financial position presented for the year ended 31-March-2022

	As at 31-March-2022	As at 31-March-2021
	₹	₹
<b>(A) Current assets pertaining to discontinued operations</b>		
- <b>Financial assets</b> <b>(Unsecured, considered good unless otherwise stated )</b>		
Deposit with Government Department	9.48	9.48
Deposit with Others	0.17	0.17
<b>Total current assets pertaining to discontinued operations</b>	<b>9.65</b>	<b>9.65</b>
<b>(B) Current liabilities pertaining to discontinued operations</b>		
- <b>Other current liabilities</b>		
Statutory dues (including interest thereon)	15.00	15.00
	<b>15.00</b>	<b>15.00</b>
- <b>Provisions</b>		
Provision for employee benefits:		
- for gratuity (defined benefit obligation and interest thereon) [refer note iii(a)]	147.52	136.26
- for liability under Haryana VAT / CST [refer note iii(b)]	24.18	52.75
- for liability under Telangana VAT / CST [refer note iii(b)]	-	7.22
	<b>171.70</b>	<b>196.23</b>
<b>Total current liabilities pertaining to discontinued operations</b>	<b>186.70</b>	<b>211.22</b>

Summary of significant accounting policies and other explanatory information to the financial statement for the year ended 31-March-2022  
[All amounts are in rupees lakh, except share data]

### (iii) Contingent liabilities:

#### (a) Provision for gratuity (defined benefit obligation)

The labour union had submitted a demand notice to the Management of the Company for revision of wages and other amenities. This notice was under negotiation when without any prior notice, the workers staged a walk out on 22-May-2020 bringing the production and all aligned activities to a complete standstill. All efforts by the management as well as the labour department to find a resolution to the strike were unsuccessful.

The Hon'ble Governor of Haryana issued orders declaring the strike to be illegal and directed the workers to join duty with in 3 days of the order and refer the dispute to the labour court panipat. This too had no affect on the labour union and the workers resorted to unrest and production shut down on 3 separate occasions causing heavy losses to the Company. The strike continued, forcing the management to issue notice of forfeiture of Gratuity and all other dues include lien on service of all workers on payrolls.

The notice regarding the forfeiture of gratuity and other dues was challenged by some of the workers through Labour office, Sonipat where the matter was dismissed in favour of the Company. Thereafter, the workers appealed before the Dy. Labour Commissioner, Rohtak where DLC ruled the matter in favour of the workers i.e. against the Company. The learned DLC chose to pass this order without giving due consideration to the actual facts of the case and therefore, the Management then had no option but to approach the High Court, Chandigarh vide writ petition no. 18716/2018 and the case was decided against the Company on 06-Mar-2020. Management has filed a revision petition on a larger bench on 05-July-2020 and the petition has been admitted for hearing on merit 22-Mar-2022.

The Company is carrying a total provision of Rs.147.52 lakh (previous year Rs. 136.26 lakh ) in the books of account. Based on the opinion of legal counsels the management believes the likelihood of a higher liability is low.

#### (b) Provision for liabilities under indirect taxes

The Company had received orders from assessing officers of Haryana and Telangana VAT departments demanding tax as explained below:

	As at 31-March-2022	As at 31-March-2021
	₹	₹
<b>Haryana VAT / CST matters</b>		
Demand under Haryana VAT for Assessment Year 2016-17 <sup>5</sup>	-	20.86
Demand under CST for Assessment Year 2014-15 <sup>*</sup>	10.13	10.13
Demand under CST for Assessment Year 2015-16 <sup>*</sup>	14.05	14.05
Demand under CST for Assessment Year 2016-17 <sup>5</sup>	-	7.70
<b>Telangana VAT / CST matters</b>		
Demand under CST for Assessment Year 2014-15 <sup>#</sup>	-	1.02
Demand under CST for Assessment Year 2015-16 <sup>#</sup>	-	6.20
	<b>24.18</b>	<b>59.96</b>

\* During the financial year 2020-21 the Company has received rectification order dated 16-July-2020 reducing the VAT/CST for the Assessment year 2014-15 from Rs. 41.83 lakh to Rs. 10.13 lakh and for the assessment year 2015-16 from Rs. 21.49 lakh to Rs. 14.05 lakh. Consequent to the aforesaid reduction,

Summary of significant accounting policies and other explanatory information to the financial statement for the year ended 31-March-2022  
[All amounts are in rupees lakh, except share data]

the amounts have been reversed through statement of profit and loss. The Management is contesting the residual demand before the respective authorities. However, the Company has recorded a provision for the demand outstanding.

# The Company had received an order dated 20-March-2021 demanding CST of Rs. 1.02 lakh for the Assessment year 2014-15 and Rs. 6.20 lakh for the Assessment year 2015-16. Consequently, the management had recorded a provision for liability under CST amounting Rs. 7.22 lakh in the books of account. During the year the demand has been reduced to Rs. Nil and the amount has been reversed through statement of profit and loss.

However, the assessment proceedings are pending at various levels.

§ The Company had received an order dated 31-January-2020 for Assessment year 2016-17 demanding VAT of Rs. 20.87 lakh and CST of Rs. 7.70 lakh. Consequently, the management had recorded a provision for liability under VAT amounting Rs. 20.87 lakh and under CST amounting Rs. 7.70 lakh in the books of account. During the year, upon completion of the assessment the demand has been reduced to Rs. Nil and the amount has been reversed through statement of profit and loss.

