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Emkay Investment Managers Limited  
Annual Report 2024-25





## CORPORATE INFORMATION

### BOARD OF DIRECTORS

Mr. Rajesh Sharma	Director (DIN: 01239871)
Mr. Saket Agrawal	Director (DIN: 06960186)
Dr. Bharat Kumar Singh	Independent Director (DIN: 00274435)
Dr. Satish Ugrankar	Independent Director (DIN: 00043783) (appointed w.e.f. 18.11.2024)
Mr. Sachin Shah	Executive Director and Fund Manager (DIN: 10646888) (Appointed w.e.f. 24.06.2024)
Mr. Manish Sonthalia	Director and Chief Investment Officer (DIN: 10646893) (Appointed w.e.f. 24.06.2024)
Mr. G. C. Vasudeo	Director (DIN: 00021772) (up to 12.08.2024)

### COMPANY SECRETARY

Ms. Aditi Brahmabhatt (ACS 39811) (resigned w.e.f. 28.12.2024)  
Mr. Labhesh Doshi (ACS 57902) (appointed w.e.f. 17.03.2025)

### STATUTORY AUDITORS

B. L. Sarda & Associates, Chartered Accountants  
61, Rajgir Chambers, 7th floor,  
Opp. Old Custom House,  
12/14 Shahid Bhagat Singh Road,  
Mumbai - 400023  
Tel. No.: 022-22664618, 022-22662752

### SECRETARIAL AUDITORS

Parikh & Associates  
Company Secretaries  
111, 11th Floor, Sai-Dwar CHS Ltd., SAB TV Lane,  
Opp. Laxmi Industrial Estate, Off Link Road, Above Shabari Restaurants,  
Andheri (West), Mumbai - 400053  
Tel. No.: 26301232 / 26301233

### INTERNAL AUDITORS

Lovi Mehrotra & Associates, Chartered Accountants

### BANKERS

HDFC Bank Limited  
AXIS Bank Limited  
State Bank of India

### REGISTERED OFFICE

The Ruby, 7th Floor, Senapati Bapat Marg,  
Dadar (West), Mumbai - 400028  
Tel No: 022 - 6612 1212

### ADMINISTRATIVE OFFICE

Paragon Centre, "C-06", Ground Floor,  
P. B. Marg, Opp. Century Mills,  
Worli, Mumbai - 400 013  
Tel No: 022 - 6629 9299

### CORPORATE IDENTITY NUMBER

U67190MH2010PLC203819

### WEBSITE

[www.emkayim.com](http://www.emkayim.com)

## NOTICE

**NOTICE** is hereby given that the Fifteenth Annual General Meeting (“**AGM**”) of the Members of **EMKAY INVESTMENT MANAGERS LIMITED (“COMPANY” OR “EIML”)** will be held on Friday, August 8, 2025, at 3.00 P.M. at the Registered Office of the Company at The Ruby, 7th Floor, Senapati Bapat Marg, Dadar (West), Mumbai-400028 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 on March 31, 2025 together with the reports of the Board of Directors and the Auditors thereon.
- 2) To appoint a Director in place of Mr. Saket Agrawal (DIN: 06960186), who retires by rotation and being eligible, offers himself for re-appointment.

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

“**RESOLVED THAT** pursuant to the provision of Section 152(6) of the Companies Act, 2013 (“**the Act**”) and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Saket Agrawal (DIN: 06960186), who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as the Non-Executive Director of the Company, liable to retire by rotation.”

### SPECIAL BUSINESS

- 3) **Appointment of Dr. Satish Ugrankar (DIN: 00043783) as an Independent Director of the Company**

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 Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013, and relevant Rules made there under (including any statutory modification(s) or re-enactment(s) thereof

for the time being in force), read with Schedule IV of the Companies Act, 2013, Dr. Satish Ugrankar (DIN: 00043783), who was appointed as an Additional Director in the capacity of Independent Director of the Company, as per the recommendation of Nomination, Remuneration and Compensation Committee and the Board with effect from November 18, 2024 under Section 161 of the Companies Act, 2013 and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director, who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five consecutive years from November 18, 2024 up to November 17, 2029.

**RESOLVED FURTHER THAT** any Director of the Company and the Company Secretary be and are hereby severally authorized to do all such acts, matters, deeds, things as may be necessary or expedient or incidental or desirable to give effect to the above Resolution.”

**BY ORDER OF THE BOARD OF DIRECTORS**  
**For Emkay Investment Managers Limited**

**Labhesh Doshi**  
**Company Secretary**  
**ACS 57902**

**Registered Office:**  
**The Ruby, 7<sup>th</sup> Floor,**  
**Senapati Bapat Marg, Dadar (West),**  
**Mumbai - 400028**

**Place: Mumbai**  
**Dated: May 19, 2025**



## NOTICE (Contd.)

**NOTES FOR MEMBERS' ATTENTION:**

1. A member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint Proxy/ Proxies to attend and vote instead of himself/ herself. Proxy/Proxies need not be a member of the Company. A person can act as a proxy on behalf of members not exceeding fifty (50) and holding not more than ten percent (10%) of the total share capital of the Company. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such a proxy shall not act as a proxy for any other person or shareholder. Proxies in order to be effective must be received by the Company at its registered office not later than forty-eight hours before the commencement of the meeting. A proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.
2. Pursuant to Section 113 of the Act, the corporate members may appoint representatives for the purpose of participation and voting in the AGM.  
Corporate Members intending to send their authorized representatives to attend the AGM are requested to send a duly certified copy of their board resolution.
3. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before Friday, August 08, 2025, through email to [secretarial@emkayglobal.com](mailto:secretarial@emkayglobal.com). The same will be replied by the Company suitably.  
Members may note that the Notice and Annual Report 2024-25 will also be available on the Company's website at weblink <https://emkayim.com/investor-relations>.
4. The Register of Members and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 and Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the

Companies Act, 2013 and all other documents referred to in the Notice will be available for inspection by the Members of the Company at registered office of the Company during business hours 10:00 A.M. to 6.00 P.M. (except Saturday and Sunday) upto the date of AGM and will also be available during the AGM.

5. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
6. Members/Proxies/Representatives should bring the enclosed Attendance Slip, duly filled in, for attending the meeting. Copies of the Annual Report or Attendance Slips will not be distributed at the meeting.
7. Explanatory statement pursuant to Section 102 of the Companies Act, 2013, with respect to item no. 3 is annexed to this Notice.
8. The term 'Member(s)' has been used to denote Shareholders of the Company.

**BY ORDER OF THE BOARD OF DIRECTORS  
For Emkay Investment Managers Limited**

**Labhesh Doshi**  
**Company Secretary**  
**ACS 57902**

**Registered Office:**  
**The Ruby, 7<sup>th</sup> Floor,**  
**Senapati Bapat Marg, Dadar (West),**  
**Mumbai - 400028**

**Place: Mumbai**  
**Dated: May 19, 2025**

## NOTICE (Contd.)

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

The following is the explanatory statement as required under Section 102 of the Companies Act, 2013, sets out all material facts relating to Special Business mentioned in the accompanying Notice for convening the Annual General Meeting of the members of the Company:

**Item No. 3****Appointment of Dr. Satish Ugrankar (DIN: 00043783) as an Independent Director of the Company**

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ("the Act"), the Board of Directors at its meeting held on November 18, 2024, had appointed Dr. Satish Ugrankar (DIN: 00043783) as an Additional Director in the capacity of Independent Director of the Company with effect from November 18, 2024, not liable to retire by rotation, subject to the approval of the Members at the Annual General Meeting. As an Additional Director, Dr. Satish Ugrankar holds office up to the date of this Annual General Meeting and is eligible to be appointed as an Independent Director of the Company. The Company has received a declaration of independence from Dr. Satish Ugrankar. In the opinion of the Board, Dr. Satish Ugrankar fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder for appointment as an Independent Director of the Company.

The Company has received a notice under Section 160 of the Act, from a Member signifying its intention to propose the appointment of Dr. Satish Ugrankar as Director of the Company. It is proposed to appoint Dr. Satish Ugrankar as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five consecutive years commencing from November 18, 2024 to November 17, 2029.

A copy of the draft Letter of Appointment for Independent Directors, setting out terms and conditions of appointment of Independent Director is available for inspection at the Registered Office/Corporate Office of the Company during business hours on any working day and is also available on the website of the Company at weblink: <https://emkayim.com/investor-relations>.

Dr. Satish Ugrankar has given his consent for his appointment as an Independent Director of the Company and has also confirmed that he has not incurred any disqualification under Section 164 (1) or 164 (2) of the Act. During F.Y. 2024-25, Dr. Satish Ugrankar was not paid any sitting fees for attending the meetings of the Board or any Committee thereof.

Disclosure pursuant to Secretarial Standard on General Meetings issued by the Institute of the Company Secretaries of India is as under:

1.	<b>Name of the Director</b>	Dr. Satish Ugrankar
2.	<b>DIN</b>	00043783
3.	<b>Age &amp; Date of Birth</b>	79 years (DOB 18/09/1945)
4.	<b>Date of first appointment on Board</b>	November 18, 2024
5.	<b>Brief resume including qualification and experience</b> (i) <b>Qualification</b> (ii) <b>Experience</b>	(i) M.S., D'ORTH (CPS), and F.C.P.S. (CPS), (Mumbai) (ii) He was on the Board of FDC Limited for around 51 years. Presently, he is on the Board of Emkay Global Financial Services Limited as an Independent Director.
6.	<b>Expertise in specific functional areas</b>	Board Service and Governance
7.	<b>Other Directorships (as on May 19, 2025)</b>	Emkay Global Financial Services Limited
8.	<b>Chairmanship/ Membership of Committees in Companies in which position of Director is held (as on May 19, 2025)</b>	Emkay Global Financial Services Limited - Stakeholder Relationship Committee - Chairman Audit Committee – Member Nomination, Remuneration and Compensation Committee – Member
9.	<b>Listed entities from which the Director has resigned in the past three years</b>	NIL
10.	<b>Relationship with other Directors, Managers and Key Managerial Personnel of the Company</b>	None
11.	<b>No. of equity shares held in the Company (as on May 19, 2025)</b>	NIL



## NOTICE (Contd.)

12.	<b>No. of board meetings attended during the financial year (FY 2024-25)</b>	2 out of 3
13.	<b>No. of Committee meetings attended during the financial year (FY 2024-25)</b>	Nomination, Remuneration & Compensation Committee 2 out of 2
14.	<b>Terms and conditions of appointment including remuneration</b>	Appointed as an Independent Director not liable to retire by rotation

The Board recommends the resolution set out at Item No. 3 of the Notice for your approval as Ordinary Resolution.

Except Dr. Satish Ugrankar being an appointee, none of the other Directors, Key Managerial Personnel of the Company or relatives of Director/Key Managerial Personnel, are in

any way deemed to be concerned or interested financially or otherwise in the resolution set out at item No. 3 of the Notice.

**BY ORDER OF THE BOARD OF DIRECTORS  
For Emkay Investment Managers Limited**

**Labhesh Doshi  
Company Secretary  
ACS 57902**

**Registered Office:  
The Ruby, 7<sup>th</sup> Floor,  
Senapati Bapat Marg, Dadar (West),  
Mumbai - 400028**

**Place: Mumbai  
Dated: May 19, 2025**



# REPORT OF THE BOARD OF DIRECTORS

Dear Members,

Your Directors present the Fifteenth Annual Report of your Company and the Audited Financial Statements for the year ended on March 31, 2025.

## 1. FINANCIAL RESULTS

An overview of the financial performance of the Company for the financial year 2024-25 is as under:

(₹ in Lakhs)		
Particulars	For the year ended 31.03.2025	For the year ended 31.03.2024
Revenue from Operations	1,972.10	1,488.43
Other Income	138.27	250.94
Expenses	2,393.43	1,661.29
<b>Profit/(Loss) Before Tax</b>	(283.06)	78.08
Less: Provision for Taxation	-	15.58
Less: Deferred Tax Charge / (Benefit)	(73.91)	(9.00)
Short / (Excess) Provision for Taxation for Earlier Year	6.65	5.04
<b>Profit/(Loss) After Tax</b>	(215.80)	66.46
Other Comprehensive Income / (Loss) (net of tax)	(7.43)	(1.72)
Total Comprehensive Income	(223.23)	64.74

## 2. REVIEW OF OPERATIONS AND BUSINESS HIGHLIGHTS

During the year under review, your Company recorded a total income of ₹ 2,110.37 lakhs as compared to ₹ 1,739.37 lakhs in the previous financial year.

The Company incurred a loss of ₹ 215.80 lakhs compared to Profit after tax of ₹ 66.46 lakhs in previous financial year.

During the year under review, Revenue from operations comprised of Portfolio Management fees and Alternate Investment Fund Management Fees as under:

(₹ in Lakhs)		
Particulars	For the year ended 31.03.2025	For the year ended 31.03.2024
Portfolio Management Fees	1,203.42	829.88
Alternate Investment Fund Management Fees	768.68	658.55

## 3. TRANSFER TO RESERVES

In view of losses, the Company has not transferred any amount to General Reserve.

## 4. DIVIDEND

During the year under review, the Company has incurred losses and hence your directors do not recommend any dividend for the Financial Year 2024-25.

## 5. ANNUAL RETURN

The Annual Return as required under Section 92(3) and Section 134 of the Companies Act, 2013 read with Rule 12 of the Companies (Management and Administration) Rules, 2014 is available on the Company's website at <http://www.emkayim.com/Investor-relations>.

## 6. MATERIAL CHANGES BETWEEN THE END OF THE FINANCIAL YEAR AND THE DATE OF REPORT

There have been no material changes and commitments between the end of the Financial Year 2024-25 and the date of this report adversely affecting the financial position of the Company.

## 7. DIRECTORS & KEY MANAGERIAL PERSONNEL (KMP)

### a) Directors

As of March 31, 2025, your Company's Board of Directors comprises 6 (six) members, i.e. 2 (two) Executive Directors, 2 (two) non-executive independent directors and 2 (two) non-executive directors.

### Changes in Directors:

#### (i) Appointment of Directors:

The Board of Directors of the Company at their meeting held on November 11, 2024, based on recommendations of the Nomination, Remuneration and Compensation Committee approved the appointment of Dr. Satish Ugrankar (DIN: 00043783) as an Additional Director in the capacity of Independent Director of the Company for a period of five years with effect from November 18, 2024 to November 17, 2029, who shall be not liable to retire by rotation. The appointment of Dr. Satish Ugrankar is being placed for approval of the shareholders of the Company at the ensuing Annual General Meeting. The Company has received a notice under Section 160 proposing the candidature of Dr. Satish Ugrankar for the office of Director of the Company. Your Board recommends his appointment as an Independent Director of the Company not liable to retire by rotation. His appointment forms part of the Notice of the forthcoming 15<sup>th</sup> Annual General Meeting and the respective resolution is recommended for your approval.





## REPORT OF THE BOARD OF DIRECTORS

The Board of Directors of the Company at their meeting held on June 24, 2024 based on recommendations of the Nomination, Remuneration and Compensation Committee, inter-alia, approved the following appointments, respectively, subject to the approval of the shareholders of the Company:

- Mr. Manish Sonthalia (DIN: 10646893) as Whole Time Director of the Company, not liable to retire by rotation, for a period of three years with effect from June 24, 2024 to June 23, 2027.
- Mr. Sachin Shah (DIN: 10646888) as Whole Time Director of the Company, not liable to retire by rotation, for a period of three years with effect from June 24, 2024 to June 23, 2027.

The appointment of Mr. Manish Sonthalia as Whole Time Director designated as Director and Chief Investment Officer and Mr. Sachin Shah as Whole Time Director designated as Executive Director and Fund Manager, respectively, for the term mentioned above was subsequently approved by the shareholders at the Extra Ordinary General Meeting held on June 24, 2024.

### (ii) Cessation of Director:

During the year under review, Mr. G. C. Vasudeo (DIN: 00021772) ceased to be the Director of the Company with effect from August 13, 2024 on completion of his 2<sup>nd</sup> term of tenure as Independent Director of Emkay Global Financial Services Limited ("EGFSL") ("Holding Company"). Consequently, he ceased to be Director nominated by Holding Company on the Board of the Company.

The Board placed on record its sincere appreciation for the valuable contribution and services rendered by Mr. G. C. Vasudeo during his tenure as Director of the Company.

### Directors retiring by rotation:

In accordance with the provisions of Section 152 of the Companies Act, 2013 read with Companies (Management & Administration) Rules, 2014 and Articles of Association of the Company, Mr. Saket Agrawal (DIN: 06960186), Director of the Company is liable to retire by rotation and being eligible, offers himself for re-appointment. Your Board recommends his re-appointment. His re-appointment forms part of the Notice of the forthcoming 15<sup>th</sup> Annual General Meeting and the respective resolution is recommended for your approval.

### b) Key Managerial Personnel (KMP)

During the year under review, Ms. Aditi Brahmabhatt resigned as Company Secretary of the Company (Key Managerial Personnel) with effect from December 28, 2024, and the following three persons were formally noted as Key Managerial Personnel of the Company in compliance with the provisions of Section 203 of the Companies Act, 2013:

1. Mr. Manish Sonthalia – Whole Time Director (Appointed w.e.f. June 24, 2024)
2. Mr. Sachin Shah – Whole Time Director (Appointed w.e.f. June 24, 2024)
3. Mr. Labhesh Doshi – Company Secretary (Appointed w.e.f. March 17, 2025)

### 8. INDEPENDENT DIRECTORS

The Company has received a declaration from Dr. Bharat Kumar Singh and Dr. Satish Ugrankar confirming that:

- they meet the criteria of independence as prescribed under the provisions of the Act, read with Schedule IV and Rules issued thereunder. There has been no change in the circumstances affecting their status as Independent Directors of the Company.
- they have complied with the Code for Independent Directors prescribed under Schedule IV to the Act; and
- they have registered themselves with the Independent Director's Database maintained by the Indian Institute of Corporate Affairs and have qualified the online proficiency self-assessment test or are exempted from passing the test as required in terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment and Qualifications of Directors) Rules, 2014.

All the Directors of the Company have confirmed that they are not disqualified from being appointed as Directors in terms of Section 164 (1) or 164(2) of the Act read with Rule 14(1) of the Companies (Appointment and Qualifications of Directors) Rules, 2014.

### 9. CAPITAL STRUCTURE

During the year under review, there was no change in Authorized Share Capital and Issued, Subscribed and Paid-up Capital of the Company.

Authorized Share Capital of the Company comprised of ₹ 11 crores divided into 1,10,00,000 Equity Shares of ₹ 10/- each.

Issued, Subscribed and Paid-up capital comprised of ₹ 9 crores divided into 90,00,000 Equity Shares of ₹ 10/- each.

## REPORT OF THE BOARD OF DIRECTORS

All the shares issued by the Company rank pari-passu in all respects and carry the same rights as existing equity shareholders.

Pursuant to Section 43 read with Rule 4(4) of the Companies (Share Capital and Debentures) Rules, 2014, during the year under review, the Company has not issued any shares with differential voting rights.

Pursuant to Section 54 read with Rule 8(13) of the Companies (Share Capital and Debentures) Rules, 2014, during the year under review, the Company has not issued any sweat equity shares.

### 10. EMPLOYEE STOCK OPTION SCHEME

The Company introduced Employee Stock Option Plan-2023 (ESOP 2023) during the financial year 2023-24 to inter-alia provide an avenue for reward and retention of key talents as the Company grows and for providing employees an opportunity to acquire or expand equity interest in the Company.

During the year under review, the Nomination, Remuneration and Compensation (“NRC”) Committee of the Company has granted stock options under ESOP-2023 scheme to the eligible employees (each option carrying entitlement for one share of the face value of ₹ 10/- each). The exercise price for the purposes of the grant of Options will be decided by NRC at the time of grant of options to the employees/directors. The exercise price shall be determined having regard to the fair value of the Company's equity shares immediately prior to the date of the Grant of the Options, which for this purpose shall be the date on which NRC meets to make its recommendations for the grant of Options. NRC may, at its sole discretion, consider a discount to such fair value.

The disclosures required to be made in the Boards' Report in respect of the aforesaid ESOP 2023, in terms of Section 62(1)(b) of the Companies Act, 2013, read with Rule 12(9) of Companies (Share Capital and Debentures) Rules, 2014 and pursuant to Regulation 14 with Part F of Schedule I of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 are contained in “Annexure A” forming part of the Directors' Report and also disclosed in Note No. 30 of the Financial Statements.

The Annual Report containing the aforesaid details is uploaded on the website of the Company i.e. <https://emkayim.com/investor-relations/>.

### 11. SHARES HELD IN TRUST FOR THE BENEFIT OF EMPLOYEES WHERE VOTING RIGHTS ARE NOT EXERCISED DIRECTLY BY THE COMPANY

During the year under review, the Company has not formed any ESOP trust and therefore pursuant to Section 67(3) read with Rule 16(4) of the Companies (Share Capital and Debentures) Rules, 2014, the disclosure relating to voting rights not exercised directly by employees in respect of shares acquired through any scheme for provision of money for purchase or subscription of shares by employees, or by trustees for the benefit of employees, is not applicable.

