

Ref:agsl/corres/Bse/NSE/21-22/0038

September 3, 2021

**The General Manager
(Listing & Corporate Relations)
Bombay Stock Exchange Ltd.
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001**

**The Listing Department
National Stock Exchange of India Ltd.
Exchange Plaza, Plot No. C/1, G Block,
Bandra Kurla Complex,
Bandra (E), Mumbai – 400051**

Re: Submission of 27th Annual Report along with Notice of Annual General Meeting under Regulation 34 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015

Sir/Ma'am,

Pursuant to Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached herewith the 27th Annual Report for the Financial Year Ended 31st March 2021 along with Notice of 27th Annual General Meeting of the Company scheduled to be held on Wednesday, 29th day of September, 2021 at 11:30 a.m. through Video Conferencing (VC)/Other Audio Visual Means (OAVM).

The Notice and Annual Report for the Financial Year 2020-21 is uploaded on the website of the Company at http://almondzglobal.com/pdf/Annualreport_2021.pdf

You are requested to take the same on your record.

Thanking you,

Yours Faithfully,
For Almondz Global Securities Ltd.



**Ajay Pratap
Company Secretary &
Vice President Corporate Affairs**



Encl:a/a

Corporate Information

Board of Directors

Satish Chandra Sinha

Navjeet Singh Sobti

Jagdeep Singh

Krishan Lall Khetarpaul

Ajay Kumar

Sanjay Kumar Tiwari

Abdul Redha Mustafa Abdul Redha Sultan

Neelu Jain

- Non-Executive Independent Chairman
- Managing Director
- Wholetime Director
- Non-Executive & Independent Director
- Non-Executive & Independent Director
- Non-Executive Director
- Non-Executive Director
- Non-Executive Director

Auditors

Mohan Gupta & Company

Chartered Accountants

B-2A/37, Janak Puri,

Near Metro Pillar No. 536, Main Najafgarh Road, New Delhi-110058

Ph:45597859/41612538

e-mail : mohan.mgc@gmail.com

Company Secretary & Compliance Officer

Ajay Pratap

Bankers

HDFC Bank Ltd.

Punjab National Bank

Axis Bank Ltd.

Bank of Baroda

Union Bank

Registered Office

F-33/3, Phase-II, Okhla Industrial Area, New Delhi-110 020

Registrar & Share Transfer Agent

Beetal Financial & Computer Services (P) Ltd.
 "Beetal House" 3rd Floor,

99, Madangir, Behind Local Shopping Centre,
 Near Dada Harsukhdas Mandir,

New Delhi - 110 062

Phones: 011-29961281, 29961282

Fax:011-29961280/84

E-mail: beetalrta@gmail.com

Website: www.beetalfinancial.com

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Directors' Report

Dear Members,

Your Directors are pleased to present the 27th Annual Report on the operational and business performance of the Company together with the Audited Financial Statements (Standalone and Consolidated) for the Financial Year ended 31st March, 2021.

1. Financial Performance

The summarised financial performances for the Financial Year ended March 31, 2021 are as under:

Rs. In Lakhs

| Particulars | 2020-21 | | 2019-20 | |
|--|---------------|----------------|--------------|---------------|
| | Standalone | Consolidated | Standalone | Consolidated |
| Total Income | 3137.66 | 6583.83 | 3003.66 | 6442.32 |
| Total expenditure | 2631.72 | 5949.74 | 3123.76 | 6470.15 |
| Profit before Tax | 505.94 | 2012.01 | (120.09) | 262.43 |
| Provision for Tax | 137.27 | 164.85 | (149.60) | (190.05) |
| Profit after Tax | 368.67 | 1847.16 | 29.51 | 452.48 |
| Other Comprehensive income (Loss) (net of tax) | 12.04 | 56.19 | 37.33 | 70.92 |
| Total Comprehensive Income | 380.71 | 1903.35 | 66.84 | 523.40 |

Performance review and the state of Company's affairs:

Your Company has prepared the Financial Statements for the financial year ended March 31, 2021 in terms of Sections 129, 133 and Schedule III to the Companies Act, 2013 (as amended) (the "Act") read with the Companies (Indian Accounting Standards) Rules, 2015, as amended.

The operations and consequential financial performance of the Company remained impacted throughout the year under review due to the Covid-19 pandemic.

The Company's consolidated total income for the year 2020-21 was Rs. 6753.83 Lakhs as compared to Rs. 6442.32 Lakhs in the previous year FY2019-20. Profit before tax (PBT) was Rs. 2012.01 Lakhs as compared to Rs. 262.43 Lakhs in the previous year.

The Company's standalone total income for the year was Rs. 3137.66 Lakhs as compared to Rs. 3003.66 Lakhs in the previous year. Profit before tax (PBT) was Rs. 505.94 Lakhs as compared to Rs. a loss of Rs. 120.09 Crores in the previous year.

2. COVID-19 impact

The outbreak of the deadly COVID-19 virus and the ensuing lockdown imposed across the country affected business operations. The health of the employees and workers became a priority; stoppage of operations for an uncertain period resulted in a large financial burden on the one hand and workforce idling on the other. COVID-19 is an unprecedented challenge. The lockdown gave India time to make a concerted effort to flatten the outbreak curve.

With the Covid-19 pandemic impacting people across the globe, socially and economically, your Company also witnessed severe disruption in its operations, which impacted the annual performance of your Company. The financial year under review began amidst nation-wide lockdowns imposed by the Central Government to contain the spread of Covid-19 and the lockdowns were followed

by systematic/gradual removal of restrictions on the free movement of people by the Central and/ or the State Governments. The Country also witnessed a second wave of the pandemic beginning in the last quarter of the financial year under review. While the novel Corona virus has had a terrible humanitarian impact, it is also taking a heavy toll of economies across the world. Accordingly, the operations of the Company during the financial year 2020-21 have also been adversely impacted.

3. Dividend

Your Directors do not recommend payment of dividend.

4. Reserves

The company has not proposed to transfer any amount to the general reserve

5. Information on State of Affairs of the Company

Information of the segmental operations and financial performance are given in the Management Discussion and Analysis Report in accordance with Regulation 34 (3) and Schedule V (C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

6. Human resources

The Company believes that the quality of employees is the key to its success. In view of this, it is committed to equip them with skills, enabling them to evolve with technological advancements.

Considering the health and safety of employees and advisories, orders and directions issued by State and Central Governments to restrict the novel corona virus, the Company implemented a work from home policy to ensure employee safety. The HR department of the Company was continuously in touch with employees to guide and solve problems. It created awareness regarding COVID-19 and educated employees about precautions. As on 31 March 2021, your Company has a diverse employee base with 136 employees all over India.

7. Scheme of Amalgamation

During the year under review, application/petitions have been filed with Hon'ble National Company Law Tribunal (NCLT), Delhi for sanction of the Scheme of Merger of the wholly owned subsidiary namely, Almondz Global Infra-Consultant Limited with the Company. The matter is pending with the Hon'ble Court.

8. Material changes and commitments

There have been no material changes and commitments, affecting the financial position of the Company which has occurred between the end of the financial year of the Company and the date of this Report.

9. Details of significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future

During the year under review, there were no significant and material orders passed by the regulators or courts or tribunals, which may impact the going concern status of the Company and its operations in future.

10. Internal Financial controls

The Company's internal audit system has been continuously monitored and updated to ensure that assets are safeguarded, established regulations are complied with and pending issues are addressed promptly. The audit committee reviews reports presented by the internal auditors on a routine basis. The committee makes note of the audit observations and takes corrective actions wherever necessary. It maintains constant dialogue with statutory and internal auditors to ensure that internal control systems are operating effectively. Based on its evaluation (as provided under Section 177 of the Companies Act, 2013 and Clause 18 of SEBI Listing Regulations), the Audit Committee has concluded that as of 31st March, 2021, the Internal Financial Controls were adequate and operating effectively.

M/s. Mohan Gupta & Co. Chartered Accountants, the Statutory Auditors of the Company audited the financial statements included in this Annual Report and issued a report on the internal controls over financial reporting (as defined in Section 143 of the Companies Act, 2013).

11. Deposits

Your Company has neither accepted nor renewed any deposits from public within the meaning of Section 73 of the Companies Act, 2013 read with Companies (Acceptance of Deposits) Rules, 2014 during the year.

12. Share capital

During the year under Report, the Company has not issued any share capital.

13. Particulars of remuneration of Directors/KMP/ employees

In terms of the provisions of Section 197(12) of the Companies Act, 2013 read with Rules 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, a statement showing the details as set out in the said rules is attached as 'Annexure I' which forms part of this report.

14. Employees Stock option Plan

To share the value created by the employees and to promote the culture of employee ownership in your Company, your

Company introduced the "Almondz Global Securities Employees Stock Option Scheme 2007" ("the Scheme" or "ESOS 2007") for granting, offering and issuing upto 4500000 options or 15% of paid-up share capital of the Company, whichever is lower, in one or more tranches which was also approved by the shareholders on March 4, 2008 through Postal Ballot. Thereafter, the Scheme was amended vide approval of the shareholders of the Company by passing a Special Resolution on 13 April 2010 by way of postal ballot, thereby increasing the number of options which can be granted under the Scheme from 4500000 or 15% of paid-up share capital of the Company, whichever is lower, to 1,50,00,000 or 50% of paid-up share capital of the Company, whichever is lower.

During the year under Report, 500000 options lapsed. Further, during the year under Report, no option were vested. The exercisable option at the end of 31 March 2021 is nil. Details of the options issued under ESOS 2007, as also the disclosures in compliance with Clause 12 of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 are set out in the **Annexure II** to this Report.

None of the management employees has received options exceeding 5% of the number of the options issued during the year ended 31 March 2021. Employees has been issued stock options, during the period under Report, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant has been approved by the members as special resolutions.

15. Listing

The shares of your Company are listed at Bombay Stock Exchange Limited and National Stock Exchange of India Limited, Mumbai. The listing fees to the Stock Exchanges for the financial year 2021-22 have been paid.

16. Extract of Annual Return

Pursuant to the Section 92(3) of the Companies Act, 2013 extract of the annual Return is annexed to this report as **Annexure –III** and is also available on the website of the company at the weblink http://www.almondzglobal.com/pdf/MGT-9_AUG2021.pdf Further, pursuant to Section 134(3)(a) of the Act, a copy of Annual Return for the year ended 31st March, 2021 will be hosted on the website of the company at www.almondzglobal.com.

17. Conservation of Energy & Technology absorption and Foreign exchange earnings and outgo

A. Since the Company does not carry any manufacturing activities, particulars to be disclosed with respect to Conservation of energy & technology absorption under Section 134 (3) (m) of Companies Act, 2013 read with Companies (Accounts) Rules, 2014 are not applicable.

B. During the year under review there has been no earnings and outgo in foreign exchange.

18. Board of Directors

Composition

Your Company's Board is duly constituted and is in compliance with the requirements of the Act, the Listing Regulations and provisions of the Articles of Association

of the Company. Your Board has been constituted with requisite diversity, wisdom, expertise and experience commensurate to the scale of operations of your Company.

Directors seeking appointment / re-appointment

Mr. Sanjay Kumar Tiwari, (DIN: 03407426.), Non - Executive Director of the Company is liable to retire by rotation at the ensuing AGM and being eligible, has offered himself for re-appointment. Your Board recommends the re- appointment of Mr. Sanjay Kumar Tiwari, (DIN: 03407426.), in as a Director of the Company, liable to retire by rotation.

Mr. Satish Chandra Sinha (DIN: 03598173) Independent Director of the Company whose first term is ending on 24 May 2021. He fulfills the criteria of Independent Director and offered himself for reappointment. The Board of directors recommends their re-appointment.

Declaration by Independent Directors

Pursuant to the provisions under Section 134(3)(d) of the Companies Act, 2013, with respect to statement on declaration given by Independent Directors under Section 149(6) of the Act, the Board hereby confirms that all the Independent Directors of the Company have given a declaration and have confirmed that they meet the criteria of independence as provided in the said Section 149(6).

Number of meetings of the Board

During the Financial Year 2020-21, 4 (Four) number of Board meetings were held. For details thereof kindly refer to the section `Board of Directors in the Corporate Governance Report.

19. Disclosure on Audit committee

The Audit Committee as on March 31, 2021 comprised of the following Independent Directors:

Mr. Ajay Kumar (Chairman), Mr. Krishan Lal Khetarpaul and Mr. Satish Chandra Sinha. Further, all recommendations of Audit Committee were accepted by the Board of Directors.

20. Sexual Harassment

The Company has zero tolerance for sexual harassment at the workplace and has adopted a policy on prevention, prohibition and redressal of sexual harassment at the workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules framed thereunder. During the year under review, the Company did not received any complaint.

21. Vigil Mechanism/Whistle Blower Policy

The Company has established a Vigil Mechanism (Whistle Blower Policy) for Directors and Employees to report concerns about unethical behaviour, actual or suspected fraud or violation of the Company's code of conduct or ethics policy. The Vigil Mechanism shall provide adequate safeguards against victimization of Director(s) / Employee(s), who avail of the mechanism and also provide for direct access to the Chairman of the Audit Committee. The details of establishment of the vigil mechanism disclosed by the Company on its website www.almondzglobal.com.

22. Performance evaluation of the Board, its Committees and individual Directors

Pursuant to applicable provisions of the Companies Act, 2013 and the Listing Agreement with Stock Exchanges, the Board, in consultation with its Nomination & Remuneration Committee, has formulated a framework containing, *inter-alia*, the criteria for performance evaluation of the entire Board of the Company, its Committees and Individual Directors, including Independent Directors. A structured questionnaire has been prepared, covering various aspects of the functioning of the Board and its Committee, such as, adequacy of the constitution and composition of the Board and its Committees, matters addressed in the Board and Committee meetings, processes followed at the meeting, Board's focus, regulatory compliances and Corporate Governance, etc. Similarly, for evaluation of Individual Director's performance, the questionnaire covers various aspects like his/ her profile, contribution in Board and Committee meetings, execution and performance of specific duties, obligations, regulatory compliances and governance, etc.

The Board has carried out a formal annual evaluation of its own performance and that of its Committees and individual Directors. The Directors expressed their satisfaction with the evaluation process.

23. Nomination & Remuneration Committee & Policy

The Board of Directors of your Company has, Constituted the Nomination & Remuneration Committee and based on their recommendation framed and adopted a policy for selection and appointment of Directors, KMP, senior management and other employees and their remuneration. The contents of the policy are disclosed by the company on its <http://www.almondzglobal.com/pdf/nominationpolicy.pdf>

24. Key managerial Personnel

The Key Managerial Personnel (KMP) in the Company as per Section 2(51) and 203 of the Companies Act, 2013 are as follows:

Mr. Navjeet Singh Sobti: Managing Director

Mr. Rajeev Kumar: Chief Financial Officer

Mr. Ajay Pratap: Company Secretary & Vice President Corporate Affairs

25. Contracts or arrangements with related Parties under Section 188(1) of the companies Act, 2013

With reference to Section 134(3)(h) of the Companies Act, 2013, all contracts and arrangements with related parties under Section 188(1) of the Act, entered by the Company during the financial year, were on an arm's length basis.

There being no 'material' related party transactions as defined under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, there are no details to be disclosed in Form AOC-2 in that regard. During the year 2020-21, pursuant to section 177 of the Companies Act, 2013 and SEBI Listing Regulations, 2015. All RPTs were placed before Audit Committee for its prior/omnibus approval. The board has approved a policy for related party transactions which has been uploaded on the Company's website at the following link http://www.almondzglobal.com/pdf/Almondz_RPT_Policy.pdf

26. Risk management

The Board of the Company has formed a risk management committee to frame, implement and monitor the risk management plan for the Company. The committee is responsible for reviewing the risk management plan and ensuring its effectiveness. The audit committee has additional oversight in the area of financial risks and controls. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuing basis.

The development and implementation of risk management policy has been covered in the management discussion and analysis, which forms part of this report.

27. Secretarial Auditor & Secretarial Audit report

The Board had appointed M/s Ashu Gupta & Co., Company Secretaries in Wholetime Practice, to carry out Secretarial Audit under the provisions of Section 204 of the Companies Act, 2013 for the financial year 2020-21. The report of the Secretarial Auditor is annexed to this report as **Annexure-IV**. The Secretarial Auditors' Report for the financial year 2020-21 does not contain any qualification, reservation or adverse remarks.

28. Corporate Social Responsibility

The Company has been spending in the past the required amount of its obligation under the Corporate Social responsibility. Though the company took part in several charitable not related to the benefits of employees of the Companies however, due to its low average profitability, there was no obligation to spent under CSR. The Company has constituted the CSR Committee and as and when it is required, the Company is committed to fulfil its obligation.

29. Details of Subsidiary/Joint Ventures/Associate companies

The Company is having six subsidiaries and two associate companies. The statement containing the summarised financial position of the subsidiary/Associates/Joint Ventures pursuant to Section 129 and Rules 5 of the Companies (Accounts) Rules, 2014, is contained in Form AOC-1 which form part of the Annual Report as **Annexure-V**.

A. Almondz Global Infra-Consultant Limited (Wholly owned Subsidiary)

Almondz Global Infra - Consultant Limited (AGICL) is an ISO 9001:2015 certified company providing Consultancy Services in multiple infrastructure sectors especially in Roads, Bridges, Highways & Tunnels, Smart Cities, Urban Infrastructure, Water & Waste Water, Tourism, Railways & Metro Rail, Ports & Inland Waterways & Airport. AGICL has been providing services from concept to commissioning like project concept Development, Project structuring, Transaction Advisory Planning, Designing, Engineering, Project Management Consultancy, Supervision as well as Independent Engineers, safety audits and Operation & Maintenance Services, which has helped AGICL to establish itself as one of the fastest growing Infra consultancy company in the Country. It's a wholly owned subsidiary of AGSL. For more details, please visit Website: <http://www.almondzglobalinfra.com>

B. Premier Alcobev Private limited (Joint Venture of Wholly owned Subsidiary)

PremierAlcobev Private Limited (PAPL), the manufacturing venture of Almondz group started its operations in the year 2015. It operates a 45 Kilo Liters Per day Grain based ENA plant which is being enhanced to 85 Kilo Liters per day capacity. The company operates a Zero Liquid Discharge (ZLD) plant in the State of Himachal Pradesh. The plant produces Ethyl alcohol, Extra Neutral Alcohol, DDGS and other by products like DDGS etc. which is supplied to Government owned Oil Marketing Companies (OMCs) and Multi National companies like Diageo, Seagram and others. The company ended up recording a net revenue of INR 2087 Mn for the FY 20-21. This venture has now become a true demonstration of Almondz Group's expertise in the manufacturing sector. The company intends to leverage on the new Bio-fuel policy of the Government of India and be instrumental in the Government of India target of achieving its EBP targets in the coming years. For more details, please visit Website: <http://paplgroup.com/>

C. Almondz Finanz Limited (Wholly owned Subsidiary)

Almondz Finanz Limited (AFL) was incorporated in 2006 as a wholly owned subsidiary company of Almondz Global Securities Limited. AFL is registered with Reserve Bank of India as a non-deposit accepting Non Banking Financial Company (NBFC-ND) engaged in providing loans to corporate as well as trading of debt and equity. For more details, please visit Website: www.almondz.com

D. Skiffle Healthcare Services Limited (Wholly Owned Subsidiary)

Skiffle Healthcare Services Limited (SHSL), was incorporated in December, 2012 with the main objective of setting up Super-Specialized Eye Care Centres in and around Delhi/NCR. The Company at present is running four eye centres in Delhi and Uttar Pradesh under the brand of "Itek Vision Centre" by providing state-of-the art technology, maintaining high standard of ethical practice and professional competency with emphasis on transparency and highest level of hospitality. The Company has adopted the latest means to meet the norms, rules, and regulations set by local, State, and national authorities. The centres are specialised in Cataract, Glaucoma, Paediatric, Neuro-ophthalmology, Cornea, Retina, LASIK and Oculoplasty services. For more details, please visit Website: www.itekvisioncentre.com

E. Almondz Insolvency Resolutions Services Private Limited (Associate)

Almondz Insolvency Resolutions Services Private Limited is a brain child of Almondz Global Securities Limited and promoted by it on 4th October, 2017 with three Insolvency Professionals. Almondz global Securities Limited holds 33% shares in the Company.

F. Almondz Wealth Limited (Wholly owned subsidiary)

Almondz Wealth Limited (AWL) is a leading Wealth Management and advisory firm which is active in broking and distribution of financial product in India. It's a wholly owned subsidiary of AGSL. AWL is a well diversified

financial services company which offers a broad range of financial products and services to a substantial and varied client base including Corporate, Institutional, High Net Worth individuals and Retail clients. The company offer products and services across multiple asset classes and consumer segments. AWL cover the entire spectrum of financial services including Mutual Funds, Equities, Fixed Income products, Loan & Mortgages, Derivatives, Commodities, Currencies, PMS, IPO's, Insurance and Real Estate. For more details, please visit Website: <http://www.almondzwealth.com>

G. North Square Projects Private Limited (Wholly owned subsidiary)

North Square Projects Private Limited (NSPPL) is a wholly owned subsidiary of Almondz Global Securities Ltd as was promoted on 6th August 2012 .as a Special Purpose Vehicle (SPV) to enter into a Joint Venture for taking up the distillery and bottling business in the name of Premier Alcobev Private Limited.

H. Almondz Commodities Private Limited (Wholly owned subsidiary)

Almondz Commodities Pvt. Ltd is a subsidiary of Almondz Global Securities Ltd. With nationwide presence, it enables the retail & corporate investors to diversify their portfolio and enjoy the benefits of commodity trading in MCX, NCDEX & NSEL. It's research team empowers investors to make informed investment decisions. The company offer commodity trading in Gold, Silver, Natural Gas & other commodities. For more details, please visit Website: www.almondz.com

Almondz Finanz Limited and Almondz Global Infra-Consultant Limited are material subsidiaries of the Company as per the thresholds laid down under the Listing Regulations. The Board of Directors of the Company has approved a Policy for determining material subsidiaries which is in line with the Listing Regulations as amended from time to time. The Policy was revised effective from April 1, 2019 in line with the amendments made to the Listing Regulations. The Policy has been uploaded on the Company's website at <http://www.almondzglobal.com/pdf/policymaterial.pdf>

30. Secretarial Standards

The Directors state that applicable Secretarial Standards, i.e. SS-1 and SS-2, relating to 'Meetings of the Board of Directors' and 'General Meetings', respectively, have been duly followed by the Company.

31. Statutory Auditors

Pursuant to the provisions of section 139 of the Companies Act, 2013 and the Rules made there under, the current auditors of the Company, M/s. Mohan Gupta & Company, Chartered Accountants (Firm Registration Number:006519N) were appointed by the shareholders at the 23rd annual general meeting to hold office until the conclusion of the 28th annual general meeting. Ratification at every annual general meeting by the members is no longer necessary till the conclusion of aforesaid 28th annual general meeting.

The Statutory Auditors have furnished their eligibility to continue as Auditors from the conclusion of the ensuing annual general meeting till the subsequent annual general meeting.

The observations made in the Auditors' Report read with the relevant notes thereon are self-explanatory and hence, do not call for any comments under Section 134 of the Companies Act, 2013.

32. Corporate Governance

Your Company re-affirm its commitment towards the standards of Corporate Governance. At Almondz Global Securities, we ensure the practice of the Principles of Good Corporate Governance on which management decisions are based on a set of principles influenced by the values. All functions of the Company are discharged in a professionally sound, competent and transparent manner.

A detailed report on the Company's commitment at adopting good Corporate Governance Practices is enclosed. The Auditors' certificate on compliance with the mandatory provisions of the Corporate Governance.

33. Consolidated Financial Results

The Consolidated Financial Statements of the Company and its subsidiaries, prepared in accordance with Indian Accounting Standards notified under the Companies (Indian Accounting Standards) Rules, 2015 ('Ind AS'), form part of the Annual Report and are reflected in the Consolidated Financial Statements of the Company. The Annual Financial Statements of the subsidiaries and related detailed information will be made available to Members seeking information at any time. They are also available on the website of the Company at <https://www.almondzglobal.com>.

34. Cash Flow Statement

In conformity with the provisions of Listing Regulations the Stock Exchanges, the Cash Flow Statement for the year ended 31 March 2021 is annexed hereto.

35. Management Discussion and Analysis Statement

The Annual Report has a detailed chapter on Management Discussion and Analysis, which forms a part of this report.

36. Policy on insider trading

Your Company formulated and implemented a Code of Conduct for Prevention of Insider Trading (Code) in accordance with the guidelines specified under the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992. The Company has adopted code of Internal Procedures and Conduct for Regulating, Monitoring And Reporting of Trading by Insiders in terms of new Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015. The Board of Directors appointed Mr. Ajay Pratap, Company Secretary, as the Compliance Officer under the said Code responsible for complying with the procedures, monitoring adherence to the Code for the preservation of price sensitive information, pre- clearance of trade, monitoring of trades and implementation of the Code of Conduct under the overall supervision of the Board of Directors. The Code

of Conduct is available on your Company's [website www.almondzglobal.com](http://www.almondzglobal.com)

37. Directors' Responsibility Statement

Pursuant to Section 134(5) of the Companies Act, 2013, the Board of Directors, to the best of their knowledge and ability, confirm that:

- (i) in the preparation of annual financial statements, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- (ii) the directors have selected such accounting policies and applied them consistently and made judgements 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 2020-21 and of the profit of the company for that period;
- (iii) the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) the directors have prepared the annual accounts on a going concern basis;
- (v) The directors had laid down proper internal financial controls and such internal financial controls are adequate and were operating effectively
- (vi) the directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively;

38. Details in respect of frauds reported by auditors under section 143(12)

During the year under review, there were no frauds reported by the auditors to the Audit Committee or the Board under section 143(12) of the Companies Act, 2013.

39. Disclosure

As per the listing Regulations, corporate governance report with auditors' certificate thereon and management discussion and analysis are attached, which form part of this report.

Details of the familiarization programmes of the independent directors are available on the website of the Company (www.almondzglobal.com). Policy for determining material subsidiaries of the Company is available on the website of the Company (www.almondzglobal.com). Policy on dealing with related party transactions is available on the website of the Company (www.almondzglobal.com). The Company has formulated and published a Whistle Blower Policy to provide Vigil Mechanism for employees including directors of the Company to report genuine concerns. The provisions of this policy are in line with the provisions of the Section 177(9) of the Act and the Listing Regulations.

40. Declaration by independent Directors

The independent directors have submitted the declaration of independence, as required pursuant to section 149(7) of the Companies Act, 2013 stating that they meet the criteria of independence as provided in section 149(6) of the Companies Act, 2013, as amended and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations'), as amended.

The Board took on record the declaration and confirmation submitted by the Independent Directors regarding their meeting the prescribed criteria of independence, after undertaking due assessment of the veracity of the same as required under Regulation 25 of the Listing Regulations.

41. Particulars of Loans, Guarantees or Investments

Details of loans, guarantees and investments covered under the provisions of Section 186 of the Act are given in the notes to the financial statements.

42. Credit rating

During the year, CARE has given credit rating of 'CARE BBB- (Negative)' for Total bank Loan Facility from Union and Axis Bank of Rs. 21.50 Crores for the Company.

43. Maintenance of cost records

During the period under review the provisions of section 148 of the companies Act, 2013 relating to maintenance of cost records does not applicable to the company.

44. Acknowledgements

Your Directors would like to place on record their gratitude for all the guidance and co-operation received from the Securities and Exchange Board of India, the Bombay Stock Exchange Limited, National Stock Exchange of India Limited, National Securities Depository Limited, Central Depository Services (India) Limited and other government and regulatory agencies.

Your Directors are grateful to the Company's clients, investors, bankers and other business associates for their continued support.

Your Directors also wish to place on record their deep sense of appreciation for the committed services by the Company's executives, staff and workers. The Directors deeply regret the loss of life caused due to the outbreak of COVID-19 and are grateful to every person who risked their life and safety to fight this pandemic.

For and on behalf of the board of directors

Navjeet Singh Sobti **Jagdeep Singh**
Managing Director Wholetime Director

August 10, 2021
New Delhi

Annexure 'I' to Directors' Report

The information required under Section 197 of the Act read with rule 5 of the companies (appointment And remuneration of managerial personnel) rules, 2014 Are given below:

Disclosure under Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given below:

a. The ratio of the remuneration of each Director to the median remuneration of the employees of the company for the financial year 2020-21:

| Executive Directors | Ratio to median remuneration |
|-------------------------|------------------------------|
| Mr. Navjeet Singh Sobti | 13.13 times |
| Mr. Jagdeep Singh | 17.46 times |

b. The percentage increase in remuneration of Executive Director, Chief Financial Officer & Company Secretary in the Financial Year 2020-21:

| Directors, Chief Executive Officer, Chief Financial Officer and Company Secretary | Percentage increase in Remuneration (in %) |
|---|--|
| Mr. Navjeet Singh Sobti | NIL |
| Mr. Jagdeep Singh | NIL |
| Mr. Rajeev Kumar, CFO* | N.A |
| Mr. Ajay Pratap, Company Secretary | NIL |

*Mr. Rajeev Kumar is also the CFO of subsidiary company namely Almondz Finanz limited and he draws salary from there.

- c. The percentage increase in the median remuneration of employees in the financial year 20-21:-43%
- d. the number of permanent employees on the rolls of company: 136
- e. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:
The average percentile of the salaries of employees other than the managerial personnel in the last financial year, i.e., 2020-21 was increased by 6.78% whereas for the managerial remuneration for the same financial year decreased was -37.61%.
- f. the key parameters for any variable component of remuneration availed by the directors: None
- g. Affirmation that the remuneration is as per the remuneration policy of the Company: The Company affirms remuneration is as per the remuneration policy of the Company.

Note:

- Mr. Navjeet Singh draws half salary from Subsidiary Company namely Almondz Finanz Limited although there is no increase in salary under the financial year under review.
- Mr. Rajeev Kumar is also the CFO of subsidiary company namely Almondz Finanz Limited and he draws salary from there.
- The percentage is calculated on the median remuneration of employee as on 31.03.2021 and 31.03.2020 (on the monthly remuneration of March) and No of employees excludes remuneration of Director.
- Average percentile increase in salaries has been considered on annual basis. Number of employees in the financial year 2020-21 is 136 whereas the number of employees in previous year was 100.
Due to reduction in employees the amount of salary disbursed has decreased during the year. Total employees exclude directors of the company.

Disclosure under rule 5(2) & 5 (3) of the companies (Appointment and remuneration of managerial Personnel) rules,2014 are given below:

- a. details of top ten employees of the company in terms of remuneration drawn during 2020-21:
Details of top ten employees of the Company in terms of remuneration drawn during 2020-21 will be provided on request. As per the provisions of Section 136 of the Companies Act, 2013, the Annual Report and Accounts are being sent to the members and others entitled thereto excluding the said information of top ten employees. The said details of top ten employees will be available for inspection by the members at the Registered Office of the Company during the business hours on working days of the Company upto the date of ensuing Annual General Meeting. If any member is interested in obtaining a copy thereof, such member may write to the Company Secretary in this regard.
- b. there was no employee in the company who was in receipt of remuneration for the year 2020-21
- if employed throughout the financial year, was in receipt of remuneration for that year which, in the aggregate, was not less than one crore and two lakh rupees ;
 - if employed for a part of the financial year, was in receipt of remuneration for any part of that year, at a rate which, in the aggregate, was not less than eight lakh and fifty thousand rupees per month;

For and on behalf of the board of Directors

Navjeet Singh Sobti
Managing Director

Jagdeep Singh
Wholtime Director

August 10, 2021
New Delhi

Disclosure pursuant to the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and the Companies Act, 2013 (As on 31 March 2021)

Details related to ESOP

The Company has instituted an Employee Stock Option Scheme in the year 2007, known as 'Employee Stock Option Scheme ('ESOS' or 'Scheme') 2007. This Scheme was adopted by the Board of Directors on 3 January 2008 and subsequently by shareholders of the Company on 4 March 2008, and is for issue of 4,500,000 options of the Company convertible into equal number of equity shares of the par value of Rs. 6 each. The scheme was further amended by the Board of Directors on 5 March 2010 and subsequently by shareholders of the Company on 13 April 2010 to increase number of options from 45,00,000 options to 15,00,000 options of the Company convertible into equal number of equity shares. A compensation committee comprising independent members of the Board of Directors administers the scheme. The Compensation Committee has framed various plan series under the scheme from time to time. Upto the previous year i.e., 2018-19, the Compensation committee had framed series A to Series F under which total of 4660000 options were granted out of which 563200 optioned were exercised and rest options were lapsed.

During the year 2019-20 and 2020-21, the Compensation Committee in its meeting held on 26 August, 2019 has issued series G and Series H under which a total of 4700000 options were granted to the eligible employees.

Details of Options Granted, Vested and Exercised during the year 2020-21

| | |
|---|--------------------|
| No. of Options at the beginning of the year | 4400000 |
| Date of Option Granted | 14 September, 2020 |
| No. of Options Granted | 300000 |
| Vesting Date | 24 September, 2023 |
| Vesting out of Options | NIL |
| No. of Options Exercised | NIL |
| No. of Options Lapsed | 500000 |
| No. of Options exercisable at the end of the year | 4200000 |

A. Disclosure as per Indian Accounting Standard 102 Share Based Payment issued by ICAI

1. The Company had Nil share based payment arrangement during the year ended March 31, 2021
2. The estimated fair value of each stock option granted and presently exercisable (not vested) under the Scheme is Rs. 4.50 by applying Black Scholes pricing model. The model inputs are as under:

| Inputs | Grant Series-G | Grant Series-H |
|---------------------------|-----------------|--------------------|
| Grant Date | 26 August, 2019 | 14 September, 2020 |
| Share Price at Grant Date | Rs. 10 | Rs. 12.10 |
| Exercise Price | Rs. 10 | Rs. 10 |
| Expected Volatility | 56.1% | 56.1% |
| Expected Dividend Yield | 0 | 0 |
| Contractual Life | 3.5 years | 3.5 years |
| Risk Free Interest Rate | 6.16% | 6.16% |

3. Expense arising from employee share-based payment plans as on 31.03.2021 is Rs. 56.38 Lakh

ESOPs to directors of the Company

Particulars

| | As at March 31, 2021 | As at March 31, 2020 |
|---|-------------------------|-------------------------|
| Options outstanding at beginning of the period | 500,000 | - |
| Add: New options granted during the period | - | 500,000 |
| Less: Options exercised | - | - |
| Less: Options lapsed | - | - |
| Options outstanding at end of the period | 500,000 | 500,000 |
| Options exercisable at end of the period | 500,000 | 500,000 |

ESOPs to persons other than directors of the Company

| Particulars | As at March 31, 2021 | As at March 31, 2020 |
|---|-------------------------|-------------------------|
| Options outstanding at beginning of the period | 3,900,000 | 40,000 |
| Add: New options granted during the period | 300,000 | 3,900,000 |
| Less: Options exercised | - | - |
| Less: Options lapsed | (500,000) | (40,000) |
| Options outstanding at end of the period | 3,700,000 | 3,900,000 |
| Options exercisable at end of the period | 3,700,000 | 3,900,000 |

No option were exercised during last 3 years

No options were exercised during the year ended March 31, 2021.

Details of options outstanding at the year end with the range of exercise price and weighted average remaining contractual life:

| Employees entitled | No. of options | Vesting conditions | Weighted contractual life of options (in years) |
|--------------------|----------------|---|---|
| 10 | 4,200,000 | Vesting options would be subject to continued employment with company for two years from date of grant of options | 3.50 |

The Company approved the following grants to select senior level executives of the Company in accordance with the stock option scheme. Under the scheme, **300000 (Three Lakhs)** grants have been made as of 2020-21, details of which are given as under:

| Grant date | Exercise price | Options granted | Options vested and exercisable | Options unvested | Options exercised | Options cancelled | Options outstanding |
|---------------|----------------|------------------|--------------------------------|------------------|-------------------|-------------------|---------------------|
| 2nd Sep 2019 | 10.00 | 4,400,000 | - | 4,400,000 | - | 500,000 | 3,900,000 |
| 24th Sep 2020 | 10.00 | 300,000 | - | 300,000 | - | - | 300,000 |
| Total | | 4,700,000 | - | 4,700,000 | - | 500,000 | 4,200,000 |

Fair value of options granted:

The fair value at grant date is determined using the Black Scholes Model. Expected volatility has been determined using historical fluctuation in share issue prices of the Company.

| Grant date | No. of options granted | Weighted average fair value (in Rs.) |
|---------------|------------------------|--------------------------------------|
| 2nd Sep 2019 | 4,400,000 | 4.50 |
| 24th Sep 2020 | 300,000 | 4.50 |

Range of exercise prices and weighted average remaining contractual life

| Particulars | No. of options granted | Range of exercise prices (in Rs.) | Weighted average exercise price (in Rs.) | Weighted average remaining contractual life (in years) |
|--------------------------------------|------------------------|-----------------------------------|--|--|
| Outstanding at beginning of the year | 4,400,000 | 26.25 | 26.25 | 0 |
| Granted during the year | 300,000 | 10.00 | 10.00 | 3.5 |
| Expired/ cancelled during the year | -500,000 | 26.25 | 26.25 | 0 |
| Exercised during the year | - | | | |
| Outstanding at end of the year | 4,200,000 | 10.00 | 10.00 | 3.5 |
| Exercisable at end of the year | - | | | |

The weighted average market price of equity shares for options exercised during the year is Rs Nil (previous year Nil).

Key assumptions used in Black Scholes Model for calculating fair value as on the date of respective grants

| Particulars | As at | As at |
|--|----------------|----------------|
| | March 31, 2021 | March 31, 2020 |
| Dividend yield (%) | 0 | 0 |
| Expected volatility (%) | 56.10% | 56.10% |
| Risk-free interest rate (%) | 6.16% | 6.16% |
| Weighted average share price (in Rs.) | N.A | N.A |
| Exercise price (in Rs.) | 10 | 10 |
| Carrying amount of liability-included in employee benefit obligations (Rs. Lakh) | 94.88 | 38.50 |
| Expense arising from share-based payment transactions | | |

Total expenses arising from share-based payment transactions recognised in profit or loss as part of employee benefit expense were as follows:

Share based payment expenses/(Income)

| | Year ended | Year ended | |
|--|----------------|----------------|----------|
| | March 31, 2021 | March 31, 2020 | |
| Employee option plan | 56.38 | 38.50 | - |
| Total employee share-based payment expense/(Income) | 56.38 | 38.50 | - |

- B. Diluted EPS on issue of shares pursuant to the scheme covered under the regulations shall be disclosed in accordance with 'Indian Accounting Standard 33- Earnings per share issued by ICAI or any other relevant accounting standards as prescribed from time to time. Diluted EPS is Rs. 1.43

Effects of Share Options on Diluted Earnings per Share (Accounting year April 01, 2020 to March 31, 2021)

| Particulars | |
|--|-------------------------------|
| Net Profit for the year ended March 31, 2021 (Rs. in Lakhs) | Rs.380.71 Lakh |
| Weighted average number of equity shares outstanding during the year ended March 31,2021 | 2,58,84,967 shares in numbers |
| Weighted average number of Option conversion during the year ended March 31, 2021 | 7,93,674 shares in numbers |
| Weighted average number of share opt | Nil |
| Exercise price for shares under option during the year ended March 31, 2021 | Rs.10 |

Computing earnings per share

| Particulars | |
|--|-------------------------------|
| Net Profit for the year ended March 31, 2021 (Rs. in Lakhs) | Rs.380.71 Lakh |
| Weighted average number of equity shares outstanding during the year ended March 31,2021 | 2,58,84,967 shares in numbers |
| Basic earning per share | Rs.1.47 paisa |
| number of Option conversion during the year ended March 31, 2021 | 7,93,674 shares in numbers |
| Diluted earning per share | Rs.1.43 paisa |

- C. Compliances

The ESOP Scheme 2007 is in compliance with Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and with Companies Act, 2013. The Company has received a certificate from the Statutory Auditors of the Company certifying that the Scheme is being implemented in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and the Companies Act, 2013 and is in accordance with the Resolution passed in the General Meeting of the Company.

For and on behalf of the board of Directors

Navjeet Singh Sobti
Managing Director

Jagdeep Singh
Wholetime Director

August 10, 2021
New Delhi

Annexure 'III' to Directors' Report

Form No. Mgt-9
EXTRACT OF ANNUAL RETURN
As on Financial Year ended on 31st March, 2021
[Pursuant to section 92(3) of the companies Act, 2013 and rule 12(1) of
the Companies (Management and Administration) rules, 2014]

I. REGISTRATION & OTHER DETAILS:

| | | |
|------|--|---|
| i) | CIN | L74899DL1994PLC059839 |
| ii) | Registration Date | 28 June, 1994 |
| iii) | Name of the Company | Almondz Global Securities Limited |
| iv) | Category/Sub-category of the Company | Company Limited by Shares / Indian Non-Government Company |
| v) | Address of the Registered office & contact details | F-33/3, Phase-II, Okhla Industrial Area, New Delhi-110 020 Telephone no. 011-43500700 e-mail: secretarial@almondz.com |
| vi) | Whether listed Company | Yes |
| vii) | Name, Address & contact details of the Registrar & Transfer Agent, if any. | Beetal Financial & Computer Services (P) Ltd. "Beetal House" 3rd Floor, 99, Madangir, Behind Local Shopping Centre, near dada Harsukhdasmandir, New Delhi - 110062 Phones: 011-29961281, 29961282 Fax: 011-29961280/84 e-mail:beetalrta@gmail.com Website: www.beetalfinancial.com |

II. PRINCIPAL BUSINESS ACTIVITIES Of The Company

(All the business activities contributing 10 % or more of the total turnover of the Company shall be stated)

| S. No. | Name and Description of main products/services | NIC code of Product/service | % to total turn over of the company |
|--------|--|-----------------------------|-------------------------------------|
| 1. | Consultancy and Advisory Fees | 99832-33 | 42.55% |
| 2. | Wealth advisory/Broking Activities | 6612 | 26.83% |
| 3. | Debt & Equity Market Operations | 649 | 30.62% |

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -

| S. no. | Name and Address of the company | CIN/GLN | Holding/ Subsidiary /Associate | %ofshares held | Applicable Section |
|--------|---|-----------------------|--------------------------------|----------------|--------------------|
| 1. | Almondz Finanz Limited F-33/3, Phase-II, Okhla Industrial Area, New Delhi-110 020 w.e.f. 24.06.2021 | U65191DL2006PLC148718 | Subsidiary | 100% | Section 2(87) |
| 2. | Almondz Commodities Private Limited F-33/3, Phase-II, Okhla Industrial Area, New Delhi-110 020 w.e.f. 07.06.2021 | U51909DL2005PTC139714 | Subsidiary | 100% | Section 2(87) |
| 3. | Almondz Wealth Limited F-33/3, Phase-II, Okhla Industrial Area, New Delhi-110 020 w.e.f. 09.06.2021 | U70200DL2008PLC183702 | Subsidiary | 100% | Section 2(87) |
| 4. | Skiffle Healthcare Services Limited F-33/3, Phase-II, Okhla Industrial Area, New Delhi-110 020 w.e.f. 07.06.2021 | U85110DL2012PLC246241 | Subsidiary | 100% | Section 2(87) |
| 5. | Almondz Global Infra-Consultant Limited F- 33/3, Okhla Industrial Area, Phase II, New Delhi -110020 | U74140DL2013PLC262069 | Subsidiary | 100% | Section 2(87) |
| 6. | North Square Projects Private Limited F- 33/3, Okhla Industrial Area, Phase II, New Delhi -110020 | U45200DL2012PTC239856 | Subsidiary | 100% | Section 2(87) |

| | | | | | |
|----|---|-----------------------|-----------|-------|---------------|
| 7. | Premier Alcobev Private Limited F-33/4, Okhla Industrial Area, Phase-II, New Delhi -110020 | U15530DL2007PTC281067 | Associate | 50% | Section 2(6) |
| 8. | Almondz Insolvency Resolutions Services Private Limited F-33/3, Phase-II, Okhla Industrial Area, New Delhi-110 020 w.e.f. 07.06.2021 | U74999DL2017PTC324489 | Associate | 33% | Section 2(6) |
| 9. | Avonmore Capital & Management Services Limited F-33/3, Okhla Industrial Area Phase-II New Delhi - 110020 | L67190DL1991PLC045857 | Holding | 56.87 | Section 2(46) |

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

(i) category-wise Share Holding

| Category of Shareholders | No. of Shares held at the beginning of the year [As on 1-April-2020] | | | | No. of Shares held at the end of the year [As on 31-March-2021] | | | | % change during the year |
|---|--|----------|-----------------|-------------------|---|----------|-----------------|-------------------|--------------------------|
| | Demat | Physical | Total | % of Total Shares | Demat | Physical | Total | % of Total Shares | |
| A. Promoters | | | | | | | | | |
| (1) indian | | | | | | | | | |
| a) Individual/ HUF | 110715 | 0 | 110715 | 0.43 | 264296 | 0 | 264296 | 1.02 | (+0.59) |
| b) Central Govt. | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| c) State Govt. | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| d) Bodies Corporate | 14804834 | 0 | 14804834 | 57.19 | 14804834 | 0 | 14804834 | 57.19 | 0 |
| e) Banks / FI | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| f) Any Others | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Sub total (A) (1) | 14915549 | 0 | 14915549 | 57.62 | 15069130 | 0 | 15069130 | 58.21 | (+0.59) |
| (2) Foreign | | | | | | | | | |
| a) NRIs- Individuals | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| b) Other-Individuals | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| c) Bodies Corporate | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| d) Banks / FI | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| e) Any Others | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Sub total (A) (2) | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| total shareholding of Promoter (A) = (A) (1)+(A) (2) | 14915549 | 0 | 14915549 | 57.62 | 15069130 | 0 | 15069130 | 58.21 | (+0.59) |
| b. Public Shareholding | | | | | | | | | |
| 1. institutions | | | | | | | | | |
| a) Mutual Funds | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| b) Banks / FI | 19 | 0 | 19 | 0.0001 | 0 | 0 | 0 | 0 | 0 |
| c) Central Govt. | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| d) State Govt. | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| e) Venture Capital Funds | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| f) Insurance Companies | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| g) FIs | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| h) Foreign Venture Capital Funds | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| i) Others (specify) | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Sub-total (b)(1):- | 19 | 0 | 19 | 0.0001 | 0 | 0 | 0 | 0 | 0 |
| 2. non-institutions | | | | | | | | | |

| | | | | | | | | | |
|---|----------|--------|----------|--------|----------|--------|----------|--------|---------|
| a) Bodies Corp. | | | | | | | | | |
| i) Indian | 324087 | 0 | 324087 | 1.25 | 211044 | 0 | 211044 | 0.81 | (-)0.44 |
| ii) Overseas | 3091500 | 0 | 3091500 | 11.94 | 3091500 | 0 | 3091500 | 11.94 | 0 |
| b) Individuals | | | | | | | | | |
| i) Individual shareholders holding nominal share capital upto Rs. 1 lakh | 1826382 | 115388 | 1941770 | 7.51 | 1606222 | 115388 | 1721610 | 6.65 | (-)0.86 |
| ii) Individual shareholders holding nominal share capital in excess of Rs1 lakh | 4906044 | 17400 | 4923444 | 19.02 | 5069045 | 17400 | 5086445 | 19.65 | (-)0.63 |
| c) Other (Specify) | | | | | | | | | |
| i) NRI | 282419 | 0 | 282419 | 1.09 | 264540 | 0 | 264540 | 1.02 | (-)0.07 |
| ii) HUF | 125273 | 0 | 125273 | 0.49 | 129903 | 0 | 129903 | 0.50 | (+)0.01 |
| iii) Clearing Members | 0 | 0 | 0 | 0 | 29889 | 0 | 29889 | 0.11 | (+)0.11 |
| iv) Trust | 75 | 0 | 75 | 0.0003 | 75 | 0 | 75 | 0.0003 | 0 |
| v) IEPF Authority | 280831 | | 280831 | 1.08 | 280831 | | 280831 | 1.08 | 0 |
| Sub-total (b)(2): | 10836611 | 132788 | 10969399 | 42.38 | 10683049 | 132788 | 10815837 | 41.78 | (-)0.6 |
| Total Public Shareholding (b)=(b)(1)+ (b)(2) | 10836630 | 132788 | 10969418 | 42.38 | 10683049 | 132788 | 10815837 | 41.78 | (-)0.6 |
| c. Shares held by custodian for Gdrs & Adrs | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Grand total (A+b+c) | 25752179 | 132788 | 25884967 | 100 | 25752179 | 132788 | 25884967 | 100 | 0 |

(ii) Shareholding of Promoter

| S. no. | Shareholder's name | Shareholding at the beginning of the year | | | Shareholding at the end of the year | | | % change in share holding during the year |
|--------|--|---|----------------------------------|---|-------------------------------------|----------------------------------|---|---|
| | | No. of Shares | % of total Shares of the company | % of Shares Pledged/ encumbered to total shares | no. of Shares | % of total Shares of the company | % of Shares Pledged/ encumbered to total shares | |
| 1. | Navjeet Singh Sobti | 60715 | 0.23 | 0 | 60715 | 0.23 | 0 | 0 |
| 2. | Gurpreet N. S.Sobti | 50000 | 0.19 | 0 | 50000 | 0.19 | 0 | 0 |
| 3. | Avonmore Capital & Management Services Limited | 14719744 | 56.87 | 0 | 14719744 | 56.87 | 0 | 0 |
| 4. | Innovative Money Matters Private Ltd. | 85090 | 0.33 | 0 | 85090 | 0.33 | 0 | 0 |
| 5 | Navjeet Singh Sobti HUF | 0 | 0 | 0 | 153581 | 0.59 | 0 | (+)0.59 |
| | Total | 14915549 | 57.62 | 0 | 15069130 | 58.21 | 0 | (+)0.59 |

(iii) change in Promoter's Shareholding: There is no change in Promoters Shareholding during the Year under review, However one more person Navjeet Singh Sobti HUF has been added in Promoter and Promoter Group.

(iv) Shareholding Pattern of top ten Shareholders (other than directors, Promoters and Holders of GDRs and ADRs)

| S. no. | Top 10 Shareholders* | Shareholding at the beginning of the year (01-04-2020) | | Cumulative Shareholding at the end of the year (31-03-2021) | |
|--------|------------------------|--|----------------------------------|---|----------------------------------|
| | | No. of shares | % of total shares of the company | No. of shares | % of total shares of the company |
| 1. | AI Anwar Holdings SAOG | 3091500 | 11.94 | 3091500 | 11.94 |
| 2. | Dilip Kumar Lakhi | 1170117 | 4.52 | 1170117 | 4.52 |

| | | | | | |
|----|--|--------|------|--------|------|
| 3. | Jagdeep Singh | 424119 | 1.63 | 424119 | 1.63 |
| 4. | Balbir Kumar | 400000 | 1.54 | 400000 | 1.54 |
| 5. | Darshana Anant Sanghvi | 359536 | 1.39 | 359536 | 1.39 |
| 6. | Investor Education and Protection Fund | 280831 | 1.08 | 280831 | 1.08 |
| 7. | Banarsi Lal Mahajan | 274368 | 1.06 | 274368 | 1.06 |
| 8. | Manish Lakhi | 239157 | 0.92 | 239157 | 0.92 |
| 9. | Jasmeet Kaur Sethi | 186200 | 0.72 | 186200 | 0.72 |
| 10 | Girdharilal V Lakhi | 160618 | 0.62 | 160618 | 0.62 |

*the shares of the company are traded on a daily basis and hence the date wise increase / decrease in shareholding is not indicated. Shareholding is consolidated based on permanent account number (PAN) of the shareholder.

(v) Shareholding of Directors and Key Managerial Personnel:

| S. No. | Name | Shareholding | | Date | Increase/decrease in share holding | Reason | Cumulative Shareholding during the year (01-04-2020 to 31-03-2021) | |
|--------|---|--|----------------------------------|------------|------------------------------------|--------|--|----------------------------------|
| | | No. of shares at the beginning of the year(01-04-2020)/ end of the year (31-03-2021) | % of total shares of the company | | | | No. of shares | % of total Shares of the Company |
| 1. | Navjeet Singh Sobti (Managing Director) | 60715 | 0.23 | NA | NA | NA | 60715 | 0.23 |
| | | | | 31-03-2021 | NA | NA | 60715 | 0.23 |
| 2. | Jagdeep Singh (Whole Time Director) | 424119 | 1.63 | NA | NA | NA | 424119 | 1.63 |
| | | | | 31-03-2021 | NA | NA | 424119 | 1.63 |
| 3. | Krishan LalKhetarpaul (Independent Director) | 0 | 0 | NA | NA | NA | 0 | 0 |
| 4. | Sanjay Kumar Tiwari (Director) | 0 | 0 | NA | NA | NA | 0 | 0 |
| 5. | Satish Chandra Sinha (Independent Director) | 0 | 0 | NA | NA | NA | 0 | 0 |
| 6. | Abdul Redha Mustafa Abdul Redha Sultan (Director) | 0 | 0 | NA | NA | NA | 0 | 0 |
| 7. | Ajay Kumar (Independent Director) | 0 | 0 | NA | NA | NA | 0 | 0 |
| 8. | Neelu Jain (Director) | 0 | 0 | NA | NA | NA | 0 | 0 |
| 9. | Rajeev Kumar (Chief Financial Officer) | 0 | 0 | NA | NA | NA | 0 | 0 |
| 11. | Ajay Pratap (Company Secretary) | 0 | 0 | NA | NA | NA | 0 | 0 |

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment.

