



**ARYAMAN
FINANCIAL SERVICES LIMITED**



CORPORATE INFORMATION

CIN: L74899DL1994PLC059009

BOARD OF DIRECTORS:

EXECUTIVE DIRECTORS:

- ☞ Mr. Shripal Shah
- ☞ Mr. Shreyas Shah

INDEPENDENT DIRECTORS:

- ☞ Mr. Darshit Parikh
- ☞ Mr. Ram Gaud
- ☞ Mr. Abhinav Anand

NON-EXECUTIVE DIRECTOR :

- ☞ Mrs. Meloni Shah

KEY MANAGERIAL PERSONNEL:

- ☞ Mr. Shripal Shah (Chief Financial Officer & Whole time Director)
- ☞ Mr. Shreyas Shah (Whole time Director)
- ☞ Ms. Chaitali Pansari (Company Secretary) (upto July 24th, 2023)
- ☞ Ms. Reenal Khandelwal (Company Secretary w.e.f. July 24th, 2023)

STATUTORY AUDITOR:

M/s V. N. Purohit & Co.,
Chartered Accountants
(Firm Registration No. 304040E)
214, New Delhi House. 2nd Floor
27, Barakhamba Road
New Delhi- 110001

CORPORATE OFFICE:

60, Khatau Building, Ground. Floor,
Alkesh Dinesh Modi Marg,
Fort, Mumbai – 400 001

COMMITTEES:

AUDIT COMMITTEE:

- ☞ Mr. Darshit Parikh (Chairman)
- ☞ Mr. Shripal Shah (Member)
- ☞ Mr. Ram Gaud (Member)

STAKEHOLDERS RELATIONSHIP COMMITTEE:

- ☞ Mr. Darshit Parikh (Chairman)
- ☞ Mr. Abhinav Anand (Member)
- ☞ Mr. Shripal Shah (Member)

NOMINATION REMUNERATION COMMITTEE:

- ☞ Mr. Darshit Parikh (Chairman)
- ☞ Mr. Ram Gaud (Member)
- ☞ Mr. Abhinav Anand (Member)

REGISTRAR AND SHARE TRANSFER AGENT:

Adroit Corporate Services Private Limited
19/20, Jafferboy Industrial Estate
1st Floor, Makwana Road,
Marol Naka, Andheri (E),
Mumbai – 400 059

REGISTERED OFFICE:

102, Ganga Chambers, 6A/1, W.E.A.,
Karol Bagh,
New Delhi – 110 005

Request to Members

Members are requested to send their queries, if any, relating to the annual report, shareholding, etc., to the Company Secretary at the Corporate Office of the Company, on or before Friday, September 29, 2023, so that the answers / details can be kept ready at the Annual General Meeting.

Ms. Reenal Khandelwal (Company Secretary)

60, Khatau Building, Ground. Floor,

Alkesh Dinesh Modi Marg,

Fort, Mumbai – 400 001

Tel: 022 – 6216 6999

Fax: 022 – 2263 0434

Mail Id: info@afsl.co.in

NOTICE

NOTICE is hereby given that the **Twenty Ninth Annual General Meeting** of the Members of **Aryaman Financial Services Limited** will be held on **Friday, September 29, 2023** at **11:00 A.M.** through Video Conference (VC) / Other Audio-Visual Means (OAVM) to transact the following business:

ORDINARY BUSINESS:

- 1) To consider and adopt :-
 - a. the Audited Financial Statements of the company for the financial year ended March 31, 2023, together with the Report of the Board and the Auditors thereon; and
 - b. the Audited Consolidated Financial Statements of the company for the financial year ended March 31, 2023, together with the Report of the Board and the Auditors thereon.
- 2) To appoint a Director in place of Mr. Shreyas Shah (DIN: 01835575), who retires by rotation and being eligible, offer himself for re-appointment.

SPECIAL BUSINESS:

- 3) To Re-appoint Mr. Abhinav Anand as an Independent Director:

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

“RESOLVED THAT pursuant to the provisions of Section 149 and 152 read with Schedule IV and other applicable provisions if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, Mr. Abhinav Anand (DIN: 07732241) who was appointed as an Independent Director and who holds office as an Independent Director up to November 13, 2023 and being eligible, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years, i.e. from November 13, 2023 and upto November 12, 2028.

NOTES:

1. The Ministry of Corporate Affairs (the “MCA”) vide its circular no. 10/2022 dated December 28, 2022 and SEBI vide its circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023, have allowed the companies whose AGM is due in the calendar year 2023, to conduct the same through Video Conferencing (“VC”) and/or Other Audio Visual Means (“OAVM”) facility.
In view of the above read with the other circulars issued by the MCA and SEBI from time to time post the pandemic (together referred to as the “Circulars”), the 29th AGM of the Company is convened through VC/OAVM without the physical presence of the members at a common venue.
2. **PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC OR OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS AND THE CIRCULARS ISSUED BY THE SECURITIES AND EXCHANGE BOARD OF INDIA (‘SEBI’) DATED MAY 12, 2020 AND JANUARY 15, 2021 (‘SEBI CIRCULARS’), THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND**

HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF AGM ARE NOT ANNEXED TO THIS NOTICE.

3. Institutional Investors who are Members of the Company, are encouraged to attend and vote at the AGM through e-voting facility. Corporate Members and Institutional Investors intending to appoint their authorised representatives pursuant to Sections 112 and 113 of the Act, as the case may be, to attend the AGM through VC or OAVM or to vote through remote e-Voting are requested to send a certified copy of the Board Resolution to the Scrutinizer by email at jigar.gandhi@jngandco.in with a copy marked to evoting@nsdl.co.in . The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
4. 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.
5. Members are requested to:
 - (a) intimate to the Company/their Depository Participant (“DP”), changes, if any, in their registered address at an early date;
 - (b) quote their Registered Folio No. and/or DP Identity and Client Identity number in their correspondence.
6. In accordance with the MCA Circulars and SEBI Circulars, the Notice of the AGM along with the Annual Report 2022-23 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. Members may note that the Notice and Annual Report 2022- 23 will also be available on the Company’s website www.afsl.co.in, websites of BSE at www.bseindia.com and on the website of NSDL at www.evoting.cdsl.com .
7. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held in electronic form and to AFSL, through Form ISR-1/ISR-2, as applicable, along with necessary supporting documents, either by emailing e-signed copies to feedback@afsl.co.in or sending physical copies by post/ delivery to the offices of AFSL. Further, Members may note that SEBI has mandated the submission of PAN by every participant in securities market.
8. 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.
9. In compliance with the aforesaid MCA and SEBI Circulars, Notice of the AGM and Annual Report is being sent only through electronic mode to those Members whose email addresses are registered with the Company/RTA/Depositories. Members may note that the Notice of the AGM and Annual Report will also be available on the Company’s website at www.afsl.co.in website of BSE Limited at www.bseindia.com Further, the Notice of AGM shall also be available on the website of the e-voting agency- Central Depository Services (India) Limited at www.evotingindia.com
10. 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.

11. Corporate members (other than individuals, HUF, NRI etc.) are required to send a scanned copy (PDF/JPG format) of its Board or governing body resolution/authorisation to attend AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said resolution / authorisation shall be sent to the Scrutinizer by e-mail through its registered e-mail address to feedback@afsl.co.in with a copy marked to helpdesk.evoting@cdslindia.com .
12. Corporate Members are requested to send a scanned copy (PDF / JPEG format) of the Board Resolution authorizing its representatives to attend and vote at the AGM, pursuant to Section 113 of the Act, to feedback@afsl.co.in
13. The attendance of the members attending the AGM through VC / OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
14. The statutory documents of the Company and/or the documents referred to in this Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice upto the date of AGM, i.e September 29, 2023. Members seeking to inspect can send an e- mail to feedback@afsl.co.in
15. As per Regulation 40 of SEBI Listing Regulations, as amended, except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in dematerialized form with a depository w.e.f April 1, 2019. Further, SEBI vide its circular no. SEBI/HO/MIRSD/RTAMB/CIR/P/2020/166 dated September 7, 2020 read with SEBI/HO/MIRSD/RTAMB/CIR/P/2020/236 dated December 2, 2020 had fixed March 31, 2023 as the cut-off date for re-lodgment of transfer deeds and the shares that are re-lodged for transfer shall be issued only in demat mode. In view of this, members holding shares in physical form are requested to consider converting their holdings to demat form to avoid hassle in transfer of shares.
16. Members holding shares in demat mode, who have not registered their email addresses are requested to register their email addresses with their respective depository participants, and members holding shares in physical mode are requested to update their email addresses with the Company's RTA to receive all communication (including Annual Report) in electronic mode.
17. SEBI has mandated the submission of PAN by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participant(s). Members holding shares in physical form are required to submit their PAN details to the Company's RTA.
18. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company's RTA, the details of such folios together with the share certificates and self attested copy of PAN card and Aadhar card for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
19. Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form may file nomination in the prescribed Form SH-13 and for cancellation / variation in nomination in the prescribed Form SH-14 with the Company's RTA. In respect of shares held in demat form, the nomination form may be filed with the respective Depository Participant.
20. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, September 22, 2023 to Friday, September 29, 2023.
21. The details relating to ordinary business forms part of the Explanatory Statement pursuant to Section 102(1) of the Act to be transacted at the AGM, which is annexed hereto.

A. Voting through electronic means

1. 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/EGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM/EGM through VC/OAVM.

2. 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 /AGM will be provided by CDSL.
3. 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.
4. 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.
5. 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.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.afsl.co.in . The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com. 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.
7. 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 , MCA Circular No. 20/2020 dated May 05, 2020, January 13, 2021, December 8, 2021, December 14, 2021 May 5,2022 and December 28, 2022
8. 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. 10/2022 dated December 28, 2022 AGMs were due to be held in the year 2023, to conduct their AGMs.
9. Mr. Jigarkumar Gandhi, Practicing Company Secretary (Membership No. F7569) has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
10. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.

11. Non-resident Indian members are requested to inform the RTA, Cameo Corporate Services Limited situated at Subramaniam Building No. 1, Club House Road, Chennai, Tamil Nadu-600002 immediately about:
- Change in their residential status on return to India for permanent settlement
 - Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
12. SEBI has mandated the submission of PAN by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participant(s). Members holding shares in physical form are required to submit their PAN details to the Company’s RTA.
13. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone / mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, etc., to their DPs if the shares are held by them in demat form and to Company’s RTA if the shares are held by them in physical form.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on Monday, September 25, 2023 at 9:00 A.M. and ends on Thursday, September 28, 2023 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Friday, September 22, 2023, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Friday, September 22, 2023.

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

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





Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company

	<p>name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period If you are 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> <ol style="list-style-type: none"> 2. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 3. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; gap: 20px;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1) Users who have opted for CDSL 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 users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers,

	<p>so that the user can visit the e-Voting service providers' website directly.</p> <ol style="list-style-type: none"> 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on 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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period</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. NSDL and CDSL.

Login type	Helpdesk details
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33</p>

B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

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

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

4. Your User ID details are given below :

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

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

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

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

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to jigar.gandhi@jngandco.in with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to (Abhishek Mishra) at evoting@nsdl.co.in

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

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

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

1. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the Virtual platform developed by the RTA i.e Cameo Corporate Services Limited. Link along with details will be provided to Eligible shareholders. Shareholders may access the voting during the AGM by clicking the link provided in virtual platform i.e <https://www.evotingindia.com> Shareholders/members may login by using the remote e -voting credentials. The link for VC/OAVM will be available to eligible shareholder/members at their registered E-Mail Ds. Facility of joining the AGM through VC/OAVM shall open 30 minutes before the time scheduled for the AGM.
2. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
3. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is thereof recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the AGM may register themselves as an attendee by sending their request in advance at least **2 days prior to meeting** mentioning their name, demat account number/folio number, email id, PAN, mobile number at info@afsl.co.in,
6. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **2 days prior to meeting** mentioning their name, demat account number/folio number, email id, PAN, mobile number at info@afsl.co.in, These queries will be replied to by the company suitably by email.
7. Those shareholders who have registered themselves as an attendee will be allowed to express their views/ ask questions during the meeting. The member who has not registered themselves an attendee but have queries during the AGM can use the chat box/ send query button and ask the question.
8. If you have any queries or issues regarding attending AGM & e-Voting from the NSDL e-Voting System, you can write an email to evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000.
9. All grievances connected with the facility for voting by electronic means may be addressed to (NSDL) National Securities Depository Limited, Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel (West), Mumbai – 400 013 or send an email to evoting@nsdl.co.in or call on 022 - 4886 7000 and 022 - 2499 7000. For, any other queries regarding Participating in AGM or other matter kindly write to info@afsl.co.in., In case you have any queries or issues regarding attending Annual General Meeting through VC/OAVM write an email to: investors@cameoindia.com

INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM 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. Only those shareholders, who are present in the AGM through VC/OAVM facility and who 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 AGM.

4. 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.
5. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
22. The Board of Directors of the Company has appointed **Mr. Jigarkumar Gandhi Makarand, Practising Company Secretary (FCS 7569, CP 8108)**, as Scrutinizer for conducting the voting process of remote e-voting and e-voting during AGM in a fair and transparent manner.
23. The scrutinizer shall, immediately after the conclusion of voting at the Annual General Meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote evoting in the presence of at least two witnesses not in the employment of the company and make, not later than two working days from conclusion of the meeting, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same.
24. The Results will be declared on receipt of Scrutinizer's Report at the registered office of the Company at 102, Ganga Chambers, 6a/1, w.e.a., Karol Bagh New Delhi dl 110005 .The Results declared along with the Scrutinizer's Report shall be placed on the Company's website <http://afsl.co.in/investor-relation.html/> and on the website of NSDL immediately and communicated to the stock exchange.
25. **All queries relating to Share Transfer and allied subjects should be addressed to:**

Adroit Corporate Services Private Limited

19/20, Jafferboy Industrial Estate
1st Floor, Makwana Road,
Marol Naka, Andheri (E),
Mumbai – 400 059

Registered Office:

102, Ganga Chambers,
6A/1, W.E.A., Karol Bagh,
New Delhi – 110 0051
Tel : 022 – 6216 6999
Fax: 022 – 2263 0434
CIN: L74899DL1994PLC059009
Website: <http://www.afsl.co.in>
Email: info@afsl.co.in

By Order Of The Board Of Directors
FOR ARYAMAN FINANCIAL SERVICES LIMITED

Sd/-
REENAL KHANDELWAL
(Company Secretary)
Mumbai, Thursday, August 31, 2023

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 SETTING OUT ALL MATERIAL FACTS RELATING TO THE SPECIAL BUSINESS.

Item No. 3

Mr. Abhinav Anand (DIN: 07732241) was appointed as Independent Director on November 14, 2018 for a continuous period of five years ended on November 13, 2023. The Board of Director of the Company ("Board"), at its meeting held on November 14, 2018 has subject to approval of members, proposed to re-appoint Mr. Abhinav Anand , as Independent Director, for a period of 5 (five) years from the expiry of his present term i.e. with effect from November 13, 2023.

The Nomination Committee of the Board of Director, on the basis of the report of performance evaluation, recommends re-appointment of Mr. Abhinav Anand as an Independent Director for a second term of 5 (five) consecutive years on the Board of the Company.

The Board, based on the performance evaluation and as per the recommendation of the Nomination and Remuneration Committee, considers that, given his background and experience and contributions made by him during his tenure, the continued association of Mr. Abhinav Anand would be beneficial to the Company and it is desirable to continue to avail his services as an Independent Director.

Mr. Abhinav Anand is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director alongwith his Declaration of Independence declaring meeting criteria of independence as prescribed under Section 149 (6) of Companies Act, 2013 and SEBI LODR Regulations.

Accordingly, it is proposed to re-appoint Mr. Abhinav Anand as an Independent Director of the Company, not liable to retire by rotation, for a second term of 5 (five) consecutive years on the Board of the Company.

He shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose whatsoever as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings and profit related commission within the limits stipulated under Section 197 of the Act.

Copy of draft letter of appointment of Mr. Abhinav Anand setting out the terms and conditions of appointment is available for inspection by the members at the registered office of the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution. This statement may also be regarded as an appropriate disclosure under the Act and the Listing Regulations.

Annexure - A

The relevant details of directors who is proposed to be re-appointed directors of the Company, as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS-2 issued by the Company Secretaries of India are as under;

PARTICULARS	MR. SHREYAS SHAH
Current Position	Whole Time Director (Liable to retire by rotation)
Age:	35 Years
Qualification:	BMS, LLB
Experience:	More than 10 years in the field of investments and finance
Expertise in specific functional areas	His functional responsibility handling the business development of The Company.
Date of first Appointment:	May 29, 2013
Number of Board Meetings attended during the year:	Attended all the meetings held in F.Y. 2022-23
Shareholding in the Company:	90,000 Equity Shares
Relationship with Other Directors:	Mr. Shripal Shah (Brother) Mrs. Meloni Shah (Sister-in law)
Other Directorships/Partner:	1) Mahshri Enterprises Private Limited; 2) Aryaman Capital Markets Limited; 3) Escorp Asset Management Limited; 4) Roopshri Resorts Limited 5) Tushvi Tradex Private Limited 6) Overkud Multi Asset Management Private Limited
Memberships / Chairmanship of Committees:	He is the member in Stakeholders Relationship Committee of Roopshri Resorts Limited

BOARD'S REPORT

To,
The Members,

Your Directors take pleasure in presenting their *Twenty Ninth Annual Report* on the Business and Operations of the Company and the Accounts for the Financial Year ended 31st March, 2023 (period under review).

1. FINANCIAL PERFORMANCE OF THE COMPANY:

The summary of consolidated and standalone financial highlights for the financial year ended March 31, 2023 and previous financial year ended March 31, 2022 is given below:

Consolidated Financial Performance:

(Rs. in lakhs)

Particulars	Consolidated		Standalone	
	31-Mar-2023	31-Mar-2022	31-Mar-2023	31-Mar-2022
Total Income	5569.75	8476.64	663.01	513.20
Less: Expenditure	4923.03	7622.17	401.05	326.79
Profit before Depreciation	646.72	854.47	261.96	186.41
Less: Depreciation	15.60	12.59	8.26	8.06
Profit before Tax	631.13	841.88	253.7	178.35
Provision for Taxation	117.01	89.40	63.86	43.94
Profit after Tax	514.12	752.48	189.84	134.41
Other Comprehensive Income	1534.33	388.66	-	-
Total Comprehensive Income	2048.44	1141.13	189.84	134.41
Total Profit/Loss for the year attributable to:				
Owners of the Company	392.43	465.79	-	-
Non-Controlling Interests	121.68	286.69	-	-
Other Comprehensive Income for the year attributable to:				
Owners of the Company	999.10	210.25	-	-
Non-Controlling Interests	535.22	178.40	-	-
Total Comprehensive Income/Loss for the year attributable to:				
Owners of the Company	1391.53	676.04	-	-
Non-Controlling Interests	656.91	465.09	-	-
Earnings Per Share (Face Value of ₹10)				
(1) Basic	3.36	3.99	1.62	1.15
(2) Diluted	3.36	3.99	1.62	1.15

Standalone

The Total Income of the Company stood at Rs.89.13 lacs for the year ended March 31, 2023 as against Rs 513.20 Lacs in the previous year. The Company made a Net Loss of Rs. 29.32 Lacs for the year ended March 31, 2023 as compared to the Net Profit of Rs. 134.41 Lacs in the previous year.

Consolidated:

The Consolidated Total Income is Rs.5569.75 Lacs for the financial year ended March 31, 2023 as against Rs. 8,476.64 Lacs during the previous financial year. Consolidated Net Profit is Rs.514.12 Lacs for the year ended March 31, 2023 as compared to Rs. 752.48 Lacs in the previous year registering decrease of 37.638%

The consolidated financials reflect the cumulative performance of the Company together with its subsidiaries. Detailed description about the business carried on by these entities including the Company is contained in the Management Discussion and Analysis report forming part of this Annual Report.

2. TRANSFER TO RESERVES IN TERMS OF SECTION 134 (3) (J) OF THE COMPANIES ACT, 2013

The Board has decided not to transfer any amount to the Reserves for the year under review.

3. CASH FLOW AND CONSOLIDATED FINANCIAL STATEMENTS:

As required under regulation 34 of the SEBI (LODR) Regulations, 2015, a Cash Flow Statement forms part of Annual Report.

4. DIVIDEND:

The dividend policy for the year under review has been formulated taking into consideration of growth of the company and to conserve resources, the Directors do not recommend any dividend for year ended March 31, 2023.

5. TRANSFER OF UNPAID AND UNCLAIMED DIVIDENDS TO INVESTOR EDUCATION AND PROTECTION FUND

The Ministry of Corporate Affairs under Sections 124 and 125 of the Companies Act, 2013 requires dividends that are not encashed/ claimed by the shareholders for a period of seven consecutive years, to be transferred to the Investor Education and Protection Fund (IEPF). In FY 2022-23, there was no amount due for transfer to IEPF.

6. SHARE CAPITAL

The authorized share capital of the company is Rs. 11,70,00,000/- divided into 1,17,00,000 equity shares of Rs. 10/-

The paid-up share capital of the Company is Rs 11,68,20,000 divided into 1,16,82,000 Equity shares of Rs. 10/-

Company has appointed M/s Bigshare Services Private Limited as the Registrar and Transfer Agent of the Company.

7. MANAGEMENT'S DISCUSSION AND ANALYSIS REPORT:

Management's Discussion and Analysis Report for the year under review, in terms of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") and SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 (the "Amended Listing Regulations"), is presented in a separate section forming part of the Annual Report.

8. CHANGE IN NATURE OF BUSINESS, IF ANY

There has been no change in nature of business of the Company during the FY under review.

9. DISCLOSURES BY DIRECTORS

The Board of Directors has submitted notice of interest in Form MBP 1 under Section 184(1) as well as intimation by directors in Form DIR 8 under Section 164(2) and declarations as to compliance with the Code of Conduct of the Company.

10. REMUNERATION POLICY:

The Company has framed a Nomination and Remuneration Policy pursuant to Section 178 of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015. The Policy is provided in Annexed to this Report as "Annexure I".

11. MATERIAL CHANGES AND COMMITMENTS

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

12. EXTRACT OF ANNUAL RETURN:

The web link for accessing extract of annual return is <https://www.afsl.co.in/investor-relation.php>

13. CHANGE IN SHARE CAPITAL:

There was no change in Share Capital for year ended March 31, 2023.

14. FAMILIARISATION PROGRAMME FOR DIRECTORS

As a practice, all Directors (including Independent Directors) inducted to the Board go through a structured orientation programme. Presentations are made by Senior Management giving an overview of the operations, to familiarise the new Directors with the Company's business operations. The Directors are given an orientation on the products of the business, group structure and subsidiaries, Board constitution and procedures, matters reserved for the Board, and the major risks and risk management strategy of the Company.

During the year under review, an Independent Directors were attended *two* familiarisation programmes and no new Independent Directors were inducted to the Board.

15. DIRECTORS AND KEY MANAGERIAL PERSONNEL:

i. Change in Directors

During the period under review, there were no changes in Director.

ii. Committees of Board of Directors

There has been no change in Committees of Board of Directors during period under review.

iii. Independent Directors

Independent Directors have provided their confirmation, that they meet the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

An independent director shall hold office for a term up to five consecutive years on the Board of a Company, but shall be eligible for reappointment for next five years on passing of a special resolution by the Company.

iv. Retirement by Rotation of the Directors

In accordance with the provisions of the Companies Act, 2013 and the Articles of Association of the Company, Mr. Shreyas Shah, Executive Director of the Company, retires by rotation and offers himself for re- appointment.

The brief resume of Mr. Shreyas Shah, the nature of his expertise in specific functional areas, names of the companies in which he has held directorships, his shareholding etc. are furnished in the "*Annexure A*" to notice of the ensuing AGM.

16. KEY MANAGERIAL PERSONNEL

As on 31st March 2023, the Key Managerial Personnel (KMP) of the Company appointed under the provisions of Section 203 of the Companies Act, 2013, are Shripal Shah (Chief Financial Officer & Whole Time Director), Shreyas Shah (Whole time Director) & Chaitali Pansari (Company Secretary & Compliance Officer)

There were Changes in Key Managerial Personnel during under review as mentioned below:

- a) Ms. Chaitali Pansari- Company Secretary & Compliance Officer upto July 24, 2023
- b) Ms. Reenal Khandelwal - Company Secretary & Compliance Officer w.e.f July 24, 2023

17. BOARD MEETINGS:

During the year, Six Board Meetings were convened and duly held. The details of which are given in the Corporate Governance Report, which forms part of this report. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

18. AUDIT COMMITTEE:

The Audit Committee comprises of, Mr. Darshit Parikh (Chairman), Mr. Shripal Shah (Member) and Mr. Ram Gaud (Member). Powers and role of the Audit Committee are included in the Corporate Governance Report. All the recommendation made by the Audit Committee was accepted by the Board of Directors.

19. BOARD EVALUATION:

Your Board has devised an Evaluation Policy for evaluating the performance of the Board, its Committees, Executive Directors, and Independent Directors. Based on the same, the performance was evaluated for the financial year ended March 31, 2023. As part of the evaluation process, the performance of Non- Independent Directors, the Chairman and the Board was conducted by the Independent Directors. The performance evaluation of the respective Committees and that of Independent and Non- Independent Directors was done by the Board excluding the Director being evaluated.

The policy inter alia provides the criteria for performance evaluation such as Board effectiveness, quality of discussion, contribution at the meetings, business acumen, strategic thinking, time commitment, and relationship with the stakeholders, corporate governance practices, contribution of the committees to the Board in discharging its functions etc.

The Board carried out formal annual evaluation of its own performance and that of its Committees viz., the Audit Committee, Stakeholders' Relationship Committee, Nomination and Remuneration Committee (NRC). The Board also carried out the performance evaluation of all the individual directors including the Chairman of the Company. Additionally, NRC also carried out the evaluation of the performance of all the individual directors and Chairman of the Company. The performance evaluation was carried out by way of obtaining feedback from the Directors through a structured questionnaire prepared in accordance with the policy adopted by the Board and after taking into consideration the Guidance Note on Board Evaluation issued by Securities and Exchange Board of India.

The feedback received from the Directors through the above questionnaire was reviewed by the Chairman of the Board and the Chairman of the NRC and then discussed the same at the meetings of the Board and NRC respectively. The performance evaluation of the Chairman, Whole Time Director and the Board as a whole was carried out by the Independent Directors at their separate meeting.

20. CORPORATE SOCIAL RESPONSIBILITY

The Company does not fall under the criteria laid under the provisions of Section 135 of the Act and rules framed there under. Therefore, the provisions of Corporate Social Responsibility are not applicable to the Company.

21. AUDITORS:

i. Statutory Auditors:

The Board has re-appointed of M/s V. N. Purohit & Co., Chartered Accountants as the statutory auditors of the Company for 2nd term of five consecutive years, from the conclusion of 28th Annual General Meeting till the conclusion of the 33rd Annual General Meeting to be held in the year 2027, as approved by Shareholders of the Company.

ii. Secretarial Auditor:

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed JNG & CO., a firm of Company Secretaries in Practice (CP No. 8108), to undertake the Secretarial Audit of the Company for the F.Y. 2022-23. The Secretarial Audit Report for F.Y. 2022-23 is annexed herewith as “Annexure II”.

iii. Cost Auditor:

Your Company is principally engaged into Merchant Banking. Therefore, Section 148 of the Companies Act, 2013 is not applicable to the Company.

iv. Internal Auditor:

The Board of Directors, based on the recommendation of the Audit Committee and pursuant to the provisions of section 138 of the Act read with the Companies (Accounts) Rules, 2014, has reappointed M/s Gaurav Shiv & Co, Chartered Accountants, Delhi (FRN No. 032322N) as the Internal Auditors of your Company for the Financial Year 2022-23 . The Internal Auditor conducts the internal audit of the functions and operations of the Company and reports to the Audit Committee and Board from me to me.

22. AUDITOR’S REPORT:

The Auditor’s Report and Secretarial Auditor’s Report does not contain any qualifications, reservations or adverse remarks. Report of the Secretarial Auditor is given as an Annexure, which forms part of this report.

23. SUBSIDIARY COMPANIES AND CONSOLIDATED FINANCIAL STATEMENT:

As on March 31, 2023, the Company has 2 subsidiaries i.e. Aryaman Capital Markets Limited & Escorp Asset Management Limited. There are no associate companies or joint venture companies within the meaning of Section 2(6) of the Act. There are no changes in subsidiaries, during the period under review. There has been no material change in the nature of business of the subsidiaries.

The Annual Accounts of the above referred subsidiary shall be made available to the shareholders of the Company and of the subsidiary company on request and will also be kept open for inspection at the Registered Office of the Company and of the subsidiary companies during the office hours on all working days and during the Annual General Meeting. Company’s consolidated financial statements included in this Annual Report incorporates the accounts of its subsidiaries prepared as per Indian Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules,

2014. Pursuant to the provisions of Section 129(3) of the Act, a statement containing the salient features of financial statements of the Company's subsidiaries in Form AOC-1 is attached to the financial statements of the Company as "Annexure III".

24. VIGIL MECHANISM:

In pursuance of the provisions of section 177(9) & (10) of the Companies Act, 2013, a Vigil Mechanism for Directors and Employees to report genuine concerns has been established. The Vigil Mechanism Policy has been uploaded on the website of the Company at <https://www.afsl.co.in/investor-relation.php>

25. INTERNAL AUDIT & CONTROLS:

Pursuant to provisions of Section 138 read with rules made there under, the Board has appointed M/s Gaurav Shiv & Co., Chartered Accountants, as an Internal Auditors of the Company to check the internal controls and functioning of the activities and recommend ways of improvement. The Internal Audit is carried out quarterly basis; the report is placed in the Audit Committee Meeting and the Board Meeting for their consideration and direction.

The Internal Financial Controls with reference to Financial Statements as designed and implemented by the Company are adequate. During the year under review, no material or serious observation has been received from the Internal Auditors of the Company for inefficiency or inadequacy of such controls.

26. RISK ASSESSMENT AND MANAGEMENT:

Your Company has been on a continuous basis reviewing and streamlining its various operational and business risks involved in its business as part of its risk management policy. Your Company also takes all efforts to train its employees from time to time to handle and minimize these risks.

27. LISTING WITH STOCK EXCHANGES:

Aryaman Financial Services Limited continues to be listed on BSE Limited. It has paid the Annual Listing Fees for the year 2023-24 to BSE Limited.

28. COMPLIANCE WITH SECRETARIAL STANDARDS:

The Company is fully compliant with the applicable Secretarial Standards (SS) viz. SS-1 & SS-2 on Meetings of the Board of Directors and General Meetings respectively.

