

REF: CIL/CC/44/2023-24

August 04, 2023

To, The Department of Corporate Services, <b>The BSE Limited,</b> P. J. Towers, Dalal Street, Mumbai- 400 001  <b>Scrip Code: 531358</b>	To, The Department of Corporate Services, <b>The NSE Limited,</b> 5 <sup>th</sup> Floor, Exchange Plaza Plot No. C/ 1, G Block, Bandra - Kurla Complex, Bandra (East), Mumbai - 400 051  <b>Scrip Code: CHOICEIN</b>
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**Sub: Annual Report for the Financial Year 2022-23 and Notice convening the 30<sup>th</sup> Annual General Meeting.**

Dear Sir/Madam,

As required under Regulation 30 and Regulation 34(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we submit herewith the Annual Report including Business Responsibility and Sustainability Report of the Company for the Financial Year 2022-23 along with the Notice convening the 30<sup>th</sup> Annual General Meeting ("AGM") scheduled to be held on **Saturday, August 26, 2023 at 04:00 P.M. (IST) at Hare Krishna Land Auditorium, Sri Mukteshwar Devalaya Rd Marg, Sainath Nagar, MHADA Colony, Juhu, Mumbai - 400049**, in accordance with relevant circulars issued by the Ministry of Corporate Affairs and SEBI.

In compliance with the aforesaid circulars, the Annual Report along with the Notice of the AGM has been sent only by electronic mode to those shareholders whose e-mail address is registered with the Company/ Registrar and Transfer Agent of the Company /Depository Participants.

The Annual Report along with the Notice of the AGM for the Financial Year 2022-23 is also available on the website of the Company at [www.choiceindia.com](http://www.choiceindia.com).

Request you to kindly take the above information on your record.

Thanking You,

Yours Truly,

For Choice International Limited

  
Karishma Shah

(Company Secretary & Compliance Officer)