(Rupees in Lakhs)

| | Secured Loans excluding deposits | Unsecured Loans | Deposits | Total Indebtedness |
|---|----------------------------------|-----------------|----------|--------------------|
| Indebtedness at the beginning of the financial year | | | | |
| i) Principal Amount | 868.80 | - | | 868.80 |

| | Secured Loans excluding deposits | Unsecured Loans | Deposits | Total Indebtedness |
|---|-------------------------------------|-----------------|----------|--------------------|
| ii) Interest due but not paid | - | - | - | - |
| iii) Interest accrued but not due | - | 5.26 | - | 5.26 |
| Total (i+ii+iii) | 868.80 | 5.26 | | 874.06 |
| Change in Indebtedness during the financial year | | | | |
| * Addition (net) | 279.73 | 93.05 | | 372.78 |
| * Reduction (net) | 242.96 | 5.26 | | 248.23 |
| Net Change | | | | |
| Indebtedness at the end of the financial year | | | | |
| i) Principal Amount | 905.06 | 93.05 | - | 998.11 |
| ii) Interest due but not paid | - | - | - | - |
| iii) Interest accrued but not due | 0.50 | - | - | 0.50 |
| Total (i+ii+iii) | 905.57 | 93.05 | - | 998.62 |

VI. Remuneration of Directors and Key Managerial Personnel-
A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

(Rupees in Lakhs)

| S. No. | Particulars of remuneration | | | |
|--------|---|---|--|---------------|
| | | Mr. Navjeet Singh Sobti (Managing Director) (w.e.f. 12.08.2019) | Mr. Jagdeep Singh (Whole time director) (w.e.f 01.12.2019) | Total Amount |
| 1 | Gross salary | 5.89 | 23.23 | 29.13 |
| | (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 | | | |
| | (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 | 11.58 | 0 | 11.58 |
| | (c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961 | - | - | - |
| 2 | Stock Option | - | - | - |
| 3 | Sweat Equity | - | - | -- |
| 4 | Commission - as % of profit - others, specify | - | - | - |
| 5 | Others, please specify | - | - | - |
| | Fee for attending board/committee meetings | - | -- | - |
| | Total (A) | 17.48 | 23.23 | 40.72 |
| | Ceiling as per the Act | 84.00 | 84.00 | 168.00 |

B. Remuneration to other Directors

(Rupees in Lakhs)

| S. no. | Particulars of remuneration | Name of the Directors | | | | | | Total Amount |
|--------|---|-----------------------|--------------------------|-----------------------------|-------------------------|-----------------|--|--------------|
| | | Mr. Ajay Kumar | Mr. Satish Chandra Sinha | Mr. Krishan Lall Khetarpaul | Mr. Sanjay Kumar Tiwari | Mrs. Neelu Jain | Mr. Abdul Redha Mustafa Abdul Redha Sultan | |
| 1. | Independent Directors | | | | | | | |
| | Fee for attending board/ committee meetings | 1.42 | 1.42 | 1.42 | 0 | 0 | 0 | 4.26 |
| | Commission | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Others, please specify | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total (1) | 1.42 | 1.42 | 1.42 | 0 | 0 | 0 | 4.26 |

| S. no. | Particulars of remuneration | Name of the Directors | | | | | | Total Amount |
|--------------------------------|---|--|--------------------------|-----------------------------|-------------------------|-----------------|--|--------------|
| | | Mr. Ajay Kumar | Mr. Satish Chandra Sinha | Mr. Krishan Lall Khetarpaul | Mr. Sanjay Kumar Tiwari | Mrs. Neelu Jain | Mr. Abdul Redha Mustafa Abdul Redha Sultan | |
| 2 | Other Non-Executive Directors | | | | | | | |
| | Fee for attending board/ committee meetings | 0 | 0 | 0 | 0.67 | 0.9 | 0.62 | 2.19 |
| | Commission | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Others, please specify | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total (2) | 0 | 0 | 0 | 0.67 | 0.9 | 0.62 | 2.19 |
| | Total (B)=(1+2) | 1.42 | 1.42 | 1.42 | 0.67 | 0.9 | 0.62 | 6.45 |
| | Total Managerial Remuneration | Total remuneration to Managing Director and other Directors (being the total of A and B) = 47.17 | | | | | | |
| Overall Ceiling as per the Act | Upto Rs. One Lac per Director for each meeting of Board/Committee | | | | | | | |

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD

(Rupees in Lakhs)

| S. no | Particulars of Remuneration | Key managerial Personal | | |
|-------|---|---|-----------------------------------|-------|
| | | Chief Financial Officer Mr. Rajeev Kumar* | Company Secretary Mr. Ajay Pratap | Total |
| 1 | Gross salary | | | |
| | (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 | N/A | 15.51 | 15.51 |
| | (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 | - | | |
| | (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961 | - | - | - |
| 2 | Stock Option | - | - | - |
| 3 | Sweat Equity | - | - | - |
| 4 | Commission | - | - | - |
| | - as % of profit | - | - | - |
| | others, specify | - | - | - |
| 5 | Others, please specify | - | - | - |
| | Total | - | 15.51 | 15.51 |

*Remuneration to MR. Rajeev Kumar is paid from wholly owned subsidiary namely Almondz Finanz Limited

vii. Penalties / Punishment/ compounding of offences: Nil

For and on behalf of the board of Directors

Navjeet Singh Sobti
Managing Director

Jagdeep Singh
Wholetime Director

August 10, 2021
New Delhi

Annexure 'IV' to Directors' Report

Form No. MR-3

SECRETARIAL AUDIT REPORTFor the financial year ended 31st March, 2021

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel)

Rules, 2014 and Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended]

To,
The Members,

ALMONDZ GLOBAL SECURITIES LIMITED

Regd. Office: F-33/3, Okhla Industrial Area Phase-II,
New Delhi-110020

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

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on **31st March, 2021** ('Audit Period') 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 maintained by the Company for the financial year ended on 31st March, 2021 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2018;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (Not Applicable to the Company during the Audit Period);
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (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;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not Applicable to the Company during the Audit Period) and
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not Applicable to the Company during the Audit Period).
- (vi) Other Laws specific applicable:
 - a) Bye-laws, Rules, Regulations, Guidelines, Circulars & Notifications issued by SEBI, Stock Exchanges & Depositories and applicable to Depository Participant & Registered Broker

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India;
- (ii) The Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("SEBI (LODR), 2015").

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above to the extent applicable except that the Company had submitted the voting results for the Court Convened Meeting after the time prescribed under Regulation 44(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, NSE & BSE have imposed a fine of Rs. 10,000/- each and the Company deposited the same.

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 during the audit period. 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.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent seven days in advance generally, 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 or Committee Meetings were carried out unanimously except in such case where dissent of Director(s) was recorded specifically.

Based on the compliance mechanism established by the company and on the basis of Compliance Certificate(s) issued by the company secretary and taken on record by the Board of Directors at the meeting(s), we are of the opinion that the management has systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period, there was no specific event/action in pursuance of the above referred laws, rules, regulations, guidelines, etc. having a major bearing on the Company's affairs.

Place: New Delhi
Date: 09.08.2021
UDIN: F004123C000758679

For **Ashu Gupta**
Company Secretary in Practice
FCS No. 4123
CP No.: 6646

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

ANNEXURE –A

To,
The Members,
ALMONDZ GLOBAL SECURITIES LIMITED
Regd. Office: F-33/3, Okhla Industrial Area Phase-II,
New Delhi-110020

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

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test check basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. The compliance by the Company of applicable financial laws such as direct and indirect tax laws and maintenance of financial records and books of accounts has not been reviewed in this Audit since the same have been subject to review by statutory audit and other designated professionals.
4. Wherever required, we have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.
6. Due to COVID-19 pandemic and Nation- wide lockdown to contain the spread of Corona Virus, work place/ offices remained closed or working with less staff. In view of advisory issued by Government, no physical visits to the office of auditee could be made and as such physical copies of the secretarial records could not be verified. Reliance has been placed on the soft copy of necessary secretarial records /documents etc. made available to us. A representation in this regard certifying the correctness of the contents of the secretarial records provided has been taken from company's management.
7. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place: New Delhi
Date: 09.08.2021
UDIN: F004123C000758679

For **Ashu Gupta**
Company Secretary in Practice
FCS No. 4123
CP No.: 6646

Form No. MR-3
SECRETARIAL AUDIT REPORT

For the financial year ended 31st March, 2021

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule 9 of The Companies
(Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
ALMONDZ FINANZ LIMITED
Regd. Office: F-33/3, Okhla Industrial Area
New Delhi-110020

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **ALMONDZ FINANZ LIMITED** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing 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 and also information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on **31st March, 2021** ('Audit Period') 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 maintained by the Company for the financial year ended on 31st March, 2021 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye laws framed there under; (Not Applicable to the Company during the Audit Period);
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under 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') were **not applicable** to the Company during the Audit Period:-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - (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;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- (vi) Other applicable Law:
 - a) All the Rules, regulations, Guidelines, Circulars/ Master Circulars applicable to Non-Banking Financial Companies under the RBI Act, 1934;
 - b) Indian Stamp Act, 1899;

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("SEBI (LODR), 2015") were **not applicable** to the Company during the audit period.

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

We further report that

We further report that the Board 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.

Adequate Notice is given to all directors to schedule the Board Meetings at least seven days in advance, agenda were sent in advance generally 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 or Committee Meetings were carried out unanimously except in such case where dissent of Director(s) was recorded specifically.

Based on the compliance mechanism established by the company and on the basis of Statutory Compliance Certificate(s) issued by the Chief Financial Officer and taken on record by the Board of Directors at their meeting(s), we are of the opinion that the management has adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period, the Company has no specific event/ actions having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

Place: New Delhi
Date: 09.08.2021
UDIN: F004123C000758681

For **Ashu Gupta**
Company Secretary in Practice
FCS No. 4123
CP No.: 6646

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

ANNEXURE –A

To,
The Members,
ALMONDZ FINANZ LIMITED
Regd. Office: F-33/3, Okhla Industrial Area
New Delhi-110020

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

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. The compliance by the company of applicable financial laws such as direct and indirect tax laws and maintenance of financial records and books of accounts has not been reviewed in this Audit since the same have been subject to review by statutory audit and other designated professionals.
4. Wherever required, we have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.
6. Due to COVID-19 pandemic to contain the spread of Corona Virus, work place/ offices remained closed or working with less staff. In view of advisory issued by Government, no physical visits to the office of auditee could be made and as such physical copies of the secretarial records could not be verified. Reliance has been placed on the soft copy of necessary secretarial records /documents etc. made available to us. A representation in this regard certifying the correctness of the contents of the secretarial records provided has been taken from company's management.
7. 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.

Place : New Delhi
Date : 09.08.2021
UDIN : F004123C000758681

For **ASHU GUPTA**
Company Secretary in Practice
FCS: 4123
CP No.: 6646

Form No. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2021

[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,
M/S ALMONDZ GLOBAL INFRA-CONSULTANT LTD
CIN: U74140DL2013PLC262069
F-33/3, OKHLA INDUSTRIAL AREA, PHASE-II, NEW DELHI-110020

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/S ALMONDZ GLOBAL INFRA-CONSULTANT LTD** (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 and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on March 31, 2021 (Audit Period) 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 along with Annexure 1 attached to this report:-:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2021 according to the provisions of:

- I. The Companies Act, 2013 (the Act) and the rules made thereunder;
- II. The Securities Contracts (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 (FDI), Overseas Direct Investment (ODI) and External Commercial Borrowings (ECB); (No FDI and ECB were taken by the company and no ODI was given by the company during the Audit Period);
- V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011*
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; *
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; *
 - d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014.*
 - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008.*
 - 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; *
 - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and *
 - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; *

*** Not applicable because securities of the Company are not listed on any Stock Exchange.**

The Company is engaged in the business of providing consultancy for projects related to Infrastructure. As confirmed by the Management no specific law was applicable on the Company during the period under review.

Other Laws specifically applicable to the Company:-

We have examined the entire framework, processes and procedures of compliance of the under mentioned Industry Specific laws applicable to the Company. The reports, compliances etc with respect to these laws have been examined by me on test check basis.

Employees Provident Fund Act 1952

Minimum Wages Act 1948 and MP Rules 1958

Payment of Gratuity Act 1972 and MP rules 1973

Sexual Harassment of Women at Workplace (Prevention , Prohibition and Redressal) Act, 2013

- Other Miscellaneous Acts:
 - a) Information Technology Act, 2000
 - b) Indian Contract Act, 1872
 - c) The Environment (Protection) Act, 1986

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

- (1) The Company has followed the Secretarial Standards issued by The Institute of Company Secretaries of India, during the FY-2020-21.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, and Guidelines to the extent applicable, Standards, etc. mentioned above subject to following:

Based on the information received and records maintained, we further report that:

1. The Board of Directors of the Company is duly constituted. 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.
2. Adequate notice of at least seven days was given to all directors to schedule the Board Meetings along with agenda and detailed notes on agenda 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 in compliance of the Act.
3. Majority decision is carried through and recorded in the minutes of the Meetings. Further as informed, no dissent was given by any director in respect of resolutions passed in the board and committee meetings.

We further report that;

There are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period the company has not incurred any specific event / action that can have major bearing on the company's affairs in pursuance of above referred laws, rules, regulations; guidelines, standards etc.

**FOR NEERAJ GUPTA & ASSOCIATES
COMPANY SECRETARIES**

Date: 06/08/2021
Place: New Delhi
UDIN : F005720C000779603

(NEERAJ GUPTA)
Prop.
CP No. 4006
FCS No. 5720

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

Annexure

**TO,
THE MEMBERS,
M/S ALMONDZ GLOBAL INFRA-CONSULTANT LTD
CIN: U74140DL2013PLC262069
F-33/3, OKHLA INDUSTRIAL AREA, PHASE-II, NEW DELHI-110020**

Sub: Our Secretarial Audit for the Financial Year ended March 31, 2021 of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our Audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. We believe that the processes and practices, we followed provide a reasonable basis to our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules, and regulations and happening of events etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of the procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.
7. Due to the outbreak of Covid-19, we had verified the physical documents to the extent possible and rest of the documents / information were made available by the Company electronically.

**FOR NEERAJ GUPTA & ASSOCIATES
COMPANY SECRETARIES**

Date: 06/08/2021
Place: New Delhi
UDIN : F005720C000779603

(NEERAJ GUPTA)
Prop.
CP No. 4006
FCS No. 5720

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

To
The Members of
ALMONDZ GLOBAL SECURITIES LIMITED
Regd. Office: F-33/3,
Okhla Industrial Area Phase-II,
New Delhi-110020

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **ALMONDZ GLOBAL SECURITIES LIMITED** (hereinafter referred to as 'the Company) having CIN: L74899DL1994PLC059839 and having registered office at F-33/3, Okhla Industrial Area Phase-II, New Delhi-110020, produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub-clause 10(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its Directors, we hereby certify that none of the Directors on the Board of the Company as on **31st March, 2021** as stated below, have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority(ies):

| Sr. No. | Name of Director | DIN | Date of appointment |
|---------|--|----------|---------------------|
| 1 | Mr. Jagdeep Singh | 00008348 | 19/04/2004 |
| 2 | Mr. Navjeet Singh Sobti | 00008393 | 19/05/2006 |
| 3 | Mrs. Neelu Jain | 00227058 | 12/08/2014 |
| 4 | Mr. Krishan Lall Khetarpaul | 01268756 | 31/01/2007 |
| 5 | Mr. Ajay Kumar | 01954049 | 11/08/2015 |
| 6 | Mr. Sanjay Kumar Tiwari | 03407426 | 10/02/2011 |
| 7 | Mr. Satish Chandra Sinha | 03598173 | 25/05/2016 |
| 8 | Mr. Abdul Redha Mustafa Abdul Redha Sultan | 05101233 | 11/12/2019 |

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

For **Ashu Gupta & Co.**
Company Secretaries

Place: New Delhi
Date: 18.08.2021
UDIN: F004123C000799885

For **Ashu Gupta**
(Prop.)
FCS No.: 4123
CP No.: 6646

Annexure 'V' to Directors' Report

AOC-I

(Pursuant to first proviso to sub-section (3) of section 129 read with Rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financials statement of Subsidiaries / Associates Companies / joint ventures
Part A: "Subsidiaries"

(Rupees in Lakhs)

| S. No. | 1 | 2 | 3 | 4 | 5 | 6 |
|---|---|---|---|---|---|---|
| Name of the subsidiary | Skiffle Healthcare Services Limited | Almondz Finanz Limited | Almondz Commodities Private Limited | Almondz Wealth Limited | Almondz Global Infra-Consultant Limited | North Square Projects Private Limited |
| DATE SINCE WHEN SUBSIDIARY | 10.06.2014 | 12.05.2006 | 30.09.2015 | 25.09.2008 | 12.12.2013 | 01.06.2014 |
| Reporting period for the subsidiary concerned, if different from the holding company's reporting period | not applicable since same accounting period | not applicable since same accounting period | not applicable since same accounting period | not applicable since same accounting period | not applicable since same accounting period | not applicable since same accounting period |
| Reporting currency and exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries | Not applicable since not a foreign company |
| Share capital | 744.9 | 3000 | 225.00 | 5 | 499 | 1,992.50 |
| Reserve & surplus | -496.82 | 1356.91 | -34.52 | 26.01 | 233 | 0.81 |
| Total assets | 462.79 | 5333.92 | 203.03 | 138.68 | 2908.46 | 2,060.34 |
| Investments | NIL | 735.22 | NIL | NIL | NIL | 161.44 |
| Turnover | 100.14 | 595.85 | 5.00 | 259.42 | 2583.3 | 21.12 |
| Profit before taxation | -120.14 | 245.68 | -3.08 | -1.76 | 5.8 | 2.70 |
| Provision for taxation | -9.27 | 33.41 | 0.28 | -0.88 | 4.11 | 0.72 |
| Profit after taxation | -109.49 | 212.27 | -3.36 | -0.88 | 1.69 | 1.97 |
| Other Comprehensive Income | 1.38 | -1.02 | 0 | 1.4 | 40.36 | 0 |
| Total Comprehensive Income | 1.38 | -1.02 | 0 | 1.4 | 40.36 | 0 |

Part B: "Associate and Joint Ventures"

Statement pursuant to Section 129 (3) of the companies Act, 2013 related to Associates companies and Joint Ventures
 (Rupees in Lakhs)

| Name of Associate/Joint Ventures | Premier Alcobev Private Limited | Almondz Insolvency Resolutions Services Private Limited |
|--|-----------------------------------|---|
| 1. Latest audited Balance Sheet Date | 31.03.2021 | 31.03.2021 |
| 2. Date on which the Associate was associated or acquired | 14.07.2014 | 04.10.2017 |
| 3. Shares of Associates/Joint Ventures held by the company on the year end | | |
| No. of Shares | 14491011 | 33000 |
| Amount of investment in Associates/Joint Ventures | 145100110 | 330000 |
| Extend of Holding (%) | 50.00% | 33.33% |
| 4. Description of Significant influence | 50.00% Holding through investment | 33.33% Holding through investment |
| 5. Reason why the associate/joint venture is not consolidation | NA | NA |
| 6. Networth attributable to Shareholding as per latest audited Balance Sheet | 3707.74 | 25.57 |
| 7. Profit / Loss for the year | 2754.82 | 0.51 |
| i. Considered in Consolidation | 1377.41 | 0.17 |
| ii. Not Considered in Consolidation | 1377.41 | 0.34 |

Management Discussion and Analysis Report

FORWARD LOOKING STATEMENTS

The statements in the "Management Discussion and Analysis Report" describe the Company's objectives, projections, expectations, estimates or forecasts which may be "forward-looking statements" within the meaning of the applicable laws and regulations. Actual results may differ substantially or materially from those expressed or implied therein due to risks and uncertainties. Important factors that could influence the Company's operations, inter alia, include global and domestic demand and supply conditions affecting selling prices of finished goods, input availability and prices, changes in government regulations, tax laws, economic, political developments within the country and other factors such as litigations and industrial relations.

(A) Economy, Industry Structure & Development

In the COVID-led Financial Year 2020-21, Central Statistical Organization (CSO), in its third advanced estimates, projects India's annual Gross Domestic Product (GDP) to contract by 7.3%. Considering the sector-wise growth, while the output for all the sectors declined over the previous year (except agriculture), construction and trade/hotels have been more severely hit and have seen a sharper decline in output. In the first half of the Financial Year 2020-21, demand was lower across sectors due to lockdown and the supply of goods and services was disrupted mainly due to the non-availability of labour and logistics constraints. However, the gradual opening of the economy from October 2020, resulted in a faster than-expected recovery in the second half of the Financial Year 2020-21. Leading indicators of pick-up in economic activity such as power consumption, GST (Goods and Services Tax) collections, PMI (Purchasing Manufacturing Index) were either similar or higher than the pre-COVID levels in the second half of the year. Multiple measures and much-needed financial support provided by the Government under the Atmanirbhar Bharat Mission also cushioned economic growth. Further, India continued to be a preferred destination for investments by global investors and was one of the few countries to receive high inflows in the Financial Year 2020-21. As we enter the Financial Year 2021-22, the second wave of COVID-19 is more severe and is leading to a high degree of uncertainty. However, economists believe that as India's COVID-19 vaccination program gathers traction, economic activities will normalize in the coming months. Indian and international agencies expect India's real GDP growth to be in the range of 7.5%-9.5% and the growth will be supported by the pick-up in consumption, increase in investments, and revival in the service sector.

Industry overview

Indian capital market saw a sharp fall in Mar-20 and a gradual recovery which has brought us to all-time highs. Despite this, in the past two years, Indian equity markets have underperformed their global peers against the background of perennially expensive valuations. Post US

elections and vaccine news flow to Emerging Markets (EM) have exploded in Nov-20, equity inflows into Asian markets have risen to a record high. India saw \$17.7 bn inflow in 12 months to Nov-20, including \$8.3 bn in the same month. Nifty EPS has seen the first upgrade after 23 quarters of a downgrade. 182 of BSE-200 constituents gained in Nov-20, with 116 stocks posting >10% gains MoM, leading to a broad-based rally. The pandemic has created massive opportunities for some businesses. It has created enormous opportunities for pharmaceutical and chemical companies, the technology industry, for IT off shoring, remotely operating industries. Overall, the Emerging Markets (EM) are going to do better in the coming year.

The Infrastructure sector is a key driver for the Indian economy. The sector is highly responsible for propelling India's overall development and enjoys intense focus from Government for initiating policies that would ensure time-bound creation of world class infrastructure in the country. Infrastructure sector includes power, bridges, dams, roads, and urban infrastructure development.

According to the Department for Promotion of Industry and Internal Trade (DPIIT), FDIs in the construction development sector (townships, housing, built up infrastructure and construction development projects) and construction (infrastructure) activities stood at US\$ 25.93 billion and US\$ 23.99 billion, respectively, between April 2000 and December 2020. In FY21, infrastructure activities accounted for 13% share of the total FDI inflows of US\$ 81.72 billion.

The infrastructure sector has become the biggest focus area for the Government of India. India plans to spend US\$ 1.4 trillion on infrastructure during 2019-23 to have a sustainable development of the country. The Government has suggested investment of Rs. 5,00,000 crore (US\$ 750 billion) for railways infrastructure from 2018-30.

India and Japan have joined hands for infrastructure development in India's Northeast states and are also setting up an India-Japan Coordination Forum for Development of Northeast to undertake strategic infrastructure projects for the region.

(B) Opportunities & Threats

Economic recovery seems consistent and could lead to a more optimistic economic outlook. While some segments have reached near-normalcy, the others would do so in the coming months. Indians have a choice to invest anywhere in the world under the LRS. The country's market cap is around 2-3% of global market cap. Indian investors need to seriously consider putting a small portion of their investible surplus by diversification and investing in stocks listed abroad. We believe that small and midcap space will be back in favour in 2021. One of the most distinguishing characteristics of companies in this segment is higher growth rates than larger peers. Investors have always flocked to this category in anticipation of higher returns,

given their potential to report increased profitability and gains in market share. The Nifty Midcap 100 index shows an extremely high correlation with GDP growth. As compared to the Nifty, the Midcap index has higher weights in Autos & Auto components, Consumer, Real Estate, Chemicals & Pharma and Utilities, all of which have structural tailwinds favoring them for the next 18-24 months. All these factors collectively will give a good traction to the financial services business of the Company.

In infrastructure sector, the increased impetus to develop infrastructure in the country is attracting both domestic and international players. Private sector is emerging as a key player across various infrastructure segments, ranging from roads and communications to power and airports. In order to boost the construction of buildings in the country, the Government of India has decided to come up with a single window clearance facility to accord speedy approval of construction projects.

In March 2021, the combined index of eight core industries stood at 122.5. In the road's sector, the Government's policy to increase private sector participation has proved to be a boon for the infrastructure industry as many private players are entering the business through the public-private partnership (PPP) model. India is expected to become the third largest construction market globally by 2022. India plans to spend US\$ 1.4 trillion on infrastructure projects through the National Infrastructure Pipeline (NIP), from 2019 to 2023, to ensure sustainable development in the country.

Being a private player engaged in the Infrastructure Advisory, we expect to get a good pie of infrastructure advisory business in the Company.

(C) Segment-Wise Performance

Segment information is presented in respect of the Company's key operating segments. The operating segments are the segments for which separate financial information is available and for which operating profit/loss amounts are evaluated regularly. All operating segments' operating results are reviewed regularly by the Board of Directors to make decisions about resources to be allocated to the segments and assess their performance.

The following summary describes the operations in each of the Company's reportable segments:

| Reportable segments | Operations |
|-----------------------------------|--|
| Debt and equity market operations | It comprises dealing/trading in shares and bonds which involves exposure to market risk. |
| Corporate finance/ advisory fees | It comprises merchant banking, underwriting commission, corporate and loan syndication fees and arranger of debts/bonds, services in relation to infrastructure projects mainly in the nature of services etc. There are mainly in the nature of services involving no or negligible risk. |

| | |
|--------------------------------------|---|
| Wealth Advisory / Broking activities | It comprises stock and share broking on stock exchanges and other related ancillary services, broking and commission of mutual funds, equity initial public offerings, capital gain bonds, fixed deposits of government undertakings and RBI taxable bonds etc. These are mainly in the nature of services involving no or negligible risk. |
|--------------------------------------|---|

The following table sets forth the net revenues, operating expenses and pre-tax earnings of business segments of the Company:

(Rs. in Lakhs)

| Segment | | Year ended 31 March 2021 | Year ended 31 March 2020 |
|--------------------------------------|-------------------|--------------------------------|--------------------------------|
| Debt & Equity Market Operations | Net Revenue | 809 | 65.00 |
| | Expenses | 406 | 358.00 |
| | Profit before Tax | 403 | -293.00 |
| Corporate Finance and Advisory fee | Net Revenue | 1124 | 1677.00 |
| | Expenses | 1103 | 1545.00 |
| | Profit before Tax | 21 | 132.00 |
| Wealth Advisory / Broking Activities | Net Revenue | 709 | 943.00 |
| | Expenses | 619 | 926.00 |
| | Profit before Tax | 90 | 17.00 |

(D) Outlook

We expect financials to benefit from growth pick-up in 2021. We expect bank provisions to come down after a long credit down-cycle of the past four years and PPOP growth to pick up due to improving credit growth. Exchanges, payments, capital markets (AMCs and brokers) are the emerging and high growth segments, while life insurance and banking should remain the mainstays. Select niche NBFCs with moats in some product segments (auto loans and durables financing) are also expected to make a comeback after the past two tough years, post the IL&FS crisis. Valuations leave some room for a rerating in banks and select financials. Industrials/Manufacturing/Real Estate

(E) Risks & Concerns

In today's complex business environment, almost every business decision requires executives and managers to balance risk and reward. Effective risk management is therefore critical to an organisation's success. Globalization, with increasing integration of markets, newer and more complex products & transactions and an increasingly stringent regulatory framework has exposed organisations

to newer risks. As a result, today's operating environment demands a rigorous and integrated approach to risk management.

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

- Credit risk
- Liquidity risk
- Market risk
- Interest rate risk
- Legal & regulatory risk
- Economic and Political risks

Risk management framework

The Company's Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Board of Directors have authorised senior management to establish the processes and ensure control over risks through the mechanism of properly defined framework in line with the businesses of the company.

The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risks limits and controls, to monitor risks and adherence to limits. Risk management policies are reviewed regularly to reflect changes in market conditions and the Company's activities.

The Company has policies covering specific areas, such as interest rate risk, foreign currency risk, other price risk, credit risk, liquidity risk, and the use of derivative and non-derivative financial instruments. Compliance with policies and exposure limits is reviewed on a continuous basis.

Credit Risk

Credit risk is the risk of financial loss to the Company if a customer or counter party to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers.

The Company's credit risk is primarily to the amount due from customer and investments. The Company maintains a defined credit policy and monitors the exposures to these credit risks on an ongoing basis. Credit risk on cash and cash equivalents is limited as the Company generally invests in deposits with scheduled commercial banks with high credit ratings assigned by domestic credit rating agencies. The Company manages its Credit risk through credit approvals, establishing credit limits and continuously monitoring credit worthiness of customers to which the Company grants credit terms in the normal course of business.

Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are fallen due, under both normal and stressed conditions,

without incurring unacceptable losses or risking damage to the Company's reputation.

The Company believes that its liquidity position, including total cash (including bank deposits under lien and excluding interest accrued but not due) of Rs. 1278.35 lakh as at March 31, 2021 (March 31, 2020: Rs. 913.98 lakh) and the anticipated future internally generated funds from operations will enable it to meet its future known obligations in the ordinary course of business.

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of credit facilities to meet obligations when due. The Company's policy is to regularly monitor its liquidity requirements to ensure that it maintains sufficient reserves of cash and funding from group companies to meet its liquidity requirements in the short and long term.

Market risk

Market risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, the Company mainly has exposure to one type of market risk namely: interest rate risk. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return.

Interest rate risk

Interest rate risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's main interest rate risk arises from long-term borrowings with variable rates, which expose the Company to cash flow interest rate risk. The Company's interest rate risk arises majorly from the term loans from banks carrying floating rate of interest. These obligations exposes the Company to cash flow interest rate risk. Since the Company has no variable borrowing rates in the current year, the Company is not exposed to interest rate risk.

Legal & regulatory risk

The Company is in the business of financial intermediation and is committed to adhere to very high compliance standards. This is imperative in any regulated business as the business' continuance is otherwise at risk. Substantial legal liability or a significant regulatory action against the Company could have material adverse financial effects or cause significant reputational harm.

Economic and Political risks

The Company is fairly exposed to the domestic and global political and economic risks. The risks arising out of any downturn in the economic conditions of the global markets, as felt in the last year, could have an adverse impact on the performance of the company. Performance and growth is also dependent upon the health of the overall Indian economy and political.

Internal controls review – The Company has strong internal controls and review mechanism. A detailed audit process and audit plan by external agencies cover the

key risks identified through the risk management program, wherein existence and effectiveness of the control measures indicated against the risks are verified. The review of the process and findings is done by the senior management on a monthly basis and is an integral part of the performance management of the organisation.

(F) Adequacy of Internal Controls

The Company has invested in building a system of internal controls to achieve operational efficiency, optimum resource utilization, effective monitoring, and adherence to strict compliance standards. The Company has in place a well defined organization structure with separate business and support lines. Each line has a separate revenue, cost and contribution budget which is monitored periodically. The budgets are in turn disintegrated over various levels within the business/support verticals to reveal individual performance. There is a well defined delegation of authority and responsibility across the organisation.

(G) Operational Performance

Almondz is an integrated corporate consulting services group, offering a wide range of services to a significant clientele. The group has interests providing project implementation consulting spanning over feasibility study, engineering and supervision of projects and ending with financial closure, risk and assurance services etc., thus providing a 360 degree advise to its clients. The company specialises in Infrastructure sector spanning over highways, power, airports, urban and water sector in besides investment banking, institutional equity sales, trading, research, and broking, private and corporate wealth management, equity broking, depository services.

(H) Financial Performance

The Company's consolidated total income for the year 2020-21 was Rs. 6753.83 Lakhs as compared to Rs. 6442.32 Lakhs in the previous year FY2019-20. Profit before tax (PBT) was Rs. 2012.01 Lakhs as compared to Rs. 262.43 Lakhs in the previous year.

The Company's standalone total income for the year was Rs. 3137.66 Lakhs as compared to Rs. 3003.66 Lakhs in the previous year. Profit before tax (PBT) was Rs. 505.94 Lakhs as compared to Rs. a loss of Rs. 120.09 Crores in the previous year.

(I) Key Financial Ratios:

| Key Ratios/ Industry Specific Ratios | FY 2020-21 | FY 2019-20 |
|--------------------------------------|------------|------------|
| Debtors Turnover (No. of days) | 134 | 128 |
| Current Ratio | 2.23 | 1.88 |
| Debt Equity Ratio | 0.30 | 0.55 |
| Net Profit Margin (%) | 12% | 2% |
| Return on Net Worth (%) | 3% | 0.38% |

(J) Human Resources Development

The nature of your Company's business requires trained and skilled professionals. Your Company has been successful in attracting and retaining qualified professionals. The Company's team strength spread across all business and support lines stood at 136 on standalone basis and more than 500 employees spread over group companies on as on 31 March 2021. The Company has a young and vibrant team of qualified professionals.

(K) CONSOLIDATED FINANCIAL STATEMENTS Pursuant to the provisions of Section 129(3) of the Companies Act, 2013 ("Act"), the Consolidated Financial Statements of the Company and a separate statement containing the salient features of the Financial Statements of its subsidiaries, associates and joint venture, in the prescribed Form No. AOC-1, is included in the Annual Report. The Financial statements of subsidiaries are kept for inspection by members at the Registered Office of the Company. The Company shall provide free of cost, a copy of the Financial Statements of the subsidiary companies to the Members upon their request. The said Financial Statements are also available on the website of the Company, www.almondzglobal.com.

(L) Corporate Social Responsibility

At Almondz, an essential component of our corporate social responsibility is to care for our community and our endeavour is to make a positive contribution towards the lesser privileged communities by enabling them to be self reliant by supporting a wide range of socio-economic, educational and health initiatives. Though contribution towards CSR is not applicable during the period under review. The Company has in place CSR Policy aligned with the provisions of the Companies Act and other applicable provisions.

(M) Statutory Disclosures

The information required under Section 197 read with Rule 5(2) of the Companies Act, 2013 are given in the annexure appended hereto and forms part of this report. The provisions of Section 134 of the Companies Act, 2013 relating to conservation of energy and technology absorption do not apply to your Company. The Company has, however, used information technology extensively in its operations. The report on the Corporate Governance is annexed herewith and forms part of this report.

Corporate Governance Report

[Pursuant to Clause 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 forms a part of the Report of the Board of Directors]

[In terms of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended)]

The Company strongly believes that establishing good corporate governance practices in each and every function of the organization leads to increased operational efficiencies and sustained long term value creation for all stakeholders. The Company carries its business operations in a fair, transparent and ethical manner and also holds itself accountable and responsible to the society it belongs. The Company considers it absolutely essential to abide by the applicable laws and regulations in letter and spirit and is committed to the highest standards of corporate governance and be considered as a good corporate citizen of the Country.

Date of Report

The information provided in this Report on Corporate Governance for the purpose of unanimity is as on March 31, 2021. This Report is updated as on the date of the Report wherever applicable.

I. Board of Directors

The Board of Directors of the Company has an optimum combination of Executive and Non-Executive Directors and is duly constituted under the Chairmanship of a Non-Executive Director who is not related to the Managing Director of the Company. The Board Members possess adequate qualifications, knowledge, expertise and experience to provide strategic guidance to the Company. SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended)

(the "Listing Regulations") mandate that for a company with a Non-Executive Chairman, at least one third of the Board should comprise of Independent Directors.

- i) As on March 31, 2021, the Board comprised of 8 (eight) Directors, of which 3 (three) were Independent Directors including the Chairman.
- ii) None of the Directors on the Board is a Member of more than 10 Committees or Chairman of more than 5 Committees across all the companies in which he/ she is a Director. Necessary disclosures regarding Committee positions in other public companies as on March 31, 2021 have been made by the Directors to the Company.
- iii) The names and categories of the Directors on the Board, their age, their attendance at Board Meetings held during the year and the number of Directorships in other companies and Committee Chairmanships/ Memberships held by them are given herein below.

(A) Composition of Board

The Company has a balanced Board, comprising Executive and Non-Executive Directors which includes independent professionals. The Chairman being Non-Executive, the total strength of Independent Directors is one-third of the total strength of the Board. The Chairman of your Company is neither a promoter nor related to the promoters of your Company.

The following Table gives the composition and other information of our Board pursuant to the annual/initial disclosure made by the Board members:

| Sl. No. | Name | Category/ Designation # | Attendance Particulars | | | Age (in years) |
|---------|--|-------------------------------|------------------------|----------|----------|----------------|
| | | | No. of Board Meetings | | Last AGM | |
| | | | Held | Attended | Attended | |
| 1 | Mr. Satish Chandra Sinha | Independent Director/Chairman | 4 | 4 | Yes | 69 |
| 2 | Mr. Navjeet Singh Sobti | Managing Director | 4 | 4 | No | 54 |
| 3 | Mr. Jagdeep Singh | Wholetime Director | 4 | 4 | Yes | 56 |
| 4 | Mr. Krishan Lal Khetarpaul | Independent Director | 4 | 4 | No | 78 |
| 5 | Mr. Abdul Redha Mustafa Abdul Redha Sultan | Non Independent Director | 4 | 1 | No | 52 |
| 6 | Mr. Sanjay Kumar Tiwari | Non Independent Director | 4 | 3 | No | 57 |
| 7 | Mr. Ajay Kumar | Independent Director | 4 | 4 | Yes | 70 |
| 8 | Mrs. Neelu Jain | Non Independent Director | 4 | 4 | No | 65 |

Directorships and Memberships of Board Committees

Details of Directorships and memberships in the various committees as held by the Directors of the Company are as under:

| Sl. No. | Name | Directorship | | | Committee positions in listed and unlisted public limited companies | |
|---------|--|----------------------------|--------------------------------------|------------------------------|---|-------------|
| | | In equity listed companies | In unlisted public limited companies | In private limited companies | As member (including as chairman) | As chairman |
| 1 | Mr. Satish Chandra Sinha | 1 | 2 | 1 | 1 | NIL |
| 2 | Mr. Navjeet Singh Sobti | 1 | 3 | 8 | 1 | NIL |
| 3 | Mr. Jagdeep Singh | 1 | 3 | 3 | 1 | NIL |
| 4 | Mr. Krishan Lal Khetarpaul | 2 | NIL | NIL | 2 | NIL |
| 5 | Mr. Abdul Redha Mustafa Abdul Redha Sultan | 1 | NIL | NIL | NIL | NIL |
| 6 | Mr. Sanjay Kumar Tiwari | 1 | NIL | NIL | 1 | NIL |
| 7 | Mr. Ajay Kumar | 2 | 1 | NIL | 4 | 2 |
| 8 | Mrs. Neelu Jain | 1 | 1 | 1 | 2 | NIL |

Notes:

None of the directors holds office as a director, including as alternate director, in more than twenty companies at the same time.

None of them has directorships in more than ten public companies. For reckoning the limit of public companies, directorships of private companies that are either holding or subsidiary company of a public company are included and directorships in dormant companies are excluded.

As per declarations received, none of the directors serves as an independent director in more than seven equity listed companies.

Further, the Managing Director in the Company does not serve as an independent director in more than three equity listed companies and in fact not even in a single entity.

None of the directors was a member in more than ten committees, nor a chairman in more than five committees across all companies in which he was a director.

For the purpose of considering the limit of the committees on which a director can serve, all public limited companies, whether listed or not, have been included and all other companies including private limited companies, foreign companies and companies under section 8 of the Companies Act, 2013 have been excluded. Only audit committee and stakeholders' relationship committee are considered for the purpose of reckoning committee positions.

Directorships in equity listed companies

Name of equity listed entities where directors of the Company held directorships as on 31 March 2021.

| S. No. | Name of the Director | Name of the listed entities | Categories |
|--------|--|--|--------------------|
| 1 | Mr. Satish Chandra Sinha | Almondz Global Securities Limited | Director |
| 2 | Mr. Navjeet Singh Sobti | Almondz Global Securities Limited | Managing Director |
| 3 | Mr. Jagdeep Singh | Almondz Global Securities Limited | Wholetime Director |
| 4 | Mr. Krishan Lall Khetarpaul | Almondz Global Securities Limited | Director |
| | | Jasch Industries Limited | Director |
| 5 | Mr. Abdul Redha Mustafa Abdul Redha Sultan | Almondz Global Securities Limited | Director |
| 6 | Mr. Sanjay Kumar Tiwari | Almondz Global Securities Limited | Director |
| 7 | Mr. Ajay Kumar | Almondz Global Securities Limited | |
| | | Avonmore Capital & Management Services Limited | Director |
| 8 | Mrs. Neelu Jain | Almondz Global Securities Limited | Director |

The directors of your Company are not related with each other. Your Company is managed by the Managing Director, Wholetime

Director, and the Senior Management Team. The Board reviews and approves strategy and oversees the performance to ensure that the long term objectives of enhancing stakeholder value are met.

Opinion of the Board

The Board hereby confirms that, in its opinion, the independent directors on the Board fulfil the conditions specified in the SEBI Listing Regulations and Companies Act, 2013 and are independent of the management.

Certificate from Practising Company Secretary

The Company has received a certificate from Ashu Gupta & Co, Practising Company Secretary to the effect that none of the directors on the Board of the Company has been debarred or disqualified from being appointed or continuing as directors of the Company by the Ministry of Corporate Affairs or any other statutory authority. The same forms part of this report.

Profile of Board:

Mr. Satish Chandra Sinha, Non Executive & Independent Director, aged about 69 is a seasoned Banker having more than 32 years' experience as a banker in Union Bank of India. Starting his career as a probationary officer in 1975 he worked across various locations in India, including rural, urban, and metro regions and rose to the position of General Manager in 2006. He had also held the position of Executive Director on the Board of Oriental Bank of Commerce and as member of Board for Industrial & Financial Reconstruction. He had also having association as honorary member of the Apex committee of the SIDBI Innovation and Incubation Centre (SIIC) formed by the collaboration between IIT Kanpur and the government of Uttar Pradesh and Nominee Director (Non-Executive) on the Board of Canara HSBC Oriental Bank of Commerce Life Insurance Company Limited between 2011 and 2012. Mr. Satish Chandra Sinha is B.Com from Patna University and also hold CAIIB diploma.

Mr. Navjeet Singh Sobti (FCA), Promoter and Managing Director, aged 54 years, is one of the members of the initial team which promoted the Company and has steered the Company to its present position of strength of being one of the largest mobilizers of funds from the domestic market for all government organizations and the private sector. He currently heads the Almondz team and his main areas of specialization include investment banking, corporate advisory services and infrastructure project financing.

Mr. Jagdeep Singh (FCA), Wholetime Director, aged 56 years, has more than 31 years of experience in the field of marketing/distribution of financial products, viz. mutual funds, equity IPOs, private placement of debt instruments, etc. and is one of the important constituents of the Almondz team since incorporation.

Mr. Krishan Lall Khetarpaul (M.A. Economic Statistics), Non-Executive & Independent Director, aged 78 years, is a seasoned banker having more than 44 years of experience with the Reserve Bank of India. He joined the Reserve Bank of India in 1965 as a Probationary Officer and retired from the services in the year 2003 as its Executive Director. Thereafter, he worked as the Director and CEO of Punjab National Bank Institute of Information Technology.

Mr. Ajay Kumar, Non Executive & Independent Director, aged about 70 years born in 30th January, 1951 is 1976 batch Indian Administrative Services Officer (IAS). he has vast and varied experience in Administration, Urban Development, Real Estate Development, Housing, Poverty, Public Health, Comparative Politics, International Relations & Law. He held the offices of Principal Secretary, Rural Engineering Organization & Vice Chairman, Bihar Rural Roads Development agency; Principal Secretary, Science and Technology, Govt. of Bihar; Principal Secretary Building & Housing cum Chairman Bihar State Housing Board (BSHB); Secretary Urban Development & Housing Department, Govt. of Bihar. At present, he is working as a special reporter for national Human Rights Commission for central West Zone; Partner of ACTM, an independent and global management consulting firm; Consultant to Stratixy Advisors India Pvt Ltd.; Managing Director to KGD-Architecture an infrastructure & Design Services Company; Advisor, infrastructure and Logistic Federation of India.

Mr. Sanjay Kumar Tiwari (CA), Non-Executive Director, aged 57 years, is a Chartered Accountant with accreditations from the Institute of Chartered Accountants of India and a graduate in Commerce. He has 32 years of experience in Industries ranging from Textile, Cement, Tyre & Engineering to FMCG. He has in-depth knowledge of Middle East, South East and South Asian Markets. His core expertise has been to monitor and manage the operations of varied industries from financial and commercial view point. He has also been instrumental in turning around loss making companies in countries i.e. Malaysia, Egypt, India and Middle East.

Mr. Abdul Redha Mustafa Abdul Redha Sultan, Non Executive Director aged about 52 years. He holds a degree in Finance from San Diego State University, USA). He has played an active role in developing the business environment for the private sector in the sultanate of Oman. He was selected as a honored member of International Who's Who for the year 1999. He has also developed other institutions within the Sultanate. Some of the renowned ventures in which he actively participated include the Oman Chapter of Young Presidents Organizations Inc. (YPO) since 2003.

Mrs. Neelu Jain, Non Executive Director aged 65 Years is a M.A in English and having vast experience in the field of teaching, administration and human resources. She is also associated a Director in Jan Sikshan Sansthan and works for upliftment and empowerment of women. She is also a member of the Prevention of Sexual Harrasment Committee of the Company.

B Non-Executive Directors' Compensation and disclosures

All the non-executive directors of your Company are being paid Sitting Fees for each Meeting/s of the Board of Directors or Committee/s thereof, attended by them, as the case may be. During the year under review, the Sitting Fees for attending the Board meeting was Rs. 22,500/- each, while the Sitting Fees for attending each meeting of the Committee(s) of the Board of Directors was Rs. 7,500/- per meeting.

C Other Provisions as to Board and Committees

The Company's Board of Directors plays primary role in ensuring good governance and functioning of the Company.

The Board's role, functions, responsibility and accountability are clearly defined. All relevant information (as legally mandated) is placed before the Board. The Board reviews compliance reports of all laws as applicable to the Company, as well as steps taken by the Company to rectify instances of non-compliances, if any. The Members of the Board have complete freedom to express their opinion and decisions are taken after detailed discussion.

During the year 2020-2021, the board met four times on July 28, 2020; September 14, 2020; November 12, 2020 and February 11, 2021 and the gap between two meetings did not exceed four months.

The Directors present in the meetings actively participated in the deliberations. Your Company ensures that the gap between two consecutive meetings is not more than four months. The provisions of the Companies Act, 2013 and the requirements of the Listing Regulations are duly complied with

D Board Procedure

The Board of your Company comprises of professionals, experienced and active members. The presence of Independent Directors brings to the Company a wide range of experience and expertise both in their fields and boardroom practices. The Board meetings are held regularly, at least once in a quarter, to review/ approve the quarterly results. Additional meetings are held, whenever necessary, to review strategies, operations and to chart out policies and practices. The Company Secretary prepares the Board agenda and the explanatory notes in consultation with the Managing Director. All the key issues included in the agenda for consideration of the Board are backed by detailed background information to enable the Board to take informed decisions and the Managing Director ensures that all the Directors are properly briefed on the matters being discussed. Every Director is free to suggest inclusion of items on the agenda with the permission of the Chair. Board Meetings are scheduled well in advance, dates of the Board meetings are usually informed to all directors and auditors and other concerned officer/s two to three weeks in advance and agenda papers are circulated about seven days prior to the meeting and only in exceptional cases, some of items/related documents are tabled at the meeting. The Board is also free to recommend the inclusion of any matter for discussion in consultation with the Chairman. Senior management personnel are called to provide additional information/inputs for the items being discussed by the Board of Directors, as and when necessary. The draft minutes of proceedings of the meetings of each Board are circulated to all Directors for their confirmation before being recorded in the Minute Books. Comments, if any, received from the Directors are incorporated in the minutes. All resolutions passed by circulation by the Directors are also placed before the Board, for noting. The Minutes of Audit Committee and other Committees of the Board are regularly placed before the Board. The Board periodically reviews compliance reports of all laws applicable to the Company and takes steps to rectify non-compliances, if any. The members of the Board have access to all information of the Company. Every Board Meeting is well attended by sufficient number of Directors.

All the Non-Executive and Independent Directors have extensive professional and business experience and they are free from any material business or other relationships with the Company, which could interfere with the exercise of their independent judgments.

E Board Support

The Company Secretary of the Company attends all the Meetings of Board and advises/assures the Board on Compliance and Governance principles.

F Review of legal compliance reports

The Board periodically reviews compliance reports with respect to the various laws applicable to the Company, as prepared and placed before it by the Management.

G Code of conduct

The Board of Directors of your Company laid down and adopted a Code of Conduct under Corporate Governance for all the Directors and the Senior Management Personnel of your Company. The said Code of Conduct has also been posted on the website (www.almondzglobal.com) of the Company. A Declaration from Mr. Navjeet Singh Sobti, Managing Director, of your Company, as to the affirmation of compliance forms part of this Annual Report.

H Familiarisation Programmes

With a view to familiarising the independent directors with the Company's operations, as required under regulation 25(7) of the SEBI Listing Regulations, the Company has held familiarization programmes for the independent directors throughout the year on an ongoing and continuous basis. The Company through its Managing Director/Senior Managerial Personnel makes presentations regularly to the Board on the business strategies, operations review, quarterly, half yearly and annual results, review of Internal Audit Report and Action Taken Report, Statutory Compliances, Risk Management, etc., Head of Departments of Company are required to give presentation in Board meeting to familiarize the Board with their activities and allied matters

The details of familiarisation programmes are placed on the Company's website at www.almondzglobal.com

I Maximum tenure of Independent Directors

The maximum tenure of independent directors is in accordance with the Companies Act, 2013 and regulation 25(2) of the SEBI Listing Regulations.

J Formal letter of appointment to Independent Directors

The Company issues a formal letter of appointment to independent directors in the manner as provided in the Companies Act, 2013. As per regulation 46(2) of the SEBI Listing Regulations, the terms and conditions of appointment of independent directors are placed on the Company's [website www.almondzglobal.com](http://www.almondzglobal.com)

II. Audit committee

i) The Audit Committee of the Company is constituted in line with the provisions of Regulation 18 of the SEBI

(Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Section 177 of the Companies Act, 2013.

ii) The terms of reference of the Audit Committee are broadly as under:

1. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of auditors of the company;
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013
 - b. Changes, if any, in accounting policies and practices and reasons for the same
 - c. Major accounting entries involving estimates based on the exercise of judgment by management
 - d. Significant adjustments made in the financial statements arising out of audit findings
 - e. Compliance with listing and other legal requirements relating to financial statements
 - f. Disclosure of any related party transactions
 - g. Modified opinion(s) in the draft audit report
5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
7. Review and monitor the auditor's independence and performance, and effectiveness of audit process;
8. Approval or any subsequent modification of transactions of the company with related parties;

9. Scrutiny of inter-corporate loans and investments;
10. Valuation of undertakings or assets of the company, wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
14. Discussion with internal auditors of any significant findings and follow up there on;
15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
18. To review the functioning of the Whistle Blower mechanism;
19. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
20. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee;
21. To review the utilization of loans and/ or advances from/ investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans/advances / investments.
22. To consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders.*
*Included as per the amendment by SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2021
23. To mandatorily review the following information:
 - Management discussion and analysis of financial condition and results of operations;
 - Statement of significant related party transactions (as defined by the Audit Committee), submitted by management;
 - Management letters / letters of internal control weaknesses issued by the statutory auditors;
 - Internal audit reports relating to internal control weaknesses; and
 - The appointment, removal and terms of remuneration of the Chief internal auditor shall be subject to review by the Audit Committee
 - Statement of deviations:
 - (a) Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
 - (b) Annual statement of funds utilized for purposes other than those stated in the offer document/ prospectus/notice in terms of Regulation 32(7).
- iii) The Audit Committee Meetings are usually attended by the Managing Director, Chief Financial Officer, representatives of the Statutory Auditors and representatives of the Internal Auditors. The Business Line Heads are invited to the meetings, whenever required. The Company Secretary acts as Secretary of the Audit Committee.
- iv) The previous Annual General Meeting of the Company was held on November 06, 2020, and the same was attended by Mr. Ajay Kumar, Chairman of the Audit Committee.
- v) The composition of the Audit Committee and particulars of meetings attended by the members of the Audit Committee are given below:

(a) Qualified and Independent Audit Committee

| Sl. No. | Name | Category | Experienced as/ served in the past as |
|---------|------------------------------------|--------------------------------------|---|
| 1 | Ajay Kumar Chairman | Non-Executive & Independent Director | Indian Administrative Services Officer (IAS), having vast and varied experience in Administration & Urban Development, |
| 2 | Krishan Lall Khetarpaul, Member | Non-Executive & Independent Director | Executive Director of Reserve Bank of India |
| 3. | Satish Chandra Sinha Member | Non-Executive & Independent Director | Seasoned Banker having more than 32 years' experience and had been Board members of Public Sector Banks and member of BIFR |
| 4 | Sanjay Kumar Tiwari Member | Non-Executive | Chartered Accountant having more than 33 years of experience in Industries ranging from Textile, Cement, Tyre & Engineering to FMCG |

Mr. Sanjay Kumar Tiwari has been appointed as member of Audit Committee w.e.f 24.06.2021.

The Audit Committee of your Company comprises of all Non-Executive & Independent Directors and all of them are financially literate in accordance with Explanation-1 under Regulation 18(c) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, Mr. Ajay Kumar, Director of the Company, is having accounting and related financial management expertise in consonance with Explanation 2 under Regulation 18(c) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Mr. Ajay Kumar, the Non-Executive and Independent Director, is the Chairman of the Audit Committee of the Company.

The Managing Director and the CFO of the Company are permanent invitees to the meetings of the Committee. The statutory as well as internal auditors of the Company are also invited to the Audit Committee Meetings. The Company Secretary acts as the Secretary to the Audit Committee in all its meetings held during the Financial Year under Report.

(b) Meeting of Audit committee

During the Financial Year under Report, the Audit Committee meetings were held on on July 28, 2020; September 14, 2020; November 12, 2020 and February 11, 2021. For the approval of the Annual Accounts of the Company for FY 20-21, the meeting of the Audit Committee was held on 24 June 2021.

The attendance of the members of the Committee during the Financial year under report is as under:

| Name/Composition | Category | Meetings Attended/Held |
|-------------------------|-----------------------------|------------------------|
| Krishan Lall Khetarpaul | Non-Executive & Independent | 4/4 |
| Ajay Kumar | Non-Executive & Independent | 4/4 |
| Satish Chandra Sinha | Non-Executive & Independent | 4/4 |

(c) Review of information by Audit Committee

The Audit Committee of your Company reviewed the management comments/analysis of financial condition and results of operations during all the quarters of the financial year under Report, as well as the internal audit reports, on a quarterly basis.

III. Nomination & Remuneration Committee

- i) The Company has a Nomination & Remuneration Committee of Directors
- ii) The broad terms of reference of the Nomination & Remuneration Committee are as under:
 - (1) To identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down as in 2 below, recommend to the Board their appointment and removal and shall carry out evaluation of every director's performance.
 - (2) To formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and Senior Management.

- (3) The Committee also undertakes the functions as specified in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
 - (4) To recommend to the board, all remuneration, in whatever form, payable to senior management
- iii) During the Financial under Report, one meeting of the Nomination and Remuneration Committee were held on 14 September 2020.
 - iv) The composition of the Nomination & Remuneration Committee during the year under report are given below

| Name/ Composition | Category | Meetings Attended/Held |
|----------------------------------|-----------------------------|------------------------|
| Satish Chandra Sinha (Member) | Non-Executive & Independent | 1/1 |
| Krishan Lall Khetarpaul (Member) | Non-Executive & Independent | 1/1 |
| Ajay Kumar (Chairman) | Non-Executive & Independent | 1/1 |
| Sanjay Kumar Tiwari | Non-Executive | 0/1 |

Mr. Sanjay Kumar Tiwari has been appointed as member of Nomination and Remuneration Committee w.e.f 24.06.2021.

v) Remuneration Policy:

The Company's remuneration criteria are driven by the success and performance of the individual employee and the Company. Through its compensation programme, the Company endeavors to attract, retain, develop and motivate a high performance workforce. The Company follows a compensation mix of fixed pay, benefits and performance based variable pay. Individual performance pay is determined by business performance and the performance of the individuals measured through the annual appraisal process. The Company pays remuneration by way of salary, benefits, perquisites and allowances (fixed component) and incentive/ commission (variable component) to its Managing Director and Executive Directors. During the year, the Company paid Sitting Fees to its Non- Executive Directors for attending meetings of the Board and meetings of various Committees of the Board.

vi) Details of Remuneration (including stock options granted) for the year ended March 31, 2021:

a) Non-Executive Directors:

| Name | Sitting Fees (Rs. Lakhs) |
|--|--------------------------|
| Krishan Lall Khetarpaul | 1.42 |
| Sanjay Kumar Tiwari | 0.67 |
| Neelu Jain | 0.90 |
| Ajay Kumar | 1.42 |
| Satish Chandra Sinha | 1.42 |
| Abdul Redha Mustafa Abdul Redha Sultan | 0.62 |

During the year, there was no pecuniary relationship or transaction with any non-executive director of the Company, apart from their remuneration/ sitting fees as directors.

b) Managing Director and Wholetime Directors:

(Rs. Lakhs)

| Name & Designation | Salary, Perquisites, & other allowances (in Rs.) | Appointment till |
|--|--|------------------|
| Navjeet Singh Sobti, Managing Director | 17.48 | 12 Aug 2024 |
| Jagdeep Singh, Wholetime Director | 23.23 | 30 November 2024 |

vii) **Details of Shares of the Company held by the Directors as on March 31, 2021 (based on disclosure made to the Company) are as below:**

| Name & Designation | No. of Shares held | % Shareholding |
|--|--------------------|----------------|
| Krishan Lall Khetarpaul, Director | Nil | N. A. |
| Abdul Redha Mustafa Abdul Redha Sultan, Director | Nil | N. A. |
| Satish Chandra Sinha, Director | Nil | N. A. |
| Sanjay Kumar Tiwari, Director | Nil | N. A. |
| Navjeet Singh Sobti, Managing Director | 60715 | 0.23% |
| Jagdeep Singh, Wholetime Director | 424119 | 1.63% |
| Neelu Jain, Director | Nil | N. A. |
| Ajay Kumar, Director | Nil | N.A |

The Nomination & Remuneration Policy is available on the Company's website at www.almondzglobal.com.