29. POLICIES AND DISCLOSURE REQUIREMENTS:

In terms of provisions of the Companies Act, 2013 the Company has adopted policies which are available on its website <http://www.afsl.co.in>

30. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

i. Conservation of Energy

- a) **The steps taken or impact on conservation of energy** – The Operations of the Company are not energy intensive. However, adequate measures have been initiated for conservation of energy.
- b) **The steps taken by the Company for utilizing alternate source of energy** – Company shall consider on adoption of alternate source of energy as and when necessities.
- c) **The Capital Investment on energy conservation equipment** – No Capital Investment yet.

ii. Technology absorption

- a) **The efforts made towards technology absorption.** – Minimum technology required for Business is absorbed.
- b) **The benefits derived like product improvement, cost reduction, product development or import substitution** – Not Applicable.
- c) **In case of imported technology (imported during the last three years reckoned from the beginning of the financial year)** – Not Applicable.
 - a. the details of technology imported;
 - b. the year of import;
 - c. whether the technology been fully absorbed;
 - d. if not fully absorbed, areas where absorption has not taken place, and the reasons thereof

iii. **The expenditure incurred on Research and Development** – Not Applicable.

iv. **Foreign exchange earnings and Outgo** - Not Applicable.

31. PARTICULARS OF LOANS, INVESTMENTS AND GUARANTEES:

Particulars of Loans given, Investments made, Guarantees given and Securities provided are provided in the financial statements.

32. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:

All contracts / arrangements / transactions entered by the Company during the financial year with related parties were in the ordinary course of business and on an arm's length basis. Thus Disclosure in form AOC-2 is not required. Further, during the year, the Company had not entered into any contract / arrangement /transaction with related parties which could be considered material in accordance with the policy of the Company on materiality of related party transactions. All related party transactions are placed before the Audit Committee and Board for review and approval, if required. The details of the related party transactions as required under Indian Accounting Standard (Ind AS) 110 are set out in Note to the financial statements forming part of this Annual Report.

33. DEPOSITS:

Your Company did not accept / hold any deposits from public / shareholders during the year under review.

34. PREVENTION OF INSIDER TRADING

In compliance with the provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended, the Company has formulated and adopted the revised "Code of Conduct for Prevention of Insider Trading" ("the Insider Trading Code"). The object of the Insider Trading Code is to set framework, rules and procedures which all concerned persons should follow, while trading in listed or proposed to be listed securities of the Company. During the year, the Company has also adopted the Code of Practice and Procedures for Fair Disclosure of Unpublished Price Sensitive Information ("the Code") in line with the SEBI (Prohibition of Insider Trading) Amendment Regulations, 2018. The Code is available on the Company's website www.afsl.co.in

35. RELATED PARTY TRANSACTIONS

All transactions entered into with related parties as defined under the Act during the FY were in the ordinary course of business and on an arm's length pricing basis and do not attract the provisions of Section 188 of the Act. There were no materially significant transactions with the related parties during the FY which were in conflict with the interest of the

Company and hence, enclosing of Form AOC-2 is not required. Suitable disclosure as required by the Accounting Standard (AS 18) has been made in the notes to the Financial Statements.

36. SIGNIFICANT AND MATERIAL ORDERS:

There are no significant and material orders passed by the Regulators or Courts or Tribunals impacting the going concern status and Company's operations in future.

37. FRAUD REPORTING

There have been no frauds reported by the Auditors of the Company to the Audit Committee or the Board of Directors under sub-section (12) of section 143 of the Companies Act, 2013 during the financial year.

38. OBLIGATION OF COMPANY UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

The Company has in place an Anti-Sexual Harassment Policy in line with the Requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013 and an Internal Complaints Committee has been set up to redress complaints received regarding Sexual Harassment at workplace, with a mechanism of lodging & redress the complaints. All employees (permanent, contractual, temporary, trainees, etc.) are covered under this policy.

Your Directors further state that pursuant to the requirements of Section 22 of Sexual Harassment of Women at Work place (Prevention, Prohibition & Redressal) Act, 2013 read with Rules there under, the Company has not received any complaint of sexual harassment during the year under review.

39. HUMAN RESOURCES:

Your Company considers people as its biggest assets and 'Believing in People' is at the heart of its human resource strategy. It has put concerted efforts in talent management and succession planning practices, strong performance management and learning and training initiatives to ensure that your Company consistently develops inspiring, strong and credible leadership.

Your Company has established an organization structure that is agile and focused on delivering business results. With regular communication and sustained efforts it is ensuring that employees are aligned on common objectives and have the right information on business evolution. Your Company strongly believes in fostering a culture of trust and mutual respect in all its employees seek to ensure that business world values and principles are understood by all and are the reference point in all people matters.

Statement of Disclosure of Remuneration under Section 197 of the Act and Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 ("Rules"), is annexed to this Annual Report as Annexure (IV).

The current workforce breakdown structure has a good mix of employees at all levels. Your Board confirms that the remuneration is as per the remuneration policy of the Company.

40. CORPORATE GOVERNANCE:

Pursuant to SEBI (LODR) Regulations, 2015, the report on Corporate Governance during the period under review with the Certificate issued by M/s JNG and Co., Practicing Company Secretaries, on compliance in this regards forms part of this Annual Report.

41. 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 the annual accounts, the applicable accounting standards have been followed and there are no material departures.
- ii. They have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period.
- iii. They have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- iv. They have prepared the annual accounts on a going concern basis.
- v. They have laid down internal financial controls to be followed by the Company and such internal financial controls are adequate and operating effectively.
- vi. They have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, work performed by the internal, statutory and secretarial auditors and external consultants and the reviews performed by management and the relevant board committees, including the audit committee, the board is of the opinion that the Company's internal financial controls were adequate and effective during the financial year 2022-23.

42. INTERNAL FINANCIAL CONTROLS:

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, work performed by the internal, statutory and secretarial auditors and external consultants and the reviews performed by management and the relevant board committees, including the audit committee, the board is of the opinion that the Company's internal financial controls were adequate and effective during the financial year 2022-23.

43. GENERAL

There were no transactions with respect to following matters during the year:

1. There are no proceedings pending under the Insolvency and Bankruptcy Code, 2016.
2. There was no instance of one-time settlement with any Bank or Financial Institution.

44. CAUTIONARY STATEMENTS:

Statements in this Annual Report, particularly those which relate to Management Discussion and Analysis as explained in the Corporate Governance Report, describing the Company's objectives, projections, estimates and expectations may constitute 'forward looking statements' within the meaning of applicable laws and regulations. Actual results might differ materially from those either expressed or implied in the statement depending on the circumstances.

45. ACKNOWLEDGEMENTS:

Your Directors would like to express deep sense of appreciation for the assistance and co-operation received from the Financial Institutions, Banks, Government Authorities and Shareholders and for the devoted service by the Executives, staff and workers of the Company. The Directors express their gratitude towards each one of them.

Registered Office:

102, Ganga Chambers,
6A/1, W.E.A., Karol Bagh,
New Delhi – 110 0051

Tel : 022 – 6216 6999

Fax: 022 – 2263 0434

CIN: L74899DL1994PLC059009

Website: <http://www.afsl.co.in>

Email: info@afsl.co.in

By Order Of The Board Of Directors
FOR ARYAMAN FINANCIAL SERVICES LIMITED

Sd/-

Shripal Shah

DIN: 01628855

(Chairman & Executive Director)

Mumbai, Thursday, August 31, 2023

Annexure's to Board's Report (Contd).**Annexure – I****Remuneration Policy**

This Remuneration Policy relating to remuneration for the directors, key managerial personnel and other employees, has been formulated by the Nomination and Remuneration Committee (hereinafter “Committee”) and approved by the Board of Directors.

Objectives:

The objectives of this policy are to stipulate criteria for:

- Appointment, reappointment, removal of Directors, KMPs and Senior Management
- Determining qualifications, positive attributes and independence of a director and recommend to the Board
- Retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage to run the operations of the Company successfully
- Consider and determine the remuneration, based on the fundamental principles of payment for performance, for potential, and for growth

Criteria for Appointment:

- Ethical standards of integrity and probity, qualification, expertise and experience of the person for appointment
- Age, number of years of service, specialized expertise and period of employment or association with the Company
- Special achievements and operational efficiency which contributed to growth in business in the relevant functional area
- Constructive and active participation in the affairs of the Company
- Exercising the responsibilities in a bonafide manner in the interest of the Company
- Sufficient devotion of time to the assigned tasks
- Diversity of the Board
- Demonstrable leadership qualities and interpersonal communication skills, devote to the role, compliant with the rules, policies and values of the Company and does not have any conflicts of interest
- Transparent, unbiased and impartial and in accordance with appropriate levels of confidentiality.
- Appointment of Directors and KMPs in compliance with the procedure laid down under the provisions of the Companies Act, 2013, rules made thereunder or any other enactment for the time being in force

Criteria for Remuneration:

The Remuneration Policy reflects on certain guiding principles of the Company such as aligning remuneration with the longer term interests of the Company and its shareholders, promoting a culture of meritocracy and creating a linkage to corporate and individual performance, and emphasizing on line expertise and market competitiveness so as to attract the best talent. It also ensures the effective recognition of performance and encourages a focus on achieving superior operational results.

The level and composition of remuneration shall be reasonable and sufficient to attract, retain and motivate the directors, key managerial personnel and other employees of the quality required to run the Company successfully. The relationship of remuneration to performance should be clear and meet appropriate performance benchmarks. The remuneration to directors, key managerial personnel and senior management personnel should also involve a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals.

The remuneration of the Non-Executive Directors shall be based on their contributions and current trends, subject to regulatory limits. Sitting fees is paid for attending each meeting(s) of the Board and Committees thereof. Additionally equal amount of commission may be paid to Non executive directors on a pro-rata basis, within limits approved by shareholders

Annexures to Board's Report (Contd).**Annexure – II**

**Form No. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 2022**

[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,
ARYAMAN FINANCIAL SERVICES LIMITED
102, Ganga Chambers,
6A/1, W.E.A. , Karol Bagh,
New Delhi – 110055

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

Based on my verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information, management representations provided by the Company, its officers, agents and authorized representatives and based on the draft independent auditors report during the conduct of the Secretarial Audit, the explanations and clarifications given to me and the representations made by the Management, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on March 31, 2023 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:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company as per Annexure I for the financial year ended on March 31, 2023 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, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and amendments from time to time;
 - d. The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2014; (not applicable to the company during the review period)
 - e. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; (Not applicable to the Company during the Audit Period)
 - f. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable to the Company during the Audit Period)
 - g. 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;
- h. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not applicable to the Company during the Audit Period)
 - i. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not applicable to the Company during the Audit Period)
 - j. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; (SEBI LODR) and
 - k. The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- (vi) Other laws as applicable specifically to the company as informed by the management that Securities and Exchange Board Of India (Merchant Bankers) Regulations, 1992

I 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 SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015;

I further report that,

Based on the information provided and the representation made by the Company and also on the review of the compliance reports of Company Secretary / Chief Executive Officer taken on record by the Board of Directors of the Company, in my opinion, adequate systems and processes exist in the Company to monitor and ensure compliance with provisions of applicable general laws.

I further report that,

The compliance by the Company of applicable financial laws like 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 financial audit and other designated professionals.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, mentioned hereinabove and there is adequate compliance management system for the purpose of other laws. I have relied on the representations made by the Company and its officers for systems and mechanisms formed by the Company for compliances under other laws and regulations applicable to the Company.

I 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 as on 31st March, 2023.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, 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.

Majority decisions of the Board and committee meetings are carried out unanimously as recorded in the minutes of the meeting of the board of directors or committees thereof as the case may be. There were no dissenting views of any member of the Board or committees thereof during the period under review.

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

I further report that

The members may note that during the audit period, the following specific events / actions having major bearing on the Company's affairs had taken place:

1. The company re-appointed M/s. V.N. Purohit & Co. Chartered Accountants as the Statutory Auditors of the Company in its Annual General Meeting held on 26th August, 2022 for five consecutive years to hold office till the conclusion of the 33rd Annual General Meeting to be held in the year 2027.

For JNG & Co.,

Sd/-

Jigarkumar Gandhi

Place: Mumbai

Date: 31st August, 2023

UDIN: F007569E000903189

FCS: 7569

C.P. No. 8108

Peer Review No. 1972/2022

Note: This report is to be read with my letter of even date which is annexed as **Annexure II** and forms an integral part of this report.

ANNEXURE - I

List of documents verified

1. Memorandum & Articles of Association of the Company.
2. Minutes of the meetings of the Board of Directors and various committees comprising of Audit Committee, Nomination & Remuneration Committee etc. held during the period under report.
3. Minutes of General Body Meetings held during the period under report.
4. Statutory Registers/Records under the Companies Act and rules made there under
5. Agenda papers submitted to all the directors / members for the Board Meetings and Committee Meetings.
6. Declarations received from the Directors of the Company pursuant to the provisions of 184 of the Companies Act, 2013.
7. E-Forms filed by the Company, from time-to-time, under applicable provisions of the Companies Act, 2013 and attachments thereof during the period under report.
8. Intimations received from directors under the prohibition of Insider Trading and SEBI Takeover Code.
9. Various policies framed by the company from time to time as required under the statutes applicable to the company.
10. Processes and procedure followed for Compliance Management System for applicable laws to the Company.
11. Communications / Letters issued to and acknowledgements received from the Independent directors for their appointment.
12. Various policies framed by the company from time to time as required under the Companies Act as well as listing agreement/SEBI LODR Regulations.

ANNEXURE - II

To,
The Members,
ARYAMAN FINANCIAL SERVICES LIMITED
102, Ganga Chambers ,
6A/1, W.E.A. , Karol Bagh, New Delhi - 110055

Sub : Secretarial Audit Report for the Financial Year ended on 31st March, 2023

My 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. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records.
3. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
4. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
5. Wherever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
6. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management and my examination was limited to the verification of procedures on test basis.
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.

For JNG & Co.,

Place: Mumbai

Date: 30th August, 2023

UDIN :F007569D000877680

**Sd/-
Jigarkumar Gandhi**

**FCS: 7569
C.P. No.: 8108**

Peer Review No. 1972/2022

Annexures to Board's Report (Contd).
Annexure – III
Form AOC-1

(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 financial statement of subsidiaries/associate companies/joint ventures
Part “A”: Subsidiaries:

(Rs. in Lacs)

Sr. No.	Name of the subsidiary	1	2
		Aryaman Capital Markets Limited	Escorp Asset Management Limited
1.	The date since when subsidiary was acquired	22 nd July 2008	31 st May 2016
2.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	N.A.	N.A.
3.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	N.A.	N.A.
4.	Share capital	1197.71	1111.67
5.	Other Equity	624.89	3119.60
6.	Total assets	7168.96	4605.86
7.	Total Liabilities	4307.9	374.59
8.	Investments	1848.39	3908.70
9.	Turnover	4530.76	208.01
10.	Profit before taxation	179.14	198.30
11.	Provision for taxation	30.36	22.79
12.	Profit after taxation	148.78	175.51
13.	Proposed Dividend	-	-
14.	Extent of shareholding (In percentage)		

Part “B”: Associates and Joint Ventures: - Not Applicable

Annexures to Board's Report (Contd).
Annexure – IV

Disclosure pursuant to the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

Sr. No.	Name	Designation/ Nature of Duties	Remuneration For FY 2022-23 (Rs. in Lacs)	Qualification	Ratio of Remuneration of each Director/KMP to median remuneration of employees	Comparison of remuneration of the KMP against the performance of the company
1	Shripal Shah	Whole Time Director & CFO	18.00	BMS, CFA	6.00	The revenue of the Company increased by 81.95% and the profit of the Company decreased by 133.68%.
2	Shreyas Shah	Whole Time Director	9.00	BMS, Gen. L.L.B.	3.00	
3	Chaitali Pansari	Company Secretary	8.00	C.S.	2.50	

Notes:

- The median remuneration of employees of the Company during the financial year was Rs. 3.00 lacs.
- The revenue of the Company increased by 16.28% and the profit of the Company increased by 73.85%..
- There is increase in median remuneration of employees to 35.00% as compared to previous financial year.
- The key parameters for the variable component of remuneration availed by the directors are considered by the Board of Directors based on the recommendation of the Human Resources, Nomination and Remuneration Committee as per remuneration policy for Directors, Key Managerial Personnel and other employees.
- The ratio of the remuneration of the highest paid director to that of the employees who are not directors and KMPs but receive remuneration in excess of the highest paid director during the year- Applicable
- It is hereby affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and other employees.
- Number of permanent employees on the rolls of company 27

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Your Company is SEBI registered Category I Merchant Banker. Company mainly participates into SME Segment of Primary market issues. SME Platform offers an entrepreneur and investor friendly environment, which enables the listing of SMEs from the unorganized sector scattered throughout India, into a regulated and organized sector. The platform provides opportunity to SME entrepreneurs to raise equity capital for growth and expansion. It also provides immense opportunity for investors to identify and invest in good SMEs at an early stage.

Aryaman Financial Services Limited is a merchant banker. The Company is engaged in the business of lead management and syndication of small and medium sized initial public offerings (IPO's), follow on public offer (FPO's), rights issues, composite issues, qualified institutional placement (QIP's), private investment in public equity (PIPE) deals, venture capital (VC) funding and other forms of fund raising. The Company's principal products/services include income from merchant banking fees. It also acts as lead manager to mergers and acquisitions (M&A) transactions, open offers, delisting offers and buybacks, among others. The Company provides valuation and advisory services for foreign investments, employee stock options plan (ESOP) certifications, fairness opinions of amalgamation schemes, mergers and spin-off transactions, among others. The Company, through its subsidiary and group companies, provides stock and commodity broking services.

The Global Economy

In 2022, the world economy recovered significantly from the disruptions caused by COVID-19 pandemic and Russian-Ukraine conflict and inflation, Indian economy is staging a broad based recovery across sectors, positioning to ascend to the pre-pandemic growth path in FY23

The world economy recovered significantly from the disruptions caused by COVID-19 pandemic in 2020. While the global economy had not fully recovered from the pandemic, the Russia-Ukraine crisis had emerged.

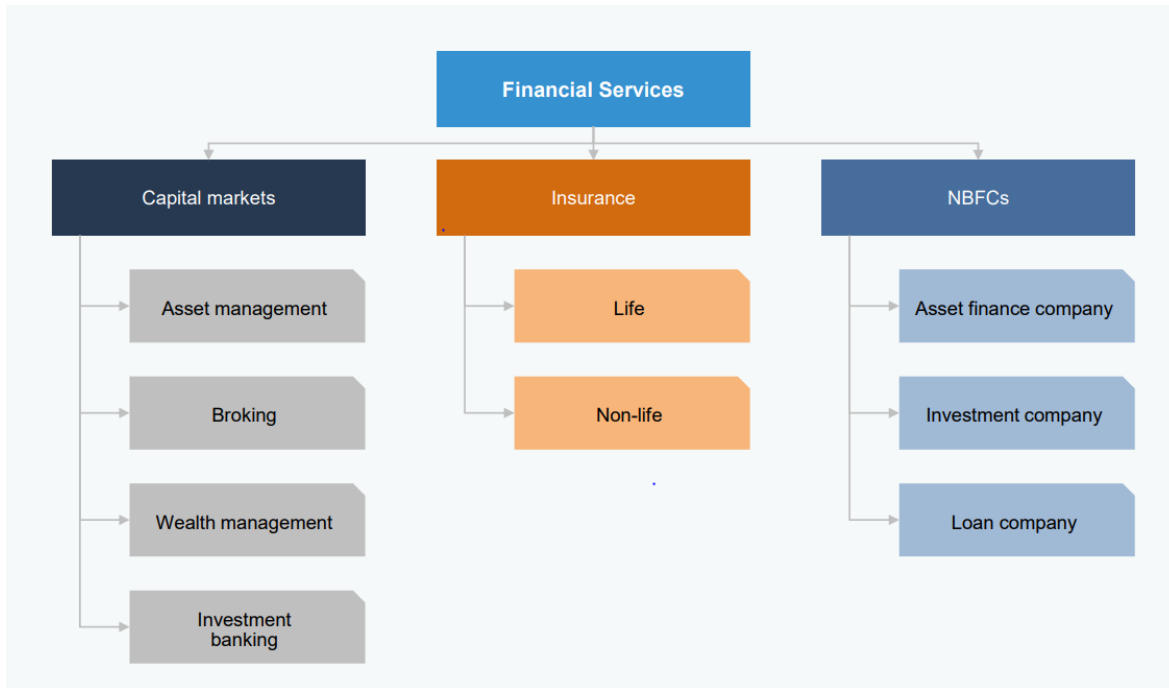
As geopolitical tensions persist, commodity prices remain elevated, and the withdrawal of monetary accommodation gathers speed, the global growth outlook remains uncertain. Emerging economies are susceptible to capital outflows and rising commodity prices, both of which contribute to inflationary pressures

Indian Economy

Economic recovery in India was shaping up well after the second wave of the pandemic, and there was a steady improvement across industries and services. Multiple outbreaks and waves of the COVID-19 pandemic led to supply chain disruption and also pushed inflation higher, comprehending even more challenges for policy-making. According to the NSO second advance estimates, the Indian economy could grow by 8.9% in FY 2021-22. Given the forecast for inflation and growth, uncertainty related to global events and the unprecedented impact of COVID-19, the Reserve Bank of India (RBI) believes that continued policy assistance is required for the economy.

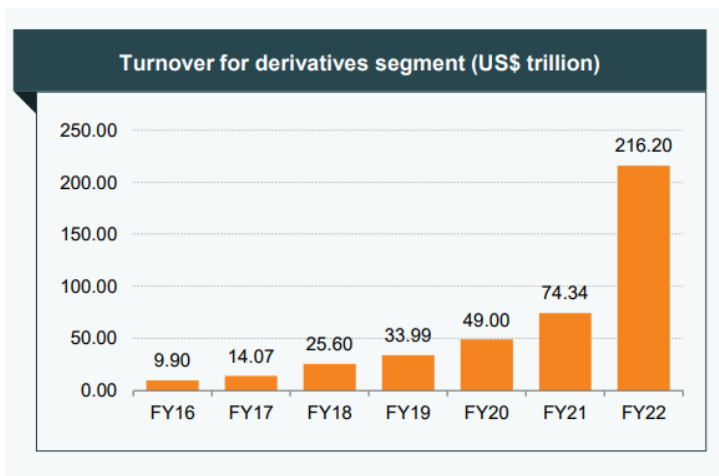
In 2021, India's gross savings was at 29.3% of GDP amounting to US\$ 930.56 billion. The contribution by small savings schemes such as Senior Citizen Savings Scheme (SCSS), 15-Year Public Provident Fund (PPF), National Savings Certificate and Sukanya Samriddhi is major in gross national saving income.

In January 2021, the Central Board of Direct Taxes launched an automated e-portal on the e-filing website of the department to process and receive complaints of tax evasion, foreign undisclosed assets and register complaints against 'Benami' properties. In December 2020, a US\$ 50-million policy-based loan to enhance financial management practices and operational efficiencies aimed at achieving greater fiscal savings, fostering informed decision-making and enhancing service delivery in West Bengal was signed by the Asian Development Bank (ADB) and the Government of India. In November 2020, the Union Cabinet approved the government's equity infusion plan for Rs. 6,000 crores (US\$ 814.54 million) in the NIIF Debt Platform funded by the National Investment and Infrastructure Fund (NIIF) consisting of Aseem Infrastructure Finance Limited (AIFL) and NIIF Infrastructure Finance Limited (NIIF) (NIIF-IFL).

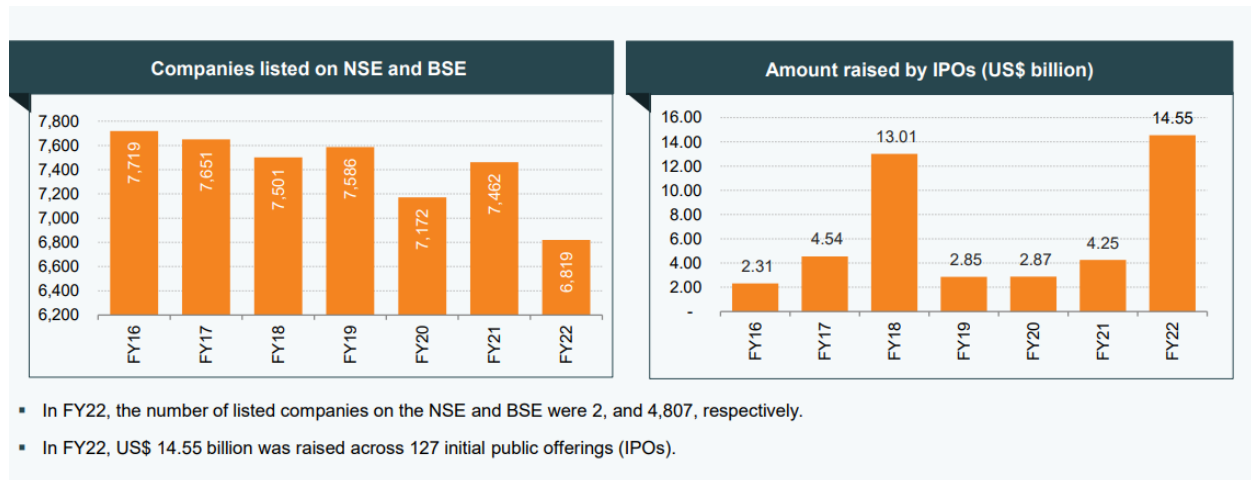


INDIAN EQUITY MARKET PERFORMANCE

The Indian equity market is expanding in terms of listed companies and market capitalization, widening the playing field for brokerage firms. Sophisticated products segment is growing rapidly, reflected in the steep rise in growth of derivatives trading. With the increasing retail penetration, there is an immense potential to tap the untapped market. Growing financial awareness is expected to increase the fraction of population participating in this market. Total wealth held by individuals in unlisted equities is projected to grow at a CAGR of 19.54% to reach Rs. 17.64 lakh crore (US\$ 273.69 billion) by FY22. India’s PE/VC investment crossed US\$ 60 billion in 2023. Turnover from the derivatives segment reached US\$ 74.34 trillion in FY21 and stood at US\$ 216.20 billion in FY22. In July 2021, India’s largest commodities derivatives exchange, Multi Commodity Exchange of India Ltd., and European Energy Exchange AG (EEX) signed a memorandum of understanding (MOU) with the goal of knowledge sharing and expertise exchange on electricity derivative products. – This MoU will make it easier for the two exchanges to collaborate in areas including knowledge sharing, education and training, and event planning in the field of electricity derivatives.



At the current juncture, it may not be appropriate to say that all the positives have been priced-in. However, it can be safely said that the market valuations are not reflecting pessimistic expectations. Therefore, going ahead investors will have to be much more discerning in their stock selection and stick with good management with proven track record of delivering healthy growth.



OPPORTUNITIES

A strong and well-functioning financial sector fortifies the foundations of growth and development. The Reserve Bank has accorded the highest priority to preserving financial stability by taking quick and decisive steps to ease liquidity constraints, restore market confidence and prevent contagion to other segments of the financial market.

Thus, despite the pandemic induced bouts of volatility, the Indian financial system has remained resilient and is now in a better position to meet the credit demands as recovery takes hold and investment activity picks up.

THREATS:

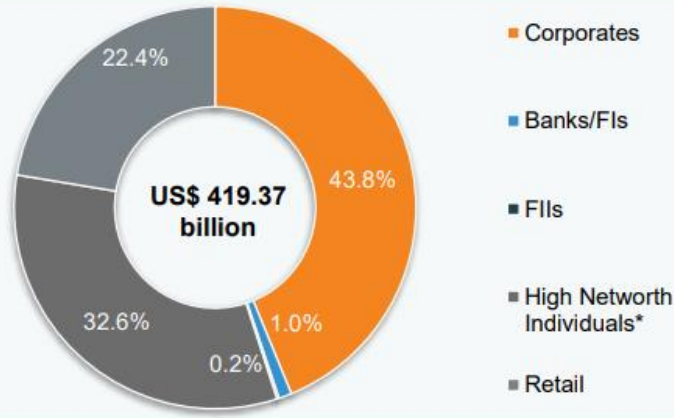
The risks are emerging from the domestic and external side, namely 1) a faster-than expected rise in inflation, which could create pressure for preemptive tightening; 2) increase in credit stress domestically and wider credit spreads, leading to tighter financial conditions, stalling growth recovery; 3) slowdown in global growth; 4) risk aversion in global capital markets, faster-than-anticipated tightening in global financial conditions; and 5) swings in global commodity prices.

Over last two years, global GDP growth averaged just 1.5 percent, well below the official global recession threshold, widely thought to be around 2.5 percent. Needless to say, if world economic growth slows more toward that underlying trend instead of soft-landing glide path, then another global recession is possible.

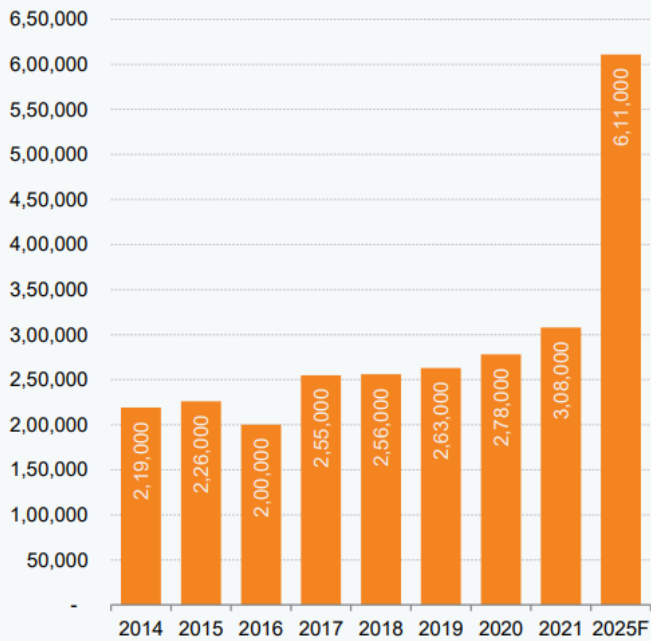
INDUSTRY OVERVIEW

The number of HNWI in India reached 308,000 by the end of 2021. Between 2014 and 2020, the number of HNWI in India posted a steady rise, increasing at a CAGR of 4.1%. By the end of 2025, global HNWI wealth is estimated to grow to over US\$ 100 trillion. India is expected to have 6.11 lakh HNWI in 2025. HNWI households grew at an even faster rate until 2019, growing at a CAGR of about 21.5%. Advisory asset management and tax planning have one of the highest demands among wealth management services by HNWI. This is followed by financial planning. India is expected to be the fourth largest private wealth market globally by 2028. According to the Knight Frank Report, the number of ultra-high-networth individuals (UHNWIs), with a wealth of US\$ 30 million or more, is expected to rise 63% between 2020 and 2025 to 11,198.

Investor breakdown as of March 2021



Number of HNWI's in India



REVIEW OF OPERATIONS:

Standalone:

The Total Income of the Company stood at Rs. 663.01 Lacs for the year ended March 31, 2023 as against Rs 513.20 Lacs in the previous year. The Company made a Net Profit of Rs. 134.41 Lacs for the year ended March 31, 2023 as compared to the Net Profit of Rs. 189.83 Lacs in the previous year.