### 12. CORPORATE GOVERNANCE

#### NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS

During the Financial Year 2024-25, 9 meetings of the Board of Directors were held on 25.04.2024, 14.05.2024, 24.06.2024, 06.08.2024, 25.10.2024, 18.11.2024, 26.12.2024, 29.01.2025 and 17.03.2025. The details of attendance of the Directors at the meetings are as under:

Name of the Directors	Category	Board Meetings during Financial Year 2024-25	
		Held	Attended
Mr. G. C. Vasudeo*	Director	3	3
Mr. Rajesh Sharma	Director	9	9
Mr. Saket Agrawal	Director	9	9
Dr. Bharat Kumar Singh	Independent Director	9	8
Mr. Sachin Shah**	Whole Time Director designated as Executive Director and Fund Manager	5	5
Mr. Manish Sonthalia**	Whole Time Director designated as Director and Chief Investment Officer	5	5
Dr. Satish Ugrankar***	Independent Director	3	2

\* Mr. G. C. Vasudeo ceased to be Director of the Company with effect from August 13, 2024 on completion of his 2<sup>nd</sup> term of tenure as Independent Director of Emkay Global Financial Services Limited (“EGFSL”) (“Holding Company”).

\*\* Mr. Sachin Shah and Mr. Manish Sonthalia were appointed with effect from June 24, 2024

\*\*\* Dr. Satish Ugrankar was appointed as an Additional Director of the Company in the capacity of Independent Director with effect from November 18, 2024.

### AUDIT COMMITTEE

Provisions of Section 177 of the Companies Act, 2013 pertaining to constitution of Audit Committee are not applicable to the Company. Accordingly, the Company has not constituted the Audit Committee.



## REPORT OF THE BOARD OF DIRECTORS

### NOMINATION AND REMUNERATION COMMITTEE

Pursuant to the provisions of Section 178 of the Companies Act, 2013, the constitution of Nomination and Remuneration Committee are not applicable to the Company.

However, during the year under review, the Nomination, Remuneration and Compensation (NRC) Committee was constituted in line with SEBI (Share Based Employee Benefit and Sweat Equity) Regulation, 2021, for the purpose of implementation of its ESOP-2023 scheme on September 05, 2023. The NRC Committee comprised of Dr. Bharat Kumar Singh, Dr. Satish Ugrankar and Mr. Saket Agrawal as on March 31, 2025.

The details of attendance of the Directors at the NRC Committee meetings are as under:

Name of the Director	Category	NRC Meetings during Financial Year 2024-25	
		Held	Attended
Mr. G. C. Vasudeo*	Director	1	1
Dr. Bharat Kumar Singh	Independent Director	4	4
Mr. Saket Agrawal	Director	4	4
Dr. Satish Ugrankar**	Independent Director	2	2

\* Mr. G. C. Vasudeo ceased to be a member of NRC with effect from August 13, 2024.

\*\*\* Dr. Satish Ugrankar was induced as member of NRC with effect from November 18, 2024.

### CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE

Since the Company was not falling in any of the criteria given under section 135 of the Companies Act, 2013, during the immediately preceding Financial Year 2023-24, the Company was not required to constitute the Corporate Social Responsibility Committee.

### 13. DETAILS OF MEETING OF SHAREHOLDERS

The 14<sup>th</sup> Annual General Meeting of the Company was held on August 07, 2024.

The then Chairperson of the Nomination, Remuneration and Compensation Committee, Mr. G. C. Vasudeo - attended the Annual General Meeting to answer shareholder's queries.

### 14. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the provisions of Section 134(3)(c) of the Companies Act, 2013, the Directors confirm that:

- In the preparation of the annual accounts, the applicable accounting standards have been followed and that there are no material departures;

- The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year 31.03.2025 and of the profit/loss of the Company for the year under review;
- The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- The Directors have prepared the annual accounts on a going concern basis;
- The Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate & operating effectively.

### 15. PUBLIC DEPOSITS

During the year under review, your Company has not accepted and/or renewed any public deposits in terms of the provisions of Section 73 and 76 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014.

### 16. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

Details of Loans, Guarantees or Investments covered under Section 185 and 186 of the Companies Act, 2013, are given under notes to the Financial Statements.

### 17. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES REFERRED TO IN SECTION 188(1) OF THE COMPANIES ACT, 2013

The details of the related party transactions, as per requirement of Accounting Standards-18 are disclosed in notes to the financial statements of the Company for the Financial Year 2024-25. All the directors have disclosed their interest in Form MBP-1 pursuant to the provisions of Section 184 of the Companies Act, 2013 and as and when any changes in their interest take place, such changes are placed before the Board at its meetings. None of the transactions with any of the related parties was in conflict with the interest of the Company. The particulars of contracts

## REPORT OF THE BOARD OF DIRECTORS

or arrangements with related parties referred to in Section 188(1), in prescribed Form AOC-2 under Companies (Accounts) Rules, 2014 are appended as “Annexure B”.

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

Conservation of Energy, Technology Absorption do not have much relevance to the activities of the Company since it does not own any manufacturing facility and hence the disclosure of information to be disclosed in terms of Section 134(3) (m) read with Rule 8(3) of the Companies (Accounts) Rules, 2014 in respect of Conservation of Energy, Technology Absorption are not given.

There were no Foreign Exchange earnings during the year under review.

The total Foreign Exchange Outgo during the year under review was ₹ 13.78 lakhs.

#### 19. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE COURTS OR REGULATORS

During the year under review no significant and material orders were passed by the Regulators / Courts/tribunals which would impact the going concern status of the Company and its future operations. Further, no penalties have been levied by any Regulators.

#### 20. STATUTORY AUDITORS

Pursuant to the provisions of Section 139 and all other applicable provisions of the Companies Act, 2013 (“the Act”) read with Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or reenactment(s) thereof for the time being in force), M/s. B. L. Sarda & Associates, Chartered Accountants, bearing Firm Registration Number 109266W with the Institute of Chartered Accountants of India (ICAI) were re-appointed as the Statutory Auditors of the Company at the 14<sup>th</sup> Annual General Meeting held on August 7, 2024 for a period of 5 years from 14<sup>th</sup> AGM until conclusion of 19<sup>th</sup> AGM to be held for the financial year 2028-29.

There are no qualifications or observations or remarks made by the Auditors in their report.

#### 21. CHANGE IN ACCOUNTING POLICY

The Company has adopted Indian Accounting Standard (IND AS) with effect from 1st April 2019 and the effective date of such transition is 1st April 2018. There is no change in the Accounting Policy thereafter.

#### 22. INTERNAL AUDITOR

M/s Lovi Mehrotra & Associates, Chartered Accountants, Mumbai, Registration No. FRN 504724N were appointed as the Internal Auditors of the Company for the Financial year 2024-25.

#### 23. SECRETARIAL AUDIT

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company being a material unlisted subsidiary of Emkay Global Financial Services Limited (Listed Holding Company) was required to obtain Secretarial Audit Report from Practicing Company Secretary. Accordingly, M/s. Parikh & Associates were appointed as the Secretarial Auditors of the Company for the Financial year 2024-25.

There is no qualification, disclaimer and adverse remarks in the Report of the Secretarial Auditor of the Company for the end of the financial year 2024-25 and the report has been attached as “Annexure C”.

#### 24. COST RECORDS AND COST AUDIT

Maintenance of cost records and requirement of cost audit as prescribed under the provisions of Section 148(1) of the Companies Act, 2013 and rules made thereunder are not applicable for the business activities carried out by the Company.

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

There was no change in the nature of the business of the Company during the Financial Year 2024-25.

#### 26. REPORTING OF FRAUDS BY AUDITORS

During the year under review, the Statutory Auditor has not reported to the Board as specified under Section 143(12) of the Companies Act, 2013, any instances of fraud committed against the Company by its officers or employees, the details of which would need to be mentioned in the Board’s report.

#### 27. INTERNAL FINANCIAL CONTROL AND ITS ADEQUACY

The Company has an adequate internal financial control system over financial reporting and such internal financial controls over financial reporting were operating effectively during the Financial Year 2024-25.

#### 28. SECRETARIAL STANDARDS

The Company complies with the applicable Secretarial Standards issued by the Institute of Company Secretaries of India.



## REPORT OF THE BOARD OF DIRECTORS

### 29. DETAILS OF SUBSIDIARY, JOINT VENTURE OR ASSOCIATE COMPANIES

As on March 31, 2025, the Company does not have any Subsidiary, Joint Venture or Associate Companies. However, during the year under review, the Company has opened a branch office/representative office in Dubai (United Arab Emirates).

### 30. RISK MANAGEMENT POLICY

Pursuant to section 134(3) (n) of the Companies Act, 2013 the Company has adhered to the principles of sound risk management and already has a Risk Management Policy in place. An ongoing exercise is being carried out to identify, evaluate, manage and for monitoring of both business and non-business risk. The Board periodically reviews the risks and suggests steps to be taken to control and mitigate the same through a properly defined framework.

### 31. DETAILS OF ESTABLISHMENT OF VIGIL MECHANISM FOR DIRECTORS AND EMPLOYEES

The establishment of a Vigil Mechanism is not applicable to the company as per the provisions of Section 177 of the Companies Act, 2013.

### 32. MANAGERIAL REMUNERATION

During the year under review, the employees were drawing remuneration pursuant to Section 197 of the Companies Act, 2013 read with Rule 5 (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the details of the same will be made available if a written request is received from the shareholders.

### 33. INFORMATION UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

During the year under review, no complaints was filed under Section 4 of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

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

### 34. DETAILS OF APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 (31 OF 2016) DURING THE YEAR ALONG WITH THEIR STATUS AS AT THE END OF THE FINANCIAL YEAR

Neither application was made nor any proceeding is pending under the Insolvency and Bankruptcy Code, 2016 (31 of 2016) during FY 2024-25.

### 35. DETAILS OF DIFFERENCE BETWEEN THE 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 THEREOF

Not Applicable

### 36. REVISION IN FINANCIAL STATEMENTS OF THE COMPANY

During the year under review, there was no revision in the financial statements of the Company.

### 37. ACKNOWLEDGEMENT

Your Directors would like to take this opportunity to express sincere gratitude towards the customers, bankers and other business associates for the continued cooperation and patronage provided by them. Your Directors gratefully acknowledge the ongoing co-operation and support provided by the Government Authorities, Regulatory Bodies and other entities dealing with the Company.

Your Directors place on record their deep appreciation for the exemplary contribution made by employees at all levels.

**For and on behalf of the Board of Directors  
For Emkay Investment Managers Limited**

**Sachin Shah**  
Executive Director  
and Fund Manager  
DIN: 10646888

**Saket Agrawal**  
Director  
DIN: 06960186

**Place: Mumbai**

**Dated: May 19, 2025**



## REPORT OF THE BOARD OF DIRECTORS

## ANNEXURE “A”

## (Forming part of the Board of Directors’ report)

## Disclosures with respect to Employees Stock Option Scheme of the Company

Pursuant to the provisions of Section 62(1)(b) of the Companies Act, 2013, read with Rule 12(9) of The Companies (Share Capital and Debentures) Rules, 2014 and pursuant to Regulation 14 with Part F of Schedule I of the Securities and Exchange Board of India (Share Based Employee Benefits and sweat Equity) Regulations, 2021.

Emkay Investment Managers Limited (“EIML” or “Company”) has implemented Employee Stock Option Plan - 2023 (“ESOP 2023”)

All relevant details of these scheme(s) are provided below:

Sr. No.	Particulars	ESOP 2023
A.	Relevant disclosures in terms of the accounting standards prescribed by the Central Government in terms of section 133 of the Companies Act, 2013 (18 of 2013) including the ‘Guidance note on accounting for employee share – based payments’ issued in that regards from time to time.	Disclosed in notes to accounts – Note No. 30 of Standalone Audited Financial Statements for the year ended March 31, 2025, and the said disclosure is in accordance with IND-AS 102-Share Based Payment.
B.	Diluted EPS on issue of shares pursuant to all the schemes covered under the regulations shall be disclosed in accordance with ‘Accounting Standard 20 – Earnings Per Share’ issued by Central Government or any other relevant accounting standards as issued from time to time.	Diluted Earnings Per Share – Note No. 27 of Standalone Financial Statements of the Company respectively for the year ended March 31, 2025, and the said disclosure is provided in accordance with the IND – AS 33 – Earnings Per share.

## Details related to ESOP Scheme

## C. Description of ESOP Scheme that existed at any time during the year, including the general terms and conditions of each Scheme:

Sr. No.	Particulars	ESOP 2023
(i)	<b>General Terms and conditions of ESOP Scheme</b>	
a.	Date of Shareholders Approval	September 14, 2023, along with January 23, 2024
b.	Total Number of Options under the plan	13,50,000
c.	Vesting Requirement	Minimum 1 year to Maximum 5 years from date of grant of options.
d.	Exercise price/Pricing Formula	The exercise price for the purposes of the grant of Options will be decided by Nomination, Remuneration and Compensation Committee at the time of grant of options to the employees/ directors. The exercise price shall be determined having regard to the fair value of the Company’s equity shares immediately prior to the date of Grant of the Options, which for this purpose shall be the date on which NRC meets to make its recommendations for the grant of Options. NRC may, at its sole discretion, consider a discount to such fair value.
e.	Maximum term of options granted (years)	Maximum exercise period for exercise of options granted would be 3 (three) years from the date of vesting
f.	Source of shares (Primary, Secondary or combination)	Primary
g.	Variation in terms of options	Options linked to the achievement of targets of certain employees were rolled over with or without the revision in the target and vesting period in the interest of those employees



## REPORT OF THE BOARD OF DIRECTORS

Sr. No.	Particulars	ESOP 2023									
(ii)	Method used to Account for ESOP										
	Accounting method used for ESOP (Intrinsic or Fair Value)	The Company has calculated the employee compensation cost using the Fair value method of accounting for the Options granted.									
(iii)	Where the Company opts for expensing of the options using the intrinsic value of the options, the difference between the employee compensation cost so computed and the employee compensation cost that shall be recognized if it had used the fair value of the options shall be disclosed. The impact of this difference on profits and on EPS of the Company shall also be disclosed	The Company has prepared its financials basis IND-AS and calculated the employee compensation cost using fair value options and hence there is no difference.									
(iv)	Option Movement during the year										
1.	Number of options outstanding at the beginning of the year	10,89,000									
2.	Number of options granted during the year	1,27,500									
3.	Number of options forfeited/lapsed during the year	18,000									
4.	Number of options vested during the year	2,70,000									
5.	Number of options exercised during the year	NIL									
6.	Total number of shares arising as a result of exercise of options	NIL									
7.	Money realized by exercise of options	NIL									
8.	Loan repaid by the Trust during the year from exercise price received	Not applicable									
9.	Number of options outstanding at the end of the year	11,98,500									
10.	Number of options exercisable at the end of the year	1,51,500									
(v)	Weighted average exercise prices and weighted-average fair values of options shall be disclosed separately for options whose exercise price either equals or exceeds or is less than the market price of the stock - Exercise price is equal to market price - Exercise price is greater than market price - Exercise price is lower than market price	<table><tr><th>Weighted average Exercise price</th><th>Weighted average Fair value</th></tr><tr><td>31.12</td><td>10.53</td></tr><tr><td>N.A.</td><td>N.A.</td></tr><tr><td>N.A.</td><td>N.A.</td></tr></table>		Weighted average Exercise price	Weighted average Fair value	31.12	10.53	N.A.	N.A.	N.A.	N.A.
Weighted average Exercise price	Weighted average Fair value										
31.12	10.53										
N.A.	N.A.										
N.A.	N.A.										
(vi)	Employee-wise details of options granted during the financial year 2024-2025 to:										
(a)	Senior Managerial personnel and Key Managerial Personnel	Details with respect to the grants made to the Senior Management Personnel and Key Managerial Personnel shall be made available to the Members based on a request received by the Company at <a href="mailto:secretarial@emkayglobal.com">secretarial@emkayglobal.com</a>									
(b)	Employees who were granted, during any one year, options amounting to 5% or more of the options granted during the year	During F.Y. 2024-25, there were no employees to whom options were granted options amounting to 5% or more. However, options were granted to Mr. Manish Sonthalia, Director and Chief Investment Officer - 7,20,000 stock options during F. Y. 2023-24.									



## REPORT OF THE BOARD OF DIRECTORS

Sr. No.	Particulars	ESOP 2023
(c)	Identified employees who were granted options, during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant	During F.Y. 2024-25, there were no employees to whom options were granted, equal to or exceeding 1% of the issued capital. However, options were granted to the following 3 employees, during any one year, equal to or exceeding 1 % of the issued capital as below: 1. Mr. Manish Sonthalia, Director and Chief Investment Officer was granted 7,20,000 stock options during F.Y. 2023-24. 2. Mr. Sachin Shah, Executive Director and Fund Manager was granted 1,80,000 stock options during F. Y. 2023-24. 3. Mr. Kashyap Jhaveri, Co-Fund Manager and Head of Research, was granted 90,000 stock options during F.Y. 2023-24.
(vii)	A description of the method and significant assumptions used during the year to estimate the fair values of options including the following information:	
	Risk free interest rate	7.01%
	Expected Option Life	1 ½ years from date of vesting
	Expected Dividend yield	2.86%
	Expected volatility	50%
	The price of the underlying shares in the market at the time of option grant	Not Applicable as the Company is an unlisted public company and not listed on any stock exchanges
	The Method and the assumptions made to incorporate the effects of expected early exercise	The fair value of options has been calculated by basis valuation done by an independent valuer.
	How expected volatility was determined, including an explanation of the extent to which expected volatility was based on historical volatility;	As the shares of the Company are not listed on any stock exchange and in absence of long history, the volatility is assumed as 50% as per valuation report.
	Whether and how any other features of the options granted were incorporated into the measurement of fair value, such as a market condition.	Not Applicable

**For and on behalf of the Board of Directors**  
**For Emkay Investment Managers Limited**

**Sachin Shah**  
**Executive Director and Fund Manager**  
**DIN: 10646888**

**Saket Agrawal**  
**Director**  
**DIN: 06960186**

**Place: Mumbai**  
**Dated: May 19, 2025**



## REPORT OF THE BOARD OF DIRECTORS

## ANNEXURE "B"

## Form No. AOC-2

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

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

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

Sr. No	Particulars	Details of Transaction
A	Name(s) of the related party and nature of relationship	Emkay Global Financial Services Limited (EGFSL) – Holding Company
b	Nature of contracts / arrangements /transactions	Selling/Distribution of PMS scheme/products
c	Duration of the contracts / arrangements /transactions	From April 01, 2024 to March 31, 2025
d	Salient terms of the contracts or arrangements or transactions including the value, if any	Sharing PMS Fees charged to clients introduced by wealth management vertical team of Holding Company.
e	Justification for entering into such contracts or arrangements or transactions	Wealth Management Vertical of the Holding Company is distributing PMS of the company and hence collected fees for giving business.
f	Date(s) of approval by the Board	30.01.2024
g	Amount paid as advances, if any	N.A
h	Date on which the resolution was passed in general meeting as required under first proviso to section 188	N.A
<b>Note:</b>		
## 1. As per 5th proviso to section 188(1) of the Companies Act, 2013 passing of shareholders resolution under 1st proviso is not applicable for transactions entered into between Holding Company and its wholly owned subsidiary company whose accounts are consolidated with such Holding Company and placed before the shareholders at the Annual General Meeting for approval.		
2. Necessary omnibus approval/approval of the Board in its meeting held on January 30, 2024 has been obtained prior to entering into the related party transactions.		

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

(a) Name(s) of the related party and nature of relationship	– N.A.
(b) Nature of contracts/arrangements/transactions	– N.A.
(c) Duration of the contracts / arrangements/transactions	– N.A.
(d) Salient terms of the contracts or arrangements or transactions including the value, if any:	– N.A.
(e) Date(s) of approval by the Board, if any:	– N.A.
(f) Amount paid as advances, if any:	– N.A.

There are no materially significant related party transactions of the Company which have potential conflict with the interests of the Company at large.