During the year under review, the Company paid Wholetime Directors as provided in detail in an annexure to the Directors' Report in Form MGT-9, i.e. extract of the Annual Return.

IV. Stakeholders' Relationship Committee

- i) The Company has a Stakeholder's Relationship Committee.
- ii) The role of the Committee includes:
 - (a) Resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
 - (b) Review of measures taken for effective exercise of voting rights by shareholders.
 - (c) Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.
 - (d) Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company."
- iii) One meetings of the Committee was held during the year on 22 March 2021.
- iv) The composition of the Committee and the details of meetings attended by its members during the year under Report are given below:

| Name/ Composition | Category/ Designation | No. of meetings Attended/Held |
|-----------------------------|-----------------------------|-------------------------------|
| Jagdeep Singh, Member, | Wholetime Director | 1/1 |
| Navjeet Singh Sobti, Member | Managing Director | 1/1 |
| Ajay Kumar, Chairman | Non-Executive & Independent | 1/1 |

- v) The minutes of the meetings of the Committee are placed in the subsequent Board Meetings held thereafter. The Company Secretary himself closely supervises the shareholders grievances and co-ordinates with the Regulatory and Other Authorities, if need be. Pursuant to the Securities & Exchange Board of India (SEBI) Circular No. MRD/DoP/Dep/SE/Cir- 22/06 dated December 18, 2006, the Company created a specific email ID, i.e. complianceofficer@almondz.com for the purpose of registering complaints by investors and to take necessary follow-up action in relation thereto. The said email ID is also displayed on Company's website.
- vi) The Company Secretary, who is also the Compliance Officer under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, acts as the Secretary of the Committee.
- vii) Name, designation and address of Compliance Officer:
Ajay Pratap
Company Secretary &
Vice President Corporate Affairs
Almondz Global Securities Limited
F 33/3 Okhala Industrial Area, Phase -II,
New Delhi – 110020
Tel: 011 43500700
Fax: 011 43500735
- viii) Details of complaints received and redressed during the year under Report:

| Opening balance | Received | Resolved | Closing balance |
|-----------------|----------|----------|-----------------|
| Nil | One | One | NIL |

The complaints are generally replied to within 7-10 days from their lodgment with the Company.

V. Other Committees

The Board has constituted various other Committees of Directors to take informed decisions in the best interest of the Company. These Committees monitor the activities falling within their terms of reference.

i) **Management Committee**

The Company is having a Committee of Executive Directors under the name and style "Management Committee" for taking decisions on routine matters in ordinary course of business with a defined set of roles. The quorum for the meeting of the Committee is one third of the total number of Members of the Committee or two Members of the Committee, whichever is higher. During the year under review, 9 meetings of the Committee were held.

ii) **Capital Expenditure Committee**

The Capital Expenditure Committee of the Board overlooks the borrowing needs of the Company from various banks and financial institutions in order to purchase immovable property (ies) at various locations on behalf of the Company; and to finalise various terms and conditions, including execution of various documents / agreements, with respect to the aforesaid borrowings. The quorum for the meeting of the Committee is one third of the total number of Members of the Committee or two Members of the Committee, whichever is higher. During the year under report, no meetings of the Committee were held.

iii) **Committee for Further Issue of Shares**

The Committee for Further Issue of Shares of the Board of Directors of the Company is constituted for the purpose of making further issue and allotment of shares/securities of the Company.

The powers of the Committee are:

- a) to decide about further increase in the Share Capital of the Company, the nature of Securities to be issued, including the number of Securities to be issued, face value of the Securities, rate of interest, if any, amount of premium, number of Equity Shares to be allotted on conversion, exercise of rights attached with warrants, ratio of exchange of shares and/or warrants and/or any other financial instrument, period of conversion, fixing of record date or book closure, issue schedule and other related or incidental matters;
- b) to finalise the Offer Documents, Form of Application and Renunciation and other documents in respect of further Securities, appoint Lead Manager(s) and Registrar(s) to the issue and any other Intermediaries as specified in the applicable laws, rules, regulations and guidelines, for the time being in force;
- c) to allot the Securities as offered and issued, and their Listing with the Stock Exchange(s), etc.

The quorum for the meeting of the Committee is one third of the total number of Members of the Committee or two Members of the Committee, whichever is higher. During the year under report, no meeting of the Committee was held.

iv) **Compensation Committee**

The Compensation Committee of the Board of Directors of the Company presently consists of Four Directors including three non-executive and independent directors, one of whom is the Chairman of the Committee.

The terms of reference/powers of the Committee are as follows:

- a. To frame various Plan Series under the Scheme from time to time;
- b. To determine the number of Options to be granted per employee and in aggregate and the times at which such Grants shall be made;

- c. To lay down the conditions under which Options Vested in Optionees may lapse in case of termination of employment for misconduct etc.
- d. To lay down the conditions under which Options Vested in Optionees may lapse in case of voluntary surrender of options by Optionees.
- e. To determine the Exercise Period within which the Optionee should Exercise the Options and that Options would lapse on failure to Exercise the same within the Exercise Period.
- f. To specify the time period within which the Employee shall Exercise the Vested Options in the event of termination or resignation of an Employee.
- g. To lay down, in compliance with the SEBI Guidelines, the procedure for making a fair and reasonable adjustment to the number of Options and to the Exercise Price in case of rights issues, bonus issues, merger, sale of division and other Corporate Action.
- h. To provide for the right of an Optionee to Exercise all the options vested in him at one time or at various points of time within the Exercise Period.
- i. To lay down the method for satisfaction of any tax obligation arising in connection with the Options or the Shares.
- j. To lay down the procedure for cashless Exercise of Options, if any.
- k. To provide for the Options, Vesting and Exercise of Options in case of Employees who are on long leave or whose services have been seconded to any other company or who have joined any other Subsidiary or other company at the instance of the Company.
- l. Framing of suitable policies and systems to ensure that there is no violation of the Securities and Exchange Board of India (Insider Trading) Regulations, 1992 and Securities Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to the Securities Market) Regulations, 1995 by any employee of the Company.
- m. To formulate the detailed terms and conditions of the Scheme including terms in relation to the matters enumerated hereinbefore;
- n. Administration and superintendence of the Scheme.

The quorum for the meeting of the Committee is one third of the total number of Members of the Committee or two Members of the Committee, whichever is higher.

During the year under Report, one meeting of the Committee was held. The composition of the Committee is as under:

| Name/Composition | Category/ Designation |
|---------------------------------|--------------------------------------|
| Krishan Lall Khetarpaul, Member | Non-Executive & Independent Director |
| Navjeet Singh Sobti, Member | Managing Director |
| Ajay Kumar, Member | Non-Executive & Independent Director |
| Satish Chandra Sinha | Non-Executive & Independent Director |

v) **Limited Review Committee**

The Board of Directors constituted a Committee under the name and style "Limited Review Committee".

The terms of reference/powers of the Committee are as follows:

- to approve the financial results of the Company alongwith the Limited Review Report in the eventuality of non-completion/non-placing of limited review report before the Board alongwith the relevant financial results, in order to get those sent to the stock exchanges with which the Company is listed; and
- to consider and approve the consolidated financial results of the Company in the eventuality of non-completion/non-placing of the same before the Board meeting/Board, provided the said consolidated results, once approved by the Committee, shall be placed before the Board at its next meeting held thereafter.

During the year under report, no meeting of the Committee was held. The composition of the Committee was as under:

| Name/composition | Category/ designation |
|-----------------------------|-----------------------------|
| Jagdeep Singh, Member | Wholetime Director |
| Navjeet Singh Sobti, Member | Managing Director |
| Ajay Kumar, Chairman | Non-Executive & Independent |

Mr. Ajay Kumar is the Chairman of the Limited Review Committee

vi) **CSR Committee**

Though the CSR is not applicable on the Company for the period under review, the Board of Directors have constituted a Corporate Social Responsibility Committee to undertake and supervise the CSR Activities of the Company.

During the year under report, no meeting of the Committee was held. The composition of the Committee was as under:

| Name/Composition | Category/ Designation |
|---------------------------------|--------------------------------------|
| Krishan Lall Khetarpaul, Member | Non-Executive & Independent Director |
| Ajay Kumar | Non-Executive & Independent Director |
| Mr. Satish Chandra Sinha | Non-Executive & Independent Director |

Mr. Ajay Kumar is the Chairman of the CSR Committee

Section 135 of the Act and the Companies (Corporate Social Responsibility Policy) Rules, 2014 have been amended substantially with effect from 22 January 2021.

vii) **Risk Management Committee**

The Board of Directors have constituted a Risk Management Committee to access and manage the risk related to the business of the Company.

The composition of the Committee was as under:

| Name/Composition | Category/ Designation |
|---------------------|-----------------------|
| Navjeet Singh Sobti | Managing Director |
| Jagdeep Singh | Wholetime Director |
| Sanjay Kumar Tiwari | Director |

viii) **Core Skill/expertise/competencies**

As stipulated under Schedule V of the SEBI Listing Regulations, core skills/expertise/competencies, as required in the context of the business and sector for it to function effectively and those actually available with the Board have been identified by the Board of Directors.

Chart/Matrix of such core skills/expertise/competencies is given in the Table below:

| S. No. | Name of Directors | Core Skills/expertise/competencies |
|--------|--|---|
| 1 | Mr. Navjeet Singh Sobti | Management and Strategy, Regulatory, Government and Security matters, Finance and Taxation, Corporate Governance and Ethics |
| 2 | Mr. Jagdeep Singh | Management and Strategy, Regulatory, Government and Security matters, Finance and Taxation, Corporate Governance and Ethics, Sale, marketing of Financial instruments |
| 3 | Mr. Satish Chandra Sinha | Audit and Risk Management, Economics and Statistics, Various infrastructure Advisory, Advisory in Investment Banking, corporate finance, Finance and Taxation |
| 4 | Mr. Krishan Lall Khetarpaul | Finance and Taxation, Law, Audit and Risk Management, Corporate Governance and Ethics |
| 5 | Mr. Ajay Kumar | Audit and Risk Management, Finance and Taxation, Economics and Statistics |
| 6 | Mrs. Neelu Jain | Finance and Taxation, Law, Corporate Governance and Ethics, Economics and Statistics |
| 7 | Mr. Abdul Redha Mustafa Abdul Redha Sultan | Management and Strategy, Finance and Taxation, Corporate Governance and Ethics, Economics and Statistics |
| 8 | Mr. Sanjay Kumar Tiwari | Management and Strategy, Finance and Taxation, Corporate Governance and Ethics, Economics and Statistics, Audit and Risk Management |

VI) **Management Discussion & Analysis Report**

A Management Discussion and Analysis Report is forming part of this Annual Report containing Industry structure and developments, Opportunities and Threats, Outlook, Risks and concerns, Internal control systems and their adequacy, Material developments in Human Resources

/ Industrial Relations front, including number of people employed.

During the year under report, the Senior Management of your Company did not have any material financial and commercial transactions where they have personal interest having a potential conflict with the interest of the Company at large.

VII. Shareholders

Brief Particulars of Directors Appointed/Re-appointed

A brief resume of the Directors being appointed / re-appointed at the ensuing Annual General Meeting, the nature of their expertise in specific functional areas alongwith their other directorship/s and membership/chairmanship of the Committee/s are hereunder :

| Name of the Director | Mr. Sanjay Kumar Tiwari | Mr. Satish Chandra Sinha |
|--|---|---|
| Expertise in specific functional area | Mr. Sanjay Kumar Tiwari is a Chartered Accountant with accreditations from the Institute of Chartered Accountants of India and a graduate in Commerce. He has 33 years of experience in Industries ranging from Textile, Cement, Tyre & Engineering to FMCG. He has indepth knowledge of Middle East, South East and South Asian Markets. | Seasoned Banker having more than 32 years' experience as a banker in Union Bank of India. Starting his career as a probationary officer in 1975 he worked across various locations in India, including rural, urban, and metro regions and rose to the position of General Manager in 2006. He had also held the position of Executive Director on the Board of Oriental Bank of Commerce and as member of Board for Industrial & Financial Reconstruction. |
| | His core expertise has been to monitor and manage the operations of varied industries from financial and commercial view point. He has also been instrumental in turning around loss making companies in countries i.e. Malaysia, Egypt, India and Middle East. | He had also having association as honorary member of the Apex committee of the SIDBI Innovation and Incubation Centre (SIIC) formed by the collaboration between IIT Kanpur and the government of Uttar Pradesh and Nominee Director (Non-Executive) on the Board of Canara HSBC Oriental Bank of Commerce Life Insurance Company Limited between 2011 and 2012. |
| Qualification | C.A., B.Com | B.Com, CAIIB diploma |

CEO/CFO Certification

A Certificate with respect to the prescribed matter is annexed with the Directors' Report and has been signed by

Mr. Navjeet Singh Sobti, Managing Director, and Mr. Rajeev Kumar, Chief Financial Officer of the Company.

VIII. General Body Meetings

General Meetings

a) Annual General Meeting

| Details of meeting | Date of meeting | Time of meeting | Venue of meeting |
|---------------------------------------|-------------------|-----------------|--|
| 24th Annual General Meeting (2017-18) | 27 September 2018 | 10:30 a.m. | MPCU Shah Auditorium, Shree Delhi Gujarati Samaj (Regd.), 2, Raj Niwas Marg, Civil Lines, Delhi – 110054 |
| 25th Annual General Meeting (2018-19) | 27 September 2019 | 10:30 a.m. | MPCU Shah Auditorium, Shree Delhi Gujarati Samaj (Regd.), 2, Raj Niwas Marg, Civil Lines, Delhi – 110054 |
| 26th Annual General Meeting (2019-20) | 6 November 2020 | 11:30 a.m. | Through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM") |

b) Extraordinary General Meeting:

During the year under Report, no extraordinary general meeting of the shareholders of the Company was held.

c) Special Resolutions passed during last three Annual General Meetings

The details of the Special Resolutions passed at the last 3 (Three) Annual General Meetings are as follows:

| Annual General meeting | Particulars of Special resolution/s passed |
|-----------------------------|---|
| 26th Annual General Meeting | <ol style="list-style-type: none"> 1. Appointment of Mr. Ajay Kumar as Independent Director for 2nd term. 2. Variation in the conditions of ESOP 3. Grant to ESOP more than 1% of the issued capital of the Company. |
| 25th Annual General Meeting | <ol style="list-style-type: none"> 1. Approval for Re-appointment of Mr. Krishan Lall Khetarpaul (DIN: 01268756), as a Non-Executive Independent Director of the Company for second term of five consecutive years 2. Approval for Re-appointment of Mr. Navjeet Singh Sobti (DIN: 00008393), as Managing Director of the Company for a period of 5 years w.e.f. 12 August, 2019 3. Approval for Re-appointment of Mr. Jagdeep Singh (DIN: 00008348), as Wholetime Director of the Company for a period of 5 years w.e.f. 1st December, 2019 4. Approval for grant of Stocks Options aggregating to more than 1% of the Paid Up Capital during any one year |
| 24th Annual General Meeting | Approval to Mr. K.L. Khetarpaul to continue under the tenure of independent director beyond the age of 75 years. |

ii) **Postal ballot:**

During the year under report, no meeting by way of Postal Ballot process was conducted

IX. Disclosures

A. Subsidiary companies

The Company has 6 Subsidiaries, viz. (1) Almondz Finanz Ltd. (2) Almondz Global Infra-Consultant Ltd. (3) Almondz commodities Pvt. Ltd. (4) Almondz Wealth Ltd. (5) North Square Projects Pvt. Ltd. (6) Skiffle Healthcare Services Ltd. Out of these Six, Two are material Subsidiaries as on 31.03.2021. The Policy on 'material subsidiaries' in terms of Regulation 16(1)(c) of the SEBI Listing Regulations, as approved by the Board is placed on the Company's website www.almondzglobal.com.

Provisions to the extent applicable as required under Regulation 24 of the SEBI Listing Regulations, with reference to subsidiary companies were duly complied with. During the year under review, the Audit Committee reviewed the financial statements (in particular, the investments made) of its unlisted subsidiary companies, to the extent applicable. Minutes of the Board meetings of the subsidiary companies as well as a statement of significant transactions and arrangements entered into by the subsidiaries, as applicable, were regularly placed before the Board of the Company.

B. Disclosure on materially significant related party transactions that may have potential conflict with the interests of the company at large

All material transactions entered into with related parties as defined under the Act and the Listing Regulations during the financial year were at arms length and have been approved by the audit committee. The Company has obtained the shareholders approval along with annual limits for the related Party Transactions. The board has approved a policy for related party transactions which has been uploaded on the Company's website at the following link http://www.almondzglobal.com/pdf/Almondz_RPT_Policy.pdf

During the year under report, there were no materially significant related party transactions made by the Company with its Promoters, Directors or Management,

their subsidiaries or relatives, etc. that may have potential conflict with the interests of the Company at large.

C. Disclosure of Accounting treatment

In the preparation of the financial statements, the Company has followed the Accounting Standards issued by the Institute of Chartered Accountants of India. The significant accounting policies which are consistently applied are set out in Note No. 1 of the Accounts.

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

During the last three years there is no such non-compliances by the Company, penalties and strictures imposed on the Company by Stock Exchanges or SEBI or any statutory authority, on any matter related to capital markets. The Company is involved in certain legal cases arising in the ordinary course of its business / operations.

E. Whistle blower

The Company has adopted a whistle blower policy and has established the necessary vigil mechanism for employees and directors to report concerns about unethical behaviour. No person has been denied access to the chairman of the audit committee. The said policy has been also put up on the website of the Company at the following link http://www.almondzglobal.com/dfd/whistle_policy.pdf

F. Disclosure under Sexual Harassment of Women at Workplace (Prevention, Prohibition and redressal) Act, 2013

The disclosure as required under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 is given in the Directors' Report of the Company.

G. Total Fees paid to Statutory Auditors and all entities in network group

During FY 2020-21, Rs.9.69 Lakhs was paid for all services by the Company and its subsidiaries on a consolidated basis to M/s. Mohan Gupta & Company, Statutory Auditors as per details given below:

Rs. in lakhs

| Particulars of Fees | Almondz Global Securities Limited | ALMONDZ Finanz Limited | Almondz Global Infra-consultant Limited | Almondz Commodities Private Limited | Skiffle Healthcare Services Limited | Almondz Wealth Limited | North Square Projects Private Limited | Total |
|---------------------|-----------------------------------|------------------------|---|-------------------------------------|-------------------------------------|------------------------|---------------------------------------|-------------|
| Statutory Audit fee | 5.25 | 0.75 | 0.94 | 0.42 | 0.15 | 0.19 | 0.08 | 7.78 |
| Certification fee | | | | | | | | 0 |
| Others | | | 1.91 | | | | | 1.91 |
| Tax audit fee | | | | | | | | 0 |
| Total | 5.25 | 0.75 | 2.85 | 0.42 | 0.15 | 0.19 | 0.08 | 9.69 |

H. Report on Corporate Governance

This chapter, read together with the information given in the Directors' Report and the chapters on Management Discussion and Analysis and General Shareholder Information, constitute the compliance report on Corporate Governance during 2020-21. The Company has been

regularly forwarding the quarterly compliance report to the Stock exchanges as required under regulation 27(2) of the SEBI Listing Regulations.

X. Means of communication

The quarterly and annual results of the Company are published in leading newspapers in India, viz. Business

Standard (English & Hindi). The results are also displayed on the Company's website "www.almondzglobal.com". The Company also regularly provides relevant information to the stock exchanges as per the requirements of the listing agreements. A Management Discussion and Analysis Report is a part of the Company's Annual Report.

Further, your Company is already maintaining a functional website containing various disclosures/information about the Company for the public at large including basic information as mandated under newly inserted Regulation 46 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and regularly updating the information available thereon.

As per the requirement of the Regulation 47 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Financial Results are published in leading national newspapers as detailed herein below:

| Quarter/ Financial Year ended | Unaudited/ Audited | Name of the newspaper (version) | Date of Publication |
|-------------------------------------|-----------------------|--|------------------------|
| June 2020 (Qtrly.) | Unaudited | Business Standard (English & Hindi) | 15 September 2020 |
| September 2020 (Qtrly.) | Unaudited | Business Standard (English & Hindi) | 13 November 2020 |
| December 2020 (Qtrly.) | Unaudited | Business Standard English & Hindi | 12 February 2021 |
| March 2021 (Annual) | Audited | Business Standard (English) & (Hindi) | 25 June 2021 |

XI. Group coming within the definition of "group" as defined in the monopolies and restrictive trade Practices Act, 1969 (54 of 1969)

The following persons constitute the Group coming within the definition of "group" as defined in the Monopolies and Restrictive Trade Practices Act, 1969 (54 of 1969), "which exercises, or is established to be in a position to exercise, control, directly or indirectly, over the company" [Section 2 (ef)]:

- Navjeet Singh Sobti
- Gurpreet N. S. Sobti
- Innovative Money Matters Private Limited
- Avonmore Capital & Management Services Limited
- Rakam Infrastructures Pvt. Ltd.
- Any company / entity promoted by any of the above.

The above disclosure has been made, inter alia, for the purpose of Regulation 10(1)(a)(ii) of the Securities and

Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended till date.

XII. General Shareholders' information

i) Annual General meeting:

Date: 29 September 2021

Time of Annual General Meeting: 11.30 a.m.

Place of Annual General Meeting: Through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM")

ii) Financial calendar:

Approval of Unaudited Quarterly Results for the period ended:

- June 30, 2020 — September 14, 2020
- September 30, 2020 — November 12, 2020
- December 31, 2020— February 11, 2021

Approval of Audited Financial Results for Financial Year ended:

- March 31, 2021 — June 24, 2021

iii) Book closure dates:

23 September 2021 to 29 September 2021 (both days inclusive) for the 27th Annual General Meeting

iv) Listing on Stock exchanges:

- (a) Bombay Stock Exchange Limited, Floor 25, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400 001
- (b) National Stock Exchange of India Limited, Exchange Plaza, Bandra Kurla Complex, Bandra (E), Mumbai 400051

v) Scrip codes/Symbol:

Bombay Stock Exchange Limited: 531400

National Stock Exchange of India Limited: ALMONDZ

Listing Fees have been duly paid to all the Stock Exchanges, wherever required, for the Financial Year 2020-21.

vi) ISIN No. of the company's equity Shares:

INE-326B01027 as allotted by NSDL & CDSL

vii) Depositories connectivity:

- i) National Securities Depository Limited (NSDL)
- ii) Central Depository Service (India) Limited (CDSL)

viii) Corporate Identification Number:

L74899DL1994PLC059839

ix) Market Price data:

- (A) High, Low and number and volume of trades of Company's equity shares vis-a-vis Sensex during each month in the financial year 2020-21 at the Bombay Stock Exchange Limited:

Bombay Stock Exchange Ltd. (BSE)

| Month & Year | Month's High Price | Month's low Price | Volume of trades |
|--------------|--------------------|-------------------|------------------|
| Apr-20 | 20 | 12.9 | 372 |
| May-20 | 12.78 | 11.55 | 6014 |
| Jun-20 | 13.54 | 10.19 | 7820 |
| Jul-20 | 12.39 | 10.01 | 22167 |
| Aug-20 | 17.49 | 8.87 | 155040 |
| Sep-20 | 13.83 | 11.22 | 18604 |
| Oct-20 | 13.59 | 10.27 | 30870 |
| Nov-20 | 17.36 | 11.5 | 67117 |
| Dec-20 | 21.16 | 15.68 | 99547 |
| Jan-21 | 21.8 | 19 | 48282 |
| Feb-21 | 29.1 | 19.75 | 45747 |
| Mar-21 | 31 | 26.6 | 45408 |

* Face Value of Equity Shares of the Company is Rs. 6/- each
Source: www.bseindia.com

- (B) High, Low and number and volume of trades of Company's equity shares during each month in the financial year 2020-21 at the National Stock Exchange of India Limited:

National Stock exchange of india Ltd. (NSE)

| Month & Year | Month's High Price | Month's low Price | Volume of trades |
|--------------|--------------------|-------------------|------------------|
| Apr-20 | 16.70 | 10.00 | 38469 |
| May-20 | 11.50 | 9.35 | 15167 |
| Jun-20 | 13.25 | 9.60 | 107665 |
| Jul-20 | 12.40 | 9.55 | 136734 |
| Aug-20 | 16.49 | 8.90 | 1075638 |
| Sep-20 | 14.00 | 11.00 | 235748 |
| Oct-20 | 13.90 | 10.30 | 189638 |
| Nov-20 | 17.70 | 11.85 | 389766 |
| Dec-20 | 21.70 | 15.65 | 375862 |
| Jan-21 | 21.95 | 18.45 | 479186 |
| Feb-21 | 29.10 | 18.95 | 370423 |
| Mar-21 | 31.00 | 27.65 | 270429 |

* Face Value of Equity Shares of the Company is Rs. 6/- each
Source: www.nseindia.com

- x) **reconciliation of Share capital Audit**

A qualified Practising Company Secretary carries out audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. This audit is carried out every quarter and the "Reconciliation of Share Capital Audit Report" thereon is submitted to the Bombay Stock Exchange Ltd and National Stock Exchange of India Ltd. with which your Company is listed during the year under Report. The audit confirms that the total Listed and Paid-up Capital is in agreement with the

aggregate of the total number of shares in dematerialised form (held with NSDL and CDSL) and total number of shares in physical form.

- xi) **registrar and transfer Agent (RTA):**

Name & Address:

Beetal Financial & Computer Services (P) Ltd. (BEETAL)
Beetal House, 3rd Floor, 99 Madangir,
Behind Local Shopping Centre, New Delhi 110 062
Phone Number: 91 11 2996 1281/82
Fax Number: 91 11 2996 1280/84
E-mail: beetalrta@gmail.com
Website: www.beetalfinancial.com

- xii) **Places for Acceptance of documents:**

- Beetal Financial & Computer Services (P) Ltd.
Beetal House, 3rd Floor, 99 Madangir, Behind
Local Shopping Centre, New Delhi 110 062
- Corporate Secretarial Division
Almondz Global Securities Ltd.
F-33/3, Phase-II, Okhla Industrial Area, New Delhi -
110020

- xiii) **Share transfer System:**

As on 31 March 2021, 99.49% of the shares of the Company are in the electronic form. Transfer of these shares is done through the depositories with no involvement of the Company. As regards transfer of shares held in physical form, the transfer documents can be lodged either with the Company or with BEETAL at the above mentioned address.

Transfer of shares in physical form is normally processed within 7-10 days from the date of receipt, if the documents are complete in all respects. The Share Transfers & Shareholders Grievance Committee has delegated the powers of effecting transfers, etc. to the Company Secretary with quarterly reporting to the Committee at its meetings.

- xiv) **investors Grievance redressal System:**

Investors' queries/grievances are generally attended within a period of 3-5 days from the date of receipt thereof, except in cases involving external agencies or compliance with longer procedural requirements specified by the authorities concerned.

- xv) **nomination Facility**

Individual shareholders of physical shares can nominate any person for the shares held by them. This will save the nominee from going through the lengthy process of getting the shares later on transmitted to his / her name.

For further details, shareholders may write to BEETAL.

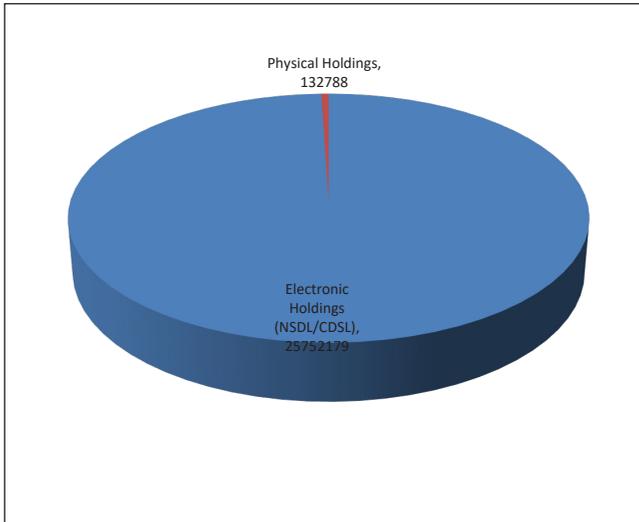
- xvi) **consolidation of Folios:**

Members holding shares of the Company in physical form through multiple folios are requested to consolidate their shareholding into single folio, by sending their original share certificates along with a request letter to consolidate their % of Share-holding shareholding into a single folio,

to the BEETAL, the Registrar and Transfer Agent of the Company.

xvii) **Status of Dematerialization of shares as on March 31, 2021**

| Particulars | Electronic Holdings (NSDL/CDSL) | Physical Holdings | Total |
|---------------------|---------------------------------|-------------------|----------|
| No. of Equity Share | 25752179 | 132788 | 25884967 |
| % | 99.49 | 0.51 | 100 |



xxiii) Shareholding as on March 31, 2021:

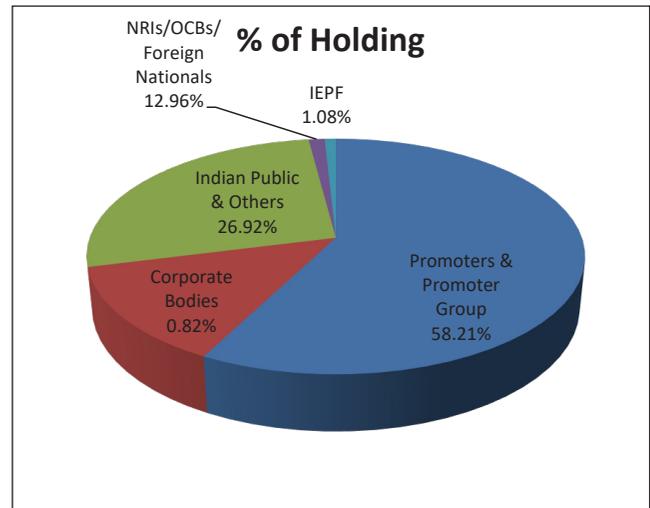
A. Distribution of shareholding as on March 31, 2021:

| Shareholding nominal Value of rupees | of | no. of Share-holders | %age of Share-holders | total no. of Shares | % Share-holding |
|--------------------------------------|----|----------------------|-----------------------|---------------------|-----------------|
| 1 to 5000 | | 3623 | 86.15 | 516584 | 1.99 |
| 5001 to 10000 | | 287 | 6.82 | 316672 | 1.22 |
| 10001 to 20000 | | 119 | 2.83 | 277297 | 1.07 |
| 20001 to 30000 | | 50 | 1.18 | 219348 | 0.84 |
| 30001 to 40000 | | 18 | 0.42 | 104069 | 0.40 |
| 40001 to 50000 | | 13 | 0.30 | 95877 | 0.37 |
| 50001 to 100000 | | 37 | 0.87 | 433164 | 1.67 |
| 100001 and above | | 58 | 1.37 | 23921956 | 92.41 |
| Total | | 4205 | 100.00 | 25884967 | 100 |

B. Categories of shareholders (as per Clause 31 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as on March 31, 2021:

| Category | No. of Share-holders | %age of Share-holders | No. of Shares held | % of Share-holding |
|----------------------------|----------------------|-----------------------|--------------------|--------------------|
| Promoters & Promoter Group | 5 | 0.12 | 15069130 | 58.21 |
| Corporate Bodies | 43 | 1.02 | 211044 | 0.82 |

| Category | No. of Share-holders | %age of Share-holders | No. of Shares held | % of Share-holding |
|------------------------------|----------------------|-----------------------|--------------------|--------------------|
| Indian Public & Others | 4113 | 97.82 | 6967922 | 26.92 |
| NRIs/OCBs/ Foreign Nationals | 43 | 1.02 | 3356040 | 12.96 |
| IEPF | 1 | 0.02 | 280831 | 1.08 |
| Total | 4205 | 100.00 | 25884967 | 100.00 |



xix) **description of Voting rights:**

All shares issued by the Company carry equal voting rights.

xx) **Persons holding more than 1% equity Shares:**

The names of the shareholders who hold more than 1% equity shares of the Company as on March 31, 2021:

| Name of Shareholder | no. of shares held | %age shareholding |
|---|--------------------|-------------------|
| Avonmore Capital & Management Services Ltd. | 14719744 | 56.87 |
| Al Anwar Holdings SAOG | 3091500 | 11.94 |
| Dilip Kumar Lakhi | 1170117 | 4.52 |
| Jagdeep Singh | 424119 | 1.63 |
| Darshana Anant Sanghvi | 359536 | 1.39 |
| B. L. Mahajan | 274368 | 1.06 |
| Balbir Kumar | 400000 | 1.55 |
| Total | 20439584 | 78.97 |

xxi) **Equity History of the company:**

| Date | Particulars | Issued | Cancelled | Cumulative |
|---------------------------------|---------------------|--------|-----------|------------|
| 28 June 1994 (on incorporation) | Issued to promoters | 1600 | N.A | 1600 |
| 7 January 1995 | Issued to promoters | 618500 | N.A. | 620100 |
| 16 January 1995 | Issued to promoters | 379900 | N.A. | 1000000 |

| Date | Particulars | Issued | Cancelled | Cumulative |
|-------------------|---|---------|-----------|------------|
| 3 February 1995 | Issued to promoters | 1520000 | N.A. | 2520000 |
| 31 March 1995 | Issued to promoters | 980000 | N.A. | 3500000 |
| 30 January 1996 | Public Issue (issued to promoters, directors, their friends & relatives, employees & public) | 3113100 | N.A. | 6613100 |
| 6 May 1998 | Issued to Promoters on Preferential Allotment Basis | 4000000 | N.A. | 10613100 |
| 18 March 2006 | Issued to Promoters and Other Investor on conversion of warrants allotted on Preferential Allotment Basis | 2400000 | N.A. | 13013100 |
| 6 July 2006 | Issued to Promoters and Other Investor on conversion of warrants allotted on Preferential Allotment Basis | 2983000 | N.A. | 15996100 |
| 19 September 2007 | Issued to Promoters and Other Investor on Preferential Allotment Basis | 1537500 | N.A. | 17533600 |
| 3 January 2008 | Issued to Other Investor on Preferential Allotment Basis | 3091500 | N.A. | 20625100 |
| 25 April 2008 | Issued to the equity shareholders of the erstwhile Almondz Capital Markets Pvt. Ltd., (as merged with Almondz Global Securities Ltd.) | 4696667 | N.A. | 25321767 |

| Date | Particulars | Issued | Cancelled | Cumulative |
|----------------|---|--------|-----------|------------|
| | pursuant to the Scheme of Amalgamation as sanctioned by the Hon'ble Delhi High Court Order dated 05 February 2008 | | | |
| 13 August 2010 | Issued on exercise of stock options | 35000 | N.A. | 25356767 |
| 8 October 2010 | Issued on exercise of stock options | 128200 | N.A. | 25484967 |
| 8 August 2011 | Issued on exercise of stock options | 400000 | N.A. | 25884967 |

xxii) **Unclaimed Dividend:**

The details of unpaid and unclaimed dividends been uploaded on the Company's website www.almondzglobal.com.

xxiii) **Transfer of shares to IEPF**

During the year under review, the Company has not transferred any shares in IEPF.

Details of such shareholders, whose shares are transferred to IEPF and their unpaid dividends for the subsequent years are available to the concerned shareholders on the website of the Company at www.almondzglobal.com.

As provided under these Rules, the shareholders would be allowed to claim such unpaid dividends and the shares transferred to the Fund by following the required procedure. The said IEPF Rules, 2016 and amendment thereunder are available on IEPF website.

Shareholders are requested to get in touch with the compliance officer for further details on the subject at complianceofficer@almondz.com

xxiv) **Outstanding Warrants or any convertible instruments, conversion date and likely impact on equity, as on 31 march 2021:**

| No. of Warrants/ convertible instruments | To be converted latest by | Impact on equity after conversion |
|--|---|--|
| 4200000 Stock Options | As per the terms of respective grants (maximum within 5 years from the date of respective grants) | The paid-up share capital would be Rs. 18,05,09,802/- consisting of 30084967 equity shares of Rs. 6/- each |

xxv) **Address for correspondence:**

Almondz Global Securities Limited
F-33/3, Phase-II, Okhla Industrial Area, New Delhi-110020
Tel: 011 43500700
Fax: 011 43500735
Designated E-mail address for investor services:
complianceofficer@almondz.com
Website: www.almondzglobal.com

xxvi) **Queries relating to financial statements of the Company may be addressed to:**

Mr. Rajeev Kumar, CFO- Almondz Global Securities Limited,
F-33/3, Phase-II, Okhla Industrial Area, New Delhi - 110020
Tel: 011 43500700
Fax: 011 43500735
E-mail: Rajeev.kumar@almondz.com

xxvii) **Investors' correspondence may be addressed to:**

Mr. Ajay Pratap
Company Secretary
Almondz Global Securities Limited
F-33/3, Phase-II, Okhla Industrial Area, New Delhi - 110020
Tel: 011 43500700
Fax: 011 43500735
E-mail: ajay.pratap@almondz.com

xxviii) **General do's and don'ts:**

- Shareholders/ Beneficial holders should quote their Folio No./ DP Id and Client Id, as the case may be, in all the correspondences with the Company.
- Shareholders/ Beneficial holders should mention their Contact Nos./ Fax Nos. and e-mail Id. Such e-mail ID shall be registered in the records of the Company. Shareholders are requested to furnish self-attested copy of their PAN card, at the time of submitting the physical share certificate(s) for transfer, transmission, deletion or any other request, to the Company.
- Securities and Exchange Board of India (SEBI), by its Circular No. MRD/DoP/Cir-05/2009 dated 20th

May,2009, and SEBI/MRD/DoP/SE/RTA/Cir-08/2010, dated 7th January, 2010 has made it mandatory for the transferee(s) to furnish the copy of the PAN Card to the Company for registration of physical transfer of shares and for transmission, deletion and transposition of shares in physical form.

- Shareholders are requested to maintain a record of their specimen signature before lodgment of shares with the Company to obviate possibility of difference in signature at a later date.
- Investors holding shares in dematerialised form should send all the communications related to change in address or change in bank details to their Depository Participant.

xxix) **Green initiative in corporate Governance:**

Section 136 of the Act and the Rules framed there under allows the Company to send its Financial Statements by electronic mode to such Members whose shareholding is in dematerialized format and whose email addresses are registered with the Depositories for communication purposes. As a responsible corporate citizen, the Company proposes to effect electronic delivery of the Annual Report of the Company in lieu of the paper form to the Members who have registered their email IDs with the Depositories. A physical copy of the Annual Report will be sent to those Members who have not registered their email addresses with the Depositories for receiving electronic communication. A physical copy of this Annual Report can also be obtained free of cost by any member from the Registered Office of the Company.

A copy of this Annual Report along with its subsidiary is also available on the website of the Company at www.almondzglobal.com.

Certificate of Compliance Of Conditions Of Corporate Governance under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

To the members of
M/s. Almondz Global Securities limited

We have examined the compliance of conditions of corporate governance by Almondz Global Securities Limited ('the Company') for the year ended March 31, 2021, as stipulated in relevant provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) as referred to in Regulation 15(2) of SEBI (LODR) Regulation 2015, (Regulation 17 to 27, 46(2) (b) to (i) and para C, D and E of Schedule V of chapter IV of the Listing Regulations) for the period from April 1, 2020 to March 31, 2021.

We state that the compliance of conditions of Corporate Governance is the responsibility of the management, and our examination was limited to procedures and implementation thereof adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we report that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned listing Agreement / LODR.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company

This certificate is issued on the specific request of the management of the company without taking any risk on the part of Mohan Gupta & Company and their personnel on the basis of information and records produced before us.

Mohan Gupta & Company
Chartered Accountants
Firm Registration. 006519N

Place: New Delhi
New Delhi: 30.07.2021
UDIN: 21527863AAAAIC2054

CA Himanshu Gupta
Partner
Membership No. 527863

Declaration by the Managing Director under the SEBI(Listing Obligations & Disclosure Requirements) Regulations, 2015 regarding adherence to the Company's Code of Conduct

In accordance with the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, I hereby confirm that for the financial year ended March 31, 2021 the Directors and Senior Management Personnel of the Company have affirmed compliance with the Company's Code of Conduct.

Place: New Delhi**Date: 24.06.2021****Navjeet Singh Sobti****Managing Director****DIN: 00008393**

**CERTIFICATION BY
MANAGING DIRECTOR AND CHIEF FINANCIAL OFFICER TO THE BOARD**

We, Navjeet Singh Sobti, Managing Director and Rajeev Kumar, Chief Financial Officer of Almondz Global Securities Limited (hereinafter "the Company"), do hereby certify that :

1. We have reviewed the financial statements and the cash flow statement for the financial year 2020-21 and that to the best of our knowledge and belief :
 - a) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - b) these statements together present a true and fair view of the state of affairs of the Company and of the results of operations and cash flows. The financial statements have been prepared in conformity, in all material respects, with the existing generally accepted accounting principles including Accounting Standards, applicable laws and regulations.
2. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.
3. We accept overall responsibility for the establishing and maintaining Company's internal control system for financial reporting. We have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting. We have disclosed to the Auditors and Audit Committee that there were no deficiencies in the design and operation of internal controls that could adversely affect the Company's ability to record process, summaries and report financial data, and that there have been no material weaknesses in internal controls over financial reporting including any corrective actions with regard to the deficiencies.
4. We have indicated to the Auditors and to the Audit Committee :
 - a) that there have been no significant changes in internal control over financial reporting during the year;
 - b) all significant changes in accounting policies during the year, if any, and that the same have been disclosed in the notes to the financial statements;
 - c) that there were no instances of significant fraud of which we have become aware that involve the management or other employees who have significant role in the Company's internal control system over financial reporting.

Place: New Delhi**Date: 24.06.2021****Rajeev Kumar****Chief Financial Officer****Navjeet Singh Sobti****Managing Director****DIN:00008393**

INDEPENDENT AUDITOR'S REPORT

To the Members of Report on the Financial Statements

Opinion

We have audited the accompanying financial statements of **M/s. Almondz Global Securities Limited ("the Company")** which comprises the Balance Sheet as at March 31, 2021, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity, the statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2021, **profit** and total comprehensive **Income**, its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone Ind AS financial statements for the financial year ended March 31, 2021. These matters were addressed in the context of our audit of the standalone Ind AS financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

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

| Key Audit Matters | How our audit addressed the key audit matter |
|--|--|
| 1. IT systems and controls | |
| The financial accounting and reporting systems of the Company are fundamentally reliant on IT systems and IT controls to process significant transaction volumes. Automated accounting procedures and IT environment controls, which include IT governance, general IT controls over program development and changes, access to programs and data and IT operations, are required to be designed and to operate effectively to ensure accurate financial reporting. Therefore, due to the pervasive nature and complexity of the IT environment, the assessment of the general IT controls and the application controls specific to the accounting and preparation of the financial information is considered to be a key audit matter | We performed the following procedures assisted by specialized IT auditors on the IT infrastructure and applications relevant to financial reporting: <ul style="list-style-type: none"> • Tested the design and operating effectiveness of IT access controls over the information systems that are important to financial reporting and various interfaces, configuration and other identified application controls. • Tested IT general controls (logical access, changes management and aspects of IT operational controls). This included testing that requests for access to systems were appropriately reviewed and authorized. • Tested the Company's periodic review of access rights. We also inspected requests of changes to systems for appropriate approval and authorization. • In addition to the above, we tested the design and operating effectiveness of certain automated and IT dependent manual controls that were considered as key internal controls over financial reporting. • Tested the design and operating effectiveness compensating controls in case deficiencies were identified and, where necessary, extended the scope of our substantive audit procedures. |
| 2. Related party transactions (as described in note 45 to the standalone Ind AS financial statements) | |
| The Company has undertaken transactions with its related parties in the ordinary course of business at arm's length. These include investments in its subsidiaries; lending loans to related parties; revenue nature transactions with related parties, etc. as disclosed in note 45 to the standalone Ind AS financial statements. | Our procedures / testing included the following: <ul style="list-style-type: none"> • Obtained and read the Company's policies, processes and procedures in respect of identifying related parties, obtaining approval, recording and disclosure of related party transactions; |

| | |
|---|--|
| <p>We identified the accuracy and completeness of the related party transactions and its disclosure as set out in respective notes to the financial statements as a key audit matter due to the significance of transactions with related parties and regulatory compliances thereon, during the year ended March 31, 2021.</p> | <ul style="list-style-type: none"> • Read minutes of shareholder meetings, board meetings and minutes of meetings of those charged with governance in connection with Company's assessment of related party transactions being in the ordinary course of business at arm's length; • Tested, related party transactions with the underlying contracts, confirmation letters and other supporting documents; • Agreed the related party information disclosed in the financial statements with the underlying supporting documents, on a sample basis. |
|---|--|

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

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

Our opinion on the financial statements does not cover the other information and we will 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 identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

When we read the Annual Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance as required under SA 720 'The Auditor's Responsibilities Relating to Other Information'.

Management Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting 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 implementation and maintenance of 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 statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, 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.

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

Auditor's Responsibility 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 standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial 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 standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

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

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

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

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

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

Report on Other Legal and Regulatory Requirements

1. As required by 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.
 - c. The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account.
 - d. In our opinion, the aforesaid financial statements comply with the Ind-AS specified under Section 133 of the Act.

- e. On the basis of the written representations received from the directors as on 31st March, 2021 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2021 from being appointed as a director in terms of Section 164 (2) of the Act.
 - f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "**Annexure A**". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the company's internal financial controls over financial reporting.
 - g. With respect to the matters to be included in the Auditor's Report in accordance with the requirements of the section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the company to its directors during the year is in accordance with the provisions of section 197 of the Act.
 - h. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i) The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 40 to the financial statements.
 - ii) As informed to us, the company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii) As informed to us, the company has no amount for transferring to the Investor Education and Protection Fund by the Company.
2. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the **Annexure-B** a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

For Mohan Gupta & Company
Chartered Accountants
FRN:-0006519N

CA Himanshu Gupta
Partner

Place: New Delhi
Date: 24-06-2021

Membership Number-527863
UDIN: 21527863AAAAHC3991

Annexure - A to the Auditors' Report

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **M/s. Almondz Global Securities Limited** ("the Company") as of 31 March 2021 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting 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 Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, 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 Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial

reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of standalone 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 standalone financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the standalone financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion, 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 31 March 2021, 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 Mohan Gupta & Company
Chartered Accountants
Firm's Registration Number:-006519N

Place: New Delhi
Date: 24.06.2021

CA Himanshu Gupta
Partner
M.No.527863
UDIN: 21527863AAAAHC3991

Annexure-B to the Independent Auditors' Report

The Annexure referred to in our Independent Auditors' Report to the members of the Company on the standalone financial statements for the year ended 31 March 2021, we report that:

1. In respect of Property, Plant and Equipment (Fixed Assets):
 - a) In our opinion, the Company has maintained proper records showing full particulars including quantitative details and situation of Property, Plant & Equipments;
 - b) According to the information and explanations given to us, Property, Plant & Equipments have been physically verified by the management in a phased manner, designed to cover all the items, which in our opinion, is reasonable having regard to the size of the company and nature of its business. Pursuant to the program, a portion of the Property, Plant & Equipment has been physically verified by the management during the year and no material discrepancies between the books records and the physical Property, Plant & Equipments have been noticed.
 - c) According to the information and explanations given to us and on the basis of our examination of the records

of the company, the title deeds of immovable properties are held in the name of the company.

2. The inventory (consisting shares and securities) has been verified during the year by the management. In our opinion, the frequency of verification is reasonable. There is no material discrepancy was noticed on verification. The shares held as stock in trade have been confirmed with the statement of holding of depository at the end of the year by the management. In case of securities acquired during the year for which settlement of delivery as per stock exchanges regulations has happened post 31st March 2021, the holding has been confirmed with statement of holding of depository for the period subsequent to 31st March 2021. In our opinion, the frequency of verification of holding is reasonable. No discrepancies have been noticed on verification between securities held as stock in trade as per the statement of holding and as per books of account.
3. The Company has granted unsecured loans to companies, firms, Limited Liability partnerships or other parties covered in the Register maintained under section 189 of the Act. Accordingly, the provisions of clause 3 (iii) (a) to (c) of the Order are applicable to the Company.

(Rs in Lakhs)

| S. No. | Name of Parties | Opening Balance | Loan Given During the year | Repayment of Loan Given | Maximum Amount Outstanding | Closing Balance as on 31/03/2021 |
|--------|--|-----------------|----------------------------|-------------------------|----------------------------|----------------------------------|
| 1 | Almondz Finanz Limited | 243.18 | 1541.45 | 983.41 | 812.87 | 801.22 |
| 2 | Almondz Wealth Limited | 40.81 | 116.88 | 113.32 | 44.37 | 44.37 |
| 3 | Skiffle Healthcare Services Limited | 3.86 | 36.10 | 19.96 | 20.00 | 20.00 |
| 4 | Almondz Global Infra Consultants Limited | 667.36 | 947.95 | 660.42 | 1053.11 | 954.89 |
| 5 | North Square Projects Private Ltd | 30.10 | 31.75 | 5.00 | 56.85 | 56.85 |

- (a) In our opinion, the rate of interest and other terms and conditions on which the loan had been granted to the bodies corporate listed in the register maintained under section 189 of the act are not, prima facie, prejudicial to the interest of the company.
 - (b) the schedule of repayment of the principal and the payment of the interest has not been stipulated and hence we are unable to comment as to whether repayments/receipts of the principal amount and the interest are regular;
 - (c) There is no overdue amount in respect of loans granted to such companies.
4. 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 companies' act, 2013 in respect of loans, Investments, Guarantees, and Security.
 5. According to the information and explanations given to us, the company has not accepted any deposits within the

meaning of section 73 to 76 of the Act and the rules framed there under to the extent notified. Accordingly, paragraph 3(v) of the order is not applicable to the company.

6. In our opinion, the maintenance of Cost Records has not been specified by the Central Government under sub-section (1) of Section 148 of the Act, in respect of the activities carried on by the company. Accordingly, paragraph 3(vi) of the order is not applicable to the company.
- 7 a) According to the information's and explanations given to us and the records of the company examined by us, the Company has been generally regular in depositing with appropriate authorities undisputed statutory dues including employees' state insurance, sales tax, service tax, goods & services tax, value added tax, cess and other statutory dues with appropriate authorities and no statutory dues are outstanding for a period exceeding six months from the date they became payable except as under:

| Name of the statute | Nature of the dues | Amount (Rs in lakhs) | Due Date | Date of Payments |
|------------------------|--------------------|----------------------|---|--|
| Indian Stamp Act, 1899 | Stamp Duty | 70.31 | Not Available as Stamp Duty is collected in States where Payment and Levy Mechanism is not established. | Not paid upto 24 th June 2021 |

7 b). According to the information's and explanations given to us and the records of the Company examined by us, there are no dues of income-tax, sales tax, service tax, goods & services tax, value added tax or cess which have not been deposited on account of any dispute, except as under:

| Name of the Statute | Nature of due | Amount (Rs. In Lakhs) | Assessment year to which amount relates | Forum where dispute is pending |
|----------------------|---------------|-----------------------|---|---|
| The finance act,2000 | Service Tax | 64.44 | 2008-2010 | Additional Commissioner, Service Tax, New Delhi |
| The finance act,2000 | Service Tax | 0.05 | 2006-2010 | Additional Commissioner, Service Tax, New Delhi |

8. In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of dues to PFI and Banks. The company has not obtained any loan or borrowings from governments. Further the company does not have any debentures issued/ outstanding at any time during the year.
9. Based upon the audit procedures performed and the information and explanations given by the management, the company has not raised moneys by way of initial public offer or further public offer including debt instruments and term Loans. Accordingly, the provisions of clause 3 (ix) of the Order is not applicable to the Company.
10. In our opinion and according to the information and explanation given to us, no fraud by the company or any fraud on the Company by its officers/ employees has been noticed or reported during the year.

11. Based upon the audit procedures performed and the information and explanations given by the management, the managerial remuneration has paid or provided during the year in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act.
12. In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 3 (xii) of the Order is not applicable to the Company.
13. According to the information's and explanations given to us and the records of the company examined by us, the company has complied all the provision of section 177 and 188 of the Companies Act, 2013 regarding the transaction with related parties. The company has disclosed all the transaction with related parties in financial statement.
14. Based upon the audit procedures performed and the information and explanations given by the management, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of clause 3 (xiv) of the Order are not applicable to the Company and hence not commented upon.
15. According to the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3 (xv) of the Order is not applicable to the Company and hence not commented upon.
16. According to the audit procedures performed and the information and explanations given by the management, the company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934, accordingly, the provisions of clause 3 (xvi) of the Order are not applicable to the Company and hence not commented upon.

For Mohan Gupta & Company
Chartered Accountants
FRN:-0006519N

CA Himanshu Gupta
Partner

Place: New Delhi
Date: 24-06-2021

Membership Number-527863
UDIN: 21527863AAAAHC3991

Balance Sheet as at 31 March 2021

(All amounts are Rupees in lacs unless otherwise stated)

| | Note | As at March 31, 2021 | As at March 31, 2020 |
|---------------------------------------|------|-------------------------|-------------------------|
| Assets | | | |
| Financial assets | | | |
| Cash and cash equivalents | 3 | 266.78 | 430.16 |
| Bank balances other than above | 4 | 1,011.58 | 482.98 |
| Receivables | | | |
| Trade receivables | 5 | 1,313.35 | 1,169.40 |
| Loans | 6 | 1,881.05 | 989.11 |
| Investments | 7 | 6,908.89 | 6,717.93 |
| Inventories | 8 | 620.40 | 186.92 |
| Other financial assets | 9 | 674.19 | 665.34 |
| | | 12,676.24 | 10,641.84 |
| Non-financial assets | | | |
| Current tax assets (net) | 10 | 300.50 | 691.47 |
| Deferred tax assets (net) | 11 | 326.72 | 404.97 |
| Property, plant and equipment | 12 | 100.33 | 106.34 |
| Intangible assets | 13 | 9.05 | 18.48 |
| Right-of-use assets | 14 | 142.13 | 237.98 |
| Investment property | 15 | 2,780.95 | 2,834.02 |
| Other non-financial assets | 16 | 123.49 | 169.06 |
| | | 3,783.17 | 4,462.32 |
| Total Assets | | 16,459.41 | 15,104.16 |
| Liabilities and Equity | | | |
| Liabilities | | | |
| Financial liabilities | | | |
| Payables | | | |
| Trade payables | 17 | 225.69 | 210.68 |
| Other payables | 18 | 1,452.17 | 702.50 |
| Borrowings other than debt securities | 19 | 996.34 | 846.96 |
| Lease liabilities | 20 | 180.23 | 274.20 |
| Other financial liabilities | 21 | 248.51 | 282.64 |
| | | 3,102.94 | 2,316.98 |
| Non-financial liabilities | | | |
| Provisions | 22 | 104.34 | 87.65 |
| Other non-financial liabilities | 23 | 286.57 | 178.75 |
| | | 390.91 | 266.40 |
| Equity | | | |
| Equity share capital | 24 | 1,553.10 | 1,553.10 |
| Other equity | 25 | 11,412.46 | 10,967.68 |
| | | 12,965.56 | 12,520.78 |
| Total Liabilities and Equity | | 16,459.41 | 15,104.16 |

Summary of significant accounting policies

1 & 2

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

As Per our report of even date.