Consolidated:

The Consolidated Total Income is Rs. 5569.75 Lacs for the financial year ended March 31, 2023 as against Rs. 8,476.64 Lacs during the previous financial year. Consolidated Net Profit is Rs. 514.12 Lacs for the year ended March 31, 2023 as compared to Rs. 752.48 Lacs in the previous year registering a decrease of 37.638%

Further there has been a similar lack of growth in financial performance of the subsidiary; Aryaman Capital Markets Limited and Escorp Asset Management Limited. However, considering extremely difficult market conditions it is commendable that these subsidiaries have not incurred any substantial losses.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

The Company’s internal control systems are adequate, operating effectively and commensurate with the size of business. These internal control systems are provided through competent management, implementation of standard policies and processes, maintenance of an appropriate audit programme with an internal control environment, effective risk monitoring and management information systems. Moreover, the Company continuously upgrades these systems in line with the best available practices.

The internal control systems are supplemented by extensive internal audits, regular reviews by the Management and standard policies and guidelines to ensure the reliability of financial and all other records to prepare financial statements and other data. The Management Information System (MIS) forms an integral part of the Company’s control mechanism. The Company has regular checks and procedures through internal audits conducted by an independent audit firm, periodically. The reports are deliberated and an executive summary of the same along with Action Taken Reports (ATR) and steps taken by the Management to address the issues, are placed before the Audit Committee meeting/ Board meeting for their review. Reports of internal auditors are reviewed by the Audit Committee, and corrective measures, if any, are carried out towards further improvement in systems and procedures in compliance with Internal Control Systems. The Board also recognizes the work of the auditors as an independent check on the information received from the Management on the operations and performance of the Company.

RISKS AND CONCERN:

Risks are integral to financial markets. However, it has been SEBI’s continuous endeavor to reduce risks, even for service providers like your Company. As already mentioned, the company encounters risks posed by game changing technological, regulatory, taxation and competitive disruptions. Investments made by your company face market-related risks. Marked-to-market valuation of investments in compliance with accounting standards can have a meaningful impact on company’s bottom line, beyond reasonable control of the management.

Efforts are being continuously made to make the Company withstand all such risks and grow. It has a diversified bouquet of service offerings to a cross section of customer base. Superior risk management measures have been put in place to reduce risk in broking business. Prudent asset allocation and selection of investment products in line with time horizon, dilutes risks in proprietary investments. A comprehensive risk evaluation methodology and processes for early identification and mitigation of all kinds of risks are also in place.

Our implementation of risk management at the operational level embraces the identification, analysis and assessment of all possible risks as provided below:

Risk	Concern	Response
Economic and political risk	Arising from changes in the macro-economic conditions like political instability, foreign exchange fluctuations and crude oil prices.	The Company has a dynamic business set up that allows itself to re-strategise and respond to the uncertainties.

Financial and market risk	Uncertainty in capital markets and negative investor sentiments may slow down the investments.	Diversified business offerings, strong research and experienced team ensure promptness and stable operations.
Competition risk	Loss of market share to existing players or new entrants.	Competition gets the best out of the Company. It makes all the efforts to offer undivided attention to its customers. Besides, strong digital infrastructure and risk management team further ensure steady flow of operations.
Regulatory and compliance risk	Regulatory risk arises due to dynamic changes in regulations that may significantly affect the business. Compliance risk arises due to the negligence in complying statutes, internal policies and best practices related to the business.	The Company has ensured transparent disclosures in meeting the regulatory norms. The experienced team is further capable of handling and fulfilling all regulatory norms.
Human resources risk	This risk arises due to low motivation, dissatisfaction or attrition of employees.	Using the human capital risk approach, the Company efficiently manages the working culture, declaring performance-based incentives, conducting induction and training programmes at regular intervals.

RISK MANAGEMENT:

The Company has established a comprehensive system for risk management and internal controls for all its businesses to manage the risks that it is exposed to. The objective of its risk management framework is to ensure that various risks are identified, measured and mitigated and also that policies, procedures and standards are established to address these risks and ensure a systematic response in the case of crystallization of such risks.

The Company has classified the key risks associated with its business into implied market risk, operational risk, information technology/cyber security risk, liquidity risk, credit risk and reputation risk. It has established various policies with respect to such risks which set forth limits, mitigation strategies and internal controls to be implemented by the three lines of defence approach provided below. These policies include a corporate risk and investment policy, a liquidity risk management policy, an operational risk management policy, an outsourcing policy, a fraud risk management policy, an information technology risk management policy, an information security management policy and a surveillance policy.

The Company is particularly sensitive to risks emanating from the introduction of new products and services. Before the launch of any new product or service, it is reviewed and approved by the corporate risk management group, compliance and operations groups and product and process approval committee that has been set up earlier. These groups and committee review the product/service through the lenses of regulatory compliance, risk management and integration with the existing risk management systems

The Board oversees the Company's risk management and has constituted a Risk Management Committee, which frames and reviews risk management processes and controls.

The risk management system features a 'three lines of defence' approach

The first line of defence comprises its operational departments, which assume primary responsibility for their own risks and operate within the limits stipulated in various policies approved by the Board or by committees constituted by the Board.

The second line of defence comprises specialised departments such as risk management and compliance. They employ specialised methods to identify and assess risks faced by the operational departments and provide them with specialised risk management tools and methods, facilitate and monitor the implementation of effective risk management practices, develop monitoring tools for risk management, internal control and compliance, report risk related information and promote the adoption of appropriate risk prevention measures.

KEY RATIOS

PARTICULARS	2022-23	2021-22	Change in ratios in %
Current ratio	13.29	28.44	-53%
Debt- Equity Ratio	0.00	0.00	-75%
Debt Service Coverage Ratio	47.24	18.57	154%
Inventory Turnover Ratio	N. A.	N. A.	N. A.
Interest Service Coverage Ratio	167.79	41.46	305%
Long term debt to working capital	0.00	0.01	-88%
Bad debts to Account receivable ratio	-	-	N. A.
Current liability ratio	0.56	0.42	33%
Total debts to total assets	0.00	0.00	-76%
Return on Equity Ratio	0.07	0.06	32%
Trade Receivable Turnover Ratio	71.72	64.07	12%
Trade Payable Turnover Ratio	23.26	91.61	-75%
Net Capital Turnover Ratio	0.48	0.46	4%
Net Profit Ratio	0.31	0.28	11%

REASONS FOR MORE THAN 25% VARIANCE

RATIOS WITH VARIANCE MORE THAN 25%	REASONS FOR VARIANCE
Current ratio	Decreased due to increases in liabilities
Debt- Equity Ratio	Decreased due to reduction in loans
Debt Service Coverage Ratio	Increase due to increased in profits
Interest Service Coverage Ratio	Increase due to increased in profits
Current liability ratio	Increases due to increased in current liabilities
Total debts to total assets	Decreases due to reduction in the loan
Return on Equity Ratio	Increases due to increased in profits
Trade Payable Turnover Ratio	Decrease due to increase in revenue from operations
Return on Capital Employed	Increased due to increase in profits

HUMAN RESOURCES:

At Aryaman Financial Services Ltd, people are the key driving force behind the Company's success. They make us outperform. Respecting them, keeping them motivated and developing their skills and careers are essential if we are to be successful. We recognize and embrace the value that an engaged and motivated workforce can bring to an organization. The Company stays committed to its principle of 'Your Success is our Success'. The work environment is not just supportive of high levels of performance, but also the one in which people can share and celebrate their success.

Intellectual capital is one of the key resources of the Company to ensure business sustainability and growth. The Company has an experienced and talented pool of employees who play a key role in enhancing business efficiency, devising strategies, setting-up systems and evolving business as per industry requirements. The Company provides regular skill and personnel development training to enhance employee productivity. As part of group processes, the Company follows a robust leadership potential assessment and leadership development process. These processes identify and groom leaders for the future and also enable succession planning for critical positions in the Company.

Being a growth-oriented and progressive organization, it recognizes the importance of professionalism. The Company has embarked on several human resource initiatives to enhance the productivity of the organization and each individual. The Company endeavours to provide a safe, conducive and productive work environment.



FUTURE OUTLOOK:

India is today one of the most vibrant global economies on the back of robust banking and insurance sectors. The relaxation of foreign investment rules has received a positive response from the insurance sector, with many companies announcing plans to increase their stakes in joint ventures with Indian companies. Over the coming quarters, there could be a series of joint venture deals between global insurance giants and local players.

The Indian equity market is expanding in terms of listed companies and market capitalization, widening the playing field for brokerage firms. Sophisticated products segment is growing rapidly, reflected in the steep rise in growth of derivatives trading.

With the increasing retail penetration, there is an immense potential to tap the untapped market. Growing financial awareness is expected to increase the fraction of population participating in this market. Total wealth held by individuals in unlisted equities is projected to grow at a CAGR of 19.54% to reach Rs. 17.64 lakh crore (US\$ 273.69 billion) by FY22.

Total value of Private Equity (PE)/ Venture Capital (VC) investment grew 44% over the past three years in value terms to reach US\$ 48 billion in 2019. VC investments grew to US\$ 3.6 billion in July-September 2020 from US\$ 1.5 billion in the previous quarter, powered by the mega deals, which included the US\$ 1.3 billion raised by the online retailer—Flipkart.

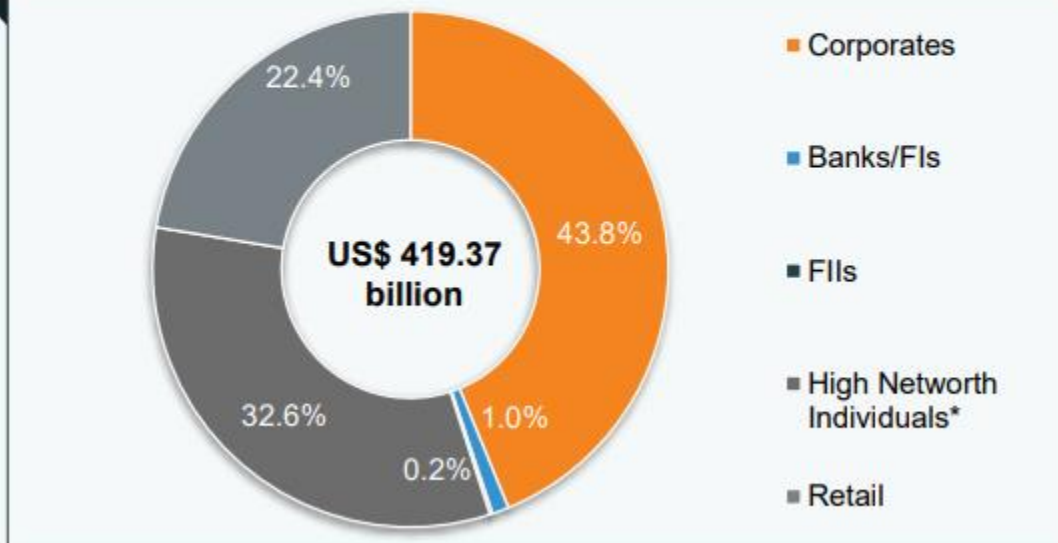
SAFE HARBOUR:

In this Annual Report, we have disclosed forward-looking information to enable investors to comprehend our prospects and take investment decisions. This report and other statements - written and oral - that we periodically make contain forward-looking statements that set out anticipated results based on the management's plans and assumptions. We have tried, wherever possible, to identify such statements by using words such as 'anticipate', 'estimate', 'expects', 'projects', 'intends', 'plans', 'believes' and words of similar substance in connection with any discussion of future performance.

We cannot guarantee that these forward-looking statements will be realised, although we believe we have been prudent in our assumptions. The achievements of results are subject to risks, uncertainties and even inaccurate assumptions. Should known

or unknown risks or uncertainties materialize or should underlying assumptions prove inaccurate, actual results could vary materially from those anticipated, estimated or projected. Readers should keep this in mind. We undertake no obligation to publicly update any forward-looking statement, whether as a result of new information, future events or otherwise.

Investor breakdown as of March 2021



CORPORATE GOVERNANCE REPORT FOR THE YEAR ENDED ON 31st MARCH 2023

1. Company Philosophy:

Corporate Governance primarily involves transparency, full disclosure, independent monitoring of the state of affairs and being fair to all stakeholders. The Corporate Governance Code has also been incorporated in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company endeavors not only to meet the statutory requirements in this regard but also to go well beyond them by instituting such systems and procedures as are in accordance with the latest global trends of making management completely transparent and institutionally sound.

Your Company believes in the concept of Good Corporate Governance involving transparency, empowerment, accountability and integrity with a view to enhance stakeholder's value. The Company has professionals on its Board of Directors who are actively involved in the deliberations of the Board on all important policy matters.

2. Board of Directors:

As on 31st March, 2023, the strength of the Board was Six Directors. The Board comprised of Two Executive Director and Four Non-Executive Directors. The Chairman of the Board is an Executive Director. The Board is primarily responsible for the overall management of the Company's business. The composition of the Board of Directors is in conformity with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the relevant provisions of the Companies Act, 2013.

None of the Directors of the Company is a member of more than ten Committees or Chairman of more than five Committees across all companies in which he/she is a Director.

Composition of Board of Directors as on 31st March, 2023 and other details are as under:

Name of Director	Category	Number of Board Meetings		No. of Directorship(s) held in Other Indian Public Limited Companies	Committee(s) position*		Attendance at the last AGM held on September 27, 2022
		Held	Attended		Member	Chairman	
Mr. Shripal Shah	Executive Director	6	6	3	6	-	Present
Mr. Shreyas Shah	Executive Director	6	6	5	1	-	Present
Mr. Ram Gaud	Independent Director	6	6	1			Present
Mr. Darshit Parikh	Independent Director	6	6	3	6	5	Present
Mr. Abhinav Anand	Independent Director	6	6	1	2	-	Present
Mrs. Meloni Shah	Non Executive Director	6	6	-	-	-	Present

* Only Audit Committee and Stakeholders' Relationship Committee, in other public limited companies, have been considered for the Committee position.

The Company held six meetings of its Board of Directors during the year on May 30, 2022, August 13, 2022, August 30, 2022, November 14, 2022, December 28, 2022 and February 13, 2023.

Mr. Shripal Shah, Mr. Shreyas Shah and Mrs. Meloni Shah are related to each other.

3. Independent Directors' Meeting:

During the year under review, a separate meeting of the Independent Directors was held on 28th March 2023, without the attendance of Non-Independent Directors and members of Management. All the Independent Directors were present at the meeting. The following issues were discussed in detail:

- i. Review the performance of non-independent directors and the Board as a whole;
- ii. Review of chairman performance;
- iii. Assessment of the quality, quantity and timeliness flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

4. No. Of Shares Held By The Non-Executive Directors:

None of the Non-Executive Directors of the Company held any shares of the Company.

5. Committees of the Board:

(a) Audit Committee

The Audit Committee, as per Section 177 of Companies Act, 2013, continued working under Chairmanship of Mr. Darshit Parikh. During the year, the committee met five times with full attendance of all the members. The composition of the Audit Committee as at March 31, 2023 and details of the Members participation at the Meetings of the Committee are as under

Name of Director	Category	Position in the committee	Attendance at the Audit Committee Meetings held on				
			30.05.2022	13.08.2022	30.08.2022	14.11.2022	13.02.2023
Mr. Darshit Parikh	Independent Director	Chairperson	Yes	Yes	Yes	Yes	Yes
Mr. Shripal Shah	Executive Director	Member	Yes	Yes	Yes	Yes	Yes
Mr. Ram Gaud	Independent Director	Member	Yes	Yes	Yes	Yes	Yes

The Committee is governed by a Charter, which is in line with the regulatory requirements mandated by the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Some of the important functions performed by the Committee are:

- Oversight of the listed entity's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- Recommendation for appointment, remuneration and terms of appointment of auditors of the listed entity;
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- 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;
- Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
 - 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 issue or rights issue or preferential issue or qualified institutions placement, and making appropriate recommendations to the board to take up steps in this matter;
 - Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
 - Approval or any subsequent modification of transactions of the Company with related parties;
 - Scrutiny of inter-corporate loans and investments;
 - Valuation of undertakings or assets of the listed entity, wherever it is necessary;
 - Evaluation of internal financial controls and risk management systems;
 - Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
 - 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;
 - Discussion with internal auditors of any significant findings and follow up there on;
 - 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;
 - 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;
 - 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;
 - To review the functioning of the whistle blower mechanism;
 - Approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
 - Carrying out any other function as is mentioned in the terms of reference of the audit committee.
 - Reviewing 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 existing as on the date of coming into force of this provision.
 - Consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders.

The audit committee shall mandatorily review the following information:

- Management discussion and analysis of financial condition and results of operations;
- 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).

All the Members on the Audit Committee have the requisite qualification for appointment on the Committee and possess sound knowledge of finance, accounting practices and internal controls.

The Statutory Auditors, Internal Auditors, Chief Financial Officer are invited to attend the meetings of the Committee. The Company Secretary acts as the Secretary to the Committee. Mr. Darshit Parikh, the Chairman of the Committee, was present at the last Annual General Meeting (AGM) held on September 26, 2022.

(b) Nomination and Remuneration Committee:

The Nomination and Remuneration Committee, as per Section 178 of Companies Act, 2013, continued working under Chairmanship of Mr. Darshit Parikh. During the year, the committee met one time with full attendance of all the members. The composition of the Nomination and Remuneration Committee as at March 31, 2023 and details of the Members participation at the Meetings of the Committee are as under:

Name of Director	Category	Position in the committee	Attendance at the Remuneration Committee held on 30.05.2022
Mr. Darshit Parikh	Independent Director	Chairperson	Yes
Mr. Ram Gaud	Independent Director	Member	Yes
Mr. Abhinav Anand	Independent Director	Member	Yes

The terms of reference of the Committee inter alia, include the following:

- Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
- For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:
 - a) Use the services of an external agencies, if required;
 - b) Consider candidates from a wide range of backgrounds, having due regard to diversity; and
 - c) Consider the time commitments of the candidates.
- Formulation of criteria for evaluation of performance of independent directors and the board of directors;
- Devising a policy on diversity of board of directors;
- Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal.
- Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
- Recommend to the board, all remuneration, in whatever form, payable to senior management.
- The Company has formulated a Remuneration Policy which is annexed to the Board's Report.

Board Evaluation:

The Board carried out formal annual evaluation of its own performance and that of its Committees viz., the Audit Committee, Stakeholders' Relationship Committee, Nomination and Remuneration Committee (NRC). The Board also carried out the performance evaluation of all the individual directors including the Chairman of the Company. Additionally, NRC also carried out the evaluation of the performance of all the individual directors and Chairman of the Company. The performance evaluation was carried out by way of obtaining feedback from the Directors through a structured questionnaire prepared in accordance with the policy adopted by the Board and after taking into consideration the Guidance Note on Board Evaluation issued by Securities and Exchange Board of India.

The structured questionnaire prepared to evaluate the performance of individual directors and the Chairman, inter alia, contained parameters such as professional conduct, roles and functions, discharge of duties and their contribution to Board/ Committees/Senior Management. The questionnaire prepared for evaluation of the Board and its Committees, inter alia, covered various aspects such as structure and composition, effectiveness of board process, information and roles, responsibilities and functioning of the Board and its Committees, establishment and determination of responsibilities of Committees, the quality of relationship between the board and the management and professional development.

The feedback received from the Directors through the above questionnaire was reviewed by the Chairman of the Board and the Chairman of the NRC and then discussed the same at the meetings of the Board and NRC respectively. The performance evaluation of the Chairman, Managing Director and the Board as a whole was carried out by the Independent Directors at their separate meeting, who also reviewed the performance of the Secretarial Department. The Directors expressed their satisfaction with the evaluation process.

The details of such familiarisation programmes for Independent Directors are put up on the Company's website and can be accessed at <https://www.afsl.co.in/investor-relation.php>.

Remuneration of Directors:

Non-Executive Directors:

Non-Executive Director receive remuneration by way of sitting fees only. The details of sitting fees paid during FY 2022-2023 are given in financials. Criteria of making payments to non-executive directors is available on <https://www.afsl.co.in/investor-relation.php>.

Executive Directors:

Details of remuneration paid to Executive Director during FY 2022-23 is provided in Financials.

Following is remuneration package details for Executive Directors:

Mr. Shripal Shah:

1. **Basic Salary:** Not exceeding Rs. 18,00,000/- (Rupees Eighteen Lacs only) per annum as may be decided by the Remuneration Committee and the Board of Directors from time to time.
2. **Perquisites:** shall be entitled for the following perquisites in addition of the salary mentioned herein above.
 - i. **Housing:** The Company shall provide unfurnished accommodation to Mr. Shah. If no accommodation is provided, House Rent Allowance not exceeding 50% of monthly basic salary or as per Rules of the company, whichever is more, shall be payable to him and he shall also be eligible for reimbursement of expenses / allowances for utilization of gas, electricity, water & the same shall be valued as per Income Tax Rule, 1962.
 - ii. **Medical Allowances** including reimbursement, as per rules of the company, subject to a maximum of Rs. 15,000/- (Rupees Fifteen Thousand) per annum.

iii. Free Telephone Facility at residence and use of Mobile phone for the business of the company.

3. Other Benefits

Mr. Shripal Shah shall also be eligible to the following benefits in addition to the above perquisites, which shall not be included in the computation of the ceiling on remuneration as specified hereinabove:

- i. Leave Encashment: Encashment of leave at the end of tenure will be permitted in accordance with the rules of the Company.

Mr. Shreyas Shah:

Salary:

- a) Fixed Pay not exceeding Rs. 9,00,000/-
- b) Variable Pay up to Rs. 18,00,000/-

(a) Remuneration to Mr. Shreyas Shah shall be subject to leave and other personal policies of the Company from time to time.

(b) **Re-imbursment of Expenses:** the Company shall pay or reimburse to Mr. Shreyas Shah, reasonable and necessary business expenses as incurred by him, which are directly related to the performance of his duties of employment including travel, professional membership and professional development subject to documents submitted by Mr. Shreyas Shah.

4. All payments of remunerations to be made by the Company subject to this resolution shall be gross of tax and shall be subject to deduction of tax payable in accordance with the applicable law as may be from time to time.

Shareholding of Directors:

As at March 31, 2023, following is the shareholding of directors;

Sr. No.	Name of Director	No of Shares	% of Total Shares of the Company
1.	Mr. Shripal Shah	90,000	0.77
2.	Mr. Shreyas Shah	90,000	0.77

(c) Stakeholders' Relationship Committee:

The Stakeholders' Relationship Committee, as per Section 178 (5) of Companies Act, 2013, continued working under Chairmanship of Mr. Darshit Parikh. During the year, the committee met two times with full attendance of all the members. The composition of the Stakeholders' Relationship Committee as at March 31, 2023 and details of the Members participation at the Meetings of the Committee are as under:

Name of Director	Category	Position in the committee	Attendance at the Stakeholders' Relationship Committee held on	
			30.05.2022	24.02.2023
Mr. Darshit Parikh	Independent Director	Chairperson	Yes	Yes
Mr. Shripal Shah	Executive Director	Member	Yes	Yes
Mr. Abhinav Anand	Independent Director	Member	Yes	Yes

The terms of reference of the Committee are:

- 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.
- Review of measures taken for effective exercise of voting rights by shareholders.
- 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.
- 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.

During the year, One Complaint was received from shareholder on SCORES and was resolved successfully. There are no balance complaints. The Company had no share transfers pending as on March 31, 2023.

Ms. Chaitali Pansari, Company Secretary of the Company is Compliance Officer.

6. General Body Meetings:

Annual general meetings:

The date, time and venue of the last three Annual General Meetings are given below:

AGM	Year ended as on	Venue	Date	Time	Whether any Special Resolution passed or not
26 th	31.03.2020	AGM conducted through VC	29.09.2020	01.00 A.M.	No
27 th	31.03.2021	AGM conducted through VC	29.09.2021	02.00 P.M.	No
28 th	31.03.2022	AGM conducted through VC	27.09.2022	02.00 P.M.	No

Extraordinary General Meeting or Postal Ballot:

The Company did not hold any EGM/Postal Ballot during the F.Y. 2022-23 .

7. Means of Communication:

The Quarterly / Annual financial results sent to the Stock Exchanges and published in The Financial Express (English) and Jansatta (Hindi) in accordance with the Listing Regulations. The Quarterly / Annual results are also uploaded on the website of the Company <https://www.afsl.co.in/investor-relation.php>. Communication to Shareholders via Newspaper is published in The Financial Express (English) and Jansatta (Hindi).

8. General shareholder information:

AGM – Date and Time	Friday, September 29, 2023, 02.00 P.M., through Video Conference (VC) / Other Audio-Visual Means (OAVM)
Financial Year:	1 st April to 31 st March of following year
Book Closure	Friday, September 22, 2023 to Friday, September 29, 2023

Date:					
ISIN:	INE032E01017				
Listing of Equity Shares on stock exchanges:	BSE Limited, P. J. Towers, Fort, Mumbai – 400 001				
Listing fees payment status:	The Company has paid the listing fees, to the Stock Exchanges for the financial year 2023-24				
Stock code:	530245				
Share Transfer System:	The Company's shares are compulsorily traded in Demat mode on the BSE Limited. The transfer of Physical shares, if any, are processed and returned to the shareholders within a period of 15 days by the Registrar & Share Transfer Agent.				
Registrar & transfer agents:	Adroit Corporate Services Private Limited 19/20, Jafferboy Industrial Estate 1 st Floor, Makwana Road, Marol Naka, Andheri (E), Mumbai – 400 059 Tel. No. : 022 – 4227 0423 E-Mail id: sandeeps@adroitcorporate.com				
Market Price Data (Monthly):	Month	High Price	Low Price	No. of Shares Traded	
	Apr-22	58.85	48.30	28,085	
	May-22	57.45	46.85	6,157	
	Jun-22	69.50	47.30	54,510	
	Jul-22	68.70	51.25	5,270	
	Aug-22	61.95	49.00	2,73,160	
	Sep-22	88.70	49.00	66,188	
	Oct-22	86.30	61.80	12,892	
	Nov-22	80.00	64.10	4,551	
	Dec-22	123.95	64.95	1,01,203	
	Jan-23	93.05	77.15	12,779	
	Feb-23	121.10	80.25	93,544	
	Mar-23	129.95	107.50	16,506	
Distribution of Shareholding:	Shareholding of Nominal Value of Rs. 10/- each	No. of shareholders	% of shareholders	Share Amount	% of shareholding
	Up to 5000	1547		30,08,600	1.02
	5001 to 10000	5		3,87,710	0.28
	10001 to 20,000	14		20,99,800	1.44
	20,001 to 50,000	12		41,65,570	3.32
	50,001 & above	22		1,071,58,320	93.94
	Total	1600	100.00	1,16,820,000	100.00
Dematerialization	Particulars	No. of Shares		Percentage	

n of Shares and Liquidity:	Physical Segment	3,21,784	2.75	
	Demat Segment			
	NSDL	5,58,200	4.78	
	CDSL	1,08,02,016	92.47	
	Total	1,16,82,000	100.00	
Shareholding Pattern as March 31, 2023:	Particulars	No. of shares held	%	
	Promoters			
	Individual	1,80,000	1.54	
	Body Corporate(s)	70,83,030	60.63	
	Non Promoters			
	Individual / HUF	18,54,941	15.88	
	Body Corporate(s)	25,62,879	21.93	
	Bank / Financial Institutions	800	0.01	
	NRIs/Foreign Nationals	350	0.00	
	Clearing Member	-	-	
Total	1,16,82,000	100.00		
Details of shares lying in the suspense account:	Sr. No.	Particulars	No. of Shareholders	No. of Shares
	1.	Aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year	Nil	Nil
	2.	Number of shareholders who approached the Company for transfer of shares from the suspense account during the year	Nil	Nil
	3.	Number of shareholders to whom shares were transferred from the suspense account during the year	Nil	Nil
	4.	Aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year	Nil	Nil
Address for correspondence:	Aryaman Financial Services Limited Ms. Reenal Khandewal(Company Secretary) 60, Khatau Building, Ground. Floor, Alkesh Dinesh Modi Marg, Fort, Mumbai – 400 001 Tel : 022 – 6216 6999 Fax: 022 – 2263 0434			

9. Chart of Matrix core Skill of Directors

Sr. No.	Skill area	Shripal Shah	Shreyas Shah	Ram Gaud	Darshit Parekh	Abhinav Anand	Meloni Shah
1.	Strategy Planning	✓	✓	-	-	-	✓
2.	Risk Management	✓	-	✓	✓	✓	✓
3.	Governance and Compliance	✓	-	✓	✓	✓	✓
4.	Expertise/Experience in Finance & Accounts /Audit	✓	✓	✓	✓	-	-

5.	Member and stakeholder engagement	✓	-	-	✓	✓	-
6.	Industry Knowledge & Experience	✓	✓	✓	-	✓	✓
7.	Policy Development	-	✓	-	✓	✓	-
8.	Corporate Leadership	✓	-	✓	-	-	✓
9.	Legal & Regulatory	-	✓	✓	✓	✓	-
10.	Human Resource Management	-	✓	-	-	-	-

10. Disclosures:

- i. The Company did not have any material significant related party transactions having a potential conflict with the interest of the Company at large. Transactions with the related parties are disclosed in the audited financial statements.
- ii. The financial statements have been prepared in accordance with the Indian Accounting Standards (IND-AS).
- iii. There were no instances of non-compliance by the Company on any matter related to the capital markets, resulting in disciplinary action against the Company by the Stock Exchanges or Securities and Exchange Board of India (SEBI) or any other statutory authority, during the last three years.
- iv. The Company has a vigil mechanism for employees to report concerns about unethical behavior, actual or suspected fraud or violation of our code of conduct and confirms that no personnel have been denied access to the Audit Committee
- v. The Company has a formal system of internal control testing which examines both the design effectiveness and operational effectiveness to ensure reliability of financial and operational information and all statutory / regulatory compliances.
- vi. Policy for determining ‘material’ subsidiaries and Policy on dealing with related party transactions is available on <https://www.afsl.co.in/investor-relation.php>.
- vii. The Company has complied with mandatory requirements specified from Regulations 17 to 27 and clauses (b) to (i) of sub –regulation (2) of Regulation 46 of the SEBI (LODR) Regulations, 2015.
- viii. The CFO have issued certificate pursuant to the provisions of Regulation 17(8) of the SEBI (LODR) Regulations, 2015 certifying that the financial statements do not contain any untrue statement and these statements represent a true and fair view of the Company’s affairs. The said certificate is annexed and forms part of the Annual Report.
- ix. Pursuant to SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, a certificate from JNG & Co., Company Secretaries, certifying the compliance by the Company with the provisions of the Corporate Governance of the Listing Regulations forms part of this Report.
- x. Pursuant to SEBI (LODR) Regulations, 2015, that none of the Directors on the Board of the Company have been debarred or disqualified as Directors of Companies by SEBI or Ministry of Corporate Affairs or any such other Authority is issued by M/s JNG and Co., Practicing Company Secretaries, annexed to this report and forms part of this Report.
- xi. Disclosures of number of complaints received, disposed off and pending during financial year 2022-23 under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 .The Company is committed

to provide a work environment which ensures that every employee is treated with dignity, respect and afforded equal treatment. In accordance with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 (“POSH Act”) along with Rules made thereunder, the Company has in place a policy which mandates no tolerance against any conduct amounting to sexual harassment of women at workplace. There were no case / complaints filed during the year, under the POSH Act. Further, the Company has constituted Internal Complaints Committee for various work places to redress and resolve any complaints arising under the POSH Act.