	Year ended 31-March-2022	Year ended 31-March-2021
	₹	₹
<b>Summary of profit and loss of discontinued operations</b>		
Income		
- Other income	30.35	19.69
Expenses		
- Finance cost	(11.27)	(11.25)
- Other expenses	-	(9.90)
<b>Profit/(loss) before income tax</b>	<b>19.08</b>	<b>(1.46)</b>
Tax expense	-	-
<b>Loss after tax</b>	<b>19.08</b>	<b>(1.46)</b>
Other comprehensive income for the year, net of tax	-	-
<b>Total comprehensive income for the year</b>	<b>19.08</b>	<b>(1.46)</b>
<b>c) Loss before tax from discontinued operations</b>		
<b>a) Income from discontinued operations</b>		
<b>i) Other income</b>		
Provisions no longer required written-back	30.34	19.69
	<b>30.34</b>	<b>19.69</b>
<b>Total Income from discontinued operations</b>	<b>30.34</b>	<b>19.69</b>
<b>b) Expenses from discontinued operations</b>		
<b>i) Finance cost</b>		
Interest on gratuity	11.27	11.25
	<b>11.27</b>	<b>11.25</b>
<b>ii) Other expenses</b>		
Provision for VAT liability	-	9.90
	-	<b>9.90</b>
<b>Total expenses from discontinued operations</b>	<b>11.27</b>	<b>21.15</b>
<b>Profit/(loss) before tax from discontinued operation</b>	<b>19.08</b>	<b>(1.46)</b>



Summary of significant accounting policies and other explanatory information to the financial statement for the year ended 31-March-2022  
[All amounts are in rupees lakh, except share data]

## 27 Detail of dues to micro and small enterprises defined under the MSMED Act 2006

Disclosure of payable to vendors as defined under the "Micro, Small and Medium Enterprise Development Act, 2006" is based on the information available with the Company regarding the status of registration of such vendors under the said Act, as per the intimation received from them on requests made by the Company. There are no overdue Principal amounts/interest payable amounts for delayed payments to such vendors at the Balance Sheet date. There are no delays in payment made to such suppliers during the year or for any earlier years and accordingly, there is no interest paid or outstanding interest in this regard in respect of payments made during the year or brought forward from previous years.

- 28 The Company has taken into account the possible impacts of COVID-19 in preparation of these financial statements, including but not limited to its assessment of liquidity and going concern assumption, recoverable values of its financial and non-financial assets, impact on revenues and on its cost.

The Company has considered internal and certain external sources of information up to the date of financials and there are no factors that can impact the carrying amount of its assets. Post commencement of unlocking of the lockdown the Company's operations were slow due to various restrictions during lock-down and have improved gradually.

## 29 Segment information

The Company has identified business segments as reportable segments. The business segments comprise:

- 1) Trading in metals [discontinued w.e.f. 01-April-2021]
- 2) Trading in financial instruments.

Revenue and expenses directly attributable to segments are reported under each reportable segment. All other expenses which are not attributable or allocable to segments have been disclosed as unallocable expenses.

Particulars	Year ended 31-March-2022	Year ended 31-March-2021
	₹	₹
<b>1 Segment revenue</b>		
(i) Trading in metal	-	-
(ii) Trading in financial instruments	1,639.17	324.03
(iii) Unallocated	-	-
<b>Revenue from operations</b>	<b>1,639.17</b>	<b>324.03</b>
<b>2 Segment results</b>		
(i) Trading in metal	-	-
(ii) Trading in financial instruments	316.42	247.46
(iii) Unallocated	19.08	(1.46)
<b>Subtotal</b>	<b>335.50</b>	<b>246.00</b>
Less: Finance costs	-	6.08
Less: Unallocable expenditure net off unallocable income	-	(55.31)
<b>Profit before exceptional items and tax</b>	<b>335.50</b>	<b>295.23</b>
Exceptional item	-	145.09
<b>Profit before tax</b>	<b>335.50</b>	<b>440.32</b>
Less: tax expense	(7.40)	67.35
<b>Net profit for the year</b>	<b>342.89</b>	<b>372.98</b>

Summary of significant accounting policies and other explanatory information to the financial statement for the year ended 31-March-2022  
[All amounts are in rupees lakh, except share data]

Particulars	Year ended	Year ended
	31-March-2022	31-March-2021
	₹	₹
<b>3 Segment assets</b>		
(i) Trading in metal	-	-
(ii) Trading in financial instruments	4,316.28	2,443.60
(iii) Unallocated	9.65	88.50
<b>Total</b>	<b>4,325.93</b>	<b>2,532.10</b>
<b>4 Segment liabilities</b>		
(i) Trading in metal	-	-
(ii) Trading in financial instruments	785.05	168.87
(iii) Unallocated	186.70	351.82
<b>Total</b>	<b>971.76</b>	<b>520.69</b>

**30 Related party disclosures**

**a) Ultimate holding entity**

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

**b) Holding Company**

Algoquant Investments Private Limited

**(Formerly known as Mandelia Investments Private Limited)**

**c) Key Management Personnel**

Dhruv Gupta (Director) [w.e.f. 09-Feb-2021]

Devansh Gupta (Director) [w.e.f. 09-Feb-2021]

Shravan Kumar Mandelia (Managing Director) [up to 11-Feb-2021]