For **Mohan Gupta & Co.**
Chartered Accountants
Firm registration No. 006519N

Himanshu Gupta
Partner
Membership No.: 527863
UDIN - 21527863AAAAHC3991

For and on behalf of the Board of Directors of
Almondz Global Securities Limited

Navjeet Singh Sobti
Managing Director
DIN: 00008393

Jagdeep Singh
Whole-time Director
DIN: 00008348

Ajay Pratap
Company Secretary and
Vice President of Corporate Affairs
Membership No.: F8480

Rajeev Kumar
Chief Financial Officer
PAN: ALPPK5252J

Place: New Delhi
Date: 24 June 2021

Place: New Delhi
Date: 24 June 2021

Standalone Statement of Profit and Loss for the year ended 31 March 2021

(All amounts are Rupees in lacs unless otherwise stated)

| | Note | For the year ended March 31, 2021 | For the year ended March 31, 2020 |
|--|------|--------------------------------------|--------------------------------------|
| Income | | | |
| Revenue from operations | | | |
| Interest income | 26 | 167.98 | 121.40 |
| Dividend income | 27 | 3.81 | 9.04 |
| Fees and commission income | 28 | 1,765.94 | 2,379.27 |
| Net gain on fair value changes | 29 | 412.80 | 17.80 |
| Other operating income | 30 | 412.01 | 157.61 |
| | | 2,762.54 | 2,685.13 |
| Other income | 31 | 375.12 | 318.54 |
| | | 375.12 | 318.54 |
| Total Income | | 3,137.66 | 3,003.66 |
| Expenses | | | |
| Finance costs | 32 | 72.01 | 67.29 |
| Fees and commission expense | 33 | 968.65 | 1,406.63 |
| Net loss on fair value changes | 34 | - | 53.24 |
| Impairment on financial instruments | 35 | 69.51 | 29.80 |
| Employee benefits expenses | 36 | 772.06 | 798.22 |
| Depreciation and amortisation | 37 | 114.15 | 159.50 |
| Other expenses | 38 | 635.34 | 609.07 |
| Total Expenses | | 2,631.72 | 3,123.75 |
| Profit before exceptional items and tax | | 505.94 | (120.09) |
| Exceptional items | | - | - |
| Profit before tax | | 505.94 | (120.09) |
| Tax expense | | | |
| Current tax | 49 | 134.23 | 12.55 |
| Income tax for earlier years | 49 | (70.27) | (9.31) |
| MAT credit entitlement | | - | (115.76) |
| Deferred tax charge | 49 | 73.31 | (37.08) |
| | | 137.27 | -149.60 |
| Profit after tax | | 368.67 | 29.51 |
| Other comprehensive income | | | |
| Items that will not be reclassified to profit or loss | | | |
| - Remeasurement of defined benefit plans | 43 | 16.99 | 52.67 |
| - Income tax relating to these items | 49 | (4.95) | (15.34) |
| Other comprehensive income for the year | | 12.04 | 37.33 |
| Total comprehensive income | | 380.71 | 66.84 |

Earnings per equity share (in Rs.):

39

Nominal value of Rs. 6 each (Previous year Rs. 6 each)

| | | |
|----------------------------|------|------|
| -Basic earning per share | 1.47 | 0.26 |
| -Diluted earning per share | 1.43 | 0.25 |

For **Mohan Gupta & Co.**
Chartered Accountants
Firm registration No. 006519N

Himanshu Gupta
Partner
Membership No.: 527863
UDIN - 21527863AAAAHC3991

For and on behalf of the Board of Directors of
Almondz Global Securities Limited

Navjeet Singh Sobti
Managing Director
DIN: 00008393

Jagdeep Singh
Whole-time Director
DIN: 00008348

Ajay Pratap
Company Secretary and
Vice President of Corporate Affairs
Membership No.: F8480

Rajeev Kumar
Chief Financial Officer
PAN: ALPPK5252J

Place: New Delhi
Date: 24 June 2021

Place: New Delhi
Date: 24 June 2021

Standalone Statement of Cash Flows for the year ended March 31, 2021

(All amounts are Rupees in lacs unless otherwise stated)

| | For the year ended March 31, 2021 | For the year ended March 31, 2020 |
|---|--------------------------------------|--------------------------------------|
| A Cash flow from operating activities | | |
| Profit before tax | 505.94 | (120.09) |
| Adjustments for: | | |
| Depreciation and amortisation expense | 80.57 | 81.84 |
| Gain on Rectification of Lease Rights for the year | 7.69 | - |
| (Profit)/loss on disposal of property, plant and equipment (net) | (0.37) | - |
| Interest income on Fixed deposit and Financials assets measured at amortised cost | - | - |
| Dividend income classified as investing cash flows | (3.81) | (9.04) |
| Impairment on financial instruments | 69.51 | 29.80 |
| ESOP reserve | 56.38 | 38.50 |
| Net (gain)/loss on fair value changes | (412.80) | 35.44 |
| Provision for employee benefits | 34.19 | 52.22 |
| Liabilities written back | (66.50) | (6.03) |
| Provisions written back | - | (7.11) |
| (Increase) in right to use assets | 95.84 | (237.98) |
| Increase/(decrease) in lease liability | (93.98) | 274.20 |
| Net loss on sale of investments | 221.76 | 124.98 |
| Interest received on income tax refund | (94.76) | (19.12) |
| Miscellaneous income | (24.95) | (58.97) |
| Finance costs | 72.01 | 67.28 |
| Operating profit before working capital changes | 446.72 | 245.92 |
| Movement in working capital | | |
| (Increase) /decrease in inventories | (371.08) | (17.75) |
| (Increase) /decrease in trade and other receivables | (146.96) | 847.80 |
| (Increase) /decrease in loan | (891.94) | (398.35) |
| (Increase)/decrease bank balance other than cash and cash equivalents | (528.59) | 94.15 |
| Decrease/(increase) in other financial assets | 22.03 | 297.17 |
| Decrease/(increase) in other non-financial assets | 45.59 | 22.97 |
| Increase/(decrease) in trade and other payables | 764.68 | (441.56) |
| Increase/(decrease) in other financial liability | (34.13) | (54.97) |
| Increase/(decrease) in provisions | (0.51) | (17.13) |
| Increase/(decrease) in other non-financial liability | 107.81 | (200.05) |
| Cash generated from/ (used in) operations | (586.38) | 378.20 |
| Less: Income Tax Paid (net of refunds) | 327.01 | (68.38) |
| Net cash inflow from/ (used in) operating activities (A) | (259.37) | 309.82 |
| B Cash flows from investing activities | | |
| Payments for property, plant and equipment and intangible assets | (11.68) | - |
| Decrease / (Increase) in investments | (68.26) | (12.44) |
| Interest income | 94.76 | 19.12 |
| Dividend income | 3.81 | 9.04 |
| Net cash inflow from/ (used in) investing activities (B) | 18.63 | (84.28) |

| | For the year ended March 31, 2021 | For the year ended March 31, 2020 |
|--|--------------------------------------|--------------------------------------|
| C Cash flows from financing activities | | |
| Finance cost | (72.01) | (67.29) |
| Proceeds from borrowings (net) | 149.38 | (315.46) |
| Net cash inflow from/ (used in) financing activities (C) | 77.37 | (382.75) |
| Net increase (decrease) in cash and cash equivalents (A+B+C) | (163.38) | (157.21) |
| Cash and cash equivalents at the beginning of the year | 430.16 | 587.36 |
| Cash and cash equivalents at the end of the period / year | 266.78 | 430.16 |
| Notes to statement of cash flows | | |
| (i) Components of cash and bank balances (refer note 3 and 4) | | |
| Cash and cash equivalents | | |
| - Cash on hand | 24.75 | 32.77 |
| - Deposits with bank (less than 3 months) | - | 49.00 |
| - Balances with banks in current account | 242.03 | 348.39 |
| Cash and bank balances at end of the year | 266.78 | 430.16 |

(ii) There are no reconciliation items between the opening and closing balances in the balance sheet for liabilities arising from financing activities.

(iii) The above Cash Flow Statement has been prepared in accordance with the "Indirect Method" as set out in the Ind AS - 7 on "Cash Flow Statements" specified under Section 133 of the Companies Act, 2013, as applicable.

(iv) The above statement of cash flows should be read in conjunction with the accompanying notes 1 to 54.

For **Mohan Gupta & Co.**
Chartered Accountants
Firm registration No. 006519N

Himanshu Gupta
Partner
Membership No.: 527863
UDIN - 21527863AAAAHC3991

Place: New Delhi
Date: 24 June 2021

For and on behalf of the Board of Directors of
Almondz Global Securities Limited

Navjeet Singh Sobti
Managing Director
DIN: 00008393

Ajay Pratap
Company Secretary and
Vice President of Corporate Affairs
Membership No.: F8480

Place: New Delhi
Date: 24 June 2021

Jagdeep Singh
Whole-time Director
DIN: 00008348

Rajeev Kumar
Chief Financial Officer
PAN: ALPPK5252J

Standalone Statement of Changes in Equity for the year ended March 31, 2021

(All amounts are Rupees in lacs unless otherwise stated)

A. Equity share capital

| | |
|---|-----------------|
| Balance as at April 1, 2018 | 1,553.10 |
| Change in equity share capital during 2019-20 | - |
| Balance as at March 31, 2020 | 1,553.10 |
| Change in equity share capital during 2020-21 | - |
| Balance as at March 31, 2021 | 1,553.10 |

B. Other equity

| Particulars | Attributable to owners of the company | | | | | | | | Total |
|--|---------------------------------------|-----------------|----------------------|--------------|-----------------|-------------------------------|-------------------|---|------------------|
| | Reserves & Surplus | | | | | | | Remeasurement of defined benefit obligation | |
| | Securities premium | Capital reserve | Amalgamation reserve | ESOP reserve | General reserve | Rectification of Lease Rights | Retained earnings | | |
| Balance as at April 1, 2019 | 3,966.72 | 810.99 | 1,127.20 | - | 170.00 | | 4,811.64 | (24.21) | 10,862.34 |
| Profit for FY 2019-20 | - | - | - | - | - | - | 29.51 | - | 29.51 |
| Other comprehensive income | - | - | - | - | - | - | - | 37.33 | 37.33 |
| Total comprehensive income for FY 19-20 | - | - | - | - | - | - | 29.51 | 37.33 | 66.84 |
| Adjustments during FY 19-20 | - | - | - | 38.50 | - | - | - | - | 38.50 |
| Balance as at March 31, 2020 | 3,966.72 | 810.99 | 1,127.20 | 38.50 | 170.00 | | 4,841.15 | 13.12 | 10,967.68 |
| Profit for FY 2020-21 | | | | | | | 368.67 | | 368.67 |
| Other comprehensive income | - | - | - | - | - | - | | 12.04 | 12.04 |
| Total comprehensive income for FY 20-21 | | | | | | | | | 380.71 |
| Adjustments during FY 19-20 | | | | 56.38 | | 7.69 | | | 64.07 |
| Balance as at March 31, 2021 | 3,966.72 | 810.99 | 1,127.20 | 94.88 | 170.00 | 7.69 | 5,209.82 | 25.17 | 11,412.46 |

For **Mohan Gupta & Co.**
Chartered Accountants
Firm registration No. 006519N

Himanshu Gupta
Partner
Membership No.: 527863
UDIN - 21527863AAAAHC3991

For and on behalf of the Board of Directors of
Almondz Global Securities Limited

Navjeet Singh Sobti
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Place: New Delhi
Date: 24 June 2021

Place: New Delhi
Date: 24 June 2021

Notes to the standalone financial statements for the year ended March 31, 2021

Reporting Entity

Almondz Global Securities Limited ('the Company') is a company domiciled in India, with its registered office situated at F-33/3, Phase II Okhla Industrial Area, New Delhi-110020. The Company was incorporated in India on June 28, 1994. The Company is involved in the business of providing professional advisory and consultancy services in the areas of equity and debt capital markets, private equity, infrastructure advisory, equity broking & wealth management, debt portfolio management services and distribution.

1. Basis of preparation

(i) Statement of compliance with Indian Accounting Standards:

These Ind AS financial statements ("the Financial Statements") have been prepared in accordance with the Indian Accounting Standards ('Ind AS') as notified by Ministry of Corporate Affairs ('MCA') under Section 133 of the Companies Act, 2013 ('Act') read with the Companies (Indian Accounting Standards) Rules, 2015, as amended and other relevant provisions of the Act. The Company has uniformly applied the accounting policies for all the periods presented in these financial statements.

The financial statements for the year ended March 31, 2021 were authorised and approved for issue by the Board of Directors on June 24, 2021.

The significant accounting policies adopted for preparation and presentation of these financial statements are included in Note 2. These policies have been applied consistently, except for the changes in accounting policy for amendments to the standards that were issued effective for annual period beginning on or after April 1, 2019 relating to Ind AS 116 on Leases.

(ii) Financial and non-financial classification

All assets and liabilities have been classified and presented on the basis of liquidity as financial or non-financial as permitted by Division III of Schedule III to the Act.

(iii) Functional and presentation currency

These financial statements are presented in Indian Rupees (₹), which is also the Company's functional currency. All amounts have been rounded-off to the nearest lacs, unless otherwise indicated.

(iv) Basis of measurement

The financial statements have been prepared on the historical cost basis except for the following items:

| Items | Measurement basis |
|--|---|
| Certain financial assets and liabilities | Fair value/Amortised Cost |
| Net defined benefit (asset)/ liability | Fair value of plan assets less present value of defined benefit obligations |

(v) Use of estimates and judgements

The preparation of the Company's financial statements requires management to make judgements, estimates and

assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the related disclosures. Actual results may differ from these estimates.

Significant management judgements

Recognition of deferred tax assets – The extent to which deferred tax assets can be recognised is based on an assessment of the probability of the future taxable income against which the deferred tax assets can be utilised.

Business model assessment - The Company determines the business model at a level that reflects how groups of financial assets are managed together to achieve a business objective. This assessment includes judgement reflecting all relevant evidence including how the performance of the assets is evaluated and their performance measured, the risks that affect the performance of the assets and how these are managed and how the managers of the assets are compensated. The Company monitors financial assets measured at amortised cost that are derecognised prior to their maturity to understand the reason for their disposal and whether the reasons are consistent with the objective of the business for which the asset was held. Monitoring is part of the Company's continuous assessment of whether the business model for which the remaining financial assets are held continues to be appropriate and if it is not appropriate whether there has been a change in business model and accordingly prospective change to the classification of those assets are made.

Evaluation of indicators for impairment of assets – The evaluation of applicability of indicators of impairment of assets requires assessment of several external and internal factors which could result in deterioration of recoverable amount of the assets.

Classification of leases – Ind AS 116 requires lessees to determine the lease term as the non-cancellable period of a lease adjusted with any option to extend or terminate the lease, if the use of such option is reasonably certain. The Company makes an assessment on the expected lease term on a lease-by-lease basis and thereby assesses whether it is reasonably certain that any options to extend or terminate the contract will be exercised. In evaluating the lease term, the Company considers factors such as any significant leasehold improvements undertaken over the lease term, costs relating to the termination of the lease and the importance of the underlying asset to the Company's operations taking into account the location of the underlying asset and the availability of suitable alternatives. The lease term in future periods is reassessed to ensure that the lease term reflects the current economic circumstances. After considering current and future economic conditions, the Company has concluded that no changes are required to lease period relating to the existing lease contract.

Expected credit loss (ECL) – The measurement of expected credit loss allowance for financial assets measured at amortised cost requires use of complex models and significant assumptions about future economic conditions and credit behaviour (e.g. likelihood of customers defaulting

Notes to the standalone financial statements for the year ended March 31, 2021

and resulting losses). The Company makes significant judgements regarding the following while assessing expected credit loss:

- Determining criteria for significant increase in credit risk;
- Establishing the number and relative weightings of forward-looking scenarios for each type of product/market and the associated ECL; and
- Establishing groups of similar financial assets for the purposes of measuring ECL.

Provisions – At each balance sheet date, based on the management judgment, changes in facts and legal aspects, the Company assesses the requirement of provisions against the outstanding contingent liabilities. However, the actual future outcome may be different from this judgement.

Significant estimates

Useful lives of depreciable/amortisable assets – Management reviews its estimate of useful lives, residual values and method of depreciation of depreciable/amortisable assets at each reporting date, based on the expected utility of the assets. Uncertainties in these estimates relate to technical and economic obsolescence that may change the utility of assets.

Defined benefit obligation (DBO) – Management's estimate of the DBO is based on several underlying assumptions such as standard rates of inflation, mortality, discount rate and anticipation of future salary increases. Variation in these assumptions may significantly impact the DBO amount and the annual defined benefit expenses.

Fair value measurements – Management applies valuation techniques to determine the fair value of financial instruments (where active market quotes are not available). This involves developing estimates and assumptions consistent with how market participants would price the instrument.

1.1 Summary of significant accounting policies

(i) Cash and cash equivalents

Cash and cash equivalents consist of cash, bank balances in current and short term highly liquid investments that are readily convertible to cash with original maturities of three months or less at the time of purchase.

(ii) Provisions, contingent liabilities and contingent assets

Provisions are recognised only when there is a present obligation, as a result of past events, and when a reliable estimate of the amount of obligation can be made at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates. Provisions are discounted to their present values, where the time value of money is material.

Contingent liability is disclosed for:

- Possible obligations which will be confirmed only by future events not wholly within the control of the Company or

- Present obligations arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made.

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

(iii) Property, plant and equipment

Recognition and initial measurement

Property, plant and equipment are stated at their cost of acquisition. The cost comprises purchase price, borrowing cost if capitalisation criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use. Any trade discount and rebates are deducted in arriving at the purchase price.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. All other repair and maintenance costs are recognised in statement of profit and loss.

Subsequent measurement (depreciation method, useful lives and residual value)

Property, plant and equipment are subsequently measured at cost less accumulated depreciation and impairment losses. Depreciation on property, plant and equipment is provided on the written-down method over the useful life of the assets as prescribed under Part 'C' of Schedule II of the Companies Act, 2013.

| Asset class | Useful life |
|------------------------|-------------|
| Building | 60 years |
| Plant and machinery | 15 years |
| Office equipment | 5 years |
| Computer equipment | 3 years |
| Furniture and fixtures | 10 years |
| Vehicles | 8-10 years |

Depreciation is calculated on pro rata basis from the date on which the asset is ready for use or till the date the asset is sold or disposed.

The residual values, useful lives and method of depreciation are reviewed at the end of each financial year.

De-recognition

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

Capital work-in-progress

Capital work-in-progress are carried at cost, comprising direct cost and related incidental expenses to acquire property,

Notes to the standalone financial statements for the year ended March 31, 2021

plant and equipment. Assets which are not ready for intended use are also shown under capital work-in-progress.

Transition to Ind AS

The Company has elected to measure all its property, plant and equipment at the previous GAAP carrying amount as its deemed cost on the date of transition of Ind AS i.e. April 1, 2018.

(iv) Intangible assets

Recognition and initial measurement

Intangible assets are stated at their cost of acquisition. The cost comprises purchase price including license fees paid, import duties and other taxes (other than those subsequently recoverable from taxation authorities), borrowing cost if capitalisation criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use.

Subsequent measurement (amortisation method, useful lives and residual value)

Intangible assets are amortised over a period of 3 years from the date when the assets are available for use. The estimated useful life (amortisation period) of the intangible assets is arrived basis the expected pattern of consumption of economic benefits and is reviewed at the end of each financial year and the amortisation period is revised to reflect the changed pattern, if any.

(v) Revenue from Operations

Revenue includes the following:

i) Brokerage fee income

Revenue from contract with customer is recognized point in time when performance obligation is satisfied (when the trade is executed i.e., trade date). These include brokerage fees which is charged per transaction executed on behalf of the clients.

ii) Fees & Commission Income

This includes:

a) Income from investment banking activities and other fees.

Income from investment banking activities and other fees is recognized as and when such services are completed / performed and as per terms of agreement with the client (i.e. when the performance obligation is completed).

b) Income from depository operations.

Income from depository operations is accounted when the performance obligation is completed.

c) Income from wealth management services

Commission (net of taxes and other statutory charges) income from distribution of financial products is recognized based on mobilization and intimation received from clients/intermediaries or over the period of service after deducting claw back as per the agreed terms.

iii) Interest Income

Under Ind AS 109 interest income is recognized by applying the Effective Interest Rate (EIR) to the gross carrying amount

of financial assets other than credit-impaired assets and financial assets classified as measured at FVTPL.

The EIR in case of a financial asset is computed

- a. As the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of a financial asset.
- b. By considering all the contractual terms of the financial instrument in estimating the cash flows.
- c. Including all fees received between parties to the contract that are an integral part of the effective interest rate, transaction costs, and all other premiums or discounts.

Any subsequent changes in the estimation of the future cash flows is recognized in the statement of profit and loss with the corresponding adjustment to the carrying amount of the assets.

Interest income on credit impaired assets is recognized by applying the effective interest rate to the net amortized cost (net of provision) of the financial asset.

iv) Dividend Income

Dividend income is recognized

- a. When the right to receive the payment is established,
- b. it is probable that the economic benefits associated with the dividend will flow to the Company and
- c. the amount of the dividend can be measured reliably

v) Net gain on Fair value changes

Any differences between the fair values of financial assets (including investments, derivatives and stock in trade) classified as fair value through the profit or loss ("FVTPL") (refer Note 34), held by the Company on the balance sheet date is recognized as an unrealized gain / loss. In cases there is a net gain in the aggregate, the same is recognized in "Net gains on fair value changes" under Revenue from operations and if there is a net loss the same is disclosed under "Expenses" in the statement of profit and loss.

Similarly, any realized gain or loss on sale of financial instruments measured at FVTPL is recognized in net gain / loss on fair value changes.

However, net gain / loss on de-recognition of financial instruments classified as amortized cost is presented separately under the respective head in the statement of profit and loss.

vi) Trading shares & Securities:

Revenue on account of trading in shares is recognised on the basis of each trade executed at the stock exchange during the financial year.

In respect of non-delivery based transactions such as derivatives and intraday, the profit and loss is accounted for at the completion of each settlement, however in case of an open settlement the net result of transactions which are squared up on FIFO basis is recognised as profit/loss in the account.

Notes to the standalone financial statements for the year ended March 31, 2021

vii) Other Revenue

In respect of other heads of income, the Company follows the practice of recognising income on accrual basis.

(vi) Expenses

Expenses are recognised on accrual basis and provisions are made for all known losses and liabilities. Expenses incurred on behalf of other companies, in India, for sharing personnel, common services and facilities like premises, telephones, etc. are allocated to them at cost and reduced from respective expenses.

Similarly, expenses allocation received from other companies is included within respective expense classifications.

(vii) Borrowing costs

Borrowing costs that are directly attributable to the acquisition and/or construction of a qualifying asset, till the time such qualifying assets become ready for its intended use, are capitalised. Borrowing costs consists of interest and other cost that the Company incurred in connection with the borrowing of funds. A qualifying asset is one that necessarily takes a substantial period of time to get ready for its intended use. All other borrowing costs are charged to the Statement of Profit and Loss as incurred basis the effective interest rate method.

(viii) Taxation

Tax expense recognised in Statement of Profit and Loss comprises the sum of deferred tax and current tax except to the extent it recognised in other comprehensive income or directly in equity.

Current tax comprises the tax payable or receivable on taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. Current tax is computed in accordance with relevant tax regulations. The amount of current tax payable or receivable is the best estimate of the tax amount expected to be paid or received after considering uncertainty related to income taxes, if any. Current tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity).

Current tax assets and liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realise the asset and settle the liability on a net basis or simultaneously.

Minimum alternate tax ('MAT') credit entitlement is recognised as an asset only when and to the extent there is convincing evidence that normal income tax will be paid during the specified period. In the year in which MAT credit becomes eligible to be recognised as an asset, the said asset is created by way of a credit to the Statement of Profit and Loss and shown as MAT credit entitlement. This is reviewed at each balance sheet date and the carrying amount of MAT credit entitlement is written down to the extent it is not reasonably certain that normal income tax will be paid during the specified period.

Deferred tax is recognised in respect of temporary differences between carrying amount of assets and liabilities for financial

reporting purposes and corresponding amount used for taxation purposes. Deferred tax assets are recognised on unused tax loss, unused tax credits and deductible temporary differences to the extent it is probable that the future taxable profits will be available against which they can be used. This is assessed based on the Company's forecast of future operating results, adjusted for significant non-taxable income and expenses and specific limits on the use of any unused tax loss. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date. The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Company expects, at the reporting date to recover or settle the carrying amount of its assets and liabilities. Deferred tax assets and liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realise the asset and settle the liability on a net basis or simultaneously. Deferred tax relating to items recognised outside statement of profit and loss is recognised outside statement of profit or loss (either in other comprehensive income or in equity).

(ix) Employee benefits

Short-term employee benefits

Short-term employee benefits including salaries, short term compensated absences (such as a paid annual leave) where the absences are expected to occur within twelve months after the end of the period in which the employees render the related service, profit sharing and bonuses payable within twelve months after the end of the period in which the employees render the related services and non-monetary benefits for current employees are estimated and measured on an undiscounted basis.

Post-employment benefit plans are classified into defined benefits plans and defined contribution plans as under:

Defined contribution plans

The Company has a defined contribution plans namely provident fund, pension fund and employees state insurance scheme. The contribution made by the Company in respect of these plans are charged to the Statement of Profit and Loss.

Defined benefit plans

The Company has an obligation towards gratuity, a defined benefit retirement plan covering eligible employees. Under the defined benefit plans, the amount that an employee will receive on retirement is defined by reference to the employee's length of service and last drawn salary. The legal obligation for any benefits remains with the Company, even if plan assets for funding the defined benefit plan have been set aside. The liability recognised in the statement of financial position for defined benefit plans is the present value of the

Notes to the standalone financial statements for the year ended March 31, 2021

Defined Benefit Obligation (DBO) at the reporting date less the fair value of plan assets. Management estimates the DBO annually with the assistance of independent actuaries. Actuarial gains/losses resulting from re-measurements of the liability/asset are included in other comprehensive income.

Other long-term employee benefits

The Company also provides the benefit of compensated absences to its employees which are in the nature of long-term employee benefit plans. Liability in respect of compensated absences becoming due and expected to avail after one year from the Balance Sheet date is estimated in the basis of an actuarial valuation performed by an independent actuary using the projected unit credit method as on the reporting date. Actuarial gains and losses arising from experience and changes in actuarial assumptions are charged to Statement of Profit and Loss in the year in which such gains or losses are determined.

(x) Leases

Company as a lessee

The Company's lease asset classes primarily consist of leases for land and buildings. The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether:

- (i) the contract involves the use of an identified asset
- (ii) the Company has substantially all the economic benefits from use of the asset through the period of the lease and
- (iii) the Company has the right to direct the use of the asset.

At the date of commencement of the lease, the Company recognises a right-of-use (ROU) asset and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of 12 months or less (short-term leases) and low value leases. For these short-term and low-value leases, the Company recognises the lease payments as an operating expense on a straight-line basis over the term of the lease.

Certain lease arrangements include the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised.

The ROU assets are initially recognised at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses.

ROU assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. ROU assets are evaluated for recoverability whenever events or changes in

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

The lease liability is initially measured at amortised cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of these leases. Lease liabilities are remeasured with a corresponding adjustment to the related ROU asset if the Company changes its assessment of whether it will exercise an extension or a termination option.

Lease liability and ROU assets have been separately presented in the Balance Sheet

The Company as a lessor

Leases for which the Company is a lessor is classified as a finance or operating lease. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

When the Company is an intermediate lessor, it accounts for its interests in the head lease and the sublease separately. The sublease is classified as a finance or operating lease by reference to the ROU asset arising from the head lease.

For operating leases, rental income is recognised on a straight-line basis over the term of the relevant lease.

(xi) Earnings per share

Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting attributable taxes) by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period is adjusted for events including a bonus issue.

For the purpose of calculating diluted earnings per share, the net profit or loss (interest and other finance cost associated) for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

(xii) Foreign currency

Transactions and balances

Foreign currency transactions are translated into the functional currency, by applying the exchange rates on the foreign currency amounts at the date of the transaction. Foreign currency monetary items outstanding at the balance sheet date are converted to functional currency using the closing rate. Non-monetary items denominated in a foreign currency which are carried at historical cost are reported using the exchange rate at the date of the transaction.

Notes to the standalone financial statements for the year ended March 31, 2021

Exchange differences arising on monetary items on settlement, or restatement as at reporting date, at rates different from those at which they were initially recorded, are recognised in the Statement of Profit and Loss in the year in which they arise.

Transition to Ind AS

The Company has elected to exercise the option for accounting for exchange differences arising from translation of long-term foreign currency monetary items recognised in the financial statements for the period ending immediately before the beginning of the first Ind AS financial reporting period as per the previous GAAP.

(xiii) Impairment of assets

a) Impairment of non-financial assets

The company assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset required, the company estimates the assets recoverable amount. An asset's recoverable is the higher of an asset's fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets.

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 amount 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) has no impairment loss been recognized for the asset in prior years.

b) Impairment of financial assets

The company recognizes loss allowances using the expected credit loss (ECL) model for the financial assets which are not fair valued through profit and loss. Loss allowance for trade receivables with no significant financing component is measured at an amount equal to lifetime ECL. The company applies a simplified approach in calculating Expected Credit Losses (ECLs) on trade receivables. Therefore, the company does not track changes in credit risk, but instead recognize a loss allowance based on lifetime ECLs at each reporting date. The company established a provision matrix that is based on its historical credit loss experience, adjusted for forward looking factors specific to the debtors and the economic environment.

For all other financial assets, expected credit loss 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 recognized is recognized

as an impairment gain or loss in the statement of profit and loss.

(xiv) Financial instruments

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

Initial recognition and measurement

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the financial instrument and are measured initially at fair value adjusted for transaction costs. Subsequent measurement of financial assets and financial liabilities is described below.

Non-derivative financial assets

Subsequent measurement

i. **Financial assets carried at amortised cost** – a financial asset is measured at the amortised cost if both the following conditions are met:

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

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by considering any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in interest income in the Statement of Profit and Loss.

ii. **Investments in equity instruments** – Investments in equity instruments which are held for trading are classified as at fair value through profit or loss (FVTPL). For all other equity instruments, the Company makes an irrevocable choice upon initial recognition, on an instrument by instrument basis, to classify the same either as at fair value through other comprehensive income (FVOCI) or fair value through profit or loss (FVTPL). Amounts presented in other comprehensive income are not subsequently transferred to profit or loss. However, the Company transfers the cumulative gain or loss within equity. Dividends on such investments are recognised in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment.

De-recognition of financial assets

Financial assets (or where applicable, a part of financial asset or part of a group of similar financial assets) are de-recognised (i.e. removed from the Company's balance sheet) when the contractual rights to receive the cash flows from the financial asset have expired, or when the financial asset and substantially all the risks and rewards are transferred. Further, if the Company has not retained control, it shall also de-recognise the financial asset and recognise separately as assets or liabilities any rights and obligations created or retained in the transfer.

Notes to the standalone financial statements for the year ended March 31, 2021

De-recognition of financial liabilities

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

First loss default guarantee

First loss default guarantee contracts are contracts that require the Company to make specified payments to reimburse the bank and financial institution for a loss it incurs because a specified debtor fails to make payments when due, in accordance with the terms of an agreement. Such financial guarantees are given to banks and financial institutions, for whom the Company acts as 'Business Correspondent'.

These contracts are initially measured at fair value and subsequently measure at higher of:

- The amount of loss allowance (calculated as described in policy for impairment of financial assets)
- Maximum amount payable as on the reporting date to the respective bank/financial institution which is based on the amount of loans overdue for more than 75-90 days in respect to agreements with banks and financial institutions.

Further, the maximum liability is restricted to the cash outflow agreed in the agreement.

Offsetting of financial instruments

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

(xv) Operating segments

An operating segment is a component of the Company that engages in business activities from which it may earn revenues and incur expenses (including revenues and expenses relating to transactions with other components of the Company), whose operating results are regularly reviewed by the Company's management to make decisions about resources to be allocated to the segment and assess its performance, and for which discrete financial information is available. Operating segments of the Company are reported in a manner consistent with the internal reporting provided to the company's management.

(xvi) Share Based payment

The Employees Stock Option Scheme ("the Scheme") provides for grant of equity shares of the Company to whole-time directors and employees of the Company. The fair value of options granted under Employee Stock Option Plan is recognised as an employee benefits expense with a corresponding increase in other equity. The total amount to be expensed is determined by reference to the fair value of the options. The total expense is recognised over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied. At the end of each period, the entity revises its estimates of the number of options that are expected to vest based on the non-market vesting and service conditions. It recognises the impact of the revision to original estimates, if any, in Statement of Profit and Loss, with a corresponding adjustment to equity.

(xvii) Stock-in-trade

A financial instrument is classified as held for trading if it is acquired or incurred principally for selling or repurchasing in the near term, or forms part of a portfolio of financial instruments that are managed together and for which there is evidence of short-term profit taking, or it is a derivative not designated in a qualifying hedge relationship. Trading derivatives and trading securities are classified as held for trading and recognized at fair value.

(xviii) Equity investment in subsidiaries

Investments representing equity interest in subsidiaries are accounted for at cost in accordance with Ind AS 27 Separate Financial Statements.

(xix)

Government grants

Grants and subsidies from the government are recognised when there is reasonable assurance that:

- (i) the Company will comply with the conditions attached to them, and
- (ii) the grant/subsidy will be received.

Grant or subsidy relates to revenue, it is recognised as income on a systematic basis in profit or loss over the periods necessary to match them with the related costs, which they are intended to compensate.

2.2 Standards issued but not yet effective

There are no standards or amendments issued on or before March 31, 2021 and not yet effective, which may have any material impact on the financial statements of the Company.

Notes to the standalone financial statements for the year ended March 31, 2021

(All amounts are Rupees in lacs unless otherwise stated)

3 Cash and cash equivalents

| | As at March 31, 2021 | As at March 31, 2020 |
|---|-------------------------|-------------------------|
| Cash on hand | 24.75 | 32.77 |
| Balances with banks | | |
| -Balance with banks in current accounts | 242.03 | 348.39 |
| -Term deposits with maturity of 3 months or less* | - | 49.00 |
| | 266.78 | 430.16 |

* Out of above. Term deposit of Rs.Nil lac (of Rs.49 lac for PY) pledged with exchanges/authorities.

4 Bank balances other than cash and cash equivalents

| | As at March 31, 2021 | As at March 31, 2020 |
|--|-------------------------|-------------------------|
| Term deposits with maturity of more than 3 months and upto 12 months | 33.00 | - |
| Term deposits with remaining maturity more than 3 months* | 978.58 | 482.98 |
| | 1,011.58 | 482.98 |

* Out of above. Term deposit of Rs.832.00 lac (of Rs.431.98 lac for PY) pledged with exchanges/authorities.

5 Trade receivables

| | As at March 31, 2021 | As at March 31, 2020 |
|---------------------------------------|-------------------------|-------------------------|
| Secured, considered good | | |
| Receivables | 801.54 | 715.34 |
| Unsecured, considered good | | |
| Receivables | 511.81 | 454.06 |
| Receivables Credit impaired | 101.74 | 73.65 |
| Less: Allowance for impairment | (101.74) | (73.65) |
| | 1,313.35 | 1,169.40 |

Footnotes:

(i) Trade receivable are non interest bearing and are normally received in normal operating cycle.

(ii) Details of trade receivables from related parties are disclosed in Note 45.

(iii) The Company's exposure to credit and risk and loss allowances related to trade receivables are disclosed in Note 46.

6 Loans

| | As at March 31, 2021 | As at March 31, 2020 |
|--|-------------------------|-------------------------|
| Unsecured | | |
| Loans to | | |
| -Employees | 3.72 | 3.80 |
| -Related parties | 1,877.33 | 985.31 |
| Less: Impairment loss allowance | - | - |
| | 1,881.05 | 989.11 |
| Out of the above | | |
| Loans in India | | |
| -Public sector | - | - |
| Less: Impairment loss allowance | - | - |
| -Others | 1,881.05 | 989.11 |
| Less: Impairment loss allowance | - | - |
| Total in India | 1,881.05 | 989.11 |
| Loans outside India | - | - |

Notes to the standalone financial statements for the year ended March 31, 2021

7 Investments

(All amounts are Rupees in lacs unless otherwise stated)

| | As at March 31, 2021 | As at March 31, 2020 |
|--|-------------------------|-------------------------|
| A. Investment in unquoted equity instruments of subsidiaries and associates (At cost) | | |
| Almondz Finanz Limited | 3,000.00 | 3,000.00 |
| North Square Projects Private Limited | 2,002.50 | 2,002.50 |
| Almondz Commodities Private Limited | 225.00 | 225.00 |
| Skiffle Healthcare Services Limited | 744.90 | 744.90 |
| Almondz Global Infra-Consultant Limited | 499.00 | 499.00 |
| Almondz Wealth Advisors Limited | 5.00 | 5.00 |
| Almondz Insolvency Resolutions Private Limited | 3.30 | 3.30 |
| Less: Provision for diminution in value of investment | (31.16) | (31.16) |
| Total - A | 6,448.54 | 6,448.54 |
| B. Investment in preference instruments of associates (At cost) | | |
| Almondz Insolvency Resolutions Private Limited | 120.00 | 120.00 |
| Total - B | 120.00 | 120.00 |
| C. Investment in equity instruments (Quoted) (At fair value through profit or loss) | | |
| Indo Korea Exports Limited | 38.96 | 38.96 |
| Aditya Birla Capital Ltd | 5.97 | 4.22 |
| Aptech Limited | 6.53 | 8.86 |
| Indo Count industries Ltd. | 245.18 | - |
| IRB Invit Fund | 26.70 | 12.80 |
| Sadbhav Infrastructure Project Limited | (0.00) | 2.56 |
| Unitech Limited | 3.32 | 27.49 |
| ISMT Limited | 6.42 | 1.47 |
| Kirloskar Pneumatic Co. Limited | 5.65 | 7.96 |
| Shaily Engineering Plastics Ltd. | 30.21 | 38.61 |
| Ritesh Polyster Limited | 5.24 | 5.24 |
| Ecoplast India Limited | 0.20 | 0.20 |
| Vantech Industries Limited | 0.30 | 0.30 |
| Asain Paints Limited | - | 1.95 |
| Care Rating Limited | - | 3.27 |
| Coal India Limited | - | 7.70 |
| GAIL (India) Limited | - | 7.66 |
| HDFC Ltd. | - | 3.32 |
| Indian Oil Corporation Limited | - | 8.17 |
| IRCTC | - | 0.88 |
| Reliance Industries Limited | - | 2.12 |
| Less: Provision for diminution in value of investment | (44.70) | (44.70) |
| Total - C | 329.98 | 139.02 |

Notes to the standalone financial statements for the year ended March 31, 2021

(All amounts are Rupees in lacs unless otherwise stated)

7 Investments Cont...

| | As at March 31, 2021 | As at March 31, 2020 |
|--|-------------------------|-------------------------|
| D. Investments in Equity Instruments (Unquoted) (At cost) | | |
| Dijit Prognosys Private Limited | 3.00 | 3.00 |
| Network 1 Media Consultant Pvt. Ltd. | 30.00 | 30.00 |
| Less: Provision for diminution in value of investment | (33.00) | (33.00) |
| Total - D | - | - |
| Investments in Equity Instruments (Unquoted) (At fair value through profit or loss) | | |
| New Age Blocks Private Limited | 6.76 | 6.76 |
| Total - E | 6.76 | 6.76 |
| F. Other Investment | | |
| Investment in painting and sculptures | 3.61 | 3.61 |
| Total - F | 3.61 | 3.61 |
| Total (A+B+C+D+E+F) | 6,908.89 | 6,717.93 |
| Out of the above | | |
| In India | 6,908.89 | 6,717.93 |
| Outside India | - | - |

8 Inventories

| | As at March 31, 2021 | As at March 31, 2020 |
|---|-------------------------|-------------------------|
| At fair value through profit or loss | | |
| Equity shares - quoted | 93.58 | 11.26 |
| At fair value through profit or loss | | |
| Bonds - quoted | 526.82 | 175.66 |
| | 620.40 | 186.92 |

9 Other financial assets

| | As at March 31, 2021 | As at March 31, 2020 |
|---|-------------------------|-------------------------|
| Security deposits | | |
| -Rented premises | 5.35 | 3.34 |
| -Deposits with stock exchanges | 239.70 | 224.70 |
| -Others | 222.48 | 284.16 |
| Less: Provision for doubtful security deposits | - | - |
| Interest accrued on loans to related parties | 135.53 | 95.18 |
| Capital Advances (refer to note-40B) | 15.26 | 15.26 |
| Other receivables | 30.47 | 25.71 |
| Interest accrued on --- | | |
| -Fixed deposits | 6.88 | 10.94 |
| -Bonds and securities | 18.52 | 6.05 |
| | 674.19 | 665.34 |

Notes to the standalone financial statements for the year ended March 31, 2021

(All amounts are Rupees in lacs unless otherwise stated)

The Company's exposure to credit risk is disclosed in Note 46.

10 Current tax assets (net)

| | As at March 31, 2021 | As at March 31, 2020 |
|-----------------------------------|-------------------------|-------------------------|
| Income tax assets (refer note 50) | 300.50 | 691.47 |
| | 300.50 | 691.47 |

11 Deferred tax assets (net)

| | As at March 31, 2021 | As at March 31, 2020 |
|-------------------------------------|-------------------------|-------------------------|
| Deferred tax assets (refer note 50) | 210.96 | 289.21 |
| MAT credit entitlement | 115.76 | 115.76 |
| | 326.72 | 404.97 |

12 Property, plant and equipment

| Current year | Gross block (at cost) | | | | Accumulated depreciation | | | | Net block | |
|--------------|---------------------------|---------------------------|---------------------------------|-------------------------|----------------------------|---------------------------|-----------------|-------------------------|--------------|----------------------------|
| | Description | As at April 1, 2020 | Additions during the year | Disposal/ Adjustment | As at March 31, 2021 | As at April 1, 2020 | For the year | Disposal/ Adjustment | | As at March 31, 2021 |
| | Office buildings | 29.89 | - | - | 29.89 | 1.20 | 0.61 | - | 1.81 | 28.08 |
| | Leasehold improvements | 3.81 | - | - | 3.81 | 1.14 | 0.79 | - | 1.93 | 1.88 |
| | Furniture and fixtures | 14.25 | 0.48 | - | 14.73 | 5.79 | 0.70 | - | 6.49 | 8.24 |
| | Computers and peripherals | 23.92 | 0.46 | - | 24.38 | 12.02 | 2.70 | - | 14.72 | 9.66 |
| | Office equipment | 24.96 | 11.20 | 0.37 | 35.79 | 9.59 | 4.46 | 0.29 | 13.76 | 22.03 |
| | Vehicles | 59.08 | - | - | 59.08 | 19.84 | 8.81 | - | 28.65 | 30.43 |
| | Total | 155.91 | 12.14 | 0.37 | 167.68 | 49.57 | 18.07 | 0.29 | 67.35 | 100.33 |

| Previous year | Gross block (at cost) | | | | Accumulated depreciation | | | | Net block | |
|---------------|---------------------------|--|---------------------------------|-------------------------|----------------------------|---------------------------|-----------------|-------------------------|--------------|----------------------------|
| | Description | Deemed cost as at April 1, 2019 | Additions during the year | Disposal/ Adjustment | As at March 31, 2020 | As at April 1, 2019 | For the year | Disposal/ Adjustment | | As at March 31, 2020 |
| | Office buildings | 29.89 | - | - | 29.89 | 0.60 | 0.60 | - | 1.20 | 28.69 |
| | Leasehold improvements | 3.81 | - | - | 3.81 | 0.35 | 0.79 | - | 1.14 | 2.67 |
| | Furniture and fixtures | 14.25 | - | - | 14.25 | 1.54 | 4.25 | - | 5.79 | 8.46 |
| | Computers and peripherals | 23.92 | - | - | 23.92 | 4.70 | 7.31 | - | 12.02 | 11.90 |
| | Office equipment | 24.96 | - | - | 24.96 | 4.95 | 4.64 | - | 9.59 | 15.38 |
| | Vehicles | 59.08 | - | - | 59.08 | 12.85 | 6.99 | - | 19.84 | 39.24 |
| | Total | 155.91 | - | - | 155.91 | 25.00 | 24.58 | - | 49.57 | 106.34 |

Footnotes:

- (i) The Company has not carried out any revaluation of property, plant and equipment for the year ended March 31, 2021 and March 31, 2020.
- (ii) Please refer note 40 for capital commitments.
- (iii) There are no impairment losses recognised during the year.
- (iv) There are no exchange differences adjusted in Property, Plant & Equipment.

Notes to the standalone financial statements for the year ended March 31, 2021

(All amounts are Rupees in lacs unless otherwise stated)

13 Intangible assets

| Current year | | Gross block (at cost) | | | Accumulated depreciation | | | | Net block |
|-------------------|---------------------|---------------------------|----------------------|----------------------|--------------------------|--------------|----------------------|----------------------|----------------------|
| Description | As at April 1, 2020 | Additions during the year | Disposal/ Adjustment | As at March 31, 2021 | As at April 1, 2020 | For the year | Disposal/ Adjustment | As at March 31, 2021 | As at March 31, 2021 |
| Computer software | 28.80 | - | - | 28.80 | 10.33 | 9.42 | - | 19.75 | 9.05 |
| Total | 28.80 | - | - | 28.80 | 10.33 | 9.43 | - | 19.75 | 9.05 |

| Previous year | | Gross block (at cost) | | | Accumulated depreciation | | | | Net block |
|-------------------|---------------------------------|---------------------------|----------------------|----------------------|--------------------------|--------------|----------------------|----------------------|----------------------|
| Description | Deemed cost as at April 1, 2019 | Additions during the year | Disposal/ Adjustment | As at March 31, 2020 | As at April 1, 2019 | For the year | Disposal/ Adjustment | As at March 31, 2020 | As at March 31, 2020 |
| Computer software | 28.80 | - | - | 28.80 | 3.07 | 7.25 | - | 10.32 | 18.48 |
| Total | 28.80 | - | - | 28.80 | 3.07 | 7.26 | - | 10.32 | 18.48 |

Footnotes:

- There are no internally generated intangible assets.
- The Company has not carried out any revaluation of intangible assets for the year ended March 31, 2021 and March 31, 2020.
- There are no other restriction on title of intangible assets.
- There are no exchange differences adjusted in intangible assets.
- The company has not acquired intangible assets free of charge, or for nominal consideration, by way of a government grant.

14 Right-of-use assets

| | As at March 31, 2021 | As at March 31, 2020 |
|---|----------------------|----------------------|
| Operating lease right-of-use assets (refer note 41) | 142.13 | 237.98 |
| | 142.13 | 237.98 |

15 Investment property

A. Reconciliation of carrying amount

| | As at March 31, 2021 | As at March 31, 2020 |
|------------------------------|----------------------|----------------------|
| Cost or deemed cost | | |
| Opening balance | 2,834.02 | 2,884.02 |
| Depreciation during the year | (53.07) | (50.00) |
| Total carrying amount | 2,780.95 | 2,834.02 |

B. Amounts recognised to the Statement of profit and loss

| | As at March 31, 2021 | As at March 31, 2020 |
|--|----------------------|----------------------|
| Rental income | 188.55 | 196.14 |
| Profit from investment properties before depreciation | 188.55 | 196.14 |
| Depreciation expense | (53.07) | (50.00) |
| Profit from investment property | 135.48 | 146.14 |

C. Measurement of fair value

| | As at March 31, 2021 | As at March 31, 2020 |
|---------------------|----------------------|----------------------|
| Investment property | 4,614.64 | 4,614.64 |
| | 4,614.64 | 4,614.64 |

Notes to the standalone financial statements for the year ended March 31, 2021

(All amounts are Rupees in lacs unless otherwise stated)

D. Estimation of fair values

The Company obtains independent valuations for each of its investment property by external, independent property valuers, having appropriate recognised professional qualifications and recent experience in the location and category of the property being valued.

Fair market value is the amount expressed in terms of money that may be reasonably be expected to be exchanged between a willing buyer and a willing seller, with equity or both. The valuation by the valuer assumes that Company shall continue to operate and run the assets to have economic utility.

Valuation technique:

Under the market comparable method (or market comparable approach), a property's fair value is estimated based on comparable transactions. The market comparable approach is based upon the principle of substitution under which a potential buyer will not pay more for the property than it will cost to buy a comparable substitute property. In theory, the best comparable sale would be an exact duplicate of the subject property and would indicate, by the known selling price of the duplicate, the price for which the subject property could be sold. The unit of comparison applied by the Company is the price per square metre (sqm).

Fair value hierarchy:

The fair value measurement for the investment property has been categorised as a Level 2 fair value based on the inputs to the valuation technique used.

The valuation techniques and the inputs used in the fair value measurement categorised within Level 2 of the fair value hierarchy is as follows:

| Valuation technique | Observable inputs |
|---------------------|-----------------------------|
| Market method | Guideline rate (Per sq. m.) |

Investment property consists of commercial office spaces in Mumbai and Kolkata. During financial year 2019-20, the company has revalued the investment property at fair value. And the same has been taken for fair value purpose for the year.

16 Other non-financial assets

| | As at March 31, 2021 | As at March 31, 2020 |
|--------------------------------------|-------------------------|-------------------------|
| Balances with government authorities | 82.18 | 110.65 |
| Prepaid expenses | 11.56 | 11.53 |
| Prepaid lease rent | 1.55 | 9.05 |
| Advances for rendering services | 22.16 | 32.36 |
| Unbilled debtors | 6.04 | 5.47 |
| | 123.49 | 169.06 |

17 Trade payables

| | As at March 31, 2021 | As at March 31, 2020 |
|--|-------------------------|-------------------------|
| Trade payables | | |
| - to micro and small enterprises (refer note 42) | - | - |
| - to others | 225.69 | 210.68 |
| | 225.69 | 210.68 |

18 Other payables

| | As at March 31, 2021 | As at March 31, 2020 |
|--|-------------------------|-------------------------|
| Due to clients | | |
| - to micro and small enterprises (refer note 42) | - | - |
| - to others | 1,452.17 | 702.50 |
| | 1,452.17 | 702.50 |

Notes to the standalone financial statements for the year ended March 31, 2021

(All amounts are Rupees in lacs unless otherwise stated)

19 Borrowings other than debt securities

| | As at March 31, 2021 | As at March 31, 2020 |
|----------------------------------|-------------------------|-------------------------|
| In India | | |
| Secured loans | | |
| From banks | | |
| -Term loan | 449.90 | 672.08 |
| -Overdraft from banks | 453.40 | 174.88 |
| Unsecured loans | | |
| From related parties | 93.05 | - |
| Total borrowings in India | 996.34 | 846.96 |
| Outside India | - | - |

Footnotes:

(i) Details of term loans from banks

Property loan from banks amounting to Rs. 449.90 lac (previous year Rs. 672.08 lac) is secured by way of equitable mortgage of property at Unit No. 501, Grande Palladium, Kalina, Santacruz East, Mumbai owned by the Company.

The loan is guaranteed by:

- Mr. Navjeet Singh Sobti, Vice Chairman and Managing Director of the Company, and
- Corporate guarantee by Avonmore Capital and Management Services Limited.

Term loan taken from bank carries and interest rate of MCLR for a tenure of 1 year.

The interest rate as at year end is EBLR + 1.50% per annum (previous year 10.35%).

The loan is repayable in 13 equal monthly installments along with interest, with the last installment due on April 30, 2022.

(ii) Details of overdraft from banks

Overdraft limit of Rs.77.54 lacs is secured by way of pledged fixed deposits with IDBI Bank Limited, the rate of interest of which is 8.15% per annum.

Overdraft limit of Rs. 4.99 lacs is secured by way of pledged fixed deposits with Vijaya Bank, the rate of interest of which is 8.5% per annum.

Overdraft limit of Rs. 370.86 crore is secured by way of bonds pledged with Axis Bank, the rate of interest rate one year MCLR +2.25% pa. (payable monthly).

(iii) Loan of Rs. 93.05 lac from Avonmore Capital and Management Services Limited is repayable on demand and carries and interest of 12% per annum.

20 Lease liabilities

| | As at March 31, 2021 | As at March 31, 2020 |
|-----------------------------------|-------------------------|-------------------------|
| Lease liabilities (refer note 41) | 180.23 | 274.20 |
| | 180.23 | 274.20 |

21 Other financial liabilities

| | As at March 31, 2021 | As at March 31, 2020 |
|--------------------------------|-------------------------|-------------------------|
| Security deposits | 69.84 | 45.22 |
| Interest accrued on borrowings | - | 5.27 |
| Expenses payable | 84.16 | 135.17 |
| Employee related payables | 94.51 | 96.98 |
| | 248.51 | 282.64 |

22 Provisions

| | As at March 31, 2021 | As at March 31, 2020 |
|---|-------------------------|-------------------------|
| Provision for employee benefits (refer note 43) | | |
| Provision for gratuity | 88.23 | 73.56 |
| Provision for compensated absences | 16.11 | 14.09 |
| | 104.34 | 87.65 |

Notes to the standalone financial statements for the year ended March 31, 2021

(All amounts are Rupees in lacs unless otherwise stated)

23 Other non-financial liabilities

| | As at March 31, 2021 | As at March 31, 2020 |
|------------------------|-------------------------|-------------------------|
| Statutory dues payable | 152.13 | 161.87 |
| Advances to customer | 122.03 | 15.65 |
| Deferred income | 12.41 | 1.23 |
| | 286.57 | 178.75 |

24 Equity share capital

| | As at March 31, 2021 | As at March 31, 2020 |
|---|-------------------------|-------------------------|
| Authorised | | |
| 5,00,00,000 equity shares of Rs. 6 each | 3,000.00 | 3,000.00 |
| | 3,000.00 | 3,000.00 |
| Issued, subscribed and fully paid-up | | |
| 2,58,84,967 equity shares of Rs. 6 each fully paid up | 1,553.10 | 1,553.10 |
| | 1,553.10 | 1,553.10 |

a) Terms and rights attached to equity shares

Voting

"Each equity holder has voting rights on a poll in proportion to his share in the paid up equity share capital. On show of hands, every member present in person and being holders of equity shares shall have one vote."

Dividends

The Company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to approval of the shareholders in ensuing Annual General Meeting except in the case where interim dividend is distributed.

During the year ended March 31, 2021, the company has recorded per share dividend of Rs. Nil (previous year Nil) to its equity holders.

Liquidation

In the event of liquidation of the Company, the holders of equity shares shall be entitled to receive all of the remaining assets of the Company, after distribution of all preferential amounts, if any. Such distribution amounts will be in proportion to the number of equity shares held by the shareholders.

b) Reconciliation of number of shares outstanding at the beginning and end of the year :

| | Year ended March 31, 2021 | | Year ended March 31, 2020 | |
|---|------------------------------|-----------------|------------------------------|-----------------|
| | No. of shares | Amount | No. of shares | Amount |
| At the beginning of year | 25,884,967 | 1,553.10 | 25,884,967 | 1,553.10 |
| Add: Shares issued during the year | - | - | - | - |
| Outstanding at the end of the year | 25,884,967 | 1,553.10 | 25,884,967.00 | 1,553.10 |

c) Shares held by holding company

| | As at March 31, 2021 | | As at March 31, 2020 | |
|--|----------------------|--------|----------------------|--------|
| | No. of shares | Amount | No. of shares | Amount |
| Avonmore Capital & Management Services Limited | 14,719,744 | 883.18 | 14,719,744 | 883.18 |

d) Details of shareholders holding more than 5% of the company

| | As at March 31, 2021 | | As at March 31, 2020 | |
|--|----------------------|-----------|----------------------|-----------|
| | No. of shares | % Holding | No. of shares | % Holding |
| Avonmore Capital & Management Services Limited | 14,719,744 | 56.87% | 14,719,744 | 56.87% |
| Al Anwar Holdings SAOG | 3,091,500 | 11.94% | 3,091,500 | 11.94% |

Notes to the standalone financial statements for the year ended March 31, 2021

(All amounts are Rupees in lacs unless otherwise stated)

e). There were no shares issued for consideration other than cash during the period of five years immediately preceding the reporting date.

f). Shares reserved for issue under Employee Stock Option Plan

| Particulars | No. of stock options | |
|-------------|------------------------------|------------------------------|
| | Year ended March 31, 2021 | Year ended March 31, 2020 |
| Series A | - | - |
| Series B | - | - |
| Series C | - | - |
| Series D | - | - |
| Series E | - | - |
| Series F | - | - |
| Series G | 39.00 | 44.00 |
| Series H | 3.00 | - |

g). No class of shares have been bought back by the Company during the period of five years immediately preceding the reporting date.