**For and on behalf of the Board of Directors  
For Emkay Investment Managers Limited**

**Sachin Shah**  
Executive Director and Fund Manager  
DIN: 10646888

**Saket Agrawal**  
Director  
DIN: 06960186

**Place: Mumbai**  
**Dated: May 19, 2025**

## REPORT OF THE BOARD OF DIRECTORS

ANNEXURE "C"

FORM NO. MR-3

## SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31<sup>st</sup> MARCH, 2025

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

To,  
The Members,  
EMKAY INVESTMENT MANAGERS LIMITED

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by EMKAY INVESTMENT MANAGERS LIMITED (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company, the information to the extent provided by the Company, its officers, agents and authorised representatives during the conduct of secretarial audit, the explanations and clarifications given to us and the representations made by the Management and considering the relaxations granted by The Ministry of Corporate Affairs, we hereby report that in our opinion, the Company has during the audit period covering the financial year ended on 31<sup>st</sup> March, 2025, generally complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records made available to us and maintained by the Company for the financial year ended on 31<sup>st</sup> March, 2025 according to the applicable provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contract (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; (Not applicable to the Company during the audit period)
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; (Not applicable to the Company during the audit period)
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and amendments from time to time; (Not applicable to the Company during the audit period)
  - (d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 to the extent applicable.
  - (e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; (Not applicable to the Company during the audit period)
  - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; (Not applicable to the Company during the audit period)
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 and amendments from time to time; (Not applicable to the Company during the audit period) and



## REPORT OF THE BOARD OF DIRECTORS

- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not applicable to the Company during the audit period)
- (i) Securities and Exchange Board of India (Portfolio Managers) Regulations, 2020
- (j) Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012.
- (vi) As represented by the Management there are no sector specific laws applicable to the Company.

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India with respect to board and general meetings.

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

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. 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.

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

Decisions at the Board Meetings meeting were taken unanimously.

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

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

**For Parikh & Associates**

Company Secretaries

Place: Mumbai

Date: May 19, 2025

Signature:

Anuja Parikh

Partner

FCS No: 13520 CP No: 21367

UDIN: F013520G000380227

PR No.: 6556/2025

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

## REPORT OF THE BOARD OF DIRECTORS

### ‘Annexure A’

To,  
The Members  
EMKAY INVESTMENT MANAGERS LIMITED

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

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

**For Parikh & Associates**  
Company Secretaries

Place: Mumbai  
Date: May 19, 2025

Signature:  
Anuja Parikh  
Partner  
FCS No: 13520 CP No: 21367  
UDIN: F013520G00038022  
PR No.: 6556/2025



## Independent Auditor's Report

### To The Members of EMKAY INVESTMENT MANAGERS LIMITED

#### REPORT ON THE AUDIT OF FINANCIAL STATEMENTS

##### OPINION

We have audited the accompanying financial statements of **EMKAY INVESTMENT MANAGERS LIMITED** ("the Company"), which comprises of Balance Sheet as at March 31<sup>st</sup>, 2025, the Statement of Profit and Loss (including Other Comprehensive Income), Statement of Changes in Equity and the Statement of Cash Flow for the year then ended, and notes to the financial statements, including a summary of material accounting policies and other explanatory information (hereinafter referred to as "the financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 (the Act) in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS"), and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31<sup>st</sup>, 2025, its loss, total comprehensive loss, changes in equity and its cash flows for the year ended on that date.

##### BASIS FOR OPINION

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made there under, 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 audit opinion on the financial statements.

##### INFORMATION OTHER THAN THE FINANCIAL STATEMENTS AND AUDITOR'S REPORT THEREON

The Company's Board of Directors is responsible for the preparation of other information. The Other information

comprises the information included in the Board's Report including Annexures to the Board report, but does not include the financial statement 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 during the course of our audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

##### RESPONSIBILITIES OF MANAGEMENT AND THOSE CHARGED WITH GOVERNANCE FOR THE FINANCIAL STATEMENTS

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance (including other comprehensive income), changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the 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 management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

## Independent Auditor's Report (Contd.)

**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 SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

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

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

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.

**REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS**

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the Annexure "A" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, we report that:
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books except the back-up of books of account was not kept in servers physically located in India on a daily basis for the entire year as stated in note 45(a) to the financial statements and matters stated in the paragraph 2(i)(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.
  - (c) The Balance sheet, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.





## Independent Auditor's Report (Contd.)

- (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended.
- (e) On the basis of the written representation received from the directors as on March 31, 2025 taken on records by the Board of Directors, none of the directors is disqualified as on March 31, 2025 from being appointed as a Director in terms of Section 164(2) of the Act.
- (f) The modification relating to the maintenance of accounts and other matters connected therewith are as stated in the paragraph 2(b) above on reporting under Section 143(3)(b) of the Act and paragraph 2(i)(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.
- (g) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in Annexure "B".
- (h) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of Sec 197(16) of the Act, as amended:
- In our opinion and according to the information and explanation given to us, the remuneration paid/provided by the Company to its directors during the current year is in accordance with the provisions of Section the Act, as amended, 197 of the Act. The remuneration paid to any director by the Company is not in excess of the limit laid down under section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under section 197(16) which are required to the commented upon by us.
- (i) With respect to the other matters to be included in the Auditor's report in accordance with the Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 31 to the financial statements.
  - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
  - iv. (a) The Management has represented that, to the best of its knowledge and belief, as disclosed in the note no.42(o) to the financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
  - (b) The Management has represented that, to the best of its knowledge and belief, as disclosed in the note no.42(p) to the financial statements, no funds have been received by the Company from any person or entity, including foreign entity ("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.
  - (c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub clause (i)

## Independent Auditor's Report (Contd.)

- and (ii) of Rule 11(e) of The Companies (Audit and Auditors) Rules, 2014, as provided under (iv) (a) and (b) above, contains any material misstatement.
- v. The Company has not declared or paid any dividend during the year hence compliance with section 123 of the Act is not applicable to the Company.
- vi. Based on our examination which included test checks, the Company has used two accounting softwares namely Sun System and Moneyware Integra (Miles) for maintaining its books of account which have a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software except in case of Sun System where audit trail feature at database level was enabled during the year with effect from 30th December, 2024. Further, during the course of our audit, we did not come across any instance of audit trail feature being tampered with in respect

of these softwares where audit trail feature have been enabled. Additionally, audit trail for full prior year has not been preserved as per the statutory requirements for record retention for the prior year except in case of Moneyware Integra (Miles) where the same has been preserved for the period from 24th November, 2023 to 31st March, 2024 of prior year, as stated in note 45(b) to the financial statements.

**For B. L. Sarda & Associates**

Chartered Accountants

Firm Registration No.109266W

**(CA. B. L. Sarda)**

Partner

Membership No.014568

UDIN : 25014568BMLAKK1775

Place: Mumbai

Date : 19<sup>th</sup> May, 2025



## Annexure "A" to Independent Auditor's report

**Annexure "A" to Independent Auditor's report of even date to the members of EMKAY INVESTMENT MANAGERS LIMITED on the financial statements as at and for the year ended March 31, 2025**

- (i) (a) (A) In our opinion, the Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment.
- (B) The Company has maintained proper records showing full particulars of intangible assets.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, property, plant and equipment of the Company have been physically verified by the management during the year which, in our opinion, is reasonable having regard to the size of the Company and the nature of its property, plant and equipment. According to the information and explanations given to us, no discrepancies were noticed on such verification.
- (c) The Company does not own any immovable property during the year. Accordingly, clause 3(i)(c) of the order is not applicable to the Company.
- (d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued any of its property, plant and equipment or intangible assets or both during the year. Accordingly, clause 3(i)(d) of the Order is not applicable to the Company.
- (e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made there under. Accordingly, clause 3(i)(e) of the Order is not applicable to the Company.
- (ii) (a) The Company engaged in service activities and hence it does not hold any physical inventories. Accordingly, clause 3(ii)(a) of the Order is not applicable to the Company.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been sanctioned working capital limits in

excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of the security of current assets at any point of time during the year. Accordingly, clause 3(ii)(b) of the Order is not applicable to the Company.

- (iii) In respect of Investment in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties:

- (a) (A) The Company does not hold investment in any subsidiary, joint venture or associate (as defined in the Act) during the year ended 31<sup>st</sup> March, 2025. Accordingly paragraph 3(iii)(a)(A) of the order is not applicable to the Company.

- (B) Based on the audit procedures carried out by us and as per the information and explanations given to us, the Company has not provided any guarantee and given security to Companies (other than subsidiary, joint venture or associate as defined in the Act) during the year and it has granted unsecured loans to a Company (other than subsidiary, joint venture or associate as defined in the Act) as below :

Particulars	Loans granted (₹ in Hundreds)
Aggregate amount during the year - Other parties	20,25,000.00
Balance outstanding as at the balance sheet date - Other parties	Nil

- (b) According to the information and explanations given to us and based on the audit procedures conducted by us, in our opinion, investments made during the year and the terms and conditions of the grant of loan during the year are, prima facie, not prejudicial to the Company's interest. The Company has not provided any guarantee and given security during the year.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, in our opinion, in the case of loan given, the repayment of principal and payment of interest has been stipulated and the repayments or receipts have been regular.
- (d) According to the information and explanations

## Annexure "A" to Independent Auditor's report (Contd.)

given to us and on the basis of our examination of the records of the Company, loan granted during the year have been fully squared up and therefore there are no overdue amount for more than ninety days as at 31<sup>st</sup> March, 2025 in respect of loan given and interest thereon.

- (e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no loans or advances in the nature of loans granted falling due during the year, which has been renewed or extended or fresh loans granted to settle the over dues of existing loans or advances in the nature of loans given to same parties.
- (f) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment.
- (iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Section 185 and 186 of the Act, with respect to loan granted and investments made. The Company has neither given any guarantee nor provided any security in connection with a loan to any other body corporate or person.
- (v) According to the information and explanations given to us, the Company has not accepted any deposits or amounts which are deemed to be deposits within the meaning of Section 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014. Accordingly, clause 3(v) of the Order is not applicable to the Company.
- (vi) In our opinion and according to the information and explanations given to us, the Company is not required to maintain cost records pursuant to the rules made by the Central Government under Section 148(1) of the Act. Accordingly, clause 3(vi) of the Order is not applicable to the Company.
- (vii) (a) According to the information and explanations given to us and the records of the Company examined by us, the Company is generally regular in depositing with appropriate authorities undisputed statutory dues including Goods and Services Tax, provident fund, employees' state insurance, income tax, cess and other statutory dues applicable to it. According to the information and explanations given to us, no

undisputed amounts payable in respect of the aforesaid statutory dues were in arrears, as on March 31, 2025 for a period of more than six months from the date they became payable. As explained to us, the Company did not have any dues on account of sales-tax, service tax, duty of customs, duty of excise and value added tax.

- (b) As at March 31<sup>st</sup>, 2025, according to the information and explanations given to us and the records of the Company examined by us, there are no statutory dues mentioned in para vii (a) above which have not been deposited on account of any dispute except following dues on account of income tax as at 31<sup>st</sup> March, 2025 which have not been deposited by the Company on account of a dispute:

Name of the Statute	Nature of dues	Amount of demand (₹ in Hundreds)	Period to which the amount relates	Forum where dispute is pending
Income Tax Act, 1961	Income Tax and Interest	66,907.60	F.Y. 2020-2021	Commissioner of Income Tax (Appeal)
Maharashtra Goods and Service Tax Act, 2017	GST, interest and penalty	9,194.04	F.Y. 2019-2020	Appellate Authority

- (viii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year. Accordingly, clause 3(viii) of the Order is not applicable to the Company.
- (ix) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not defaulted in the repayment of loans or borrowings or in the payment of interest thereon to any lender.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been declared a willful defaulter by any bank or financial institution or other lender.



## Annexure "A" to Independent Auditor's report (Contd.)

- (c) In our opinion and according to the information and explanations given to us by the management, the Company has not obtained any term loan during the year. Accordingly paragraph 3(ix)(c) of the order is not applicable to the Company.
- (d) According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that no funds raised on short-term basis have been used for long-term purposes by the Company.
- (e) The Company does not hold investment in any subsidiary, associate or joint venture (as defined in the Act) during the year ended 31<sup>st</sup>, March, 2025. Accordingly, clause 3(ix)(e) and (f) of the order are 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, clause 3 (x)(a) of the order is not applicable to the Company.
- (b) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year. Accordingly, clause 3(x)(b) of the order is not applicable to the Company
- (xi) (a) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India and according to the information and explanations given to us, we have neither come across any instance of fraud by or on the Company, noticed or reported during the year, nor have we been informed of such case by the management.
- (b) No report under sub-section (12) of Section 143 of the Act has been filed in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.
- (c) Based on our audit procedure performed and according to the information and explanations given to us, no whistle blower complaints were received by the Company during the year. Accordingly, clause 3(xi)(c) of the Order is not applicable to the Company.
- (xii) In our opinion and according to the information and explanations given to us the Company is not a nidhi company. Accordingly, clause 3(xii)(a), (b) and (c) of the order are not applicable to the Company.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with section 177 and 188 of the Act where applicable and details of such transaction have been disclosed in note 29 of the financial statements as required under Accounting Standard (AS)18, Related Party Disclosures specified under section 133 of the Act read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (xiv) (a) In our opinion and according to the information and explanations given to us, the Company has an adequate internal audit system commensurate with the size and nature of its business.
- (b) We have considered the internal audit reports for the year under audit issued to the Company during the year and till date, in determining nature, timing and extent of our audit procedure.
- (xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him as prescribed under section 192 of the Act. Accordingly, clause 3(xv) of the order is 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, clause 3(xvi) (a), (b) and (c) of the Order are not applicable to the Company.
- (b) In our opinion, there is no core investment company within the "Companies in the Group" as defined in the Core Investment Companies (Reserve Bank) Directions, 2016. Accordingly, clause 3(xvi)(b) of the Order is not applicable to the Company.
- (xvii) The Company has incurred cash losses of ₹ 1,29,512.71 hundreds during the financial year covered by our audit. It has not incurred cash losses during the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors of the Company during the year. Accordingly, clause 3(xviii) of the Order is not applicable to the Company.

## Annexure "A" to Independent Auditor's report (Contd.)

(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 and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

(xx) According to the information and explanations given to us and on the basis of our examination of the records of the Company, provisions of section 135 of the Act pertaining to expenditure on Corporate Social Responsibility are not applicable to the Company. Accordingly, clause 3(xx)(a) and (b) of the Order are not applicable to the Company.

**For B. L. Sarda & Associates**

Chartered Accountants  
Firm Registration No. 109266W

**(CA B. L. Sarda)**

Partner  
Membership No. 014568  
UDIN: 25014568BMLAKK1775

Place: Mumbai

Date : 19<sup>th</sup> May, 2025





## Annexure “B” to Independent Auditor’s report

### **Annexure “B” to Independent Auditor’s report of even date to the members of EMKAY INVESTMENT MANAGERS LIMITED on the financial statements for the year ended March 31, 2025**

#### **REPORT ON THE INTERNAL FINANCIAL CONTROLS UNDER CLAUSE (I) OF SUB-SECTION 3 OF SECTION 143 OF THE COMPANIES ACT, 2013 (“THE ACT”)**

1. We have audited the internal financial controls over financial reporting of **EMKAY INVESTMENT MANAGERS LIMITED** (“the Company”) as of March 31, 2025 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

#### **MANAGEMENT’S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS**

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

#### **AUDITORS’ RESPONSIBILITY**

3. Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing deemed to be prescribed under section 143(10) of the Act to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable

assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

#### **MEANING OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING**

6. A Company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company’s internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and 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 OVER FINANCIAL REPORTING**

7. Because of the inherent limitations of internal



## Annexure "B" to Independent Auditor's report (Contd.)

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

**OPINION**

8. In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2025 based on the internal control over

financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For B. L. Sarda & Associates**

Chartered Accountants

Firm Registration No. 109266W

**(CA B. L. Sarda)**

Partner

Membership No. 014568

UDIN: 25014568BMLAKK1775

Place: Mumbai

Date : 19<sup>th</sup> May, 2025

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## Balance Sheet

as at 31st March, 2025

(₹ in Hundreds)

Particulars	Note No.	As at 31st March 2025	As at 31st March 2024
<b>Assets</b>			
<b>Non-current assets</b>			
Property, Plant and Equipment	3	134,040.37	204,362.91
Right-of-use assets	33(b)	241,721.77	311,617.22
Other Intangible assets	4	386.66	773.33
Financial Assets			
- Investments	5	254,850.77	214,681.53
- Others	6	593,782.20	30,055.73
Deferred Tax Assets (Net)	37(d)	72,205.06	-
Non-current tax assets (net)	7	117,514.57	96,386.05
Other non-current assets	8	271,340.34	406,543.32
<b>Total non-current assets</b>		<b>1,685,841.74</b>	<b>1,264,420.09</b>
<b>Current assets</b>			
Financial Assets			
- Investments	9	-	36.57
- Trade receivables	10	478,716.04	450,031.74
- Cash and cash equivalents	11	777,083.71	813,039.70
- Bank balances other than cash and cash equivalents	12	11,723.33	571,017.74
- Other financial assets	13	57,802.99	29,170.23
Other current assets	14	159,127.56	160,929.08
<b>Total current assets</b>		<b>1,484,453.63</b>	<b>2,024,225.06</b>
<b>Total Assets</b>		<b>3,170,295.37</b>	<b>3,288,645.15</b>
<b>Equity and Liabilities</b>			
<b>Equity</b>			
Equity Share capital	15	900,000.00	900,000.00
Other Equity	16	1,394,358.32	1,548,245.13
<b>Total equity</b>		<b>2,294,358.32</b>	<b>2,448,245.13</b>
<b>Liabilities</b>			
<b>Non-current liabilities</b>			
Financial liabilities			
- Lease liability	33(c)	196,771.81	257,806.73
Deferred tax liabilities (Net)	37(d)	-	1,704.47
<b>Total non-current liabilities</b>		<b>196,771.81</b>	<b>259,511.20</b>
<b>Current liabilities</b>			
Financial Liabilities			
- Lease Liability	33(c)	61,034.92	54,840.27
- Trade Payables:-	17		
(a) Total outstanding dues of micro enterprises and small enterprises		134,779.07	-
(b) Total outstanding dues of creditors other than micro enterprises and small enterprises		65,431.43	141,495.08
- Other financial liabilities	18	297,536.35	273,457.33
Other current liabilities	19	84,914.49	92,950.81
Provisions	20	35,468.98	18,145.33
<b>Total current liabilities</b>		<b>679,165.24</b>	<b>580,888.82</b>
<b>Total Equity and Liabilities</b>		<b>3,170,295.37</b>	<b>3,288,645.15</b>

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

As per our Report of even date  
For **B.L.Sarda & Associates**  
**Chartered Accountants**  
Firm Registration No.109266W

**(CA B.L.SARDA)**  
**Partner**  
Membership No. 014568

Place : Mumbai  
Dated : 19th May, 2025

For and on behalf of the Board of Directors of  
**EMKAY INVESTMENT MANAGERS LIMITED**

**Sachin Shah**  
**Executive Director & Fund Manager**  
DIN - 10646888

**Labhesh Doshi**  
**Company Secretary**  
Membership No. ACS57902

Place : Mumbai  
Dated : 19th May, 2025

**Saket Agrawal**  
**Director**  
DIN - 06960186



## Statement of Profit and Loss

for the year ended 31st March, 2025

ANNUAL REPORT 2024-25

(₹ in Hundreds)			
Particulars	Note No.	For the Year Ended 31st March 2025	For the Year Ended 31st March 2024
<b>Income</b>			
Revenue From operations	21	1,972,094.51	1,488,430.21
Other Income	22	138,274.40	250,941.88
<b>Total Income</b>		<b>2,110,368.91</b>	<b>1,739,372.09</b>
<b>Expenses</b>			
Employee benefits expense	23	1,262,360.75	784,127.41
Finance costs	24	31,109.18	20,397.71
Depreciation and amortization expenses	25	150,110.68	64,005.84
Other expenses	26	949,848.25	792,763.03
<b>Total expenses</b>		<b>2,393,428.86</b>	<b>1,661,293.99</b>
<b>Profit/(loss) before tax</b>		<b>(283,059.95)</b>	<b>78,078.10</b>
<b>Tax expense:</b>			
- Current tax		-	15,580.00
- Deferred tax/(benefit)		(73,909.53)	(9,001.18)
- Short/(excess) provision for taxation for earlier year		6,651.89	5,041.27
<b>Total tax expense</b>		<b>(67,257.64)</b>	<b>11,620.09</b>
<b>Profit/(loss) after tax for the year</b>		<b>(215,802.31)</b>	<b>66,458.01</b>
<b>Other Comprehensive Income/(Loss)</b>			
<b>Items that will not be reclassified to profit or loss</b>			
Actuarial gain/(loss) on defined benefit plan		(7,431.55)	(2,303.03)
Income tax relating to items that will not be reclassified to profit or loss		-	580.00
<b>Total Other Comprehensive Income/(Loss) for the year (net of tax)</b>		<b>(7,431.55)</b>	<b>(1,723.03)</b>
<b>Total Comprehensive Income/(Loss) for the year</b>		<b>(223,233.86)</b>	<b>64,734.98</b>
<b>Earnings per equity share of nominal value of ₹ 10 each</b>	27		
- Basic (₹)		(2.40)	0.74
- Diluted (₹)		(2.37)	0.74

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

As per our Report of even date  
For **B.L.Sarda & Associates**  
**Chartered Accountants**  
Firm Registration No.109266W

**(CA B.L.SARDA)**  
**Partner**  
Membership No. 014568

Place : Mumbai  
Dated : 19th May, 2025

For and on behalf of the Board of Directors of  
**EMKAY INVESTMENT MANAGERS LIMITED**

**Sachin Shah**  
**Executive Director & Fund Manager**  
DIN - 10646888

**Labhesh Doshi**  
**Company Secretary**  
Membership No. ACS57902

Place : Mumbai  
Dated : 19th May, 2025

**Saket Agrawal**  
**Director**  
DIN - 06960186

## Statement of Changes in Equity

for the year ended 31st March, 2025

### 1. EQUITY SHARE CAPITAL

Particulars	Equity Share Capital	
	No. of Shares	Amount (₹ in hundreds)
<b>As as 31st March, 2025</b>		
Balance at the beginning of the current reporting period	9,000,000	900,000.00
Changes in equity share capital due to prior period errors	-	-
Restated balance at the beginning of the current reporting period	-	-
Changes in equity share capital during the current period	-	-
<b>Balance at the end of the current reporting period</b>	<b>9,000,000</b>	<b>900,000.00</b>
<b>As as 31st March 2024</b>		
Balance at the beginning of the previous reporting period	9,000,000	900,000.00
Changes in equity share capital due to prior period errors	-	-
Restated balance at the beginning of the previous reporting period	-	-
Changes in equity share capital during the previous period	-	-
<b>Balance at the end of the previous reporting period</b>	<b>9,000,000</b>	<b>900,000.00</b>

### 2. OTHER EQUITY

(₹ in hundreds)

	Reserves and Surplus		Other Comprehensive Income	Total
	Equity-settled Share Based Payment Reserve	Retained Earnings	Items that will not be reclassified to profit or loss - Actuarial gains/(losses) on defined benefit plan	
<b>As at 31st March, 2025</b>				
Balance at the beginning of the current reporting period	32,188.18	1,520,392.31	(4,335.36)	1,548,245.13
Changes in accounting policy or prior period errors	-	-	-	-
Restated balance at the beginning of the current reporting period	-	-	-	-
Share Based Payments to Employees	69,347.05	-	-	69,347.05
Loss for the current year	-	(215,802.31)	-	(215,802.31)
Other Comprehensive Loss for the current year	-	-	(7,431.55)	(7,431.55)
Total Comprehensive Loss for the current year				(223,233.86)
<b>Balance at the end of the current reporting period</b>	<b>101,535.23</b>	<b>1,304,590.00</b>	<b>(11,766.91)</b>	<b>1,394,358.32</b>



Statement of Changes in Equity  
for the year ended 31st March, 2025 (Contd.)