The Joy of •  
**Earning**  
30<sup>th</sup> ANNUAL REPORT 2022 - 23

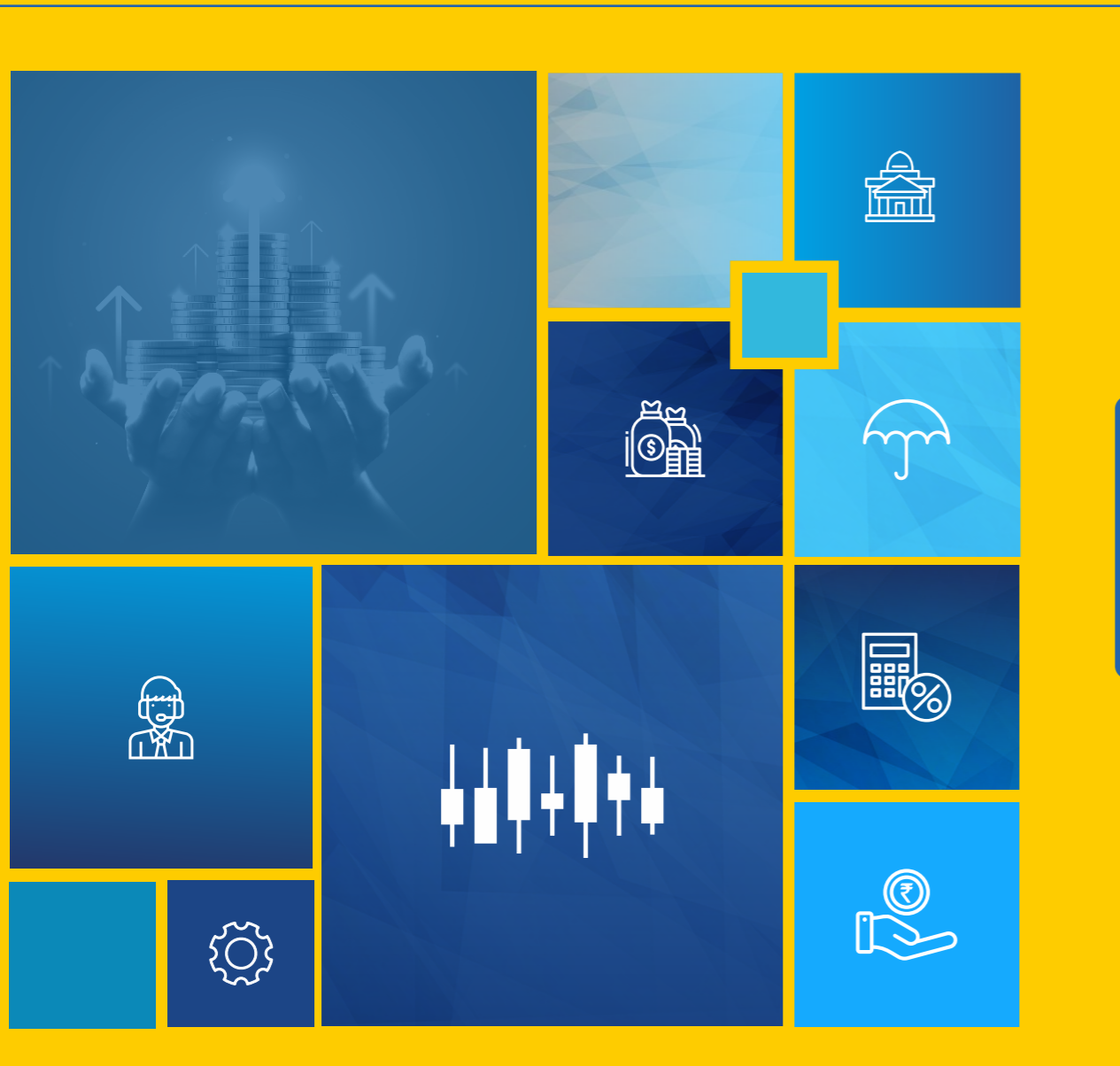


**“Choice”**  
shall uphold his values of  
**Integrity,  
Equality,  
Perseverance &  
Tranquillity**

in our Journey of being

**सर्वश्रेष्ठ**

**CA Sunil Patodia**  
Founder Promoter



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## LETTER FROM CHAIRPERSON



**I strongly believe that "The growth of a company is fuelled by a combination of strategic vision, adaptability, and relentless pursuit of excellence."**

Dear Shareholders,

As the Chairperson of this organization the previous financial year has been a wonderful journey for me. I would like to express my gratitude to each one of you, right from the Executive management to the Board of Directors, Members of the company, my employees and shareholders. This would not have been possible without your constant support and the confidence you all have instilled in me.

We as a part of this esteemed institution have strived to keep the ideologies of our Founder Promoter "Shri Sunil Patodia Ji" alive and are walking on the path shown by him. Our commitment to excellence and growth remains unchanged. We continue to progress towards our vision of being the "Top Financial Services" in India with utmost confidence and dedication.

With a mission to empower individuals and businesses we provide innovative financial solutions that help them achieve their goals. We believe that access to transparent and affordable financial services is crucial for inclusive growth and development, and we're committed to making it a reality for millions of people across the country.

With the professionally experienced senior leadership teams, we are constantly seeking new opportunities for expansion and diversification in India. Equipped with favourable demographics, a robust economy, and supportive government policies, the potential for success and value creation for our shareholders will be tremendous.

I strongly believe that "The growth of a company is fuelled by a combination of strategic vision, adaptability, and relentless pursuit of excellence." With this in our mind, the entire company is working relentlessly in achieving one common goal of becoming "सर्वश्रेष्ठ".

Looking ahead, I am confident that our continued dedication to our mission and our commitment to providing the highest level of customer service will enable us to achieve our financial targets and continue to make a positive impact on the lives of people across India.

Sd/-  
(Vinita Patodia)  
Chairperson  
DIN No: 06360364

## LETTER FROM MANAGING DIRECTOR



**I feel proud to announce that this year we ended with a Revenue of Rs. 3,952 Mn, a growth of 38% and a PAT of Rs. 601 Mn, a growth of 12%.**

### Letter from the Managing Director

Choice has concluded yet another fiscal year, and it has proven to be an extraordinary period for us in terms of our financial expansion and reaching unprecedented achievements. As we wrap up the financial year, we, at Choice, have numerous reasons to rejoice. We have not only accomplished our targets but also surpassed them, instilling in us the determination to strive even harder in the coming fiscal year. At Choice, we have consistently adhered to the principles set forth by our esteemed Founder Promoter, 'Shri Sunil Patodia Ji'. This steadfast commitment has consistently propelled us to surpass our performance expectations.

Against a backdrop of soaring inflation, rigorous monetary tightening, and increased uncertainties, the present economic downturn has impeded the speed of post-COVID-19 recovery, placing numerous nations, including both developed and developing ones, at risk of recession in 2023.