25 Other Equity

| | As at March 31, 2021 | As at April 1, 2020 |
|---|-------------------------|------------------------|
| a) Securities premium | | |
| Balance at beginning of the year | 3,966.72 | 3,966.72 |
| Additions during the year | - | - |
| Balance at end of the year | 3,966.72 | 3,966.72 |
| b) Capital reserve | | |
| Balance at beginning of the year | 810.99 | 810.99 |
| Additions during the year | - | - |
| Balance at end of the year | 810.99 | 810.99 |
| c) Amalgamation reserve | | |
| Balance at beginning of the year | 1,127.20 | 1,127.20 |
| Additions during the year | - | - |
| Balance at end of the year | 1,127.20 | 1,127.20 |
| d) General reserve | | |
| Balance at beginning of the year | 170.00 | 170.00 |
| Additions during the year | - | - |
| Balance at end of the year | 170.00 | 170.00 |
| e) Employee stock options outstanding | | |
| Balance at beginning of the year | 38.50 | - |
| Additions during the year | 56.38 | 38.50 |
| Balance at end of the year | 94.88 | 38.50 |
| f) Retained earnings | | |
| Balance at beginning of the year | 4,841.15 | 4,811.64 |
| Add: Gain on Rectification of Lease Rights for the year | 7.69 | - |
| Add: Profit/(loss) for the year | 368.67 | 29.51 |
| Balance at end of the year | 5,217.51 | 4,841.15 |
| g) Other comprehensive income | | |
| Balance at beginning of the year | 13.12 | (24.21) |
| Add: Other comprehensive income for the year | 12.04 | 37.33 |
| Balance at end of the year | 25.17 | 13.12 |
| Total Other equity | 11,412.46 | 10,967.68 |

Nature and purpose of other reserves:

a) Securities premium

Securities premium is used to record the premium on issue of shares. It can only be utilised for limited purposes in accordance with the provisions of the Companies Act, 2013.

Notes to the standalone financial statements for the year ended March 31, 2021

(All amounts are Rupees in lacs unless otherwise stated)

b) Capital reserve

The capital reserve was generated on account of forfeiture of share warrants.

c) Amalgamation reserve

The amalgamation reserve was generated on account of merger of Almondz Capital Markets Private Limited with Almondz Global Securities Limited in the year 2008.

d) General reserve

General reserve includes amounts set aside from retained profits as a reserve to be utilised for permissible general purpose as per Law.

e) Employee stock options outstanding

The Company has an equity-settled share-based payment plans for certain categories of employees of the Company. Refer Note 48 for further details on these plans.

f) Retained earnings

Retained earnings represents the surplus in profit and loss account and appropriations.

g) Other comprehensive income

The company recognises change on account of remeasurement of the net defined benefit liability as part of other comprehensive income with separate disclosure, which comprises of:

- actuarial gains and losses;
- return on plan assets, excluding amounts included in net interest on the net defined benefit liability; and
- any change in the effect of the asset ceiling excluding amounts included in net interest on the net defined benefit liability.

26 Interest income

| | For Year ended March 31, 2021 | For Year ended March 31, 2020 |
|--------------------------------------|----------------------------------|----------------------------------|
| Interest income on | | |
| -loans | 120.25 | 69.02 |
| -fixed deposits with stock exchanges | 29.76 | 33.57 |
| -fixed deposits with banks | 17.97 | 18.81 |
| | 167.98 | 121.40 |

27 Dividend income

| | For Year ended March 31, 2021 | For Year ended March 31, 2020 |
|-----------------|----------------------------------|----------------------------------|
| Dividend income | 3.81 | 9.04 |
| | 3.81 | 9.04 |

28 Fees and commission income

| | For Year ended March 31, 2021 | For Year ended March 31, 2020 |
|------------------------------------|----------------------------------|----------------------------------|
| Advisory and consulting activities | 1,142.24 | 1,727.17 |
| Broking activities | 623.70 | 652.10 |
| | 1,765.94 | 2,379.27 |

29 Net gain on fair value changes

| | For Year ended March 31, 2021 | For Year ended March 31, 2020 |
|--|----------------------------------|----------------------------------|
| On financial instruments designated at fair value through profit or loss | 412.80 | 17.80 |
| | 412.80 | 17.80 |

30 Other operating income

| | For Year ended March 31, 2021 | For Year ended March 31, 2020 |
|-------------------------|----------------------------------|----------------------------------|
| On trading portfolio | | |
| -Shares* | 17.03 | (82.82) |
| -Securities/bonds | 355.78 | 150.37 |
| Delayed payment charges | 39.20 | 90.06 |
| | 412.01 | 157.61 |

* including loss of Derivatives of CY Rs.60.36 lac & PY Rs.152.31 lac.

Notes to the standalone financial statements for the year ended March 31, 2021

(All amounts are Rupees in lacs unless otherwise stated)

31 Other income

| | For Year ended March 31, 2021 | For Year ended March 31, 2020 |
|---|----------------------------------|----------------------------------|
| Liabilities /Excess provision for doubtful debts written back | 66.50 | 6.03 |
| Leave encashment Provisions written back | - | 7.11 |
| Rent received | - | 31.16 |
| Profit on sale of fixed assets | 188.55 | 196.14 |
| Interest received on income tax refund | 94.76 | 19.12 |
| Miscellaneous income | 25.31 | 58.98 |
| | 375.12 | 318.54 |

Footnote:

Information required as per Ind AS 115

- (i) The Company operates from one geographical segment i.e. in India and accordingly, information related to disaggregation of revenue as per geographical markets is not given.

32 Finance costs

| | For Year ended March 31, 2021 | For Year ended March 31, 2020 |
|-----------------------|----------------------------------|----------------------------------|
| Interest expenses | 67.45 | 60.40 |
| Other borrowing costs | 4.56 | 6.89 |
| | 72.01 | 67.29 |

33 Fees and commission expense

| | For Year ended March 31, 2021 | For Year ended March 31, 2020 |
|---|----------------------------------|----------------------------------|
| Brokerage and commission | 217.99 | 249.98 |
| Professional charges | 720.50 | 1,149.83 |
| SEBI and stock exchange fee and charges | 30.16 | 6.82 |
| | 968.65 | 1,406.63 |

34 Net loss on fair value changes

| | For Year ended March 31, 2021 | For Year ended March 31, 2020 |
|--|----------------------------------|----------------------------------|
| On financial instruments designated at fair value through profit or loss | - | 53.24 |
| | - | 53.24 |

35 Impairment on financial instruments

| | For Year ended March 31, 2021 | For Year ended March 31, 2020 |
|----------------------|----------------------------------|----------------------------------|
| On trade receivables | 69.51 | 29.80 |
| | 69.51 | 29.80 |

36 Employee benefit expenses

| | For Year ended March 31, 2021 | For Year ended March 31, 2020 |
|---|----------------------------------|----------------------------------|
| Salaries, wages and bonus | 712.71 | 716.66 |
| Contribution to provident and other funds | 19.36 | 20.91 |
| Gratuity and leave encashment | 34.19 | 31.30 |
| Staff welfare expense | 5.80 | 29.35 |
| | 772.06 | 798.22 |

Notes to the standalone financial statements for the year ended March 31, 2021

37 Depreciation and amortisation expense

(All amounts are Rupees in lacs unless otherwise stated)

| | For Year ended March 31, 2021 | For Year ended March 31, 2020 |
|---|----------------------------------|----------------------------------|
| Depreciation on tangible assets (refer note 12) | 18.07 | 24.58 |
| Depreciation on investment property (refer note 15) | 53.07 | 50.00 |
| Amortisation of intangible assets (refer note 13) | 9.43 | 7.26 |
| Amortisation of right-of-use assets (refer note 41) | 33.58 | 77.66 |
| | 114.15 | 159.50 |

38 Other expenses

| | For Year ended March 31, 2021 | For Year ended March 31, 2020 |
|---|----------------------------------|----------------------------------|
| Rent | 39.23 | 9.79 |
| Communication | 43.25 | 41.56 |
| Balances written off | 0.85 | 9.15 |
| Bad debts written off | 47.02 | 24.55 |
| Legal and professional expenses | 91.44 | 120.20 |
| Electricity and water expenses | 22.43 | 58.93 |
| Travelling and conveyance | 18.13 | 22.61 |
| Repairs and maintenance on | | |
| -Office maintenance | 29.91 | 40.44 |
| -Computer maintenance | 10.87 | 16.31 |
| -Vehicle repair and maintenance | 21.67 | 15.90 |
| Business promotion | 0.93 | 5.59 |
| Printing and stationery | 4.86 | 5.74 |
| Auditor's remuneration (refer footnote) | 5.25 | 7.69 |
| Rates and taxes | 22.77 | 32.35 |
| Membership fee and subscription | 7.22 | 8.81 |
| Bank charges | 28.13 | 39.35 |
| Charity and donations | - | 0.66 |
| Net loss on sale of investments | 221.76 | 124.98 |
| Insurance charges | 8.74 | 4.13 |
| Miscellaneous expenses | 10.89 | 20.33 |
| | 635.34 | 609.07 |

Footnote:

| | For Year ended March 31, 2021 | For Year ended March 31, 2020 |
|---|----------------------------------|----------------------------------|
| (i) Payment of remuneration to auditors (excluding GST) | | |
| Statutory audit | 5.25 | 7.25 |
| Other matters | - | 0.66 |
| | 5.25 | 7.91 |

39 Earnings per share

| | For year ended March 31, 2021 | For year ended March 31, 2020 |
|--|----------------------------------|----------------------------------|
| (a) Basic earnings per share | | |
| From continuing operations attributable to the equity holders of the company | 1.47 | 0.26 |
| (b) Diluted earnings per share | | |
| From continuing operations attributable to the equity holders of the company | 1.43 | 0.25 |
| (c) Reconciliations of earnings used in calculating earnings per share | | |
| Basic earnings per share | | |
| Profit from continuing operation attributable to the equity share holders | 380.71 | 66.84 |
| Profit attributable to the equity holders of the company used in calculating basic earnings per share | 380.71 | 66.84 |
| Diluted earnings per share | | |
| Profit from continuing operation attributable to the equity share holders | 380.71 | 66.84 |
| Profit attributable to the equity holders of the company used in calculating diluted earnings per share | 380.71 | 66.84 |

Notes to the standalone financial statements for the year ended March 31, 2021

(All amounts are Rupees in lacs unless otherwise stated)

| | No. of shares | No. of shares |
|--|-------------------------------|-------------------------------|
| | For Year ended March 31, 2020 | For Year ended March 31, 2020 |
| (d) Weighted average number of shares used as the denominator | | |
| Weighted average number of equity shares used as the denominator in calculating basic earnings per share | 25,884,967 | 25,884,967 |
| Weighted average number of equity shares and potential equity shares used as the denominator in calculating diluted earnings per share | 26,678,641 | 26,716,435 |

40 Contingent liabilities, contingent assets and commitments

A Contingent liabilities

| | As at March 31, 2021 | As at March 31, 2020 |
|---|----------------------|----------------------|
| Show cause notice for Service Tax Demand in relation to the financial year ended March 31, 2007 till the financial year ended March 31, 2008. Appeal filed with Service Tax Tribunal R.K. Puram, New Delhi. Hearing awaited. | 64.44 | 64.44 |
| Show cause notice for Service Tax Demand in relation to the financial year ended March 31, 2006 till the financial year ended March 31, 2009. Reply filed with Assistant Commissioner of Service Tax, M G Road, New Delhi. Hearing awaited. | 0.05 | 0.05 |
| Corporate guarantee issued for Almondz Global-Infra Consultancy Limited, a wholly owned subsidiary of the Company for UBI Bank. | 38.75 | 67.18 |
| Corporate guarantee issued for Almondz Global-Infra Consultancy Limited, a wholly owned subsidiary of the Company for Axis Bank. | - | 7.16 |
| Corporate guarantee issued for Almondz Global-Infra Consultancy Limited, a wholly owned subsidiary of the Company for Union Bank . | 131.63 | 97.73 |
| Corporate guarantee issued for Skiffle Healthcare Services Limited, a wholly owned subsidiary of the Company. | 51.13 | 66.15 |
| Bank guarantee as on date | 1,848.41 | 1,478.21 |
| Total | 2,134.41 | 1,780.92 |

B Commitments

| | As at March 31, 2021 | As at March 31, 2020 |
|---|----------------------|----------------------|
| Estimated amount of contracts remaining to be extracted on capital account and not provided for (net of advances) | 61.06 | 61.06 |
| Total | 61.06 | 61.06 |

C Contingent assets

The Company does not have any contingent assets as at March 31, 2021 and March 31, 2020.

Notes to the standalone financial statements for the year ended March 31, 2021

(All amounts are Rupees in lacs unless otherwise stated)

41 Leases

The Company is lessee under various operating leases for five properties in various places over India.

The lease terms of these premises range from 1 to 9 years and accordingly are long-term leases. These lease agreements have varying terms and are usually renewable on mutually agreeable terms.

Disclosure in respect of such operating leases is as given below:

| Lease liabilities | | |
|--|---------------------------------|---------------------------------|
| The movement in lease liabilities during the year ended March 31, 2021 is as follows : | As at March 31, 2021 | As at March 31, 2020 |
| Opening Balance | 274.20 | 336.54 |
| Lease Liability reduced on changes in Lease Rights | (74.15) | - |
| Finance cost accrued during the period | 21.32 | 33.42 |
| Payment of lease liabilities | (41.14) | (95.75) |
| Closing Balance | 180.23 | 274.20 |

The details of the contractual maturities of lease liabilities as at March 31, 2021 on undiscounted basis are as follows:

| | As at March 31, 2021 | As at March 31, 2020 |
|---|---------------------------------|---------------------------------|
| Not later than one year | 23.95 | 33.77 |
| Later than one year but not later than five years | 153.31 | 134.64 |
| Later than five years | 2.97 | 105.80 |
| | 180.23 | 274.20 |

Right-of-use (ROU) assets

| The changes in the carrying value of ROU assets for the year ended March 31, 2021 are as follows : | As at March 31, 2021 | As at March 31, 2020 |
|--|---------------------------------|---------------------------------|
| Opening Balance | 237.98 | 315.64 |
| Amortisation of ROU assets | (33.59) | (77.66) |
| ROU assets reduced on changes in Lease Rights | (62.25) | - |
| Closing Balance | 142.13 | 237.98 |

42 Disclosures relating to suppliers registered under Micro, Small and Medium Enterprise Development Act, 2006:

| | As at March 31, 2021 | As at March 31, 2020 |
|---|---------------------------------|---------------------------------|
| | Amount in Rs. | Amount in Rs. |
| The principal amount and the interest due thereon remaining unpaid to any MSME supplier as at the end of each accounting year included in: | | |
| -Principal amount due to micro and small enterprises | - | - |
| -Interest due on above | - | - |
| The amount of interest paid by the buyer in terms of section 16 of the MSMED ACT 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year | - | - |
| The amounts of the payments made to micro and small suppliers beyond the appointed day during each accounting period. | - | - |

Notes to the standalone financial statements for the year ended March 31, 2021

(All amounts are Rupees in lacs unless otherwise stated)

| | As at March 31, 2021 | As at March 31, 2020 |
|--|-------------------------|-------------------------|
| | Amount in Rs. | Amount in Rs. |
| The amount of interest due and payable for the year of delay in making payment (which have been paid but beyond the appointment day during the year) but without adding the Interest specified under the MSMED Act, 2006. | - | - |
| The amount of interest accrued and remaining unpaid at the end of each accounting year. | - | - |
| The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible under section 23 of the MSMED Act 2006. | - | - |

43 Employee benefits

The Company contributes to the following post-employment defined benefit plans in India.

A. Defined contribution plans:

The Company makes contributions, determined as a specified percentage of employee salaries, in respect of qualifying employees towards provident fund and EDLI, which are defined contribution plans. The Company has no obligations other than to make the specified contributions. The contributions are charged to the statement of profit and loss as they accrue.

| | March 31, 2021 | March 31, 2020 |
|--|----------------|----------------|
| | Amount in Rs. | Amount in Rs. |
| Contribution to provident fund (Refer note 36) | 19.36 | 20.91 |

B. Defined benefit plan:

Gratuity

The Company operates a post-employment defined benefit plan for Gratuity. This plan entitles an employee to receive half month's salary for each year of completed service at the time of retirement/exit.

The present value of obligation is determined based on actuarial valuation using the Projected Unit Credit Method, which recognize each period of service as giving rise to additional employee benefit entitlement and measures each unit separately to build up the final obligation.

The most recent actuarial valuation of plan assets and the present value of the defined benefit obligation for gratuity were carried out as at 31 March 2020. The present value of the defined benefit obligations and the related current service cost and past service cost, were measured using the Projected Unit Credit Method.

A. The following table set out the status of the defined benefit obligation

| | March 31, 2021 | March 31, 2020 |
|---|----------------|----------------|
| Net defined benefit liability | | |
| Liability for Gratuity | 88.23 | 73.56 |
| Total employee benefit liabilities | 88.23 | 73.56 |
| Non-current | 66.38 | 45.48 |
| Current | 21.85 | 28.07 |

B. Reconciliation of the net defined benefit liability

The following table shows a reconciliation from the opening balances to the closing balances for net defined benefit (asset) liability and its components:

Notes to the standalone financial statements for the year ended March 31, 2021

(All amounts are Rupees in lacs unless otherwise stated)

| | March 31, 2021 | | | March 31, 2020 | | |
|---|----------------------------|---------------------------|--|----------------------------|---------------------------|--|
| | Defined benefit obligation | Fair value of plan assets | Net defined benefit (asset)/ liability | Defined benefit obligation | Fair value of plan assets | Net defined benefit (asset)/ liability |
| Balance at the beginning of the year | 186.66 | 148.47 | 38.19 | 228.91 | 132.24 | 96.67 |
| Included in profit or loss | | | | | | |
| Current service cost | 29.19 | - | 29.19 | 24.70 | - | 24.70 |
| Past service cost | - | - | - | - | - | - |
| Interest cost (income) | 12.11 | 7.42 | 4.68 | 16.54 | 9.93 | 6.61 |
| | 41.30 | 7.42 | 33.88 | 41.24 | 9.93 | 31.31 |
| Included in OCI | | | | | | |
| Remeasurements loss (gain) | | | | | | |
| – Actuarial loss (gain) arising from: | | | | | | |
| - financial assumptions | (0.96) | - | (0.96) | 8.49 | - | 8.49 |
| - demographic assumptions | - | - | - | - | - | - |
| - experience adjustment | (11.42) | - | (11.42) | (56.61) | - | (56.61) |
| Return on plan assets excluding interest income | - | 4.61 | (4.61) | - | 4.54 | (4.54) |
| | (12.38) | 4.61 | (16.99) | (48.12) | 4.54 | (52.67) |
| Other | | | | | | |
| Contributions paid by the employer | - | - | - | - | 1.75 | (1.75) |
| Benefits paid | - | - | - | - | - | - |
| | - | - | - | - | 1.75 | (1.75) |
| Balance at the end of the year | 215.58 | 160.50 | 55.08 | 222.02 | 148.47 | 73.56 |

C. Plan assets

The plan assets of the Company are managed by Tata AIA Life Insurance through a trust managed by the Company in terms of an insurance policy taken to fund obligations of the Company with respect to its gratuity plan.

Plan assets comprises of the following:

| | March 31, 2021 | % of Plan assets | March 31, 2020 | % of Plan assets |
|--------------------------|----------------|------------------|----------------|------------------|
| Funds managed by insurer | 112.27 | 100% | 112.27 | 100% |

On an annual basis, an asset-liability matching study is done by the Company whereby the Company contributes the net increase in the actuarial liability to the plan manager in order to manage the liability risk.

D. Actuarial assumptions

a) Economic assumptions

The principal assumptions are the discount rate and salary growth rate. The discount rate is based upon the market yields available on government bonds at the accounting date with a term that matches that of liabilities. Salary increase rate takes into account of inflation, seniority, promotion and other relevant factors on long term basis. Valuation assumptions are as follows which have been selected by the company.

| | March 31, 2021 | March 31, 2020 |
|---|----------------|----------------|
| Discount rate | 6.71% | 6.61% |
| Expected rate of future salary increase | 7.50% | 7.50% |
| Expected rate of return on assets | 6.71% | 6.61% |

The discount rate has been assumed at 'March 31, 2021: 6.71% (31 March 2020: 6.61% ; 31 March 2019: 7.51%) which is determined by reference to market yield at the balance sheet date on government securities. The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

Notes to the standalone financial statements for the year ended March 31, 2021

(All amounts are Rupees in lacs unless otherwise stated)

b) Demographic assumptions

| | March 31, 2021 | March 31, 2020 |
|---|----------------|----------------|
| i) Retirement age (years) | 60 | 60 |
| ii) Mortality rates inclusive of provision for disability | IALM (2012-14) | IALM (2012-14) |
| iii) Withdrawal rate (%) | 11.00% | 11.00% |

E. Sensitivity analysis

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below.

| | As at March 31, 2021 | | As at March 31, 2020 | |
|---------------------------------------|----------------------|----------|----------------------|----------|
| | Increase | Decrease | Increase | Decrease |
| Discount rate (1.00% movement) | (10.47) | 10.89 | (9.39) | 10.78 |
| Future salary growth (1.00% movement) | 7.92 | (7.06) | 6.81 | (5.95) |
| Withdrawal rate (1.00% movement) | (0.96) | 1.18 | (0.71) | 1.05 |

Although the analysis does not take account of the full distribution of cash flows expected under the plan, it does provide an approximation of the sensitivity of the assumptions shown.

Sensitivities due to mortality and withdrawals are not material and hence impact of change not calculated.

Sensitivities as to rate of inflation, rate of increase of pensions in payment, rate of increase of pensions before retirement and life expectancy are not applicable being a lump sum benefit on retirement.

Description of Risk Exposures:

Valuations are based on certain assumptions, which are dynamic in nature and vary over time. As such company is exposed to various risks as follow -

- A) Salary Increases- Actual salary increases will increase the Plan's liability. Increase in salary increase rate assumption in future valuations will also increase the liability.
- B) Investment Risk – If Plan is funded then assets liabilities mismatch & actual investment return on assets lower than the discount rate assumed at the last valuation date can impact the liability.
- C) Discount Rate: Reduction in discount rate in subsequent valuations can increase the plan's liability.
- D) Mortality & disability – Actual deaths & disability cases proving lower or higher than assumed in the valuation can impact the liabilities.
- E) Withdrawals – Actual withdrawals proving higher or lower than assumed withdrawals and change of withdrawal rates at subsequent valuations can impact Plan's liability.

F. Expected maturity analysis of the defined benefit plans in future years

| Particulars | As at March 31, 2021 | As at March 31, 2020 |
|---|----------------------|----------------------|
| Duration of defined benefit obligation | | |
| Less than 1 year | 22.57 | 25.43 |
| Between 1-2 years | 21.94 | 30.88 |
| Between 2-5 years | 70.36 | 55.79 |
| Between 5-10 years | 83.76 | 85.05 |
| Over 10 years | 89.53 | 82.92 |
| Total | 288.16 | 280.06 |

Expected contributions to post-employment benefit plans for the year ending March 31, 2021 is Rs. 4,52,940.

The weighted average duration of the defined benefit plan obligation at the end of the reporting period is 9.12 years (March 31, 2020: 9.12 years).

Notes to the standalone financial statements for the year ended March 31, 2021

(All amounts are Rupees in lacs unless otherwise stated)

44 Operating segments

A Basis of segmentation

Segment information is presented in respect of the Company's key operating segments. The operating segments are based on the Company's management and internal reporting structure. The chief operating decision maker identifies primary segments based on the dominant source, nature of risks and returns and the internal organisation and management structure. The operating segments are the segments for which separate financial information is available and for which operating profit/loss amounts are evaluated regularly. All operating segments' operating results are reviewed regularly by the Board of Directors to make decisions about resources to be allocated to the segments and assess their performance.

The 'Board of Directors' have been identified as the Chief Operating Decision Maker (CODM), since they are responsible for all major decision with respect to the preparation and execution of business plan, preparation of budget, planning, expansion, alliance, joint venture, merger and acquisition, and expansion of any facility.

The Board of Directors examines the Company's performance both from a product and geographic perspective and have identified the following reportable segments of its business:

The following summary describes the operations in each of the Company's reportable segments:

| Reportable segments | Operations |
|--------------------------------------|--|
| Debt and equity market operations | It comprises dealing/trading in shares and bonds which involves exposure to market risk. |
| Corporate finance/ advisory fees | It comprises merchant banking, underwriting commission, corporate and loan syndication fees and arranger of debts/bonds, services in relation to infrastructure projects mainly in the nature of services etc. There are mainly in the nature of services involving no or negligible risk. |
| Wealth Advisory / Broking activities | "It comprises stock and share broking on stock exchanges and other related ancillary services, broking and commission of mutual funds, equity initial public offerings, capital gain bonds, fixed deposits of government undertakings and RBI taxable bonds etc. These are mainly in the nature of services involving no or negligible risk." |

B Information about reportable segments

Segment assets, segment liabilities and Segment profit and loss are measured in the same way as in the financial statements.

Information regarding the results of each reportable segment is included below. Performance is measured based on segment profit (before tax), as included in the internal management reports that are reviewed by the Group's Board of Directors. Segment profit is used to measure performance as management believes that such information is the most relevant in evaluating the results of certain segments relative to other entities that operate within these industries. Inter-segment pricing, if any, is determined on an arm's length basis.

For the year ended March 31, 2021

| | Reportable segment | | | |
|--|-----------------------------------|------------------------------------|----------------------------|----------|
| | Debt and equity market operations | Corporate finance and advisory fee | Wealth/ broking activities | Total |
| - Segment revenue | 809.00 | 1,124.44 | 709.00 | 2,642.44 |
| - Inter segment revenue | - | - | - | - |
| Revenue from external customers | 809.00 | 1,124.44 | 709.00 | 2,642.44 |
| Segment profit before tax | 403.00 | 21.00 | 90.00 | 514.00 |
| Segment assets | 936.00 | 789.00 | 2,322.00 | 4,047.00 |
| Segment liabilities | 376.00 | 356.00 | 1,705.00 | 2,437.00 |

For the year ended March 31, 2020

| | Reportable segment | | | |
|--|-----------------------------------|------------------------------------|----------------------------|----------|
| | Debt and equity market operations | Corporate finance and advisory fee | Wealth/ broking activities | Total |
| - Segment revenue | 65.00 | 1,677.47 | 874.00 | 2,616.47 |
| - Inter segment revenue | - | - | - | - |
| Revenue from external customers | 65.00 | 1,677.47 | 874.00 | 2,616.47 |
| Segment profit before tax | (293.00) | 132.00 | 17.00 | (144.00) |
| Segment assets | 381.00 | 814.00 | 1,706.00 | 2,901.00 |
| Segment liabilities | 96.00 | 276.00 | 970.00 | 1,342.00 |

Notes to the standalone financial statements for the year ended March 31, 2021

(All amounts are Rupees in lacs unless otherwise stated)

C Reconciliations of information on reportable segments

i). Revenues

| | For the year ended March 31, 2021 | For the year ended March 31, 2020 |
|--|--------------------------------------|--------------------------------------|
| Total revenue for reportable segments | | |
| Debt and equity market operations | 809.00 | 65.00 |
| Corporate finance and advisory fee | 1,124.44 | 1,677.47 |
| Wealth/broking activities | 709.00 | 874.00 |
| Unallocable | | |
| Inter-segment eliminations | - | - |
| Total revenue | 2,642.44 | 2,616.47 |

ii) Total comprehensive income

| | For the year ended March 31, 2021 | For the year ended March 31, 2020 |
|---|--------------------------------------|--------------------------------------|
| Total profit before tax for reportable segments | 514.00 | (144.00) |
| Elimination of inter-segment profits | - | - |
| Unallocated expense (Net of Income) | (8.06) | 23.91 |
| Profit before tax | 505.94 | (120.09) |
| Share of net profit of associates accounted for using the equity method | - | - |
| Tax expense | 137.27 | (149.60) |
| Profit after tax | 368.67 | 29.51 |
| Other comprehensive income | | |
| Items that will not be reclassified to profit or loss | | |
| Remeasurement of defined benefit plans | 16.99 | 52.67 |
| Income tax relating to these items | (4.95) | (15.34) |
| Other comprehensive income for the year | 12.04 | 37.33 |
| Total comprehensive income for the year | 380.71 | 66.84 |

iii) Assets

| | For the year ended March 31, 2021 | For the year ended March 31, 2020 |
|---|--------------------------------------|--------------------------------------|
| Total assets for reportable segments | | |
| Debt and equity market operations | 936.00 | 381.00 |
| Corporate finance and advisory fee | 789.00 | 814.00 |
| Wealth/broking activities | 2,322.00 | 1,706.00 |
| Unallocable | 12,412.41 | 12,203.16 |
| Total assets | 16,459.41 | 15,104.16 |

iv) Liabilities

| | For the year ended March 31, 2021 | For the year ended March 31, 2020 |
|--|--------------------------------------|--------------------------------------|
| Total liabilities for reportable segments | | |
| Debt and equity market operations | 376.00 | 96.00 |
| Corporate finance and advisory fee | 356.00 | 276.00 |
| Wealth/broking activities | 1,705.00 | 970.00 |
| Unallocable | 1,056.85 | 1,241.38 |
| | 3,493.85 | 2,583.38 |

D Geographic information

The Company operates from one geographical segment i.e. in India and accordingly there are no reportable geographical segments.

Notes to the standalone financial statements for the year ended March 31, 2021

(All amounts are Rupees in lacs unless otherwise stated)

- E The Board of Directors, at its meeting held March 31, 2015 decided to dispose off the Company's retail distribution division to its subsidiary, Almondz Wealth Advisors Limited.
The said division is yet to be disposed off.

45 Related party disclosures

In accordance with the requirements of Ind AS 24 on Related Party Disclosures, the names of the related parties where control exists and/or with whom transactions have taken place during the year and description of relationships, as identified and certified by the management are:

(a) List of related parties

| Relationship | Name of related party |
|--|--|
| Holding company | Avonmore Capital & Management Services Limited (ACMS) |
| Entities over which the Company exercises control | Almondz Finanz Limited (AFL) Almondz Commodities Private Limited (ACPL) Almondz Wealth Advisors Limited (AWAL) Skiffle Health Services Limited (SHSL) North Square Projects Private Limited (NSPPL) Almondz Global Infra-Consultant Limited (AGICL) |
| Associates | Almondz Insolvency Resolution Private Limited (AIRPL) |
| Key Management Personnel | Mr. Navjeet Singh Sobti (Executive Vice Chairman and Managing Director) Mr. Jagdeep Singh (Whole-time director) Mr. Rajeev Kumar (Chief Financial Officer) |
| Relatives of Key Management Personnel | Mrs. Gurpreet N.S. Sobti Navjeet Singh Sobti (HUF) Mrs. Parmeet Kaur |

(b) Details of related party transactions are as below:

For the year ended March 31, 2021

(i) Transactions with holding, subsidiaries, enterprise in respect of which the Company is an associate and enterprises in which key managerial personnel or their relatives exercise significant influence.

| Particulars | ACMS | AFL | ACPL | AWAL | SHSL | AGICL | RSFPL | NORTH |
|---------------------------|------|-------|--------|------|------|-------|-------|-------|
| Income | | | | | | | | |
| Sale of Bonds | - | 20.23 | 127.62 | - | - | - | - | - |
| Interest received | - | 37.10 | - | 4.69 | 0.83 | 73.44 | 3.21 | - |
| Recovery of expenses | - | - | - | - | - | - | - | - |
| Brokerage received | 0.05 | 0.14 | - | - | - | - | - | - |
| Delayed payment charges | - | 0.16 | - | - | - | - | - | - |
| Depository charges | 0.19 | 0.02 | - | - | - | - | - | - |
| Expenditure | - | - | - | - | - | - | - | - |
| Purchase of bonds | - | 20.71 | 126.19 | - | - | - | - | - |
| Interest paid | 9.44 | 1.94 | - | - | - | - | - | - |
| Professional charges paid | - | - | - | - | - | - | - | - |

Notes to the standalone financial statements for the year ended March 31, 2021

(All amounts are Rupees in lacs unless otherwise stated)

| Particulars | ACMS | AFL | ACPL | AWAL | SHSL | AGICL | ADAL | NORTH | AIRPL |
|--|----------|----------|--------|--------|--------|--------|----------|--------|--------|
| Assets/Liabilities | | | | | | | | | |
| Loan granted | - | 1,541.46 | - | 116.88 | 36.10 | 947.95 | 31.75 | - | - |
| Loan granted- repayment received | - | 983.41 | - | 113.32 | 19.96 | 660.42 | 5.00 | - | - |
| Loan taken | 1,472.65 | 459.19 | - | - | - | - | - | - | - |
| Loan taken - repayment made | 1,379.60 | 459.19 | - | - | - | - | - | - | - |
| Interest receivable | - | - | 37.10 | 4.69 | 0.83 | 73.44 | 3.21 | - | - |
| Interest receivable - repayment received | - | - | 17.36 | 0.30 | 5.16 | 43.98 | 12.11 | - | - |
| Interest payable | 9.44 | 1.94 | - | - | - | - | - | - | - |
| Interest payable- repayment | 11.07 | 5.57 | - | - | - | - | - | - | - |
| Reimbursable expenses incurred | 3.95 | - | 12.83 | 12.25 | 3.15 | - | 2.59 | - | - |
| Reimbursable expenses repaid | - | - | 11.05 | 10.94 | 0.08 | - | 2.59 | - | - |
| Closing balances | - | - | - | - | - | - | - | - | - |
| Non-current investments | - | 3,000.00 | 225.00 | 5.00 | 744.90 | 499.00 | 2,002.50 | 123.30 | 123.30 |
| Loans given | - | 801.23 | - | 44.37 | 20.00 | 954.89 | 56.85 | - | - |
| Loans taken | 93.05 | - | - | - | - | - | - | - | - |
| Interest receivable on loan given | - | 36.24 | - | 10.89 | 13.64 | 71.08 | 3.14 | - | - |
| Interest payable on loan taken | - | - | - | - | - | - | - | - | - |
| Trade payables | - | - | - | - | - | 40.76 | - | - | - |
| Trade Receivable | - | 0.16 | - | 0.09 | - | - | - | - | - |

For the year ended March 31, 2021

(ii) Transactions with key managerial personnel and enterprises in which key managerial personnel or their relatives exercise significant influence

| Particulars | Navjeet Singh Sobti | Navjeet Singh Sobti (HUF) | Jagdeep Singh | Govind Prasad Agrawal | Gurpreet N.S. Sobti | Ajay Pratap | Parmeet Kaur |
|-------------------------|---------------------|---------------------------|---------------|-----------------------|---------------------|-------------|--------------|
| Income | | | | | | | |
| Brokerage received | - | - | 1.65 | 0.02 | - | - | 0.23 |
| Delay Payment charges | - | - | - | 0.00 | - | - | 0.04 |
| Depository charges | - | - | 0.13 | 0.00 | - | - | 0.03 |
| Expenses | | | | | | | |
| Rent paid | - | - | - | - | 36.00 | - | - |
| Managerial remuneration | 17.48 | - | 23.24 | - | - | 15.51 | - |

Notes to the standalone financial statements for the year ended March 31, 2021

(All amounts are Rupees in lacs unless otherwise stated)

For the year ended March 31, 2020

- (i) Transactions with holding, subsidiaries, enterprises in respect of which the Company is an associate and enterprises in which key management personnel or their relatives exercise significant influence

| Particulars | ACMS | AFL | ACPL | AWAL | SHSL | AGICL | RSFPL | NSPPL |
|---------------------------|------|-------|------|------|------|--------|-------|-------|
| Income | | | | | | | | |
| Sale of bonds | - | 86.83 | - | - | - | - | - | - |
| Professional Fee | - | - | - | - | - | - | - | - |
| Interest received | - | 17.79 | - | 3.45 | 5.54 | 42.69 | - | 3.00 |
| Rent received | - | - | - | - | - | - | - | - |
| Recovery of expenses | - | - | - | - | - | 601.46 | - | - |
| Brokerage received | 0.18 | 0.13 | - | - | - | - | - | - |
| Delayed payment charges | 0.01 | - | - | - | - | - | - | - |
| Depository charges | 0.11 | 0.05 | - | - | - | - | - | - |
| Expenditure | | | | | | | | |
| Purchase of bonds | - | 79.78 | - | - | - | - | - | - |
| Interest paid | 1.81 | 4.04 | - | - | - | - | - | - |
| Professional Charged Paid | - | - | - | - | - | 980.85 | - | - |
| Rent Paid | - | - | - | - | - | - | - | - |
| Brokerage Paid | - | - | - | - | - | - | - | - |

| Particulars | ACMS | AFL | ACPL | AWAL | SHSL | AGICL | ADAL | NSPPL | AIRPL |
|--|--------|----------|--------|-------|--------|----------|------|----------|-------|
| Loan granted | - | 511.80 | - | 86.55 | 33.36 | 1,161.00 | - | 27.55 | - |
| Loan granted – repayment received | - | 387.03 | - | 73.74 | 153.05 | 794.75 | - | 34.45 | - |
| Loan Taken | 225.26 | 162.25 | - | - | - | - | - | - | - |
| Loan Taken - repayment | 225.91 | 262.25 | - | - | - | - | - | - | - |
| Interest receivable | - | 17.79 | - | 3.45 | 5.54 | 42.69 | - | 3.00 | - |
| Interest receivable – repayment received | - | 38.97 | - | 0.08 | 10.18 | 9.66 | - | 0.22 | - |
| Interest payable | 1.81 | 4.04 | - | - | - | - | - | - | - |
| Interest payable - repayment | 19.13 | 1.36 | - | - | - | - | - | - | - |
| Purchase of Investment | - | - | - | - | - | - | - | - | - |
| Reimbursable expenditure incurred | 0.23 | 31.74 | 5.10 | 6.09 | 4.55 | 36.34 | - | 1.58 | - |
| Reimbursable expenditure repaid | 0.23 | 31.74 | 4.83 | 0.91 | 1.41 | 15.93 | - | 1.31 | - |
| Closing balances | | | | | | | | | |
| Non-current investments | - | 3,000.00 | 225.00 | 5.00 | 744.90 | 499.00 | - | 2,002.50 | 15.30 |
| Trade receivables | - | - | - | - | - | - | - | - | - |
| (Loan Given) | - | 243.18 | - | 40.81 | 3.86 | 667.36 | - | 30.10 | - |
| (Loan Taken) | - | - | - | - | - | - | - | - | - |
| (Advances Given) | - | - | 0.27 | 5.18 | 3.14 | 20.41 | - | 0.27 | - |
| (Intt Receivable on Loan Given) | - | 16.53 | - | 6.48 | 17.97 | 41.62 | - | 12.04 | - |
| (Intt Payable on Loan Given) | 1.63 | 3.63 | - | - | - | - | - | - | - |
| Trade payables | 3.82 | - | - | - | - | 21.98 | - | - | - |

- (ii) Transactions with key management personnel and enterprises in which key management personnel or their relatives exercise significant influence

| Particulars | Navjeet Singh Sobti | Navjeet Singh Sobti (HUF) | Jagdeep Singh | Govind Prasad Agrawal | Gurpreet N.S. Sobti | Ajay Pratap | Parmeet Kaur |
|-------------------------------|---------------------|---------------------------|---------------|-----------------------|---------------------|-------------|--------------|
| Income | | | | | | | |
| Brokerage received | - | - | 0.72 | - | - | - | 0.54 |
| Delayed payment charges | - | - | - | - | - | - | 0.37 |
| Depository charges | 0.01 | - | 0.04 | - | 0.00 | - | 0.02 |
| Expenditure | | | | | | | |
| Rent Paid | - | - | - | - | 36.00 | - | - |
| Donation Paid | - | - | - | - | - | - | - |
| Expenditure on CSR activities | - | - | - | - | - | - | - |
| Managerial remuneration | 22.57 | - | 45.00 | - | - | 22.56 | - |

Notes to the standalone financial statements for the year ended March 31, 2021

(All amounts are Rupees in lacs unless otherwise stated)

Terms and conditions of transactions with the related parties

- i) The terms and conditions of the transactions with key management personnel were no more favorable than those available, or which might reasonably be expected to be available, on similar transactions to non-key management personnel related entities on an arm's length basis.
- ii) All outstanding balances with these related parties are priced on an arm's length basis and are to be settled in cash. None of the balances are secured.

46 Fair value measurement and financial instruments

a) Financial instruments – by category and fair values hierarchy

The following table shows the carrying amounts and fair value of financial assets and financial liabilities, including their levels in the fair value hierarchy.

i) As at March 1, 2020

| Particulars | Carrying value | | | | Fair value measurement using | | |
|---------------------------------------|----------------|-------|------------------|------------------|------------------------------|---------|---------|
| | FVTPL | FVOCI | Amortised cost | Total | Level 1 | Level 2 | Level 3 |
| Financial assets | | | | | | | |
| Cash and cash equivalents | - | - | 430.16 | 430.16 | - | - | - |
| Bank balances other than above | - | - | 482.98 | 482.98 | - | - | - |
| Receivables | | | | | | | |
| Trade receivables | - | - | 1,169.40 | 1,169.40 | - | - | - |
| Other receivables | - | - | - | - | - | - | - |
| Loans | - | - | 989.11 | 989.11 | - | - | - |
| Investments | 145.78 | - | 6,572.15 | 6,717.93 | 139.02 | 6.76 | - |
| Inventories | 186.92 | - | - | 186.92 | 186.92 | - | - |
| Other financial assets | - | - | 665.33 | 665.33 | - | - | - |
| Total | 332.71 | - | 10,309.13 | 10,641.84 | | | |
| Financial liabilities | | | | | | | |
| Payables | | | | | | | |
| Trade payables | - | - | 210.68 | 210.68 | - | - | - |
| Other payables | - | - | 702.50 | 702.50 | - | - | - |
| Borrowings other than debt securities | - | - | 846.96 | 846.96 | - | - | - |
| Other financial liabilities | - | - | 282.64 | 282.64 | - | - | - |
| Total | - | - | 2,042.78 | 2,042.78 | | | |

ii) As at March 31, 2021

| Particulars | Carrying value | | | | Fair value measurement using | | |
|---------------------------------------|----------------|-------|------------------|------------------|------------------------------|---------|---------|
| | FVTPL | FVOCI | Amortised cost | Total | Level 1 | Level 2 | Level 3 |
| Financial assets | | | | | | | |
| Cash and cash equivalents | - | - | 266.78 | 266.78 | - | - | - |
| Bank balances other than above | - | - | 1,011.58 | 1,011.58 | - | - | - |
| Receivables | | | | | | | |
| Trade receivables | - | - | 1,313.35 | 1,313.35 | - | - | - |
| Other receivables | - | - | - | - | - | - | - |
| Loans | - | - | 1,881.05 | 1,881.05 | - | - | - |
| Investments | 336.74 | - | 6,572.15 | 6,908.89 | 329.98 | 6.76 | - |
| Inventories | 620.40 | - | - | 620.40 | 620.40 | - | - |
| Other financial assets | - | - | 674.19 | 674.19 | - | - | - |
| Total | 957.14 | - | 11,719.10 | 12,676.24 | | | |
| Financial liabilities | | | | | | | |
| Non-current | | | | | | | |
| Payables | | | | | | | |
| Trade payables | - | - | 225.69 | 225.69 | - | - | - |
| Other payables | - | - | 1,452.17 | 1,452.17 | - | - | - |
| Borrowings other than debt securities | - | - | 996.34 | 996.34 | - | - | - |
| Other financial liabilities | - | - | 248.51 | 248.51 | - | - | - |
| Total | - | - | 2,922.72 | 2,922.72 | | | |

Notes to the standalone financial statements for the year ended March 31, 2021

(All amounts are Rupees in lacs unless otherwise stated)

Level 1: It includes financial instruments measured using quoted prices.

Level 2: The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. The fair value of financial assets and liabilities included in Level 3 is determined in accordance with generally accepted pricing models based on discounted cash flow analysis using prices from observable current market transactions and dealer quotes of similar instruments.

The Company's borrowings have been contracted at floating rates of interest. Accordingly, the carrying value of such borrowings (including interest accrued but not due) which approximates fair value.

The carrying amounts of trade receivables, trade payables, cash and cash equivalents and other financial assets and liabilities, approximates the fair values, due to their short-term nature. Fair value of financial assets and security deposits is similar to the carrying value as there is no significant differences between carrying value and fair value.

The fair value for security deposits were calculated based on discounted cash flows using a current lending rate. They are classified as level 3 fair values in the fair value hierarchy due to the inclusion of unobservable inputs including counterparty credit risk.

Valuation processes

The Management performs the valuations of financial assets and liabilities required for financial reporting purposes on a periodic basis, including level 3 fair values.

b) Financial risk management

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

- Credit risk
- Liquidity risk
- Interest rate risk

Risk management framework

The Company's Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Board of Directors have authorised senior management to establish the processes and ensure control over risks through the mechanism of properly defined framework in line with the businesses of the company.

The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risks limits and controls, to monitor risks and adherence to limits. Risk management policies are reviewed regularly to reflect changes in market conditions and the Company's activities.

The Company has policies covering specific areas, such as interest rate risk, foreign currency risk, other price risk, credit risk, liquidity risk, and the use of derivative and non-derivative financial instruments. Compliance with policies and exposure limits is reviewed on a continuous basis.

(i) Credit risk

The maximum exposure to credit risks is represented by the total carrying amount of these financial assets in the balance sheet

| Particulars | As at March 31, 2021 | As at March 31, 2020 |
|--|-------------------------|-------------------------|
| Trade receivables | 1,313.35 | 1,169.40 |
| Cash and cash equivalents | 266.78 | 430.16 |
| Bank balances other than cash and cash equivalents | 1,011.58 | 482.98 |
| Investments | 6,908.89 | 6,717.93 |
| Inventories | 620.40 | 186.92 |
| Loans | 1,881.05 | 989.11 |
| Other financial assets | 674.19 | 665.33 |

Notes to the standalone financial statements for the year ended March 31, 2021

(All amounts are Rupees in lacs unless otherwise stated)

b). Financial risk management (continued)

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers.

The Company's credit risk is primarily to the amount due from customer and investments. The Company maintains a defined credit policy and monitors the exposures to these credit risks on an ongoing basis. Credit risk on cash and cash equivalents is limited as the Company generally invests in deposits with scheduled commercial banks with high credit ratings assigned by domestic credit rating agencies.

The maximum exposure to the credit risk at the reporting date is primarily from trade receivables. Trade receivables are unsecured and are derived from revenue earned from customers primarily located in India. The Company does monitor the economic environment in which it operates. The Company manages its Credit risk through credit approvals, establishing credit limits and continuously monitoring credit worthiness of customers to which the Company grants credit terms in the normal course of business.

On adoption of Ind AS 109, the Company uses expected credit loss model to assess the impairment loss or gain. The Company establishes an allowance for impairment that represents its expected credit losses in respect of trade receivable. The management uses a simplified approach (i.e. based on lifetime ECL) for the purpose of impairment loss allowance, the company estimates amounts based on the business environment in which the Company operates, and management considers that the trade receivables are in default (credit impaired) when counterparty seems partly or fully doubtful to pay its obligations.

When a trade receivable is credit impaired, it is written off against trade receivables and the amount of the loss is recognised in the income statement. Subsequent recoveries of amounts previously written off are credited to the income statement.

Trade receivables as at year end primarily relate to revenue generated from rendering of services.

Trade receivables are generally realised within the credit period.

This definition of default is determined by considering the business environment in which entity operates and other macro-economic factors. Further, the Company does not anticipate any material credit risk of any of its other receivables.

Movement in the allowance for impairment in respect of trade receivables:

| Particulars | For the year ended March 31, 2021 | For the year ended March 31, 2020 |
|---|--------------------------------------|--------------------------------------|
| Balance at the beginning | 73.65 | 43.85 |
| Impairment loss recognised / (reversed) | 28.09 | 29.80 |
| Balance at the end | 101.74 | 73.65 |

(ii) Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are fallen due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

The Company believes that its liquidity position, including total cash (including bank deposits under lien and excluding interest accrued but not due) of Rs. 1278.35 lac as at March 31, 2021 (March 31, 2020: Rs. 913.98 lac) and the anticipated future internally generated funds from operations will enable it to meet its future known obligations in the ordinary course of business.

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of credit facilities to meet obligations when due. The Company's policy is to regularly monitor its liquidity requirements to ensure that it maintains sufficient reserves of cash and funding from group companies to meet its liquidity requirements in the short and long term.

Notes to the standalone financial statements for the year ended March 31, 2021

(All amounts are Rupees in lacs unless otherwise stated)

b). Financial risk management (continued)

The Company's liquidity management process as monitored by management, includes the following:

- Day to day funding, managed by monitoring future cash flows to ensure that requirements can be met.
- Maintaining rolling forecasts of the Company's liquidity position on the basis of expected cash flows.

Exposure to liquidity risk

The following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted, and includes interest accrued but not due on borrowings.

| As at March 31, 2021 | Carrying amount | Contractual cash flows | | |
|--------------------------------|-----------------|------------------------|--------------------|-----------------|
| | | Less than one year | More than one year | Total |
| Borrowings | 996.34 | 654.72 | 341.63 | 996.34 |
| Security refundable | 69.84 | - | 69.84 | 69.84 |
| Interest accrued on borrowings | - | - | - | - |
| Trade payables | 225.69 | 225.69 | - | 225.69 |
| Other payables | 1,452.17 | 1,452.17 | - | 1,452.17 |
| Expenses payable | 84.16 | 84.16 | - | 84.16 |
| Employee related payables | 94.51 | 94.51 | - | 94.51 |
| Total | 2,922.72 | 2,511.24 | 411.47 | 2,922.72 |

| As at March 31, 2020 | Carrying amount | Contractual cash flows | | |
|--------------------------------|-----------------|------------------------|--------------------|-----------------|
| | | Less than one year | More than one year | Total |
| Borrowings | 846.96 | 494.07 | 352.90 | 846.96 |
| Security refundable | 45.22 | - | 45.22 | 45.22 |
| Interest accrued on borrowings | 5.27 | 5.27 | - | 5.27 |
| Trade payables | 210.68 | 210.68 | - | 210.68 |
| Other payables | 702.50 | 702.50 | - | 702.50 |
| Expenses payable | 135.17 | 135.17 | - | 135.17 |
| Employee related payables | 96.98 | 96.98 | - | 96.98 |
| Total | 2,042.78 | 1,644.66 | 398.12 | 2,042.78 |

The above amounts reflects the contractual undiscounted cash flows which may differ from the carrying value of the liabilities at the reporting date.

iii) Market risk

Market risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, the Company mainly has exposure to one type of market risk namely: interest rate risk. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

Interest rate risk

Interest rate risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's main interest rate risk arises from long-term borrowings with variable rates, which expose the Company to cash flow interest rate risk.

Exposure to interest rate risk

The Company's interest rate risk arises majorly from the term loans from banks carrying floating rate of interest. These obligations exposes the Company to cash flow interest rate risk. Since the Company has no variable borrowing rates in the current year, the Company is not exposed to interest rate risk.

Notes to the standalone financial statements for the year ended March 31, 2021

(All amounts are Rupees in lacs unless otherwise stated)

47 Capital Management

For the purpose of the Company's capital management, capital includes issued equity share capital and all other equity reserves attributable to the equity holders of the Company.

Management assesses the Company's capital requirements in order to maintain an efficient overall financing structure. The Company manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets.

To maintain or adjust the capital structure, the Company may return capital to shareholders, raise new debt or issue new shares.

The Company monitors capital on the basis of the debt to capital ratio, which is calculated as interest-bearing debts divided by total capital (equity attributable to owners of the parent plus interest-bearing debts).

| Particulars | As at March 31, 2021 | As at March 31, 2020 |
|---|-------------------------|-------------------------|
| Borrowings | 996.34 | 846.96 |
| Less: Cash and cash equivalents | (266.78) | (430.16) |
| Adjusted net debt (A) | 729.56 | 416.81 |
| Total equity (B) | 12,965.56 | 12,520.78 |
| Adjusted net debt to adjusted equity ratio (A/B) | 5.63% | 3.33% |

48 Share-based payment

The Board of Directors at its meeting held January 3, 2008, approved an issue of stock options up to a maximum of 5% of the then issued equity capital of the Company aggregating to 4,500,000 equity shares of the face value of Rs. 6 each in a manner provided in the SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines 1999 subject to the approval of the shareholders. The shareholders of the Company vide their special resolution passed through postal ballot on March 4, 2008 approved the issue of equity shares of the Company. The scheme was further amended by the Board of Directors on March 5, 2010 and subsequently by the shareholders of the Company on April 13, 2010 to increase the number of options from 45,00,000 options to 1,50,00,000 options, convertible into equal number of equity shares.

The compensation committee in its meeting held on 26th August 2019 has allotted 44,00,000 options under series "G" to eligible employees of the company/its subsidiary company. However, options granted under series A to F are exercised or lapsed.

The compensation committee in its meeting held on 14th September 2020 has allotted 3,00,000 options under series "H" to eligible employees of the company/its subsidiary company.

A compensation committee comprising independent members of the Board of Directors administers the scheme.

ESOPs to directors of the Company

| Particulars | As at March 31, 2021 | As at March 31, 2020 |
|---|-------------------------|-------------------------|
| Options outstanding at beginning of the period | 500,000 | - |
| Add: New options granted during the period | - | 500,000 |
| Less: Options exercised | - | - |
| Less: Options lapsed | - | - |
| Options outstanding at end of the period | 500,000 | 500,000 |
| Options exercisable at end of the period | 500,000 | 500,000 |

ESOPs to persons other than directors of the Company

| Particulars | As at March 31, 2021 | As at March 31, 2020 |
|---|-------------------------|-------------------------|
| Options outstanding at beginning of the period | 3,900,000 | 40,000 |
| Add: New options granted during the period | 300,000 | 3,900,000 |
| Less: Options exercised | - | - |
| Less: Options lapsed | (500,000) | (40,000) |
| Options outstanding at end of the period | 3,700,000 | 3,900,000 |
| Options exercisable at end of the period | 3,700,000 | 3,900,000 |

No option were exercised during last 3 years

No options were exercised during the year ended March 31, 2021.

Notes to the standalone financial statements for the year ended March 31, 2021

(All amounts are Rupees in lacs unless otherwise stated)

Details of options outstanding at the year end with the range of exercise price and weighted average remaining contractual life:

| Employees entitled | No. of options | Vesting conditions | Weighted contractual life of options (in years) |
|--------------------|----------------|---|---|
| 10 | 4,200,000 | Vesting options would be subject to continued employment with company for two years from date of grant of options | 3.5 |

The Company approved the following grants to select senior level executives of the Company in accordance with the stock option scheme.

| Grant date | Exercise price | Options granted | Options vested and exercisable | Options unvested | Options exercised | Options cancelled | Options outstanding |
|---------------|----------------|------------------|--------------------------------|------------------|-------------------|-------------------|---------------------|
| 2nd Sep 2019 | 10.00 | 44,00,000 | - | 44,00,000 | - | 5,00,000 | 39,00,000 |
| 24th Sep 2020 | 10.00 | 3,00,000 | - | 3,00,000 | - | - | 3,00,000 |
| Total | | 47,00,000 | - | 47,00,000 | - | 5,00,000 | 42,00,000 |

Fair value of options granted:

The fair value at grant date is determined using the Black Scholes Model. Expected volatility has been determined using historical fluctuation in share issue prices of the Company.

| Grant date | No. of options granted | Weighted average fair value (in Rs.) |
|---------------|------------------------|--------------------------------------|
| 2nd Sep 2019 | 44,00,000 | 4.50 |
| 24th Sep 2020 | 3,00,000 | 4.50 |

Range of exercise prices and weighted average remaining contractual life

| Particulars | No. of options granted | Range of exercise prices (in Rs.) | Weighted average exercise price (in Rs.) | Weighted average remaining contractual life (in years) |
|--------------------------------------|------------------------|-----------------------------------|--|--|
| Outstanding at beginning of the year | 4,400,000 | 26.25 | 26.25 | - |
| Granted during the year | 300,000 | 10.00 | 10.00 | 3.5 |
| Expired/ cancelled during the year | -500,000 | 26.25 | 26.25 | - |
| Exercised during the year | - | - | - | - |
| Outstanding at end of the year | 4,200,000 | 10.00 | 10.00 | 3.5 |
| Exercisable at end of the year | | | | |

The weighted average market price of equity shares for options exercised during the year is Rs Nil (previous year Nil).