(₹ in hundreds)

	Reserves and Surplus		Other Comprehensive Income	Total
	Equity-settled Share Based Payment Reserve	Retained Earnings	Items that will not be reclassified to profit or loss - Actuarial gains/ (losses) on defined benefit plan	
As as 31st March, 2024				
Balance at the beginning of the previous reporting period	-	1,453,934.30	(2,612.33)	1,451,321.97
Changes in accounting policy or prior period errors	-	-	-	-
Restated balance at the beginning of the previous reporting period	-	-	-	-
Share Based Payments to Employees	32,188.18	-	-	32,188.18
Profit for the previous year	-	66,458.01	-	66,458.01
Other Comprehensive Loss for the previous year	-	-	(1,723.03)	(1,723.03)
Total Comprehensive Income for the previous year				64,734.98
Balance at the end of the previous reporting period	32,188.18	1,520,392.31	(4,335.36)	1,548,245.13

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

As per our Report of even date  
For **B.L.Sarda & Associates**  
**Chartered Accountants**  
Firm Registration No.109266W

**(CA B.L.SARDA)**  
**Partner**  
Membership No. 014568

Place : Mumbai  
Dated : 19th May, 2025

For and on behalf of the Board of Directors of  
**EMKAY INVESTMENT MANAGERS LIMITED**

**Sachin Shah**  
**Executive Director & Fund Manager**  
DIN - 10646888

**Labhesh Doshi**  
**Company Secretary**  
Membership No. ACS57902

Place : Mumbai  
Dated : 19th May, 2025

**Saket Agrawal**  
**Director**  
DIN - 06960186

## Statement of Cash Flow

for the year ended 31st March, 2025

(₹ in hundreds)

	31st March, 2025		31st March, 2024	
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>				
Net profit/(loss) before tax, exceptional/extraordinary items		(283,059.95)		78,078.10
Adjustment for :				
Depreciation & amortization expense	80,215.23		26,145.80	
Depreciation of right of use assets	69,895.45		37,860.04	
Unrealised foreign exchange (gain)/loss	39.86		73.46	
Finance cost	149.45		2,825.64	
Interest on lease liabilities	30,959.73		17,572.07	
Interest received	(106,617.88)		(122,224.16)	
Interest from unwinding of security deposit	(2,636.47)		(1,337.54)	
Dividend received	(1,371.77)		(1,792.33)	
Share based payments to employees	69,347.05		32,188.18	
Net gain on fair value changes of investments	(1,781.86)		(56,630.15)	
Net gain on sale of current/non current investments	(6,639.46)	131,559.33	(34,704.28)	(100,023.27)
<b>Operating profit before working capital changes</b>		<b>(151,500.62)</b>		<b>(21,945.17)</b>
Movements in working capital :				
(Increase)/decrease in Other non-current/current financial assets	(28,632.76)		(15,021.22)	
(Increase)/decrease in trade receivables	(28,684.30)		(224,658.14)	
(Increase)/decrease in bank balances other than cash and cash equivalents	(705.59)		(535.50)	
(Increase)/decrease in other non-current/current assets	137,004.50		356,015.55	
Increase/(decrease) in trade payables	58,715.42		(194,292.04)	
Increase/(decrease) in other current financial liabilities	24,079.02		91,456.31	
Increase/(decrease) in other non-current/current liabilities	(8,036.32)		50,537.45	
Increase/(decrease) in provisions	9,892.10	163,632.07	7,881.78	71,384.19
<b>Cash flow generated from operating activities</b>		<b>12,131.45</b>		<b>49,439.02</b>
Income tax paid (net)		(27,780.40)		(46,208.25)
<b>Cash flow generated before extraordinary items</b>		<b>(15,648.95)</b>		<b>3,230.77</b>
Extraordinary items		-		-
<b>Net cash flow generated from/(used in) operating activities</b>		<b>(15,648.95)</b>		<b>3,230.77</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>				
Current investments redeemed	1,901.72		80.08	
Non current investment (purchased)/disposed off	(33,613.08)		272,014.09	
Dividend received	1,371.77		1,792.33	
Purchase of fixed assets	(9,506.02)		(226,845.69)	
Loan Received Back	-		600,000.00	
Interest received	106,617.88		122,224.16	
Lease Deposit	(1,090.00)	65,682.27	(42,900.00)	726,364.97
<b>Net cash flow generated from/(used in) investing activities</b>		<b>65,682.27</b>		<b>726,364.97</b>





Statement of Cash Flow  
for the period ended March 31, 2025 (Contd.)

(₹ in hundreds)

	31st March, 2025		31st March, 2024	
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>				
Payment for principal portion of Lease Liability	(54,840.27)		(21,752.93)	
Payment for interest portion of Lease Liability	(30,959.73)		(17,572.07)	
Finance cost	(149.45)	(85,949.45)	(2,825.64)	(42,150.64)
<b>Net cash flow generated from/(used in) financing activities</b>		<b>(85,949.45)</b>		<b>(42,150.64)</b>
<b>Net increase/(decrease) in cash and cash equivalents (A+B+C)</b>		<b>(35,916.13)</b>		<b>687,445.10</b>
<b>Cash and cash equivalents at the beginning of the year</b>		<b>813,104.02</b>		<b>125,658.92</b>
<b>Cash and cash equivalents at the close of the year</b>		<b>777,187.89</b>		<b>813,104.02</b>
<b>Note:</b>				
1. Cash and cash equivalents comprise of :				
Balance with a scheduled banks				
- In current accounts		774,619.79		809,906.81
Cash on hand		595.15		1,795.12
Balance in prepaid card		1,868.77		1,337.77
		<b>777,083.71</b>		<b>813,039.70</b>
Add : Exchange difference on translation of foreign currency cash and cash equivalents		104.18		64.32
		<b>777,187.89</b>		<b>813,104.02</b>
2 Cash flow statement has been prepared under the Indirect Method as set out in the Indian Accounting Standard - 7 (Ind AS-7) " Statement of Cash Flow".				
3 Previous year's figure are re-grouped/ recasted/ re-arranged wherever considered necessary.				

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

As per our Report of even date  
For **B.L.Sarda & Associates**  
**Chartered Accountants**  
Firm Registration No.109266W

**(CA B.L.SARDA)**  
**Partner**  
Membership No. 014568

Place : Mumbai  
Dated : 19th May, 2025

For and on behalf of the Board of Directors of  
**EMKAY INVESTMENT MANAGERS LIMITED**

**Sachin Shah**  
**Executive Director & Fund Manager**  
DIN - 10646888

**Labhesh Doshi**  
**Company Secretary**  
Membership No. ACS57902

Place : Mumbai  
Dated : 19th May, 2025

**Saket Agrawal**  
**Director**  
DIN - 06960186

# Notes to Financial Statements

for the year ended 31st March, 2025

## 1. CORPORATE INFORMATION

Emkay Investment Managers Limited ('the Company') is a public company domiciled in India and was incorporated under the Companies Act, 1956 vide Certificate of Incorporation (CIN) U67190MH2010PLC203819, Dated 8th June, 2010. The company is a Wholly Owned Subsidiary of Emkay Global Financial Services Limited (the Parent Company). The registered office of the Company is situated at The Ruby, 7th Floor, Senapati Bapat Marg, Dadar (West), Mumbai – 400028. The Company is engaged in the business of Asset Management Services. The Company is registered as a Portfolio Manager with the Securities and Exchange Board of India (SEBI).

## 2. MATERIAL ACCOUNTING POLICIES

### 2.1 Basis of Preparation

#### (i) Statement of Compliance

These financial statements comprise the Balance Sheets as at March 31, 2025 (current reporting period) and March 31, 2024 (previous reporting period), the Statements of Profit and Loss, the Statements of Cash Flows and the Statements of Changes in Equity for the year ended March 31, 2025 (current reporting period) and for the year ended March 31, 2024 (previous reporting period), and a summary of the material accounting policies and other explanatory information (together hereinafter referred to as 'Financial Statements').

These financial statements have been prepared in all material aspects in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as prescribed under section 133 of the Companies Act, 2013 ("the Act") read with Companies (Indian Accounting standards) Rules, 2015 as amended and other relevant provisions of the Act.

These financial statements have been prepared in accordance with Division II of Schedule III to the Act on going concern basis using the material accounting policies and measurement bases summarized as below. These accounting policies have been applied consistently over all the periods presented in these financial statements.

#### (ii) Historical Cost Convention

The financial statements have been prepared under historical cost convention on accrual basis

of accounting, except for the following:

- certain financial instruments which are measured at fair value (refer Accounting Policy no.2.4 below);
- defined benefit plan- plan assets measured at fair value (refer Accounting Policy no.2.8(ii)(A)(b) below); and
- share-based payment obligations (refer Accounting Policy no.2.9 below).

#### (iii) Functional and Presentation Currency

These financial statements are presented in Indian Rupees ('INR'), which is also the Company's functional currency and all values are rounded to the nearest hundred except Earnings Per Share (EPS) which are in rupees.

#### (iv) Current and Non-current Classification

All assets and liabilities have been classified as current and non-current as per the Company's normal operating cycle and other criteria set out in Part I of Division II of Schedule III to the Act.

The Company's normal operating cycle is considered as twelve months for the purpose of current and non-current classification of assets and liabilities.

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

#### (v) Use of Estimates and Judgments

The preparation of the financial statements requires Management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent liabilities as at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. The recognition, measurement, classification or disclosure of an item or information in the financial statements is made relying on these estimates.

The estimates and judgements used in the preparation of the financial statements are continuously evaluated and are based on historical experience and various other assumptions and factors (including expectations of future events) that the Company believes to be reasonable under the existing circumstances. Actual results could differ from those estimates. Any revision to accounting estimates is recognised prospectively in current and future period.



## Notes to Financial Statements for the period ended March 31, 2025 (Contd.)

Areas involving critical estimates and Judgements are:

- Estimation of useful lives and residual values of property, plant and equipment and intangible assets.
- Estimation of defined benefit obligations
- Estimation of tax expenses
- Provisions and contingent liabilities
- Measurement of fair values
- Allowance for impairment of financial and non-financial instruments

### (vi) Fair Value Measurement

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:

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

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use, when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest

level input that is significant to the fair value measurement as a whole:

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

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

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

### 2.2 Property, Plant and Equipment

Property, plant and equipment (PPE) are measured at cost less accumulated depreciation and accumulated impairment, (if any). The total cost of assets comprises its purchase price, freight, duties, taxes and any other incidental expenses directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by the management.

Subsequent costs are included in the asset's carrying amount or recognized 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 a separate asset is derecognized when replaced. All other repairs and maintenance are charged to the Statement of Profit and Loss during the reporting period in which they are incurred.

#### Depreciation

Depreciation is calculated using the written down value (WDV) method to write down the cost of PPE to their residual values over their estimated useful lives which are in line with the estimated useful life as specified in Schedule II to the Act except for Leasehold Improvements which are amortised on a straight-line basis over the period of lease or estimated period of useful life of such improvement, subject to a maximum period of 36 months or cancellation/surrender of lease whichever is earlier. Leasehold improvements include all expenditure incurred on the leasehold premises that have future economic benefits.

Notes to Financial Statements  
for the period ended March 31, 2025 (Contd.)

The estimated useful lives are as follows:

Particulars	Useful life estimated by Company
Furniture and Fixtures	10 years
Office Equipment	5 years
Computer End User	3 years
Computer Data Centre and Networking	6 years
Air Conditioner	15 years
Vehicles	8 years

#### Derecognition

An item of PPE is derecognised on disposal or when no future economic benefits are expected from its use. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is recognised in other income / expense in the Statement of Profit and Loss in the year the asset is derecognised.

### 2.3 Intangible Assets

An intangible asset is recognised only when its cost can be measured reliably and it is probable that the expected future economic benefits that are attributable to it will flow to the Company.

Intangible assets are measured on initial recognition at cost. The cost of an intangible asset comprises its purchase price and any directly attributable expenditure on making the asset ready for its intended use and net of any trade discounts and rebates. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and any accumulated impairment losses.

#### Amortisation

Amortisation is calculated using the straight-line method to write down the cost of intangible assets to their residual values over their estimated useful lives.

Intangible assets comprising of software and Website are amortised on a straight-line basis over a period of 3 years from the start of the year of acquisition irrespective of the date of acquisition, unless it has a shorter useful life.

#### Derecognition

An item of intangible assets is derecognised on disposal or when no future economic benefits are

expected from its use. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is recognised in other income / expense in the Statement of Profit and Loss in the year the asset is derecognised.

### 2.4 Financial Instruments

#### (i) Initial Recognition and Measurement

The Company recognizes financial assets and liabilities when it becomes a party to the contractual provisions of the instrument. All financial assets and liabilities are recognized at fair value on initial recognition, except for trade receivables which are initially measured at transaction price. Transaction costs that are directly attributable to the acquisition or issue of financial assets and liabilities that are not at fair value through profit or loss are added to the fair value on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit and loss are recognised immediately in the Statement of Profit and Loss.

#### (ii) Subsequent Measurement

##### a. Financial Assets Carried at Amortized Cost

A financial asset is subsequently measured at amortized cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

##### b. Financial Assets at Fair Value Through Other Comprehensive Income(FVOCI)

Investment in equity instruments are generally accounted for as at fair value through the Statement of Profit and Loss account unless an irrevocable election has been made by management to account for at fair value through other comprehensive income. Such classification is determined on an instrument-by-instrument basis.

Amounts presented in other comprehensive income for equity instruments are not subsequently transferred to Statement of Profit and Loss. Dividends on such investments are recognised in Statement of Profit and Loss.



## Notes to Financial Statements for the period ended March 31, 2025 (Contd.)

### c. **Financial Assets at Fair Value Through Profit or Loss(FVTPL)**

A financial asset which is not classified in any of the above categories are subsequently fair valued through profit or loss.

### d. **Financial Liabilities**

Financial liabilities are subsequently carried at amortized cost using the effective interest method. For trade and other payables maturing within one year from the Balance Sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

### (iii) **Derecognition of Financial Instruments**

The Company derecognizes a financial asset when the contractual right to receive the cash flows from the financial asset expire or it transfers the financial asset.

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

### (iv) **Write-offs**

The Company reduces the gross carrying amount of a financial asset when the Company has no reasonable expectations of recovering a financial asset in its entirety or a portion thereof. This is generally the case when the Company determines that the client does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subjected to write-offs. Any subsequent recoveries against such loans are credited to the Statement of Profit and Loss.

## 2.5 **Impairment**

### a. **Financial Assets**

The Company recognizes loss allowances using the expected credit losses (ECL) model for the financial assets which are not fair valued through Statement of Profit and Loss. For trade receivables, the Company provides for ECL by way of Provision for doubtful debts based on the probability of defaults that are possible over the life of the asset. For all other financial assets, expected credit losses are measured at an amount equal to the 12-month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL. The amount of expected credit losses (or reversal) that is

required to adjust the loss allowance at the reporting date to the amount that is required to be recognised is done so as an impairment gain or loss in Statement of Profit and Loss.

### b. **Non-Financial Assets**

#### **Intangible Assets and Property, Plant and Equipment**

Intangible assets and property, plant and equipment are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit to which the asset belongs.

If such assets are considered to be impaired, the impairment to be recognized in the Statement of Profit and Loss is measured by the amount by which the carrying value of the assets exceeds the estimated recoverable amount of the asset. An impairment loss is reversed in the Statement of Profit and Loss if there has been a change in the estimates used to determine the recoverable amount. The carrying amount of the asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortization or depreciation) had no impairment loss been recognised for the asset in prior years.

## 2.6 **Cash and Cash Equivalents**

Cash and cash equivalents includes cash on hand and balances with banks (other than earmarked) and fixed deposits with bank (free from encumbrances) that are readily convertible to known amounts of cash 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.

## 2.7 **Revenue Recognition**

Revenue is recognized to the extent it is possible that economic benefits will flow to the Company and the revenue can be reliably measured.



Notes to Financial Statements  
for the period ended March 31, 2025 (Contd.)

Revenue is measured at fair value of the consideration received or receivable.

**(i) Fees Income**

- a) Portfolio Management Fees is accounted on accrual basis based on completion of performance obligation as follows –

- In case of fees based on fixed percentage of assets under management, income is accrued at fixed interval or closure of portfolio account, whichever is earlier.
- In case of fees based on returns on portfolio, income is accounted at the completion of one year from the date of joining the portfolio management scheme or the closure of portfolio account, whichever is earlier.

- b) Alternate Investment Fund (AIF) Management Fees is accounted on accrual basis and on the completion of performance obligations in accordance with Private Placement Memorandum and Contribution Agreements of respective schemes of AIF.

**(ii) Net Gain or Loss on Fair Value Changes**

Any realised gain or loss on sale of financial assets being investments measured on the trade date at FVTPL is recognised as “Net gain or loss on sale of investments” under Other Income” or ‘Other Expenses” respectively in the Statement of Profit and Loss.

Similarly, any differences between the fair values of financial assets being investments classified as FVTPL, held by the Company on the balance sheet date is recognised as an unrealised gain / loss. In cases there is a net gain in the aggregate, the same is recognised as “Net gain on fair value changes” under Other Income and if there is a net loss the same is disclosed as “Net loss on fair value changes” under “Other Expenses” in the Statement of Profit and Loss.

**(iii) Interest Income**

Interest income is recognised on a time proportion basis taking into account the amount outstanding and the effective interest rate.

**(iv) Dividend Income**

Dividend income is recognised when the right to receive the payment is established.

**2.8 Employee Benefits**

**(i) Short Term Benefits**

All employee benefits including statutory bonus/ performance bonus/incentives payable wholly within twelve months of rendering the service are classified as short term employee benefits and are charged to the Statement of Profit and Loss of the year.

**(ii) Long Term Benefits**

**A. Post-employment Benefits**

**a) Defined Contribution Plan**

Retirement/ Employee benefits in the form of Provident Fund is considered as defined contribution plan and contributions to the fund administered by the Government are charged to the Statement of Profit and Loss of the year when the contribution to the said fund is due.

**b) Defined Benefit Plan**

Retirement benefits in the form of gratuity is considered as defined benefit obligation. The scheme is formed by the Company and fund is managed by insurers to which the Company makes periodic contributions. The present value of the obligation under such defined benefit plan is determined based on actuarial valuation, carried out by an independent actuary at each Balance Sheet date, using the Projected Unit Credit Method, which recognizes each period of service as giving rise to an additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

The obligation is measured at the present value of the estimated future cash flows. The discount rates used for determining the present value of the obligation under defined benefit plan are based on the market yields on Government Securities as at the Balance Sheet date.