- xii. The Company have paid fees to statutory auditor of the subsidiaries of the Company and the Company. The total fees paid by the Company to Statutory Auditors (including tax audit fees and certification fees) during the financial year 2022-23 is Rs.2.30 Lakh. As confirmed by Statutory Auditors of the Company, they are not part of any network firm/network entity.
- xiii. **Details of material subsidiaries of the listed entity; including the date and place of incorporation and the name and date of appointment of the statutory auditors of such subsidiaries**

Sr. No.	Particulars	Name of Subsidiary	
		Aryaman Capital Markets Limited	Escorp Asset Management Limited
1.	Date of Incorporation	July 22, 2008	February 13, 2011
2.	Place of Incorporation	Mumbai	Mumbai
3.	Name of Statutory Auditor	V N Purohit and Co.	V N Purohit and Co
4.	Date of Appointment of Statutory Auditor	April 01, 2017	April 01, 2017

Declaration as required under Regulation 26 of SEBI (LODR) Regulations, 2015

In accordance with SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, I hereby confirm that for the financial year ended March 31, 2023, the Directors and Senior Management Personnel of the Company have affirmed compliance with the “AFSL - Code Of Conduct” for Directors and Senior Management Personnel.

For Aryaman Financial Services Limited

**Sd/-
Shripal Shah
(Executive Director)
DIN: 01628855**

Mumbai, Thursday, August 31, 2023

CERTIFICATION BY CFO UNDER REGULATION 17 (8) OF THE LISTING REGULATION

To
The Board of Directors,
Aryaman Financial Services Limited,

- a) We have reviewed the financial statements and the cash flow statement of Aryaman Financial Services Ltd. for the year ended March 31, 2023 and to the best of our knowledge and belief:
- (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing Accounting Standards, applicable laws and regulations.
- b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.
- c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take for rectifying these deficiencies.
- d) We have indicated to the Auditors and the Audit Committee:
- (i) Significant changes in internal control over financial reporting during the year;
 - (ii) Significant changes in accounting policies made during the year and the same have been disclosed in the notes to the financial statements; and
 - (iii) Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

For Aryaman Financial Services Limited

Sd/-
Shripal Shah
(Chief Financial Officer)

Place: - Mumbai
Date: - August 31, 2023

CERTIFICATE ON CORPORATE GOVERNANCE

[Pursuant to Regulation 34(3) and Schedule V Para E of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,
The Members of
Aryaman Financial Services Limited

I have examined the compliance of conditions of corporate governance by Aryaman Financial Services Limited (“the Company”), for the purpose of certifying compliance of the conditions of the Corporate Governance under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the financial year ended March 31, 2023. I have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of certification.

The compliance of conditions of corporate governance is the responsibility of the Management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of conditions of Corporate Governance.

This Certificate 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.

In our opinion, and to the best of our information and according to the explanations and information furnished to us, we certify that the Company has complied with all the mandatory requirements of Corporate Governance as stipulated in Schedule II of the said Regulations. As regards Discretionary Requirements specified in Part E of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has complied with items C and E.

This certificate is issued solely for the purposes of complying with the aforesaid Regulations and may not be suitable for any other purpose.

For JNG & Co.,

Place: Mumbai
Date: 31st August, 2023
UDIN : F007569E000903090
Peer Review No. 1972/2022

Sd/-
Jigarkumar Gandhi
FCS: 7569
C.P. No. 8108

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,
Aryaman Financial Services Limited
102, Ganga Chambers, 6a/1,
W.E.A., Karol Bagh
New Delhi, Delhi-110005

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Aryaman Financial Services Limited** having CIN: L74899DL1994PLC059009 (hereinafter referred to as the “Company”) produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34 (3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on March 31, 2023 have been debarred or disqualified from being appointed or continuing as Directors of Companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Date of appointment in the Company
1.	ShripalShrenik Shah	01628855	24/10/2008
2.	Shreyas Shrenik Shah	01835575	29/05/2013
3.	Ram Motilal Gaud	02759052	18/06/2009
4.	MeloniShripal Shah	03342248	04/02/2019
5.	Darshit Prakash Parikh	03492803	25/04/2011
6.	Abhinav Anand	07732241	14/11/2018

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

Place: Mumbai
Date: 30th August, 2023
Peer Review No. 1972/2022

Sd/-
Name of Practicing CS: Jigar Kumar Gandhi,
Proprietor
JNG & Co.,
Company Secretaries
FCS No.: F7569
C P No.: 8108
UDIN: F007569E000903167

Independent Auditor's Report

To

The members of

ARYAMAN FINANCIAL SERVICES LIMITED

Report on the Audit of Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of **ARYAMAN FINANCIAL SERVICES LIMITED** ("the Company"), which comprise the balance sheet as at 31st March 2023, the statement of profit and loss (including other comprehensive income), 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 explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of the state of affairs of the Company as at 31st March, 2023, and the **net profit** (including other comprehensive income), changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those standards are further described in the 'Auditor's Responsibilities for the Audit of the Standalone Financial Statements' section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with 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 ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidences we have obtained are 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 financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described hereunder to be key audit matters to be communicated in our report.

Key audit matters	Auditor's response
<p><u>Measurement of Revenue</u></p> <p>As per Ind AS 115, measurement of revenue to be made on transaction price.</p>	<p>Our audit procedure inter- alia included the following-</p> <ul style="list-style-type: none"> • We used assessment of overall control environment relevant for measurement of revenue. • We performed testing of journal entries, with particular focus on manual adjustment to revenue account, to mitigate the risk of manipulation of revenue and profit figures.

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

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

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

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

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

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the applicable accounting standards and the other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that are operating effectively for insuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatements, whether due to fraud or error.

In preparing the standalone 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.

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

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain a reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue our 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 due to fraud or error and are considered material if, individually or in 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 the SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

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

Materiality is the magnitude of misstatements in the financial statement, individually or in aggregate, makes it probable that the economic decision of reasonable knowledgeable user of the financial statement may be influenced.

We consider quantitative materiality and qualitative factors in (i) Planning the scope of our audit work and in evaluating the results of our work; and, (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal controls 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 reasonable be thought to bear on our independence, and where applicable, relevant safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements 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, or when in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ('the Order'), as amended, issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the **Annexure A**, a statement on the matters specified in paragraphs 3 and 4 of the order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - (c) the Balance Sheet, the Statement of Profit and Loss, Statement of Changes in Equity and the Cash Flow Statement dealt with by this report are in agreement with the books of account;
 - (d) In our opinion, the aforesaid financial statements comply with the India Accounting Standards specified under Section 133 of the Act;
 - (e) On the basis of the written representations received from the directors as on 31st March, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2023 from being appointed as a director in terms of Section 164 (2) of the Act.
 - (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in **Annexure B**. 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 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, if any, of pending litigations on its financial position, in its standalone financial statements. (Refer Note No. 32 of the financial statements).
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. The Company is not required to transfer any amount to the Investor Education and Protection Fund.
 - iv.
 - a. The management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - b. The management has represented, that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been received by the company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
 - c. Based on such audit procedures, we have obtained reasonable and appropriate evidence, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) contain any material misstatement.
 - v. No dividend has been declared or paid during the year by the company. Accordingly requirement Section 123 of the Companies Act, 2013 is not applicable.
 - vi. As proviso to Rule 3(1) of the companies (Accounts) rules, 2014 is applicable for the company only w.e.f. April 1, 2023, reporting under this Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable.
- (h) In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act.

FOR V.N. PUROHIT & CO.

Chartered Accountants

Firm Regn. No. 304040E

Sd/-

O.P. Pareek

Partner

Membership No. 014238

UDIN: 23014238BGXRQN5394

New Delhi, the 29th day of May, 2023

ANNEXURE -A TO THE AUDITOR'S REPORT

The Annexure referred to in Paragraph 1 under the heading of “Report on other Legal and Regulatory Requirements” of our report of even date to the members of **ARYAMAN FINANCIAL SERVICES LIMITED** for the year ended on 31st March 2023.

- (i) (a) (A) As per information and explanation given to us, the company is maintaining proper records showing full particulars, including quantitative details and situation of property plant and equipment;
- (B) As per information and explanation given to us, the company does not have any Intangible asset hence this point is not applicable to the company;
- (b) As per information and explanation given to us, physical verification of Property Plant and equipment has been conducted at regular interval in a year by the management and no material discrepancies were noticed during the course of verification;
- (c) According to information and explanation given to us, the title deeds of the immovable property disclosed in the financial statements are held in the name of the Company;
- (d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued its Property, plant and equipment (including Right-of-use assets) or Intangible assets or both during the year. Accordingly provisions of sub-clause (i)(d) of para 3 of the order are not applicable;
- (e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder. Accordingly provisions of sub-clause (i)(e) of para 3 of the order are not applicable;
- (ii) (a) As per information and explanation given to us, the company does not have any inventory. Accordingly provisions of sub-clause (ii)(a) of para 3 of the order are not applicable;
- (b) As per information and explanation given to us, the company has not taken any working capital loan therefore there is no requirement to furnish quarterly returns or statements with such banks. Accordingly provisions of clause (ii)(b) of para 3 of the order are not applicable;
- (iii) (a) A. Based on the audit procedures carried on by us and as per the information and explanations given to us, the Company has not granted any loans to subsidiaries, joint ventures and associates.
- B. Based on the audit procedures carried on by us and as per the information and explanations given to us, the Company has not granted any loans to parties other than subsidiaries, joint ventures and associates.
- (b) According to the information and explanations given to us and based on the audit procedures conducted by us, the company has granted no loans. Accordingly provisions of sub-clause (iii) (b) of para 3 of the order are not applicable.

- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no loans given by the Company. Accordingly provisions of sub-clause (iii)(c) of para 3 of this order is not applicable.
- (d) According to the information and explanations provided to us, no loans and advances have been granted by the Company during the period covered by report. Accordingly provisions of sub-clause (iii)(d) of para 3 of this order is not applicable.
- (e) According to the information and explanations given to us and on the basis of our examination of the records of the Company there are no loans and advances have been granted by the Company during the period covered by report. Thus, there arises no question of renewal or extension or fresh loans given to settle the overdues of existing loans given to the same party.
- (f) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not given any loans on repayable on demand or without specifying any terms or period of repayment. Accordingly provisions of sub-clause (iii) (f) of para 3 of this order is not applicable.
- (iv) According to information and explanations given to us, the Company has complied with the provisions of section 185 and section 186 of the Companies Act, 2013 to the extent applicable in respect of loans, advances, guarantees and securities so given;
- (v) According to information and explanations given to us, the Company has not accepted public deposits and the provision of section 73 to 76 or other relevant provisions of the Companies Act, 2013 and rules framed thereunder are not applicable to the Company;
- (vi) According to information and explanations given to us, the Company is not liable to maintain cost records as prescribed under section 148(1) of the Companies Act, 2013;
- (vii) (a) According to information and explanations given to us, the company is generally regular in depositing undisputed statutory dues including income-tax and any other applicable statutory dues to the appropriate authorities and there are no outstanding statutory dues as on the last day of the financial year concerned for a period of more than six months from the date they became payable;
(b) According to the information and explanations given to us, there is no amount payable in respect statutory dues referred to in sub- clause (a) above, which has been deposited on account of dispute.
- (viii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income-tax Act, 1961 as income during the year.
- (ix) (a) According to information and explanations given to us, the company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender;
(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been declared a willful defaulter by any bank or financial institution or government or government authority.
- (c) According to the information and explanations given to us by the management, the Company has not obtained any term loans and thus there arise no question to divert such loans.
- (d) According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that funds have been raised on short-term basis are not utilised for long term purpose.

- (e) According to the information and explanations given to us and on an overall examination of the financial statements of the Company, has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.
- (f) According to the information and explanations given to us on an overall examination of the financial statements of the Company, we report that the Company has not raised loan during the year on the pledge of securities held in its subsidiaries.
- (x) (a) According to the information and explanations given to us, the Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments). Accordingly, provisions of sub- clause (x)(a) of para 3 of the order are not applicable.
(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, provisions of sub- clause (x)(b) of para 3 of the order are not applicable.
- (xi) (a) Based on examination of the books and records of the Company and according to the information and explanations given to us, considering the principles of materiality outlined in Standards on Auditing, we report that no fraud by the Company or on the Company has been noticed or reported during the course of the audit.
(b) According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Companies Act, 2013 has been filed in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
(c) According to the Information and explanations given to us, there are no whistle blower complaints received by the company during the year.
- (xii) According to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, provisions of sub- clause (xii) of para 3 of the order are not applicable
- (xiii) In our opinion and according to the information and explanations given to us, the transactions with related parties are in compliance with Sections 177 and 188 of the Companies Act, 2013, where applicable, and the details of the related party transactions have been disclosed in the financial statements as required by the applicable Indian Accounting Standards.
- (xiv) (a) Based on information and explanations provided to us and our audit procedures, in our opinion, the Company has an internal audit system commensurate with the size and nature of its business;
(b) We have considered the internal audit reports of the Company issued till date for the period under audit.
- (xv) In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with its directors or persons connected to its directors and hence, provisions of Section 192 of the Companies Act, 2013 are not applicable to the Company.
- (xvi) (a) According to information and explanations given to us, the Company is not a Non- Banking Financial Company and is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.
(b) According to information and explanations given to us, the company has not conducted any Non-Banking Financial or Housing Finance activities without a valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934.

(c) According to information and explanations given to us, the company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, provisions of sub-clause (xvi) (c) of para 3 of the order are not applicable.

(d) According to information and explanations given to us, the Group does not have any CIC as part of the Group. Accordingly, provisions of sub-clause (xvi) (d) of para 3 of the order are not applicable.

- (xvii) The Company has not incurred cash losses during the year covered by this report and in the immediately preceding year.
- (xviii)
- (xix) There has been no resignation of the statutory auditors during the year. Accordingly, provisions of sub-clause (xviii) of para 3 of the order are not applicable.
- (xx) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date.
- (xxi) According to the information and explanations given to us, provisions of section 135 of the Companies Act, 2013 are not applicable to the Company. Accordingly, provisions of sub-clause (xx) of para 3 of the order are not applicable.
- (xxii) There have been no qualifications or adverse remarks in the Companies (Auditor's Report) Order (CARO) reports of the companies included in the consolidated financial statements.

FOR V.N. PUROHIT & CO.

Chartered Accountants

Firm Regn. No. 304040E

O.P. Pareek

Partner

Membership No. 014238

UDIN: 23014238BGXRQN5394

New Delhi, the 29th day of May, 2023

ANNEXURE -B TO THE AUDITOR'S REPORT

The Annexure referred to in Paragraph 2(f) under the heading of “Report on other Legal and Regulatory Requirements” of our report of even date to the members of **ARYAMAN FINANCIAL SERVICES LIMITED** for the year ended on 31st March 2023.

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

In conjunction with our audit of the standalone financial statements of the Company as at and for the year ended 31st March 2023, we have audited the internal financial controls with reference to standalone financial statements of **ARYAMAN FINANCIAL SERVICES LIMITED** (hereinafter referred to as “Company”) along with its subsidiaries, as of that date.

Opinion

In our opinion, the company, have, in all material aspects, an adequate internal financial controls system with reference to standalone financial statements and such internal financial controls over financial reporting were operating effectively as at 31st March 2023, based on “the internal financial controls with reference to standalone financial statements criteria considering the essential components of internal control stated in the Guidance Note.

Management’s Responsibility for the Internal Financial Controls

The respective management of the company, are responsible for establishing and maintaining internal financial controls based on the internal control with reference to standalone financial statements criteria established by the Company considering the essential components of internal controls stated in the Guidance Note on Audit of Internal Financial Control over Financial Reporting issued by the Institute of Chartered Accountants of India (“the Guidance Note”). 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 fraud and errors, the accuracy and completeness of accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor’s Responsibility

Our responsibility is to express an opinion on the internal financial controls with reference to standalone financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under Section 143(10) of the Companies Act, 2013 to the extent applicable to an audit of internal financial controls, with reference to the standalone financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to standalone financial statements was established and maintained and if such controls operated effectively in all material aspects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial control system with reference to standalone financial statements and their operating effectiveness. Our audit of internal financial controls with reference to standalone financial statements included obtaining an understanding of internal financial controls with reference to standalone 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 risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidences we have obtained for the company to which we are independent auditors is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system with reference to standalone financial statements.

Meaning of Internal Financial Controls with reference to standalone financial statements

A Company's internal financial control with reference to standalone financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control with reference to standalone 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 financial statements in accordance with generally accepted accounting principles, and the receipt and expenditures of the Company are being 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 financial statements.

Inherent Limitations of Internal Financial Controls with reference to standalone financial statements

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

FOR V.N. PUROHIT & CO.

Chartered Accountants

Firm Regn. No. 304040E

Sd/-

O.P. Pareek

Partner

Membership No. 014238

UDIN: 23014238BGXRQN5394

New Delhi, the 29th day of May, 2023

Independent Auditor's Report

To

The members of
ARYAMAN FINANCIAL SERVICES LIMITED

Report on the Audit of Consolidated Financial Statements

Opinion

We have audited the accompanying consolidated financial statements of **ARYAMAN FINANCIAL SERVICES LIMITED** hereby referred to as the 'Holding Company') and its subsidiaries (Holding Company its subsidiaries together referred to as 'the Group'), which comprise the consolidated balance sheet as at 31st March 2023, the consolidated statement of profit and loss (including other comprehensive income) consolidated statements of changes in equity and the consolidated cash flows statement for the year then ended, and notes to the Consolidated Financial Statements, including a summary of significant accounting policies and other explanatory information (hereby referred as 'the consolidated financial statement').

In our opinion and to the best of our information and explanations given to us, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with accounting principles generally accepted in India of the consolidated state of affairs of the Company as at 31st March, 2023, and the consolidated **net profit** (including other comprehensive income), consolidated changes in equity and its consolidated cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those standards are further described in the 'Auditor's Responsibilities for the Audit of the Consolidated Financial Statements' section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with ethical requirements that are relevant to our audit of the Consolidated Financial Statements under the provisions of the Act and the rules thereunder, and we have fulfilled our ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidences we have obtained are 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 financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described hereunder to be key audit matters to be communicated in our report.

Key audit matters	Auditor's response
<p><u>Measurement of Revenue</u></p> <p>As per Ind AS 115, measurement of revenue to be made on transaction price.</p>	<p>Our audit procedure inter- alia included the following-</p> <ul style="list-style-type: none"> • We used assessment of overall control environment relevant for measurement of revenue. • We performed testing of journal entries, with particular focus on manual adjustment to revenue account, to mitigate the risk of manipulation of revenue and profit figures.

Management's Responsibility for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation and presentation of these consolidated financial statements in term of the requirements of the Companies Act, 2013 that true and fair value of the consolidated financial position, consolidated financial performance, consolidated total comprehensive income, consolidated changes in equity and consolidated cash flows of the Group including the Indian Accounting Standards specified in the section 133 of the Act, the respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of assets of the Group and for preventing and detecting frauds and other irregularities; selection and application and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statement, the respective Board of Directors of the companies including 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 operation, or has no realistic alternative but to do so.

The respective Board of Directors the companies included in the Group are responsible for overseeing the financial reporting process of the Group.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain a reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue our 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 due to fraud or error and are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

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

- (vi) Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations or the override of internal control.
- (vii) Obtain an understanding of the internal controls 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.
- (viii) Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- (ix) Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained upto the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- (x) Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- (xi) Obtain sufficient and appropriate audit regarding the financial information of the entities or business activities within the group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statement of such entities included in the consolidated financial statements of which we are independent auditors. For other entities included in the consolidated financial statements, which have been audited by other auditors such other auditors remain responsible for 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 regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal controls 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 reasonable be thought to bear on our independence, and where applicable, relevant safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, 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 reasonable be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

3. As required by Section 143(3) of the Act, we report that:

- (i) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of aforesaid consolidated financial statements.
- (j) In our opinion, proper books of account as required by law relation to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors;
- (k) the Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss , consolidate statements of changes in equity (including other comprehensive income) and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the books of account;
- (l) In our opinion, the aforesaid consolidated financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
- (m) On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2023 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiaries, none of the directors of the group is disqualified as on 31st March, 2023 from being appointed as a director in terms of Section 164 (2) of the Act.
- (n) With respect to the adequacy of the internal financial controls over financial reporting of the Group and the operating effectiveness of such controls, refer to our separate Report in **Annexure-A**. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Group internal financial controls over financial reporting.
- (o) 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. There were no pending litigations would impact the consolidated financial position of the Group (Refer to note no. 33 of the consolidated financial statements).
 - ii. The group did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Group.

- iv. The Group is not required to transfer any amount to the Investor Education and Protection Fund.
- v. (a) Based upon representation by the management of holding company and report of statutory auditors for other entities in the group and to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the group to or in any other person(s) or entity(ies), including foreign entities (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the group (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- (b) Based upon representation by the management of holding company and report of statutory auditors for other entities in the group and to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been received by the group from any person(s) or entity(ies), including foreign entities (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the group shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
- (c) Based on such audit procedures, we have obtained reasonable and appropriate evidence, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) contain any material misstatement.
- vi. No dividend has been declared or paid during the year by the company. Accordingly requirement Section 123 of the Companies Act, 2013 is not applicable.
- vii. As proviso to Rule 3(1) of the companies (Accounts) rules, 2014 is applicable for the company only w.e.f. April 1, 2023, reporting under this Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable.
- (p) In our opinion and according to the information and explanations given to us by the holding company and based upon report of statutory auditors of other entities included in the consolidated financial statements, the remuneration paid to the respective directors of the companies included in the group during the current year is in accordance with the provisions of Section 197 of the Act.

FOR V.N. PUROHIT & CO.
Chartered Accountants
Firm Regn. No. 304040E
Sd/-
O.P. Pareek
Partner
Membership No. 014238
UDIN: 23014238BGXRQM4406

New Delhi, the 29th day of May, 2023

ANNEXURE- A TO THE AUDITOR'S REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS

The Annexure referred to in Paragraph 2(f) under the heading of “Report on other Legal and Regulatory Requirements” of our report of even date to the members of **ARYAMAN FINANCIAL SERVICES LIMITED** for the year ended on 31st March 2023.

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

In conjunction with our audit of the consolidated financial statements of the Company as at and for the year ended 31st March 2023, we have audited the internal financial controls with reference to consolidated financial statements of **ARYAMAN FINANCIAL SERVICES LIMITED** (hereinafter referred to as “Holding Company”) along with its subsidiaries, as of that date.

Opinion

In our opinion, the holding company and its subsidiaries, have, in all material aspects, an adequate internal financial controls system with reference to consolidated financial statements and such internal financial controls over financial reporting were operating effectively as at 31st March 2023, based on “the internal financial controls with reference to consolidated financial statements criteria considering the essential components of internal control stated in the Guidance Note.

Management’s Responsibility for the Internal Financial Controls

The respective management of the holding company and its subsidiaries, are responsible for establishing and maintaining internal financial controls based on the internal control with reference to consolidated financial statements criteria established by the Company considering the essential components of internal controls stated in the Guidance Note on Audit of Internal Financial Control over Financial Reporting issued by the Institute of Chartered Accountants of India (“the Guidance Note”). 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 fraud and errors, the accuracy and completeness of accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor’s Responsibility

Our responsibility is to express an opinion on the internal financial controls with reference to consolidated financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under Section 143(10) of the Companies Act, 2013 to the extent applicable to an audit of internal financial controls, with reference to the consolidated financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to consolidated financial statements was established and maintained and if such controls operated effectively in all material aspects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial control system with reference to consolidated financial statements and their operating effectiveness. Our audit of internal financial controls with reference to consolidated financial statements included obtaining an understanding of internal financial controls with reference to 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 risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidences we have obtained for the holding company and its subsidiaries to which we are independent auditors is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system with reference to consolidated financial statements.

Meaning of Internal Financial Controls with reference to consolidated financial statements

A Company's internal financial control with reference to consolidated financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control with reference to 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 financial statements in accordance with generally accepted accounting principles, and the receipt and expenditures of the Company are being 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 financial statements.

Inherent Limitations of Internal Financial Controls with reference to consolidated financial statements

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

FOR V.N. PUROHIT & CO.

Chartered Accountants

Firm Regn. No. 304040E

Sd/-

O.P. Pareek

Partner

Membership No. 014238

UDIN: 23014238BGXRQM4406

New Delhi, the 29th day of May, 2023

ARYAMAN FINANCIAL SERVICES LIMITED

CIN: L74899DL1994PLC059009

STANDALONE BALANCE SHEET AS AT 31ST MARCH 2023

(Rs. in Lakhs)

Particulars	Notes	As at March 31, 2023	As at March 31, 2022
I ASSETS			
Financial assets			
Cash and cash equivalents	2	20.51	4.12
Bank Balance other than above	3	1,077.30	810.10
Derivative financial instruments		-	-
Receivables			
Trade Receivables	4	7.90	9.22
Other Receivables		-	-
Investments	5	1,347.03	1,347.03
Other Financial assets	6	274.55	257.30
Non-financial Assets			
Current tax assets (net)		3.30	10.96
Property, plant and equipment	7	99.17	106.11
Other Intangible assets		-	-
Other non financial assets		-	-
Deferred tax liabilities (net)	11	1.02	-
Total assets		2,830.78	2,544.85
II LIABILITIES AND EQUITY			
Financial Liabilities			
Derivative financial instruments			
Payables			
(I) Trade Payables			
(i) total outstanding dues of micro enterprises and small enterprises		-	-
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises	8	51.89	0.90
(II) Other Payables			
(i) total outstanding dues of micro enterprises and small enterprises		-	-
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises		-	-
Borrowings (other than debt security)	9	-	6.74
Deposits		-	-
Other Financial liabilities	10	51.99	30.36
Non-financial Liabilities			
Current tax liabilities (net)		-	-
Deferred tax liabilities (net)	11	-	0.08
Other non-financial liabilities	12	82.95	52.65
Equity			
Equity share capital	13	1,168.20	1,168.20
Other equity	14	1,475.75	1,285.92
Total Liabilities and Equity		2,830.78	2,544.85

Notes to the standalone financial statements

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For V. N. Purohit & Co.Chartered Accountants
Firm Regn No. 304040ESd/-
O. P. Pareek
Partner
Membership No. 014238

UDIN: -23014238BGXRQN5394

Place : Mumbai
Date : 29th May 2023**For and on behalf of Aryaman Financials Services Limited**

Sd/- Shripal Shah Executive Director DIN:01628855	Sd/- Shreyas Shah Executive Director DIN:01835575
2, Neelsagar, A.G. Khan Road, Narayan Pujari Nagar, Worli, Mumbai, 400018, Maharashtra, India	2, Neelsagar, A.G. Khan Road, Narayan Pujari Nagar, Worli, Mumbai, 400018, Maharashtra, India

Sd/-

Chaitali Pansari
Company Secretary
PAN: BKHPP6512N

ARYAMAN FINANCIAL SERVICES LIMITED

CIN: L74899DL1994PLC059009

STANDALONE STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED ON 31ST MARCH 2023

(Rs. in Lakhs)

Sr. No.	Particulars	Note	For the year ended 31st March, 2023	For the year ended 31st March, 2022
I	Revenue From Operations			
	Fees & Commission income		613.88	481.48
II	Other Income	16	49.13	31.72
III	Total Income (I+II)		663.01	513.20
IV	EXPENSES			
	Finance cost	17	1.52	4.41
	Fees & Commission expenses	18	220.14	141.24
	Employee benefits expense	19	148.83	131.01
	Depreciation	20	8.26	8.06
	Other expenses	21	30.57	50.14
	Total expenses (IV)		409.31	334.85
V	Profit before tax (III-IV)		253.69	178.35
VI	Tax expense:			
	(1) Current tax		64.96	44.90
	(2) Deferred tax		(1.10)	(0.96)
	Total tax expenses (VI)		63.86	43.94
VII	Profit for the year (V-VI)		189.83	134.41
VIII	Other comprehensive income		-	-
IX	Total comprehensive income for the year (VII+VIII)		189.83	134.41
X	Earnings per equity share:			
	Basic (in Rupees)		1.62	1.15
	Diluted (in Rupees)		1.62	1.15

Notes to the standalone financial statements

1-34

For V. N. Purohit & Co.
Chartered Accountants
Firm Regn No. 304040E

Sd/-
O. P. Pareek
Partner

Membership No. 014238
UDIN: -23014238BGXRQ5394

Place : Mumbai
Date : 29th May 2023

For and on behalf of Aryaman Financials Services Limited

sd/-	sd/-
Shripal Shah	Shreyas Shah
Executive Director	Executive Director
DIN:01628855	DIN:01835575
2, Neelsagar, A.G. Khan Road, Narayan Pujari Nagar, Worli, Mumbai, 400018, Maharashtra, India	2, Neelsagar, A.G. Khan Road, Narayan Pujari Nagar, Worli, Mumbai, 400018, Maharashtra, India

sd/-

Chaitali Pansari
Company Secretary
PAN: BKHPP6512N

ARYAMAN FINANCIAL SERVICES LIMITED

CIN: L74899DL1994PLC059009

STANDALONE STATEMENT OF CASH FLOW FOR THE YEAR ENDED 31ST MARCH 2023

(Rs. in Lakhs)

Particulars	For the year ended 31st March, 2023	For the year ended 31st March, 2022
A Cash flow from operating activities		
Profit for the year	253.69	178.35
Adjustments for:		
Finance cost	1.52	4.41
Depreciation and amortisation expense	8.26	8.06
Interest income	(49.13)	(31.72)
Operating profit before working capital changes	214.35	159.10
<u>Working capital adjustments :-</u>		
(Increase)/decrease in trade receivables	1.32	(3.41)
(Increase)/decrease in other assets	(9.58)	17.98
Increase /(decrease) in trade payables	50.98	(8.72)
Increase /(decrease) in other liabilities	51.93	(0.67)
Cash generated from operations	309.00	164.27
Direct taxes paid (net)	64.96	44.91
Net cash used in operating activities (A)	244.04	119.35
B Cash flows from investing activities		
Payment for property, plant and equipment (PPE)	(1.33)	(1.82)
(Purchase)/ Sale of investments	-	-
Interest Income	49.13	31.72
Net cash flow from investing activities (B)	47.80	29.90
C Cash flow from financing activities		
Repayment of borrowings	(6.74)	(10.78)
Interest paid	(1.52)	(4.41)
Net cash from/(used in) financing activities (C)	(8.26)	(15.19)
Net Cash Flow During the Year [A+B+C]	283.58	134.07
Opening cash & cash equivalent	814.21	680.14
Closing cash & cash equivalent	1,097.81	814.21
Components of Cash and Cash Equivalents		
Cash in hand	0.57	2.94
Balance with bank in Current and Fixed Deposits accounts	1,097.24	811.27
Total cash and Cash Equivalents	1,097.81	814.22
Note:		
Opening Borrowings	6.74	17.52
Cash flows during the year	(6.74)	(10.78)
Closing borrowings	-	6.74