Key assumptions used in Black Scholes Model for calculating fair value as on the date of respective grants

| Particulars | As at March 31, 2021 | As at March 31, 2020 |
|---|----------------------|----------------------|
| Dividend yield (%) | - | - |
| Expected volatility (%) | 56.10% | 56.10% |
| Risk-free interest rate (%) | 6.16% | 6.16% |
| Weighted average share price (in Rs.) | N.A | N.A |
| Exercise price (in Rs.) | 10 | 10 |
| Carrying amount of liability-included in employee benefit obligations | 94.88 | 38.50 |

Expense arising from share-based payment transactions

Total expenses arising from share-based payment transactions recognised in profit or loss as part of employee benefit expense were as follows:

Notes to the standalone financial statements for the year ended March 31, 2021

(All amounts are Rupees in lacs unless otherwise stated)

Share based payment expenses/(Income)

| | Year ended March 31, 2021 | Year ended March 31, 2020 |
|--|------------------------------|------------------------------|
| Employee option plan | 56.38 | 38.50 |
| Total employee share-based payment expense/(Income) | 56.38 | 38.50 |

49 Income taxes

A. Amounts recognised in profit or loss

| Current tax expense | March 31, 2021 | March 31, 2020 |
|--|----------------|-----------------|
| Current year | 134.23 | 12.55 |
| Adjustment for prior years | (70.27) | (9.31) |
| | 63.96 | 3.24 |
| Deferred tax expense | | |
| Change in recognised temporary differences | 73.30 | (152.85) |
| | 73.30 | (152.85) |
| Total tax expense | 137.27 | (149.60) |

B. Amounts recognised in Other Comprehensive Income

| | March 31, 2021 | | | March 31, 2020 | | |
|---|----------------|-----------------------|--------------|----------------|-----------------------|--------------|
| | Before tax | Tax (Expense)/ Income | Net of tax | Before tax | Tax (Expense)/ Income | Net of tax |
| Remeasurements of defined benefit liability | 16.99 | (4.95) | 12.04 | 52.67 | (15.34) | 37.33 |
| | 16.99 | (4.95) | 12.04 | 52.67 | (15.34) | 37.33 |

C. Reconciliation of effective tax rate

| | March 31, 2021 | | March 31, 2020 | |
|---|----------------|---------------|----------------|-----------------|
| | Rate | Amount | Rate | Amount |
| Profit before tax | 0.26 | 505.94 | 0.26 | (120.09) |
| Tax using the Company's domestic tax rate (A) | | 131.54 | | (31.22) |
| Tax effect of: | | | | |
| Non-taxable income | | (67.58) | | 34.47 |
| Deferred Tax | | 73.30 | | (37.09) |
| MAT credit entitlement | | - | | (115.76) |
| Total (B) | | 5.72 | | (118.38) |
| (A)+(B) | | 137.27 | | (149.60) |

D. Movement in deferred tax balances

| | As at March 31, 2020 | Recognized in P&L | Recognized in OCI | As at March 31, 2021 |
|---|----------------------------|----------------------|----------------------|----------------------------|
| Deferred Tax Assets | | | | |
| Employee benefits | 22.79 | 9.29 | -4.95 | 27.13 |
| Property, plant and equipment and intangibles | 67.75 | -0.04 | - | 67.71 |
| Investment property | 40.30 | - | - | 40.30 |
| Trade receivables | 19.15 | 7.30 | - | 26.45 |
| Investments | 129.80 | -90.34 | - | 39.46 |

Notes to the standalone financial statements for the year ended March 31, 2021

(All amounts are Rupees in lacs unless otherwise stated)

| | | | | |
|---------------------------------------|---------------|----------------|----------------|---------------|
| Security deposit | - | - | - | - |
| Leases | 9.42 | 0.49 | - | 9.90 |
| MAT credit entitlement | 115.76 | - | - | 115.76 |
| Borrowings | - | - | - | - |
| Other non-current liabilities | - | - | - | - |
| Sub- Total (a) | 404.97 | (73.30) | (-4.95) | 326.72 |
| Deferred Tax Liabilities | | | | |
| Security deposit | - | - | - | - |
| Inventory | - | - | - | - |
| Sub- Total (b) | - | - | - | - |
| | | | | |
| Net Deferred Tax Asset (a)-(b) | 404.97 | (73.30) | (-4.95) | 326.72 |

| | As at March 31, 2019 | Recognized in P&L | Recognized in OCI | As at March 31, 2020 |
|---|----------------------------|----------------------|----------------------|----------------------------|
| Deferred Tax Assets | | | | |
| Employee benefits | 31.70 | 6.42 | (15.34) | 22.79 |
| Property, plant and equipment and intangibles | 69.74 | (1.98) | - | 67.75 |
| Investment property | 14.62 | 25.68 | - | 40.30 |
| Trade receivables | 12.20 | 6.95 | - | 19.15 |
| Investments | 132.74 | (2.94) | - | 129.80 |
| Security deposit | 0.39 | (0.39) | - | - |
| Leases | - | 9.42 | - | 9.42 |
| MAT credit entitlement | - | 115.76 | - | 115.76 |
| Borrowings | 0.39 | (0.39) | - | - |
| Other non-financial liabilities | 5.81 | (5.81) | - | - |
| Sub- Total (a) | 267.59 | 152.71 | (15.34) | 404.97 |
| Deferred Tax Liabilities | | | | |
| Security deposit | (4,744.00) | 4,744.00 | - | - |
| Inventory | (9,090.00) | 9,090.00 | - | - |
| Sub- Total (b) | (13,834.00) | 13,834.00 | - | - |
| | | | | |
| Net Deferred Tax Asset (a)-(b) | (13,566.41) | 13,986.71 | (15.34) | 404.97 |

50 There are no borrowing costs that have been capitalised during the year ended March 31, 2021 and March 31, 2020.

51 There have been no events after the reporting date that require adjustment/disclosure in these financial statements.

Notes to the standalone financial statements for the year ended March 31, 2021

(All amounts are Rupees in lacs unless otherwise stated)

- 52** The novel coronavirus (COVID-19) pandemic continues to spread across the globe including India. COVID-19 has taken its toll on not just human life, but business and financial markets too. With substantial increase in COVID-19 cases across different parts of the country, governments have introduced a variety of measures to contain the spread of virus, including lockdowns and restrictions on movement of people and goods across geographies. Stock broking services being part of capital market operations have been declared as essential services and accordingly the company has faced no business interruption on account of lockdown in case there is disruption in the functioning of capital markets the business of the company may be affected. There has been no material change in the controls or processes followed in the closing of the financial statement of the company. The management has, at the time of approving the financial statements, assessed the potential impact of the COVID-19 pandemic on the company. Based on the current assessment the management is of the view that impact of COVID-19 on the operations of the company and the carrying value of assets and liabilities is minimal. The ongoing COVID-19 situation may result in some changes in overall economic and market conditions, which may in turn have an impact on the operations of the company.
- 53** Under Ind AS prior period errors are not allowed to be recognised. Hence in compliance with the requirement of Ind AS, the figures of year ending as on March 31, 2020 have been re-stated by reversing GST part on some operational expenses as wrongly accounted as expenses, financial outcome of this re-statement is increase of profit and decrease of liability by Rs. 19.91 lac in financial year 2019-20..
- 54** Previous year's figures have been regrouped / reclassified as per the current year's presentation for the purpose of comparability.

For **Mohan Gupta & Co.**
Chartered Accountants
Firm registration No. 006519N

Himanshu Gupta
Partner
Membership No.: 527863
UDIN - 21527863AAAAHC3991

Place: New Delhi
Date: 24 June 2021

For and on behalf of the Board of Directors of
Almondz Global Securities Limited

Navjeet Singh Sobti
Managing Director
DIN: 00008393

Ajay Pratap
Company Secretary and
Vice President of Corporate Affairs
Membership No.: F8480

Place: New Delhi
Date: 24 June 2021

Jagdeep Singh
Whole-time Director
DIN: 00008348

Rajeev Kumar
Chief Financial Officer
PAN: ALPPK5252J

INDEPENDENT AUDITOR'S REPORT

To the Members of ALMONDZ GLOBAL SECURITIES LIMITED

Report on the Consolidated Financial Statements

Opinion

We have audited the Consolidated financial statements of ALMONDZ GLOBAL SECURITIES LIMITED (hereinafter referred to as "the holding company"), its subsidiaries (the holding company and its subsidiaries together referred to as "the group") and its associates, which comprising of the consolidated balance sheet as at 31st March 2021, and the consolidated statement of Profit and Loss (Including Other Comprehensive Income), the consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the reports of the other auditors on separate financial statements and on the other financial information of the subsidiaries and associate the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ('Act') in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including Indian Accounting Standards ('Ind AS') specified under section 133 of the Act, of the consolidated state of affairs of the Group and its associate, as at 31 March 2021, and their consolidated profit (including other comprehensive income), consolidated cash flows and the consolidated changes in equity for the year ended on that date.

Basis for Opinion

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated Ind AS financial statements for the financial year ended March 31, 2021. These matters were addressed in the context of our audit of the consolidated Ind AS financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

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

including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying Ind AS financial statements.

| Key Audit Matters | How our audit addressed the key audit matter |
|--|--|
| 1. IT systems and controls | |
| The financial accounting and reporting systems of the Company are fundamentally reliant on IT systems and IT controls to process significant transaction volumes. Automated accounting procedures and IT environment controls, which include IT governance, general IT controls over program development and changes, access to programs and data and IT operations, are required to be designed and to operate effectively to ensure accurate financial reporting. Therefore, due to the pervasive nature and complexity of the IT environment, the assessment of the general IT controls and the application controls specific to the accounting and preparation of the financial information is considered to be a key audit matter | <p>We performed the following procedures assisted by specialized IT auditors on the IT infrastructure and applications relevant to financial reporting:</p> <ul style="list-style-type: none"> Tested the design and operating effectiveness of IT access controls over the information systems that are important to financial reporting and various interfaces, configuration and other identified application controls. Tested IT general controls (logical access, changes management and aspects of IT operational controls). This included testing that requests for access to systems were appropriately reviewed and authorized. Tested the Company's periodic review of access rights. We also inspected requests for changes to systems for appropriate approval and authorization. In addition to the above, we tested the design and operating effectiveness of certain automated and IT dependent manual controls that were considered as key internal controls over financial reporting. Tested the design and operating effectiveness compensating controls in case deficiencies were identified and, where necessary, extended the scope of our substantive audit procedures. |
| 2. Related party transactions (as described in note 45 to the standalone Ind AS financial statements) | |
| The Company has undertaken transactions with its related parties in the ordinary course of business at arm's length. These include investments in its subsidiaries; lending loans to related parties; revenue nature transactions with related parties, etc. as disclosed in note 45 to the standalone Ind AS financial statements. | <p>Our procedures / testing included the following:</p> <ul style="list-style-type: none"> Obtained and read the Company's policies, processes and procedures in respect of identifying related parties, obtaining approval, recording and disclosure of related party transactions; Read minutes of shareholder meetings, board meetings and minutes of meetings of those charged with governance in connection with Company's |

| | |
|---|---|
| <p>We identified the accuracy and completeness of the related party transactions and its disclosure as set out in respective notes to the financial statements as a key audit matter due to the significance of transactions with related parties and regulatory compliances thereon, during the year ended March 31, 2021.</p> | <p>assessment of related party transactions being in the ordinary course of business at arm's length;</p> <ul style="list-style-type: none"> • Tested, related party transactions with the underlying contracts, confirmation letters and other supporting documents; • Agreed the related party information disclosed in the financial statements with the underlying supporting documents, on a sample basis. |
|---|---|

Other Information

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

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

In connection with our audit of the consolidated Ind AS financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether such other information is materially inconsistent with the consolidated Ind AS financial statements or our knowledge obtained in the auditor otherwise appears to be materially misstated.

When we read such other information, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and to comply with the relevant applicable requirements of the standard on auditing for auditor's responsibility in relation to other information in documents containing audited Ind AS financial statements. We have nothing to report in this regard.

Management's Responsibility and Those Charged with Governance for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation and presentation of these consolidated Ind AS financial statements in terms of the requirements of the Act that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated statement of changes in equity of the Group and its associates in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with [the Companies (Indian Accounting Standards) Rules, 2015, as amended. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the 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 consolidated Ind AS financial statements that give a true and fair view and are free from

material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated Ind AS financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated Ind AS financial statements the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

That respective Board of Directors of the companies included in the Group and its associates are also responsible for overseeing the financial reporting process of the Group and its associates.

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

- Identify and assess the risks of material misstatement of the consolidated Ind AS 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 Holding Company has adequate internal financial controls with reference to Ind AS financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated Ind AS financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the

date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated Ind AS financial statements, including the disclosures, and whether the consolidated Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group of which we are the independent auditors, to express an opinion on the consolidated Ind AS financial statements. We are responsible for the direction, supervision and performance of the audit of the Ind AS financial statements of such entities included in the consolidated Ind AS financial statements of which we are the independent auditors. For the other entities included in the consolidated Ind AS financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

We communicate with those charged with governance of the Holding Company 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

As required by Section 143(3) of the Act, based on our audit and the other financial information of subsidiaries and the associate, we report, to the extent applicable, that:

- (a) We have relied upon have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated Ind AS financial statements;
- (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidation of the Ind AS financial statements have been kept so far as it appears from our examination of those books and reports of the other auditors;
- (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including the Other Comprehensive Income, the Consolidated Cash Flow Statement and Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of the consolidated Ind AS financial statements;

- (d) In our opinion, the aforesaid consolidated Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Accounting Standards) Amendment Rules, 2016;
- (e) On the basis of the written representations received from the directors of the Holding Company as on March 31, 2021 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors who are appointed under Section 139 of the Act, of its subsidiary companies and associate, none of the directors of the Group's companies or its associates incorporated in India is disqualified as on March 31, 2021 from being appointed as a director in terms of Section 164 (2) of the Act;
- (f) With respect to the adequacy and the operating effectiveness of the internal financial controls over financial reporting with reference to these consolidated Ind AS financial statements of the Holding Company and its subsidiary companies and associate, refer to our separate Report in "Annexure-A" this report;
- (g) In our opinion and based on the consideration of reports of other statutory auditors of the subsidiaries and associate, the managerial remuneration for the year ended March 31, 2021 has been paid / provided by the Holding Company, its subsidiaries and its associates to their directors in accordance with the provisions of section 197 read with Schedule V to the Act;
- (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The consolidated Ind AS financial statements disclose the impact of pending litigations on its consolidated financial position of the Group and its associate in its consolidated Ind AS financial statements - Refer Note 48 to the consolidated Ind AS financial statements;
 - ii. The Group, and its associates did not have any material foreseeable losses in long-term contracts including derivative contracts during the year ended March 31, 2021
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company, its subsidiaries or its associates during the year ended March 31, 2021.

For Mohan Gupta & Company
Chartered Accountants
FRN:-0006519N

CA Himanshu Gupta
Partner

Place: New Delhi
Date: 24-06-2021

Membership Number-527863
UDIN: 21527863AAAAHB7879

Annexure - A to the Auditors' Report

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

In conjunction with our audit of the consolidated financial statements of ALMONDZ GLOBAL SECURITIES LIMITED as of and for the year ended March 31, 2021, we have audited the internal financial controls over financial reporting of ALMONDZ GLOBAL SECURITIES LIMITED (hereinafter referred to as the "holding company") and its subsidiary companies, as of that date.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the Holding Company, its subsidiary companies, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Holding company considering the essential components of internal control stated in the Guidance Note 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 Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting with reference to these consolidated financial statements 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, both, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls over financial reporting with reference to these consolidated financial statements.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting with reference to these consolidated financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting with reference to these consolidated financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of Consolidated financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the Consolidated financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion, the Holding Company, and its subsidiary companies, have, maintained in all material respects, an adequate internal financial controls system over financial reporting with reference to these consolidated financial statements and such internal financial controls over financial reporting with reference to these consolidated financial statements were operating effectively as at 31 March 2021, based on the internal control over financial reporting criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Mohan Gupta & Company
Chartered Accountants
FRN:-0006519N

CA Himanshu Gupta
Partner
Membership Number-527863
UDIN: 21527863AAAAHB7879

Place: New Delhi
Date: 24-06-2021

Consolidated Balance Sheet as at 31 March 2021

(All amounts are Rupees in lacs unless otherwise stated)

| | Note | As at March 31, 2021 | As at March 31, 2020 |
|---|------|-------------------------|-------------------------|
| Assets | | | |
| Financial assets | | | |
| Cash and cash equivalents | 3 | 1,380.49 | 1,820.88 |
| Bank balances other than above | 4 | 1,520.66 | 1,064.17 |
| Receivables | | | |
| Trade receivables | 5 | 2,749.69 | 2,459.15 |
| Other receivables | 6 | 75.13 | 76.97 |
| Inventories - financial assets | 7 | 620.40 | 186.92 |
| Loans | 8 | 3,319.89 | 2,421.02 |
| Investments | 9 | 773.78 | 149.39 |
| Investment in associates accounted by using equity method | 54 | 3,836.51 | 2,458.59 |
| Other financial assets | 10 | 923.70 | 941.04 |
| | | 15,200.25 | 11,578.13 |
| Non-financial assets | | | |
| Inventories | 11 | 7.68 | 11.94 |
| Income tax assets (net) | 12 | 298.99 | 1,112.77 |
| Deferred tax assets (net) | 13 | 501.88 | 572.52 |
| Property, plant and equipment | 14 | 617.52 | 682.85 |
| Investment property | 15 | 3,229.44 | 3,289.20 |
| Goodwill | 16 | 28.74 | 28.74 |
| Other intangible assets | 17 | 30.60 | 48.89 |
| Right-of-use assets | 18 | 393.76 | 695.54 |
| Other non-financial assets | 19 | 1,052.67 | 816.98 |
| | | 6,161.28 | 7,259.43 |
| | | 21,361.53 | 18,837.56 |
| Total Assets | | | |
| Liabilities and Equity | | | |
| Liabilities | | | |
| Financial liabilities | | | |
| Payables | | | |
| Trade payables | 20 | 431.15 | 422.63 |
| Other payables | 21 | 1,570.63 | 735.34 |
| Borrowings other than debt securities | 22 | 1,351.51 | 1,392.91 |
| Lease liabilities | 23 | 487.48 | 792.36 |
| Other financial liabilities | 24 | 623.52 | 599.57 |
| | | 4,464.29 | 3,942.81 |
| Non-financial liabilities | | | |
| Income tax liabilities | 25 | - | 1.38 |
| Deferred tax liabilities | 26 | 5.54 | 14.32 |
| Provisions | 27 | 225.44 | 226.65 |
| Other non-financial liabilities | 28 | 290.42 | 282.56 |
| | | 521.40 | 524.91 |
| Equity | | | |
| Equity share capital | 29 | 1,553.10 | 1,553.10 |
| Other equity | 30 | 14,822.74 | 12,816.74 |
| Non-controlling interest | 54 | - | - |
| | | 16,375.84 | 14,369.84 |
| | | 21,361.53 | 18,837.56 |
| Total Liabilities and Equity | | | |

Summary of significant accounting policies
The accompanying notes form an integral part of these financial statements.

1 & 2

As Per our report of even date.

For **Mohan Gupta & Co.**
Chartered Accountants
Firm registration No. 006519N

Himanshu Gupta
Partner
Membership No.: 527863
UDIN - 21527863AAAAHB7879

For and on behalf of the Board of Directors of
Almondz Global Securities Limited

Navjeet Singh Sobti
Managing Director
DIN: 00008393

Ajay Pratap
Company Secretary and
Vice President of Corporate Affairs
Membership No.: F8480

Jagdeep Singh
Whole-time Director
DIN: 00008348

Rajeev Kumar
Chief Financial Officer
PAN: ALPPK5252J

Place: New Delhi
Date: 24 June 2021

Place: New Delhi
Date: 24 June 2021

Consolidated Statement of Profit and Loss for the year ended March 31, 2021

(All amounts are Rupees in lacs unless otherwise stated)

| | Note | For the year ended March 31, 2021 | For the year ended March 31, 2020 |
|--|------|--------------------------------------|--------------------------------------|
| Income | | | |
| Revenue from operations | | | |
| Interest income | 31 | 576.24 | 449.21 |
| Dividend income | 32 | 3.81 | 9.04 |
| Fees and commission income | 33 | 4,598.90 | 5,401.74 |
| Net gain on fair value changes | 34 | 529.73 | 18.91 |
| Other operating income | 35 | 429.35 | 178.01 |
| | | 6,138.03 | 6,056.91 |
| Other income | 36 | 445.80 | 385.41 |
| | | 445.80 | 385.41 |
| Total Income | | 6,583.83 | 6,442.32 |
| Expenses | | | |
| Finance costs | 37 | 254.86 | 245.53 |
| Fees and commission expense | 38 | 2,315.11 | 1,886.95 |
| Net loss on fair value changes | 39 | - | 53.24 |
| Impairment on financial instruments | 40 | 105.04 | 54.99 |
| Purchases of stock in-trade | 41 | 3.94 | 9.57 |
| Changes in inventory held as stock in-trade | 42 | 4.10 | (0.69) |
| Employee benefits expenses | 43 | 1,896.57 | 2,602.33 |
| Depreciation and amortisation | 44 | 257.79 | 333.51 |
| Other expenses | 45 | 1,112.33 | 1,284.72 |
| Total Expenses | | 5,949.74 | 6,470.15 |
| Profit before share of net profits of investments accounted for using equity method and tax | | 634.09 | (27.83) |
| Share of net profit of associates accounted for using equity method | | 1,377.92 | 290.27 |
| Profit before tax | | 2,012.01 | 262.43 |
| Tax expense | | | |
| Current tax | 56 | 199.61 | 68.57 |
| Income tax for earlier years | 56 | (74.83) | (52.79) |
| MAT credit (entitlement) | 56 | - | (136.94) |
| Deferred tax charge | 56 | 40.07 | (68.88) |
| | | 164.85 | (190.04) |
| Profit after tax | | 1,847.16 | 452.48 |
| Other comprehensive income | | | |
| Items that will not be reclassified to profit or loss | | | |
| Remeasurement of defined benefit plans | 43 | 78.06 | 99.12 |
| Income tax relating to these items | 56 | (21.87) | (28.20) |
| Other comprehensive income for the year | | 56.19 | 70.92 |
| Total comprehensive income | | 1,903.35 | 523.40 |
| Profit attributable to: | | | |
| Equity holders of the holding company | | 1,847.16 | 452.48 |
| Non-controlling interest | | - | - |
| | | 1,847.16 | 452.48 |
| Other comprehensive income attributable to: | | | |
| Equity holders of the holding company | | 56.19 | 70.92 |
| Non-controlling interest | | - | - |
| | | 56.19 | 70.92 |
| Total comprehensive income attributable to: | | | |
| Equity holders of the holding company | | 1,903.35 | 523.40 |
| Non-controlling interest | | - | - |
| | | 1,903.35 | 523.40 |
| Earnings per equity share (in Rs.): | 46 | | |
| Nominal value of Rs. 6 each (Previous year Rs. 6 each) | | | |
| Basic earning per share | | 7.14 | 1.75 |
| Diluted earning per share | | 6.92 | 1.88 |

As Per our report of even date.

For **Mohan Gupta & Co.**
Chartered Accountants
Firm registration No. 006519N

Himanshu Gupta
Partner
Membership No.: 527863
UDIN - 21527863AAAAHB7879

For and on behalf of the Board of Directors of
Almondz Global Securities Limited

Navjeet Singh Sobti
Managing Director
DIN: 00008393

Ajay Pratap
Company Secretary and
Vice President of Corporate Affairs
Membership No.: F8480

Jagdeep Singh
Whole-time Director
DIN: 00008348

Rajeev Kumar
Chief Financial Officer
PAN: ALPPK5252J

Place: New Delhi
Date: 24 June 2021

Place: New Delhi
Date: 24 June 2021

Consolidated Statement of Cash Flows for the year ended March 31, 20201

(All amounts are Rupees in lacs unless otherwise stated)

| | | For the year ended March 31, 2021 | For the year ended March 31, 2020 |
|----------|--|--------------------------------------|--------------------------------------|
| A | Cash flow from operating activities | | |
| | Profit before tax | 2,012.01 | 262.43 |
| | Adjustments for: | | |
| | Depreciation and amortisation of property, plant and equipment and intangibles | 101.16 | 113.80 |
| | Depreciation on investment property | 61.04 | 58.59 |
| | Prior Period Impact of Lease Asset and Depreciation charged to Retained Earnings | 46.27 | |
| | Share of net profit of associates accounted for using equity method | (1,377.92) | (0.00) |
| | (Profit) on disposal of property, plant and equipment (net) | (0.37) | (9.97) |
| | Provision for employee benefits | 81.87 | 142.76 |
| | Dividend income classified as investing cash flows | (3.81) | (0.00) |
| | Impairment on financial instruments | 105.04 | 54.99 |
| | Loss on sale of investment | 221.76 | 0.00 |
| | Employee stock option reserve | 56.38 | 38.50 |
| | Net (gain) on fair value changes | (529.73) | (53.24) |
| | Items of other comprehensive income | | |
| | Liabilities written back | (33.10) | (10.24) |
| | Provisions written back | (48.09) | (30.55) |
| | Interest received on income tax refund | (132.60) | (28.81) |
| | Finance cost | 254.83 | 153.09 |
| | Impact of Lease Liability/Right to use asset (including related Interest & Amortisation Cost) | (3.10) | 96.83 |
| | Other consolidation adjustments | - | - |
| | Operating profit before working capital changes | 811.64 | 788.18 |
| | Movement in working capital | | |
| | (Increase)/decrease in inventories | (429.21) | (18.83) |
| | (Increase)/decrease in trade and other receivables | (393.73) | 964.66 |
| | (Increase)/decrease in loan | (898.87) | 564.49 |
| | (Increase) bank balance other than cash and cash equivalents | (456.49) | 95.72 |
| | Decrease/(increase) in other financial assets | 17.35 | 73.30 |
| | (Increase) in other non-financial assets | (235.70) | (36.29) |
| | Increase/(decrease) in trade and other payables | 843.81 | (495.89) |
| | Increase/(decrease) in other financial liability | 57.34 | (55.55) |
| | Increase in provisions | 43.07 | (56.74) |
| | Increase in other non-financial liability | 7.86 | (107.57) |
| | Cash generated from/ (used in) operations | (632.93) | 1,715.48 |
| | Less: Income tax paid (net of refunds) | 687.61 | (261.16) |
| | Net cash inflow from/ (used in) operating activities (A) | 54.68 | 1,454.32 |
| B | Cash flows from investing activities | | |
| | Receipts from / (Payments for) property, plant and equipment, intangible assets & CWIP | (17.53) | (7.93) |
| | Dividend Income | 3.81 | 0.00 |
| | Proceeds from/(payments for) investment property | (1.28) | 70.10 |
| | Interest income | 132.60 | 28.81 |
| | Change in investment | (316.41) | 40.38 |
| | Movement in non-controlling interest | | - |
| | Net cash inflow from/ (used in) investing activities (B) | (198.81) | 131.36 |

Consolidated Statement of Cash Flows for the year ended March 31, 2020 Cont...

(All amounts are Rupees in lacs unless otherwise stated)

| | | For the year ended March 31, 2021 | For the year ended March 31, 2020 |
|------------|---|--|--|
| C | Cash flows from financing activities | | |
| | (Payments for)/proceeds from borrowings | (41.40) | (640.22) |
| | Interest Paid (Net) | (254.86) | (292.94) |
| | Net cash inflow from/ (used in) financing activities (C) | (296.26) | (933.16) |
| | Net increase (decrease) in cash and cash equivalents (A+B+C) | (440.39) | 652.52 |
| | Cash and cash equivalents at the beginning of the year | 1,820.88 | 1,168.36 |
| | Cash and cash equivalents at the end of the year | 1,380.49 | 1,820.88 |
| | Notes to statement of cash flows: | | |
| (i) | Components of cash and bank balances (refer note 3 and 4) | | |
| | Cash and cash equivalents | | |
| | - Cash on hand | 120.24 | 151.49 |
| | - Deposits with bank (less than 3 months) | | 5.00 |
| | - Balances with banks in current account | 1,260.25 | 1,664.39 |
| | | 1,380.49 | 1,820.88 |

- (ii) There are no reconciliation items between the opening and closing balances in the balance sheet for liabilities arising from financing activities.
- (iii) The above Cash Flow Statement has been prepared in accordance with the "Indirect Method" as set out in the Ind AS - 7 on "Cash Flow Statements" specified under Section 133 of the Companies Act, 2013, as applicable.
- (iv) The above statement of cash flows should be read in conjunction with the accompanying notes 1 to 62.

As Per our report of even date.

For **Mohan Gupta & Co.**
Chartered Accountants
Firm registration No. 006519N

Himanshu Gupta
Partner
Membership No.: 527863
UDIN - 21527863AAAAHB7879

Place: New Delhi
Date: 24 June 2021

For and on behalf of the Board of Directors of
Almondz Global Securities Limited

Navjeet Singh Sobti
Managing Director
DIN: 00008393

Ajay Pratap
Company Secretary and
Vice President of Corporate Affairs
Membership No.: F8480

Place: New Delhi
Date: 24 June 2021

Jagdeep Singh
Whole-time Director
DIN: 00008348

Rajeev Kumar
Chief Financial Officer
PAN: ALPPK5252J

Consolidated Statement of Changes in Equity for the year ended March 31, 2021

(All amounts are Rupees in lacs unless otherwise stated)

A. Equity share capital

| | |
|---|-----------------|
| Balance as at April 1, 2019 | 1,553.10 |
| Change in equity share capital during 2019-20 | - |
| Balance as at March 31, 2020 | 1,553.10 |
| Change in equity share capital during 2020-21 | - |
| Balance as at March 31, 2021 | 1,553.10 |

B. Other equity

| Particulars | Attributable to equity holders of the holding company | | | | | | | | | | Attributable to non-controlling interests |
|---|---|-----------------|----------------------|--------------|-----------------|-----------------|-------------------------------|-------------------|--|------------------|---|
| | Reserves and surplus | | | | | | | | | Total | |
| | Securities premium | Capital reserve | Amalgamation reserve | ESOP reserve | Special reserve | General reserve | Rectification of Lease Rights | Retained earnings | Items of other comprehensive income Remeasurement of defined benefit obligation | | |
| Balance as at April 1, 2019 | 3,966.72 | 810.99 | 1,127.20 | - | 252.07 | 170.00 | - | 5,932.21 | -4.35 | 12,254.84 | - |
| Total comprehensive income for the year | - | - | - | - | - | - | - | 452.48 | - | 452.48 | - |
| Transferred from retained earnings | - | - | - | - | 27.66 | - | - | -27.66 | - | - | - |
| Other comprehensive income | - | - | - | - | - | - | - | - | 70.92 | 70.92 | - |
| Adjustments during the year | - | - | - | 38.50 | - | - | - | - | - | 38.50 | - |
| Balance as at March 31, 2020 | 3,966.72 | 810.99 | 1,127.20 | 38.50 | 279.73 | 170.00 | - | 6,357.03 | 66.57 | 12,816.74 | - |
| Total comprehensive income for the year | - | - | - | - | - | - | - | 1,847.16 | - | 1,847.16 | - |
| Transferred from retained earnings | - | - | - | - | 23.02 | - | - | -23.02 | - | - | - |
| Other comprehensive income | - | - | - | - | - | - | - | - | 56.19 | 56.19 | - |
| Adjustments during the year | - | - | - | 56.38 | - | - | 46.27 | - | - | 102.65 | - |
| Balance as at March 31, 2021 | 3,966.72 | 810.99 | 1,127.20 | 94.88 | 302.75 | 170.00 | 46.27 | 8,181.17 | 122.76 | 14,822.74 | - |

As Per our report of even date.

For **Mohan Gupta & Co.**
Chartered Accountants
Firm registration No. 006519N

Himanshu Gupta
Partner
Membership No.: 527863
UDIN - 21527863AAAAHB7879

For and on behalf of the Board of Directors of
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Managing Director
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Company Secretary and
Vice President of Corporate Affairs
Membership No.: F8480

Jagdeep Singh
Whole-time Director
DIN: 00008348

Rajeev Kumar
Chief Financial Officer
PAN: ALPPK5252J

Place: New Delhi
Date: 24 June 2021

Place: New Delhi
Date: 24 June 2021

Reporting Entity

The Almondz Global Group is involved in the business of providing professional advisory and consultancy services in the areas of equity and debt capital markets, private equity and M&A, infrastructure advisory, equity broking and wealth management, debt portfolio management services and distribution, providing commodity trading platform at MCX and NCDEX to retail and corporate sectors, providing technical and consultancy services in the areas of management, engineering, industrial, technical and financial for infrastructure sectors, receiving brokerage and commission by providing services in the above mentioned sectors, real estate services, health care activities, providing diagnostic and treatment services across all spectrums of eye disorders.

The company along with its subsidiaries its associates have been collectively hereinafter referred to as "the Group".

1. Basis of preparation

(i) Statement of compliance with Indian Accounting Standards:

These consolidated Ind AS financial statements ("the Financial Statements") have been prepared in accordance with the Indian Accounting Standards ('Ind AS') as notified by Ministry of Corporate Affairs ('MCA') under Section 133 of the Companies Act, 2013 ('Act') read with the Companies (Indian Accounting Standards) Rules, 2015, as amended and

other relevant provisions of the Act. The Group has uniformly applied the accounting policies for all the periods presented in these financial statements.

The consolidated financial statements for the year ended March 31, 2021 are financial statements which has been prepared in accordance with Ind AS and other applicable guidelines issued by the Reserve Bank of India (RBI).

The consolidated financial statements for the year ended March 31, 2021 were authorised and approved for issue by the Board of Directors on June 24, 2021.

The significant accounting policies adopted for preparation and presentation of these financial statements are included in Note 2. These policies have been applied consistently, except for the changes in accounting policy for amendments to the standards that were issued effective for annual period beginning on or after April 1, 2019 relating to Ind AS 116 on Leases.

(ii) Principles of consolidation

The consolidated financial statements related to Almondz Global Securities Limited hereinafter referred to as the "Company" and its subsidiaries and its associates together hereinafter referred to as the "Group" comprises the following:

| Name of the Company | Date of Incorporation | Country of Incorporation | % of voting power held as at | |
|---|-----------------------|--------------------------|------------------------------|----------------|
| | | | March 31, 2021 | March 31, 2020 |
| Subsidiaries | | | | |
| Almondz Finanz Limited (AFL) | 12 May 2006 | India | 100%* | 100%* |
| Almondz Commodities Private Limited (ACPL) | 17 August 2005 | India | 100%* | 100%* |
| Almondz Wealth Limited (AWL) | 25 September 2008 | India | 100%* | 100%* |
| Skiffle Healthcare Services Limited (SHSL) | 14 December 2012 | India | 100%* | 100%* |
| Almondz Global Infra- Consultant Limited (AGICL) | 12 December 2013 | India | 100%* | 100%* |
| North Square Projects Private Limited (NSPPL) | 06 August 2012 | India | 100%* | 100%* |
| Associates | | | | |
| Almondz Insolvency Resolutions Services Private Limited | 04 October 2017 | India | 33.33% | 33.33% |
| Premier Alcobev Private Limited | 25 May 2007 | India | 50%* | 50%* |

* including shares of beneficial interest through other persons.

The consolidated financial statements incorporate the financial statements of the Parent company and all its subsidiaries (from the date control is gained, being the entities that it controls). Control is evidenced where the investor is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those return through its power over the investee. The financial statements of the subsidiaries are prepared for the same reporting year as the parent company.

Where necessary, adjustments are made to the financial statements of subsidiaries to align the accounting policies in line with accounting policies of the parent company

The financial statements of subsidiaries acquired or disposed-off during the year are included in the consolidated financial statements from the effective date of acquisition or up to the effective date of disposal, as appropriate. Intra group

balances and transactions, and any unrealised income and expenses arising from intra group transactions are eliminated in preparing the consolidated financial statements.

(iii) Financial and non-financial classification

All assets and liabilities have been classified and presented on the basis of liquidity as financial or non-financial as permitted by Division III of Schedule III to the Act.

(iv) Functional and presentation currency

These consolidated financial statements are presented in Indian Rupees (₹), which is also the Group's functional currency. All amounts have been rounded-off to the nearest lacs, unless otherwise indicated.

(v) Basis of measurement

The consolidated financial statements have been prepared on the historical cost basis except for the following items:

Notes to the consolidated financial statements for the year ended March 31, 2021

| Items | Measurement basis |
|--|---|
| Certain financial assets and liabilities | Fair value |
| Net defined benefit (asset)/ liability | Fair value of plan assets less present value of defined benefit obligations |

(vi) Use of estimates and judgements

The preparation of the Group's consolidated financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the related disclosures. Actual results may differ from these estimates.

Significant management judgements

Recognition of deferred tax assets – The extent to which deferred tax assets can be recognised is based on an assessment of the probability of the future taxable income against which the deferred tax assets can be utilised.

Business model assessment - The Group determines the business model at a level that reflects how groups of financial assets are managed together to achieve a business objective. This assessment includes judgement reflecting all relevant evidence including how the performance of the assets is evaluated and their performance measured, the risks that affect the performance of the assets and how these are managed and how the managers of the assets are compensated. The Group monitors financial assets measured at amortised cost that are derecognised prior to their maturity to understand the reason for their disposal and whether the reasons are consistent with the objective of the business for which the asset was held. Monitoring is part of the Group's continuous assessment of whether the business model for which the remaining financial assets are held continues to be appropriate and if it is not appropriate whether there has been a change in business model and accordingly prospective change to the classification of those assets are made.

Evaluation of indicators for impairment of assets – The evaluation of applicability of indicators of impairment of assets requires assessment of several external and internal factors which could result in deterioration of recoverable amount of the assets.

Classification of leases – Ind AS 116 requires lessees to determine the lease term as the non-cancellable period of a lease adjusted with any option to extend or terminate the lease, if the use of such option is reasonably certain. The Group makes an assessment on the expected lease term on a lease-by-lease basis and thereby assesses whether it is reasonably certain that any options to extend or terminate the contract will be exercised. In evaluating the lease term, the Group considers factors such as any significant leasehold improvements undertaken over the lease term, costs relating to the termination of the lease and the importance of the underlying asset to the Group's operations taking into account the location of the underlying asset and the availability of suitable alternatives. The lease term in future periods is reassessed to ensure that the lease term reflects the current economic circumstances. After considering current and future economic conditions, the Group has concluded that no

changes are required to lease period relating to the existing lease contract.

Expected credit loss (ECL) – The measurement of expected credit loss allowance for financial assets measured at amortised cost requires use of complex models and significant assumptions about future economic conditions and credit behaviour (e.g. likelihood of customers defaulting and resulting losses). The Group makes significant judgements regarding the following while assessing expected credit loss:

- Determining criteria for significant increase in credit risk;
- Establishing the number and relative weightings of forward-looking scenarios for each type of product/market and the associated ECL; and
- Establishing groups of similar financial assets for the purposes of measuring ECL.

Provisions – At each balance sheet date, based on the management judgment, changes in facts and legal aspects, the Group assesses the requirement of provisions against the outstanding contingent liabilities. However, the actual future outcome may be different from this judgement.

Significant estimates

Useful lives of depreciable/amortisable assets – Management reviews its estimate of useful lives, residual values and method of depreciation of depreciable/amortisable assets at each reporting date, based on the expected utility of the assets. Uncertainties in these estimates relate to technical and economic obsolescence that may change the utility of assets.

Defined benefit obligation (DBO) – Management's estimate of the DBO is based on several underlying assumptions such as standard rates of inflation, mortality, discount rate and anticipation of future salary increases. Variation in these assumptions may significantly impact the DBO amount and the annual defined benefit expenses.

Fair value measurements – Management applies valuation techniques to determine the fair value of financial instruments (where active market quotes are not available). This involves developing estimates and assumptions consistent with how market participants would price the instrument.

1.1 Summary of significant accounting policies

(i) Stock-in-trade

A financial instrument is classified as held for trading if it is acquired or incurred principally for selling or repurchasing in the near term, or forms part of a portfolio of financial instruments that are managed together and for which there is evidence of short-term profit taking, or it is a derivative not designated in a qualifying hedge relationship. Trading derivatives and trading securities are classified as held for trading and recognised at fair value.

Goods are valued at lower of cost or net realisable value. Cost comprises of all cost of purchase, cost of conversion

Notes to the consolidated financial statements for the year ended March 31, 2021

and other cost incurred in bringing them to their respective present location and condition. Cost is determined using FIFO method of inventory valuation.

Consumables are valued at lower of cost or net realisable value.

(ii) Cash and cash equivalents

Cash and cash equivalents consist of cash, bank balances in current and short term highly liquid investments that are readily convertible to cash with original maturities of three months or less at the time of purchase.

(iii) Provisions, contingent liabilities and contingent assets

Provisions are recognised only when there is a present obligation, as a result of past events, and when a reliable estimate of the amount of obligation can be made at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates. Provisions are discounted to their present values, where the time value of money is material.

Contingent liability is disclosed for:

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

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

(iv) Property, plant and equipment

Recognition and initial measurement

Property, plant and equipment are stated at their cost of acquisition. The cost comprises purchase price, borrowing cost if capitalisation criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use. Any trade discount and rebates are deducted in arriving at the purchase price.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. All other repair and maintenance costs are recognised in statement of profit and loss.

Subsequent measurement (depreciation method, useful lives and residual value)

Property, plant and equipment are subsequently measured at cost less accumulated depreciation and impairment losses. Depreciation on property, plant and equipment is provided on the written-down value method over the useful life of the assets as prescribed under Part 'C' of Schedule II of the Companies Act, 2013.

| Asset class | Useful life |
|------------------------|-------------|
| Building | 60 years |
| Plant and machinery | 5-15 years |
| Office equipment | 5 years |
| Computer equipment | 3 years |
| Furniture and fixtures | 10 years |
| Vehicles | 8-10 years |

Depreciation is calculated on pro rata basis from the date on which the asset is ready for use or till the date the asset is sold or disposed.

The residual values, useful lives and method of depreciation are reviewed at the end of each financial year.

De-recognition

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

Capital work-in-progress

Capital work-in-progress are carried at cost, comprising direct cost and related incidental expenses to acquire property, plant and equipment. Assets which are not ready for intended use are also shown under capital work-in-progress.

(v) Intangible assets

Recognition and initial measurement

Intangible assets are stated at their cost of acquisition. The cost comprises purchase price including license fees paid, import duties and other taxes (other than those subsequently recoverable from taxation authorities), borrowing cost if capitalisation criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use.

Subsequent measurement (amortisation method, useful lives and residual value)

Intangible assets are amortised over a period of 3 years from the date when the assets are available for use. The estimated useful life (amortisation period) of the intangible assets is arrived basis the expected pattern of consumption of economic benefits and is reviewed at the end of each financial year and the amortisation period is revised to reflect the changed pattern, if any.

Transition to Ind AS

The Group has elected to measure all its intangible assets at the previous GAAP carrying amount as its deemed cost on the date of transition of Ind AS i.e. April 1, 2018.

(vi) Revenue from operations

Revenue is recognised upon transfer of control of promised product or services to customer in an amount that reflect the consideration which the Group expects to receive in

Notes to the consolidated financial statements for the year ended March 31, 2021

exchange for those product or services at the fair value of the consideration received or receivable, which is generally the transaction price, net of any taxes/duties and discounts.

The Group disaggregates revenue from contracts with customers by industry verticals and nature of services .

Revenue from related parties is recognised based on transaction price which is at arm's length.

Advisory and consultancy services

Fee is booked on the completion of task/project as per the terms of agreement. However, where the percentage of completion is significant enough to ascertain the outcome reliably, revenue is recognised to the extent it can be accurately measured.

Wealth/broking activities

Income from broking on distribution operations is recognised on the closure of the issue of mutual funds, bonds, fixed deposits and other money market instruments. Income from stock broking operations is accrued on completion of transaction at the stock exchanges for commission from broking operations.

In the case of trading in bonds, the profit/ loss from the transaction is recognised on the closure of the deal and consequent delivery of the bond.

Income from investment banking activities and other fees is recognised as and when such services are completed / performed and as per terms of agreement with the client (i.e. when the performance obligation is completed).

Income from depository operations is accounted when the performance obligation is completed.

Commission (net of taxes and other statutory charges) income from distribution of financial products is recognised based on mobilisation and intimation received from clients/ intermediaries or over the period of service after deducting claw back as per the agreed terms.

Brokerage and other revenue from operations are recognised net of GST wherever applicable.

Trading in shares and securities

Revenue on account of trading in shares is recognised on the basis of each trade executed at the stock exchange during the financial year.

In respect of non-delivery based transactions such as derivatives and intraday, the profit and loss is accounted for at the completion of each settlement, however in case of an open settlement the net result of transactions which are squared up on FIFO basis is recognised as profit/loss in the account.

Eye services

Revenue from eyecare services is recognised in the profit and loss over the period of service in proportion to the stage of completion of the services at reporting date.

Fee is recorded at invoice value, net of discounts and taxes if any.

Revenue from related parties is recognised based on transaction price which is at arm's length.

Professional fees

Revenue from brokerage and other revenues from operation are recognised upon transfer of control of promised service to customer in an amount that reflect the consideration which the Group expects to receive in exchange for those services at the fair value of the consideration received or receivable, which is generally the transaction price, net of any discounts.

Revenue from commission

Revenue in respect of commissions received is recognised in profit and loss over the period of contract in proportion to the stage of completion of the services at the reporting date. The stage of completion is assessed as per the terms of the agreement. Fee is recorded at invoice value, net of discounts and taxes, if any.

Interest income

Under Ind AS 109 interest income is recognised by applying the Effective Interest Rate (EIR) to the gross carrying amount of financial assets other than credit-impaired assets and financial assets classified as measured at FVTPL.

The EIR in case of a financial asset is computed:

- As the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of a financial asset.
- By considering all the contractual terms of the financial instrument in estimating the cash flows.
- Including all fees received between parties to the contract that are an integral part of the effective interest rate, transaction costs, and all other premiums or discounts.

Any subsequent changes in the estimation of the future cash flows is recognised in the Statement of profit and loss with the corresponding adjustment to the carrying amount of the assets.

Interest income on credit impaired assets is recognised by applying the effective interest rate to the net amortised cost (net of provision) of the financial asset.

Net gain on fair value changes

Any differences between the fair values of financial assets (including investments, derivatives and stock in trade) classified as fair value through the profit or loss ("FVTPL") (refer Note 35), held by the Group 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 in "Net gains on fair value changes" under Revenue from operations and if there is a net loss the same is disclosed under "Expenses" in the statement of profit and loss.

However, net gain / loss on de-recognition of financial instruments classified as amortised cost is presented separately under the respective head in the Statement of profit and loss.

Notes to the consolidated financial statements for the year ended March 31, 2021

Dividend

Revenue is recognised when the Group's right to receive payment is established by the balance sheet date.

Other revenue

In respect of other heads of income, the Group follows the practice of recognising income on accrual basis.

(vii) Expenses

Expenses are recognised on accrual basis and provisions are made for all known losses and liabilities. Expenses incurred on behalf of other companies, in India, for sharing personnel, common services and facilities like premises, telephones, etc. are allocated to them at cost and reduced from respective expenses.

Similarly, expenses allocation received from other companies is included within respective expense classifications.

(viii) Borrowing costs

Borrowing costs that are directly attributable to the acquisition and/or construction of a qualifying asset, till the time such qualifying assets become ready for its intended use, are capitalised. Borrowing costs consists of interest and other cost that the Group incurred in connection with the borrowing of funds. A qualifying asset is one that necessarily takes a substantial period of time to get ready for its intended use. All other borrowing costs are charged to the Statement of Profit and Loss as incurred basis the effective interest rate method.

(ix) Taxation

Tax expense recognised in Statement of Profit and Loss comprises the sum of deferred tax and current tax except to the extent it recognised in other comprehensive income or directly in equity.

Current tax comprises the tax payable or receivable on taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. Current tax is computed in accordance with relevant tax regulations. The amount of current tax payable or receivable is the best estimate of the tax amount expected to be paid or received after considering uncertainty related to income taxes, if any. Current tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity).

Current tax assets and liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realise the asset and settle the liability on a net basis or simultaneously.

Minimum alternate tax ('MAT') credit entitlement is recognised as an asset only when and to the extent there is convincing evidence that normal income tax will be paid during the specified period. In the year in which MAT credit becomes eligible to be recognised as an asset, the said asset is created by way of a credit to the Statement of Profit and Loss and shown as MAT credit entitlement. This is reviewed at each balance sheet date and the carrying amount of MAT credit entitlement is written down to the extent it is not reasonably certain that normal income tax will be paid during

the specified period.

Deferred tax is recognised in respect of temporary differences between carrying amount of assets and liabilities for financial reporting purposes and corresponding amount used for taxation purposes. Deferred tax assets are recognised on unused tax loss, unused tax credits and deductible temporary differences to the extent it is probable that the future taxable profits will be available against which they can be used. This is assessed based on the Group's forecast of future operating results, adjusted for significant non-taxable income and expenses and specific limits on the use of any unused tax loss. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date. The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Group expects, at the reporting date to recover or settle the carrying amount of its assets and liabilities. Deferred tax assets and liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realise the asset and settle the liability on a net basis or simultaneously. Deferred tax relating to items recognised outside statement of profit and loss is recognised outside statement of profit or loss (either in other comprehensive income or in equity).

(x) Employee benefits

Short-term employee benefits

Short-term employee benefits including salaries, short term compensated absences (such as a paid annual leave) where the absences are expected to occur within twelve months after the end of the period in which the employees render the related service, profit sharing and bonuses payable within twelve months after the end of the period in which the employees render the related services and non-monetary benefits for current employees are estimated and measured on an undiscounted basis.

Post-employment benefit plans are classified into defined benefits plans and defined contribution plans as under:

Defined contribution plans

The Group has a defined contribution plans namely provident fund, pension fund and employees state insurance scheme. The contribution made by the Group in respect of these plans are charged to the Statement of Profit and Loss.

Defined benefit plans

The Group has an obligation towards gratuity, a defined benefit retirement plan covering eligible employees. Under the defined benefit plans, the amount that an employee will receive on retirement is defined by reference to the employee's length of service and last drawn salary. The legal obligation for any benefits remains with the Group, even if plan assets for funding the defined benefit plan have been

Notes to the consolidated financial statements for the year ended March 31, 2021

set aside. The liability recognised in the statement of financial position for defined benefit plans is the present value of the Defined Benefit Obligation (DBO) at the reporting date less the fair value of plan assets. Management estimates the DBO annually with the assistance of independent actuaries. Actuarial gains/losses resulting from re-measurements of the liability/asset are included in other comprehensive income.

Other long-term employee benefits

The Group also provides the benefit of compensated absences to its employees which are in the nature of long-term employee benefit plans. Liability in respect of compensated absences becoming due and expected to avail after one year from the Balance Sheet date is estimated in the basis of an actuarial valuation performed by an independent actuary using the projected unit credit method as on the reporting date. Actuarial gains and losses arising from experience and changes in actuarial assumptions are charged to Statement of Profit and Loss in the year in which such gains or losses are determined.

(xi) Leases

Group as a lessee

The Group's lease asset classes primarily consist of leases for land and buildings. The Group assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Group assesses whether:

- (i) the contract involves the use of an identified asset
- (ii) the Group has substantially all the economic benefits from use of the asset through the period of the lease and
- (iii) the Group has the right to direct the use of the asset.

At the date of commencement of the lease, the Group recognises a right-of-use (ROU) asset and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of 12 months or less (short-term leases) and low value leases. For these short-term and low-value leases, the Group recognises the lease payments as an operating expense on a straight-line basis over the term of the lease.

Certain lease arrangements include the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised.

The ROU assets are initially recognised at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses.

ROU assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. ROU assets are

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

The lease liability is initially measured at amortised cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of these leases. Lease liabilities are remeasured with a corresponding adjustment to the related ROU asset if the Group changes its assessment of whether it will exercise an extension or a termination option.

Lease liability and ROU assets have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

Group as a lessor

Leases for which the Group is a lessor is classified as a finance or operating lease. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

When the Group is an intermediate lessor, it accounts for its interests in the head lease and the sublease separately. The sublease is classified as a finance or operating lease by reference to the ROU asset arising from the head lease.

For operating leases, rental income is recognised on a straight-line basis over the term of the relevant lease.

(xii) Earnings per share

Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting attributable taxes) by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period is adjusted for events including a bonus issue.

For the purpose of calculating diluted earnings per share, the net profit or loss (interest and other finance cost associated) for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

(xiii) Foreign currency

Transactions and balances

Foreign currency transactions are translated into the functional currency, by applying the exchange rates on the foreign currency amounts at the date of the transaction. Foreign currency monetary items outstanding at the balance sheet date are converted to functional currency using the

Notes to the consolidated financial statements for the year ended March 31, 2021

closing rate. Non-monetary items denominated in a foreign currency which are carried at historical cost are reported using the exchange rate at the date of the transaction.

Exchange differences arising on monetary items on settlement, or restatement as at reporting date, at rates different from those at which they were initially recorded, are recognised in the Statement of Profit and Loss in the year in which they arise.

Transition to Ind AS

The Group has elected to exercise the option for accounting for exchange differences arising from translation of long-term foreign currency monetary items recognised in the financial statements for the period ending immediately before the beginning of the first Ind AS financial reporting period as per the previous GAAP.

(xiv) Impairment of assets

a) Impairment of non-financial assets

At each reporting date, the Group assesses whether there is any indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset required, the Group estimates the assets recoverable amount. An asset's recoverable is the higher of an asset's fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets.

If such assets are considered to be impaired, the impairment to be recognised in the Statement of profit and loss is measured by the amount by which the carrying amount 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 amortisation or depreciation) has no impairment loss been recognised for the asset in prior years.

b) Impairment of financial assets

The Group recognises loss allowances using the expected credit loss (ECL) model for the financial assets which are not fair valued through profit and loss. Loss allowance for trade receivables with no significant financing component is measured at an amount equal to lifetime ECL. The Group applies a simplified approach in calculating Expected Credit Losses (ECLs) on trade receivables. Therefore, the Group does not track changes in credit risk, but instead recognise a loss allowance based on lifetime ECLs at each reporting date. The Group established a provision matrix that is based on its historical credit loss experience, adjusted for forward looking factors specific to the debtors and the economic environment.

For all other financial assets, expected credit loss 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 recognised as an impairment gain or loss in the Statement of profit and loss.

(xv) Financial instruments

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

Initial recognition and measurement

Financial assets and financial liabilities are recognised when the Group becomes a party to the contractual provisions of the financial instrument and are measured initially at fair value adjusted for transaction costs. Subsequent measurement of financial assets and financial liabilities is described below.

Non-derivative financial assets

Subsequent measurement

i. Financial assets carried at amortised cost – a financial asset is measured at the amortised cost if both the following conditions are met:

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

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by considering any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in interest income in the Statement of Profit and Loss.

ii. Investments in equity instruments – Investments in equity instruments which are held for trading are classified as at fair value through profit or loss (FVTPL). For all other equity instruments, the Group makes an irrevocable choice upon initial recognition, on an instrument by instrument basis, to classify the same either as at fair value through other comprehensive income (FVOCI) or fair value through profit or loss (FVTPL). Amounts presented in other comprehensive income are not subsequently transferred to profit or loss. However, the Group transfers the cumulative gain or loss within equity. Dividends on such investments are recognised in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment.