Re-measurement, comprising of actuarial gains and losses and the return on plan assets (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 Other Comprehensive Income in the period in which they occur. Re-measurements are not reclassified to profit and loss in subsequent periods.





## Notes to Financial Statements for the period ended March 31, 2025 (Contd.)

### B. Other Long Term Benefits Compensated Absences

The employees can carry forward a portion of the unutilized accrued compensated absences and utilize it in future service periods. The Company records an obligation for such compensated absences in the period in which the employee renders the services that increase the entitlement. The obligation is measured on the basis of independent actuarial valuation using the projected unit credit method.

### 2.9 Share Based Payments

Equity-settled share-based payments to employees are measured at the fair value of the equity instruments/option at the grant date.

The fair value at the grant date of the equity settled share-based payments is expensed on a straight line basis over the vesting period, based on the Company's estimate of equity instruments that will eventually vest, with a corresponding increase in equity. The fair value of options is determined under Black-Scholes-Merton Model by an Independent Valuer. At the end of each reporting period, the Company revises its estimate of the number of equity instruments expected to vest. The impact of the revision of the original estimates, if any, is recognised in Statement of Profit and Loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to the share options outstanding reserve. In case options lapses before vesting period, the accumulated fair value of such options is derecognized by to 'Equity-settled Share Based Payment Reserve' in 'Other Equity' with corresponding credit to 'Share based payments to employees' under 'Employee benefits expense'. In case options lapses after the vesting period, the accumulated fair value of such options is derecognized by debiting to 'Equity-settled Share Based Payment Reserve' in 'Other Equity' with corresponding credit to 'Retained Earning'.

### 2.10 Borrowing Cost

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalized as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for intended

use. All other borrowing costs are charged to revenue. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

### 2.11 Leases (As a lessee)

#### Identifying a lease

At the inception of the contract, the Company assesses whether a contract is, or contain, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified assets, the Company assesses whether: (i) the contract involves the use of an identified asset (ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Company has the right to direct the use of the asset.

#### Recognition of right of use asset (RTU)

The Company recognises a RTU asset at the lease commencement date. The right of use asset is initially measured at cost, which comprises the initial amount of the lease liability and difference between present value of lease deposit and amount of lease deposit paid.

#### Subsequent measurement of RTU

The RTU is subsequently amortised using the straight-line method from the commencement date to the earlier of the end of the useful life of the RTU asset or the end of the lease term, whichever is lesser. In addition, the RTU asset is periodically reduced by impairment losses, if any, and adjusted for certain re-measurement of the lease liability.

#### Recognition of lease liability

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Company's incremental borrowing rate. Lease payments included in the measurement of the lease liability comprise the fixed payments, including in-substance fixed payments and lease payments in an optional renewal period if the Company is reasonably certain to exercise an extension option.

Notes to Financial Statements  
for the period ended March 31, 2025 (Contd.)

**Subsequent measurement of lease liability**

The lease liability is measured at amortised cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in rate, whenever the lease liability is remeasured, a corresponding adjustment is made to the carrying amount of the RTU asset or is recorded in profit or loss if the carrying amount of the RTU asset has been reduced to zero. Any gain or loss on surrender or cancellation of lease is recorded in statement of profit and loss.

The lease payments are apportioned between the finance charges and reduction of the lease liability using the incremental borrowing rate implicit in the lease to achieve a constant rate of interest on the remaining balance of the liability.

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

For leases with a term of twelve months or less (short-term leases) and leases of low value assets, the Company elects to exercise recognition exemption as prescribed under Ind AS 116 –Leases for the same and recognises the lease payments as an operating expense on accrual basis in accordance with the respective Leave and License agreements.

**2.12 Other Income and Expenses**

**(i) Upfront Commission**

Upfront Commission paid to distributors for procuring subscription to Assets being managed (Managed Assets) by the Company, is for services rendered by them to the Company over the life of Managed Assets. The same is treated as Prepaid Expense and is spread over the life of Managed Assets. In case such Managed Assets are prematurely withdrawn by the subscribers, the same is debited to the Statement of Profit and Loss Account on such withdrawal.

**(ii) Share Issue Expenses**

Share Issue Expenses are recognized as an expense in the year in which it is incurred.

**(iii) All other income and expenses are recognized in the period they occur.**

**2.13 Taxes**

**(i) Current Tax**

Current tax assets and liabilities for the current

and prior years are measured at the amount expected to be recovered from, or paid to, the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted, or substantively enacted, by the reporting date for the relevant year.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity).

**(ii) Deferred tax**

Deferred tax assets and liabilities are recognised for temporary differences arising between the tax bases of assets and liabilities and their carrying amounts. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the reporting date and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred tax liabilities are recognised for all taxable temporary differences, except where the deferred tax liability arises from the initial recognition of goodwill or of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised, except when the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become



## Notes to Financial Statements for the period ended March 31, 2025 (Contd.)

probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity).

### (iii) Goods and Services Tax Paid on Acquisition of Assets or on Incurring Expenses

Expenses and assets are recognised net of the goods and services tax paid, except:

- When the tax incurred on a purchase of assets or services is not recoverable from the taxation authority, in which case, the tax paid is recognised as part of the cost of acquisition of the asset or as part of the expense item, as applicable
- When receivables and payables are stated with the amount of tax included

The net amount of tax recoverable from, or payable to, the taxation authority is included as part of receivables or payables in the balance sheet.

### 2.14 Earnings Per Share (EPS)

The Company reports basic and diluted EPS in accordance with Ind AS 33 on Earnings per share. Net profit or loss for the year attributable to equity shareholders is divided by the weighted average number of equity shares outstanding during the year for calculating basic EPS and by the weighted average number of shares outstanding during the year adjusted for the effects of all dilutive potential equity shares for calculating diluted EPS.

### 2.15 Foreign Currency Transactions

#### Initial recognition:

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions.

#### Conversion:

Monetary assets and liabilities denominated in foreign currency, which are outstanding as at the reporting date, are translated at the reporting

date at the closing exchange rate and the resultant exchange differences are recognised in the Statement of Profit and Loss.

Non-monetary items that are measured at historical cost in a foreign currency are translated using the spot exchange rates as at the date of recognition.

### 2.16 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.

### 2.17 Provisions, Contingent Liabilities and Contingent Assets

A provision is recognised if as a result of a past event, the Company has a present obligation (legal or constructive) that can be estimated reliably and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are recognised at the best estimate of the expenditure required to settle the present obligation at the balance sheet date. If the effect of time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risk specific to the liability.

A contingent liability exists when there is a possible but not probable obligation, or a present obligation that may, but probably will not, require an outflow of resources, or a present obligation whose amount cannot be estimated reliably. Contingent liabilities do not warrant provisions but are disclosed unless the possibility of outflow of resources is remote. Contingent assets are neither recognised nor disclosed in the financial statements. However, when the realisation of income is virtually certain, then the related asset is not a contingent asset and its recognition is appropriate.

Notes to Financial Statements  
as at March 31, 2025 (Contd.)**3. PROPERTY PLANT AND EQUIPMENT**

Current Year

(₹ in hundreds)

Particulars	Gross Carrying Value			Accumulated Depreciation / Amortization			Net Block	
	Balance as at 1st April 2024	Additions	Disposals	Balance as at 31st March 2025	Balance as at 1st April 2024	Additions	Disposals	Balance as at 31st March 2025
<b>Property, plant and equipment</b>								
Furniture & Fixtures	8,254.03	-	-	8,254.03	862.83	1,910.00	-	2,772.83
Office Equipment	36,687.65	271.03	-	36,958.68	4,747.69	14,404.73	-	19,152.42
Computers	34,344.47	9,234.99	-	43,579.46	11,353.57	13,613.00	-	24,966.57
Air Conditioners	13,063.36	-	-	13,063.36	704.16	2,237.03	-	2,941.19
Vehicle	7,066.83	-	-	7,066.83	6,315.85	-	-	6,315.85
Leasehold Improvement	143,121.98	-	-	143,121.98	14,191.31	47,663.80	-	61,855.11
<b>Total</b>	<b>242,538.32</b>	<b>9,506.02</b>	-	<b>252,044.34</b>	<b>38,175.41</b>	<b>79,828.56</b>	-	<b>118,003.97</b>

Previous Year

(₹ in hundreds)

Particulars	Gross Carrying Value			Accumulated Depreciation / Amortization			Net Block	
	Balance as at 1st April 2023	Additions	Disposals	Balance as at 31st March 2024	Balance as at 1st April 2023	Additions	Disposals	Balance as at 31st March 2024
<b>Property, plant and equipment</b>								
Furniture & Fixtures	283.90	7,970.13	-	8,254.03	269.70	593.13	-	862.83
Office Equipment	-	36,687.65	-	36,687.65	-	4,747.69	-	4,747.69
Computers	9,501.90	24,842.57	-	34,344.47	7,166.73	4,186.84	-	11,353.57
Air Conditioners	-	13,063.36	-	13,063.36	-	704.16	-	704.16
Vehicle	7,066.83	-	-	7,066.83	5,979.85	336.00	-	6,315.85
Leasehold Improvement	-	143,121.98	-	143,121.98	-	14,191.31	-	14,191.31
<b>Total</b>	<b>16,852.63</b>	<b>225,685.69</b>	-	<b>242,538.32</b>	<b>13,416.28</b>	<b>24,759.13</b>	-	<b>38,175.41</b>

**Notes:**

There is no (i) acquisition through business combinations, (ii) revaluation of Property, Plant and Equipment and (iii) impairment losses and its reversal during the year/previous year.



Notes to Financial Statements  
as at March 31, 2025 (Contd.)

**4. INTANGIBLE ASSETS**

Current Year		Gross Carrying Value				Accumulated Depreciation / Amortization			Net Block	
Particulars	Balance as at 1st April 2024	Additions	Disposals	Balance as at 31st March 2025	Balance as at 1st April 2024	Additions	Disposals	Balance as at 31st March 2025	Balance as at 31st March 2025	Balance as at 1st April 2024
<b>Other Intangible Assets</b>										
Computer software	13,142.75	-	-	13,142.75	12,369.42	386.67	-	12,756.09	386.66	773.33
Website	2,634.90	-	-	2,634.90	2,634.90	-	-	2,634.90	-	-
<b>Total</b>	<b>15,777.65</b>	<b>-</b>	<b>-</b>	<b>15,777.65</b>	<b>15,004.32</b>	<b>386.67</b>	<b>-</b>	<b>15,390.99</b>	<b>386.66</b>	<b>773.33</b>
<b>Previous Year</b>										
Particulars	Balance as at 1st April 2023	Additions	Disposals	Balance as at 31st March 2024	Balance as at 1st April 2023	Additions	Disposals	Balance as at 31st March 2024	Balance as at 31st March 2024	Balance as at 1st April 2023
<b>Other Intangible Assets</b>										
Computer software	11,982.75	1,160.00	-	13,142.75	10,982.75	1,386.67	-	12,369.42	773.33	1,000.00
Website	2,634.90	-	-	2,634.90	2,634.90	-	-	2,634.90	-	-
<b>Total</b>	<b>14,617.65</b>	<b>1,160.00</b>	<b>-</b>	<b>15,777.65</b>	<b>13,617.65</b>	<b>1,386.67</b>	<b>-</b>	<b>15,004.32</b>	<b>773.33</b>	<b>1,000.00</b>

**Notes:**

There is no (i) acquisition through business combinations, (ii) revaluation of goodwill and other intangible asset and (iii) impairment losses and its reversal during the year/previous year.

Notes to Financial Statements  
as at March 31, 2025 (Contd.)

**5. NON-CURRENT FINANCIAL ASSETS - INVESTMENTS**

(₹ in hundreds)

Particulars	Face Value Per Share	No. of Shares		Amount	
		As At 31st March 2025	As At 31st March 2024	As At 31st March 2025	As At 31st March 2024
<b>At fair value through profit and loss</b>					
<b>Investments in Equity Instruments</b>					
<b>(I) Quoted, fully paid-up</b>					
- Aarti Industries Ltd.	5	549	-	2,143.85	-
- ABB India Ltd.	2	-	64	-	4,072.51
- Ajanta Pharma Limited	2	152	153	3,980.12	3,424.29
- AU Small Finance Bank Ltd	10	-	384	-	2,171.71
- Blue Dart Express Ltd.	10	-	120	-	7,415.94
- Borosil Ltd.	1	2,380	2,380	7,955.15	8,498.98
- Carborundum Universal Ltd.	1	272	-	2,769.78	-
- CCL Products (India) Ltd	2	1,502	1,502	8,333.10	8,803.97
- CEAT Ltd.	10	92	-	2,650.43	-
- CIE Automotive India Ltd.	10	1,600	-	6,367.20	-
- Coromandel International Ltd.	1	-	248	-	2,668.36
- CreditAccess Grameen Ltd	10	183	183	1,743.17	2,634.65
- Delhivery Ltd.	1	3,831	-	9,772.88	-
- Divi's Laboratories Ltd.	2	415	415	23,958.36	14,262.51
- Endurance Technologies Ltd.	10	165	165	3,246.29	3,019.42
- Federal Bank Ltd.	2	9,364	9,364	18,049.11	14,060.05
- Glaxosmithkline Pharmaceutical Ltd.	10	152	152	4,373.50	2,953.51
- GMM Pfaudler Ltd.	2	415	-	4,202.70	-
- Gujarat Pipavav Port Ltd.	10	2,735	2,325	3,775.67	4,941.79
- Igarashi Motors India Ltd.	10	1,310	-	6,473.36	-
- Intellect Design Arena Ltd.	5	585	371	4,052.00	4,072.47
- Kajaria Ceramics Ltd.	1	-	218	-	2,521.06
- L&T Technology Services Ltd.	2	58	58	2,610.52	3,178.55
- Laurus Labs Ltd.	2	1,283	1,069	7,875.05	4,187.81
- Mahindra Holidays & Resorts India Ltd.	10	2,314	2,314	6,594.90	9,082.45
- Mahindra Logistic Ltd.	10	1,266	-	3,309.32	-
- NESCO Ltd.	2	1,197	1,197	10,922.63	9,927.92
- NIIT Learning Systems Ltd.	2	2,248	2,248	9,193.20	11,359.14
- Persistent Systems Ltd	5	84	84	4,621.89	3,350.97
- PI Industries Ltd	1	87	87	2,979.14	3,365.90
- Sansera Engineering Ltd.	2	643	-	7,817.59	-
- Schaeffler India Ltd	2	96	96	3,235.49	2,699.81
- Shilpa Medicare Ltd	1	-	635	-	2,929.57
- Shriram Finance Ltd.	2	570	-	3,738.34	-
- Sona BLW Precision Forgings Ltd.	10	640	-	2,947.84	-
- SRF Ltd.	10	122	122	3,586.01	3,120.21
- Sundram Fasteners Ltd.	1	1,457	1,698	13,326.45	18,548.95
- Sundram Finance Ltd.	10	82	82	3,753.92	3,387.71





Notes to Financial Statements  
as at March 31, 2025 (Contd.)

(₹ in hundreds)

Particulars	Face Value Per Share	No. of Shares		Amount	
		As At 31st March 2025	As At 31st March 2024	As At 31st March 2025	As At 31st March 2024
- Supreme Industries Ltd.	2	67	67	2,294.31	2,832.59
- Suven Pharmaceuticals Ltd.	1	-	1,060	-	7,171.96
- Syrma SGS Technology Ltd.	10	560	-	2,573.76	-
- TCNS Clothing Co Ltd.	2	-	830	-	2,831.55
- Ultratech Cement Ltd.	10	28	-	3,221.26	-
- Varun Beverages Ltd*	2	635	254	3,426.46	3,551.17
- Zomato Ltd.	1	16,218	16,218	32,679.27	29,573.52
- Zydus Wellness Ltd.	10	616	548	10,296.75	8,060.53
<b>Total</b>				<b>254,850.77</b>	<b>214,681.53</b>
<b>(II) Unquoted, fully paid-up</b>					
- Borosil Scientific Ltd. (formerly Klass Pack Ltd.)	1	-	1,785	-	-
<b>Total Unquoted Investments (II)</b>				<b>-</b>	<b>-</b>
<b>Total (I+II)</b>				<b>254,850.77</b>	<b>214,681.53</b>
<b>Note :</b>					
- Aggregate value of quoted investments and market value thereof				<b>254,850.77</b>	<b>214,681.53</b>
- Aggregate value of unquoted investments				-	-
- Aggregate amount of impairment in value of investments				-	-

\*Per share face value split from ₹ 5/- to ₹ 2/- during the year.

## 6. NON-CURRENT FINANCIAL ASSETS - OTHERS

(₹ in hundreds)

Particulars	As at	
	31st March 2025	31st March 2024
<b>Unsecured, considered good</b>		
Deposits for leased premise	32,886.68	29,160.21
Deposit with Statutory Authorities	345.52	345.52
Deposits	550.00	550.00
Other Bank Balances		
- In Deposits Account with remaining maturity of more than 12 months*	560,000.00	-
<b>Total</b>	<b>593,782.20</b>	<b>30,055.73</b>

\* Lien marked as security against bank overdraft facility

## 7. NON-CURRENT TAX ASSETS (NET)

(₹ in hundreds)

Particulars	As at	
	31st March 2025	31st March 2024
Income tax paid (net of provisions)	117,514.57	96,386.05
<b>Total</b>	<b>117,514.57</b>	<b>96,386.05</b>



Notes to Financial Statements  
as at March 31, 2025 (Contd.)

**8. OTHER NON-CURRENT ASSETS**

(₹ in hundreds)

Particulars	As at	
	31st March 2025	31st March 2024
<b>Unsecured, considered good</b>		
Prepaid expenses	271,340.34	406,543.32
<b>Total</b>	<b>271,340.34</b>	<b>406,543.32</b>

**9. CURRENT FINANCIAL ASSETS - INVESTMENTS**

(₹ in hundreds)

Particulars	Face Value Per Unit	No. of Units		Amount	
		As At 31st March 2025	As At 31st March 2024	As At 31st March 2025	As At 31st March 2024
<b>At fair value through profit and loss</b>					
<b>Investments in Mutual Funds</b>					
<b>Quoted, fully paid-up</b>					
- Nippon India ETF Liquid Bees	1000	-	3.657	-	36.57
<b>Total</b>				<b>-</b>	<b>36.57</b>
<b>Notes:</b>					
- Aggregate value of quoted investments and market value thereof				<b>-</b>	<b>36.57</b>
- Aggregate amount of impairment in value of investments				<b>-</b>	<b>-</b>

**10. CURRENT FINANCIAL ASSETS - TRADE RECEIVABLES**

(₹ in hundreds)

Particulars	As at	
	31st March 2025	31st March 2024
<b>Unsecured</b>		
- Trade receivables considered good	478,716.04	450,031.74
<b>Total</b>	<b>478,716.04</b>	<b>450,031.74</b>

**Note:-**

1. No trade receivables are due from directors or other officers of the Company either severally or jointly with any other person. Nor any trade receivables are due from firms or private companies respectively in which any director is a partner, a director or a member.

**Trade receivables ageing schedule as at 31st March, 2025**

(₹ in hundreds)

Particulars	Outstanding for following periods from the date of transaction					Total
	Less than 6 months	6 months - 1 year	1 - 2 years	2 - 3 years	More than 3 years	
Undisputed trade receivables - considered good	469,740.05	875.03	8,100.96	-	-	<b>478,716.04</b>



Notes to Financial Statements  
as at March 31, 2025 (Contd.)

Trade receivables ageing schedule as at 31st March, 2024

(₹ in hundreds)

Particulars	Outstanding for following periods from the date of transaction					Total
	Less than 6 months	6 months - 1 year	1 - 2 years	2 - 3 years	More than 3 years	
Undisputed trade receivables - considered good	449,116.82	914.92	-	-	-	450,031.74

11. CURRENT FINANCIAL ASSETS - CASH AND CASH EQUIVALENTS

(₹ in hundreds)

Particulars	As at	
	31st March 2025	31st March 2024
<b>Cash and cash equivalents</b>		
Balances with banks:		
- In current account	774,619.79	809,906.81
Cash on hand	595.15	1,795.12
Others		
- Balance in prepaid cards	1,868.77	1,337.77
	<b>777,083.71</b>	<b>813,039.70</b>

12. CURRENT FINANCIAL ASSETS - BANK BALANCES OTHER THAN CASH AND CASH EQUIVALENTS

(₹ in hundreds)

Particulars	As at	
	31st March 2025	31st March 2024
<b>Bank balances other than cash and cash equivalents</b>		
Balances with banks:		
- In Deposits Account with remaining maturity of less than 12 months*	11,723.33	571,017.74
	<b>11,723.33</b>	<b>571,017.74</b>

\* Lien marked as security against bank overdraft facility/corporate credit card

13. CURRENT FINANCIAL ASSETS - OTHERS

(₹ in hundreds)

Particulars	As at	
	31st March 2025	31st March 2024
<b>Unsecured, considered good</b>		
Advances - other	5,347.12	1,720.77
Interest accrued on deposit accounts with bank	518.65	509.75
Dividend receivable	-	3.18
Recoverable towards expenses	2,770.84	2,425.71
Income Receivable	766.00	-
Other receivables	48,400.38	24,510.82
	<b>57,802.99</b>	<b>29,170.23</b>

14. OTHER CURRENT ASSETS

(₹ in hundreds)

Particulars	As at	
	31st March 2025	31st March 2024
Prepaid expenses	145,761.97	140,595.92
Goods and services tax input credit available/receivable	13,365.59	20,333.16
	<b>159,127.56</b>	<b>160,929.08</b>

Notes to Financial Statements  
as at March 31, 2025 (Contd.)