Bal Gopal Mandelia (Managing Director) [up to 11-Feb-2021]

Sonam Gupta (Company Secretary) [up to 09-Mar-2021]

Deepak Gupta (Chief Financial Officer) [up to 04-Mar-2021]

Amit Gupta (Independent Director) (w.e.f. 09-Feb-2021)

Preeti Arora (Independent Director) (up to 10-Jan-2022)

Ayushi Jain (Company Secretary) [w.e.f. 14-Aug- 2021]

Yogesh Gusain (Chief Financial Officer) [w.e.f. 30-June-2021]

**d) Entities under significant influence of Key management personnel**

[where transaction has taken place during the year]

Shravan Kumar Mandelia (HUF) [up to 11-Feb-2021]

Bal Gopal Mandelia (HUF) [up to 11-Feb-2021]

Ogha Research LLP [w.e.f. 09-Feb-2021]

Sigmaquant Technologies Private Limited [w.e.f. 09-Feb-2021]

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

Dhruv Devansh Investment & Finance LLP [w.e.f. 09-Feb-2021]

Growth Securities Private Limited [w.e.f. 09-Feb-2021]

Algoquant LLP [w.e.f. 09-Feb-2021]

Summary of significant accounting policies and other explanatory information to the financial statement for the year ended 31-March-2022  
[All amounts are in rupees lakh, except share data]

f) **Entities under control of relatives of Key management personnel**

[where transaction has taken place during the year]

OPG Securities Private Limited [w.e.f. 09-Feb-2021]

	Year ended 31-March-2022	Year ended 31-March-2021
	₹	₹
<b>Transactions with related parties during the year</b>		
<b>Remuneration</b>		
Devansh Gupta	24.00	-
Yogesh Gusain	4.50	-
Ayushi Jain	2.61	-
Shravan Kumar Mandelia	-	6.03
Bal Gopal Mandelia	-	5.54
Sonam Gupta	-	4.64
Deepak Gupta	-	6.39
	<b>31.11</b>	<b>22.60</b>
<b>Rent (excluding GST)</b>		
Algoquant Financials LLP	3.00	0.25
Dhruv Devansh Investment & Finance LLP	27.00	-
Shravan Kumar Mandelia	-	1.20
Bal Gopal Mandelia	-	1.20
	<b>30.00</b>	<b>2.65</b>
<b>Brokerage (excluding GST)</b>		
OPG Securities Private Limited	53.26	2.79
	<b>53.26</b>	<b>2.79</b>
<b>Reimbursement of expenses incurred by Director</b>		
Payment of taxes and statutory dues	17.28	-
Other expenses	4.40	-
	<b>21.68</b>	<b>-</b>
<b>Reimbursement of electricity expenses</b>		
Algoquant Financials LLP	0.22	-
Dhruv Devansh Investment & Finance LLP	3.25	-
	<b>3.47</b>	<b>-</b>
<b>Advisory fees (excluding GST)</b>		
Algoquant Financials LLP	-	75.18
	<b>-</b>	<b>75.18</b>
<b>Software &amp; technology consultancy services [Excluding GST]</b>		
Ogha Research LLP	38.25	-
Sigmaquant Technologies Private Limited	13.70	-
	<b>51.95</b>	<b>-</b>

Summary of significant accounting policies and other explanatory information to the financial statement for the year ended 31-March-2022  
[All amounts are in rupees lakh, except share data]

	Year ended 31-March-2022	Year ended 31-March-2021
	₹	₹
<b>Hardware rent [Excluding GST]</b>		
Sigmaquant Technologies Private Limited	6.75	-
	<b>6.75</b>	-
<b>Director's sitting fee</b>		
Amit Gupta	1.25	-
Preeti Arora	1.25	-
Purnima Sharma	0.21	-
	<b>2.71</b>	-
<b>Short-term borrowings</b>		
Algoquant Financials LLP	310.00	-
Algoquant LLP	850.00	-
Algoquant Investments Private Limited	371.50	-
Devansh Gupta	197.00	-
	<b>1,728.50</b>	-
<b>Repayment of short-term borrowings</b>		
Algoquant Financials LLP	310.00	-
Algoquant LLP	850.00	-
Algoquant Investments Private Limited	371.50	-
Devansh Gupta	197.00	-
	<b>1,728.50</b>	-
<b>Interest on short-term borrowings</b>		
Algoquant Financials LLP	0.25	-
Algoquant LLP	8.96	-
Algoquant Investments Private Limited	7.75	-
Devansh Gupta	10.53	-
	<b>27.49</b>	-
<b>Balances outstanding at the year end</b>		
<b>Remuneration payable</b>		
Shravan Kumar Mandelia	-	0.48
Bal Gopal Mandelia	-	0.45
Sonam Gupta	-	0.40
Yogesh Gusain	0.50	-
Ayushi Jain	0.29	-
	<b>0.79</b>	<b>1.33</b>
<b>Rent payable</b>		
Algoquant Financials LLP	0.81	0.30
	<b>0.81</b>	<b>0.30</b>

Summary of significant accounting policies and other explanatory information to the financial statement for the year ended 31-March-2022  
[All amounts are in rupees lakh, except share data]