Notes to the standalone financial statements

1-34

In terms of our report attached

For V. N. Purohit & Co.**Chartered Accountants**

Firm Regn No. 304040E

Sd/-

O. P. Pareek

Partner

Membership No. 014238

UDIN: -23014238BGXRQN5394

Place : Mumbai

Date : 29th May 2023

For and on behalf of Aryaman Financials Services Limited

Sd/-

Shripal Shah

Executive Director

DIN:01628855

2, Neelsagar, A.G. Khan

Road, Narayan Pujari

Nagar,

Worli, Mumbai, 400018,

Maharashtra, India

Sd/-

Shreyas Shah

Executive Director

DIN:01835575

2, Neelsagar, A.G. Khan

Road, Narayan Pujari

Nagar,

Worli, Mumbai, 400018,

Maharashtra, India

Sd/-

Chaitali Pansari

Company Secretary

PAN: BKHPP6512N

ARYAMAN FINANCIAL SERVICES LIMITED

CIN: L74899DL1994PLC059009

Statement of changes in equity for the year ended 31st March, 2023

I. Equity Share Capital

For the year ended as on 31st March 2023

(Rs. in Lakhs)

Balance at the beginning of the current reporting period	Change in equity Share Capital due to prior period errors	Restated balance at the beginning of the Current reporting period	Changes in equity share capital during the current year	Balance at the end of the current reporting period
1,168.20	-	-	-	1,168.20

For the year ended as on 31st March 2022

(Rs. in Lakhs)

Balance at the beginning of the current reporting period	Change in equity Share Capital due to prior period errors	Restated balance at the beginning of the Current reporting period	Changes in equity share capital during the current year	Balance at the end of the current reporting period
1,168.20	-	-	-	1,168.20

Other Equity

For the year ended as on 31st March 2023

(Rs. in Lakhs)

Particulars	Reserve & Surplus			Retained Earnings	Total
	Capital Reserve	Securities Premium Reserve	General Reserve		
Balances as at 1st April 2022	6.52	317.68	260.75	700.96	1,285.91
Changes in accounting policy or prior period errors	-	-	-	-	-
Restated balance as at 1st April 2022	-	-	-	-	-
Profit/(loss) for the year	-	-	-	189.83	189.83
Other comprehensive income (net)					
Remeasurement of Investments carried at FVTOCI	-	-	-	-	-
Total other comprehensive income	-	-	-	-	-
Total Comprehensive Income	-	-	-	189.83	189.83
Balance as at 31st March 2023	6.52	317.68	260.75	890.79	1,475.74

For the year ended as on 31st March 2022

(Rs. in Lakhs)

Particulars	Reserve & Surplus			Retained Earnings	Total
	Capital Reserve	Securities Premium Reserve	General Reserve		
Balances as at 1st April 2021	6.52	317.68	260.75	566.55	1,151.51
Changes in accounting policy or prior period errors	-	-	-	-	-
Restated balance as at 1st April 2021	-	-	-	-	-
Profit/(loss) for the year	-	-	-	134.41	134.41
Other comprehensive income (net)					
Remeasurement of Investments carried at FVTOCI	-	-	-	-	-
Total other comprehensive income	-	-	-	-	-
Total Comprehensive Income	-	-	-	134.41	134.41
Balance as at 31st March 2022	6.52	317.68	260.75	700.96	1,285.91

Notes to the financial statements

1-34

The accompanying notes are an integral part of the financial statements

For V. N. Purohit & Co.
Chartered Accountants
Firm Regn No. 304040E

For and on behalf of Aryaman Financials Services Limited

Sd/-

O. P. Pareek
Partner
Membership No. 014238
UDIN: -23014238BGXRQN5394

Sd/-

Sd/-

Shripal Shah
Executive Director
DIN:01628855

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0018,
Maharashtra India

2, Neelsagar, A.G. Khan
Road, Narayan Pujari
Nagar,
Worli, Mumbai, 400018,
Maharashtra, India

Sd/-

Chaitali Pansari
Company Secretary
PAN: BKHP6512N

Place : Mumbai
Date : 29th May 2023

ARYAMAN FINANCIAL SERVICES LIMITED
Notes to financial statements for the year ended 31st March, 2022

1 Significant Accounting Policies and Notes to the Financial statements

A. CORPORATE INFORMATION:

Aryaman Financial Services Limited is a public limited company domiciled in India with its registered office located at 102, Ganga Chambers, 6A/1, W.E.A., Karol Bagh, New Delhi-110005. The Company is listed on BSE Limited (BSE). The Company is engaged in the business of Merchant Banking. It is category I merchant banker registered with SEBI & incorporated on 11th May, 1994.

B. SIGNIFICANT ACCOUNTING POLICIES

1. Basis of Preparation of Financial Statements:

These financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 ('the Act') read with the Companies (Indian Accounting standards) Rules as amended from time to time and other related provisions of the Act.

The financial statements of the Company are prepared on the accrual basis of accounting and Historical cost convention except for the following material items that have been measured at fair value as required by the relevant Ind AS:

- (i) Certain financial assets and liabilities are measured at Fair value (Refer note no. 6)
- (ii) Defined benefit employee plan (Refer note no. 13)
- (iii) Derivative Financial instruments (Refer note no. XX)

The accounting policies are applied consistently to all the periods presented in the financial statements. All assets and liabilities have been classified as current or non current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013.

The financial statements are presented in INR, the functional currency of the Company.

2. Use of Estimates and judgments:

The preparation of the financial statements requires the Management to make, judgments, estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent liabilities as at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. The recognition, measurement, classification or disclosure of an item or information in the financial statements is made relying on these estimates. The estimates and judgements used in the preparation of the financial statements are continuously evaluated by the management and are based on historical experience and various other assumptions and factors (including expectations of future events) that the management believes to be reasonable under the existing circumstances. Actual results may differ from those estimates. Any revision to accounting estimates is recognised prospectively in current and future periods.

Critical accounting judgements and key source of estimation uncertainty

The Company is required to make judgements, estimates and assumptions about the carrying amount of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. The estimates and underlying assumptions are reviewed on an on-going basis.

- (a) Recognition and measurement of defined benefit obligations, key actuarial assumptions - Note no. - XX
- (b) Estimation of current tax expenses and payable - Refer note no. -

3. Property, plant and equipment (PPE)

Property, plant and equipment is stated at acquisition cost net of accumulated depreciation and accumulated impairment losses, if any.

The cost of an item of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable costs of bringing the asset to its working condition for its intended use and estimated costs of dismantling and removing the item and restoring the item and restoring the site on which it is located.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment. Subsequent expenditure Subsequent costs are included in the assets carrying amount or recognized as a separate asset, as appropriate only if it is probable that the future economic benefits associated with the item will flow to the Company and that the cost of the item can be reliably measured.

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in the Statement of Profit and Loss.

Property, plant and equipment which are not ready for intended use as on the date of Balance Sheet are disclosed as "Capital work-in-progress".

4. Intangible assets

Intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses, if any.

5. Depreciation and Amortization:

(a) Property plant and equipment (PPE)

Depreciation is provided on a pro-rata basis on the straight line method based on estimated useful life prescribed under Schedule II to the Companies Act, 2013.

The residual values, useful lives and method of depreciation of property, plant and equipment is reviewed at each financial year end and adjusted prospectively, if appropriate.

Estimated useful life is as below:

- Computer - 3 Years
- Furniture and fixtures - 10 years
- Office equipments - 5 years
- Motor Vehicles - 8 years

(b) Intangible assets

The useful lives of intangible assets are assessed as either finite or indefinite. Finite-life intangible assets are amortised on a straight-line basis over the period of their expected useful lives. Intangible assets are measured at cost as at the date of acquisition, as applicable, less accumulated amortization and accumulated impairment, if any.

The amortisation period and the amortisation method for finite life intangible assets is reviewed at each financial year end and adjusted prospectively, if appropriate. For indefinite life intangible assets, the assessment of indefinite life is reviewed annually to determine whether it continues, if not, it is impaired or changed prospectively basis revised estimates.

Useful life of the intangible asset is as follows: -

Software - 3 Years

6. Investment Properties:

Property that is held for long-term rental yields or for capital appreciation or both, and that is not occupied by the Company, is classified as investment property. Investment property is measured at its cost, including related transaction costs and where applicable borrowing costs less depreciation and impairment if any. Depreciation on building is provided based on straight line method using the useful life as specified in schedule II of the Companies Act, 2013 .

7. Financial Instruments:

Financial assets - Initial recognition:

Financial assets are recognised when the Company becomes a party to the contractual provisions of the instruments. On initial recognition, a financial asset is recognised at fair value, in case of Financial assets which are recognised at fair value through profit and loss (FVTPL), its transaction cost are recognised in the statement of profit and loss. In other cases, the transaction cost are attributed to the acquisition value of the financial asset.

Subsequent measurement:

Financial assets are subsequently classified as measured at:

- amortised cost
- fair value through profit & loss (FVTPL)
- fair value through other comprehensive income (FVTOCI)

The above classification is being determined considering the:

- (a) the entity's business model for managing the financial assets and
- (b) the contractual cash flow characteristics of the financial asset.

Financial assets are not reclassified subsequent to their recognition, except if and in the period the group changes its business model for managing financial assets.

(i) Measured at amortised cost:

Financial assets are subsequently measured at amortised cost, if these financial assets are held within a business module whose objective is to hold these assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified date to cash flows that are solely payments of principal and interest on the principal amount outstanding.

(ii) Measured at fair value through other comprehensive income (FVTOCI):

Financial assets are measured at FVTOCI, if these financial assets are held within a business model whose objective is achieved by both collecting contractual cash flows that give rise on specified dates to solely payments of principal and interest on the principal amount outstanding and by selling financial assets. Fair value movements are recognized in the other comprehensive income (OCI). Interest income measured using the EIR method and impairment losses, if any are recognised in the Statement of Profit and Loss. On derecognition, cumulative gain or loss previously recognised in OCI is reclassified from the equity to 'other income' in the Statement of Profit and Loss

(iii) Measured at fair value through profit or loss (FVTPL):

Financial assets other than equity instrument are measured at FVTPL unless it is measured at amortised cost or at FVTOCI on initial recognition. Such financial assets are measured at fair value with all changes in fair value, including interest income and dividend income if any, recognised in the Statement of Profit and Loss.

Equity instruments:

On initial recognition, the Company can make an irrevocable election (on an instrument-by-instrument basis) to present the subsequent changes in fair value in other comprehensive income pertaining to investments in equity instruments. This election is not permitted if the equity investment is held for trading. These elected investments are initially measured at fair value plus transaction costs. Subsequently, they are measured at fair value with gains and losses arising from changes in fair value recognised in other comprehensive income and accumulated in the 'Reserve for equity instruments through other comprehensive income'. The cumulative gain or loss is not reclassified to Statement of Profit and Loss on disposal of the investments.

Dividends on these investments in equity instruments are recognised in Statement of Profit and Loss when the Company's right to receive the dividends is established, it is probable that the economic benefits associated with the dividend will flow to the entity, the dividend does not represent a recovery of part of cost of the investment and the amount of dividend can be measured reliably. Dividends recognised in Statement of Profit and Loss are included in the 'Other income' line item.

Impairment

The Company recognises a loss allowance for Expected Credit Losses (ECL) on financial assets that are measured at amortised cost and at FVOCI. The credit loss is difference between all contractual cash flows that are due to an entity in accordance with the contract and all the cash flows that the entity expects to receive (i.e. all cash shortfalls), discounted at the original effective interest rate. This is assessed on an individual or collective basis after considering all reasonable and supportable including that which is forward looking.

The Company's trade receivables or contract revenue receivables do not contain significant financing component and loss allowance on trade receivables is measured at an amount equal to life time expected losses i.e. expected cash shortfall, being simplified approach for recognition of impairment loss allowance.

Under simplified approach, the Company does not track changes in credit risk. Rather it recognizes impairment loss allowance based on the lifetime ECL at each reporting date right from its initial recognition. The Company uses a provision matrix to determine impairment loss allowance on the portfolio of trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivable and is adjusted for forward looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

For financial assets other than trade receivables, the Company recognises 12-months expected credit losses for all originated or acquired financial assets if at the reporting date the credit risk of the financial asset has not increased significantly since its initial recognition. The expected credit losses are measured as lifetime expected credit losses if the credit risk on financial asset increases significantly since its initial recognition. If, in a subsequent period, credit quality of the instrument improves such that there is no longer significant increase in credit risks since initial recognition, then the Company reverts to recognizing impairment loss allowance based

on 12 months ECL. The impairment losses and reversals are recognised in Statement of Profit and Loss. For equity instruments and financial assets measured at FVTPL, there is no requirement of impairment testing.

Derecognition

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers rights to receive cash flows from an asset, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of the Company's continuing involvement.

In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

Financial Liabilities

Initial Recognition and measurement

Financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instruments. Financial liabilities are initially recognised at fair value net

of transaction costs for all financial liabilities not carried at fair value through profit or loss.

The Company's financial liabilities includes trade and other payables, loans and borrowings including bank overdrafts.

Subsequent measurement

Financial liabilities measured at amortised cost are subsequently measured at using EIR method. Financial liabilities carried at fair value through profit or loss are measured at fair value with all changes in fair value recognised in the Statement of Profit and Loss.

Loans & Borrowings:

After initial recognition, interest bearing loans and borrowings are subsequently measured at amortised cost using EIR method. Gains and losses are recognized in profit & loss when the liabilities are derecognized as well as through EIR amortization process.

Financial Guarantee Contracts

Financial guarantee contracts issued by the Company are those contracts that requires a payment to be made or to reimburse the holder for a loss it incurs because the specified debtors fails to make payment when due in accordance with the term of a debt instrument. Financial guarantee contracts are recognized initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee.

De-recognition

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

Derivative financial instruments

The Company uses derivative financial instruments, such as forward foreign exchange contracts, to hedge its foreign currency risks. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently remeasured at fair value, with changes in fair value recognised in Statement of Profit and Loss.

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.

8. Fair Value Measurement

The Company measures financial instruments, such as, derivatives, investments at fair value at each balance sheet date. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

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

The principal or the most advantageous market must be accessible by the Company. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use. The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs. All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- (i) Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- (ii) Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- (iii) Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above

8. Inventory

Inventories are valued at the lower of cost and net realisable value. Cost is computed on a weighted average basis. Cost of finished goods and work-in-progress include all costs of purchases, conversion costs and other costs incurred in bringing the inventories to their present location and condition. The net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and estimated costs necessary to make the sale.

9. Cash and Cash Equivalents:

Cash and Cash equivalents include cash and Cheque in hand, bank balances, demand deposits with banks and other short-term highly liquid investments that are readily convertible to known amounts of cash & which are subject to an insignificant risk of changes in value where original maturity is three months or less.

10. Foreign Currency Transactions:

a) Initial Recognition

Transactions in foreign currency are recorded at the exchange rate prevailing on the date of the transaction. Exchange differences arising on foreign exchange transactions settled during the year are recognized in the Statement of Profit and Loss of the year.

b) Measurement of Foreign Currency Items at the Balance Sheet Date

Foreign currency monetary items of the Company are restated at the closing exchange rates. Non monetary items are recorded at the exchange rate prevailing on the date of the transaction. Exchange differences arising out of these transactions are charged to the Statement of Profit and Loss.

12. Revenue Recognition:

Rendering of Services

Income from services rendered is recognised based on agreements/ arrangements with the customers as the service is performed in proportion to the stage of completion of the transaction at the reporting date and the amount of revenue can be measured reliably. Revenue is measured at fair value of the consideration received or receivable, after deduction of any trade discounts, volume rebates and any taxes or duties collected on behalf of

the government which are levied on sales such as sales tax, value added tax, etc.

Interest

Revenue is recognised on a time proportion basis taking into account the amount outstanding and the interest rate applicable and based on Effective interest rate method.

Dividend

Dividend Income is recognized when right to receive the same is established.

13. Employee Benefits:

The Company has provides following post-employment plans:

- (a) Defined benefit plans such a gratuity and
- (b) Defined contribution plans such as Provident fund & Superannuation fund

a) Defined-benefit plan:

The liability or asset recognised in the balance sheet in respect of defined benefit gratuity plan is the present value of defined benefit obligations at the end of the reporting period less fair value of plan assets. The defined benefit obligations is calculated annually by actuaries through actuarial valuation using the projected unit credit method.

The Company recognises the following changes in the net defined benefit obligation as an expense in the statement of profit and loss:

- (a) Service costs comprising current service costs, past-service costs, gains and losses on curtailment and non-routine settlements; and
- (b) Net interest expense or income

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and fair value of plan assets. This cost is included in employee benefit expenses in the statement of the profit & loss.

Re-measurement comprising of actuarial gains and losses arising from

- (a) Re-measurement of Actuarial(gains)/losses
- (b) Return on plan assets, excluding amount recognized in effect of asset ceiling
- (c) Re-measurement arising because of change in effect of asset ceiling

are recognised in the period in which they occur directly in Other comprehensive income. Re-measurement are not reclassified to profit or loss in subsequent periods.

Ind AS 19 requires the exercise of judgment in relation to various assumptions including future pay rises, inflation and discount rates and employee and pensioner demographics. The Company determines the assumptions in conjunction with its actuaries, and believes these assumptions to be in line with best practice, but the application of different assumptions could have a significant effect on the amounts reflected in the income statement, other comprehensive income and balance sheet. There may be also interdependency between some of the assumptions.

b) Defined-contribution plan:

Under defined contribution plans, provident fund, the Company pays pre-defined amounts to separate funds and does not have any legal or informal obligation to pay additional sums. Defined Contribution plan comprise of contributions to the employees' provident fund with the government, superannuation fund and certain state plans like Employees' State Insurance and Employees' Pension Scheme. The Company's payments to the defined contribution plans are recognised as expenses during the period in which the employees perform the services that the payment covers.

c) Other employee benefits:

- (a) Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related services are recognised as a liability at the present value of the obligation as at the Balance sheet date determined based on an actuarial valuation.
- (b) Undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees are recognised during the period when the employee renders the related services.

14. Taxes on Income:

Income tax comprises current and deferred tax. Income tax expense is recognized in the statement of profit and loss except to the extent it relates to items directly recognized in equity or in other comprehensive income.

Current tax is based on taxable profit for the year. Taxable profit is different from accounting profit due to temporary differences between accounting and tax treatments, and due to items that are never taxable or tax deductible. Tax provisions are included in current liabilities. Interest and penalties on tax liabilities are provided for in the tax charge. The Company offsets, the current tax assets and liabilities (on a year on year basis) where it has a legally enforceable right and where it intends to settle such assets and liabilities on a net basis or to realise the assets and liabilities on net basis.

Deferred income tax is recognized using the balance sheet approach. Deferred income tax assets and liabilities are recognized for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount in financial statements. Deferred income tax asset are recognized to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized. Deferred tax assets are not recognised where it is more likely than not that the assets will not be realised in the future.

The carrying amount of deferred income tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized. Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply in the period when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Minimum Alternative Tax ('MAT') credit is recognised as an asset only when and to the extent there is convincing evidence that the Company will pay normal income-tax during the specified period. The Company reviews the same at each balance sheet date and writes down the carrying amount of MAT credit entitlement to the extent there is no longer convincing evidence to the effect that Company will pay normal income-tax during the specified period.

15. Borrowing Cost:

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of qualifying assets are capitalized as a part of Cost of that assets, during the period till all the activities necessary to prepare the Qualifying assets for its intended use or sale are complete during the period of time that is required to complete and prepare the assets for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale.

Other borrowing costs are recognized as an expense in the period in which they are incurred.

16. Earnings Per Share:

Basic earnings per shares are calculated by dividing the net profit or loss after tax for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to the equity shareholders and the weighted average number of shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares.

17. Leases:

Where the Company is Lessee

Leases, where the lessor effectively retains substantially all the risks and benefits of ownership of the leased item, are classified as operating leases. Operating lease payments are recognized as an expense in the Statement of Profit and Loss on accrual basis as per the terms of agreements entered with the counter parties.

Where the Company is Lessor

Leases in which the Company does not transfer substantially all the risks and benefits of ownership of the asset are classified as operating leases. Assets subject to operating leases are included in property, plant and equipment. The Company recognizes lease rentals from the property leased out, on accrual basis as per the terms of agreements entered with the counter parties. Costs, including depreciation, are recognized as an expense in the Statement of Profit and Loss.

18. Provisions, Contingent Liabilities and Contingent Assets:

A provision is recognised if, as a result of a past event, the group has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation.

Provisions for onerous contracts are recognized when the expected benefits to be derived by the Company from a contract are lower than the unavoidable costs of meeting the future obligations under the contract.

A disclosure for contingent liabilities is made where there is a possible obligation or a present obligation that may probably not require an outflow of resources or an obligation for which the future outcome cannot be ascertained with reasonable certainty. When there is a possible or a present obligation where the likelihood of outflow of resources is remote, no provision or disclosure is made.

Contingent assets are neither recognized nor disclosed in financial statements.

ARYAMAN FINANCIAL SERVICES LIMITED

CIN: L74899DL1994PLC059009

Notes to the standalone financial statements for the year ended 31st March, 2023

2 Cash & cash equivalents (Rs. in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Balances with banks		
i) in current accounts	19.94	1.17
Cash on hand	0.57	2.94
Total	20.51	4.12

3 Bank balances other than Cash & cash equivalents (Rs. in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Balances with banks - Fixed deposits	1,077.30	810.10
Total	1,077.30	810.10

4 Trade Receivables (Rs. in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Trade Receivables	7.90	9.22
Total	7.90	9.22

4.1 Trade receivables ageing schedule

S No.	Particulars	Outstanding from due date of payment as on 31st March 2023							Total
		Less than 6 months	6 months - 1 year	6 months - 1 year	1-2 years	2-3 years	More than 3 years		
(i)	Undisputed Trade Receivables :	7.51	0.39	-	-	-	-	7.90	
(ii)	Undisputed Trade Receivables :	-	-	-	-	-	-	-	
(iii)	Disputed Trade Receivables : Considered	-	-	-	-	-	-	-	
(iv)	Disputed Trade Receivables : Considered	-	-	-	-	-	-	-	

S No.	Particulars	Outstanding from due date of payment as on 31st March 2022							Total
		Less than 6 months	6 months - 1 year	6 months - 1 year	1-2 years	2-3 years	More than 3 years		
(i)	Undisputed Trade Receivables :	6.56	2.66	-	-	-	-	9.22	
(ii)	Undisputed Trade Receivables :	-	-	-	-	-	-	-	
(iii)	Disputed Trade Receivables : Considered	-	-	-	-	-	-	-	
(iv)	Disputed Trade Receivables : Considered	-	-	-	-	-	-	-	

Footnotes:

No trade or other receivable are due from directors or other officers of the Company either severally or jointly with any other person.

5 Investments (Rs. in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
	At Cost	At Cost
Investment in Equity Shares (In India) (Quoted)		
- in subsidiaries measured at cost (fully paid)		
88,97,120 (31st March, 2021: 88,97,120) Equity shares of Rs.10 each of Aryaman Capital Markets Ltd.	937.03	937.03
58,33,333 (31st March, 2021: 35,00,000) Equity shares of Rs. 10 each of Escorp Asset Management Ltd.	410.00	410.00
Total	1,347.03	1,347.03

Notes: (Rs. in Lakhs)

	As at March 31, 2023	31st March 2022
Market value of Investments	7,443.36	3,165.32

6 Other financial assets (Rs. in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Interest accrued but not due on fixed deposits	0.33	0.17
GST Receivable	9.30	-
Other Advances & Deposits	5.17	5.65
Prepaid expenses	9.64	1.39
Security deposits for properties	250.00	250.00
Other deposits	0.09	0.09
Total	274.55	257.30

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Notes to the standalone financial statements for the year ended 31st March, 2023

7 Property, plant and equipment**(Rs. in Lakhs)**

Cost or deemed cost	Freehold land	Furniture and Fixtures	Office Equipments	Computer	Motor Vehicle	Total
Balance as at 1st April, 2020	83.43	3.87	2.08	17.11	54.86	161.35
Additions	-	-	0.26	1.15	-	1.42
Disposals	-	-	-	-	-	-
Balance as at 31st March, 2021	83.43	3.87	2.34	18.26	54.86	162.77
Additions	-	-	0.25	1.57	-	1.82
Disposals	-	-	-	-	-	-
Balance as at 31st March, 2022	83.43	3.87	2.59	19.83	54.86	164.58
Additions	-	-	-	1.33	-	1.33
Disposals	-	-	-	-	-	-
Balance as at 31st March, 2023	83.43	3.87	2.59	21.15	54.86	165.91

Accumulated depreciation	Freehold land	Furniture and Fixtures	Office Equipments	Computer	Motor Vehicle	Total
Balance as at 1st April, 2020	-	0.91	0.84	15.90	24.65	42.30
Depreciation expense	-	0.34	0.35	0.91	6.52	8.12
Eliminated on disposals of assets	-	-	-	-	-	-
Balance as at 31st March, 2021	-	0.34	0.35	0.91	6.52	50.42
Depreciation expense	-	0.35	0.41	0.76	6.53	8.06
Eliminated on disposals of assets	-	-	-	-	-	-
Balance as at 31st March, 2022	-	0.35	0.41	0.76	6.53	58.48
Depreciation expense	-	0.35	0.42	0.97	6.52	8.26
Eliminated on disposals of assets	-	-	-	-	-	-
Balance as at 31st March, 2023	-	0.35	0.42	0.97	6.52	66.74

Closing WDV

Balance as at 31st March, 2021	83.43	3.53	2.00	17.35	48.35	112.35
Balance as at 31st March, 2022	83.43	3.51	2.18	19.06	48.33	106.11

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Notes to the standalone financial statements for the year ended 31st March, 2023

8 Trade payables			(Rs. in Lakhs)	
Particulars	As at March 31, 2023	As at March 31, 2022		
Dues to Micro and Small enterprises	-	-		
Dues to Others	51.89	0.90		
Total	51.89	0.90		

Note: There are no dues to Micro and Small Enterprises as defined under Micro, Small & Medium Enterprises Development Act, 2006 which are outstanding for a period more than 45 days as on the balance sheet date.

The above information regarding Micro and Small Enterprises has been determined on the basis of information available with the Company and has been duly relied upon by the auditors of the Company.

8.1 Trade payable due for payment and the ageing schedule as below:

Particulars		Outstanding from due date of payment as on 31st March 2023				
		Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
(i)	MSME	-	-	-	-	-
(ii)	Others	51.89	-	-	-	51.89
(iii)	Disputed dues : MSME	-	-	-	-	-
(iv)	Disputed dues : others	-	-	-	-	-

Particulars		Outstanding from due date of payment as on 31st March 2022				
		Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
(i)	MSME	-	-	-	-	-
(ii)	Others	0.90	-	-	-	0.90
(iii)	Disputed dues : MSME	-	-	-	-	-
(iv)	Disputed dues : others	-	-	-	-	-

9 Borrowings			(Rs. in Lakhs)	
Particulars	As at March 31, 2023	As at March 31, 2022		
In India - Secured				
- At amortised cost				
Finance lease obligation	-	2.21		
In India - Unsecured				
- From Others ²	-	4.53		
Total	-	6.74		

Security and other details

1) Loan from Financial Institutions represents a car loan taken from Daimler Financial Services India Pvt Ltd of Rs. 36,00,000 for a tenure of 5 years, repayable in monthly instalments of Rs. 59,436/- and a car loan taken from HDFC bank of Rs. 10,07,761 for a tenure of 5 years, repayable in monthly installments of Rs. 20,968/-. The said loans are secured against hypothecation of respective vehicles.

2) The borrowings obtained from Corporates carry interest rate @ 9% p.a.

10 Other financial liabilities			(Rs. in Lakhs)	
Particulars	As at March 31, 2023	As at March 31, 2022		
Salary Payable	10.40	7.55		
Managerial remuneration payable	1.37	1.85		
Audit fees payable	1.35	1.08		
Directors Sitting Fees payable	1.44	1.44		
Other payables	35.47	0.94		
TDS payable	0.15	4.55		
GST Payable	-	7.08		
Current Maturities of Long term Debt	1.82	5.87		
Total	51.99	30.36		

11 Deferred Tax Liability

Particulars	For the year ended 31st March 2023 (Rupees)				INR Lacs
	As at 31st March 2022		Recognised in Profit and Loss	Recognised in OCI	As at 31st March 2023
Propert. Plant and Equipment	0.08		(1.10)		(1.02)
Total	0.08		(1.10)		(1.02)

Particulars	For the year ended 31st March 2022 (Rupees)				INR Lacs
	As at 31st March 2021		Recognised in Profit and Loss	Recognised in OCI	As at 31st March 2022
Propert. Plant and Equipment	1.04		(0.96)		0.08
Total	1.04		(0.96)		0.08

12 Other non-financial liabilities			(Rs. in Lakhs)	
Particulars	As at March 31, 2023	As at March 31, 2022		
Revenue received in advance	82.95	52.65		
Total	82.95	52.65		

13 Equity share capital

Particulars	As at March 31, 2023	As at March 31, 2022
Authorised:		
1,17,00,000 (31.03.2021: 1,17,00,000) Equity Shares of Rs 10 each	1,170.00	1,170.00
Issued, Subscribed and Paid up:		

1,16,82,000 (31.03.2021: 1,16,82,000) Equity Shares of Rs 10 each	1,168.20	1,168.20
Total	1,168.20	1,168.20

Notes:

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

Authorised Equity shares:	No. of shares - in lakhs	No. of shares - in lakhs
Balance as at 31st March, 2022	117.00	117.00
Add / (Less): Changes during the year	-	-
Balance as at 31st March, 2023	117.00	117.00

Issued, Subscribed and Paid up Equity shares:	No. of shares - in lakhs	No. of shares - in lakhs
Balance as at 31st March, 2021	116.82	116.82
Add / (Less): Changes during the year	-	-
Balance as at 31st March, 2022	116.82	116.82

13.2 Terms / rights attached to Equity Shares:

The Company has only one class of equity shares having a par value of Rs. 10/-. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends if any, in Indian rupees. The dividend proposed, if any, by the Board of Directors is subject to the approval of the Shareholders at the ensuing Annual General Meeting, except in case of interim dividend.