I feel proud to announce that this year we ended with a Revenue of Rs. 3,952 Mn, a growth of 38% and a PAT of Rs. 601 Mn, a growth of 12%. All our businesses have delivered excellent performance with the Broking & Distribution contributing 58% to the overall revenues, followed by the Advisory business, contributing 32% and the NBFC business contributed around 10% to our revenues. We have consistently delivered strong growth every year with the revenue growing at a 3 Year CAGR of 44% and PAT growing at a 3 Year CAGR of 69%. In this financial year, EBITDA stood at Rs. 1,087 Mn, growing at a 3 Year CAGR of 41%.

Despite the headwinds in the industry, our Broking business stood strong and we have successfully ended the year with a

total of 680k demat accounts. The number of active clients for the industry has been subdued due to volatility in the stock market, however, we are pleased to announce that Choice has held its 16th rank as per NSE's active (UCC) list.

The AUM for the Mutual Fund business stood at Rs 3,635 Mn, a growth of 11% YoY. We have successfully added more products in our Wealth division and are seeing an active traction from the customers. Choice Insurance Broking has exhibited phenomenal growth, clocked in a total premium of Rs. 535 Mn with a total of 17,171 policies sold in FY23.

One of the prime focus this year was our NBFC business, which was launched full-fledged in June, and we ended with a total loan book at Rs. 2,356 Mn and a retail loan book of Rs. 1,105 Mn. Our Advisory business is growing steadily and has an order book of Rs. 3.80 Bn. We can proudly say that we have a family of 31,252 Choice Business Associates executing our services on the ground level.

Every year has been a phenomenal year for us where we are successful in exceeding our targets. This motivates us to set new targets for ourselves and help Choice reach a level where we are one of the top most financial services institution in the country. We strongly believe that our agenda for financial inclusion is not just a business strategy, but a mission that we truly want to achieve.

I would like to thank all Stakeholders, business partners and employees for their constant support and for believing in us. We at Choice constantly strive to create shareholder wealth and we will continue to do so in the years to come. Your faith in us is what drives us to deliver our best.

Looking ahead, I am confident that our continued dedication to our mission and our commitment to providing the highest level of customer service will enable us to achieve our financial targets and continue to make a positive impact on the lives of people across India.

**Sd/-**  
**(Kamal Poddar)**  
**Managing Director**  
**DIN No: 01518700**

## LETTER FROM JOINT MANAGING DIRECTOR



**Our Broking business stood strong and we have successfully added 217k Demat accounts this year which was a growth of 47% YoY.**

According to the International Monetary Fund (IMF), global growth is expected to decelerate from 3.4% in 2022 to 2.9% in 2023, followed by a rebound to 3.1% in 2024. Despite uncertainties on the global scale, inflation remains persistently high in many countries. The average global inflation rate is predicted to be 5.2% in 2023, down from the two-decade high of 7.5% in 2022. Asian economies are projected to drive most of the global growth in 2023, benefiting from ongoing reopening efforts and relatively lower inflationary pressures compared to other regions. Indian economy is anticipated to achieve stable growth in 2023, propelled by factors such as private consumption, private investment, and government initiatives aimed at improving infrastructure and the business environment.

Indian financial services industry is expected to continue to grow and evolve in 2023, with digital products and services, fintech, and digital banking playing a key role in driving growth and innovation. India has emerged as one of the fastest-growing fintech markets in the world, with a market size estimated at \$150 billion by 2025. The growth of financial services and the fintech space is expected to continue, with sustained growth across the industry.

Choice has been continuing to grow with the same momentum every year. This year our yearly revenue has exceeded expectations of our initial projections. FY23 was a year of consolidation. All the efforts taken during the year will pace us for the phenomenal growth expected in the coming years. Our Broking business stood strong and we have successfully added 217k Demat accounts this year

which was a growth of 47% YoY. Our wealth advisory business has been expanding with a mutual fund AUM growth of 11% YoY. The Insurance business has been growing exponentially with increasing awareness and ease of buying insurance policy, we have sold more than 17K insurance policies this year and this number is growing every day.

Our primary emphasis this year revolved around our NBFC business, and we are delighted to announce that we have successfully assembled a robust team and developed a user-friendly application called "Choice Money." This initiative aims to facilitate our shift from institutional lending to retail lending. This year we ended with a total loan book at Rs. 2,356 Mn and a retail loan book of Rs. 1,105 Mn.

We are pleased to announce that our Advisory business is experiencing steady growth and currently holds an order book worth Rs. 3.80 billion. This vertical offers significant growth potential as we have established ourselves as a reliable partner for the Government, ensuring seamless project execution at the grassroots level.