De-recognition of financial assets

Financial assets (or where applicable, a part of financial asset or part of a group of similar financial assets) are de-recognised (i.e. removed from the Group's balance sheet) when the contractual rights to receive the cash flows from the financial asset have expired, or when the financial asset

Notes to the consolidated financial statements for the year ended March 31, 2021

and substantially all the risks and rewards are transferred. Further, if the Group has not retained control, it shall also de-recognise the financial asset and recognise separately as assets or liabilities any rights and obligations created or retained in the transfer.

De-recognition of financial liabilities

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

First loss default guarantee

First loss default guarantee contracts are contracts that require the Group to make specified payments to reimburse the bank and financial institution for a loss it incurs because a specified debtor fails to make payments when due, in accordance with the terms of an agreement. Such financial guarantees are given to banks and financial institutions, for whom the Group acts as 'Business Correspondent'.

These contracts are initially measured at fair value and subsequently measure at higher of:

- The amount of loss allowance (calculated as described in policy for impairment of financial assets)
- Maximum amount payable as on the reporting date to the respective bank/financial institution which is based on the amount of loans overdue for more than 75-90 days in respect to agreements with banks and financial institutions.

Further, the maximum liability is restricted to the cash outflow agreed in the agreement.

Offsetting of financial instruments

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

(xvi) Operating segments

An operating segment is a component of the Group that engages in business activities from which it may earn revenues and incur expenses (including revenues and

expenses relating to transactions with other components of the Group), whose operating results are regularly reviewed by the Group's chief operating decision maker (CODM) to make decisions about resources to be allocated to the segment and assess its performance, and for which discrete financial information is available. Operating segments of the Group are reported in a manner consistent with the internal reporting provided to the CODM.

(xvii) Share based payment

The Employees Stock Option Scheme ("the Scheme") provides for grant of equity shares of the parent company to whole-time directors and employees of the parent company. The fair value of options granted under Employee Stock Option Plan is recognised as an employee benefits expense with a corresponding increase in other equity. The total amount to be expensed is determined by reference to the fair value of the options. The total expense is recognised over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied. At the end of each period, the Group revises its estimates of the number of options that are expected to vest based on the non-market vesting and service conditions. It recognises the impact of the revision to original estimates, if any, in Statement of Profit and Loss, with a corresponding adjustment to equity.

(xviii) Equity investment in subsidiaries

Investments representing equity interest in subsidiaries are accounted for at cost in accordance with Ind AS 27 Separate Financial Statements.

(xix) Government grants

Grants and subsidies from the government are recognised when there is reasonable assurance that:

- (i) the Group will comply with the conditions attached to them, and
- (ii) the grant/subsidy will be received.

Grant or subsidy relates to revenue, it is recognised as income on a systematic basis in profit or loss over the periods necessary to match them with the related costs, which they are intended to compensate.

2.2 Standards issued but not yet effective

There are no standards or amendments issued on or before March 31, 2021 and not yet effective, which may have any material impact on the financial statements of the Group.

Notes to the consolidated financial statements for the year ended March 31, 2021

(All amounts are Rupees in lacs unless otherwise stated)

3 Cash and cash equivalents

| | As at March 31, 2021 | As at March 31, 2020 |
|--|-------------------------|-------------------------|
| Cash on hand | 120.24 | 151.49 |
| Balances with banks | | |
| -Balance with banks in current accounts | 1,260.25 | 1,664.39 |
| -Term deposits with maturity of 3 months or less | | 5.00 |
| | 1,380.49 | 1,820.88 |

4 Bank balances other than cash and cash equivalents

| | As at March 31, 2021 | As at March 31, 2020 |
|---|-------------------------|-------------------------|
| Term deposits with remaining maturity more than 3 months upto 12 months | 33.00 | 633.81 |
| Term deposits with remaining maturity more than 12 months | 1,487.66 | 430.36 |
| | 1,520.66 | 1,064.17 |

5 Trade receivables

| | As at March 31, 2021 | As at March 31, 2020 |
|---------------------------------------|-------------------------|-------------------------|
| Secured, considered good | | |
| Receivables | 801.54 | 715.34 |
| Unsecured, considered good | | |
| Receivables | | |
| Interest accrued on | 1,657.97 | 1,456.65 |
| -Fixed deposits | | |
| -Bonds and securities | 290.18 | 287.16 |
| -Loans | | |
| Credit impaired | 257.55 | 194.28 |
| Less: Allowance for impairment | (257.55) | (194.28) |
| | 2,749.69 | 2,459.15 |

Footnotes:

(i) Trade receivable are non-interest bearing and are normally received in the normal operating cycle.

(iii) The Group's exposure to credit and risk and loss allowances related to trade receivables are disclosed in Note 51.

6 Other receivables

| | As at March 31, 2021 | As at March 31, 2020 |
|----------------------|-------------------------|-------------------------|
| From related parties | 26.60 | 20.80 |
| From others | 48.53 | 56.17 |
| | 75.13 | 76.97 |

7 Inventories - financial assets

| | As at March 31, 2021 | As at March 31, 2020 |
|---|-------------------------|-------------------------|
| At fair value through profit or loss | | |
| Equity shares - quoted | 93.58 | 11.26 |
| Bonds | 526.82 | 175.66 |
| | 620.40 | 186.92 |

Notes to the consolidated financial statements for the year ended March 31, 2021

(All amounts are Rupees in lacs unless otherwise stated)

8 Loans

| | As at March 31, 2021 | As at March 31, 2020 |
|--|-------------------------|-------------------------|
| Unsecured | | |
| Loans to | | |
| -Staff | 10.82 | 16.14 |
| -Others | 3,309.07 | 2,404.88 |
| Less: Impairment loss allowance | - | - |
| | 3,319.89 | 2,421.02 |
| Out of the above | | |
| Loans in India | | |
| -Public sector | - | - |
| -Others | 3,319.89 | 2,421.02 |
| Less: Impairment loss allowance | - | - |
| Total in India | 3,319.89 | 2,421.02 |
| Loans outside India | - | - |

9 Investments

| | As at March 31, 2021 | As at March 31, 2020 |
|---|-------------------------|-------------------------|
| Investment in equity instruments (Quoted) (At fair value through Profit or loss) | | |
| Indo Korea Exports Limited | 38.96 | 38.96 |
| Aditya Birla Capital Limited | 5.97 | 4.22 |
| Aptech Limited | 6.53 | 8.86 |
| IRB Invit Fund | 26.70 | 12.80 |
| Sadbhav Infrastructure Project Limited | 0.00 | 2.56 |
| Unitech Limited | 3.32 | 27.49 |
| Indo Count Industries Limited | 493.60 | - |
| ISMT Limited | 6.42 | 1.47 |
| Kirloskar Pneumatic Company. Limited | 5.65 | 7.96 |
| Shaily Engineering Plastics Limited | 30.21 | 38.61 |
| Ritesh Polyster Limited | 5.24 | 5.24 |
| Ecoplast India Limited | 0.20 | 0.20 |
| Vantech Industries Limited | 0.30 | 0.30 |
| Asain Paints Limited | - | 1.95 |
| Care Rating Limited | - | 3.27 |
| Coal India Limited | - | 7.70 |
| GAIL (India) Limited | - | 7.66 |
| HDFC Limited | - | 3.32 |
| Indian Oil Corporation Limited | - | 8.17 |
| Indian Railway Catering and Tourism Corporation | - | 0.88 |
| Reliance Industries Limited | - | 2.12 |
| | 623.11 | 183.72 |
| Less: Provision for diminution in value of investment | (44.70) | (44.70) |
| Total - A | 578.41 | 139.02 |

Notes to the consolidated financial statements for the year ended March 31, 2021

...Continued from previous page

(All amounts are Rupees in lacs unless otherwise stated)

| | As at March 31, 2021 | As at March 31, 2020 |
|---|-------------------------|-------------------------|
| Investments in Equity Instruments (Unquoted) (At fair value) | | |
| Dijit Prognosys Private Limited | 3.00 | 3.00 |
| Network 1 Media Consultant Pvt. Ltd. | 30.00 | 30.00 |
| New Age Blocks Private Limited | 6.76 | 6.76 |
| Classy Investment Pvt Ltd | 185.00 | - |
| | 224.76 | 39.76 |
| Less: Provision for diminution in value of investment | -33.00 | -33.00 |
| Total - B | 191.76 | 6.76 |
| Other Investment | | |
| Investment in painting and sculptures | 3.61 | 3.61 |
| Total - C | 3.61 | 3.61 |
| | 773.78 | 149.39 |
| Out of the above | | |
| In India | 773.78 | 149.39 |
| Outside India | - | - |

10 Other financial assets

| | As at March 31, 2021 | As at March 31, 2020 |
|---|-------------------------|-------------------------|
| Security deposits | | |
| -Rented premises | 6.82 | 7.27 |
| -Deposits with stock exchanges | 255.70 | 240.70 |
| -Others | 608.06 | 608.23 |
| Less: Provision for doubtful security deposits | - | - |
| Interest accrued on | | |
| -Fixed deposits | 34.62 | 78.81 |
| -Bonds and securities | 18.52 | 6.03 |
| | 923.70 | 941.04 |

The Group's exposure to credit risk is disclosed in Note 51.

11 Inventories

| | As at March 31, 2021 | As at March 31, 2020 |
|--|-------------------------|-------------------------|
| At cost | | |
| Consumables | 2.29 | 2.45 |
| At cost or NRV whichever is lower | | |
| Spectacles held as stock in-trade | 5.39 | 9.49 |
| | 7.68 | 11.94 |

12 Income tax assets

| | As at March 31, 2021 | As at March 31, 2020 |
|-------------------|-------------------------|-------------------------|
| Income tax assets | 298.99 | 1,112.77 |
| | 298.99 | 1,112.77 |

13 Deferred tax assets

| | As at March 31, 2021 | As at March 31, 2020 |
|-------------------------------------|-------------------------|-------------------------|
| Deferred tax assets (refer note 58) | 319.73 | 390.37 |
| MAT credit entitlement | 182.15 | 182.15 |
| | 501.88 | 572.52 |

Notes to the consolidated financial statements for the year ended March 31, 2021

(All amounts are Rupees in lacs unless otherwise stated)

14 Property, plant and equipment

Current year

| Description | Gross block (at cost) | | | | Accumulated depreciation | | | | Net block |
|---------------------------|-----------------------|---------------------------|----------------------|----------------------|--------------------------|--------------|----------------------|----------------------|----------------------|
| | As at April 1, 2020 | Additions during the year | Disposal/ Adjustment | As at March 31, 2021 | As at April 1, 2020 | For the year | Disposal/ Adjustment | As at March 31, 2021 | As at March 31, 2021 |
| Furniture and fixtures | 30.41 | 3.35 | - | 33.76 | 9.73 | 2.79 | - | 12.53 | 21.24 |
| Computers and peripherals | 81.91 | 3.85 | - | 85.76 | 50.14 | 13.58 | - | 63.72 | 22.04 |
| Office equipment | 54.47 | 11.42 | 0.37 | 65.51 | 20.88 | 11.31 | 0.29 | 31.89 | 33.62 |
| Vehicle | 69.22 | 7.82 | - | 77.04 | 13.13 | 12.22 | - | 25.35 | 51.69 |
| Leasehold improvements | 99.84 | - | - | 99.84 | 20.57 | 11.32 | - | 31.90 | 67.94 |
| Plant and Machinery | 429.17 | - | 18.99 | 410.18 | 59.77 | 29.96 | 9.08 | 80.65 | 329.53 |
| Office buildings | 29.89 | - | - | 29.89 | 1.20 | 0.60 | - | 1.81 | 28.08 |
| Land | 63.36 | - | - | 63.36 | - | - | - | - | 63.36 |
| Total | 858.27 | 26.44 | 19.36 | 865.35 | 175.42 | 81.79 | 9.37 | 247.84 | 617.52 |

Previous year

| Description | Gross block (at cost) | | | | Accumulated depreciation | | | | Net block |
|---------------------------|---------------------------------|---------------------------|----------------------|----------------------|--------------------------|--------------|----------------------|----------------------|----------------------|
| | Deemed cost as at April 1, 2019 | Additions during the year | Disposal/ Adjustment | As at March 31, 2020 | As at April 1, 2019 | For the year | Disposal/ Adjustment | As at March 31, 2020 | As at March 31, 2020 |
| Furniture and fixtures | 30.15 | 0.26 | - | 30.41 | 3.46 | 6.27 | - | 9.73 | 20.68 |
| Computers and peripherals | 80.50 | 1.42 | - | 81.91 | 24.84 | 25.30 | - | 50.14 | 31.78 |
| Office equipment | 52.82 | 1.65 | - | 54.47 | 8.50 | 12.37 | - | 20.88 | 33.59 |
| Vehicle | 69.22 | - | - | 69.22 | 2.56 | 10.56 | - | 13.13 | 56.09 |
| Leasehold improvements | 96.67 | 3.17 | - | 99.84 | 9.48 | 11.09 | - | 20.57 | 79.27 |
| Plant and Machinery | 421.67 | 7.50 | - | 429.17 | 29.13 | 30.64 | - | 59.77 | 369.40 |
| Office buildings | 29.89 | - | - | 29.89 | 0.60 | 0.60 | - | 1.20 | 28.69 |
| Land | 63.36 | - | - | 63.36 | - | - | - | - | 63.36 |
| Total | 844.27 | 14.00 | - | 858.27 | 78.58 | 96.84 | - | 175.42 | 682.85 |

Footnotes:

- (i) The Group has not carried out any revaluation of property, plant and equipment for the year ended March 31, 2021 and March 31, 2020.
- (ii) Please refer note 47 for capital commitments.
- (iii) There are no impairment losses recognised during the year.
- (iv) There are no exchange differences adjusted in Property, Plant & Equipment.

Notes to the consolidated financial statements for the year ended March 31, 2021

(All amounts are Rupees in lacs unless otherwise stated)

15 Investment property

| | As at March 31, 2021 | As at March 31, 2020 |
|---|-------------------------|-------------------------|
| A. Reconciliation of carrying amount | | |
| Cost or deemed cost | | |
| Opening balance | 3,408.95 | 3,479.05 |
| Additions/(deletions) during the year | - | (70.10) |
| | 3,408.95 | 3,408.95 |
| Accumulated depreciation | | |
| Opening balance | 119.75 | 61.16 |
| Depreciation during the year | 59.76 | 58.59 |
| | 179.51 | 119.75 |
| Total carrying amount | 3,229.44 | 3,289.20 |

B. Amounts recognised the the Statement of profit and loss

| | As at March 31, 2021 | As at March 31, 2020 |
|--|-------------------------|-------------------------|
| Rental income | 204.91 | 214.78 |
| Profit from investment properties before depreciation | 204.91 | 214.78 |
| Depreciation expense | (59.76) | (58.59) |
| Profit from investment property | 145.15 | 156.19 |

C. Measurement of fair value

| | As at March 31, 2021 | As at March 31, 2020 |
|---------------------|-------------------------|-------------------------|
| Investment property | 5,434.07 | 5,434.07 |
| | 5,434.07 | 5,434.07 |

D. Estimation of fair values

The Group obtains independent valuations for each of its investment property by external, independent property valuers, having appropriate recognised professional qualifications and recent experience in the location and category of the property being valued.

Fair market value is the amount expressed in terms of money that may be reasonably be expected to be exchanged between a willing buyer and a willing seller, with equity or both. The valuation by the valuer assumes that Group shall continue to operate and run the assets to have economic utility.

Valuation technique:

Under the market comparable method (or market comparable approach), a property's fair value is estimated based on comparable transactions. The market comparable approach is based upon the principle of substitution under which a potential buyer will not pay more for the property than it will cost to buy a comparable substitute property. In theory, the best comparable sale would be an exact duplicate of the subject property and would indicate, by the known selling price of the duplicate, the price for which the subject property could be sold. The unit of comparison applied by the Group is the price per square metre (sqm).

Fair value hierarchy:

The fair value measurement for the investment property has been categorised as a Level 2 fair value based on the inputs to the valuation technique used.

The valuation techniques and the inputs used in the fair value measurement categorised within Level 2 of the fair value hierarchy is as follows:

| Valuation technique | Observable inputs |
|---------------------|-----------------------------|
| Market method | Guideline rate (Per sq. m.) |

Investment property consists of commercial office spaces and residential flats in various places over India. During the year the Group has revalued the investment property at fair value.

16 Goodwill

| | As at March 31, 2021 | As at March 31, 2020 |
|---------------------------|-------------------------|-------------------------|
| Goodwill on consolidation | 28.74 | 28.74 |
| | 28.74 | 28.74 |

Notes to the consolidated financial statements for the year ended March 31, 2021

(All amounts are Rupees in lacs unless otherwise stated)

17 Other intangible assets

Current year

| Description | Gross block (at cost) | | | | Accumulated amortisation | | | | Net block |
|-----------------------|-----------------------|---------------------------|----------------------|----------------------|--------------------------|--------------|----------------------|----------------------|----------------------|
| | As at April 1, 2020 | Additions during the year | Disposal/ Adjustment | As at March 31, 2021 | As at April 1, 2020 | For the year | Disposal/ Adjustment | As at March 31, 2021 | As at March 31, 2021 |
| Computer software | 75.46 | 1.18 | - | 76.64 | 27.56 | 19.38 | - | 46.95 | 29.69 |
| Website design | 0.97 | - | - | 0.97 | 0.19 | 0.09 | - | 0.29 | 0.69 |
| Trade mark in process | 0.22 | - | - | 0.22 | - | - | - | - | 0.22 |
| Total | 76.65 | 1.18 | - | 77.83 | 27.75 | 19.48 | - | 47.23 | 30.60 |

Previous year

| Description | Gross block (at cost) | | | | Accumulated amortisation | | | | Net block |
|-----------------------|---------------------------------|---------------------------|----------------------|----------------------|--------------------------|--------------|----------------------|----------------------|----------------------|
| | Deemed cost as at April 1, 2019 | Additions during the year | Disposal/ Adjustment | As at March 31, 2020 | As at April 1, 2019 | For the year | Disposal/ Adjustment | As at March 31, 2020 | As at March 31, 2020 |
| Computer software | 72.95 | 2.51 | - | 75.46 | 10.70 | 16.86 | - | 27.56 | 47.89 |
| Website design | 0.97 | - | - | 0.97 | 0.09 | 0.10 | - | 0.19 | 0.78 |
| Trade mark in process | 0.22 | - | - | 0.22 | - | - | - | - | 0.22 |
| Total | 74.14 | 2.51 | - | 76.65 | 10.80 | 16.96 | - | 27.75 | 48.89 |

Footnotes:

- (i) There are no internally generated intangible assets.
- (ii) The Group has not carried out any revaluation of intangible assets for the year ended March 31, 2021 and March 31, 2020.
- (iii) There are no other restriction on title of intangible assets.
- (iv) There are no exchange differences adjusted in intangible assets.
- (v) The Group has not acquired intangible assets free of charge, or for nominal consideration, by way of a government grant.

18 Right-of-use assets

| | As at March 31, 2021 | As at March 31, 2020 |
|-------------------------------------|----------------------|----------------------|
| Right-of-use assets (refer note 49) | 393.76 | 695.54 |
| | 393.76 | 695.54 |

19 Other non-financial assets

| | As at March 31, 2021 | As at March 31, 2020 |
|--------------------------------------|----------------------|----------------------|
| Balances with government authorities | 139.60 | 137.21 |
| Advance against land | 127.65 | 127.65 |
| Prepaid expenses | 53.90 | 62.08 |
| Prepaid lease rent | 2.31 | 12.01 |
| Advances for rendering services | 297.35 | 132.51 |
| Accrued income | 33.47 | 29.59 |
| Service Work In Progress | 260.86 | 260.86 |
| Contract assets | 137.53 | 55.07 |
| | 1,052.67 | 816.98 |

Notes to the consolidated financial statements for the year ended March 31, 2021

(All amounts are Rupees in lacs unless otherwise stated)

20 Trade payables

| | As at March 31, 2021 | As at March 31, 2020 |
|--|-------------------------|-------------------------|
| Trade payables | | |
| - to micro and small enterprises (refer note 50) | - | - |
| - to others | 431.15 | 422.63 |
| | 431.15 | 422.63 |

21 Other payables

| | As at March 31, 2021 | As at March 31, 2020 |
|----------------|-------------------------|-------------------------|
| Due to clients | 1,570.63 | 735.34 |
| | 1,570.63 | 735.34 |

22 Borrowings other than debt securities

| | As at March 31, 2021 | As at March 31, 2020 |
|---|-------------------------|-------------------------|
| In India | | |
| Secured loans | | |
| From banks | | |
| -Term loan (refer footnote i) | 534.92 | 781.97 |
| -Vehicle loan (refer footnote ii) | 0.46 | 3.09 |
| -Overdrafts (refer footnote iii) | 589.69 | 277.51 |
| From others (refer footnote iv) | 21.22 | 20.93 |
| Unsecured loans | | |
| From related parties (refer footnote v) | 205.22 | 309.41 |
| Total borrowings in India | 1,351.51 | 1,392.91 |

Footnotes:

(i) Term loan from banks

Term loan taken by AGSL amounting to Rs. 449.89 lac (March 31, 2020: Rs. 762 lac) is secured by way of equitable mortgage of property at Unit No. 501, Grande Palladium, Kalina, Santacruz East, Mumbai owned by the Group.

The loan is guaranteed by:

- Mr. Navjeet Singh Sobti, Vice Chairman and Managing Director of the Group, and
- Corporate guarantee by Avonmore Capital and Management Services Limited.

The loan carries an interest rate of MCLR for a tenure of 1 year.

The interest rate as at year end is EBLR + 1.50% per annum (previous year 10.35%)

The loan is repayable in 13 equal monthly installments along with interest, with the last installment due on April 30, 2022.

Term loan taken by AGICL amounting to Rs.45.02 (March 31, 2020: 57.50 lacs) is repayable in 36 equated monthly installments starting from April 2018 and secured against hypothecation of equipment purchased and collateral security of property No. S-416, Fourth Floor, South Block, Manipal Centre, Dickenson Road, Bangalore-562042 in the name of holding group Almondz Global Securities Limited. The interest rate is 13.25% per annum.

Term loan taken by Skiffle Healthcare Services Limited amounts to Rs. 39.99 lac (March 31, 2020: 52.38 lacs.)

(ii) Vehicle loan from banks

Vehicle loans from banks are secured against the hypothecation of concerned vehicles.

Loans are repayable in 24 equal monthly installments along with the interest and carries fixed interest rate from 10.00% to 9.51% per annum.

(iii) Overdraft from banks

The overdraft limit of Rs.77.54 lac (previous year Rs.81 lacs is secured by way of pledged fixed deposits with IDBI Bank Limited, the rate of interest of which is 8.15% per annum.

The overdraft limit of Rs. 5 lacs is secured by way of pledged fixed deposits with Vijaya Bank, the rate of interest of which is 8.5% per annum.

The overdraft limit of Rs. 12.50 crore is secured by way of bonds pledged with Axis Bank, the rate of interest of which is 10.05% per annum.

Notes to the consolidated financial statements for the year ended March 31, 2021

(All amounts are Rupees in lacs unless otherwise stated)

Cash Credit facility of Rs.131.36 lac from Union Bank of India is secured against hypothecation of Book Debts. This facility is secured against collateral security of property at 501, 5th floor, north section in building known as grande palladium, 175, C.S.T. Road, Kalina, Santacruz (E), Mumbai. This facility is corporate guaranteed by its holding company Almondz Global Securities Limited and personal guarantee by Mr. Navjeet Singh Sobti (Managing director of holding company). The sanctioned limit is Rs.500.00 lacs and the interest rate is 10.30% p.a.

Overdraft limit of Rs. 370.86 lac is secured by way of bonds pledged with Axis Bank, the rate of interest rate one year MCLR +2.25% pa. (payable monthly).

(iv) **Secured loan from others**

Loan from Diamler Financial Services India Private Limited to AGICL is repayable in 47 equated monthly installments from May 2017 and hypothecated against vehicle purchased. The last installment is due on March 3, 2021. The interest rate is 10.0195% per annum.

(v) **Unsecured loans from related parties**

Loans are repayable on demand along with the interest and carries an interest rate of 9% to 12% per annum.

23 Lease liabilities

| | As at March 31, 2021 | As at March 31, 2020 |
|-----------------------------------|-------------------------|-------------------------|
| Lease liabilities (refer note 48) | 487.48 | 792.36 |
| | 487.48 | 792.36 |

24 Other financial liabilities

| | As at March 31, 2021 | As at March 31, 2020 |
|---|-------------------------|-------------------------|
| Security deposits | 123.74 | 93.31 |
| Interest accrued on borrowings | 11.53 | 5.87 |
| Expenses payable | 257.38 | 218.57 |
| Payable for property, plant and equipment | 0.54 | 0.54 |
| Employee related payables | 230.33 | 281.28 |
| | 623.52 | 599.57 |

25 Income tax liabilities

| | As at March 31, 2021 | As at March 31, 2020 |
|------------------------|-------------------------|-------------------------|
| Income tax liabilities | - | 1.38 |
| | - | 1.38 |

26 Deferred tax liabilities

| | As at March 31, 2021 | As at March 31, 2020 |
|--|-------------------------|-------------------------|
| Deferred tax liabilities (refer note 56) | 5.54 | 14.32 |
| | 5.54 | 14.32 |

27 Provisions

| | As at March 31, 2021 | As at March 31, 2020 |
|--|-------------------------|-------------------------|
| Provision for employee benefits | | |
| Gratuity | 189.37 | 190.92 |
| Compensated absences | 27.26 | 27.94 |
| Other provisions | | |
| Contingent provision for standard assets | 8.81 | 7.79 |
| | 225.44 | 226.65 |

Notes to the consolidated financial statements for the year ended March 31, 2021

(All amounts are Rupees in lacs unless otherwise stated)

28 Other non-financial liabilities

| | As at March 31, 2021 | As at March 31, 2020 |
|----------------------------|-------------------------|-------------------------|
| Lease equalisation reserve | - | 0.77 |
| Statutory dues payable | 277.91 | 280.56 |
| Deferred income | 12.51 | 1.23 |
| | 290.42 | 282.56 |

29 Equity share capital

| | As at March 31, 2021 | As at March 31, 2020 |
|---|-------------------------|-------------------------|
| Authorised | | |
| 5,00,00,000 equity shares of Rs. 6 each | 3,000.00 | 3,000.00 |
| | 3,000.00 | 3,000.00 |
| Issued, subscribed and fully paid-up | | |
| 2,58,84,967 equity shares of Rs. 6 each fully paid up | 1,553.10 | 1,553.10 |
| | 1,553.10 | 1,553.10 |

a). Terms and rights attached to equity shares

Voting

Each equity holder has voting rights on a poll in proportion to his share in the paid up equity share capital.

On show of hands, every member present in person and being holders of equity shares shall have one vote.

Dividends

The Group declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to approval of the shareholders in ensuing Annual General Meeting except in the case where interim dividend is distributed.

During the year ended March 31, 2021, the Group has recorded per share dividend of Rs. Nil (previous year Nil) to its equity holders.

Liquidation

In the event of liquidation of the Group, the holders of equity shares shall be entitled to receive all of the remaining assets of the Group, after distribution of all preferential amounts, if any. Such distribution amounts will be in proportion to the number of equity shares held by the shareholders.

b). Reconciliation of number of shares outstanding at the beginning and end of the year :

| | As at March 31, 2021 | | Year ended March 31, 2020 | |
|---|-------------------------|-----------------|------------------------------|-----------------|
| | No. of shares | Amount | No. of shares | Amount |
| At the beginning of year | 2,58,84,967 | 1,553.10 | 2,58,84,967 | 1,553.10 |
| Add: Shares issued during the year | - | - | - | - |
| Outstanding at the end of the year | 2,58,84,967 | 1,553.10 | 2,58,84,967.00 | 1,553.10 |

c). Shares held by holding company

| | As at March 31, 2021 | | As at March 31, 2020 | |
|--|-------------------------|--------|-------------------------|--------|
| | No. of shares | Amount | No. of shares | Amount |
| Avonmore Capital and Management Services Limited | 1,47,19,744 | 883.18 | 1,47,19,744 | 883.18 |

d). Details of shareholders holding more than 5% of the company

| | As at March 31, 2021 | | As at March 31, 2020 | |
|--|-------------------------|-----------|-------------------------|-----------|
| | No. of shares | % Holding | No. of shares | % Holding |
| Avonmore Capital and Management Services Limited | 1,47,19,744 | 56.87% | 1,47,19,744.00 | 56.87% |
| Al Anwar Holdings SAOG | 30,91,500 | 11.94% | 30,91,500.00 | 11.94% |

Notes to the consolidated financial statements for the year ended March 31, 2021

(All amounts are Rupees in lacs unless otherwise stated)

e). There were no shares issued for consideration other than cash during the period of five years immediately preceding the reporting date.

f). **Shares reserved for issue under Employee Stock Option Plan**

| Particulars | No. of stock options | No. of stock options |
|-------------|---------------------------|---------------------------|
| | Year ended March 31, 2021 | Year ended March 31, 2020 |
| Series A | - | - |
| Series B | - | - |
| Series C | - | - |
| Series D | - | - |
| Series E | - | - |
| Series F | - | - |
| Series G | 39,00,000 | 44,00,000.00 |
| Series H | 3,00,000 | - |

g). No class of shares have been bought back by the Company during the period of five years immediately preceding the reporting date.

30 Other Equity

| | As at March 31, 2021 | As at March 31, 2020 |
|--|----------------------|----------------------|
| a). Securities premium | | |
| Balance at beginning of the year | 3,966.72 | 3,966.72 |
| Additions during the year | - | - |
| Balance at end of the year | 3,966.72 | 3,966.72 |
| b). Capital reserve | | |
| Balance at beginning of the year | 810.99 | 810.99 |
| Additions during the year | - | - |
| Balance at end of the year | 810.99 | 810.99 |
| c). Amalgamation reserve | | |
| Balance at beginning of the year | 1,127.20 | 1,127.20 |
| Additions during the year | - | - |
| Balance at end of the year | 1,127.20 | 1,127.20 |
| d). Employee stock option reserve | | |
| Balance at beginning of the year | 38.50 | - |
| Additions during the year | 56.38 | 38.50 |
| Balance at end of the year | 94.88 | 38.50 |
| e). General reserve | | |
| Balance at beginning of the year | 170.00 | 170.00 |
| Additions during the year | - | - |
| Balance at end of the year | 170.00 | 170.00 |
| f). Retained earnings | | |
| Balance at beginning of the year | 6,357.03 | 5,932.20 |
| Profit/(loss) for the year | 1,847.16 | 452.48 |
| Transferred to special reserve | (23.02) | (27.66) |
| Other adjustments on Lease Rights | 46.27 | - |
| Balance at end of the year | 8,227.44 | 6,357.03 |

Notes to the consolidated financial statements for the year ended March 31, 2021

(All amounts are Rupees in lacs unless otherwise stated)

g). Other comprehensive income

| | As at March 31, 2021 | As at March 31, 2020 |
|--|-------------------------|-------------------------|
| Balance at beginning of the year | 66.57 | (4.35) |
| Add: Other comprehensive income for the year | 56.19 | 70.92 |
| Balance at end of the year | 122.76 | 66.57 |

h). Special reserve

| | | |
|------------------------------------|------------------|------------------|
| Balance at beginning of the year | 279.73 | 252.07 |
| Transferred from retained earnings | 23.02 | 27.66 |
| Balance at end of the year | 302.75 | 279.73 |
| Total Other equity | 14,822.74 | 12,816.74 |

Nature and purpose of other reserves:

a). Securities premium

Securities premium is used to record the premium on issue of shares. It can only be utilised for limited purposes in accordance with the provisions of the Companies Act, 2013.

b). Capital reserve

The capital reserve was generated on account of forfeiture of share warrants.

c). Amalgamation reserve

The amalgamation reserve was generated on account of merger of Almondz Capital Markets Private Limited with Almondz Global Securities Limited in the year 2008.

d). Employee stock option reserve

The Group has an equity-settled share-based payment plans for certain categories of employees of the Group. Refer Note 53 for further details on these plans.

e). General reserve

General reserve includes amounts set aside from retained profits as a reserve to be utilised for permissible general purpose as per Law.

f). Retained earnings

Retained earnings represents the surplus in profit and loss account and appropriations.

g). Other comprehensive income

The Group recognises change on account of remeasurement of the net defined benefit liability as part of other comprehensive income with separate disclosure, which comprises of:

- actuarial gains and losses;
- return on plan assets, excluding amounts included in net interest on the net defined benefit liability; and
- any change in the effect of the asset ceiling excluding amounts included in net interest on the net defined benefit liability.

h). Special reserve

Special reserve is created as per the terms of section 45-IC(1) of the Reserve Bank of India Act, 1934 as a statutory reserve.

31 Interest income

| | Year ended March 31, 2021 | Year ended March 31, 2020 |
|----------------------------|------------------------------|------------------------------|
| Interest income on | | |
| -loans | 472.77 | 303.86 |
| -fixed deposits with banks | 103.46 | 145.36 |
| | 576.24 | 449.21 |

32 Dividend income

| | Year ended March 31, 2021 | Year ended March 31, 2020 |
|-----------------|------------------------------|------------------------------|
| Dividend income | 3.81 | 9.04 |
| | 3.81 | 9.04 |

Notes to the consolidated financial statements for the year ended March 31, 2021

(All amounts are Rupees in lacs unless otherwise stated)

33 Fees and commission income

| | Year ended March 31, 2021 | Year ended March 31, 2020 |
|------------------------------------|------------------------------|------------------------------|
| Advisory and consulting activities | 3,722.04 | 4,420.13 |
| Broking activities | 876.86 | 981.61 |
| | 4,598.90 | 5,401.74 |

34 Net gain on fair value changes

| | Year ended March 31, 2021 | Year ended March 31, 2020 |
|--|------------------------------|------------------------------|
| On financial instruments designated at fair value through profit or loss | 529.73 | 18.91 |
| | 529.73 | 18.91 |

35 Other operating income

| | Year ended March 31, 2021 | Year ended March 31, 2020 |
|-------------------------|------------------------------|------------------------------|
| On trading portfolio | | |
| -Shares | 1.62 | (22.59) |
| -Securities/bonds | 358.20 | 142.71 |
| -Derivatives | 15.26 | (60.36) |
| Delayed payment charges | 39.20 | 90.07 |
| Sale of spectacles | 15.07 | 28.18 |
| | 429.35 | 178.01 |

36 Other income

| | Year ended March 31, 2021 | Year ended March 31, 2020 |
|--|------------------------------|------------------------------|
| Liabilities written back | 33.10 | 10.24 |
| Provisions written back | 48.09 | 61.71 |
| Rent from investment property | 204.91 | 214.78 |
| Bad debts recovered / Interest income on | - | - |
| Profit on sale of fixed assets | 0.37 | 9.97 |
| Interest received on income tax refund | 132.60 | 28.81 |
| Miscellaneous income | 26.73 | 59.90 |
| | 445.80 | 385.41 |

37 Finance costs

| | Year ended March 31, 2021 | Year ended March 31, 2020 |
|-----------------------|------------------------------|------------------------------|
| Interest expenses | 159.71 | 209.14 |
| Other borrowing costs | 95.15 | 36.39 |
| | 254.86 | 245.53 |

38 Fees and commission expense

| | Year ended March 31, 2021 | Year ended March 31, 2020 |
|---|------------------------------|------------------------------|
| Brokerage and commission | 338.33 | 408.25 |
| Professional charges | 1,946.62 | 1,470.60 |
| SEBI and stock exchange fee and charges | 30.16 | 8.10 |
| | 2,315.11 | 1,886.95 |

Notes to the consolidated financial statements for the year ended March 31, 2021

(All amounts are Rupees in lacs unless otherwise stated)

39 Net loss on fair value changes

| | Year ended March 31, 2021 | Year ended March 31, 2020 |
|--|------------------------------|------------------------------|
| On trading portfolio | | |
| -Shares | | |
| -Derivatives | | |
| On financial instruments designated at fair value through profit or loss | - | 53.24 |
| | - | 53.24 |

40 Impairment on financial instruments

| | Year ended March 31, 2021 | Year ended March 31, 2020 |
|--------------------------------------|------------------------------|------------------------------|
| On trade receivables (refer note 51) | 105.04 | 54.99 |
| | 105.04 | 54.99 |

41 Purchase of stock in-trade

| | Year ended March 31, 2021 | Year ended March 31, 2020 |
|------------------------|------------------------------|------------------------------|
| Purchase of spectacles | 3.94 | 9.57 |
| | 3.94 | 9.57 |

42 Changes in inventory held as stock in-trade

| | Year ended March 31, 2021 | Year ended March 31, 2020 |
|---|------------------------------|------------------------------|
| Inventory at beginning of the year | 9.49 | 8.80 |
| Less: Inventory at the end of the year | (5.39) | (9.49) |
| | 4.10 | (0.69) |

43 Employee benefit expenses

| | Year ended March 31, 2021 | Year ended March 31, 2020 |
|---|------------------------------|------------------------------|
| Salaries, wages and bonus | 1,740.43 | 2,338.08 |
| Contribution to provident and other funds | 49.29 | 64.81 |
| Gratuity and leave encashment | 81.87 | 142.76 |
| Staff welfare expense | 24.98 | 56.68 |
| | 1,896.57 | 2,602.33 |

44 Depreciation and amortisation expenses

| | Year ended March 31, 2021 | Year ended March 31, 2020 |
|---|------------------------------|------------------------------|
| Depreciation on tangible assets (refer note 14) | 81.67 | 96.84 |
| Depreciation on investment property (refer note 15) | 61.04 | 58.59 |
| Amortisation of intangible assets (refer note 17) | 19.48 | 16.96 |
| Amortisation of right-of-use assets (refer note 48) | 95.60 | 161.12 |
| | 257.79 | 333.51 |

Notes to the consolidated financial statements for the year ended March 31, 2021

(All amounts are Rupees in lacs unless otherwise stated)

45 Other expenses

| | Year ended March 31, 2021 | Year ended March 31, 2020 |
|--|------------------------------|------------------------------|
| Rent | 72.38 | 61.49 |
| Communication | 55.91 | 60.74 |
| Consumables | 14.68 | 22.26 |
| Balances written off | | |
| -Advances written off | 3.41 | 16.55 |
| -Bad debts written off | 14.66 | 37.12 |
| - Unrecoverable loan written off | - | - |
| - Unrecoverable interest written off | 159.10 | 23.58 |
| Legal and professional expenses (refer footnote) | 157.52 | 280.02 |
| Car lease charges | - | 4.80 |
| Provision for non-performing assets | - | - |
| Demat charges | 0.02 | 0.12 |
| Electricity and water expenses | 47.23 | 97.57 |
| Travelling and conveyance | 113.26 | 179.31 |
| Repairs and maintenance on | | |
| -Buildings | 7.98 | 6.00 |
| -Office maintenance | 38.89 | 55.90 |
| -Computer maintenance | 11.68 | 20.39 |
| -Machinery | 0.85 | 1.97 |
| -Vehicle repair and maintenance | 36.54 | 24.10 |
| Advertisement expenses | 1.45 | 4.26 |
| Business promotion | 8.83 | 25.20 |
| Printing and stationery | 24.49 | 37.99 |
| Rates and taxes | 32.60 | 38.96 |
| Membership fee and subscription | 12.56 | 13.61 |
| Bank charges | 30.54 | 69.25 |
| Charity and donations | - | 0.69 |
| Loss on error trades | - | - |
| Net loss on sale of investments | 221.76 | 124.98 |
| Insurance charges | 18.26 | 26.96 |
| Site expenses | 0.24 | 8.58 |
| Tender expenses | 6.49 | 7.01 |
| Miscellaneous expenses | 21.00 | 35.30 |
| | 1,112.33 | 1,284.72 |

Footnote:

| (i) Payment of remuneration to auditors (excluding GST) | Year ended March 31, 2021 | Year ended March 31, 2020 |
|---|------------------------------|------------------------------|
| Statutory audit | 7.79 | 10.51 |
| Tax audit and other matters | 1.91 | 1.82 |
| | 9.70 | 12.33 |

Notes to the consolidated financial statements for the year ended March 31, 2021

(All amounts are Rupees in lacs unless otherwise stated)

46 Earnings per share

| | Year ended March 31, 2021 | Year ended March 31, 2020 |
|--|------------------------------|------------------------------|
| (a) Basic earnings per share | | |
| From continuing operations attributable to the equity holders of the holding company | 7.14 | 1.75 |
| (b) Diluted earnings per share | | |
| From continuing operations attributable to the equity holders of the holding company | 6.92 | 1.88 |
| (c) Reconciliations of earnings used in calculating earnings per share | | |
| Basic earnings per share | | |
| Profit from continuing operation attributable to the equity share holders of the holding company | 1,847.16 | 452.48 |
| Profit attributable to the equity holders of the holding company used in calculating basic earnings per share | 1,847.16 | 452.48 |
| Diluted earnings per share | | |
| Profit from continuing operation attributable to the equity share holders of the holding company | 1,847.16 | 503.49 |
| Profit attributable to the equity holders of the holding company used in calculating diluted earnings per share | 1,847.16 | 503.49 |

| (d) Weighted average number of shares used as the denominator | No. of shares Year ended March 31, 2021 | No. of shares Year ended March 31, 2020 |
|--|---|---|
| Weighted average number of equity shares used as the denominator in calculating basic earnings per share | 2,58,84,967 | 2,58,84,967 |
| Weighted average number of equity shares and potential equity shares used as the denominator in calculating diluted earnings per share | 2,66,78,641 | 2,67,16,435 |

(e) Information concerning the classification of securities

Options: Options granted to employees are considered to be potential equity shares. They have been included in the determination of diluted earnings per share to the extent to which they are dilutive. The options have not been included in the determination of basic earnings per share.

47 Contingent liabilities, contingent assets and commitments

A Contingent liabilities

| | As at March 31, 2021 | As at March 31, 2020 |
|---|-------------------------|-------------------------|
| Show cause notice for Service Tax Demand in relation to the financial year ended March 31, 2007 till the financial year ended March 31, 2008. (Appeal filed with Service Tax Tribunal R.K. Puram, New Delhi. Hearing awaited.) | 64.44 | 64.44 |
| Show cause notice for Service Tax Demand in relation to the financial year ended March 31, 2006 till the financial year ended March 31, 2009 (Reply filed with Assistant Commissioner of Service Tax, M G Road, New Delhi. Hearing awaited.) | 0.05 | 0.05 |
| Corporate guarantee issued for Almondz Commodities Private Limited | - | - |
| Corporate guarantee issued for Almondz Global-Infra Consultancy Limited to Vijaya Bank | 38.75 | 67.18 |
| Corporate guarantee issued for Almondz Global-Infra Consultancy Limited to Axis Bank | - | 7.16 |
| Corporate guarantee issued for Skiffle Healthcare Services Limited. | 51.13 | 66.15 |
| Bank guarantee as on date (net of fixed deposits) | 2,390.78 | 2,044.87 |
| Collateral given to Oriental Bank of Commerce by North Square Projects Private Limited for the loan taken by Premier Alcobeve Private Limited | 593.88 | 593.88 |
| Total | 3,139.03 | 2,843.73 |

Notes to the consolidated financial statements for the year ended March 31, 2021

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(All amounts are Rupees in lacs unless otherwise stated)

B Commitments

| | As at March 31, 2021 | As at March 31, 2020 |
|---|-------------------------|-------------------------|
| Basic price of Down Payment @ Rs. 10,000 per square feet | 199.92 | 199.92 |
| Electric Connection Charges @ Rs. 150 per square feet | 3.00 | 3.00 |
| IFMS (Maintenance Security) @ Rs. 200 per square feet | 4.00 | 4.00 |
| Contingency Deposit @ Rs. 5 per square feet | 0.10 | 0.10 |
| Less: Advance against property | (127.65) | (127.65) |
| | 79.37 | 79.37 |
| Estimated amount of contracts remaining to be extracted on capital account and not provided for (net of advances) | 95.47 | 61.06 |
| Total | 174.83 | 140.42 |

C Contingent assets

The Group does not have any contingent assets as at March 31, 2021 & (March 31, 2020).

48 Leases

The Group has applied Ind AS 116 with the date of initial application of April 1, 2019. As a result, the group has changed its accounting policy for lease contracts as per Ind AS 116.

The Group is lessee under various operating leases for various properties in various places over India.

The lease terms of these premises range from 1 to 9 years and accordingly are long-term leases. These lease agreements have varying terms and are usually renewable on mutually agreeable terms.

Disclosure in respect of such operating leases is as given below:

Lease liabilities

The movement in lease liabilities during the year ended March 31, 2021 is as follows :

| | As at March 31, 2021 | As at March 31, 2020 |
|--|-------------------------|-------------------------|
| Opening Balance | 792.36 | 901.18 |
| Lease Liability reduced on changes in Lease Rights | (238.79) | - |
| Finance cost accrued during the period | 43.32 | 92.44 |
| Payment of lease liabilities | (109.41) | (201.26) |
| Closing Balance | 487.48 | 792.36 |

The details of the contractual maturities of lease liabilities as at March 31, 2021 on undiscounted basis are as follows:

| | As at March 31, 2021 | As at March 31, 2020 |
|---|-------------------------|-------------------------|
| Not later than one year | 62.16 | 95.98 |
| Later than one year but not later than five years | 382.52 | 371.07 |
| Later than five years | 42.80 | 325.31 |
| | 487.48 | 792.36 |

Right-of-use (ROU) assets

The changes in the carrying value of ROU assets for the year ended March 31, 2021 are as follows :

| | As at March 31, 2021 | As at March 31, 2020 |
|---|-------------------------|-------------------------|
| Opening Balance | 695.54 | 856.66 |
| Amortisation of ROU assets | (95.65) | (161.12) |
| ROU assets reduced on changes in Lease Rights | (206.13) | - |
| Closing Balance | 393.76 | 695.54 |

Notes to the consolidated financial statements for the year ended March 31, 2021

(All amounts are Rupees in lacs unless otherwise stated)

49 Disclosures relating to suppliers registered under Micro, Small and Medium Enterprise Development Act, 2006:

| | As at March 31, 2021 | As at March 31, 2020 |
|--|-------------------------|-------------------------|
| | Amount in Rs. | Amount in Rs. |
| The principal amount and the interest due thereon remaining unpaid to any MSME supplier as at the end of each accounting year included in: | | |
| -Principal amount due to micro and small enterprises | - | - |
| -Interest due on above | - | - |
| The amount of interest paid by the buyer in terms of section 16 of the MSMED ACT 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year | - | - |
| The amounts of the payments made to micro and small suppliers beyond the appointed day during each accounting period. | - | - |
| The amount of interest due and payable for the year of delay in making payment (which have been paid but beyond the appointment day during the year) but without adding the Interest specified under the MSMED Act, 2006. | - | - |
| The amount of interest accrued and remaining unpaid at the end of each accounting year. | - | - |
| The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible under section 23 of the MSMED Act 2006. | - | - |

50 Operating segments

A Basis of segmentation

Segment information is presented in respect of the Group's key operating segments. The operating segments are based on the Group's management and internal reporting structure. The chief operating decision maker identifies primary segments based on the dominant source, nature of risks and returns and the internal organisation and management structure. The operating segments are the segments for which separate financial information is available and for which operating profit/loss amounts are evaluated regularly. All operating segments' operating results are reviewed regularly by the Board of Directors to make decisions about resources to be allocated to the segments and assess their performance.

The 'Board of Directors' have been identified as the Chief Operating Decision Maker (CODM), since they are responsible for all major decision with respect to the preparation and execution of business plan, preparation of budget, planning, expansion, alliance, joint venture, merger and acquisition, and expansion of any facility.

The Board of Directors examines the Group's performance from a product perspective and have identified the following reportable segments of its business:

The following summary describes the operations in each of the Group's reportable segments:

| Reportable segments | Operations |
|--------------------------------------|--|
| Debt and equity market operations | It comprises dealing/trading in shares and bonds which involves exposure to market risk. |
| Corporate finance/ advisory fees | It comprises merchant banking, underwriting commission, corporate and loan syndication fees and arranger of debts/bonds, etc. There are mainly in the nature of services involving no or negligible risk. |
| Wealth Advisory / Broking activities | It comprises stock and share broking on stock exchanges and other related ancillary services, broking and commission of mutual funds, equity initial public offerings, capital gain bonds, fixed deposits of government undertakings and RBI taxable bonds etc. These are mainly in the nature of services involving no or negligible risk. |

Notes to the consolidated financial statements for the year ended March 31, 2021

(All amounts are Rupees in lacs unless otherwise stated)

| | |
|-------------------------|---|
| Finance activities | It comprises granting of loans. |
| Infrastructure advisory | It comprises advisory services in relation to infrastructure projects mainly in the nature of services involving no or negligible risk. |
| Healthcare services | It comprises establishing, administering and running eye-care hospitals. |

B Information about reportable segments

Segment assets, Segment liabilities and Segment profit and loss are measured in the same way as in the financial statements.

Information regarding the results of each reportable segment is included below. Performance is measured based on segment profit (before tax), as included in the internal management reports that are reviewed by the Group's Board of Directors. Segment profit is used to measure performance as management believes that such information is the most relevant in evaluating the results of certain segments relative to other entities that operate within these industries. Inter-segment pricing, if any, is determined on an arm's length basis.

For the year ended March 31, 2021

| | Reportable segment | | | | | | |
|--|-----------------------------------|-------------------------------|--------------------------------------|--------------------|---------------------|---------|----------|
| | Debt and equity market operations | Consultancy and advisory fees | Wealth Advisory / Broking activities | Finance activities | Healthcare services | Others | Total |
| - Segment revenue | 914.00 | 3665.00 | 972.00 | 466.00 | 100.00 | 21.00 | 6138.00 |
| - Inter segment revenue | - | - | - | - | - | - | - |
| Revenue from external customers | 914.00 | 3665.00 | 972.00 | 466.00 | 100.00 | 21.00 | 6138.00 |
| Segment profit before tax | 508.00 | 45.00 | 65.00 | 131.00 | -120.00 | 3.00 | 632.00 |
| Segment assets | 1369.00 | 3657.00 | 2663.00 | 4901.00 | 463.00 | 2060.00 | 15113.00 |
| Segment liabilities | 376.00 | 1466.00 | 1772.00 | 140.00 | 181.00 | 67.00 | 4002.00 |

For the year ended March 31, 2020

| | Reportable segment | | | | | | |
|--|-----------------------------------|-------------------------------|--------------------------------------|--------------------|---------------------|---------|----------|
| | Debt and equity market operations | Consultancy and advisory fees | Wealth Advisory / Broking activities | Finance activities | Healthcare services | Others | Total |
| - Segment revenue | (27.00) | 4136.00 | 1158.00 | 449.00 | 332.00 | 9.00 | 6057.00 |
| - Inter segment revenue | - | - | - | - | - | - | - |
| Revenue from external customers | (27.00) | 4136.00 | 1158.00 | 449.00 | 332.00 | 9.00 | 6057.00 |
| Segment profit before tax | (305.00) | 126.00 | 27.00 | 102.00 | (8.00) | 6.00 | (52.00) |
| Segment assets | 381.00 | 3555.00 | 2068.00 | 4556.00 | 673.00 | 2052.00 | 13285.00 |
| Segment liabilities | 96.00 | 1655.00 | 1022.00 | 158.00 | 311.00 | 19.00 | 3261.00 |

Notes to the consolidated financial statements for the year ended March 31, 2021

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(All amounts are Rupees in lacs unless otherwise stated)

C Reconciliations of information on reportable segments

i). Revenues

| | For the year ended March 31, 2021 | For the year ended March 31, 2020 |
|--|--------------------------------------|--------------------------------------|
| Total revenue for reportable segments | | |
| Debt and equity market operations | 914.00 | (27.00) |
| Consultancy and advisory fees | 3,665.00 | 4,136.00 |
| Wealth Advisory / Broking activities | 972.00 | 1,158.00 |
| Finance activities | 466.00 | 449.00 |
| Healthcare services | 100.00 | 332.00 |
| Others | 21.00 | 9.00 |
| Unallocable | - | - |
| Inter-segment eliminations | - | - |
| Total revenue | 6,138.00 | 6,057.00 |

ii). Total comprehensive income

| | For the year ended March 31, 2021 | For the year ended March 31, 2020 |
|---|--------------------------------------|--------------------------------------|
| Total profit before tax for reportable segments | 632.00 | (52.00) |
| Elimination of inter-segment profits | - | - |
| Other income | - | - |
| Unallocated (expenses)/ Income : | | |
| Finance cost | 13.00 | 8.00 |
| Other expenses | (15.00) | (31.91) |
| Profit before tax | 634.00 | (28.09) |
| Share of net profit of associates accounted for using the equity method | 0.01 | - |
| Tax expense | - | - |
| Profit after tax | 634.01 | (28.09) |
| Other comprehensive income | | |
| Items that will not be reclassified to profit or loss | | |
| Remeasurement of defined benefit plans | - | - |
| Income tax relating to these items | - | - |
| Other comprehensive income for the year | 0.00 | 0.00 |
| Total comprehensive income for the year | 634.01 | (28.08) |

iii). Assets

| | For the year ended March 31, 2021 | For the year ended March 31, 2020 |
|---|--------------------------------------|--------------------------------------|
| Total assets for reportable segments | | |
| Debt and equity market operations | 1,369.00 | 381.00 |
| Consultancy and advisory fees | 3,657.00 | 3,555.00 |
| Wealth Advisory / Broking activities | 2,663.00 | 2,068.00 |
| Finance activities | 4,901.00 | 4,556.00 |
| Healthcare services | 463.00 | 673.00 |
| Others | 2,060.00 | 2,052.00 |

Notes to the consolidated financial statements for the year ended March 31, 2021

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(All amounts are Rupees in lacs unless otherwise stated)

| | | |
|---|------------------|------------------|
| Unallocable | 6,251.00 | 5,553.00 |
| Inter-segment eliminations | - | - |
| Unallocated amounts | - | - |
| Investments in associates accounted using equity method | - | - |
| Other corporate assets | - | - |
| | 21,364.00 | 18,838.00 |

iv). Liabilities

| | For the year ended March 31, 2021 | For the year ended March 31, 2020 |
|--|--------------------------------------|--------------------------------------|
| Total liabilities for reportable segments | | |
| Debt and equity market operations | 376.00 | 96.00 |
| Consultancy and advisory fees | 1,466.00 | 1,655.00 |
| Wealth Advisory / Broking activities | 1,772.00 | 1,022.00 |
| Finance activities | 140.00 | 158.00 |
| Healthcare services | 181.00 | 311.00 |
| Others | 67.00 | 19.00 |
| Unallocable | 986.00 | 1,207.00 |
| Intersegment eliminations | - | - |
| | 4,988.00 | 4,468.00 |

D Geographic information

The Group operates from one geographical segment i.e. in India and accordingly there are no reportable geographical segments.

E The Board of Directors, at its meeting held March 31, 2015 decided to dispose off the Group's retail distribution division to its subsidiary, Almondz Wealth Advisors Limited.

The said division is yet to be disposed off.