	Year ended 31-March-2022	Year ended 31-March-2021
	₹	₹
<b>Trade receivables [Including GST]</b>		
Algoquant Financials LLP	-	83.07
	-	<b>83.07</b>
<b>Balance receivable from/(payable) to broker</b>		
OPG Securities Private Limited	(354.89)	65.65
Growth securities Private limited	(0.00)	-
	<b>(354.89)</b>	<b>65.65</b>
<b>Director's sitting fee payable</b>		
Amit Gupta	0.40	-
Preeti Arora	0.40	-
Purnima Sharma	0.21	-
	<b>1.01</b>	-
<b>Reimbursement of electricity expenses payable</b>		
Algoquant Financials LLP	0.22	-
Dhruv Devansh Investment & Finance LLP	3.25	-
	<b>3.47</b>	-
<b>Hardware Rent payable</b>		
Sigmaquant Technologies Private Limited	7.72	-
	<b>7.72</b>	-
<b>Software charges payable</b>		
Ogha Research LLP	45.14	-
	<b>45.14</b>	-

### 31 Financial Instruments

#### (A) Fair value hierarchy

Some of the Company's assets and liabilities are measured at fair value for financial reporting purpose. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date regardless of whether that price is directly observable or estimated using another valuation technique. Financial assets and financial liabilities measured at fair value in the financial statements are grouped into three levels of a fair value hierarchy under Ind AS categorized into Level 1, 2, or 3 based on the degree to which the inputs to the fair value measurement are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

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

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

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

Summary of significant accounting policies and other explanatory information to the financial statement for the year ended 31-March-2022  
[All amounts are in rupees lakh, except share data]

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

Particular	Carrying value as at					
	31-March-2022			31- March-2021		
	FVOCI	FVTPL	Amortised cost	FVOCI	FVTPL	Amortised cost
₹	₹	₹	₹	₹	₹	
<b>Financial assets (non-current)</b>						
Investments [Level 1]						
- Quoted equity shares	3067.20	-	-	-	-	-
<b>Financial assets (current)</b>						
Trade receivables						83.07
Investments [Level 1]						
- Quoted equity shares	-	270.55	-	-	502.06	-
- Un-quoted mutual funds	-	-	-	-	17.42	-
Cash and cash equivalents	-	-	156.88	-	-	7.71
Bank balance other than above	-	-	29.87	-	-	28.00
Other financial assets	-	-	584.11	-	-	1864.84
<b>Total financial assets</b>	<b>3067.20</b>	<b>270.55</b>	<b>770.86</b>	<b>-</b>	<b>519.48</b>	<b>1983.62</b>
<b>Financial liabilities</b>						
Trade payables	-	-	140.28	-	-	20.45
Other financial liabilities	-	-	399.01	-	-	146.07
<b>Total financial liabilities</b>	<b>-</b>	<b>-</b>	<b>539.29</b>	<b>-</b>	<b>-</b>	<b>166.52</b>

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

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

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

**32 Financial risk management**

**(A) Financial instruments by category**

**(I) From continued operations**

Particular	31-March-2022			31-March-2021		
	FVOCI	FVTPL	Amortised cost	FVOCI	FVTPL	Amortised cost
	₹	₹	₹	₹	₹	₹
<b>Financial assets (non-current)</b>						
Investments (non-current) [Level 1]						
- Quoted equity shares	3067.20	-	-	-	-	-
<b>Financial assets (current)</b>						
Investments [Level 1]						
- Quoted equity shares	-	270.55	-	-	502.06	-
- Mutual funds	-	-	-	-	17.42	-
Trade receivables	-	-	-	-	-	83.07
Cash and cash equivalents	-	-	156.88	-	-	7.71
Bank balance other than above	-	-	29.87	-	-	28.00
Other financial assets	-	-	584.11	-	-	1864.84
<b>Total financial assets</b>	<b>3067.20</b>	<b>270.55</b>	<b>770.86</b>	<b>-</b>	<b>519.48</b>	<b>1983.62</b>



Summary of significant accounting policies and other explanatory information to the financial statement for the year ended 31-March-2022  
[All amounts are in rupees lakh, except share data]

Particular	31-March-2022			31-March-2021		
	FVOCI	FVTPL	Amortised cost	FVOCI	FVTPL	Amortised cost
	₹	₹	₹	₹	₹	₹
<b>Financial liabilities</b>						
Trade payables	-	-	140.28	-	-	20.45
Other financial liabilities	-	-	399.01	-	-	146.07
<b>Total financial liabilities</b>	-	-	<b>539.29</b>	-	-	<b>166.51</b>

## (ii) From discontinued operations

Particular	31-March-2022			31-March-2021		
	FVOCI	FVTPL	Amortised cost	FVOCI	FVTPL	Amortised cost
	₹	₹	₹	₹	₹	₹
<b>Financial assets</b>						
Other financial assets (current)	-	-	9.65	-	-	9.65
<b>Total financial assets</b>	-	-	<b>9.65</b>	-	-	<b>9.65</b>
<b>Financial liabilities</b>						
Other financial liabilities	-	-	186.70	-	-	211.22
<b>Total financial liabilities</b>	-	-	<b>186.70</b>	-	-	<b>211.22</b>

## (B) Risk Management

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

### Financial risk management

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

Summary of significant accounting policies and other explanatory information to the financial statement for the year ended 31-March-2022  
[All amounts are in rupees lakh, except share data]

## (l) Credit risk

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

### (a) Credit risk management

#### (i) Credit risk rating

The Company assesses and manages credit risk of financial assets based on following categories arrived on the basis of assumptions, inputs and factors specific to the class of financial assets.