**15. EQUITY SHARE CAPITAL**

(₹ in hundreds)

Particulars	As at	
	31st March 2025	31st March 2024
<b>Authorised</b>		
11,000,000 (P.Y. 11,000,000) Equity Shares of ₹ 10/- each	1,100,000.00	1,100,000.00
<b>Issued, subscribed and paid up</b>		
9,000,000 (P.Y. 9,000,000) Equity Shares of ₹ 10/- each fully paid up	900,000.00	900,000.00
	<b>900,000.00</b>	<b>900,000.00</b>

**a. Reconciliation of the shares outstanding at the beginning and at the end of the reporting period:**

Particulars	As at March 31, 2025		As at March 31, 2024	
	No of Shares	Amount (₹ in hundreds)	No of Shares	Amount (₹ in hundreds)
Outstanding at the beginning of the reporting period	9,000,000	900,000.00	9,000,000	900,000.00
Add: Shares issued during the reporting period	-	-	-	-
Outstanding at the end of the reporting period	9,000,000	900,000.00	9,000,000	900,000.00

**b. Terms/rights attached to equity shares**

The company has only one class of equity shares having a par value of ₹ 10/- per share. Each holder of equity shares is entitled to one vote per share. The company declares and pay dividends in Indian Rupees. The dividend proposed by the Board of Directors is subject to the approval of shareholders in the ensuing Annual General Meeting except interim dividend.

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

**c. Shares held by holding company**

The entire 9,000,000 (P.Y. 9,000,000) equity shares of ₹ 10/- each fully paid up are held by Holding Company Emkay Global Financial Services Limited.

**d. Details of shareholders holding more than 5% shares in the company:**

Name of the shareholder	As at March 31, 2025		As at March 31, 2024	
	No of Shares	% held	No of Shares	% held
Equity Shares of ₹ 10/- each fully paid				
Emkay Global Financial Services Limited (Holding Company) and its nominees.	9,000,000	100%	9,000,000	100%

**e. Details of shares held by promoters as at 31st March, 2025**

Name of promoter	No of Shares	% of total shares	% Change during the year
Emkay Global Financial Services Limited (Holding Company) and its nominees.	9,000,000	100%	0%
<b>Total</b>	<b>9,000,000</b>	<b>100%</b>	<b>0%</b>

**Details of shares held by promoters as at 31st March, 2024**

Name of promoter	No of Shares	% of total shares	% Change during the year
Emkay Global Financial Services Limited (Holding Company) and its nominees.	9,000,000	100%	0%
<b>Total</b>	<b>9,000,000</b>	<b>100%</b>	<b>0%</b>



Notes to Financial Statements  
as at March 31, 2025 (Contd.)

**f. Shares reserved for issue under employee stock option plan**

Particulars	As at March 31, 2025	As at March 31, 2024
	No. of Shares	
ESOP's approved for offering to eligible employees of the Company under ESOP Scheme 2023		
- ESOP's granted and are pending for vesting/exercise	1,198,500	1,089,000
- ESOP's available for further grant	151,500	261,000
<b>Total</b>	<b>1,350,000</b>	<b>1,350,000</b>

**16. OTHER EQUITY**

(₹ in hundreds)

Particulars	As at	
	31st March 2025	31st March 2024
<b>Reserve and Surplus</b>		
<b>a) Retained Earnings</b>		
Balance at the beginning of the reporting period	1,520,392.31	1,453,934.30
Add: Profit/(Loss) for the year	(215,802.31)	66,458.01
Amount available for appropriation	1,304,590.00	1,520,392.31
Less: Appropriations	-	-
Balance at the end of the reporting period	<b>1,304,590.00</b>	<b>1,520,392.31</b>
<b>b) Other Comprehensive Income</b>		
Balance at the beginning of the reporting period	(4,335.36)	(2,612.33)
Add: Movement in Other Comprehensive Income (Net) during the year	(7,431.55)	(1,723.03)
Balance at the end of the reporting period	<b>(11,766.91)</b>	<b>(4,335.36)</b>
<b>c) Equity-settled Share Based Payment Reserve</b>		
Balance at the beginning of the reporting period	32,188.18	-
Add: Share Based Payments to Employees during the year	69,347.05	32,188.18
Balance at the end of the reporting period	<b>101,535.23</b>	<b>32,188.18</b>
	<b>1,394,358.32</b>	<b>1,548,245.13</b>

**Nature and Purpose of Reserve**

**a) 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.

**b) Other Comprehensive Income**

Other comprehensive income consist of remeasurement gains/losses on employees defined benefit plan.

**c) Equity-settled Share Based Payment Reserve**

This reserve is created by debiting the statement of profit and loss with value of share options granted to the employees of the Company.

This reserve shall be transferred to (i) Share Capital, Securities Premium and Retained Earnings in case shares issued by the Company, (ii) Retained Earnings in case vested options get lapsed and (iii) Share based payments to employees under Employee benefits expense as derecognition in case unvested options get lapsed.

Notes to Financial Statements  
as at March 31, 2025 (Contd.)

**17. CURRENT FINANCIAL LIABILITIES - TRADE PAYABLES**

(₹ in hundreds)

Particulars	As at	
	31st March 2025	31st March 2024
Total outstanding dues of micro enterprises and small enterprises	134,779.07	-
	<b>134,779.07</b>	-
Total outstanding dues of creditors other than micro enterprises and small enterprises	65,431.43	141,495.08
	<b>65,431.43</b>	<b>141,495.08</b>
	<b>200,210.50</b>	<b>141,495.08</b>

The details of amount outstanding to Micro, Small and Medium Enterprises defined under "Micro, Small and Medium Enterprises Development Act, 2006" (as identified based on information available with the company and relied upon by the Auditors) is as under -

- Principal amount due and remaining unpaid	134,779.07	-
- Interest due on above and the unpaid interest	-	-
- Interest paid	-	-
- Payment made beyond the appointed day during the year	-	-
- Interest due and payable for the period of delay	-	-
- Interest accrued and remaining unpaid	-	-
- Amount of further interest remaining due and payable in succeeding years	-	-

**Trade Payables due for payment - ageing schedule as at 31st March, 2025**

(₹ in hundreds)

Particulars	Outstanding for following periods from the date of transaction				
	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	Total
- MSME	134,779.07	-	-	-	134,779.07
- Others - undisputed dues	65,431.43	-	-	-	65,431.43
<b>Total</b>	<b>200,210.50</b>	-	-	-	<b>200,210.50</b>

**Trade Payables due for payment - ageing schedule as at 31st March, 2024**

(₹ in hundreds)

Particulars	Outstanding for following periods from the date of transaction				
	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	Total
- MSME	-	-	-	-	-
- Others - undisputed dues	141,495.08	-	-	-	141,495.08
<b>Total</b>	<b>141,495.08</b>	-	-	-	<b>141,495.08</b>

**18. CURRENT FINANCIAL LIABILITIES - OTHERS**

(₹ in hundreds)

Particulars	As at	
	31st March 2025	31st March 2024
Payable for expenses		
-to holding company, a related party	0.32	-
-to others	43,338.80	51,222.21
Accrued salaries and benefits	254,150.89	221,734.80
Other payables	46.34	500.32
	<b>297,536.35</b>	<b>273,457.33</b>



Notes to Financial Statements  
as at March 31, 2025 (Contd.)

**19. OTHER CURRENT LIABILITIES**

(₹ in hundreds)

Particulars	As at	
	31st March 2025	31st March 2024
Statutory liabilities	84,914.49	92,950.81
	<b>84,914.49</b>	<b>92,950.81</b>

**20. CURRENT PROVISIONS**

(₹ in hundreds)

Particulars	As at	
	31st March 2025	31st March 2024
Provision for employee benefits		
- Gratuity	24,197.96	13,473.75
- Compensated absences	11,271.02	4,671.58
	<b>35,468.98</b>	<b>18,145.33</b>

**21. REVENUE FROM OPERATIONS**

(₹ in hundreds)

Particulars	For the year ended 31st March 2025	For the year ended 31st March 2024
<b>Sale of services</b>		
- Portfolio management fees	1,203,414.36	829,878.38
- Alternate Investment Fund management fees	768,680.15	658,551.83
<b>Revenue from operations</b>	<b>1,972,094.51</b>	<b>1,488,430.21</b>

**22. OTHER INCOME**

(₹ in hundreds)

Particulars	For the year ended 31st March 2025	For the year ended 31st March 2024
<b>Interest from</b>		
- Unsecured loan	63,397.26	80,368.84
- Banks	40,275.68	39,645.41
- Unwinding of Security Deposit	2,636.47	1,337.54
- Income tax refund	2,944.94	2,209.91
Interest income	109,254.35	123,561.70
<b>Dividend on</b>		
- Current investments	0.48	2.92
- Non-current investments	1,371.29	1,789.41
Dividend on investments	1,371.77	1,792.33
<b>Other non-operating income</b>		
- Net gain on sale of investments	6,639.46	34,704.28
- Net gain on fair value changes of investments	1,781.86	56,630.15
- Liability no longer payable	19,226.96	34,253.42
	<b>138,274.40</b>	<b>250,941.88</b>

Notes to Financial Statements  
as at March 31, 2025 (Contd.)

**23. EMPLOYEE BENEFITS EXPENSE**

(₹ in hundreds)

Particulars	For the year ended 31st March 2025	For the year ended 31st March 2024
Salaries and other benefits	1,124,536.02	724,562.42
Share based payments to employees	69,347.05	32,188.18
Contribution to provident and other funds	49,091.51	15,278.92
Gratuity	16,766.41	11,170.72
Staff welfare expenses	2,619.76	927.17
	<b>1,262,360.75</b>	<b>784,127.41</b>

**24. FINANCE COSTS**

(₹ in hundreds)

Particulars	For the year ended 31st March 2025	For the year ended 31st March 2024
<b>Interest on financial liabilities carried at amortised cost</b>		
Interest on borrowings from bank	149.45	2,825.64
Interest on lease liabilities	30,959.73	17,572.07
	<b>31,109.18</b>	<b>20,397.71</b>

**25. DEPRECIATION AND AMORTIZATION EXPENSE**

(₹ in hundreds)

Particulars	For the year ended 31st March 2025	For the year ended 31st March 2024
Depreciation on Property, Plant and Equipment	79,828.56	24,759.13
Depreciation of right of use assets	69,895.45	37,860.04
Amortization on Other Intangible assets	386.67	1,386.67
	<b>150,110.68</b>	<b>64,005.84</b>

**26. OTHER EXPENSES**

(₹ in hundreds)

Particulars	For the year ended 31st March, 2025	For the year ended 31st March, 2024
Commission	620,396.25	562,314.11
Communication, postage and courier charges	10,532.84	4,155.68
Fees and stamps	17,978.83	7,794.02
Registration fees	1,668.05	1,663.90
Membership and subscription	17,917.32	10,983.50
Custodial charges	109.79	69.21
Depository charges	17.60	26.12
Electricity charges	6,887.35	5,781.59
Insurance	517.59	192.39
Repairs & maintenance - others	27,460.25	24,150.96
Advertisement and business promotion expenses	21,971.58	23,047.70
Printing and stationery	15,477.62	2,692.48
Travelling, conveyance and vehicle expenses	125,810.63	54,683.64





Notes to Financial Statements  
as at March 31, 2025 (Contd.)

(₹ in hundreds)

Particulars	For the year ended 31st March, 2025	For the year ended 31st March, 2024
Legal and professional fees	31,515.01	52,292.33
Payment to auditors		
- As auditors		
Audit fee	7,250.00	7,250.00
Tax audit fee	500.00	500.00
- In other Capacity		
Taxation matters	825.00	595.00
Limited review and certification	1,900.00	600.00
Rent	-	17,964.26
Software expenses	15,003.02	4,522.28
Miscellaneous expenses	26,069.66	10,460.40
Share Issue Expenses	-	950.00
Foreign Exchange Rate Fluctuations Loss (Net)	39.86	73.46
<b>Total</b>	<b>949,848.25</b>	<b>792,763.03</b>

**27. EARNINGS PER SHARE:**

Sl. No.	Particulars	Year Ended March, 2025	Year Ended March, 2024
a)	Net Profit/(Loss) after tax available for Equity Shareholders (₹ in hundreds)	(215,802.31)	66,458.01
b)	Weighted average number of Equity Shares of ₹ 10/- each outstanding during the period (No. of Shares)		
	- For Basic Earnings	9,000,000	9,000,000
	- For Diluted Earnings	9,090,940	9,000,000
c)	Basic Earnings per Equity Share (₹)	(2.40)	0.74
d)	Diluted Earnings per Equity Share (₹)	(2.37)	0.74

**28. DISCLOSURES AS PER IND AS 19 - EMPLOYEE BENEFITS ARE AS FOLLOWS:****a. Defined Contribution Plan**

Expenses recognized in Statement of Profit and Loss towards the Defined Contribution Plans are as under:

(₹ in hundreds)

Particulars	Year Ended 31st March 2025	Year Ended 31st March 2024
Contribution to Provident Fund	29,586.75	14,329.04
Contribution to ESIC	6.00	48.34
Contribution to National Pension Scheme (NPS)	19,492.01	899.74
Contribution to Other Welfare Fund	6.75	1.80
<b>Total</b>	<b>49,091.51</b>	<b>15,278.92</b>

**b. Defined Benefit Plan**

The company has a defined benefit gratuity plan governed by the Payment of Gratuity Act, 1972. Every employee who has completed five years or more of service is entitled to gratuity on departure at 15 days last drawn salary for each completed year of service or part thereof in excess of six months.

Notes to Financial Statements  
as at March 31, 2025 (Contd.)

The plan is funded with insurance company in the form of a qualifying insurance policy. The following tables summarize the components of net benefit expense recognized in the Statement of Profit and Loss, other comprehensive income and amount recognized in balance sheet which has been determined by an Actuary appointed for the purpose and relied upon by the Auditors:

(₹ in hundreds)

Sr. No.	Particulars	As at 31st March, 2025	As at 31st March, 2024
I	<b>Changes in present value of obligations</b>		
	Present Value of Obligations at beginning of the period	51,240.43	34,228.57
	Current Service Cost	15,803.72	10,855.15
	Interest Expense or Cost	3,661.09	2,486.84
	Re-measurement (or Actuarial) (Gain)/Loss arising from:-		
	-change in demographic assumptions	2,262.32	-
	-change in financial assumptions	2,561.48	1,709.13
	-experience variance (i.e. Actual experience vs assumptions)	3,858.44	825.15
	Benefits Paid	-	(2,290.30)
	Transfer In/(Out)	-	3,425.89
	Present Value of Obligations at end of the period	79,387.48	51,240.43
II	<b>Changes in fair value of plan assets</b>		
	Fair Value of Plan Assets at beginning of the period	37,766.68	29,885.03
	Investment Income	2,698.40	2,171.27
	Employer's Contribution	13,473.75	4,343.54
	Transfer In/(Out)	-	3,425.89
	Benefits Paid	-	(2,290.30)
	Return on plan assets, excluding amount recognized in net interest expense	1,250.69	231.25
	Fair Value of Plan Assets at end of the period	55,189.52	37,766.68
III	<b>Reconciliation of net liability/asset</b>		
	Net defined benefit liability/(asset) as at the beginning	13,473.75	4,343.54
	Expenses charged to Statement of Profit and Loss	16,766.41	11,170.72
	Amount recognized in other comprehensive income	7,431.55	2,303.03
	Employer contribution	(13,473.75)	(4,343.54)
	<b>Net defined benefit liability/(asset) as at the end</b>	24,197.96	13,473.75
IV	<b>Expenses recognized in Statement of Profit and Loss</b>		
	Current Service Cost	15,803.72	10,855.15
	Net Interest Cost / (Income) on the net defined benefit liability/ (Asset)	962.69	315.57
	<b>Expenses recognized in the Income Statement</b>	16,766.41	11,170.72
V	<b>Change in the Effect of Asset Ceiling</b>		
	<b>Effect of Asset Ceiling at the beginning</b>	-	-
	Interest Expense or Cost (to the extent not recognized in net interest expense)	-	-
	Re-measurements (or Actuarial) (gain)/loss arising because of change in effect of asset ceiling	-	-
	<b>Effect of Asset Ceiling as at the end</b>	-	-
VI	<b>Other Comprehensive (Income)/Loss</b>		
	Actuarial (gains)/losses		
	-change in demographic assumptions	2,262.32	-



Notes to Financial Statements  
as at March 31, 2025 (Contd.)

(₹ in hundreds)

Sr. No.	Particulars	As at 31st March, 2025	As at 31st March, 2024
	-change in financial assumptions	2,561.48	1,709.13
	-experience variance (i.e. actual experience vs assumptions)	3,858.44	825.15
	Return on plan assets, excluding amount recognized in net interest expense	(1,250.69)	(231.25)
	<b>Components of defined benefit costs recognized in other comprehensive (income)/loss</b>	7,431.55	2,303.03
VII	<b>Amount recognized in Balance Sheet</b>		
	Present value of obligation	79,387.48	51,240.43
	Fair value of plan assets	55,189.52	37,766.68
	<b>Surplus/(Deficit)</b>	(24,197.96)	(13,473.75)
	Effects of asset ceiling, if any	-	-
	<b>Net Asset / (Liability)</b>	(24,197.96)	(13,473.75)
VIII	<b>Key actuarial assumptions</b>		
	Discount rate (p.a.)	6.50%	7.15%
	Salary growth rate (p.a.)	15.00%	15.00%
	Attrition/Withdrawal rates, based on age		
	-Upto 45 years	25%	25%
	-Above 45 years	10%	15%
	Mortality rate	100% of IALM 2012-14	100% of IALM 2012-14
IX	<b>Categories of plan assets</b>		
	Insurer managed funds	99.96%	99.95%
	Bank Balance	0.04%	0.05%
X	<b>Sensitivity analysis for significant assumptions is as shown below</b>		
	Discount Rate (- 1%) : % Change compared to base due to sensitivity	6.30%	5.30%
	Discount Rate (+ 1%) : % Change compared to base due to sensitivity	-5.70%	-4.90%
	Salary Growth (- 1%) : % Change compared to base due to sensitivity	-2.90%	-2.90%
	Salary Growth (+ 1%) : % Change compared to base due to sensitivity	2.90%	2.90%
	Attrition Rate (- 50%) : % Change compared to base due to sensitivity	10.70%	9.50%
	Attrition Rate (+ 50%) : % Change compared to base due to sensitivity	-8.00%	-7.00%
	Mortality Rate (- 10%) : % Change compared to base due to sensitivity	0.00%	0.00%
	Mortality Rate (+ 10%) : % Change compared to base due to sensitivity	0.00%	0.00%
XI	<b>Expected Contribution during the next annual reporting period</b>		
	The Company's best estimate of Contribution during the next year	40,378.63	24,624.54

Notes to Financial Statements  
as at March 31, 2025 (Contd.)

(₹ in hundreds)

Sr. No.	Particulars	As at 31st March, 2025	As at 31st March, 2024
XII	<b>Maturity Profile of Defined Benefit Obligation</b>		
	Weighted average duration (based on discounted cash flows)	6 years	5 years
	Expected cash flows over the next (valued on undiscounted basis):		
	1 year	12,022.45	9,190.00
	2 to 5 years	35,554.77	27,407.62
	6 to 10 years	40,489.88	26,113.34
	more than 10 years	36,359.88	15,245.58

**c. Compensated Absences**

The liability towards compensated absences for the year ended 31st March, 2025 is based on actuarial valuation carried out using the projected unit credit method by an Actuary appointed for the purpose and relied upon by the Auditors.