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

13.3 Details of shares held by each shareholder holding more than 5% shares in the Company:

Mahshri Enterprises Private Limited	Number of fully paid equity shares - in Lakhs	Number of fully paid equity shares - in Lakhs
As at 31st March, 2022	70.83	70.83
As at 31st March, 2023	70.83	70.83

13.4 Shares held by Holding Company

Mahshri Enterprises Private Limited	Number of fully paid equity shares - in Lakhs	Number of fully paid equity shares - in Lakhs
As at 31st March, 2022	70.83	70.83
As at 31st March, 2023	70.83	70.83

13.5 Shares held by the promoters of the company

Particulars	Number of fully paid equity shares - in Lakhs	Number of fully paid equity shares - in Lakhs
Mahshri Enterprises Private Limited		
As at 31st March, 2022	70.83	70.83
As at 31st March, 2023	70.83	70.83
Changes during the year	-	-
Shreyas Shrenik Shah		
As at 31st March, 2022	0.90	0.90
As at 31st March, 2023	0.90	0.90
Changes during the year	-	-
Shripal Shrenik Shah		
As at 31st March, 2022	0.90	0.90
As at 31st March, 2023	0.90	0.90
Changes during the year	-	-

14 Other equity

(Rs. in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Capital reserve	6.52	6.52
General reserve	260.75	260.75
Securities premium	317.68	317.68
Retained earnings	890.80	700.97
Total	1,475.75	1,285.92

Capital reserve	As at March 31, 2023	As at March 31, 2022
Balance as at beginning of the year	6.52	6.52
Add/(Less): Movement during the year	-	-
Balance as at end of the year	6.52	6.52

Securities Premium	As at March 31, 2023	As at March 31, 2022
Balance as at beginning of the year	317.68	317.68
Add/(Less): Movement during the year	-	-
Balance as at end of the year	317.68	317.68

General reserve	As at March 31, 2023	As at March 31, 2022
Balance as at beginning of the year	260.75	260.75
Add/(Less): Movement during the year	-	-
Balance as at end of the year	260.75	260.75

Retained earnings	As at March 31, 2023	As at March 31, 2022
Balance as at beginning of the year	700.97	566.56
Profit for the year	189.83	134.41
Balance as at end of the year	890.80	700.97

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Notes to the standalone financial statements for the year ended 31st March, 2023

15 Other Income (Rs. in Lakhs)

Particulars	For the year ended 31st March 2023	For the year ended 31st March 2022
Interest income on Fixed deposit	48.76	30.54
Miscellaneous Income	0.05	1.17
Interest recd on IT Refund	0.32	-
Total	49.13	31.72

16 Finance Cost

Particulars	For the year ended 31st March 2023	For the year ended 31st March 2022
<u>Interest Expenses on:</u>		
Borrowings, measured at amortised cost	0.76	1.77
Other borrowing costs (includes fees charged by banks for renewal of sanctioned limits, lead bank charges, etc)	0.76	2.64
Total	1.52	4.41

17 Fees & Commission expenses

Particulars	For the year ended 31st March 2023	For the year ended 31st March 2022
Commission & Brokerages	147.60	41.09
Legal & Professional Fees	32.57	53.73
Advertisement & Publicity Fees	35.14	41.70
Listing Fees & Processing Fees	3.51	4.16
Custodial Fees	0.90	0.56
RTA Charges	0.42	-
Total	220.14	141.24

18 Employee Benefits Expense

Particulars	For the year ended 31st March 2023	For the year ended 31st March 2022
Salaries, wages and bonus	115.09	99.02
Managerial remuneration	27.00	27.22
Director Sitting Fees	1.44	2.43
Staff welfare expenses	5.29	2.34
Total	148.83	131.01

19 Depreciation and amortisation expense

Particulars	For the year ended 31st March 2023	For the year ended 31st March 2022
Depreciation of property, plant and equipment	8.26	8.06
Total	8.26	8.06

20 Other Expenses

Particulars	For the year ended 31st March 2023	For the year ended 31st March 2022
Rent Rates and Taxes	4.36	4.36
Telephone Expenses	1.82	1.50
Membership fees and subscription	0.75	-
Office Administration Expenses	21.34	42.34
Payment to Auditors: -		
For Audit Fees	2.00	1.80
For Limited Review	0.18	0.14
For Certification Fees	0.02	-
For Internal Audit Fees	0.10	-
Total	30.57	50.14

ARYAMAN FINANCIAL SERVICES LIMITED
Notes to financial statements for the year ended 31st March, 2023

21 Income taxes

(a) Tax expense recognised in the Statement of profit and loss: (Rs. in Lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Current tax		
Current year	64.96	44.90
Total current tax	64.96	44.90
Deferred tax		
	(1.10)	(0.96)
Total deferred income tax expense/(credit)	(1.10)	(0.96)
Total income tax expense/(credit)	63.86	43.94

A reconciliation between the statutory income tax rate applicable to the Company and the effective income tax rate of the Company is as follows :

(b) Reconciliation of effective tax rate (Rs. in Lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Profit /(loss) before taxation	253.69	178.35
Enacted income tax rate in India	26.00%	26.00%
Tax at the enacted income tax rate	65.96	46.37
Reconciliation line items:		
Other items - not taxable	2.10	2.43
Tax expense/ (credit)	63.86	43.94

22 Contingent liabilities

The Company does not have any contingent liabilities and commitments (including capital commitments) as at March 31, 2023.

[As at March 31, 2022 - Rs. Nil]

23 Earning Per share

(Rs. in Lakhs)

	For the year ended March 31, 2023	For the year ended March 31, 2022
Profit after tax available for equity shareholders (Rs. In Lakhs)	189.83	134.41
Weighted average number of equity shares	11,682,000.00	11,682,000.00
Nominal value of equity shares	10.00	10.00
Basic and diluted Earning Per Share	1.62	1.15

24 Segment Reporting

The Company's Board of Directors have been identified as the Chief Operating Decision Maker (CODM) as defined under Ind AS 108 "Operating Segments". The CODM evaluates the Company's performance and allocated the resources based on an analysis of various performance indicators. The Company is primarily engaged in the business of financial services related to investments. The same has been considered as business segment and the management considers these as a single reportable segment. Accordingly, disclosure of segment information has not been furnished.

25 Related party disclosures

Sr. No.	Category	Name of the Related Party/ Relationship
1	Holding Company	Mahshri Enterprises Pvt Ltd
2	Subsidiary Company	Aryaman Capital Markets Ltd Escorp Asset Management Ltd
3	Key Managerial Personnel	Mr. Shripal Shah, Director & CFO Mr. Shreyas Shah, Director Ms. Chaitali Pansari, Company Secretary Mr Darshit Parikh, Non-Executive - Independent Director Mr Ram Gaud, Non-Executive - Independent Director Mr Abhinav Anand, Non-Executive - Independent Director Mrs Meloni Shah, Non-Executive - Non Independent Director
4	Entities in which KMP's have significant interest	Vardhaman Investment (Proprietor - Mrs. Roopa Shah)

2 Transactions carried out with related parties referred in 1 above, in ordinary course of business:

(Rs. in Lakhs)

Sr. No.	Name of the Party	Nature of Transactions	For the year ended March 31, 2023	For the year ended March 31, 2022
1	Mr. Shripal Shah	Salary	18.75	18.75
2	Mr. Shreyas Shah	Salary	9.38	9.38
4	Mr Darshit Parikh	Directors Sitting Fees	0.40	0.40
5	Mr Ram Gaud	Directors Sitting Fees	0.44	0.44
6	Mr Abhinav Anand	Directors Sitting Fees	0.60	0.60
7	Ms. Chaitali Pansari	Salary	7.99	6.43

3 Balances outstandings

(Rs. in Lakhs)

Nature of outstanding balances	As at 31st March, 2023	As at 31st March, 2022
Office Deposit - Vardhaman Investment (Proprietor - Mrs. Roopa Shah)	250.00	250.00
Salary Payable to:		
Mr. Shripal Shah	1.50	1.50
Mr. Shreyas Shah	0.75	0.75
Ms. Chaitali Pansari	0.70	0.62
Directors Sitting Fees Payable to		
Mr Darshit Parikh	0.40	0.40
Mr Ram Gaud	0.44	0.44
Mr Abhinav Anand	0.60	0.60

ARYAMAN FINANCIAL SERVICES LIMITED

26 Ratio Analysis and its components

S.No.	Particulars	31st March 2023	31st March 2022	Change in ratios
1	Current ratio	13.29	28.44	-53%
2	Debt- Equity Ratio	0.00	0.00	-75%
3	Debt Service Coverage Ratio	47.24	18.57	154%
4	Inventory Turnover Ratio	N. A.	N. A.	N. A.
5	Interest Service Coverage Ratio	167.79	41.46	305%
6	Long term debt to working capital	0.00	0.01	-88%
7	Bad debts to Account receivable ratio	-	-	N. A.
8	Current liability ratio	0.56	0.42	33%
9	Total debts to total assets	0.00	0.00	-76%
10	Return on Equity Ratio	0.07	0.06	32%
11	Trade Receivable Turnover Ratio	71.72	64.07	12%
12	Trade Payable Turnover Ratio	23.26	91.61	-75%
13	Net Capital Turnover Ratio	0.48	0.46	4%
14	Net Profit Ratio	0.31	0.28	11%
15	Return on Capital Employed	0.10	0.07	30%
16	Return on Investment	0.02	0.01	42%

26.1 Reasons for variance more than 25%

S No.	Ratios with variance more than 25%	Reasons for variance
1	Current ratio	Decreased due to increases in liabilities
2	Debt- Equity Ratio	Decreased due to reduction in loans
3	Debt Service Coverage Ratio	Increase due to increased in profits
4	Interest Service Coverage Ratio	Increase due to increased in profits
5	Current liability ratio	Increases due to increase in current liabilities
6	Total debts to total assets	Decreases due to reduction in the loan
7	Return on Equity Ratio	Increases due to increased in profits
8	Trade Payable Turnover Ratio	Decrease due to increase in revenue from operations
9	Return on Capital Employed	Increase due to increase in profits
10	Return on Investment	Increased due to increase in return on investments

26.2 Components of Ratio

S.No.	Ratios	Numerator	Denominator	March 31st 2023		March 31st 2022	
				Numerator	Denominator	Numerator	Denominator
1	Current ratio	Current Assets	Current Liabilities	1,380.26	103.88	1,080.75	38.00
2	Debt- Equity Ratio	Total Debts (Total Liabilities)	Total Equity (Equity Share capital+Other equity)	1.82	2,643.95	6.74	2,454.12
3	Debt Service Coverage Ratio	Earnings available for debt service (Net profit before exceptional Items & tax expense + depreciation & amortization + Finance cost + Non cash operating items + other adjustment)	Finance cost + principal repayment of long term borrowings during the period/year	263.47	5.58	190.82	10.28
4	Inventory Turnover Ratio	Revenue from sales of products/Services	Average Inventory [(opening balance + closing balance)/2]	613.88	-	481.48	-
5	Interest Service Coverage Ratio	Earnings before interest and taxes (EBIT)	Interest expense	255.21	1.52	182.76	4.41
6	Long term debt to working capital	Non-Current Borrowings (Including Current Maturities of Non-Current Borrowings)	Working capital (Current Assets Less Current Liabilities) (Excluding Current Maturities of Non-Current Borrowings)	1.82	1,276.38	12.61	1,036.88
7	Bad debts to Account receivable ratio	Bad Debts	Average Trade Receivables	-	8.56	-	7.51
8	Current liability ratio	Total Current Liabilities	Total Liabilities	103.88	186.83	38.00	90.73
9	Total debts to total assets	Total Debt	Total Assets	1.82	2,830.78	6.74	2,544.85
10	Return on Equity Ratio	Net profit after tax-Exceptional items	Average Total Equity [(Opening Equity Share capital + Opening Other equity + Closing Equity Share Capital + Closing Other Equity)/2]	189.83	2,549.03	134.41	2,386.92
11	Trade Receivable Turnover Ratio	Revenue from operations	Average trade receivable [(Opening balance + closing balance)/2]	613.88	8.56	481.48	7.51
12	Trade Payable Turnover Ratio	Revenue from operations	Average trade payable [(Opening balance + closing balance)/2]	613.88	26.39	481.48	5.26
13	Net Capital Turnover Ratio	Revenue from operations	Working capital (Current asset-current liabilities)	613.88	1,276.38	481.48	1,042.75
14	Net Profit Ratio	Net profit after tax-Exceptional	Revenue from operations	189.83	613.88	134.41	481.48
15	Return on Capital Employed	Profit Before interest, Tax & Exceptional item	Total Equity + Total Debts (including preference share liability)	255.21	2,645.77	182.76	2,466.73
16	Return on Investment	Interest Income on fixed deposits + Profit on sale of investments + Income of investment - impairment on	Current investments + Non current Investments + Fixed deposits with bank	48.76	2,424.34	30.54	2,157.14

ARYAMAN FINANCIAL SERVICES LIMITED

Notes to the standalone financial statements for the year ended 31st March, 2023

27 Financial instruments

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

The following methods and assumptions were used to estimate the fair values:

1. Fair value of cash and short-term deposits, trade and other short term receivables, trade payables, other current liabilities, short term loans from banks and other financial institutions approximate their carrying amounts largely due to short term maturities of these instruments.

2. Financial instruments with fixed and variable interest rates are evaluated by the Company based on parameters such as interest rates and individual credit worthiness of the counterparty. Based on this evaluation, allowances are taken to account for expected losses of these receivables. Accordingly, fair value of such instruments are not materially different from their carrying amounts.

The Group uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

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

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

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

The carrying amounts and fair values of financial instruments by category are as follows:

March 31, 2023

(Rs. in Lakhs)

Particulars	FVOCI	FVTPL	Amortised cost	Total fair value	Carrying amount
Financial assets					
Investments in subsidiaries	-	-	7,443.36	7,443.36	1,347.03
Trade receivables	-	-	7.90	7.90	7.90
Cash and cash equivalents	-	-	20.51	20.51	20.51
Other bank balances	-	-	1,077.30	1,077.30	1,077.30
Other financial assets	-	-	274.55	274.55	274.55
Total Financial assets	-	-	8,823.62	8,823.62	2,727.29
Financial liabilities					
Borrowings	-	-	1.82	1.82	1.82
Trade payables	-	-	51.89	51.89	51.89
Others	-	-	51.99	51.99	51.99
Total financial liabilities	-	-	105.69	105.69	105.69

March 31, 2022

(Rs. in Lakhs)

Particulars	FVOCI	FVTPL	Amortised cost	Total fair value	Carrying amount
Financial assets					
Investments in subsidiaries	-	-	3,165.32	3,165.32	1,347.03
Trade receivables	-	-	9.22	9.22	9.22
Cash and cash equivalents	-	-	4.12	4.12	4.12
Other bank balances	-	-	810.10	810.10	810.10
Other financial assets	-	-	257.30	257.30	257.30
Total Financial assets	-	-	4,246.06	4,246.06	2,427.78
Financial liabilities					
Borrowings	-	-	6.74	6.74	6.74
Trade payables	-	-	0.90	0.90	0.90
Others	-	-	30.36	30.36	30.36
Total financial liabilities	-	-	38.00	38.00	38.00

There were no significant changes in classification and no significant movements between the fair value hierarchy classifications of financial assets and financial liabilities during the period.

ARYAMAN FINANCIAL SERVICES LIMITED
Notes to the standalone financial statements for the year ended 31st March, 2023

28 Financial risk factors

The Company's principal financial liabilities comprise loans and borrowings, advances and trade and other payables. The purpose of these financial liabilities is to finance the Company's operations and to provide to support its operations. The Company's principal financial assets include loans, trade and other receivables, and cash and cash equivalents that derive directly from its operations.

The Company's activities exposes it to Liquidity Risk, Market Risk and Credit risk. The Board of Directors reviews and agrees policies for managing each of these risks, which are summarised as below.

(a) Liquidity risk

The risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial asset. Liquidity risk management implies maintenance of sufficient cash including availability of funding through an adequate amount of committed credit facilities to meet the obligations as and when due.

The Company manages its liquidity risk by ensuring as far as possible that it will have sufficient liquidity to meet its short term and long term liabilities as and when due. Anticipated future cash flows are expected to be sufficient to meet the liquidity requirements of the Company. The Company does not have any undrawn borrowing facilities with the Banks / Financial institutions.

(i) The following is the contractual maturities of the financial liabilities:

Particulars	Carrying amount	Payable on demand	(Rs. in Lakhs)	
			1-12 months	more than 12 months
As at March 31, 2023				
Borrowings	1.82	-	1.82	-
Trade payables	51.89	-	51.89	-
Other financial liabilities	51.99	-	51.99	-
	105.69	-	105.69	-

Particulars	Carrying amount	Payable on demand	(Rs. in Lakhs)	
			1-12 months	more than 12 months
As at March 31, 2022				
Borrowings	6.74	-	5.00	1.74
Trade payables	0.90	-	0.90	-
Other financial liabilities	30.36	-	30.36	-
	38.00	-	36.26	1.74

(b) Market risk

Market risk is the risk that the fair value of 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, such as equity price risk and commodity risk. Financial instruments affected by market risk includes investment, deposits, foreign currency receivables and payables. The Company's treasury team manages the Market risk, which evaluates and exercises independent control over the entire process of market risk management.

(i) Foreign currency risk

Foreign currency risk can only arise on financial instruments that are denominated in a currency other than the functional currency in which they are measured. The Company's functional and presentation currency is INR. The Company does not have any foreign currency transactions and hence is not exposed to the Foreign Currency Risks.

(ii) Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of the financial instruments will fluctuate because of changes in market interest rates. The Company's does not have any long term borrowings. Hence, the Company is not exposed to the interest rate risk.

ARYAMAN FINANCIAL SERVICES LIMITED
Notes to the standalone financial statements for the year ended 31st March, 2023

28 Financial risk factors

(c) Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counter-party fails to meet its contractual obligations. The Company is exposed to credit risks from its operating activities, primarily trade receivables, cash and cash equivalents, deposits with banks and other financial instruments.

Credit risk is managed by the Company through credit approvals, establishing credit limits and continuously monitoring the credit worthiness of customers to which the Company grants credit terms in the normal course of business.

(Rs. in Lakhs)

Exposure to the Credit risks	As at March 31, 2023	As at March 31, 2022
Financial assets for which loss allowance is measured using Life time Expected Credit Losses - Trade Receivables	7.90	9.22

ARYAMAN FINANCIAL SERVICES LIMITED
Notes to financial statements for the year ended 31st March, 2023

29 (a) Financial risk factors

Capital risk management

The Company's objectives when managing capital are to :

- (i) safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders, and
- (ii) maintain an optimal capital structure to reduce the cost of capital

In order to maintain or adjust the capital structure, the Company may issue new shares, adjust the amount of dividends paid to shareholders etc. The Company's policy is to maintain a stable and strong capital structure with a focus on total equity so as to maintain investor, creditors and market confidence and to sustain future development and growth of its business.

The Company will take appropriate steps in order to maintain, or if necessary adjust, its capital structure.

30 There are no litigations pending by or against the Company.

31 Recent Accounting pronouncements

Ind AS 116 - Leases:

On March 30, 2019, Ministry of Corporate affairs have notified Ind AS 116 – “Leases”. Ind AS 116 will replace the existing leases standards Ind AS 17 – “Leases” and related interpretations. The new standard sets out the principles for the recognition, measurement, presentation and disclosures of lease for both lessees and lessors. Ind AS 116 introduces a single lease accounting model and requires a lessee to recognise the assets and liabilities for all leases with a term of more than 12 months, unless the underlying assets are of low value. Ind AS 116 substantially carried forward the accounting treatment prescribed for lessor. The effective date for adoption of Ind AS 116 is annual period beginning on or after April 01, 2019. The Company is evaluating the impact of the issued Ind AS 116 on its financial statements.

Ind AS 12 –“Income taxes” - Appendix C – Uncertainty over income tax treatments :

On March 30, 2019, Ministry of Corporate affairs have notified Appendix C to Ind AS 12, uncertainty over the income tax treatments which is to be applied while performing the determination of taxable profits/(loss), tax bases, unused tax losses, unused tax credits and tax rates, when there is uncertainty over income tax treatments under Ind AS 12. According to the appendix, the company needs to determine the probability of the relevant tax authorities accepting the each tax treatments that the companies have used or plan to use in their income tax filings which has to be considered to compute the most likely amount or expected value of the tax treatments, when determining the taxable profits/(loss), tax bases, unused tax losses, unused tax credits and tax rates. “

32 The financial statements were approved for issue by the Board of Directors on 29/05/2023

33 The figures of the previous year's have been regrouped or reclassified wherever necessary to make them comaprable.

34 Figures have been rounded off to the nearest lacs of rupees.

FOR V.N. PUROHIT & CO.
Chartered Accountants
Firm Regn. 304040E

For and on behalf of Aryaman Financials Services Limited

Shripal Shah
Executive Director
DIN:01628855

2, Neelsagar, A.G. Khan
Road, Narayan Pujari
Nagar,
Worli, Mumbai, 400018,
Maharashtra, India

Shreyas Shah
Executive Director
DIN:01835575

2, Neelsagar, A.G. Khan
Road, Narayan Pujari
Nagar,
Worli, Mumbai, 400018,
Maharashtra, India

O. P. Pareek
Partner
Membership No. 014238
UDIN: -23014238BGXRQN5394

Chaitali Pansari
Company Secretary
PAN: BKHPP6512N

Place : Mumbai
Date : 29th May 2023

ARYAMAN FINANCIAL SERVICES LIMITED
Consolidated Balance Sheet as at 31st March, 2023

Particulars	Note	As at 31st March, 2023	As at 31st March, 2022
		INR Lacs	INR Lacs
Financial Assets			
Cash and cash equivalents	2	180.53	944.52
Bank balances other than above	3	5,021.54	2,399.34
Receivables			
Trade Receivables	5	30.32	19.57
Investments	6	5,757.09	3,884.01
Investment in Subsidiaries and Joint Venture		-	-
Other financial assets	7	308.08	265.83
Non-financial Assets			
Securities for trade (Inventories)	4	1,651.22	2,058.56
Current tax assets (net)		-	-
Property, plant and equipment	8A	228.74	216.18
Other intangible assets	8B	0.74	0.28
Goodwill arising on consolidation		-	-
Other non-financial assets	9	75.98	67.76
TOTAL ASSETS		13,254.24	9,856.06
Financial Liabilities			
Payables			
Trade payables	10		
(i) total outstanding dues of micro enterprises and small enterprises			
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises		53.43	11.27
Borrowings (Other than Debt Securities)	11	4,092.77	3,071.76
Other financial liabilities	12	65.91	44.90
Non-Financial Liabilities			
Current tax liabilities (net)		32.12	24.73
Deferred Tax Liability	13	515.94	290.32
Other non financial liabilities	14	104.81	72.26
Total Liability		4,864.97	3,515.24
Equity			
Equity Share capital	15	1,168.20	1,168.20
Other Equity	16	4,441.93	3,050.39
Equity attributable to owners of the Company		5,610.13	4,218.59
Non - controlling interest		2,779.14	2,122.22
Total equity		8,389.27	6,340.81
TOTAL EQUITY AND LIABILITIES		13,254.24	9,856.06

Notes to financial statements 1-47

The accompanying notes are an integral part of the financial statements

In terms of our attached report of even date

For **V.N. PUROHIT & CO.**
Chartered Accountants
Firm Registration No. 304040E

Sd/-
O.P. Pareek
Partner
Membership No. 014238
UDIN:23014238BGXRQM4406

For and on behalf of Board Of Directors
ARYAMAN FINANCIAL SERVICES LIMITED

Sd/-
Shripal Shah
(Director)
DIN: 01628855

Sd/-
Shreyas Shah
(Director)
DIN: 01835575

2, Neelsagar, A.G. Khan Road,
Narayan Pujari Nagar,
Worli, Mumbai, 400018,
Maharashtra, India

2, Neelsagar, A.G. Khan Road,
Narayan Pujari Nagar,
Worli, Mumbai, 400018,
Maharashtra, India

Place : Mumbai
Date : 29th May 2023

Sd/-
Chaitali Pansari
(Company Secretary)
PAN: BKHPP6512N

ARYAMAN FINANCIAL SERVICES LIMITED
Consolidated Statement of profit and loss for the year ended 31st March, 2023

Sr. No.	Particulars	Note	For the year ended	For the year ended
			31st March, 2023	31st March, 2022
			INR Lacs	INR Lacs
I	Revenue From Operations			
	- Fees & commission income		654.99	537.50
	- Sale of stock-in-trade		4,353.23	7,216.08
	- Investment & Dividend Income		344.43	632.65
	Total Revenue from operations	17A	5,352.65	8,386.23
II	Other Income	17B	217.11	90.41
III	Total Income (I+II)		5,569.75	8,476.64
IV	EXPENSES			
	Finance costs	18	315.12	241.17
	Fees & Commission expenses	19	227.41	148.41
	Purchase of Stock-in-trade		3,724.19	6,246.93
	Changes in Inventories (Stock-in Trade)		407.33	729.58
	Employee benefits expense	20	166.14	150.78
	Depreciation and amortization expense	21	15.60	12.59
	Other expenses	22	82.83	105.30
	Total expenses (IV)		4,938.63	7,634.77
V	Profit before tax (III-IV)		631.12	841.88
VI	Tax expense:	23		
	(1) Current tax		116.83	89.56
	(3) MAT credit entitlement		-	-
	(2) Short/(Excess) provision for tax- Previous years		0.70	-
	(3) Deferred tax		(0.52)	(0.16)
	Total Tax Expense		117.01	89.40
VII	Profit for the year (V-VI)		514.12	752.48
	Other Comprehensive Income		-	-
	(i) Items that will not be reclassified to profit or loss		1,760.46	514.35
	- Changes in fair value of FVOCI equity shares, net of taxes		(226.13)	(125.69)
VIII	Other comprehensive income		1,534.33	388.66
IX	(VII+IX)		2,048.44	1,141.13
	Total Profit/(Loss) for the year attributable to:			
	- Owners of the Company		392.43	465.79
	- Non - Controlling Company		121.68	286.69
	Other comprehensive income/(loss) for the		-	-
	- Owners of the Company		999.10	210.25
	- Non - Controlling Company		535.22	178.40
	Total Comprehensive income/(loss) for the year attributable to:			
	- Owners of the Company		1,391.53	676.04
	- Non - Controlling Company		656.91	465.09
XI	Earnings per equity share:			
	Basic & Diluted (Face value Rs.10 per equity share)		4.40	6.44

Notes to financial statements 1-47
The accompanying notes are an integral part of the financial statements

In terms of our report attached

For V.N. PUROHIT & CO.
Chartered Accountants
Firm Registration No. 304040E

O.P. Pareek
Partner

Membership No. 014238
UDIN:23014238BGXRQM4406

Place : Mumbai
Date : 29th May 2023

For and on behalf of Board Of Directors
ARYAMAN FINANCIAL SERVICES LIMITED

Sd/- Sd/-
Shripal Shah Shreyas Shah
(Director) (Director)
DIN: 01628855 DIN: 01835575

2, Neelsagar, A.G. Khan Road, Narayan
Pujari Nagar, Worli, Mumbai, 400018,
Maharashtra, India

2, Neelsagar, A.G. Khan Road, Narayan
Pujari Nagar, Worli, Mumbai, 400018,
Maharashtra, India

Sd/-
Chaitali Pansari
(Company Secretary)
PAN: BKHP6512N

ARYAMAN FINANCIAL SERVICES LIMITED
Consolidated Statement of cash flows for the year ended 31st March, 2023

Sr. No.	Particulars	For the year ended	For the year ended
		31st March, 2023	31st March, 2022
		INR Lacs	INR Lacs
A	<u>Cash flow from operating activities</u>		
	Profit for the year before tax	631.12	841.88
	Adjustments for:		
	Finance costs	315.12	241.17
	Depreciation and amortisation expense	15.60	12.59
	Interest income	(217.11)	(90.41)
	Operating profit before working capital changes	744.74	1,005.23
	Movements in working capital:		
	(Increase)/decrease in trade receivables	(10.75)	(1.05)
	(Increase)/decrease in other assets	356.86	722.20
	Increase /(decrease) in trade payables	42.16	(38.16)
	Increase /(decrease) in other liabilities	53.56	9.37
	Cash generated from operations	1,186.58	1,697.59
	Direct taxes paid (net)	(110.12)	(34.34)
	Net cash from operating activities (A)	1,076.45	1,663.25
B	<u>Cash flows from investing activities</u>		
	Purchase/ (sale) property, plant and equipment (PPE) (net)	(28.62)	(2.28)
	(Purchase)/ Sale of investments (net)	(112.62)	(393.66)
	Interest Income	217.11	90.41
	Net cash (used in) investing activities (B)	75.86	(305.53)
C	<u>Cash flow from financing activities</u>		
	Interest paid	(315.12)	(241.17)
	Proceeds from Short term Borrowings (net)	1,021.01	253.05
	Net cash (used in) financing activities (C)	705.88	11.88
	NET INCREASE IN CASH AND CASH EQUIVALENTS [(A) + (B) + (C)]	1,858.20	1,369.60
	CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	3,343.86	1,974.26
	CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR	5,202.07	3,343.86
	Components of Cash & Cash Equivalents		
	Cash In Hand	2.34	4.36
	Balance with Bank & Current & Fixed Deposits	5,199.73	3,339.51
	Total Cash & Cash Equivalents (Notes 2)	5,202.07	3,343.87

Notes to financial statements
In terms of our report attached

1-47

For V.N. PUROHIT & CO.
Chartered Accountants
Firm Registration No. 304040E

Sd/-

O.P. Pareek

Partner
Membership No. 014238
UDIN:23014238BGXRQM4406

Place : Mumbai
Date : 29th May 2023

For and on behalf of Board Of Directors
ARYAMAN FINANCIAL SERVICES LIMITED

Sd/-

Shripal Shah
(Director)

DIN: 01628855

2, Neelsagar, A.G. Khan Road,
Narayan Pujari Nagar,
Worli, Mumbai, 400018,
Maharashtra, India

Sd/-

Shreyas Shah
(Director)

DIN: 01835575

2, Neelsagar, A.G. Khan Road,
Narayan Pujari Nagar,
Worli, Mumbai, 400018,
Maharashtra, India

Sd/-

Chaitali Pansari
(Company Secretary)
PAN: BKHPP6512N

ARYAMAN FINANCIAL SERVICES LIMITED

Consolidated Statement of changes in equity for the year ended 31st March, 2023

I. Equity Share Capital
For the year ended March 31, 2023

Balance at the beginning of the current reporting period	Change in equity Share Capital due to prior period errors	Restated balance at the beginning of the Current reporting period	Changes in equity share capital during the current year	Balance at the end of the current reporting period
1,168.20	-	-	-	1,168.20

For the year ended March 31, 2022

Balance at the beginning of the current reporting period	Change in equity Share Capital due to prior period errors	Restated balance at the beginning of the Current reporting period	Changes in equity share capital during the current year	Balance at the end of the current reporting period
1,168.20	-	-	-	1,168.20

II. Other Equity
For the year ended March 31, 2023

Particulars	Reserve & Surplus				Equity Instruments through Other Comprehensive Income	Equity Attributable to Majority	Equity Attributable to Non Controlling Interest	Total Other Equity
	Capital Reserve	Securities Premium Reserve	General Reserve	Retained Earnings				
Balances as at 1st April 2022	6.52	317.67	260.75	1,262.19	1,203.27	3,050.40	2,122.21	5,172.61
Profit/(loss) for the year	-	-	-	392.43	-	392.43	121.70	514.14
Reserves utilised for Bonus issue of Shares by NCI	-	-	-	-	-	-	(211.35)	(211.35)
Bonus share effect to NCI	-	-	-	-	-	-	211.35	211.35
Other comprehensive income (net)	-	-	-	-	-	-	-	-
Remeasurement of Investments carried at FVTOCI	-	-	-	-	999.10	999.10	535.22	1,534.33
Total other comprehensive income	-	-	-	-	999.10	999.10	535.22	1,534.33
Total Comprehensive Income	-	-	-	392.43	999.10	1,391.53	656.93	2,048.46
Balance as at 31st March 2023	6.52	317.67	260.75	1,654.62	2,202.38	4,441.93	2,779.14	7,221.07

For the year ended March 31, 2022

Particulars	Reserve & Surplus				Equity Instruments through Other Comprehensive Income	Equity Attributable to Majority	Equity Attributable to Non Controlling Interest	Total Other Equity
	Capital Reserve	Securities Premium Reserve	General Reserve	Retained Earnings				
Balances as at 1st April 2021	6.52	317.67	260.75	796.40	993.02	2,374.36	1,657.12	4,031.46
Profit/(loss) for the year	-	-	-	465.79	-	465.79	286.69	752.48
Other comprehensive income (net)	-	-	-	-	-	-	-	-
Remeasurement of Investments carried at FVTOCI	-	-	-	-	210.25	210.25	178.40	388.66
Total other comprehensive income	-	-	-	-	210.25	210.25	178.40	388.66
Total Comprehensive Income	-	-	-	465.79	210.25	676.04	465.09	1,141.13
Balance as at 31st March 2022	6.52	317.67	260.75	1,262.19	1,203.27	3,050.40	2,122.21	5,172.59

Notes to the financial statements

1-47

The accompanying notes are an integral part of the financial statements

For V N Purohit & Co,
Chartered Accountants
 Firm's Regn No. 304040E

Sd/-

O. P. Pareek
Partner
 Membership No. 014238
 UDIN:23014238BGXRQM4406

Place : Mumbai
 Date : 30th May , 2022

For and on behalf of the Board of Directors
ARYAMAN FINANCIAL SERVICES LIMITED

Sd/- Sd/-

Shripal Shah
(Director)

DIN: 01628855

2, Neelsagar, A.G. Khan Road,
 Narayan Pujari Nagar,
 Worli, Mumbai, 400018,
 Maharashtra, India

Shreyas Shah
(Director)

DIN: 01835575

2, Neelsagar, A.G. Khan Road,
 Narayan Pujari Nagar,
 Worli, Mumbai, 400018,
 Maharashtra, India

Sd/-

Chaitali Pansari
 (Company Secretary)
 PAN: BKHP6512N

ARYAMAN FINANCIAL SERVICES LIMITED

Notes to consolidated financial statements for the year ended 31st March, 2023

Note

1

A. CORPORATE INFORMATION:

The consolidated financial statements comprises financial statements of Aryaman Financial Services limited (Parent Company) and its 2 subsidiaries (hereinafter to be referred as the Group) for the year ended March 31, 2023

Aryaman Financial Services Limited is a public limited Group domiciled in India with its registered office located at 102, Ganga Chambers, 6A/1, W.E.A., Karol Bagh, New Delhi-110005. The Group is listed on BSE Limited (BSE). The group is engaged in the business of Financial services viz. Merchant Banking, Investments (Strategic & Non Strategic)

B. SIGNIFICANT ACCOUNTING POLICIES

1. Basis of Preparation of consolidated Financial Statements:

These Consolidated financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 ('the Act') read with the Companies (Indian Accounting standards) Rules as amended from time to time and other related provisions of the Act.