A: Low credit risk

B: Moderate credit risk

C: High credit risk

Asset Group	Basis of Categorisation	Provision for Expenses credit loss
A: Low credit risk	Trade receivables, cash and cash equivalents & other financial assets	12 month expected credit loss
B: Moderate credit risk	Investment in equity shares	12 month expected credit loss
C: High credit risk	Investment in mutual funds	Life time expected credit loss or fully provided for

Based on business environment in which the Company operates, a default on a financial asset is considered when the counter party fails to make payments within the agreed time period as per contract. Loss rates reflecting defaults are based on actual credit loss experience and considering differences between current and historical economic conditions.

Assets are written off when there is no reasonable expectation of recovery, such as a debtor declaring bankruptcy, advance not recoverable or a litigation decided against the Company. The Company continues to engage with parties whose balances are written off and attempts to enforce repayment. Recoveries made are recognised in statement of profit and loss.

#### Assets under credit risk –

Credit rating	Particulars	31-March-2022	31-March- 2021
		₹	₹
A: Low credit risk	Trade receivables and cash and cash equivalents	186.75	118.79
B: Moderate credit risk	Investment in equity shares	-	502.06
C: High credit risk	Investment in mutual funds	-	17.42

## (b) Liquidity Risk

### (i) Continued operations

The Company's current assets aggregate to Rs.1,048.99 lakh (previous year- Rs.2,503.33 lakh) including current investments, cash and cash equivalents and other bank balances of Rs.29.87 lakh (previous year- Rs.28 lakh) against an aggregate current liabilities of Rs. 6.48 lakh (previous year- Rs. 309.47 lakh); Non-current deferred tax liabilities amounting to Rs. 131.41 lakh (previous year- Rs. Nil).

Summary of significant accounting policies and other explanatory information to the financial statement for the year ended 31-March-2022  
 [All amounts are in rupees lakh, except share data]

The table below summarises the maturity profile of the undiscounted cash flows of the Company's financial assets and liabilities as at 31-March-2022

Particulars	Less than 6 months	6 to 12 months	1 to 5 years	More than 5 years	Total Carrying Amount
<b>Financial assets</b>					
(a) Trade receivables			-		
(b) Investments	270.55	-	-	-	270.55
(c) Cash & cash equivalents	156.88	-	-	-	156.88
(d) Bank balance other than cash and cash equivalent	-	29.87	-	-	29.87
(e) Other financial assets	-				
(i) Accrued interest on deposits	0.12	-	-	-	0.12
(ii) Balance with brokers	552.14	-	-	-	552.14
(iii) Mark to market asset	-	-	-	-	-
(iv) Incentive receivable from govt authorities	31.85	-	-	-	31.85
<b>Total</b>	<b>1,011.53</b>	<b>29.87</b>	<b>-</b>	<b>-</b>	<b>1,041.41</b>
<b>Financial liabilities</b>					
(a) Trade payables	140.28	-		-	140.28
(b) Other financial liabilities	-	-		-	-
(i) Balance with brokers	354.89	-		-	354.89
(ii) Interest accrued and due	0.03	-		-	0.03
(ii) Employee emoluments	35.64	-		-	35.64
(iii) Expenses payable	8.45	-		-	8.45
<b>Total</b>	<b>539.29</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>539.29</b>

The table below summarises the maturity profile of the undiscounted cash flows of the Company's financial assets and liabilities as at 31-March-2021

Particulars	Less than 6 months	6 to 12 months	1 to 5 years	More than 5 years	Total Carrying Amount
<b>Financial Assets</b>					
(a) Trade receivables	83.07	-	-	-	83.07
(b) Investments	519.48	-	-	-	519.48
(c) Cash & cash equivalents	7.71	-	-	-	7.71
(d) Bank balance other than cash and cash equivalent	-	28.00	-	-	28.00
(e) Other financial assets					
(i) Accrued interest on deposits	6.37	-	-	-	6.37
(ii) Balance with brokers	1,792.24	-	-	-	1,792.24
(iii) Mark to market asset	65.22	-	-	-	65.22
(iv) Incentive receivable from govt authorities	1.00	-	-	-	1.00
<b>Total</b>	<b>2,475.11</b>	<b>28.00</b>	<b>-</b>	<b>-</b>	<b>2,503.11</b>

Summary of significant accounting policies and other explanatory information to the financial statement for the year ended 31-March-2022  
[All amounts are in rupees lakh, except share data]

<b>Financial Liabilities</b>					
(a) Trade payables	20.45	-	-	-	20.45
(b) Other financial liabilities					
(i) Book overdraft	137.00	-	-	-	137.00
(ii) Employee emoluments	9.07	-	-	-	9.07
<b>Total</b>	<b>166.51</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>166.51</b>

## (ii) Discontinued operations

The Company's current assets aggregate to Rs. 9.65 lakh (2021- Rs.9.65 lakh) against an aggregate current liability of Rs. 186.70 lakh (Previous year- Rs. 211.22 lakh);

Further, while the Company's total equity stands at Rs. 3,354.17 lakh (Previous year- Rs. 2,011.42 lakh). In such circumstances, liquidity risk or the risk that the Company may not be able to settle or meet its obligations as they become due, is low.

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities to meet obligations when due.