51 Fair value measurement and financial instruments

a). Financial instruments – by category and fair values hierarchy

The following table shows the carrying amounts and fair value of financial assets and financial liabilities, including their levels in the fair value hierarchy.

i). As at March 31, 2020

| Particulars | Carrying value | | | Fair value measurement using | | |
|---|----------------|------------------|------------------|------------------------------|-------------|--------------|
| | FVTPL | Amortised cost | Total | Level 1 | Level 2 | Level 3 |
| Financial assets | | | | | | |
| Cash and cash equivalents | - | 1,820.88 | 1,820.88 | - | - | - |
| Bank balances other than above | - | 1,064.17 | 1,064.17 | - | - | - |
| Receivables | | | | | | |
| Trade receivables | - | 2,459.15 | 2,459.15 | - | - | - |
| Other receivables | - | 76.97 | 76.97 | - | - | - |
| Inventories - financial assets | 11.27 | 175.66 | 186.92 | 11.27 | - | - |
| Loans | 16.14 | 2,404.88 | 2,421.02 | - | - | 16.14 |
| Investments | 145.78 | 3.61 | 149.39 | 139.02 | 6.76 | - |
| Investment in associates accounted by using equity method | - | 2,458.59 | 2,458.59 | - | - | - |
| Other financial assets | - | 941.05 | 941.05 | - | - | - |
| Total | 173.18 | 11,404.95 | 11,578.13 | 150.29 | 6.76 | 16.14 |
| Financial liabilities | | | | | | |
| Payables | | | | | | |
| Trade payables | - | 422.63 | 422.63 | - | - | - |
| Other payables | - | 735.34 | 735.34 | - | - | - |
| Borrowings other than debt securities | - | 1,392.91 | 1,392.91 | - | - | - |
| Lease liabilities | - | 792.36 | 792.36 | - | - | - |
| Other financial liabilities | - | 599.57 | 599.57 | - | - | - |
| Total | - | 3,942.81 | 3,942.81 | - | - | - |

Notes to the consolidated financial statements for the year ended March 31, 2021

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(All amounts are Rupees in lacs unless otherwise stated)

ii). As at March 31, 2021

| Particulars | Carrying value | | | Fair value measurement using | | |
|---|----------------|------------------|------------------|------------------------------|---------------|--------------|
| | FVTPL | Amortised cost | Total | Level 1 | Level 2 | Level 3 |
| Financial assets | | | | | | |
| Cash and cash equivalents | - | 1,380.49 | 1,380.49 | - | - | - |
| Bank balances other than above | - | 1,520.66 | 1,520.66 | - | - | - |
| Receivables | | | | | | |
| Trade receivables | - | 2,749.69 | 2,749.69 | - | - | - |
| Other receivables | - | 75.13 | 75.13 | - | - | - |
| Inventories - financial assets | 93.58 | 526.82 | 620.40 | 93.58 | - | - |
| Loans | 10.82 | 3,309.07 | 3,319.89 | - | - | 10.82 |
| Investments | 770.16 | 3.61 | 773.78 | 578.41 | 191.76 | - |
| Investment in associates accounted by using equity method | - | 3,836.51 | 3,836.51 | - | - | - |
| Other financial assets | - | 923.70 | 923.70 | - | - | - |
| Total | 874.56 | 14,325.68 | 15,200.25 | 671.99 | 191.76 | 10.82 |
| Financial liabilities | | | | | | |
| Payables | | | | | | |
| Trade payables | - | 431.15 | 431.15 | - | - | - |
| Other payables | - | 1,570.63 | 1,570.63 | - | - | - |
| Borrowings other than debt securities | - | 1,351.51 | 1,351.51 | - | - | - |
| Lease liabilities | - | 487.48 | 487.48 | - | - | - |
| Other financial liabilities | - | 623.52 | 623.52 | - | - | - |
| Total | - | 4,464.29 | 4,464.29 | - | - | - |

Level 1: It includes financial instruments measured using quoted prices.

Level 2: The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. The fair value of financial assets and liabilities included in Level 3 is determined in accordance with generally accepted pricing models based on discounted cash flow analysis using prices from observable current market transactions and dealer quotes of similar instruments.

The Group's borrowings have been contracted at floating rates of interest. Accordingly, the carrying value of such borrowings (including interest accrued but not due) which approximates fair value.

The carrying amounts of trade receivables, trade payables, cash and cash equivalents and other financial assets and liabilities, approximates the fair values, due to their short-term nature. Fair value of financial assets which includes bank deposits (due for maturity after twelve months from the reporting date) and security deposits is similar to the carrying value as there is no significant differences between carrying value and fair value.

The fair value for security deposits were calculated based on discounted cash flows using a current lending rate. They are classified as level 3 fair values in the fair value hierarchy due to the inclusion of unobservable inputs including counterparty credit risk.

Valuation processes

The Management performs the valuations of financial assets and liabilities required for financial reporting purposes on a periodic basis, including level 3 fair values.

b). Financial risk management

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

- Credit risk
- Liquidity risk
- Interest rate risk

Notes to the consolidated financial statements for the year ended March 31, 2021

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(All amounts are Rupees in lacs unless otherwise stated)

Risk management framework

The Group Board of Directors has overall responsibility for the establishment and oversight of the Group's risk management framework. The Board of Directors have authorised senior management to establish the processes and ensure control over risks through the mechanism of properly defined framework in line with the businesses of the Group.

The Group's risk management policies are established to identify and analyse the risks faced by the Group, to set appropriate risks limits and controls, to monitor risks and adherence to limits. Risk management policies are reviewed regularly to reflect changes in market conditions and the Group's activities.

The Group has policies covering specific areas, such as interest rate risk, foreign currency risk, other price risk, credit risk, liquidity risk, and the use of derivative and non-derivative financial instruments. Compliance with policies and exposure limits is reviewed on a continuous basis.

b). Financial risk management (continued)

(i) Credit risk

The maximum exposure to credit risks is represented by the total carrying amount of these financial assets in the balance sheet

| Particulars | As at March 31,2021 | As at March 31,2020 |
|--|------------------------|------------------------|
| Cash and cash equivalents | 1,380.49 | 1,820.88 |
| Bank balances other than cash and cash equivalents | 1,520.66 | 1,064.17 |
| Trade receivables | 2,749.69 | 2,459.15 |
| Other receivables | 75.13 | 76.97 |
| Inventories | 620.40 | 186.92 |
| Loans | 3,319.89 | 2,421.02 |
| Investments | 4,610.28 | 2,607.98 |
| Other financial assets | 923.70 | 941.05 |

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Group's receivables from customers.

The Group's credit risk is primarily to the amount due from customer and investments. The Group maintains a defined credit policy and monitors the exposures to these credit risks on an ongoing basis. Credit risk on cash and cash equivalents is limited as the Group generally invests in deposits with scheduled commercial banks with high credit ratings assigned by domestic credit rating agencies.

The maximum exposure to the credit risk at the reporting date is primarily from trade receivables. Trade receivables are unsecured and are derived from revenue earned from customers primarily located in India. The Group does monitor the economic environment in which it operates. The Group manages its Credit risk through credit approvals, establishing credit limits and continuously monitoring credit worthiness of customers to which the Group grants credit terms in the normal course of business.

On adoption of Ind AS 109, the Company uses expected credit loss model to assess the impairment loss or gain. The Company establishes an allowance for impairment that represents its expected credit losses in respect of trade receivable. The management uses a simplified approach (i.e. based on lifetime ECL) for the purpose of impairment loss allowance, the company estimates amounts based on the business environment in which the Company operates, and management considers that the trade receivables are in default (credit impaired) when counterparty seems partly or fully doubtful to pay its obligations.

When a trade receivable is credit impaired, it is written off against trade receivables and the amount of the loss is recognised in the income statement. Subsequent recoveries of amounts previously written off are credited to the income statement.

Wherever the provision matrix cannot be applied to calculate a default risk rate, the Group creates a provision on a certain percentage of its receivables, following the prudence approach of accounting.

Trade receivables as at year end primarily relate to revenue generated from rendering of services.

Trade receivables are generally realised within the credit period.

This definition of default is determined by considering the business environment in which entity operates and other macro-economic factors. Further, the Group does not anticipate any material credit risk of any of its other receivables.

Notes to the consolidated financial statements for the year ended March 31, 2021

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(All amounts are Rupees in lacs unless otherwise stated)

Movement in the allowance for impairment in respect of trade receivables:

| Particulars | For the year ended March 31, 2021 | For the year ended March 31, 2020 |
|----------------------------|--------------------------------------|--------------------------------------|
| Balance at the beginning | 194.28 | 139.29 |
| Impairment loss recognised | 63.27 | 54.99 |
| Balance at the end | 257.55 | 194.28 |

b). Financial risk management (continued)

(ii) Liquidity risk

Liquidity risk is the risk that the Group will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Group's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are fallen due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation.

The Group believes that its liquidity position, including total cash (including bank deposits under lien and excluding interest accrued but not due) of Rs. 2901.15 lac as at March 31, 2021 (March 31, 2020: Rs. 2885.04 lac) and the anticipated future internally generated funds from operations will enable it to meet its future known obligations in the ordinary course of business.

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of credit facilities to meet obligations when due. The Group's policy is to regularly monitor its liquidity requirements to ensure that it maintains sufficient reserves of cash and funding from group companies to meet its liquidity requirements in the short and long term.

The Group's liquidity management process as monitored by management, includes the following:

- Day to day funding, managed by monitoring future cash flows to ensure that requirements can be met.
- Maintaining rolling forecasts of the Group's liquidity position on the basis of expected cash flows.

Exposure to liquidity risk

The following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted, and includes interest accrued but not due on borrowings.

| As at March 31, 2021 | Carrying amount | Contractual cash flows | | |
|---------------------------------------|-----------------|------------------------|--------------------|-----------------|
| | | Less than one year | More than one year | Total |
| Payables | | | | |
| Trade payables | 431.15 | 431.15 | - | 431.15 |
| Other payables | 1,570.63 | 1,570.63 | - | 1,570.63 |
| Borrowings other than debt securities | 1,351.51 | 315.35 | 1,036.16 | 1,351.51 |
| Lease liabilities | 487.48 | 62.16 | 425.32 | 487.48 |
| Other financial liabilities | 623.52 | 499.77 | 123.74 | 623.52 |
| Total | 4,464.29 | 2,879.06 | 1,585.23 | 4,464.29 |

| As at March 31, 2020 | Carrying amount | Contractual cash flows | | |
|---------------------------------------|-----------------|------------------------|--------------------|-----------------|
| | | Less than one year | More than one year | Total |
| Payables | | | | |
| Trade payables | 422.63 | 422.63 | - | 422.63 |
| Other payables | 735.34 | 735.34 | - | 735.34 |
| Borrowings other than debt securities | 1,392.91 | 341.63 | 1,051.28 | 1,392.91 |
| Lease liabilities | 792.36 | 95.98 | 696.38 | 792.36 |
| Other financial liabilities | 599.57 | 506.25 | 93.31 | 599.57 |
| Total | 3,942.81 | 2,101.83 | 1,840.98 | 3,942.81 |

Notes to the consolidated financial statements for the year ended March 31, 2021

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(All amounts are Rupees in lacs unless otherwise stated)

The above amounts reflects the contractual undiscounted cash flows which may differ from the carrying value of the liabilities at the reporting date.

b). Financial risk management**iii). Market risk**

Market risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, the Group mainly has exposure to one type of market risk, viz. interest rate risk. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

Interest rate risk

Interest rate risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's main interest rate risk arises from non-current borrowings with variable rates, which expose the Group to cash flow interest rate risk.

Exposure to interest rate risk

The Group's interest rate risk arises majorly from the term loans from banks carrying floating rate of interest. These obligations exposes the Group to cash flow interest rate risk. Since there were no borrowings at floating interest rates, the Group is not exposed to interest rate risk as of the reporting date.

52 Capital Management

For the purpose of the Group's capital management, capital includes issued equity share capital and all other equity reserves attributable to the equity holders of the Group.

Management assesses the Group's capital requirements in order to maintain an efficient overall financing structure. The Group manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets.

To maintain or adjust the capital structure, the Group may return capital to shareholders, raise new debt or issue new shares.

The Group monitors capital on the basis of the debt to capital ratio, which is calculated as interest-bearing debts divided by total capital (equity attributable to owners of the parent plus interest-bearing debts).

| Particulars | As at March 31, 2021 | As at March 31, 2020 |
|---|---------------------------------|---------------------------------|
| Borrowings | 1,352 | 1,393 |
| Less: Cash and cash equivalents | (1,380) | (1,821) |
| Adjusted net debt (A) | (29) | (428) |
| Total equity (B) | 16,376 | 14,370 |
| Adjusted net debt to adjusted equity ratio (A/B) | (0.18%) | (2.98%) |

53 Share-based payment

The Board of Directors at its meeting held January 3, 2008, approved an issue of stock options up to a maximum of 5% of the then issued equity capital of the Company aggregating to 4,500,000 equity shares of the face value of Rs. 6 each in a manner provided in the SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines 1999 subject to the approval of the shareholders. The shareholders of the Company vide their special resolution passed through postal ballot on March 4, 2008 approved the issue of equity shares of the Company. The scheme was further amended by the Board of Directors on March 5, 2010 and subsequently by the shareholders of the Company on April 13, 2010 to increase the number of options from 45,00,000 options to 1,50,00,000 options, convertible into equal number of equity shares.

The compensation committee in its meeting held on 26th August 2019 has allotted 44,00,000 options under series "G" to eligible employees of the company/its subsidiary company. However, options granted under series A to F are exercised or lapsed.

The compensation committee in its meeting held on 14th September 2020 has allotted 3,00,000 options under series "H" to eligible employees of the company/its subsidiary company.

A compensation committee comprising independent members of the Board of Directors administers the scheme.

Notes to the consolidated financial statements for the year ended March 31, 2021

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(All amounts are Rupees in lacs unless otherwise stated)

ESOPs to directors of the Company

| Particulars | As at March 31, 2021 | As at March 31, 2020 |
|---|-------------------------|-------------------------|
| Options outstanding at beginning of the period | 5,00,000 | - |
| Add: New options granted during the period | - | 5,00,000 |
| Less: Options exercised | - | - |
| Less: Options lapsed | - | - |
| Options outstanding at end of the period | 5,00,000 | 5,00,000 |
| Options exercisable at end of the period | 5,00,000 | 5,00,000 |

ESOPs to persons other than directors of the Company

| Particulars | As at March 31, 2021 | As at March 31, 2020 |
|---|-------------------------|-------------------------|
| Options outstanding at beginning of the period | 39,00,000 | 40,000 |
| Add: New options granted during the period | 3,00,000 | 39,00,000 |
| Less: Options exercised | - | - |
| Less: Options lapsed | (5,00,000) | (40,000) |
| Options outstanding at end of the period | 37,00,000 | 39,00,000 |
| Options exercisable at end of the period | 37,00,000 | 39,00,000 |

No option were exercised during last 3 years
No options were exercised during the year ended March 31, 2021.

Details of options outstanding at the year end with the range of exercise price and weighted average remaining contractual life:

| Employees entitled | No. of options | Vesting conditions | Weighted contractual life of options (in years) |
|--------------------|----------------|---|---|
| 10 | 42,00,000 | Vesting options would be subject to continued employment with company for two years from date of grant of options | 3.50 |

The Company approved the following grants to select senior level executives of the Company in accordance with the stock option scheme.

| Grant date | Exercise price | Options granted | Options vested and exercisable | Options unvested | Options exercised | Options cancelled | Options outstanding |
|---------------|----------------|------------------|--------------------------------|------------------|-------------------|-------------------|---------------------|
| 2nd Sep 2019 | 10.00 | 44,00,000 | - | 44,00,000 | - | 5,00,000 | 39,00,000 |
| 24th Sep 2020 | 10.00 | 3,00,000 | - | 3,00,000 | - | - | 3,00,000 |
| Total | | 47,00,000 | - | 47,00,000 | - | 5,00,000 | 42,00,000 |

Fair value of options granted:

The fair value at grant date is determined using the Black Scholes Model. Expected volatility has been determined using historical fluctuation in share issue prices of the Company.

Notes to the consolidated financial statements for the year ended March 31, 2021

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(All amounts are Rupees in lacs unless otherwise stated)

| Grant date | No. of options granted | Weighted average fair value (in Rs.) |
|---------------|------------------------|--------------------------------------|
| 2nd Sep 2019 | 44,00,000 | 4.50 |
| 24th Sep 2020 | 3,00,000 | 4.50 |

Range of exercise prices and weighted average remaining contractual life

| Particulars | No. of options granted | Range of exercise prices (in Rs.) | Weighted average exercise price (in Rs.) | Weighted average remaining contractual life (in years) |
|--------------------------------------|------------------------|-----------------------------------|--|--|
| Outstanding at beginning of the year | 44,00,000 | 26.25 | 26.25 | - |
| Granted during the year | 3,00,000 | 10.00 | 10.00 | 3.5 |
| Expired/ cancelled during the year | (5,00,000) | 26.25 | 26.25 | - |
| Exercised during the year | - | - | - | - |
| Outstanding at end of the year | 42,00,000 | 10.00 | 10.00 | 3.5 |
| Exercisable at end of the year | - | - | - | - |

The weighted average market price of equity shares for options exercised during the year is Rs Nil (previous year Nil).

Key assumptions used in Black Scholes Model for calculating fair value as on the date of respective grants

| Particulars | As at March 31, 2021 | As at March 31, 2020 |
|---|----------------------|----------------------|
| Expected volatility (%) | 56.10% | 56.10% |
| Risk-free interest rate (%) | 6.16% | 6.16% |
| Weighted average share price (in Rs.) | N.A | N.A |
| Exercise price (in Rs.) | 10 | 10 |
| Carrying amount of liability-included in employee benefit obligations (Rs. Lac) | - | - |

Expense arising from share-based payment transactions

Total expenses arising from share-based payment transactions recognised in profit or loss as part of employee benefit expense were as follows:

Share based payment expenses/(Income)

| | Year ended March 31, 2021 | Year ended March 31, 2020 |
|--|---------------------------|---------------------------|
| Employee option plan | 56.38 | 38.50 |
| Total employee share-based payment expense/(Income) | 56.38 | 38.50 |

54 Interest in other entities

(a) Subsidiaries

The Group's subsidiaries at March 31, 2021 are set out below. Unless otherwise stated, they have share capital consisting solely of equity shares that are held directly by the group, and the proportion of ownership interests held equals the voting rights held by the group. The country of incorporation is also their principal place of business.

Notes to the consolidated financial statements for the year ended March 31, 2021

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(All amounts are Rupees in lacs unless otherwise stated)

| Name of the Entity | Date of Incorporation | Country of incorporation | Ownership interest held by the group | | Ownership interest held by non-controlling interests | |
|---|-----------------------|--------------------------|--------------------------------------|----------------------|--|----------------------|
| | | | As at March 31, 2021 | As at March 31, 2020 | As at March 31, 2021 | As at March 31, 2020 |
| Almondz Wealth Limited | September 25, 2008 | India | 100% | 100% | 0% | 0% |
| Almondz Finanz Limited | May 12, 2006 | India | 100% | 100% | 0% | 0% |
| Almondz Global-Infra Consultant Limited | December 12, 2013 | India | 100% | 100% | 0% | 0% |
| Skiffle Healthcare Services Limited | December 14, 2012 | India | 100% | 100% | 0% | 0% |
| North Square Projects Private Limited | August 6, 2012 | India | 100% | 100% | 0% | 0% |
| Almondz Commodity Private Limited | August 17, 2005 | India | 100% | 100% | 0% | 0% |

Principal activities of group companies:

Almondz Wealth Limited (AWL)

AWL is involved in the business of brokerage and commission by providing service of wealth management, mutual funds, fixed deposits, government bond, home loan, mortgage and portfolio management services.

Almondz Finanz Limited (AFL)

AFL is registered with Reserve Bank of India as a non-deposit accepting Non Banking Financial Company (NBFC-ND) engaged in providing loans to corporate as well as trading of debt and equity.

Almondz Global-Infra Consultant Limited (AGICL)

AGICL is involved in the business of providing professional advisory and technical consultancy services in the areas of management, engineering, industrial, technical and financial for infrastructure sectors.

Skiffle Healthcare Services Limited

Skiffle Healthcare Services Limited provides sophisticated diagnostic and treatment procedures across all spectrums of eye disorders.

North Square Projects Private Limited (NSPPL)

NSPPL is engaged in real estate and investment activities. It was promoted on August 6, 2012 as a Special Purpose Vehicle (SPV) to enter into a Joint Venture for taking up the distillery and bottling business in the name of Premier Alcobev Private Limited (PAPL).

Almondz Commodity Private Limited (ACPL)

ACPL provides a platform for retail and corporate investors to diversify their portfolio and enjoy the benefits of commodity trading in MCX, NCDEX and NSEL.

(b) Associate Companies

Set out below are the associates of the group as at March 31, 2021 which, in the opinion of the directors, are material to the group.

| Name of entity | Date of Incorporation | Country of incorporation | Percentage of ownership interest | | Carrying amount | |
|--|-----------------------|--------------------------|----------------------------------|----------------------|----------------------|----------------------|
| | | | As at March 31, 2021 | As at March 31, 2020 | As at March 31, 2020 | As at March 31, 2020 |
| Almondz Insolvency Resolutions Services Private Limited (AIRSPL) | October 4, 2017 | India | 33% | 33% | 121.20 | 120.68 |
| Premier Alcobev Private Limited (PAPL) | May 25, 2007 | India | 50% | 50% | 3,715.31 | 2,337.90 |
| Total equity accounted investments | | | | | 3,836.51 | 2,458.58 |

Principal activities of associate entities:

Almondz Insolvency Resolutions Services Private Limited (AIRSPL)

AIRSPL is registered with Insolvency & Bankruptcy Board of India (IBBI). It consists of insolvency professionals engaged in various activities which include credit appraisal, debt syndication, debt restructuring, stressed assets management, business management and company due diligence.

Notes to the consolidated financial statements for the year ended March 31, 2021

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(All amounts are Rupees in lacs unless otherwise stated)

Premier Alcobev Private Limited (PAPL)

The Company is carrying the activity of distillery and bottling for manufacture and marketing of potable alcohol and country liquor under license from the Government of Himachal Pradesh.

i. Significant judgement: existence of significant influence

Almondz Insolvency Resolutions Services Private Limited (AIRSPL)

Almondz Global holds 33% of the ownership interest in the company. It also participates in all significant financial and operating decisions. The Group has therefore determined that it has significant influence over this company.

Premier Alcobev Private Limited (PAPL)

Almondz Global holds 50% of the ownership interest in the company through North Square Projects Private Limited. The Group has therefore determined that it has significant influence over this company.

ii. Summarised financial information for associates

| | AIRSPL | | PAPL | |
|---------------------------------|----------------------|----------------------|----------------------|----------------------|
| | As at March 31, 2021 | As at March 31, 2020 | As at March 31, 2021 | As at March 31, 2020 |
| Summarised Balance Sheet | | | | |
| Total assets | 144.28 | 144.28 | 16,583.24 | 14,901.85 |
| Total liabilities | 66.78 | 67.30 | 9,167.75 | 10,241.17 |
| Net assets | 77.50 | 76.99 | 7,415.49 | 4,660.67 |

| Summarised Statement of profit and loss | AIRSPL | | PAPL | |
|---|-----------------------------------|-----------------------------------|-----------------------------------|-----------------------------------|
| | For the year ended March 31, 2021 | For the year ended March 31, 2020 | For the year ended March 31, 2021 | For the year ended March 31, 2020 |
| Revenue | 6.64 | 19.49 | 22,563.54 | 24,553.54 |
| Other income | 6.13 | 11.08 | 48.52 | 43.93 |
| Profit before tax | 0.52 | 3.53 | 3,155.95 | 904.84 |
| Tax expense | - | -1.08 | 401.40 | 327.66 |
| Profit for the year | 0.52 | 4.61 | 2,754.55 | 577.18 |
| Other comprehensive income | - | 0.47 | 0.27 | (0.99) |
| Total comprehensive income | 0.52 | 5.08 | 2,754.82 | 576.20 |

55 Additional information under Schedule III on the entities included in the Consolidated financial statements

As at March 31, 2021

| Name of Enterprise | Net assets | | Share in profit or (loss) | | Share in other comprehensive income/ (loss) | | Share in total comprehensive income/ (loss) | |
|-----------------------------------|---------------------------------|-----------|------------------------------------|--------|---|--------|---|--------|
| | As % of consolidated net assets | Amount | As % of consolidated profit/(loss) | Amount | As % of consolidated comprehensive income | Amount | As % of total comprehensive income | Amount |
| Parent | | | | | | | | |
| Almondz Global Securities Limited | 79.17% | 12,965.56 | 19.96% | 368.67 | 21.43% | 12.04 | 20.00% | 380.71 |
| Subsidiaries | | | | | | | | |

Notes to the consolidated financial statements for the year ended March 31, 2021

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(All amounts are Rupees in lacs unless otherwise stated)

| Name of Enterprise | Net assets | | Share in profit or (loss) | | Share in other comprehensive income/ (loss) | | Share in total comprehensive income/ (loss) | |
|---|---------------------------------|------------------|------------------------------------|-----------------|---|--------------|---|-----------------|
| | As % of consolidated net assets | Amount | As % of consolidated profit/(loss) | Amount | As % of consolidated comprehensive income | Amount | As % of total comprehensive income | Amount |
| Almondz Commodities Private Limited | 1.16% | 190.48 | (0.18%) | (3.36) | 0.00% | - | (0.18%) | (3.36) |
| Almondz Wealth Advisors Limited | 0.19% | 31.01 | (0.05%) | (0.88) | 2.49% | 1.40 | 0.03% | 0.52 |
| North Square Projects Private Limited | 12.18% | 1,995.10 | 0.20% | 3.77 | (0.02%) | (0.01) | 0.20% | 3.76 |
| Almondz Global Infra-Consultant Limited | 4.47% | 732.01 | 0.09% | 1.69 | 71.83% | 40.36 | 2.21% | 42.05 |
| Almondz Finanz Limited | 26.61% | 4,356.91 | 11.49% | 212.27 | (1.82%) | (1.02) | 11.10% | 211.24 |
| Skiffle Healthcare Services Limited | 1.51% | 248.08 | (6.00%) | (110.87) | 2.45% | 1.38 | (5.75%) | (109.49) |
| Other consolidation adjustments | (25.30%) | (4,143.31) | 74.49% | 1,375.88 | 3.63% | 2.04 | 72.39% | 1,377.92 |
| Total | 100.00% | 16,375.83 | 100.00% | 1,847.16 | 100.00% | 56.19 | 100.00% | 1,903.35 |

As at March 31, 2020

| Name of Enterprise | Net assets | | Share in profit or (loss) | | Share in other comprehensive income/ (loss) | | Share in total comprehensive income/ (loss) | |
|---|---------------------------------|------------------|------------------------------------|---------------|---|--------------|---|---------------|
| | As % of consolidated net assets | Amount | As % of consolidated profit/(loss) | Amount | As % of consolidated comprehensive income | Amount | As % of total comprehensive income | Amount |
| Parent | | | | | | | | |
| Almondz Global Securities Limited | 87.13% | 12,520.78 | 6.52% | 29.51 | 52.63% | 37.33 | 12.77% | 66.84 |
| Subsidiaries | | | | | | | | |
| Almondz Commodities Private Limited | 1.35% | 193.84 | 3.40% | 15.39 | (0.15%) | (0.10) | 2.92% | 15.29 |
| Almondz Wealth Advisors Limited | 0.21% | 30.49 | (0.77%) | (3.47) | 1.96% | 1.39 | (0.40%) | (2.07) |
| North Square Projects Private Limited | 13.86% | 1,991.34 | 1.99% | 9.01 | (0.07%) | (0.05) | 1.71% | 8.96 |
| Almondz Global Infra-Consultant Limited | 4.69% | 673.69 | 0.14% | 0.64 | 24.39% | 17.29 | 0.12% | 0.64 |
| Almondz Finanz Limited | 28.82% | 4,140.68 | 26.49% | 119.88 | 19.46% | 13.80 | 25.54% | 133.68 |
| Skiffle Healthcare Services Limited | 2.37% | 340.24 | (1.94%) | (8.77) | 1.78% | 1.26 | (1.43%) | (7.50) |
| Other consolidation adjustments | (38.42%) | (5,521.23) | 64.15% | 290.27 | 0.00% | - | 58.76% | 307.56 |
| Total | 100.00% | 14,369.84 | 100.00% | 452.48 | 100.00% | 70.92 | 100.00% | 523.40 |

Notes to the consolidated financial statements for the year ended March 31, 2021

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(All amounts are Rupees in lacs unless otherwise stated)

56 Income taxes

A. Amounts recognised in profit or loss

| Current tax expense | March 31, 2021 | March 31, 2020 |
|--|----------------|-----------------|
| Current year | 199.61 | 68.57 |
| Adjustment for prior years | (74.83) | (52.79) |
| | 124.78 | 15.78 |
| Deferred tax expense | | |
| Change in recognised temporary differences | 40.07 | (68.88) |
| MAT credit (entitlement) | - | (136.94) |
| | 40.07 | (205.83) |
| | | |
| Total tax expense | 164.85 | (190.05) |

B. Amounts recognised in other comprehensive income

| | March 31, 2021 | | | March 31, 2020 | | |
|---|----------------|----------------------|--------------|----------------|----------------------|--------------|
| | Before tax | Tax (Expense)/Income | Net of tax | Before tax | Tax (Expense)/Income | Net of tax |
| Remeasurements of defined benefit liability | 78.06 | (21.87) | 56.19 | 99.12 | (28.20) | 70.92 |
| | 78.06 | (21.87) | 56.19 | 99.12 | (28.20) | 70.92 |

C. Reconciliation of effective tax rate

| | March 31, 2021 | | March 31, 2020 | |
|---|----------------|---------------|----------------|-----------------|
| | Rate | Amount | Rate | Amount |
| Profit before tax | 26.00% | 2,012.01 | 26.00% | 262.43 |
| Tax using the Group's domestic tax rate (A) | | 523.12 | | 68.23 |
| Tax effect of: | | | | |
| Other adjustment | | 358.27 | | 374.04 |
| MAT credit entitlement | | - | | (115.76) |
| Total (B) | | 358.27 | | 258.28 |
| (A)+(B) | | 164.85 | | (190.05) |

D. Movement in deferred tax balances

| | As at March 31, 2020 | Recognised in P&L | Recognised in OCI | As at March 31, 2021 |
|---|----------------------|-------------------|-------------------|----------------------|
| Deferred Tax Assets | | | | |
| Employee benefits | 59.36 | 20.45 | (21.87) | 57.94 |
| Property, plant and equipment and intangibles | 41.02 | 7.79 | - | 48.80 |
| Investment property | 44.83 | 5.08 | - | 49.91 |
| Trade receivables | 50.35 | 18.81 | - | 69.16 |
| MAT credit entitlement | 182.15 | (15.77) | - | 166.38 |
| Investments | 129.80 | (90.34) | - | 39.46 |
| Security deposit | - | - | - | - |
| Operating leases | 24.98 | 13.99 | - | 38.97 |
| Borrowings | - | - | - | - |
| Other financial liabilities | - | - | - | - |
| Other non-financial liabilities | - | - | - | - |

Notes to the consolidated financial statements for the year ended March 31, 2021

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(All amounts are Rupees in lacs unless otherwise stated)

| | | | | |
|---------------------------------------|---------------|----------------|----------------|---------------|
| Consol adjustment | 25.72 | - | - | 25.72 |
| Sub- Total (a) | 558.20 | (39.99) | (21.87) | 496.34 |
| Deferred Tax Liabilities | | | | |
| Inventory | - | - | - | - |
| Sub- Total (b) | - | - | - | - |
| Net Deferred Tax Asset (a)-(b) | 558.20 | (39.99) | (21.87) | 496.34 |

| | As at March 31, 2019 | Recognised in P&L | Recognised in OCI | As at March 31, 2020 |
|---|-------------------------|----------------------|----------------------|-------------------------|
| Deferred Tax Assets | | | | |
| Employee benefits | 63.26 | 24.29 | (28.20) | 59.36 |
| Property, plant and equipment and intangibles | 70.06 | (1.59) | - | 68.47 |
| Investment property | 17.66 | 27.17 | - | 44.83 |
| Trade receivables | 38.71 | 11.64 | - | 50.35 |
| MAT credit entitlement | 0.80 | 181.35 | - | 182.15 |
| Investments | 135.97 | (6.17) | - | 129.80 |
| Security deposit | 0.51 | (0.51) | - | - |
| Operating leases | - | 24.98 | - | 24.98 |
| Borrowings | 6.07 | (6.07) | - | - |
| Other financial liabilities | 0.00 | (0.00) | - | - |
| Other non-financial liabilities | 8.51 | (8.51) | - | - |
| Consol adjustment | 25.72 | - | - | 25.72 |
| Sub- Total (a) | 367.28 | 246.58 | -28.20 | 585.66 |
| Deferred Tax Liabilities | | | | |
| Property, plant and equipment and intangibles | (30.98) | 3.52 | - | (27.46) |
| Security deposit | (0.05) | 0.05 | - | - |
| Inventory | (0.09) | 0.09 | - | - |
| Sub- Total (b) | (31.11) | 3.66 | - | (27.46) |
| Net Deferred Tax Asset (a)-(b) | 336.16 | 250.23 | (28.20) | 558.20 |

- 57 The Group has not transferred any assets that are derecognised in their entirety where the Group continues to have continuing involvement.
- 58 There are no borrowing costs that have been capitalised during the year ended March 31, 2021 and March 31, 2020.
- 59 The Group does not have any financing activities which affect the capital and asset structure of the Group without the use of cash and cash equivalents.
- 60 The novel coronavirus (COVID-19) pandemic continues to spread across the globe including india. COVID-19 has taken its toll on not just human life, but business and financial markets too. With substantial increase in COVID-19 cases across different part of the country, governments has introduced a variety of measures to contain the spread of virus, including , lockdowns and restrictions on movement of people and goods across geographics. stock broking services being part of capital market operations have been declared as essential services and accordingly the company has faced no business intrusion on account of lockdown in case there is disruption in the functioning of capital markets the business of the company may be effected. there has been no material change in the controls or processes followed in the closing of the financial statement of the company. The management has, at the time of approving the financial statements, accessed the potential impact of the COVID-19 pandemic on the company. based on the current assessment the management is of the view that impact of COVID-19 on the operations of the company and the carrying value of assets and liabilities is minimal. The ongoing COVID-19 situation may results in some changes in overall economic and market conditions, which may in turn have and impact on the operations of the company.

Notes to the consolidated financial statements for the year ended March 31, 2021*...Continued from previous page**(All amounts are Rupees in lacs unless otherwise stated)*

- 61** There have been no events after the reporting date that require adjustment/disclosure in these financial statements.
- 62** Previous year's figures have been regrouped / reclassified as per the current year's presentation for the purpose of comparability.

As Per our report of even date.

For Mohan Gupta & Co.
Chartered Accountants
Firm registration No. 006519N

Himanshu Gupta
Partner
Membership No.: 527863

UDIN - 21527863AAAAHB7879

For and on behalf of the Board of Directors of
Almondz Global Securities Limited

Navjeet Singh Sobti
Managing Director
DIN: 00008393

Jagdeep Singh
Whole-time Director
DIN: 00008348

Ajay Pratap
Company Secretary and
Vice President of Corporate Affairs
Membership No.: F8480

Rajeev Kumar
Chief Financial Officer
PAN: ALPPK5252J

Place: Delhi
Date: 24 June 2021

Place: Delhi
Date: 24 June 2021

ALMONDZ GLOBAL SECURITIES LIMITED

Corporate Identity Number (CIN) : L74899DL1994PLC059839

Regd. Office : F-33/3, Phase-II, Okhla Industrial Area, New Delhi-110 020

Tel : 011-43500700; Website : www.almondzglobal.com; email id : secretarial@almondz.com

NOTICE

To the Shareholders

NOTICE is hereby given that the 27th (Twenty Seventh) Annual General Meeting of the Members of Almondz Global Securities Limited (the "Company") will be held on Wednesday, September 29 2021 at 11:30 A.M. (IST) through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM") to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements (both Standalone and Consolidated) of the Company for the financial year ended March 31, 2021, together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Sanjay Kumar Tiwari (DIN: 03407426) who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

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

RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013("the Act") read with Schedule IV to the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Mr. Satish Chandra Sinha (DIN 03598173), who holds office of Independent Director up to 24 May, 2021 and who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1) (b) of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member, signifying his intention to propose Mr. Satish Chandra Sinha's candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years commencing from 25 May, 2021 upto 24 May, 2026."

"RESOLVED FURTHER THAT the Board of Directors of the Company (including its committee thereof) and / or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

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

"RESOLVED THAT pursuant to the provisions of Section 13 read with rules framed there under and all other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof), and subject to necessary approval(s) if any, from the competent authorities, Clause III (A) of the Main Objects of the Memorandum of Association of the Company be altered by replacing the existing clause III (A) 5 the Memorandum of Association of the company with the following new clause III (A) 5 as under:

5. *To provide all kind of consultancy services in Information Technology Security solutions, cyber security, Information Technology security audits certification, computer software including preparation and maintenance of statistical or mathematical information and reports, data processing, software auditing and all Information Technology consultancy related activities.*

RESOLVED FURTHER THAT Mr. Navjeet Singh Sobti, Managing Director, Mr. Jagdeep Singh, Whole-time Director of the Company and Mr. Ajay Pratap, Company Secretary of the Company be and are hereby severally authorized to take necessary steps and to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form."

By Order of the Board of Directors

New Delhi
August 10, 2021

AJAY PRATAP
Company Secretary &
Vice President Corporate Affairs

NOTES:

1. In view of the prevailing COVID-19 pandemic, the Ministry of Corporate Affairs (the "MCA") vide its General Circulars No. 14/2020, No. 17/2020, No. 20/2020 and No. 02/2021 dated April 8, 2020, April 13, 2020, May 5, 2020 and January 13, 2021 respectively (hereinafter, collectively referred as the MCA Circulars) read with SEBI Circulars No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated May 12, 2020 and January 15, 2021 respectively (hereinafter, collectively referred as the SEBI Circulars), has allowed companies to conduct their annual general meetings through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), thereby, dispensing with the requirement of physical attendance of the members at their AGM and accordingly, the 27th Annual General Meeting (the "AGM" or the "Meeting") of Almondz Global Securities Limited (the "Company") will be held through VC or OAVM in compliance with the said circulars and the relevant provisions of the Companies Act, 2013 (as amended) (the "Act") and Rules made thereunder and the

SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) (the "Listing Regulations"). Members attending the AGM through VC or OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

2. Keeping the convenience of the Members positioned in different time zones, the Meeting has been scheduled at 11:30 A.M. IST.
3. **IN TERMS OF THE MCA CIRCULARS AND SEBI CIRCULAR NO. SEBI/HO/CFD/CMD1/CIR/P/2020/79 DATED MAY12, 2020, THE REQUIREMENT OF SENDING PROXY FORMS TO HOLDERS OF SECURITIES AS PER PROVISIONS OF SECTION 105 OF THE ACT READ WITH REGULATION 44(4) OF THE LISTING REGULATIONS, HAS BEEN DISPENSED WITH. THEREFORE, THE FACILITY TO APPOINT PROXY BY THE MEMBERS WILL NOT BE AVAILABLE AND CONSEQUENTLY, THE PROXY FORM AND ATTENDANCE SLIP ARE NOT ANNEXED TO THIS NOTICE CONVENING THE 27TH AGM OF THE COMPANY (THE "NOTICE").**

However, in pursuance of Section 113 of the Act and Rules framed thereunder, the corporate members are entitled to appoint authorized representatives for the purpose of voting through remote e-Voting or for the participation and e-Voting during the AGM, through VC or OAVM. Institutional Shareholders (i.e., other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF / JPG Format) of the relevant Board Resolution / Power of Attorney / appropriate Authorization Letter together with attested specimen signature(s) of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail at ashugupta.cs@gmail.com with a copy marked to . www.evotingindia.com

4. Since the AGM will be held through VC or OAVM, no Route Map is being provided with the Notice.
5. In case of Joint-holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote during the AGM.
6. An Explanatory Statement pursuant to Section 102 of the Act and Rules framed thereunder, in respect of the Special Business under Item No. 3 and 4 is annexed hereto. The recommendation of the Board of Directors of the Company (the "Board") in terms of Regulation 17(11) of the Listing Regulations is also provided in the said Statement. Necessary information of the Directors seeking appointment/re-appointment at the AGM as required under Regulation 36(3) of the Listing Regulations and the Revised Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI) is also appended to the Notice.
7. **Dispatch of Annual Report through E-mail**

In accordance with the MCA Circulars and the said SEBI Circular, the Notice alongwith the Annual Report of the Company for the financial year ended March 31, 2021, will be sent only through e-mail, to those Members whose e-mail addresses are registered with the Company or the Registrar and Share Transfer Agent (the "RTA"), i.e., M/s. Beetal

Financial Computers Private Limited or the Depository Participant(s). The Notice and the Annual Report for the financial year ended March 31, 2021 shall be available on the websites of the Company viz., www.almondzglobal.com and of the Stock Exchanges where Equity Shares of the Company are listed. The Notice shall also be available on the e-Voting website of the agency engaged for providing e-Voting facility, i.e., Central Depository Services (India) Limited (CDSL), viz., www.evotingindia.com

8. **PROCEDURE FOR ATTENDING THE AGM THROUGH VC OR OAVM**

Members will be able to attend the AGM through VC or OAVM by using their remote e-Voting login credentials and selecting the EVEN for the AGM. **Further details in this regard are annexed separately and form part of this Notice.**

9. **PROCEDURE FOR REMOTE E-VOTING AND E-VOTING DURING THE AGM**

The remote e-Voting period will commence on Sunday, September 26, 2021 (10:00 A.M. IST) and will end on Tuesday, September 28, 2021 (5:00 P.M. IST). During this period, the Members of the Company, holding shares either in physical or dematerialized mode, as on the cut-off date, i.e., Wednesday, September, 22, 2021, may cast their vote by remote e-Voting. The remote e-Voting module shall be disabled by CDSL for voting thereafter. Only those Members who are present in the Meeting through VC or OAVM facility and have not cast their votes on resolutions through remote e-Voting and are otherwise not barred from doing so, shall be allowed to vote through e-Voting system during the AGM. However, Members who would have cast their votes by remote e-Voting may attend the Meeting, but shall neither be allowed to change it subsequently nor cast votes again during the Meeting and accordingly, their presence shall also be counted for the purpose of quorum under Section 103 of the Act. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Wednesday, September, 22, 2021 being the cut-off date, are entitled to vote on the Resolutions set forth in the Notice. The voting rights of the Members shall be in proportion to their share(s) of the paid-up equity share capital of the Company as on the cut-off date. A person who is not a member as on the cut-off date should treat this Notice for information purpose only. The Board of Directors has appointed CS Ashu Gupta & Co, Practising Company Secretary (FCS : 4123/C.P. No.: 6646), or failing whom, such other practicing company secretary as the Board of Directors of the Company may appoint, as the Scrutinizer for scrutinizing the process of remote e-Voting and also e-Voting during the Meeting in a fair and transparent manner. The Scrutinizer shall, immediately after the conclusion of the Meeting, count the votes cast at the Meeting and thereafter, unblock the votes cast through remote e-Voting in presence of at least two witnesses not in employment of the Company and submit a Consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, not later than 48 hours after the conclusion of the Meeting. Thereafter, the Results of e-Voting shall be declared forthwith by the Chairman or by any other director/person duly authorised in this regard. The Results declared along with the Report of the Scrutinizer shall be placed on the Company's website (www.almondzglobal.com) and shall

simultaneously be communicated to the Stock Exchanges where the equity shares of the Company are listed. Subject to the receipt of requisite number of votes, the businesses mentioned in the Notice / the resolution(s) forming part of the Notice shall be deemed to be passed on the date of the AGM, i.e., Wednesday, September 29, 2021.

10. Procedure to raise Questions / seek Clarifications

- (a) As the AGM is being conducted through VC or OAVM, the Members are encouraged to express their views / send their queries well in advance for smooth conduct of the AGM but not later than 5:00 P.M. (IST) Tuesday, September 21, 2021, mentioning their names, folio numbers / demat account numbers, e-mail addresses and mobile numbers at secretarial@almondz.com and only such questions / queries received by the Company till the said date and time shall be considered and responded during the AGM.
- (b) Members willing to express their views or ask questions during the AGM are required to register themselves as speakers by sending their requests from Monday, September 20, 2021 (9:00 A.M. IST) to Friday, September 24, 2021 (5:00 P.M. IST) at secretarial@almondz.com from their registered e-mail addresses mentioning their names, folio numbers / demat account numbers, PAN details and mobile numbers. Only those Members who have registered themselves as speakers will be allowed to express their views/ask questions during the AGM. The Chairman of the Meeting / the Company reserves the right to restrict the number of questions, time allotted and number of speakers to ensure smooth conduct of the AGM.
- (c) Members seeking any information on the financial accounts, operations or any matter to be placed at the AGM, are requested to write to the Company from Monday, September 20, 2021 (9:00 A.M. IST) to Friday, September 24, 2021 (5:00 P.M. IST) through e-mail at secretarial@almondz.com and the same will be suitably replied by the Company.

11. Procedure for inspection of documents

All documents referred to in the Notice and the Explanatory Statement shall be made available for inspection by the Members of the Company, without payment of fees upto and including the date of AGM. Members desirous of inspecting the same may send their requests at secretarial@almondz.com from their registered e-mail addresses mentioning their names and folio numbers / demat account numbers. During the AGM, the Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts or arrangements in which Directors are interested maintained under Section 189 of the Act shall be made available for inspection upon login at CDSL e-Voting system.

12. Book Closure Period

The Share Transfer Books and Register of Members of the Company will remain closed from **Thursday, September 23, 2021 to Wednesday, September 29, 2021 (both days inclusive)** for the purpose of the AGM.

13. Nomination Facility

Members holding shares under a single name in physical mode are advised to make nomination in respect of their

shareholding in the Company. Members holding shares in demat mode should file their nomination with their respective Depository Participant(s).

- 14. Pursuant to Regulation 40 of the Listing Regulations, the securities of listed companies can be transferred only in the dematerialized mode w.e.f. April 1, 2019, except in case of transmission or transposition of securities. In this regard, SEBI has clarified by a Press Release No. 12/2019 dated March 27, 2019, that the said amendments do not prohibit an investor from holding the shares in physical mode and the investor has the option of holding shares in physical mode even after April 1, 2019. However, any investor who is desirous of transferring shares (which are held in physical mode) after April 1, 2019 can do so only after the shares are dematerialized. However, requests for transfer of shares held in physical mode, as filed in Form SH-4, prior to April 1, 2019 and returned to the investors due to deficiency in the documents, may be re- submitted for transfer even after April 1, 2019 provided it is submitted alongwith the necessary documents including PAN details. In exceptional cases, the transfer of physical shares is subject to the procedural formalities as prescribed under SEBI Circular No. SEBI/HO/MIRSD/DOS3/CIR/P/2018/139 dated November 6, 2018.

- 15. **Transfer of Unclaimed or Unpaid amounts to the Investor Education and Protection Fund (IEPF)** Pursuant to Sections 124 and 125 of the Act, Rules made thereunder (as amended), the amount of dividend remaining unclaimed or unpaid for a period of seven years or more from the date they first become due for payment, have been transferred to the account of Investor Education and Protection Fund (IEPF) established by the Government of India. Concerned shares have also been transferred to the Demat Account of the IEPF Authority. The complete list of said Members is available on the website of the Company. Members are informed that once the unclaimed or unpaid dividend is transferred to the designated account of IEPF and shares are transferred to the Demat Account of the IEPF Authority, no claim shall lie against the Company in respect of such dividend / shares. **Members are requested to quote their Folio numbers / DP Id and Client Id in all communication / correspondence with the Company or its RTA.** The eligible Members are entitled to claim such unclaimed or unpaid dividend and shares including benefits, if any, accruing on such shares from the IEPF Authority by making an online application in Web Form IEPF-5 and sending the physical copy of the same duly signed (as per the specimen signature recorded with the Company) along with requisite documents at the Registered Office of the Company for verification of their claims.

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 3.

Mr. Satish Chandra Sinha (DIN 03598173), joined the Board of Directors of the Company on 25 May 2016 as an Independent Director. Pursuant to the provisions of Sections 149, 152 and the Rules made thereunder read with Schedule IV of the Companies Act, 2013 and Clause 49 of the erstwhile Listing Agreements entered into with the stock exchanges, an independent director

can hold office for a term up to five consecutive years on the board of a company and he is eligible for re-appointment on passing of a Special Resolution by the Company subject to maximum of two consecutive terms and while calculating the tenure, any tenure of an Independent Director as on the date of commencement of the Companies Act, 2013 shall not be counted as a term. Accordingly, the Members of the Company at their 22nd Annual General Meeting held on September 29, 2016 appointed Mr. Satish Chandra Sinha as an Independent Director of the Company for a period of five years i.e. up to Mar 24, 2021 (first term). The Board of Directors on June 24, 2021 re-appointed Mr. Satish Chandra Sinha as an Independent Director for a period of five years with effect from May 24 2021 subject to the approval of Members of the Company at the ensuing Annual General Meeting. Mr. Satish Chandra Sinha aged about 69 is a seasoned Banker having more than 32 years' experience as a banker in Union Bank of India. Starting his career as a probationary officer in 1975 he worked across various locations in India, including rural, urban, and metro regions and rose to the position of General Manager in 2006. He had also held the position of Executive Director on the Board of Oriental Bank of Commerce and as member of Board for Industrial & Financial Reconstruction. He had also having association as honorary member of the Apex committee of the SIDBI Innovation and Incubation Centre (SIIC) formed by the collaboration between IIT Kanpur and the government of Uttar Pradesh and Nominee Director (Non-Executive) on the Board of Canara HSBC Oriental Bank of Commerce Life Insurance Company Limited between 2011 and 2012. Mr. Satish Chandra Sinha is B.Com from Patna University and also hold CAIIB diploma.

He is not holding any shares in the Company. In the opinion of the Board, Mr. Satish Chandra Sinha fulfils the conditions for appointment of Independent Director as specified in the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is independent of the management. His background and experience and contributions made by him during his tenure, the association of Mr. Satish Chandra Sinha would be beneficial to the Company and it is desirable to re-appoint him as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years w.e.f. 24 May 2021. The Company has received a notice in writing under the provisions of Section 160 of the Companies Act, 2013 from a Member proposing the candidature of Mr. Satish Chandra Sinha for the office of Director of the Company. Copy of the draft letter of appointment of Mr. Satish Chandra Sinha setting out the terms and conditions of appointment and the names of companies and the committees in which Mr. Satish Chandra Sinha is a director / member is available for inspection without any fee by the Members at the Registered Office of the Company. The details of Mr. Satish Chandra Sinha as required under the provisions of Regulation 36(3) of the Listing Regulations, 2015 and other applicable provisions are provided in **Annexure - A** to this Notice. No Director, Key Managerial Personnel or their relatives except Mr. Satish Chandra Sinha is interested or concerned in the Resolution. The Board of Directors recommends the Special Resolution set forth at Item No. 3 of the Notice for approval of the Members of the Company

Item No. 4.

The clause III (A) 5 of the Memorandum of Association of the Company contains the object relating to financing and investment activity which does not match with the business and operation of the Company. The Company is mainly into providing various

kind of consultancy services in the field of financial market, Infrastructures advisory etc. The company also wants to provide consultancy services in the field of Information Technology and therefore it is proposed to deleting the existing clause III (A) 5 of the Memorandum of Association of the Company and replace it with the new clause III (A) 5 .

Accordingly, the Board in its meeting held on 10 August, 2021 has approved the deletion and substituting new clause III (A) 5 in place of existing clause in the Memorandum of Association of the Company.

No Director, Key Managerial Personnel or their relatives is interested or concerned in the Resolution. The Board of Directors recommends the Special Resolution set forth at Item No. 4 of the Notice for approval of the Members of the Company

By Order of the Board of Directors

New Delhi
August 10, 2021

AJAY PRATAP
Company Secretary &
Vice President Corporate Affairs

INSTRUCTIONS FOR ATTENDING AND VOTING IN AGM

- i. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
- ii. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM will be provided by CDSL.
- iii. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

- iv. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
- v. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
- vi. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.almondzglobal.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
- vii. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
- viii. In continuation of this Ministry's **General Circular No. 20/2020**, dated 05th May, 2020 and after due examination, it has been decided to allow companies whose AGMs were due to be held in the year 2020, or become due in the year 2021, to conduct their AGMs on or before 31.12.2021, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 as per MCA circular no. 02/2021 dated January, 13, 2021.

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM/EGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:

- (i) The voting period begins on Sunday, September 26, 2021 (10:00 A.M. IST) and will end on Tuesday, September 28, 2021 (5:00 P.M. IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, i.e., Thursday, September, 22, 2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode** is given below:

| Type of shareholders | Login Method |
|--|--|
| Individual Shareholders holding securities in Demat mode with CDSL | <ol style="list-style-type: none"> 1) Users of who have opted for CDSL's Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URLs for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting Menu. On clicking the e-voting menu, the user will be able to see his/her holdings along with links of the respective e-Voting service provider i.e. CDSL/ NSDL/ KARVY/ LINK INTIME as per information provided by Issuer / Company. Additionally, we are providing links to e-Voting Service Providers, so that the user can visit the e-Voting service providers' site directly. 3) If the user is not registered for Easi/ Easiest, option to register is available at https://web.cdslindia.com/myeasi./Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be provided links for the respective ESP where the e-Voting is in progress during or before the AGM. |

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| Individual Shareholders holding securities in demat mode with NSDL | <p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password.</p> |
| | <p>After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS” Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p> |
| Individual Shareholders (holding securities in demat mode) login through their Depository Participants | <p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider’s website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> |

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

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

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

- (v) Login method for e-Voting and joining virtual meeting for **shareholders other than individual shareholders & physical shareholders.**
- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
 - 2) Click on “Shareholders” module.
 - 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 - 4) Next enter the Image Verification as displayed and Click on Login.
 - 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
 - 6) If you are a first-time user follow the steps given below:

| | For Shareholders holding shares in Demat Form other than individual and Physical Form |
|--|--|
| PAN | <p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA. |
| Dividend Bank Details OR Date of Birth (DOB) | <p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v). |

- (vi) After entering these details appropriately, click on “SUBMIT” tab.

- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) **Facility for Non – Individual Shareholders and Custodians –Remote Voting**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF

format in the system for the scrutinizer to verify the same.

- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz: secretarial@almondz.com (designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
8. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM.
9. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.

2. For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to **Company/RTA email id**.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

Annexure A

Details of Directors seeking appointment/re- appointment at the Annual General Meeting pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and Standard 1.2.5 of SS-2, Secretarial Standard on General Meetings

| Name of the Director | Mr. Sanjay Kumar Tiwari | Mr. Satish Chandra Sinha |
|---|---|--|
| Date of Birth | 10.06.1964 | 31.07.1952 |
| Pan No. | AAMPT9380J | ADSPS3128C |
| DIN | 03407426 | 03598173 |
| Relationship with Directors | None | None |
| Expertise in specific functional area | Mr. Sanjay Kumar Tiwari is a Chartered Accountant with accreditations from the Institute of Chartered Accountants of India and a graduate in Commerce. He has 33 years of experience in Industries ranging from Textile, Cement, Tyre & Engineering to FMCG. He has indepth knowledge of Middle East, South East and South Asian Markets. His core expertise has been to monitor and manage the operations of varied industries from financial and commercial view point. He has also been instrumental in turning around loss making companies in countries i.e. Malaysia, Egypt, India and Middle East. | Seasoned Banker having more than 32 years' experience as a banker in Union Bank of India. Starting his career as a probationary officer in 1975 he worked across various locations in India, including rural, urban, and metro regions and rose to the position of General Manager in 2006. He had also held the position of Executive Director on the Board of Oriental Bank of Commerce and as member of Board for Industrial & Financial Reconstruction. He had also having association as honorary member of the Apex committee of the SIDBI Innovation and Incubation Centre (SIIC) formed by the collaboration between IIT Kanpur and the government of Uttar Pradesh and Nominee Director (Non-Executive) on the Board of Canara HSBC Oriental Bank of Commerce Life Insurance Company Limited between 2011 and 2012. |
| Qualification | C.A., B.Com | B.Com, CAIIB diploma |
| Board Membership of other companies as on March 31, 2020 | NIL | Akara Capital Advisors Pvt Ltd Prayatna Microfinance Limited |
| Chairman/ Member of the Committee of the Board of Directors as on March 31, 2021 | NIL | 2 |
| Chairman/Member of the Committee of Directors of other companies in which he is a director as on March 31, 2021 | | |
| a) Audit Committee | NIL | NIL |
| b) Stakeholders Relationship Committee | 3 | 4 |
| c) Nomination and Remuneration Committee | NIL | NIL |
| Number of Board meetings attended during the Financial Year 2020- 21 | NIL | NIL |
| Number of shares held in the Company as on March 31, 2021 | NIL | NIL |