The financial statements of the Group are prepared on the accrual basis of accounting and Historical cost convention except for the following material items that have been measured at fair value as required by the relevant Ind AS:

(i) Certain financial assets and liabilities are measured at Fair value (Refer note no. 7)

The accounting policies are applied consistently to all the periods presented in the financial statements. All assets and liabilities have been classified as

current or non current as per the Group's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013.

The Consolidated financial statements are presented in INR, the functional currency of the Company. Rounding of amounts All amounts disclosed in the

financial statements and notes have been rounded off to the nearest lakhs as per the requirement of Schedule III, unless otherwise stated.

Basis of Consolidation

The consolidated financial statements comprise the financial statements of the Parent Group and its subsidiaries as at March 31, 2022.

Subsidiaries

Subsidiaries are all entities over which the Group has control. Control is achieved when the Group is exposed, or has rights, to variable returns from its

involvement with the investee and has the ability to affect those returns through its power over the investee.

Specifically, the Group controls an investee if and only if the Group has

(a) Power over the investee (i.e. existing rights that give it the current ability to direct the relevant activities of the investee)

(b) Exposure, or rights, to variable returns from its involvement with the investee

(c) The ability to use its power over the investee to affect its returns

Consolidation of a subsidiary begins when the group obtains control over the subsidiary and ceases when the Group losses control of the subsidiary.

Consolidation Procedure

Subsidiaries

(a) Combine, on line by line basis like items of assets, liabilities, equity, income, expenses and cash flows of the Parent with those of its subsidiaries. For this purpose, income and expenses of the subsidiary are based on the amounts of the assets and liabilities recognised in the consolidated financial statements at the acquisition date.

(b) Offset (eliminate) the carrying amount of the Parent's investment in each subsidiary and the Parent's portion of equity of each subsidiary. Business combinations policy explains how to account for any related goodwill

(c) Eliminate in full intra-group assets and liabilities, equity, income, expenses and Cash flows relating to transactions between entities of the group (profits or losses resulting from intra-group transactions that are recognised in assets, such as inventory and property, plant and equipment (PPE), are eliminated in full). Intra-group losses may indicate an impairment that requires recognition in the consolidated financial statements. Ind AS 12 Income Taxes applies to temporary differences that arise from the elimination of profits and losses resulting from intra-group transactions.

Profit or loss and each component of other comprehensive income are attributed to the owners of the Parent Group and to the noncontrolling interests. Total comprehensive income of subsidiaries is attributed to the owners of the Parent Group and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

Consolidated Financial Statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances. If a member of the Group uses accounting policies other than those adopted in the consolidated financial statements for like transactions and events in similar circumstances, appropriate adjustments are made to that Group

member's financial statements in preparing the consolidated financial statements to ensure conformity with the Group's accounting policies

Changes in the Group's ownership interest in existing subsidiaries:

Changes in the Group's ownership interests in subsidiaries that do not result in the Group losing control over the subsidiaries are accounted for as equity transactions. The carrying amounts of the Group's interests and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the group.

When the Group loses control of a subsidiary, a gain or loss is recognised in consolidated statement of profit and loss and is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the previous carrying amount of the assets (including goodwill), and liabilities of the subsidiary and any noncontrolling interests.

2. Use of Estimates and judgments:

The preparation of the financial statements requires the Management to make, judgments, estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent liabilities as at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. The recognition, measurement, classification or disclosure of an item or information in the financial statements is made relying on these estimates. The estimates and judgements used in the preparation of the financial statements are continuously evaluated by the management and are based on historical experience and various other assumptions and factors (including expectations of future events) that the management believes to be reasonable under the existing circumstances. Actual results may differ from those estimates. Any revision to accounting estimates is recognised prospectively in current and future periods.

Critical accounting judgements and key source of estimation uncertainty

The Group is required to make judgements, estimates and assumptions about the carrying amount of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. The estimates and underlying assumptions are reviewed on an on-going basis.

(a) Estimation of current tax expenses and payable - Refer note no. - 14

3. Property, plant and equipment (PPE)

Property, plant and equipment is stated at acquisition cost net of accumulated depreciation and accumulated impairment losses, if any.

The cost of an item of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable costs of bringing the asset to its working condition for its intended use and estimated costs of dismantling and removing the item and restoring the site on which it is located.

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in the Statement of Profit and Loss.

4. Intangible assets

Intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses, if any.

5. Depreciation and Amortization:

(a) Property plant and equipment (PPE)

Depreciation is provided on a pro-rata basis on the straight line method based on estimated useful life prescribed under Schedule II to the Companies Act, 2013. Freehold Land is not being depreciated.

The residual values, useful lives and method of depreciation of property, plant and equipment is reviewed at each financial year end and adjusted prospectively, if appropriate.

Estimated useful life is as below:

- Computer - 3 Years
- Furniture and fixtures - 10 years
- Office equipments - 5 years
- Motor Vehicles - 8 years

(b) Intangible assets

The useful lives of intangible assets are assessed as either finite or indefinite. Finite-life intangible assets are amortised on a straight-line basis over the period of their expected useful lives.

The amortisation period and the amortisation method for finite life intangible assets is reviewed at each financial year end and adjusted prospectively, if appropriate. For indefinite life intangible assets, the assessment of indefinite life is reviewed annually to determine whether it continues, if not, it is impaired or changed prospectively basis revised estimates.

Estimated useful life is as below:

- Software - 3 Years

6. Investment Properties:

Property that is held for long-term rental yields or for capital appreciation or both, and that is not occupied by the Group, is classified as investment property. Investment property is measured at its cost, including related transaction costs and where applicable borrowing costs less depreciation and impairment if any. Depreciation on building is provided based on straight line method using the useful life as specified in schedule II of the Companies Act, 2013.

7. Financial Instruments:

Financial assets - Initial recognition:

Financial assets are recognised when the Group becomes a party to the contractual provisions of the instruments. On initial recognition, a financial asset is recognised at fair value, in case of Financial assets which are recognised at fair value through profit and loss (FVTPL), its transaction cost are recognised in the statement of profit and loss. In other cases, the transaction cost are attributed to the acquisition value of the financial asset.

Subsequent measurement:

Financial assets are subsequently classified as measured at:

- amortised cost
- fair value through profit & loss (FVTPL)
- fair value through other comprehensive income (FVTOCI)

The above classification is being determined considering the: (a) the entity's business model for managing the financial assets and (b) the contractual cash flow characteristics of the financial asset.

(i) Measured at amortised cost:

Financial assets are subsequently measured at amortised cost, if these financial assets are held within a business module whose objective is to hold these assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified date to cash flows that are solely payments of principal and interest on the principal amount outstanding.

(ii) Measured at fair value through other comprehensive income (FVTOCI):

Financial assets are measured at FVTOCI, if these financial assets are held within a business model whose objective is achieved by both collecting contractual cash flows that give rise on specified dates to solely payments of principal and interest on the principal amount outstanding and by selling financial assets. Fair value movements are recognized in the other comprehensive income (OCI). Interest income measured using the EIR method and impairment losses, if any are recognised in the Statement of Profit and Loss.

(iii) Measured at fair value through profit or loss (FVTPL):

Financial assets other than equity instrument are measured at FVTPL unless it is measured at amortised cost or at FVTOCI on initial recognition. Such financial assets are measured at fair value with all changes in fair value, including interest income and dividend income if any, recognised in the Statement of Profit and Loss.

Equity instruments:

On initial recognition, the Group can make an irrevocable election (on an instrument-by-instrument basis) to present the subsequent changes in fair value in other comprehensive income pertaining to investments in equity instruments. This election is not permitted if the equity investment is held for trading. These elected investments are initially measured at fair value plus transaction costs. Subsequently, they are measured at fair value with gains and losses arising from changes in fair value recognised in other comprehensive income and accumulated in the 'Reserve for equity instruments through other comprehensive income'.

Dividends on these investments in equity instruments are recognised in Statement of Profit and Loss when the Group's right to receive the dividends is established, it is probable that the economic benefits associated with the dividend will flow to the entity, the dividend does not represent a recovery of part of cost of the investment and the amount of dividend can be measured reliably. Dividends recognised in Statement of Profit and Loss are included in the 'Other income' line item.

Impairment

The Group recognises a loss allowance for Expected Credit Losses (ECL) on financial assets that are measured at amortised cost and at FVOCI. The credit loss is difference between all contractual cash flows that are due to an entity in accordance with the contract and all the cash flows that the entity expects to receive (i.e. all cash shortfalls), discounted at the original effective interest rate. This is assessed on an individual or collective basis after considering all reasonable and supportable including that which is forward looking.

The Group's trade receivables or contract revenue receivables do not contain significant financing component and loss allowance on trade receivables is measured at an amount equal to life time expected losses i.e. expected cash shortfall, being simplified approach for recognition of impairment loss allowance.

Under simplified approach, the Group does not track changes in credit risk. Rather it recognizes impairment loss allowance based on the lifetime ECL at each reporting date right from its initial recognition. The Group uses a provision matrix to determine impairment loss allowance on the portfolio of trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivable and is adjusted for forward looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed. For financial assets other than trade receivables, the Group recognises 12-months expected credit losses for all originated or acquired financial assets if at the reporting date the credit risk of the financial asset has not increased significantly since its initial recognition. The expected credit losses are measured as lifetime expected credit losses if the credit risk on financial asset increases significantly since its initial recognition. If, in a subsequent period, credit quality of the instrument improves such that there is no longer significant increase in credit risks since initial recognition, then the Group reverts to recognizing impairment loss allowance based on 12 months ECL. The impairment losses and reversals are recognised in Statement of Profit and Loss. For equity instruments and financial assets measured at FVTPL, there is no requirement of impairment testing.

Derecognition

The Group derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers rights to receive cash flows from an asset, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of the Group's continuing involvement.

In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Financial Liabilities

Initial Recognition and measurement

Financial liabilities are recognised when the Group becomes a party to the contractual provisions of the instruments. Financial liabilities are initially recognised at fair value net of transaction costs for all financial liabilities not carried at fair value through profit or loss.

The Group's financial liabilities includes trade and other payables, loans and borrowings including bank overdrafts.

Subsequent measurement

Financial liabilities measured at amortised cost are subsequently measured at using EIR method. Financial liabilities carried at fair value through profit or loss are measured at fair value with all changes in fair value recognised in the Statement of Profit and Loss.

Loans & Borrowings:

After initial recognition, interest bearing loans and borrowings are subsequently measured at amortised cost using EIR method. Gains and losses are recognized in profit & loss when the liabilities are derecognized as well as through EIR amortization process.

Financial Guarantee Contracts

Financial guarantee contracts issued by the Group are those contracts that requires a payment to be made or to reimburse the holder for a loss it incurs because the specified debtors fails to make payment when due in accordance with the term of a debt instrument. Financial guarantee contracts are recognized initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee.

De-recognition

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

Derivative financial instruments

The Group uses derivative financial instruments, such as forward foreign exchange contracts, to hedge its foreign currency risks. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently remeasured at fair value, with changes in fair value recognised in Statement of Profit and Loss.

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.

8. Fair Value Measurement

The Group measures financial instruments, such as, derivatives, investments at fair value at each balance sheet date. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

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

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- (i) Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- (ii) Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- (iii) Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Group has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above

9. Inventories/Securities for trade

Inventories are valued at the lower of cost and net realisable value. Cost is computed on a weighted average basis.

10. Cash and Cash Equivalents:

Cash and Cash equivalents include cash and Cheque in hand, bank balances, demand deposits with banks and other short-term highly liquid investments that are readily convertible to known amounts of cash & which are subject to an insignificant risk of changes in value where original maturity is three months or less.

11. Foreign Currency Transactions:**a) Initial Recognition**

Transactions in foreign currency are recorded at the exchange rate prevailing on the date of the transaction. Exchange differences arising on foreign exchange transactions settled during the year are recognized in the Statement of Profit and Loss of the year.

b) Measurement of Foreign Currency Items at the Balance Sheet Date

Foreign currency monetary items of the Group are restated at the closing exchange rates. Non monetary items are recorded at the exchange rate prevailing on the date of the transaction. Exchange differences arising out of these transactions are charged to the Statement of Profit and Loss.

12. Revenue Recognition:**Rendering of Services**

Income from services rendered is recognised based on invoices raised for service provided on an accrual basis.

Revenue is measured at fair value of the consideration received or receivable, after deduction of any discounts and any taxes or duties collected on behalf of the government which are levied on sales such as sales tax, value added tax, GST etc.

Interest

Revenue is recognised on a time proportion basis taking into account the amount outstanding and the interest rate applicable and based on Effective interest rate method.

Dividend

Dividend income is recognized when right to receive the same is established and the same is shown as investment and dividend income.

13. Employee Benefits:

Employee Benefits: - The Group does not fall within the applicability of Employee Benefit plans.

14. Taxes on Income:

Income tax comprises current and deferred tax. Income tax expense is recognized in the statement of profit and loss except to the extent it relates to items directly recognized in equity or in other comprehensive income.

Current tax is based on taxable profit for the year. Taxable profit is different from accounting profit due to temporary differences between accounting and tax treatments, and due to items that are never taxable or tax deductible. Tax provisions are included in current liabilities. Interest and penalties on tax liabilities are provided for in the tax charge. The Group offsets, the current tax assets and liabilities (on a year on year basis) where it has a legally enforceable right and where it intends to settle such assets and liabilities on a net basis or to realise the assets and liabilities on net basis.

Deferred income tax is recognized using the balance sheet approach. Deferred income tax assets and liabilities are recognized for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount in financial statements. Deferred income tax asset are recognized to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized. Deferred tax assets are not recognised where it is more likely than not that the assets will not be realised in the future.

The carrying amount of deferred income tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized. Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply in the period when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Minimum Alternative Tax ('MAT') credit is recognised as an asset only when and to the extent there is convincing evidence that the Group will pay normal income-tax during the specified period. The Group reviews the same at each balance sheet date and writes down the carrying amount of MAT credit entitlement to the extent there is no longer convincing evidence to the effect that Group will pay normal income-tax during the specified period.

15. Borrowing Cost:

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of qualifying assets are capitalized as a part of Cost of that assets, during the period till all the activities necessary to prepare the Qualifying assets for its intended use or sale are complete during the period of time that is required to complete and prepare the assets for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale.

Other borrowing costs are recognized as an expense in the period in which they are incurred.

16. Earnings Per Share:

Basic earnings per shares are calculated by dividing the net profit or loss after tax for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to the equity shareholders and the weighted average number of shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares.

17. Leases:

Where the Group is Lessee

Leases, where the lessor effectively retains substantially all the risks and benefits of ownership of the leased item, are classified as operating leases. Operating lease payments are recognized as an expense in the Statement of Profit and Loss on accrual basis as per the terms of agreements entered with the counter parties.

Where the Group is Lessor

Leases in which the Group does not transfer substantially all the risks and benefits of ownership of the asset are classified as operating leases. Assets subject to operating leases are included in property, plant and equipment. The Group recognizes lease rentals from the property leased out, on accrual basis as per the terms of agreements entered with the counter parties. Costs, including depreciation, are recognized as an expense in the Statement of Profit and Loss.

18. Provisions, Contingent Liabilities and Contingent Assets:

A provision is recognised if, as a result of a past event, the group has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation.

Provisions for onerous contracts are recognized when the expected benefits to be derived by the Group from a contract are lower than the unavoidable costs of meeting the future obligations under the contract.

A disclosure for contingent liabilities is made where there is a possible obligation or a present obligation that may probably not require an outflow of resources or an obligation for which the future outcome cannot be ascertained with reasonable certainty. When there is a possible or a present obligation where the likelihood of outflow of resources is remote, no provision or disclosure is made. Contingent assets are neither recognized nor disclosed in financial statements.

2 Cash & cash equivalents

Particulars	As at	As at
	31st March, 2023	31st March, 2022
	INR Lacs	INR Lacs
Balances with banks		
i) in current accounts	178.19	940.17
Cash on hand	2.34	4.36
Total	180.53	944.52

3 Bank balances other than cash and cash equivalents

Particulars	As at	As at
	31st March, 2023	31st March, 2022
	INR Lacs	INR Lacs
Balances with banks - Fixed deposits (Maturity in next 12 months)	5,021.54	2,399.34
Total	5,021.54	2,399.34

4 Inventories

Particulars	As at	As at
	31st March, 2023	31st March, 2022
	INR Lacs	INR Lacs
Equity instruments (quoted) at FVTPL	1,651.22	2,058.56
Total	1,651.22	2,058.56

5 Trade Receivables

Particulars	As at	As at
	31st March, 2023	31st March, 2022
	INR Lacs	INR Lacs
Unsecured, considered good	30.32	19.57
Outstanding for a period exceeding six months from the date they become due for payment	14.16	10.46
Outstanding for a period less than six months	16.17	9.11
Total	30.32	19.57

i) Note : No trade or other receivable are due from directors or other officers of the Company either severally or jointly with any other person.

S No.	Particulars	Outstanding from due date of payment as on 31st March 2023							Total
		Less than 6 months	6 months - 1 year	6 months - 1 year	1-2 years	2-3 years	2-3 years	More than 3 years	
(i)	Undisputed Trade Receivables : Considered good	23.45	1.54		4.05	0.95	-	0.33	30.32
(ii)	Undisputed Trade Receivables : Considered doubtful	-	-	-	-	-	-	-	-
(iii)	Disputed Trade Receivables : Considered good	-	-	-	-	-	-	-	-
(iv)	Disputed Trade Receivables : Considered doubtful	-	-	-	-	-	-	-	-

S No.	Particulars	Outstanding from due date of payment as on 31st March 2022							Total
		Less than 6 months	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	2-3 years	More than 3 years	
(i)	Undisputed Trade Receivables : Considered good	13.01	6.56		-	-	-	-	19.57
(ii)	Undisputed Trade Receivables : Considered doubtful	-	-	-	-	-	-	-	-
(iii)	Disputed Trade Receivables : Considered good	-	-	-	-	-	-	-	-
(iv)	Disputed Trade Receivables : Considered doubtful	-	-	-	-	-	-	-	-

6 Investments

Particulars	As at	As at
	31st March, 2023	31st March, 2022
	INR Lacs	INR Lacs
Investments measured at Fair Value through Other Comprehensive Income, In India		
(i) Subsidiaries:		
Quoted :		
Equity instruments (quoted) at FVTPL	5,757.09	3,884.01
Market Value of Quoted Investments	5,757.09	3,884.01
Aggregate Value of Quoted Investments (at cost)	1,520.81	1,408.19

7 Other Financial assets

Particulars	As at	As at
	31st March, 2023	31st March, 2022
	INR Lacs	INR Lacs
Unsecured, considered good		
Security deposits for Properties	250.00	250.09
Security Deposits (Stock Exchanges)	0.01	0.01
Advance to creditors	3.33	-
Other Recoverables	-	-
Other Advances & Deposits	5.27	5.64
Interest accrued but not due on fixed deposits	28.07	8.64
Other advances	-	-
Balance with Govt Authorities	2.05	-
GST Input Tax	9.70	0.05
Prepaid expenses	9.64	1.39
Total	308.08	265.83

9 Other non-financial assets

Particulars	As at	As at
	31st March, 2023	31st March, 2022
	INR Lacs	INR Lacs
Advance to suppliers	-	-
Other advances	6.00	-
Security Deposits (Stock Exchanges)	60.75	58.25
Other Current assets	6.45	6.45
Prepaid expenses	2.78	3.06
Unamortized Expenses-Initial Public Offer	-	-
Total	75.98	67.76

8 A. 'Property, plant and equipment

Gross Carrying Amount

Particulars	Freehold land	Leasohold Premises	Furniture and Fixtures	Office Equipments	Computer	Motor Vehicle	Total
	INR Lacs	INR Lacs	INR Lacs	INR Lacs	INR Lacs	INR Lacs	INR Lacs
Balance as at 1st April, 2021	83.43	102.34	25.89	4.57	24.33	54.78	295.33
Additions	-	-	-	0.71	1.57	-	2.28
Disposals	-	-	-	-	-	-	-
Balance as at 31st March, 2022	83.43	102.34	25.88	5.28	25.90	54.78	297.61
Additions	-	-	-	-	1.88	26.23	28.11
Disposals	-	-	-	-	-	-	-
Balance as at 31st March, 2023	83.43	102.34	25.87	5.29	27.78	81.01	325.72

Accumulated depreciation

Particulars	Freehold land	Leasohold Premises	Furniture and Fixtures	Office Equipments	Computer	Motor Vehicle	Total
	INR Lacs	INR Lacs	INR Lacs	INR Lacs	INR Lacs	INR Lacs	INR Lacs
Balance as at 1st April, 2021	-	8.04	5.07	2.73	21.83	31.16	68.84
Depreciation expense	-	1.60	2.46	0.83	1.18	6.53	12.60
Eliminated on disposals of assets	-	-	-	-	-	-	-
Balance as at 31st March, 2022	-	9.64	7.53	3.56	23.01	37.69	81.44
Depreciation expense	-	1.60	2.44	0.89	0.98	9.63	15.55
Eliminated on disposals of assets	-	-	-	-	-	-	-
Balance as at 31st March, 2023	-	11.24	9.97	4.45	24.00	47.32	96.98

Net carrying amount as at March 31, 2022	83.43	92.70	18.35	1.72	2.88	17.09	216.18
Net carrying amount as at March 31, 2023	83.43	91.10	15.90	0.84	3.78	33.69	228.74

8 B. 'Intangible assets

Gross Carrying Amount

Particulars	Software	Total
	INR Lacs	INR Lacs
Balance as at 1st April, 2021	4.40	4.40
Additions	-	-
Disposals	-	-
Balance as at 31st March, 2022	4.40	4.40
Additions	0.51	0.51
Disposals	-	-
Balance as at 31st March, 2023	4.91	4.91

Accumulated Amortization / Impairment

Particulars	Software	Total
	INR Lacs	INR Lacs
Balance as at 1st April, 2021	4.11	4.11
Amortisation expense	-	-
Balance as at 31st March, 2022	4.11	4.11
Amortisation expense	0.06	0.06
Balance as at 31st March, 2023	4.17	4.17

Net carrying amount as at March 31, 2022	0.28	0.28
Net carrying amount as at March 31, 2023	0.74	0.74

10 Trade payables

Particulars	As at 31st March,2023	As at 31st March,2022
	INR Lacs	INR Lacs
Dues to Micro and Small enterprises		
Dues to Others	53.43	11.27
Total	53.43	11.27

Note: There are no dues to Micro and Small Enterprises as defined under Micro, Small & Medium Enterprises Development Act, 2006 which are outstanding for a period more than 45 days as on the balance sheet date.

Trade payable due for payment and the ageing schedule as below:

Particulars	Outstanding from due date of payment as on 31st March 2022						Total
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	2-3 Years	More than 3 Years	
(i) MSME	-	-	-	-	-	-	-
(ii) Others	11.27	-	-	-	-	-	11.27
(iii) Disputed dues : MSME	-	-	-	-	-	-	-
(iv) Disputed dues : others	-	-	-	-	-	-	-

Particulars	Outstanding from due date of payment as on 31st March 2023						Total
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	2-3 Years	More than 3 Years	
(i) MSME	-	-	-	-	-	-	-
(ii) Others	53.43	-	-	-	-	-	53.43
(iii) Disputed dues : MSME	-	-	-	-	-	-	-
(iv) Disputed dues : others	-	-	-	-	-	-	-

11 Borrowings (Other than Debt Securities)

Particulars	As at 31st March,2023	As at 31st March,2022
	INR Lacs	INR Lacs
Secured		
From Banks		
From Financial Institutions (Refer note (i) below)	-	2.21
	-	2.21
Un Secured		
From Financial Institutions (Refer note (ii) below)	4,092.77	3,069.56
Total	4,092.77	3,071.76

Footnotes:

Security and other details

(i) Loan from Financial Institutions represents Car Loan taken from Daimler Financial Services India Pvt Ltd of Rs. 36,00,000 for a tenure of 5 years, repayable in monthly instalments of Rs. 59,436/- . & Loan from HDFC Bank (Car Loan) Rs 10,07,761/- for a tenure of 5 years, repayable in monthly instalments of Rs 20,968/-

ii) The borrowings obtained from Corporates carry interest rate @ 9% p.a.

12 Other Financial Liabilities

Particulars	As at 31st March,2023	As at 31st March,2022
	INR Lacs	INR Lacs
Employee related payables	11.81	11.79
Managerial remuneration payable	1.37	1.85
Directors Sitting fees Payable	3.64	3.64
Audit Fees Payable	2.39	1.96
Other payables	35.47	0.94
Current Maturities of Borrowings	1.82	5.87
Other payables	-	-
TDS payable	9.19	11.55
GST Payable	-	7.08
Statutory Dues	-	-
Professional Tax	0.23	0.23
IGST Payable	-	-
Total	65.91	44.90

13.1 Deferred tax asset is recognized to the extent it is probable that taxable profit will be available against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilized.

13.2 The tax effect of significant timing differences that has resulted in deferred tax assets are given below:-

Particulars	For the year ended 31.03.23 (Rupee)			
	Opening balance	Recognised in	Recognised in OCI	(INR) Closing balance
Property, Plant & Equipment	9.79	(0.52)	-	9.27
Equity instruments (quoted) at FVTPL	280.53	-	226.13	506.66
Total	290.31	(0.52)	226.13	515.93

Particulars	For the year ended 31.03.22 (Rupee)			
	Opening balance	Recognised in Profit & Loss Account	Recognised in OCI	(INR) Closing balance
Property, Plant & Equipment	9.95	(0.16)	-	9.79
Equity instruments (quoted) at FVTPL	154.84	-	125.69	280.53
Total	164.78	(0.16)	125.69	290.32

14 Other non financial liabilities

Particulars	As at 31st March,2023	As at 31st March,2022
	INR Lacs	INR Lacs
Current maturities of long term debt		
Advances received from Customers	104.81	72.26
Other advances	-	-
Total	104.81	72.26

15 Equity share capital

Particulars	As at 31st March,2023	As at 31st March,2022
	INR Lacs	INR Lacs
Authorised:		
1,17,00,000 (31.03.2020: 1,17,00,000) Equity Shares of Rs 10 each	1,170.00	1,170.00
Issued, Subscribed and Paid up:		
1,16,82,000 (31.03.2020: 1,16,82,000) Equity Shares of Rs 10 each	1,168.20	1,168.20
Total	1,168.20	1,168.20

Notes:

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

Particulars	As at 31st March,2023	As at 31st March,2022
	INR Lacs	INR Lacs
Authorised shares:		
Balance as at 31st March,2021	117.00	117.00
Add / (Less): Changes during the year	-	-
Balance as at 31st March,2022	117.00	117.00
Add / (Less): Changes during the year	-	-
Balance as at 31st March,2023	117.00	117.00

Issued, Subscribed and Paid up shares:

Particulars	As at 31st March,2023	As at 31st March,2022
	INR Lacs	INR Lacs
Balance as at 31st March,2020	116.82	116.82
Add / (Less): Changes during the year	-	-
Balance as at 31st March,2021	116.82	116.82
Add / (Less): Changes during the year	-	-
Balance as at 31st March,2022	116.82	116.82
Add / (Less): Changes during the year	-	-
Balance as at 31st March,2023	116.82	116.82

15.2 Terms / rights attached to Equity Shares:

The Company has only one class of equity shares having a par value of Rs. 10/- . Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends if any, in Indian rupees. The dividend proposed, if any, by the Board of Directors is subject to the approval of the Shareholders at the ensuing Annual General Meeting, except in case of interim dividend.