Management monitors rolling forecasts of the Company's liquidity position and cash and cash equivalents on the basis of expected cash flows. The Company takes into account the liquidity of the market in which the entity operates. In addition, the Company's liquidity management policy involves projecting cash flows and considering the level of liquid assets necessary to meet these, monitoring balance sheet liquidity ratios against internal and external regulatory requirements and evaluation of debt financing plans, if any required.

## (c) Market risk

Market risk has been further classified into Foreign currency risk, Interest rate risk and price risk

### (i) Foreign currency risk

The Company does not have a significant foreign currency risk as it does not have any exposure in foreign currency as at the year end. The Company has no-hedge policy for its foreign currency items as these are insignificant. Therefore, the sensitivity to foreign currency fluctuation is not relevant.

### (ii) Price risk

The Company holds investments and measures them at fair value through Profit and Loss/other comprehensive income. The fair value of investments of such equity instruments (FVTPL) as at 31-March-2022 is Rs. 270.55 lakh (previous year - Rs.502.06 lakh) and FVOCI is Rs. 3,067.20 lakh (previous year - Rs. Nil). Accordingly, fair value fluctuations arising from market volatility is recognised in statement of Profit and Loss/other comprehensive income.

### (iii) Interest rate risk

As the Company is virtually debt-free and the exposure to interest rate risk from the perspective of Financial Liabilities is negligible. The unsecured loans taken during the year were all fixed interest rate borrowings. Further, treasury activities, focused on managing investments in equity/debt instruments, are centralised and administered under a set of approved policies and procedures guided by the tenets of liquidity, safety and returns. This ensures that investments are only made within acceptable risk parameters after due evaluation.

## 33 Capital management policies and procedures

For the purpose of the Company's capital management, capital includes issued capital and all other equity reserves attributable to the equity shareholders of the Company. The primary objective of the Company when managing capital is to safeguard its ability to continue as a going concern and to maintain an optimal capital structure so as to maximize shareholder value. As at 31-March-2022, the Company has only one class of equity shares and has no debt. Consequent to such capital structure, there are no externally imposed capital requirements. In order to maintain or achieve an optimal capital structure, the Company allocates its capital for the re-investment into business based on its long-term financial plans.

Summary of significant accounting policies and other explanatory information to the financial statement for the year ended 31-March-2022  
[All amounts are in rupees lakh, except share data]

As stated in the below table, as of 31-March-2022 the Company is a Zero debt company with no long-term borrowings. The Company is not subject to any externally imposed capital requirements.

	31-March-2022 ₹	31-March-2021 ₹
<b>Total debt</b>	-	-
Less: cash and cash equivalent	(156.88)	(7.71)
<b>Total equity</b>	3,354.17	2,011.42
<b>Debt to equity ratio</b>	Not meaningful	Not meaningful

### 34 Financial instruments and cash deposits

#### i) Continuing operations

31-March-2022

	Estimated gross Carrying amount	Expected credit losses	Carrying amount
	₹	₹	₹
Investment in equity shares	3337.75	-	3337.75
Cash and cash equivalents	156.88	-	156.88
Bank balance other than above	29.87	-	29.87
Other financial assets	584.11	-	584.11

31-March-2021

	Estimated gross Carrying amount	Expected credit losses	Carrying amount
	₹	₹	₹
Investment in equity shares and mutual funds	519.48	-	519.48
Trade receivables	83.07	-	83.07
Cash and cash equivalents	7.71	-	7.71
Bank balance other than above	28.00	-	28.00
Other financial assets	1,864.84	-	1,864.84

#### ii) Discontinued operations

31-March-2022

	Estimated gross Carrying amount	Expected credit losses	Carrying amount
	₹	₹	₹
Other financial assets (current)	9.65	-	9.65

31-March-2021

	Estimated gross Carrying amount	Expected credit losses	Carrying amount
	₹	₹	₹
Other financial assets (current)	9.65	-	9.65

### 35 Leases:

All the leases of the Company have been identified either as low-value or having a lease term of less than 12 months. Accordingly, there is no impact of provisions of Ind AS 116 on the Company. The relevant disclosures have been given below:

Summary of significant accounting policies and other explanatory information to the financial statement for the year ended 31-March-2022  
[All amounts are in rupees lakh, except share data]

**(i) Lease payments not recognised as a liability**

Particular	As at	As at
	31-March-2022	31-March-2021
	₹	₹
Expense relating to short-term leases	43.74	9.43
<b>Total</b>	<b>43.74</b>	<b>9.43</b>

(ii) The total cash outflow for leases for the year ended 31-March-2022: Rs. 43.73 lakh and 31 March 2021: Rs. 9.43 lakh

**36 Financial Ratios**

A financial ratio are the tool used by investors to analyse and gain information about the finance of a company's history or the entire business sector. Accordingly for the purpose of calculation of the following financial ratios, numbers are taken from the Balance Sheet, Statement of Profit & Loss, and Cash Flow Statement.