Assumptions	Year Ended 31st March 2025	Year Ended 31st March 2024
Discount rate (p.a.)	6.50%	7.15%
Salary growth rate (p.a.)	15.00%	15.00%

**29. RELATED PARTY DISCLOSURES**

**A. List of related parties**

Sr. No.	Name of Related Party	Nature of Relationship
(i)	Directors/ Key Management Personnel	
	a) G C Vasudeo (upto 13.08.2024)	} Directors
	b) Satish Ugrankar (w.e.f. 18.11.2024)	
	c) Rajesh Sharma	
	d) Saket Agrawal	
	e) Dr. Bharat Kumar Singh (w.e.f 05.09.2023)	
	f) Manish Sonthalia (w.e.f. 24.06.2024)	Whole Time Director (Designated as Director & Chief Investment Officer)
	g) Sachin Shah (w.e.f. 24.06.2024)	Whole Time Director (Designated as Executive Director & Fund Manager)
	h) Dipti Modi (upto 30.11.2023)	} Company Secretary
	i) Aditi Brahmabhatt (from 02.02.2024 to 28.12.2024)	
	j) Labhesh Doshi (w.e.f. 17.03.2025)	
(ii)	Individuals having control or significant influence or their relatives	
	a) Krishna Kumar Karwa	} Individual having significant control or significant influence or their relatives
	b) Prakash Kacholia	
	c) Preeti Kacholia	
(iii)	Emkay Global Financial Services Limited	Holding Company
(iv)	Emkay Fincap Limited	Fellow Subsidiary Company
(v)	Emkay Corporate Services Private Limited	Enterprises owned/controlled by Individuals having control or significant influence
(vi)	Emkay Investment Managers Ltd. Employees Group Gratuity Assurance Fund	Others



Notes to Financial Statements  
as at March 31, 2025 (Contd.)

**B Transactions with related parties**

Sr No	Particulars	(₹ in hundreds)											
		Directors/Key Management Personnel		Individual having control or significant influence or their relatives		Holding Company		Fellow Subsidiary Company		Enterprises owned/ controlled by Individuals having control or significant influence or their relatives		Others	
		₹	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹
		2024-25	2023-24	2024-25	2023-24	2024-25	2023-24	2024-25	2023-24	2024-25	2023-24	2024-25	2023-24
<b>I Expenditure</b>													
(a)	Depository Charges												
	- Enkay Global Financial Services Ltd.	-	-	-	-	17.60	19.62	-	-	-	-	-	-
(b)	Rent												
	- Enkay Global Financial Services Ltd.	-	-	-	-	-	16,183.10	-	-	-	-	-	-
(c)	Commission on PMS Fees												
	- Enkay Global Financial Services Ltd.	-	-	-	-	199,518.91	120,724.37	-	-	-	-	-	-
(d)	Commission on AIF Fees												
	- Enkay Global Financial Services Ltd.	-	-	-	-	96,936.07	16,331.95	-	-	-	-	-	-
(e)	Salaries and Other Benefits*												
	- Dipti Modi (Last working date 30.11.2023)	-	8,640.92	-	-	-	-	-	-	-	-	-	-
	- Aditi Brahmabhatt (Last working date 27.12.2024)	9,209.38	1,711.59	-	-	-	-	-	-	-	-	-	-
	- Sachin Shah (WTD w.e.f. 24.06.2024)	123,225.65	-	-	-	-	-	-	-	-	-	-	-
	- Manish Sonthalia (WTD w.e.f. 24.06.2024)	141,993.01	-	-	-	-	-	-	-	-	-	-	-
	- Labhesh Doshi (CS w.e.f. 17.03.2025)	284.65	-	-	-	-	-	-	-	-	-	-	-
(f)	Gratuity Contribution												
	- Enkay Investment Managers Ltd. Employees Group Gratuity Assurance Fund	-	-	-	-	-	-	-	-	-	-	16,766.41	11,170.72
<b>II Income</b>													
(a)	Portfolio Management Fees												
	- Prakash Kacholia	-	1,117.73	1,369.57	-	-	-	-	-	-	-	-	-
	- Preeti Kacholia	-	-	104.21	-	-	-	-	-	-	-	-	-
(b)	Enkay Corporate Services Pvt. Ltd.	-	-	-	-	-	-	-	-	3,362.28	2,481.59	-	-
	'Interest Received on Unsecured Loan												
	- Enkay Global Financial Services Ltd.	-	-	-	-	63,397.26	54,890.71	-	-	-	-	-	-
	- Enkay Fincap Ltd.	-	-	-	-	-	-	25,478.13	-	-	-	-	-
<b>III Others</b>													
(a)	Expenses Reimbursed												
	Enkay Global Financial Services Ltd.	-	-	-	-	-	7,095.41	-	-	-	-	-	-
(b)	Brokerage on Investments												
	- Enkay Global Financial Services Ltd.	-	-	-	-	-	441.17	-	-	-	-	-	-
(c)	Loan Given												
	- Enkay Global Financial Services Ltd.	-	-	-	-	2,025,000.00	1,600,000.00	-	-	-	-	-	-
	- Enkay Fincap Ltd.	-	-	-	-	-	-	1,450,000.00	-	-	-	-	-

Notes to Financial Statements  
as at March 31, 2025 (Contd.)

Sr No	Particulars	(₹ in hundreds)											
		Directors/Key Management Personnel		Individual having control or significant influence or their relatives		Holding Company		Fellow Subsidiary Company		Enterprises owned/ controlled by Individuals having control or significant influence or their relatives		Others	
		2024-25	2023-24	2024-25	2023-24	2024-25	2023-24	2024-25	2023-24	2024-25	2023-24	2024-25	2023-24
	(d) Loan Received Back												
	- Enkay Global Financial Services Ltd.	-	-	-	-	2,025,000.00	1,600,000.00	-	-	-	-	-	-
	- Enkay Fincap Ltd.	-	-	-	-	-	-	2,050,000.00	-	-	-	-	-
<b>IV</b>	<b>Outstandings</b>												
	(a) Trade payables												
	- Enkay Global Financial Services Ltd.	-	-	-	-	128,585.20	56,755.17	-	-	-	-	-	-
	(b) Payable for Expenses												
	- Enkay Global Financial Services Ltd.	-	-	-	-	0.32	-	-	-	-	-	-	-
	(c) Provision for Employee Benefits - Gratuity												
	- Enkay Investment Managers Ltd.	-	-	-	-	-	-	-	-	-	-	24,197.96	13,473.75
	- Employees Group Gratuity Assurance Fund												
	(d) Trade receivables												
	- Prakash Kacholia	-	-	218.72	357.80	-	-	-	-	-	-	-	-
	- Enkay Corporate Services Pvt. Ltd.	-	-	-	-	-	-	-	-	1,048.76	822.52	-	-
	(e) Equity Share Capital												
	- Enkay Global Financial Services Ltd.	-	-	-	-	900,000.00	900,000.00	-	-	-	-	-	-

\*excludes provision for gratuity and compensated absences, which is determined on the basis of actuarial valuation done on overall basis for the Company.

- C. Related Parties are identified by Management and relied upon by the auditor.**
- D. No amounts in respect of related parties have been written off/written back during the year or has not made any provision for doubtful debts/receivable.**
- E. Name of the related party and nature of the related party relationship where control exists have been disclosed irrespective of whether or not there have been transactions and in case of other related parties, the said disclosure has been made wherever transactions have taken place.**
- F. The provision of services from/to related parties are made on terms equivalent to those that prevail in arm's length transactions.**
- G. Terms and conditions of transactions with related parties**
- **Trade payables, Payable for expenses and Trade receivables**  
Trade payables, Payable for expenses and Trade receivables are unsecured, interest free and require settlement in cash. No guarantee or other security has been received/given against the same.



Notes to Financial Statements  
as at March 31, 2025 (Contd.)

### 30. SHARE BASED PAYMENTS

#### I. Disclosure Relating to Employee Stock Option Scheme of the Company

##### Employee Stock Option Plan 2023 (ESOP-2023)

ESOP-2023 scheme was approved by the shareholders of the Company at the Extra Ordinary General meeting held on 14th September, 2023 for grant of 13,50,000 options.

The activity in ESOP-2023 during the year ended 31st March, 2025 is set out below: -

Particulars	For the year ended 31 March, 2025		For the year ended 31 March, 2024	
	In Numbers	Weighted Average Exercise Price (in ₹)	In Numbers	Weighted Average Exercise Price (in ₹)
<b>ESOP-2023 : (Face value of ₹ 10 each)</b>				
Options outstanding at the beginning of the year	1,089,000	30.68	-	-
Add: Granted	127,500	35.00	1,089,000	30.68
Less:- Exercised	-	-	-	-
Less:- Forfeited	-	-	-	-
Less:- Lapsed	18,000	30.68	-	-
<b>Options outstanding at the end of the year</b>	<b>1,198,500</b>	<b>31.12</b>	<b>1,089,000</b>	<b>30.68</b>

##### Employees' Stock Options Scheme (ESOP):

Particulars	ESOP-2023
Date of Board Approval	07.09.2023
Date of Shareholder's Approval	14.09.2023
Date of Grant	(i) 03.10.2023 (ii) 25.01.2024 (iii) 24.06.2024
Number of Options granted to Employees of the Company	1,216,500
Total Options Granted	1,216,500
Method of Settlement	Equity Shares
Vesting Period	As per ESOP-2023 scheme, the NRC has the authority to fix the vesting period in relation to Options and shall communicate to the Eligible Employee, at the time of grant, the time and the manner of vesting of options, subject to a minimum vesting period of one year.

##### Weighted Average Remaining Contractual life:

Particulars	ESOP-2023
Current year	
- Granted but not vested	3.50 years
Current year	
- Vested but not exercised	2.58 years
Current year	
- Weighted Average Share Price at the date of exercise for Stock Options exercised during the year	N.A.
Previous year	



Notes to Financial Statements  
as at March 31, 2025 (Contd.)

Particulars	ESOP-2023
- Granted but not vested	4.16 years
Previous year	
- Vested but not exercised	N.A.
Previous year	
- Weighted Average Share Price at the date of exercise for Stock Options exercised during the year	N.A.
Exercise Period	As per ESOP-2023 scheme, the Maximum Exercise Period for exercise of the Option would be 3 (three) years from the date of vesting of each tranche of the Option and the Option granted to an Eligible Employee would lapse if it is not exercised by him / her within the maximum period of 3 (three) years from the date of its vesting in him / her.
Vesting Conditions	As per ESOP-2023 scheme, the NRC is authorized to determine the conditions under which options may vest in employees and may lapse in case of termination of employment for misconduct.
Weighted Average Fair Value of Options as on grant date – Current Year	₹ 11.66
Weighted Average Fair Value of Options as on grant date – Previous Year	₹ 10.41
Risk free interest rate	7.01%
Dividend Yield	2.86%
Expected Volatility	50%

The exercise pricing formula for ESOP Schemes are as under:

**ESOP-2023**

The exercise price shall be equal to the price determined by the valuer on the date prior to the date on which the Nomination, Remuneration and Compensation Committee finalizes the specific number of Options to be granted to the employees.

Other information regarding Employee Share based payment plan is as below

(₹ in hundreds)

Particulars	2024-25	2023-24
Expense arising from employee share based payment plans	69,347.05	32,188.18
Total carrying amount at the end of the year	24,672.77	81,124.07

**31. CONTINGENT LIABILITIES**

(₹ in hundreds)

Particulars	As at 31.03.2025	As at 31.03.2024
Income tax matter in appeal (net of amount deposited)	66,907.60	66,907.60
GST matter in appeal (net of amount deposited)	9,194.04	9,194.04
	<b>76,101.64</b>	<b>76,101.64</b>



## Notes to Financial Statements as at March 31, 2025 (Contd.)

### 32. SEGMENT REPORTING

#### a. Business Segment

The Chief Operating Decision Maker (CODM) monitors the operating results of the business segment separately for the purpose of making decision about resource allocation and performance assessment. The operating segment has been identified considering the nature of services, the differing risks and returns, the organization structure and internal financial reporting system. Business segment has been considered as the primary segment for disclosure. The primary business of the Company related to one business segment namely "Advisory & Transactional Services" comprising of Asset Management Services, therefore primary business segment reporting as required by Ind AS 108 "Segment Reporting" is not applicable.

#### b. Geographical Segment

The Company operated in India and hence there is no reportable geographical segment.

### 33. LEASE

- (a) The Company has entered into a lease contract for a premise used by it for its operations. There are no variable lease payments, residual agreements, sale and leaseback arrangements and other restrictions. The Company also had certain operating leases with lease terms of 12 months or less. The Company applies the 'Short-term lease' recognition exemption for these leases.

- (b) Set out below are the carrying amount of right-of-use assets recognized and movement during the year

(₹ in hundreds)

Particulars	As at 31 <sup>st</sup> March, 2025	As at 31 <sup>st</sup> March, 2024
<b>Balance at the beginning of the year</b>	<b>311,617.22</b>	-
Additions	-	349,477.26
Closure	-	-
Depreciation Expenses	69,895.45	37,860.04
<b>Balance at the end of the year</b>	<b>241,721.77</b>	<b>311,617.22</b>

- (c) Set out are the carrying amount of lease liabilities and movement during the year:

(₹ in hundreds)

Particulars	As at 31 <sup>st</sup> March, 2025	As at 31 <sup>st</sup> March, 2024
<b>Balance at the beginning of the year</b>	<b>312,647.00</b>	-
Additions	-	334,399.93
Accretion of Interest	30,959.73	17,572.07
Closure	-	-
Payments	85,800.00	39,325.00
<b>Balance at the end of the year</b>	<b>257,806.73</b>	<b>312,647.00</b>
Non-current	196,771.81	257,806.73
Current	61,034.92	54,840.27

Notes to Financial Statements  
as at March 31, 2025 (Contd.)

- (d) The details of the contractual maturities of lease liabilities on an undiscounted basis are as follows:

(₹ in hundreds)

Particulars	As at 31 <sup>st</sup> March, 2025	As at 31 <sup>st</sup> March, 2024
Up to one year	85,800.00	85,800.00
From one to five years	225,445.00	311,245.00
From above five years	-	-
<b>Total</b>	<b>311,245.00</b>	<b>397,045.00</b>

- (e) The effective interest rate of lease liabilities is 10.75% with maturities between one to three years.

- (f) The following are the amount recognized in statement of profit or loss

(₹ in hundreds)

Particulars	For the year ended 31 <sup>st</sup> March, 2025	For the year ended 31 <sup>st</sup> March, 2024
Depreciation of right of use assets	69,895.45	37,860.04
Interest on Lease Liability	30,959.73	17,572.07
<b>Net</b>	<b>100,855.18</b>	<b>55,432.11</b>

- (g) **The details of Short-term lease payments**

The company is occupying part of a premise owned by its parent company for which rent of ₹ Nil (P.Y. ₹ 16,183.10 hundreds) has been paid to them and is also occupying part of another premise taken on operating lease by its parent company to whom rent aggregating to ₹ Nil (P.Y. ₹ 1,781.16 hundreds) has been reimbursed.

### 34. FINANCIAL INSTRUMENTS

- I. Financial instruments by categories and their carrying value as of March 31, 2025 is as follows:

(₹ in hundreds)

Particulars	Measured at			Total Carrying Value
	Amortised Cost	Fair Value Through P&L	Fair Value Through OCI	
<b>Financial Assets</b>				
Investments (Quoted)				
- Equity Instruments	-	254,850.77	-	254,850.77
Trade Receivables	478,716.04	-	-	478,716.04
Cash and Cash Equivalents	777,083.71	-	-	777,083.71
Bank Balances Other Than Cash and Cash Equivalents	11,723.33	-	-	11,723.33
Other Financial Assets	651,585.19	-	-	651,585.19
<b>Total</b>	<b>1,919,108.27</b>	<b>254,850.77</b>	<b>-</b>	<b>2,173,959.04</b>
<b>Financial Liabilities</b>				
Lease Liabilities	257,806.73	-	-	257,806.73
Trade Payable	200,210.50	-	-	200,210.50
Other Financial Liabilities	297,536.35	-	-	297,536.35
<b>Total</b>	<b>755,553.58</b>	<b>-</b>	<b>-</b>	<b>755,553.58</b>



Notes to Financial Statements  
as at March 31, 2025 (Contd.)

II. Financial instruments by categories and their carrying value as of March 31, 2024 is as follows:

(₹ in hundreds)

Particulars	Measured at			Total Carrying Value
	Amortised Cost	Fair Value Through P&L	Fair Value Through OCI	
<b>Financial Assets</b>				
Investments (Quoted)				
- Equity Instruments	-	214,681.53	-	214,681.53
- Mutual Funds	-	36.57	-	36.57
Trade Receivables	450,031.74	-	-	450,031.74
Cash and Cash Equivalents	813,039.70	-	-	813,039.70
Bank Balances Other Than Cash and Cash Equivalents	571,017.74	-	-	571,017.74
Other Financial Assets	59,225.96	-	-	59,225.96
<b>Total</b>	<b>1,893,315.14</b>	<b>214,718.10</b>	<b>-</b>	<b>2,108,033.24</b>
<b>Financial Liabilities</b>				
Lease Liabilities	312,647.00	-	-	312,647.00
Trade Payable	141,495.08	-	-	141,495.08
Other Financial Liabilities	273,457.33	-	-	273,457.33
<b>Total</b>	<b>727,599.41</b>	<b>-</b>	<b>-</b>	<b>727,599.41</b>

**Fair Value Hierarchy:**

**Financial Assets Measured at Fair Value-**

(₹ in hundreds)

Particulars	Note No	Level 1	
		As at 31st March, 2025	As at 31st March, 2024
Non-current Investments in			
- Equity Instruments	5	254,850.77	214,681.53
Current Investments in			
- Mutual Funds	9	-	36.57
<b>Total Financial Assets</b>		<b>254,850.77</b>	<b>214,718.10</b>

III. Valuation techniques used to determine fair value

- Quoted Equity Investments – Quoted closing price on stock exchange.
- Quoted Mutual Fund Investments – Quoted closing NAV of respective schemes.

IV. Financial instruments not measured at fair value

Financial assets not measured at fair value include cash and cash equivalents, bank balances other than cash and cash equivalents, trade receivables and other financial assets. These are financial assets whose carrying amounts approximate fair value, due to their short term nature.

Additionally, financial liabilities such as trade payables and other financial liabilities are not measured at FVTPL, whose carrying amounts approximate fair value, because of their short-term nature except lease liability which is measured at present value in accordance with relevant Ind AS.

At 31 March 2025 and 31 March 2024, the Company did not held any financial assets or financial liabilities which could have been categorized as level 3.

Notes to Financial Statements  
as at March 31, 2025 (Contd.)

**35. DISCLOSURE AS PER IND AS 107 OF NATURE AND EXTENT OF RISKS FROM FINANCIAL INSTRUMENTS AND ITS MANAGEMENT:**

The Company has exposure to the following risks arising from financial instruments:

- a) Credit risk
- b) Liquidity risk
- c) Market risk
- a) **Credit risk**

It is risk that the Company will incur a loss because its customers or counterparties to financial instruments fail to meet its contractual obligation.

The Company's financial assets comprises of investments, trade receivables, cash and cash equivalents, bank balances other than cash and cash equivalents and other financial assets which comprise mainly of loan to fellow subsidiary company, security deposits, advances and other receivables.

Investments comprise of Quoted Equity Instruments and Mutual Funds which are market tradeable. In case of bank balances, the Company is banking with top rated banks. Credit risk on trade receivables is very low as the Company manages Clients Portfolio hence chances of credit loss are negligible. In case of other financial assets, the amount involved is not material.

**Movement in Expected Credit Losses**

There is no movement in Expected Credit Losses.

- b) **Liquidity risk**

Liquidity risk refers to the risk that the Company cannot meet its financial obligations. The objective of liquidity risk management is to maintain sufficient liquidity and ensure that funds are available for use as per requirements. The Company manages liquidity risk by maintaining adequate reserves, invests its surplus funds in quoted liquid schemes of mutual funds and bank balances.

The table below summarises the maturity profile of the company's financial liabilities based on contractual payments-  
(₹ in hundreds)

Particulars	Below 12 Months	Above 12 Months	Total
<b>As on 31st March, 2025</b>			
Lease Liabilities	61,034.92	196,771.81	257,806.73
Trade Payables	200,210.50	-	200,210.50
Other Financial Liabilities	297,536.35	-	297,536.35
<b>As on 31st March, 2024</b>			
Lease Liabilities	54,840.27	257,806.73	312,647.00
Trade Payables	141,495.08	-	141,495.08
Other Financial Liabilities	273,457.33	-	273,457.33

- c) **Market Risk**

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. The Company's exposure to market risk is primarily on account of equity prices and interest rates risk. The objective of market risk management is to maintain an acceptable level of market risk exposure while aiming to maximize returns.

- (i) **Equity Price**

The Company's exposure to equity price risk arises primarily on account of its investments in equity instruments.

The Company's equity price risk is managed by Board by investment in equity instruments of well managed Companies and having diversified portfolio.

- (ii) **Interest rate risk**

The Company is exposed to Interest rate risk if the fair value or future cash flows of its financial instruments will fluctuate as a result of changes in market interest rates. Fair value interest rate risk is the risk of changes in fair values of fixed interest bearing investments because of fluctuations in the interest rates.