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

15.3 Details of shares held by each shareholder holding more than 5% shares in the Company:

Equity share of Rs.10 each fully paid up with voting rights	Number of fully paid equity shares	Number of fully paid equity shares	Percentage (%) of shareholding of total	Holding
Mahshri Enterprises Private Limited				
As at 31st March, 2022	70.83	70.83	60.63%	60.63%
As at 31st March, 2023	70.83	70.83	60.63%	60.63%

15.4 Details of shares held by each promoter in the Company:

Equity share of Rs.10 each fully paid up with voting rights	Number of fully paid equity shares	Number of fully paid equity shares	Percentage (%) of shareholding of total
Mahshri Enterprises Private Limited			
As at 31st March, 2022	70.83	70.83	60.63%
As at 31st March, 2023	70.83	70.83	60.63%
Changes during the year	-	-	0.00%
Shreyas Shrenik Shah			
As at 31st March, 2022	0.90	0.90	0.77%
As at 31st March, 2023	0.90	0.90	0.77%
Changes during the year	-	-	0.00%
Shiripal Shrenik Shah			
As at 31st March, 2022	0.90	0.90	0.77%
As at 31st March, 2023	0.90	0.90	0.77%
Changes during the year	-	-	0.00%

15.5 Details of shares held by Holding Company :

Equity share of Rs.10 each fully paid up with voting rights	Number of fully paid equity shares	Number of fully paid equity shares	Percentage (%) of shareholding of total	Holding
Mahshri Enterprises Private Limited				
As at 31st March, 2022	70.83	70.83	60.63%	60.63%
As at 31st March, 2023	70.83	70.83	60.63%	60.63%

16 Other equity

Particulars	As at 31st March,2023	As at 31st March,2022
	INR Lacs	INR Lacs
Capital reserve	6.52	6.52
General reserve	260.75	260.75
Securities premium	317.67	317.67
Retained earnings	1,654.62	1,262.19
Other Comprehensive Income	2,202.38	1,203.27
Total	4,441.94	3,050.41

16.1 Capital reserve

Particulars	As at 31st March,2023	As at 31st March,2022
	INR Lacs	INR Lacs
Balance as at beginning of the year	6.52	6.52
Add/(Less): Movement during the year	-	-
Balance as at end of the year	6.52	6.52

16.2 Securities Premium

Particulars	As at 31st March,2023	As at 31st March,2022
	INR Lacs	INR Lacs
Balance as at beginning of the year	317.67	317.67
Add/(Less): Adjusted against minority interest	-	-
Balance as at end of the year	317.67	317.67

16.3 General reserve

Particulars	As at 31st March,2023	As at 31st March,2022
	INR Lacs	INR Lacs
Balance as at beginning of the year	260.75	260.75
Add/(Less): Movement during the year	-	-
Balance as at end of the year	260.75	260.75

Note:

The general reserve is used from time to time to transfer profits from retained earnings for appropriations purposes. As the general reserve is created by a transfer from one component of equity to another and is not an item of other comprehensive income, items included in the general reserve will not be reclassified subsequently to profit or loss.

16.4 Retained earnings

Particulars	As at 31st March,2023	As at 31st March,2022
	INR Lacs	INR Lacs
Balance as at beginning of the year	1,262.19	796.40
Add/(Less): Profit for the year	392.43	465.79
Add/(Less): Adjusted against minority interest	-	-
Balance as at end of the year	1,654.62	1,262.19

16.5 Other Comprehensive Income

Particulars	As at 31st March,2023	As at 31st March,2022
	INR Lacs	INR Lacs
Equity instruments through other comprehensive income :-		
Balance as at beginning of the year	1,203.27	993.02
Add/(Less): Re-measurement of Investments through FVTOCI	999.10	210.25
Add/(Less): Adjusted against minority interest	-	-
Balance as at end of the year	2,202.38	1,203.27

ARYAMAN FINANCIAL SERVICES LIMITED
Notes to Consolidated Financial Statements for the year ended 31st March, 2023
17A Revenue From Operations

Particulars	Year ended 31st March, 2023	Year ended 31st March, 2022
	INR Lacs	INR Lacs
Income from fees earned	654.99	537.50
- Investment and Dividend income	344.43	632.65
Sales (Stock in Trade)	4,353.23	7,216.08
Total	5,352.65	8,386.23

17B Other Income

Particulars	Year ended 31st March, 2023	Year ended 31st March, 2022
	INR Lacs	INR Lacs
Interest income on Fixed deposits	216.70	89.03
Investment Income	-	-
Miscellaneous Income & I T Refund	0.40	1.38
Total	217.11	90.41

18 Finance Costs

Particulars	Year ended 31st March, 2023	Year ended 31st March, 2022
	INR Lacs	INR Lacs
<u>Interest Expenses on:</u>		
Borrowings	314.14	240.33
Other borrowing costs	0.98	0.84
Total	315.12	241.17

19 Fees & Commission expenses

Particulars	Year ended 31st March, 2023	Year ended 31st March, 2022
	INR Lacs	INR Lacs
Commission & Brokerages	147.60	41.09
Legal & Professional Fees	34.98	56.19
Advertisement & Publicity Fees	35.14	41.70
Listing Fees & Processing Fees	4.10	5.03
Processing Fees/Application fess	2.37	2.38
ROC Expenses	-	-
Custodial Fees	2.28	2.02
Demat Charges	0.88	-
Custody Charges	0.06	-
Total	227.41	148.41

20 Employee Benefit Expense

Particulars	Year ended 31st March, 2023	Year ended 31st March, 2022
	INR Lacs	INR Lacs
Salaries, wages and bonus (including managerial remuneration)	132.75	120.12
Managerial remuneraion	27.00	27.22
Staff welfare expenses	6.38	3.44
Total	166.14	150.78

21 Depreciation and amortisation expense

Particulars	Year ended 31st March, 2023	Year ended 31st March, 2022
	INR Lacs	INR Lacs
Depreciation of property, plant and equipment (Refer note 4)	15.60	12.59
Amortisation of intangible assets (Refer note 4)	-	-
Total	15.60	12.59

ARYAMAN FINANCIAL SERVICES LIMITED

Notes to Consolidated Financial Statements for the year ended 31st March, 2023

22 Other Expenses

Particulars	Year ended 31st March, 2023	Year ended 31st March, 2022
	INR Lacs	INR Lacs
Rent Rates and Taxes	4.36	4.36
Telephone Expenses	2.27	2.00
Membership fees and subscription	0.75	-
Business Promotion Expenses	1.82	7.50
IPO Expenses	-	0.52
RTA Expenses	0.74	0.32
Electricity Charges	-	1.30
Payment to Auditors :	-	-
Audit Fees	3.75	2.75
Limited Review Report	0.26	0.22
Certification Fees	0.10	-
Internal Audit Fees	0.10	-
Office Administration Expenses	48.41	52.25
Director Sitting Fees	3.64	4.07
Miscellaneous expenses	5.88	5.49
General Expenses	3.14	-
Interest on delayed payment of statutory dues	-	2.04
Donation	-	10.00
Security Transaction Tax	6.86	11.17
Repairs & Maintenance - Others	0.75	1.32
Total	82.83	105.30

ARYAMAN FINANCIAL SERVICES LIMITED
Notes to consolidated financial statements for the year ended 31st March, 2023
23 Contingent liabilities & Commitments

The Group doesnot have any contingent liabilities and Commitments (Including Capital Commitments as on March 31, 2023 (As at March 31, 2022 - Nil).

24 Earning Per share

(Rs. In lakhs)

PARTICULARS	For the year ended March 31, 2023	For the year ended March 31, 2022
Profit after tax available for equity shareholders (INR Lakhs)		
Weighted average number of equity shares (Nos.)	514.12	752.48
Nominal value of equity shares of Rs. 10 each	116.82	116.82
Basic and diluted Earning Per Share - INR	10.00	10.00
	4.40	6.44

25 Segment Reporting

The Group's Board of Directors has been identified as the Chief Operating Decision Maker (CODM) as defined under Ind AS 108 "Operating Segments". The CODM evaluates the Company's performance and allocated the resources based on an analysis of various performance indicators. The Group is primarily engaged in the business of financial services. The same has been considered as business segment and the management considers these as a single reportable segment. Accordingly, disclosure of segment information has not been furnished.

26 Related party disclosures

As per IND AS 24, the disclosures of transactions with the related parties are given below:

(a) Category	Name of the Related Party/ Relationship
Holding Company	Mahshri Enterprises Pvt Ltd
Subsidiary Company	Aryaman Capital Markets Ltd Escorp Asset Management Ltd
Key Managerial Personnel	Mr. Shripal Shah, Director Mr. Shreyas Shah, Director & CFO Ms. Chaitali Pansari, Company Secretary Mr Ram Motilal Gaud, Non Executive Independent Director Mr Darshit Parikh, Non Executive Independent Director Mr. Abhinav Anand, Non Executive Independent Director Mrs Meloni Shah, Non-Executive - Non Independent Director
Entities in which KMP have significant influence	Vardhaman Investment (Proprietor - Mrs. Roopa Shah (Mother of Shripal Shah)

(b) Transactions carried out with related parties referred in 1 above, in ordinary course of business:

(Rs. In lakhs)

Name of the Related Party	For the year ended March 31, 2023	For the year ended March 31, 2022
	INR Lacs	INR Lacs
Key Managerial Personnel		
Salary Paid		
Mr. Shripal Shah	18.75	18.75
Mr. Shreyas Shah	9.38	9.38
Ms. Chaitali Pansari	7.99	6.43
Directors Sitting Fees paid		
Mr Darshit Parikh	0.40	0.40
Mr Ram Gaud	0.44	0.44
Mr Abhinav Anand	0.60	0.60

(c) Balances outstanding

(Rs. In lakhs)

Name of the Related Party	As at March 31, 2023	As at March 31, 2022
	INR Lacs	INR Lacs
Entities in which KMP have significant influence		
Office Deposit - Vardhaman Investment (Proprietor - Mrs. Roopa Shah)	250.00	250.00
Key Managerial Personnel		
Salary Payable to:		
Mr. Shripal Shah	1.50	1.50
Mr. Shreyas Shah	0.75	0.75
Ms Chaitali Pansari	0.70	0.62
Directors Sitting Fees Outstanding		
Mr Darshit Parikh	0.40	0.40
Mr Ram Gaud	0.44	0.44
Mr Abhinav Anand	0.60	0.60

ARYAMAN FINANCIAL SERVICES LIMITED

Notes to consolidated financial statements for the year ended 31st March, 2023

27 Income taxes

(a) Tax expense recognised in the Statement of profit and loss:

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
	INR Lacs	INR Lacs
Current tax		
Current year	116.83	89.56
Total current tax	116.83	89.56
Deferred tax		
Relating to origination and reversal of temporary difference	(0.52)	(0.16)
Total deferred income tax expense/(credit)	(0.52)	(0.16)
Short/(Excess) provision for tax- Previous years	0.70	-
MAT Credit avails/(Utilised)	-	-
Total income tax expense/(credit)	117.01	89.40

A reconciliation between the statutory income tax rate applicable to the Company and the effective income tax rate of the Company is as follows :

(b) Reconciliation of effective tax rate

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
	INR Lacs	INR Lacs
Profit /(loss) before taxation	631.12	841.88
Enacted income tax rate in India	27.82%	27.82%
Tax at the enacted income tax rate	175.58	234.21
Reconciliation line items:		
Earlier years tax	0.70	-
Other item	-	-
Tax expense/ (credit)	174.88	234.21

ARYAMAN FINANCIAL SERVICES LIMITED
Notes Forming Part of Consolidated Financial Statements for the year ended March 31, 2023
28 Financial instruments

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

The following methods and assumptions were used to estimate the fair values:

1. Fair value of cash and short-term deposits, trade and other short term receivables, trade payables, other current liabilities, short term loans from banks and other financial institutions approximate their carrying amounts largely due to short term maturities of these instruments.
2. Financial instruments with fixed and variable interest rates are evaluated by the Company based on parameters such as interest rates and individual credit worthiness of the counterparty. Based on this evaluation, allowances are taken to account for expected losses of these receivables. Accordingly, fair value of such instruments is not materially different from their carrying amounts.

The Group uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

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

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

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

The carrying amounts and fair values of financial instruments by category are as follows:

For March 31, 2023:

Particulars	FVOCI	FVTPL	Amortised cost	Total fair value	Carrying amount
	INR Lacs	INR Lacs	INR Lacs	INR Lacs	INR Lacs
Financial assets					
Investments	5,757.09	-	-	5,757.09	1,520.81
Trade receivables	-	-	30.32	30.32	30.32
Cash and cash equivalents	-	-	180.53	180.53	180.53
Other bank balances	-	-	5,021.54	5,021.54	5,021.54
Other financial assets	-	-	308.08	308.08	308.08
Total Financial assets	5,757.09	-	5,540.47	11,297.56	7,061.28
Financial liabilities					
Borrowings	-	-	4,092.77	4,092.77	4,092.77
Trade payables	-	-	53.43	53.43	53.43
Others	-	-	65.91	65.91	65.91
Total financial liabilities	-	-	4,212.11	4,212.11	4,212.11

For March 31, 2022:

Particulars	FVOCI	FVTPL	Amortised cost	Total fair value	Carrying amount
	INR Lacs	INR Lacs	INR Lacs	INR Lacs	INR Lacs
Financial assets					
Investments	3,884.01	-	-	3,884.01	1,408.19
Trade receivables	-	-	19.57	19.57	19.57
Cash and cash equivalents	-	-	944.52	944.52	944.52
Other bank balances	-	-	2,399.34	2,399.34	2,399.34
Other financial assets	-	-	265.83	265.83	265.83
Total Financial assets	3,884.01	-	3,629.27	7,513.28	5,037.46
Financial liabilities					
Borrowings	-	-	3,071.76	3,071.76	3,071.76
Trade payables	-	-	11.27	11.27	11.27
Others	-	-	44.90	44.90	44.90
Total financial liabilities	-	-	3,127.93	3,127.93	3,127.93

Fair value estimation

For financial instruments measured at fair value in the Balance Sheet, a three level fair value hierarchy is used that reflects the significance of inputs used in the measurements. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and lowest priority to unobservable inputs (Level 3 measurements).

The categories used are as follows:

- Level 1: quoted prices for identical instruments
- Level 2: directly or indirectly observable market inputs, other than Level 1 inputs; and
- Level 3: inputs which are not based on observable market data.

For assets and liabilities which are carried at fair value, the classification of fair value calculations by category is summarised below:

For March 31, 2023:

Particulars	Level 1	Level 2	Level 3
	INR Lacs	INR Lacs	INR Lacs
Assets at fair value - Investments	5,757.09	-	-

For March 31, 2022:

Particulars	Level 1	Level 2	Level 3
	INR Lacs	INR Lacs	INR Lacs
Assets at fair value - Investments	3,884.01	-	-

There were no significant changes in classification and no significant movements between the fair value hierarchy classifications of financial assets and financial liabilities during the period.

ARYAMAN FINANCIAL SERVICES LIMITED

29 Ratio Analysis and its components

S.No.	Particulars	31st March 2023	31st March 2022	Percentage change in ratio
1	Current ratio	2.84	5.08	-44.20%
2	Debt- Equity Ratio	0.73	0.73	0.11%
3	Debt Service Coverage Ratio	1.60	4.54	-64.78%
4	Inventory Turnover Ratio	2.35	2.98	-21.19%
5	Interest Service Coverage Ratio	3.00	4.49	-33.14%
6	Long term debt to working capital	18.85	13.78	36.79%
7	Total debts to total assets	0.31	0.31	-1.00%
8	Return on Equity Ratio (in %)	10.46%	19.39%	-46.05%
9	Trade Receivable Turnover Ratio	214.57	440.29	-51.27%
10	Trade Payable Turnover Ratio	165.47	276.33	-40.12%
11	Net Capital Turnover Ratio	24.43	36.58	-33.21%
12	Net Profit Ratio (in %)	9.60%	8.97%	7.04%
13	Return on Capital Employed (in %)	9.75%	14.85%	-34.33%
14	Return on Investment (in %)	5.21%	11.49%	-54.67%

29.1 Reasons for variance more than 25%

S No.	Ratios with variance more than 25%	Reasons for variance
1	Current ratio	Due to decrease in current assets.
2	Debt Service Coverage Ratio	Due to decrease in earnings available for debt service.
3	Interest Service Coverage Ratio	Due to decrease in earnings before interest and taxes.
4	Long term debt to working capital	Due to increase in non-current borrowings.
5	Return on Equity Ratio (in %)	As proportionate decrease in net profit after tax is more than the increase in total equity.
6	Trade Receivable Turnover Ratio	Due to decrease in the revenue from operations & trade receivables in current year.
7	Trade Payable Turnover Ratio	Due to decrease in the revenue from operations & increase in trade payables in current year.
8	Return on Capital Employed (in %)	As proportionate decrease in net profit before tax is more than the increase in total equity.
9	Return on Investment (in %)	Due to decrease in return from investments compared to last year.

29.2 Components of Ratio

S.No.	Ratios	Numerator	Denominator	31st March 2023		31st March 2022	
				Numerator	Denominator	Numerator	Denominator
1	Current ratio	Current Assets	Current Liabilities	338.40	119.33	285.40	56.16
2	Debt- Equity Ratio	Total Debts (Total Liabilities)	Total Equity(Equity Share capital+Other equity)	4,094.59	5,610.13	3,075.43	4,218.58
3	Debt Service Coverage Ratio	Earnings available for debt service (Net profit before exceptional Items & tax expense + depreciation & amortization + Finance cost + Non cash operating items + interest income on fixed deposits + Profit on sale of investments + Income of investment - impairment on value of investment)	Finance cost + principle repayment of long term borrowings during the period/year	961.85	601.21	1,095.63	241.17
4	Inventory Turnover Ratio	Revenue from sales of products	Average Inventory [(opening balance + closing balance)/2]	4,353.23	1,854.89	7,216.08	2,423.35
5	Interest Service Coverage Ratio	Earnings before interest and taxes (EBIT)	Interest expense	946.25	315.12	1,083.05	241.17
6	Long term debt to working capital	Non-Current Borrowings (Including Current Maturities of Non-Current Borrowings)	Current Assets Less Current Liabilities (Excluding Current Maturities of Non-Current Borrowings)	4,094.59	217.25	3,077.64	223.36
7	Bad debts to Account	Bad Debts	Average Trade Receivables	-	19.05	-	19.05
8	Current liability	Total Current Liabilities	Total Liabilities	119.33	4,864.97	173.07	3,535.16
9	Total debts to	Total Debt	Total Assets	4,094.59	13,254.24	3,075.43	9,856.06
10	Return on Equity Ratio	Net profit after tax-Exceptional items	Average Total Equity [(Opening Equity Share capital + Opening Other equity + Closing Equity Share Capital + Closing Other Equity)/2]	514.12	4,914.36	752.48	3,880.56
11	Trade Receivable Turnover Ratio	Revenue from operations	Average trade receivable [(Opening balance + closing balance)/2]	5,352.65	24.95	8,386.23	19.05
12	Trade Payable Turnover Ratio	Revenue from operations	Average trade payable [(Opening balance + closing balance)/2]	5,352.65	32.35	8,386.23	30.35
13	Net Capital Turnover Ratio	Revenue from operations	Working capital (Current asset-current liabilities)	5,352.65	219.06	8,386.23	229.24
14	Net Profit Ratio	Net profit after tax-Exceptional items	Revenue from operations	514.12	5,352.65	752.48	8,386.23
15	Return on Capital Employed	Profit Before interest, Tax & Exceptional item	Total Equity + Total Debts (including preference share liability)	946.25	9,704.72	1,083.05	7,294.02
16	Return on Investment	Interest Income on fixed deposits + Profit on sale of investments + Income of investment - impairment on value of investment	Current investments + Non current Investments + Fixed deposits with bank	561.13	10,778.63	721.68	6,283.35

ARYAMAN FINANCIAL SERVICES LIMITED**Notes Forming Part of Consolidated Financial Statements for the year ended March 31, 2023****30 Financial risk factors**

The Group's principal financial liabilities comprise loans and borrowings, advances and trade and other payables. The purpose of these financial liabilities is to finance the Group's operations and to provide to support its operations. The Group's principal financial assets include loans, trade and other receivables, and cash and cash equivalents that derive directly from its operations.

The Group's activities exposes it to Liquidity Risk, Market Risk and Credit risk. The Board of Directors reviews and agrees policies for managing each of these risks, which are summarised as below.

(a) Liquidity risk

The risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial asset. Liquidity risk management implies maintenance sufficient cash including availability of funding through an adequate amount of committed credit facilities to meet the obligations as and when due.

The Group manages its liquidity risk by ensuring as far as possible that it will have sufficient liquidity to meet its short term and long term liabilities as and when due. Anticipated future cash flows are expected to be sufficient to meet the liquidity requirements of the Group. The Group does not have any undrawn borrowing facilities with the Banks/Financial institutions

(i) The following is the contractual maturities of the financial liabilities:**As at March 31, 2023**

Particulars	Carrying amount	Payable on demand	1-12 months	More than 12 months
	INR Lacs	INR Lacs	INR Lacs	INR Lacs
Borrowings	4,092.77	-	4,092.77	-
Trade payables	53.43	-	53.43	-
Other financial liabilities	65.91	-	65.91	-
Total	4,212.11	-	4,212.11	-

As at March 31, 2022

Particulars	Carrying amount	Payable on demand	1-12 months	More than 12 months
	INR Lacs	INR Lacs	INR Lacs	INR Lacs
Borrowings	3,071.76	-	3,071.76	-
Trade payables	11.27	-	11.27	-
Other financial liabilities	44.90	-	44.90	-
Total	3,127.93	-	3,127.93	-

(b) Market risk

Market risk is the risk that the fair value of 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, such as equity price risk and commodity risk. Financial instruments affected by market risk includes investment, deposits, foreign currency receivables and payables. The Group's treasury team manages the Market risk, which evaluates and exercises independent control over the entire process of market risk management.

(i) Foreign currency risk

Foreign currency risk can only arise on financial instruments that are denominated in a currency other than the functional currency in which they are measured. The Group's functional and presentation currency is INR. The Group does not have any foreign currency transactions and hence is not exposed to the Foreign Currency Risks.

(ii) Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of the financial instruments will fluctuate because of changes in market

interest rates. The Group's does not have any long term borrowings. Hence, the Group is not exposed to the interest rate risk.

(iii) Price risk

The Company's exposure to equity securities price risk arises from investments held by the Group and classified in the balance sheet either at fair value through OCI or at fair value through profit and loss. To manage its price risk arising from investments in equity securities, the Company offsets its risk through strong research policies practice followed.

Sensitivity

The table below summarizes the impact of increases/(decreases) of the BSE index on the Company's equity and Gain/ (Loss) for the period. The analysis is based on the assumption that the index has increased by 5 % or decreased by 5 % with all other variables held constant, and that all the Company's equity instruments moved in line with the index .

ARYAMAN FINANCIAL SERVICES LIMITED

Notes Forming Part of Consolidated Financial Statements for the year ended March 31, 2023

30 Financial risk factors

Impact on Profit before tax

Particulars	For the year ended	For the year ended
	March 31, 2023	March 31, 2022
	INR Lacs	INR Lacs
BSE Sensex - Increase 5 %	287.85	194.20
BSE Sensex - Decrease 5%	(287.85)	(194.20)

(iv) Underwriting Risk

The Group undertakes underwriting of various public issues of Securities in the Capital Market. This risk includes market making for new securities. This include compulsion to provide two way quotes to a client s on a Stock exchange. The Company carries cash flow risk in case it is required to compensate Underwriter for not able to provide the quoted. The Company manages this risk by underwriting issues only after strong research conducted by it.

(c) Credit risk

Credit risk is the risk of financial loss to the Group if a customer or counter-party fails to meet its contractual obligations. The Group is exposed to credit risks from its operating activities, primarily trade receivables, cash and cash equivalents, deposits with banks and other financial instruments.

The Group is not significantly exposed to the credit risk toward trade receivables considering the nature of services provided by the Company.

Trade receivables that have exposure to the Credit risks

Particulars	As at	As at
	March 31, 2023	March 31, 2022
	INR Lacs	INR Lacs
Financial assets for which loss allowance is measured using 12 months Expected Credit Losses (ECL)		
- Trade Receivables	30.32	19.57

Trade and other receivables

The Group considers the probability of default upon initial recognition of assets and whether there has been a significant increase in credit risks on an ongoing basis throughout each reporting period.

To assess whether there is a significant change increase in credit risk the Group compares the risks of default occurring on the assets as at the reporting date with the risk of default as at the date of initial recognition. It considers the reasonable and supportive forward looking information such as:

- (i) Actual or expected significant adverse changes in business.
- (ii) Actual or expected significant changes in the operating results of the counterparty.
- (iii) Financial or economic conditions that are expected to cause a significant change to the counterparty's ability to meet its obligations
- (iv) Significant increase in credit risk on other financial instruments of same counterparty

Ageing of the accounts receivables

Particulars	As at	As at
	March 31, 2023	March 31, 2022
	INR Lacs	INR Lacs
Less than 6 months	23.45	13.01
6 months - 1 year	1.54	6.56
1-2 years	4.05	-
2-3 years	0.95	-
More than 3 years	0.33	-
	30.32	19.57

Movement in provisions of doubtful debts and advances - There were no Provision of doubtful debts as on March 31, 2023 and March 31, 2022.

ARYAMAN FINANCIAL SERVICES LIMITED

Notes Forming Part of Consolidated Financial Statements for the year ended March 31, 2023

31 Capital risk management

The Group's objectives when managing capital are to :

- (i) safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders, and
- (ii) maintain an optimal capital structure to reduce the cost of capital

In order to maintain or adjust the capital structure, the parent Company may issue new shares, adjust the amount of dividends paid to shareholders etc. The Group's policy is to maintain a stable and strong capital structure with a focus on total equity so as to maintain investor, creditors and market confidence and to sustain future development and growth of its business. The Group will take appropriate steps in order to maintain, or if necessary adjust, its capital structure.

32 There are no litigations pending by or against the Company.

33 The financial statements were approved for issue by the Board of Directors on 29/05/2023

34 Recent Accounting pronouncements

Ind AS 12 –“Income taxes” - Appendix C – Uncertainty over income tax treatments :

On March 30, 2019, Ministry of Corporate affairs have notified Appendix C to Ind AS 12, uncertainty over the income tax treatments which is to be applied while performing the determination of taxable profits/(loss), tax bases, unused tax losses, unused tax credits and tax rates, when there is uncertainty over income tax treatments under Ind AS 12. According to the appendix, the company needs to determine the probability of the relevant tax authorities accepting the each tax treatments that the companies have used or plan to use in their income tax filings which has to be considered to compute the most likely amount or expected value of the tax treatments, when determining the taxable profits/(loss), tax bases, unused tax losses, unused tax credits and tax rates. The effective date for adoption of Ind AS 116 is annual period beginning on or after April 01, 2019. The Company is evaluating the impact of the issued appendix C on its financial statements.“

35 Following Subsidiary is considered in the Consolidated Financial Statement:

SR.NO	Name of The Entity	Country of Incorporation	% Holding either directly or through Subsidiaries	
			3/31/2023	3/31/2022
Direct Subsidiaries				
1	Aryaman Capital Markets Limited	India	74.28%	74.28%
2	Escorp Asset Management Company	India	52.47%	52.47%

36 Disclosure of Additional information required by Division II of Schedule III of the Companies Act, 2013:

As at March 31, 2023:

S.No.	Name of Entity	Net Assets		Share in profits and losses		Share in other comprehensive income		Share in total comprehensive income	
		As % of consolidated net assets		As % of consolidated net assets		As % of consolidated net assets		As % of consolidated net assets	
		Rs. In Lakhs	Rs. In Lakhs	Rs. In Lakhs	Rs. In Lakhs	Rs. In Lakhs	Rs. In Lakhs	Rs. In Lakhs	Rs. In Lakhs
1	Aryaman Financial Services Limited, Parent	15.46%	1,296.95	36.92%	189.83	0.00%	-	9.27%	189.83
2	Aryaman Capital Markets Limited, Subsidiary	34.10%	2,861.07	28.94%	148.78	57.99%	889.69	50.70%	1,038.47
3	Escorp Assets Management Limited, Subsidiary	50.44%	4,231.26	34.14%	175.51	42.01%	644.64	40.04%	820.15
	Total		8,389.27		514.12		1,534.33		2,048.44

As at March 31, 2022:

S.No.	Name of Entity	Net Assets		Share in profits and losses		Share in other comprehensive income		Share in total comprehensive income	
		As % of consolidated net assets		As % of consolidated net assets		As % of consolidated net assets		As % of consolidated net assets	
		Rs. In Lakhs	Rs. In Lakhs	Rs. In Lakhs	Rs. In Lakhs	Rs. In Lakhs	Rs. In Lakhs	Rs. In Lakhs	Rs. In Lakhs
1	Aryaman Financial Services Limited, Parent	17.46%	1,107.10	17.86%	134.41	0.00%	-	11.78%	134.41
2	Aryaman Capital Markets Limited, Subsidiary	28.74%	1,822.60	4.31%	32.47	7.46%	29.01	5.39%	61.48
3	Escorp Assets Management Limited, Subsidiary	53.80%	3,411.12	77.82%	585.60	92.54%	359.65	82.83%	945.25
	Total		6,340.82		752.48		388.66		1,141.13

37 The Company did not have any long- term contracts including derivative contracts for which there were any material foreseeable losses.

38 The Company has complied with number of layers of subsidiaries as prescribed under Section 186(1) of the Companies Act read with Companies (Restriction on number of layers) Rules, 2017.

39 The Company does not have transactions with the companies struck off under section 248 of Companies Act ,2013.

40 The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.

41 The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.

42 The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.

The Company has not any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

44 There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

45 The figures of the previous year's have been regrouped or reclassified wherever necessary to make them comparable.

46 Figures have been rounded off to the nearest lacs of Rupees

47 Figures in Brackets indicate Negative figures

For **V.N. PUROHIT & CO.**
Chartered Accountants
Firm Registration No. 304040E

O.P. Pareek
Partner
Membership No. 014238
UDIN:23014238BGXRQM4406

For and on behalf of Board Of Directors
ARYAMAN FINANCIAL SERVICES LIMITED

Shripal Shah
(Director)
DIN: 01628855

Shreyas Shah
(Director)
DIN: 01835575

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Narayan Pujari Nagar,
Worli, Mumbai, 400018,
Maharashtra, India

2, Neelsagar, A.G. Khan Road,
Narayan Pujari Nagar,
Worli, Mumbai, 400018,
Maharashtra, India

Place : Mumbai
Date : 29th May 2023

Chaitali Pansari
(Company Secretary)
PAN: BKHPP6512N