Ratio	31-March-22	31-March-21	% change	Reason for variance
Current ratio <sup>(1)</sup>	1.27	4.83	-73.72%	The new business was commenced on 10-Feb-2021, i.e. after take over by the new management. Due to significant increase in operations the current liabilities have increased in comparison to previous year, therefore, the ratio has declined.
Return on Equity ratio <sup>(2)</sup>	12.78%	20.44%	-37.46%	Fair valuation gain on FVOCI investments is not included in EBIT, therefore, the return of equity is lower than a value that would have resulted, had those fair value gains been also considered.
Net Capital Turnover Ratio <sup>(3)</sup>	7.32 times	.16 times	4400.69%	The new business was commenced on 10-Feb-2021, i.e. after take over by the new management, prior to that there was no revenue from operations. Therefore, there is a significant change in the turnover ratio.
Net Profit ratio <sup>(4)</sup>	20.92%	115.10%	-81.83%	There was exceptional item in previous year. Further, being a new business, the Company is creating employee base and other infrastructure, therefore, owing to the same there is a decline in the net profit ratio..
Return on Capital Employed <sup>(5)</sup>	10.91%	22.54%	-51.60%	Fair valuation gain on FVOCI investments is not included in EBIT, therefore, the return of capital employed is lower than a value that would have resulted, had those fair value gains been also considered.
Return of Investment <sup>(6)</sup>	55.27%	10.04%	450.42%	Business commenced on 10th Feb 2021 i.e., after takeover by the new management. In the previous year, the funds mostly invested in risk-free deposits with bank and debt-based mutual funds. The new management has made certain long-term investments in equity and earned better returns. Therefore the returns are higher during the current year.

Summary of significant accounting policies and other explanatory information to the financial statement for the year ended 31-March-2022  
 [All amounts are in rupees lakh, except share data]

**Formula for calculating ratios**

	<b>Numerator</b>	<b>Denominator</b>
(1) Current Ratio	Current Assets	Current Liabilities
(2) Return on Equity ratio	Net Profits after taxes – Preference Dividend	Average Shareholder’s Equity
(3) Net Capital Turnover Ratio	Net sales = Total sales - sales return	Working capital = Current assets – Current liabilities
(4) Net Profit ratio	Net Profit	Net sales = Total sales - sales return
(5) Return on Capital Employed	Earnings before interest and taxes	Capital Employed = Tangible Net Worth + Total Debt + Deferred Tax Liability
(6) Return on investment	Income from Investments	Time weighted average investment

\* Average= (Opening+Closing)/2

# The discontinued operations of the Company are not material in nature. Therefore, the above stated financial ratios are calculated in totality and ratios of discontinuing operations are not separately presented.

Note: -

- a) The Company does not have any debt outstanding as at the year end. Therefore, debt equity ratio and debt service ratio has not been given.
- b) The Company does not have any inventory. Therefore, inventory turnover ratio has not been given.
- c) The Company does trading on exchange traded instruments. The trades are on cash basis only. Therefore, trade payable turnover ratio has not been given.
- d) The Company does not have any trade receivables as at the year end. Therefore, debtor turnover ratio has not been given.

**37 Other Statutory Information for the current and preceding financial year**

- (i) The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.
- (ii) The Company does not have any transactions with companies struck off except as disclosed below:

<b>Name of the struck off Company</b>	<b>Nature of the of transactions with Struck off company,</b>	<b>Balance outstanding</b>	<b>Relationship with the Struck off company, if any</b>
Secure Traders Private Limited	Shares held by struck off company	150,000 equity shares of Rs. 2/- each are held by the share holder. (Previous year 30,000 equity shares of Rs. 10/- each)	None

- (iii) The Company has not traded or invested in Crypto currency or Virtual Currency.
- (iv) The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (intermediaries) with the understanding that the intermediary shall:
  - a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries); or
  - b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries;



Summary of significant accounting policies and other explanatory information to the financial statement for the year ended 31-March-2022  
[All amounts are in rupees lakh, except share data]

- (v) The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the company shall:
- directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or;
  - provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries
- (vi) The Company does not have any such transactions which are not recorded in the books of account that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961.
- (vii) The Company does not have borrowings from any bank or financial institution and there is no charge on any assets of the Company. Accordingly, no disclosure is required with reference to wilful defaulter and registration/satisfaction of charges with registrar of companies.
- (viii) The Company does not have any investment in any downstream subsidiary, joint venture, associate. Therefore, compliance with number of layers of subsidiary is not applicable on the Company.

### 38 Employee benefit plan

#### Defined Benefit Plans – As per actuarial valuation on 31-March-2022

i. The Company operates a Gratuity Plan which is unfunded. Every employee who has completed minimum five years of service is entitled to gratuity at 15 days salary for each completed year of service in accordance with Payment of Gratuity Act, 1972.

#### A Expense recognised in the Statement of Profit and Loss – for Gratuity Amount the year ended 31-March-2022

##### Components recognised in the Statement of Profit and Loss

1 Net benefit expense	5.66
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##### Components recognised in other comprehensive income (OCI)

2 Sub-total included in OCI	
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<b>Total Expenses (1+2)</b>	<b>5.66</b>
-----------------------------	-------------

#### B Amount recognised in Balance Sheet

Present value of the obligation at the end of the period	5.66
--	------

Fair value of plan assets at end of period	-
--	---

Funded Status - Surplus/ (Deficit)	(5.66)
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Net liability/(asset) recognized in Balance Sheet and related analysis	5.66
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#### C Summary of membership data at the date of valuation and statistics based thereon

Number of employees	75.00
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Total monthly salary	26.40
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Average Past Service(Years)	0.60
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Average Future Service (years)	23.30
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Average Age(Years)	36.70
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Weighted average duration (based on discounted cash flows) in years	21
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Average monthly salary	0.35
------------------------	------