## Notes to Financial Statements as at March 31, 2025 (Contd.)

The Company's interest rate risk arises from investments in various liquid/debt fund schemes of Mutual Funds. Such instrument exposes the Company to fair value interest rate risk. Management believes that the interest rate risk attached to these financial assets is not significant due to the nature of these financial assets

### 36. DISCLOSURE AS PER IND-AS 1 ON CAPITAL MANAGEMENT

The Company's objective for capital management is to maximize shareholder value, safeguard business continuity and support the growth of the Company. The Company determines the capital requirement based on its business needs and believes in conservative leverage policy. The funding requirements are met through equity, operating cash flows generated and need based borrowings for short term.

In addition to above the Company is required to maintain a minimum networth as prescribed from time to time by SEBI under SEBI (Portfolio Managers) Regulations, 1993 as substituted by SEBI (Portfolio Managers) Regulations, 2020. The management ensures that this is complied at all times.

### 37. TAX RECONCILIATION DISCLOSURES:

#### a. Income tax expense consists of the followings: (₹ in hundreds)

Particulars	Year ended 31st March, 2025	Year ended 31st March, 2024
Current Income Tax	-	15,580.00
Deferred Tax/(Benefit)	(73,909.53)	(9,001.18)
Total tax for the current year	<b>(73,909.53)</b>	<b>6,578.82</b>
Short/(Excess) Provision for Taxation for Earlier Year	6,651.89	5,041.27
<b>Tax expense for the year</b>	<b>(67,257.64)</b>	<b>11,620.09</b>

#### b. Amounts recognised in other comprehensive income/(loss) (₹ in hundreds)

Particulars	Year ended 31st March, 2025	Year ended 31st March, 2024
<b>Items that will not be reclassified to profit or loss</b>		
Actuarial gain/(loss) on defined benefit plans	(7,431.55)	(2,303.03)
Income tax relating to items that will not be reclassified to profit or loss	-	580.00
<b>Other comprehensive income/(loss)</b>	<b>(7,431.55)</b>	<b>(1,723.03)</b>

#### c. (i) The reconciliation of estimated current income tax expenses at statutory income tax rate to current income tax expense reported in Statement of Profit and Loss is as follows (₹ in hundreds)

Particulars	Year ended 31st March, 2025	Year ended 31st March, 2024
Profit/(Loss) Before Tax	(283,059.95)	78,078.10
Enacted Tax Rate in India (%)	25.168%	25.168%
Expected Income Tax Expenses/(Benefit)	(71,240.53)	19,650.70
Tax Effect of Adjustments to Reconcile Expected Income Tax Expenses to Reported Income Tax Expenses		
- Deductible Expenses for Tax Purpose	(35,067.54)	(17,290.85)
- Non Deductible Expenses for Tax Purpose	40,631.65	17,537.17
- Fair Value Changes of Investments	8.19	(9,225.47)
- Ind AS Adjustments	7,128.39	4,085.91
- Current Year Losses Carry Forward to Subsequent Year	60,410.21	-
- Others (Net)	(1,870.37)	822.54
- Deferred Tax Impact	(73,909.53)	(9,001.18)
<b>Total</b>	<b>(2,669.00)</b>	<b>(13,071.88)</b>
<b>Total Tax Expense</b>	<b>(73,909.53)</b>	<b>6,578.82</b>
- Current Tax Expense	-	15,580.00
- Deferred Tax Expense/(Benefit)	(73,909.53)	(9,001.18)
Effective Tax/(Benefit) Rate	(26.11%)	8.43%

Notes to Financial Statements  
as at March 31, 2025 (Contd.)

- (ii) The Company had elected to exercise the option of lower tax rate permitted under section 115BAA of the Income Tax Act, 1961. Accordingly, the Company has recognised Provision for Current Tax and Deferred Tax Assets basis the rate prescribed in the said section.

**d. Deferred Tax Disclosure**

**Movement in deferred tax assets/(liabilities) balances**

(₹ in hundreds)

Particulars	Disallow- ances	Difference between Tax and Book De- preciation	Unab- sorbed Tax Losses	Financial Assets at Fair Value through Profit & Loss	Lease Liabilities	Right-of- Use Assets	Total
<b>As at 31<sup>st</sup> March, 2023</b>	<b>910.00</b>	<b>1,800.00</b>	<b>-</b>	<b>(13,415.65)</b>	<b>-</b>	<b>-</b>	<b>(10,705.65)</b>
(Charge)/benefit to Statement of Profit and Loss	278.83	1,518.12	-	6,945.05	78,687.00	(78,427.82)	9,001.18
<b>As at 31<sup>st</sup> March, 2024</b>	<b>1,188.83</b>	<b>3,318.12</b>	<b>-</b>	<b>(6,470.60)</b>	<b>78,687.00</b>	<b>(78,427.82)</b>	<b>(1,704.47)</b>
(Charge)/benefit to Statement of Profit and Loss	1,662.96	11,436.04	60,410.20	(3,388.75)	(13,802.20)	17,591.28	73,909.53
<b>As at 31<sup>st</sup> March, 2025</b>	<b>2,851.79</b>	<b>14,754.16</b>	<b>60,410.20</b>	<b>(9,859.35)</b>	<b>64,884.80</b>	<b>(60,836.54)</b>	<b>72,205.06</b>

**38.** The Code on Social Security, 2020 ('Code') relating to employee benefits during employment and post employment benefits received Presidential assent in September 2020. The Code has been published in the Gazette of India. However, the date on which the Code will come into effect has not been notified. The Company will assess the impact of the Code when it comes into effect and will record any related impact in the period the Code becomes effective.

**39.** Transactions pertaining to different schemes managed by the Company as Portfolio Manager are for and on behalf of clients in a fiduciary capacity as per regulation 23(3) of the Securities and Exchange Board of India (Portfolio Managers) Regulations, 2020 (said regulation) and hence are accounted for in separate client-wise books of accounts maintained under regulation 30(2) of the said regulations.

**40.** Disclosure pursuant to section 186(4) of the Companies Act, 2013:

Loans given – Nil

Investments made – Refer Note No. 5 and 9

Guarantee given – Nil

Security provided - Nil

**41.** The company has not obtained any borrowings from banks and financial institutions as at the balance sheet date and hence utilization of the borrowings for the specific purpose for which it was obtained is not applicable to the Company.

**42.** Additional regulatory information required pursuant to Part I and II of Division II of Schedule III to the Act:

- The Company does not own any immovable property as at 31<sup>st</sup> March, 2025 as well as 31<sup>st</sup> March, 2024.
- The Company does not have any investment property as at 31<sup>st</sup> March, 2025 as well as 31<sup>st</sup> March, 2024.
- The Company has not revalued its Property, Plant and Equipment or intangible assets or both during the current or previous year.
- The Company has not granted any loans or advances in the nature of loans to its promoter, directors, KMPs and the related parties, either severally or jointly with any other person, during the current or previous year which are repayable on demand or without specifying any terms or period of repayment.





## Notes to Financial Statements as at March 31, 2025 (Contd.)

- e) There are no capital work- in- progress as at 31st March, 2025 as well as 31st March, 2024.
- f) There are no Intangible assets under development as at 31st March, 2025 as well as 31st March, 2024.
- g) No proceeding has been initiated during the year or pending against the Company for holding any Benami property under the Benami Transactions (Prohibition) Act, 1988 and rules made thereunder.
- h) The Company has been sanctioned working capital limits by a bank on the basis of security of deposits held by the company with the said bank disclosed as “Bank balances other than cash and cash equivalents” under Current assets and “Other Bank Balances” under Non-current financial assets – others in the financial statements. Due to nature of security, the company is not required to file quarterly returns or statements with the said bank. Therefore, question of quarterly returns or statements being in agreement with the books of account of the Company does not arise.
- i) The Company is not declared willful defaulter by any bank or financial institution or other lender.
- j) There are no transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956.
- k) The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
- l) The Company does not have any subsidiary and hence provision of clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules 2017 are not applicable to the Company.

### m) (i) Analytical Ratios

Particulars	Numerator	Denominator	As At 31 <sup>st</sup> March, 2025	As At 31 <sup>st</sup> March, 2024	Variance
Current Ratio	Current Assets	Current Liabilities	2.19	3.48	(37.28)%
Debt - Equity Ratio	Total Debt	Total Equity	NA	NA	NA
Debt Service Coverage Ratio	Earnings Available for Debt Service	Debt Service	NA	7.40	(100.00)%
Return on Equity (ROE)	Net Profit After Taxes	Average Total Equity	(9.10)%	2.77%	(428.62)%
Inventory Turnover Ratio	Cost of Goods Sold	Average Inventory	NA	NA	NA
Trade Receivables Turnover Ratio	Revenue from Operations	Average Trade Receivables	4.25	4.41	(3.65)%
Trade Payables Turnover Ratio	Purchases of Services	Average Trade Payables	3.63	2.36	54.10%
Net Capital Turnover Ratio	Revenue from Operations	Working Capital	2.45	1.03	137.47%
Net Profit Ratio	Net Profit After Tax	Revenue from Operations	(0.11)	0.04	(344.33)%
Return on Capital Employed (ROCE)	Profit Before Interest and Taxes	Total Equity	(10.98)%	4.02%	(372.93)%
Return on Investment (ROI)	Income Generated from Investments	Time Weighted Average Investments	7.95%	17.29%	(54.03)%

\*In view of loss, Debt Service Coverage Ratio for current year is not calculated.

### (ii) Explanation for any change in the ratio by more than 25% as compared to the preceding year:

- **Current Ratio** – The said ratio deteriorated due to substantial decrease in current assets on account of reduction in bank balances other than cash and cash equivalents under current assets on account of FDR booked for a period longer than 12 months resulting in shifting thereof to Non-current assets and increase in current liabilities as compared to previous year on account of higher trade payables.

Notes to Financial Statements  
as at March 31, 2025 (Contd.)

- **Debt Service Coverage Ratio** – The said ratio declined due to loss in current year against profit during the previous year.
  - **Return on Equity (ROE), Net Profit Ratio and Return on Capital Employed (ROCE)** – The said ratios have deteriorated on account of net loss after tax during the year as compared to net profit after tax during the previous year due to substantially higher employee cost.
  - **Trade Payables Turnover Ratio** – Trade payables turnover ratio improved due to higher purchases of services during the year as compared to previous year.
  - **Net Capital Turnover Ratio** – The said ratio improved due to higher revenue from operations and lower working capital during the year as compared to previous year.
  - **Return on Investments** – ROI decreased due to low returns in investment in equity shares on their sale as well as fair valuation.
- n) The Company has not entered into any scheme of arrangement which has an accounting impact on current or previous financial year.
- o) Company has not advanced or loaned or invested funds to any other person or entity, including foreign entity (Intermediaries) with the understanding that the intermediary shall-
- directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or
  - provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- p) The Company has not received any fund from any person or entity, including foreign entity (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 to or on behalf of the Ultimate Beneficiaries.
- q) The Company does not have any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961.
- r) The provisions of section 135 of the Companies Act, 2013 pertaining to expenditure on Corporate Social Responsibility are not applicable to the Company.
- s) The Company has not traded or invested in Crypto Currency or Virtual Currency during the financial year.

**43.** Additional information required pursuant to Part I and II of Division II to Schedule III to the Companies Act, 2013

**Foreign Currency Transactions:**

(₹ in hundreds)

Particulars	For the year ended 31st March, 2025	For the year ended 31st March, 2024
<b>Expenditure in Foreign Currency</b>		
- Fees & Stamp Expenses	4,061.40	-
- Travelling Expenses	8,334.47	4,322.37
- Advertisement and Business Promotion	-	28.04
- Others	1,384.72	125.28

**44.** Other additional and regulatory information required pursuant to Part I and II of Division II of Schedule III to the Act are not applicable to the Company.

- 45.** a) The company has maintained proper books of account as required by law and the backup of books of account is taken on servers physically located in India on a daily basis except in case of Sun System of which back-ups were taken on tapes and/or disks till 27<sup>th</sup> October, 2024.



## Notes to Financial Statements as at March 31, 2025 (Contd.)

- b) The Company has used two accounting software namely Sun System and Moneyware Integra (Miles) for maintaining its books of account which have a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software except in case of Sun System, audit trail feature at database level was enabled during the year with effect from 30th December, 2024. Further, no instance of audit trail feature being tampered with was noted in respect of these softwares where audit trail feature have been enabled. Additionally, in case Sun System for full prior year and in case of Moneyware Integra (Miles) for the period from 1st April, 2023 to 23rd November, 2023 during prior year, when audit trail feature was not enabled, the same has not been preserved by the Company as per the statutory requirements for record retention. In case of Moneyware Integra (Miles) for the period from 24th November, 2023 to 31st March, 2024 during prior year, when the audit trail was enabled, the same has been preserved as per the statutory requirements for record retention for the prior year.

**46.** Figures of the previous year have been regrouped, re-classified, recasted, and rearranged wherever necessary to make them comparable with the figures of the current year.

**47.** Figures in brackets represents for previous year.

### **48. Events After Reporting Date**

There have been no events after the reporting date that requires disclosure in these financial statements.

### **49. APPROVAL OF FINANCIAL STATEMENTS**

These financial statements were approved for issue by the Board of Directors at their meeting held on May 19, 2025.

As per our Report of even date  
For **B.L.Sarda & Associates**  
**Chartered Accountants**  
Firm Registration No.109266W

**(CA B.L.SARDA)**  
**Partner**  
Membership No. 014568

Place : Mumbai  
Dated : 19th May, 2025

For and on behalf of the Board of Directors of  
**EMKAY INVESTMENT MANAGERS LIMITED**

**Sachin Shah**  
**Executive Director & Fund Manager**  
DIN - 10646888

**Labhesh Doshi**  
**Company Secretary**  
Membership No. ACS57902

Place : Mumbai  
Dated : 19th May, 2025

**Saket Agrawal**  
**Director**  
DIN - 06960186

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Your success is our success

**EMKAY INVESTMENT MANAGERS LIMITED**

**CIN-U67190MH2010PLC203819**

Registered office: The Ruby, 7th Floor, Senapati Bapat Marg, Dadar (West), Mumbai-400028

Website: [www.emkayim.com](http://www.emkayim.com), T: 022-66121212

Email: [secretarial@emkayglobal.com](mailto:secretarial@emkayglobal.com)

**ATTENDANCE SLIP**

I hereby record my presence at the 15th Annual General Meeting of the Company held on Friday, August 08, 2025 at 3.00 P.M. at Registered Office of the Company situated at The Ruby, 7th Floor, Senapati Bapat Marg, Dadar (West), Mumbai - 400028.

Folio No. .... DP ID No..... Client ID No.....

Name of Member .....

Name of Proxy holder .....

No. of Share(s) Held:.....

---

Signature of Member/Proxy

**Notes:**

- (1) Members/Proxyholders are requested to produce the attendance slip duly signed for admission to the Meeting hall.
- (2) Members are requested to bring their copy of Annual Report for reference at the Meeting.

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## EMKAY INVESTMENT MANAGERS LIMITED

CIN-U67190MH2010PLC203819

Registered office: The Ruby, 7th Floor, Senapati Bapat Marg, Dadar (West), Mumbai-400028

Website: www.emkayim.com, T: 022-66121212

Email: secretarial@emkayglobal.com

### PROXY FORM

[Pursuant to section 105 (6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s): \_\_\_\_\_

Registered Address: \_\_\_\_\_

E-mail ID: \_\_\_\_\_

Folio No./ Client ID: \_\_\_\_\_

DP ID: \_\_\_\_\_

I/We, being the member(s) of Emkay Investment Managers Limited holding \_\_\_\_\_ equity share of the above named Company, hereby appoint

Name: \_\_\_\_\_

Address: \_\_\_\_\_

E-mail ID: \_\_\_\_\_

Signature: \_\_\_\_\_ or failing him \_\_\_\_\_

Name: \_\_\_\_\_

Address: \_\_\_\_\_

E-mail ID: \_\_\_\_\_

Signature: \_\_\_\_\_ or failing him \_\_\_\_\_

Name: \_\_\_\_\_

Address: \_\_\_\_\_

E-mail ID: \_\_\_\_\_

Signature: \_\_\_\_\_ or failing him \_\_\_\_\_

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 15th Annual General Meeting of the Company, to be held on Friday, August 08, 2025 at 3.00 P.M. at the Registered office of the Company i.e. The Ruby, 7th Floor, Senapati Bapat Marg, Dadar (West), Mumbai-400028 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Resolutions
	<b>Ordinary Business</b>
1	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended on 31st March, 2025 together with the reports of the Board of Directors and the Auditors thereon.
2	To appoint a director in place of Mr. Saket Agrawal (DIN: 06960186), who retires by rotation and being eligible, offers himself for re-appointment.
	<b>Special Business</b>
3	Appointment of Dr. Satish Ugrankar (DIN: 00043783) as an Independent Director of the Company

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2025

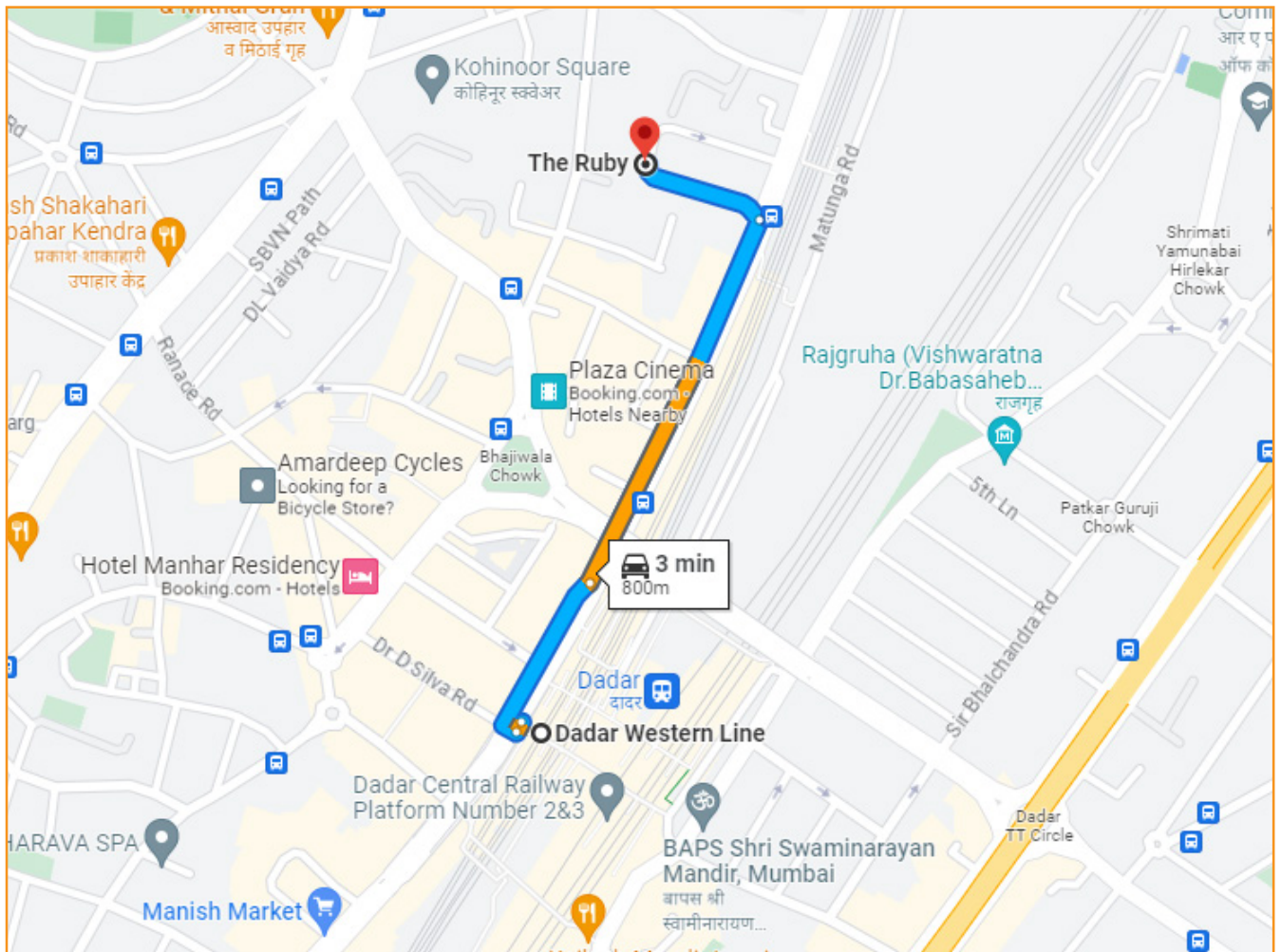
Signature of the Shareholder: \_\_\_\_\_

Signature of the Proxy Holder(s): \_\_\_\_\_

Affix  
Revenue  
Stamp of  
Re.1/-

**Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**









Your success is our success

Emkay Investment Managers Limited

CIN: U67190MH2010PLC203819

Registered Office: The Ruby, 7<sup>th</sup> Floor,

Senapati Bapat Marg,

Dadar West, Mumbai 400 028.

Tel: +91 22 6612 1212