Expected Future Service taking into account Decrements (Years)	14
--	----

Summary of significant accounting policies and other explanatory information to the financial statement for the year ended 31-March-2022  
[All amounts are in rupees lakh, except share data]

<b>D</b>	<b>Actuarial assumptions provided by the company and employed for the calculations are tabulated</b>	
	Discount rate	7.25 % per annum
	Salary Growth Rate	5.00 % per annum
	Mortality	IALM 2012-14
	Withdrawal rate (Per Annum)	5.00% p.a.
<b>E</b>	<b>Benefits valued</b>	
	Normal Retirement Age	60 Years
	Salary	Last drawn qualifying salary
	Vesting Period	5 Years of service
	Benefits on Normal Retirement	15/26 * Salary * Past Service (yr)
	Benefit on early exit due to death and disability	As above except that no vesting conditions apply
	Limit	20
<b>F</b>	<b>Current liability (*Expected payout in next year as per schedule III of the Companies Act, 2013)</b>	
	Period	31-March-2022
	Current liability (Current portion)	0.02
	Non-current liability (Non-current portion)	5.64
	Total liability	5.66
	<b>Funding arrangements and funding policy</b>	<b>Not applicable</b>
	<b>Expected contribution during the next annual reporting period</b>	
	The Company's best estimate of Contribution during the next year	10.35
	<b>Maturity profile of defined benefit obligation: Weighted Average</b>	
	Weighted average duration (based on discounted cash flows) in years	21
	<b>Maturity Profile of Defined Benefit Obligation: Maturity analysis of benefit obligations</b>	
	01 Apr 2022 to 31 Mar 2023	0.02
	01 Apr 2023 to 31 Mar 2024	0.00
	01 Apr 2024 to 31 Mar 2025	0.15
	01 Apr 2025 to 31 Mar 2026	0.01
	01 Apr 2026 to 31 Mar 2027	0.11
	01 Apr 2027 Onwards	5.35
	<b>Projection for next year</b>	
	Best estimate for contribution during next year	10.35

**Sensitivity Analysis**

Significant actuarial assumptions for the determination of the defined benefit obligation are discount rate and expected salary increase rate. Effect of change in mortality rate is negligible. Please note that the sensitivity analysis presented below may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in assumption would occur in isolation of one another as some of the assumptions may be correlated. The results of sensitivity analysis are given below

Period	31-March-2022
Defined Benefit Obligation (Base)	5.65 lakh @ Salary Increase Rate : 5%, and discount rate :7.25%
Liability with x% increase in Discount Rate	5,11,979; x=1.00% [Change (9)% ]
Liability with x% decrease in Discount Rate	6,28,611; x=1.00% [Change 11% ]
Liability with x% increase in Salary Growth Rate	6,29,412; x=1.00% [Change 11% ]
Liability with x% decrease in Salary Growth Rate	5,10,451; x=1.00% [Change (10)% ]
Liability with x% increase in Withdrawal Rate	5,52,006; x=1.00% [Change (2)% ]
Liability with x% decrease in Withdrawal Rate	5,77,117; x=1.00% [Change 2% ]

Summary of significant accounting policies and other explanatory information to the financial statement for the year ended 31-March-2022  
[All amounts are in rupees lakh, except share data]

### 39 Statement of restatement adjustments and material regroupings

	31-March-2021 Previously reported	Restatement/ regrouping impact	31-March-2021 Restated
Revenue from operations	279.50	44.53	324.03
Other income	241.53	(11.71)	229.82
Trade charges	19.75	33.52	53.28

The below mentioned regroupings do not have any impact on the other equity as at 31-March-2021 or the profit before tax and other comprehensive income for the year ended 31-March-2021.

The figures for revenue from operations as presented in the previous periods have been restated to confirm to the current period's classification. Consequently, the revenue from operations has been restated from Rs. 279.50 lakh to Rs. 324.03 lakh and correspondingly, trade charges (including STT) have been restated from Rs. 19.75 lakh to Rs. 53.27 lakh for the same period.

Further, the interest on balance with broker amounting Rs.11.71 lakh for the year ended 31- March-2021, has been reclassified from other income to revenue from operations.

We further state that there is no change in the Profit before Tax, Net Worth, Profit after Tax & Earning Per Share owing to these reclassifications.

Appropriate re-groupings have been made in the financial statements wherever required, by reclassification of the corresponding items of income, expenses, assets, liabilities and cash flows, in order to make them comparable with current year figures.

### 40 The financial statements for the year ended 31-March-2022 were authorized and approved for issuance by the Board of Directors on 30-May-2022.

As per our report of even date.

For SSRA & Co.  
Chartered Accountants  
Firm Registration No: 014266N

Sd/-  
Suresh Goyal  
Partner  
Membership No: 093711  
UDIN: 22093711AMMYIY2631

Place: New Delhi  
Date: 30-May-2022

For and on the behalf of the Board of Directors

Sd/-  
Dhruv Gupta  
Director  
DIN: 06920431

Sd/-  
Yogesh Gusain  
Chief Financial Officer  
BGGPG8044R

Sd/-  
Devansh Gupta  
Managing Director  
DIN: 06920376

Sd/-  
Ayushi Jain  
Company Secretary  
CBCPJ1533L

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New Delhi Central Delhi-110002