As I envision the future of Choice International, a feeling of enthusiasm and positivity engulfs me. Our recent expansions mark the initial stages of our endeavour to introduce ground-breaking financial solutions to individuals throughout India. We are dedicated to extending our services to every part of the nation, guaranteeing financial inclusion for all. This commitment drives us forward with great anticipation for what lies ahead.

**Sd/-**  
**(CA Suyash Patodia)**  
**Joint Managing Director**  
**DIN No: 09489670**

## LETTER FROM THE CHIEF EXECUTIVE OFFICER



As we complete the financial year, we at Choice have a lot to celebrate. The past year has been a great success for us, with the company achieving its financial goals and reaching new heights. FY23 was a year of consolidation. All the efforts taken during the year will pace us for the phenomenal growth expected in the coming years.

Our mission is to empower individuals and businesses and provide innovative financial solutions that help them achieve their goals. We believe that access to transparent and affordable financial services is crucial for inclusive growth and development, and we're committed to making it a reality for millions of people across the country.

Over the years, we have built a reputation for excellence and integrity, and our customers trust us to deliver quality services that meet their evolving needs. With a strong presence in key markets and a talented team of professionals, we're well-positioned to drive growth and value for all our stakeholders.

As we reflect on our extraordinary achievements during FY23, we do not rest on our laurels. Choice International Ltd is determined to lead the charge towards a future where financial inclusion is a reality for all, regardless of their location or background. With our strong and ever expanding network of Choice Business Associates, we will be able to increase accessibility of financial services across the country especially in the tier III and beyond regions.

In the recent quarters, the brokerage industry has experienced a notable shift in its structure. The focus has moved from aggressive client acquisition to maintaining profitability in the face of rising compliance costs, all while improving unit economics. Particularly in the retail broking segment, we have witnessed a significant increase in dynamism. The entry of new players, digitization, disruptive technologies, and regulatory changes have completely transformed the way business is conducted.

We ended the year with an active client base of 211k and a total of 680k demat accounts all while

**We ended the year with an active client base of 211k and a total of 680k demat accounts all while maintaining our 16th rank this year as well, as per NSE's active (UCC) list.**

maintaining our 16th rank this year as well, as per NSE's active (UCC) list. With the increase in financial literacy in the country and more awareness amongst the youth, we expect this number to increase in the coming years.

Mutual Fund industry has seen a surge in investor participation especially from the youth in the recent years. Factors such as favorable market conditions, strong performance of mutual funds, broad range of investment options and the availability of online investment platforms have contributed to the growth of AUM. We have expanded our fleet of products and offerings under this vertical to cover the entire gamut of services. This segment has seen a growth of 11% YoY with our monthly SIP book increasing to Rs. 43 million, representing a 39% YoY growth and is expected to expand more going forward. Additionally, we have witnessed a significant increase in the number of clients availing our wealth services, which has grown by 184% over the past three years.

Another core business vertical, which is Insurance broking has demonstrated significant growth this year and we are aggressively growing this vertical every quarter. We ended the year with around 17,171 policies sold and generating a premium of Rs. 535 Mn. We are proud to announce partnership with Government of Maharashtra under the Gopinath Munde Shetakari Accident Insurance Scheme to settle insurance claims. Under the scheme, we will be serving over 3 crore farmers in Maharashtra, which is in line with our vision of meeting the requirements of the underserved population of India.

The major highlight for FY23 for our Broking & Distribution business was our initiative to transform the 'Jiffy' App into a Super App 'Choice FinX' in October. With cutting-edge technology it provides a simplified investing experience for users. This has enabled us to offer users the ability to leverage and easily invest in a variety of financial instruments all in one place, which has led to the major growth in users in the second half of the financial year.

Our NBFC business, which was our prime focus this year is going to be one of the most growing business for the next financial year as well. This year we ended with a total loan book of Rs. 2,356 Mn and a growing retail loan book. We also started digital lending for retail during the quarter two with a focus on Tier 3-5 cities, which received a very encouraging initial response. Our retail Loan book stood at Rs 22.3 Mn within the first 15 days of launch. We aim to serve

the MSME sector and serve 10X more MSME customers in the underserved geographies in the next three years.

The Advisory business is standing strong and we have successfully won many projects this year and have maintained a robust order book in FY23. This is expected to grow in the coming financial years. Our focus is to assist the government in executing projects on the grassroots level. We are working closely with the government on their Mission projects to ensure the service delivery to the last mile beneficiary. We are poised for a higher growth with strong credentials, dignified talent pool and technology at core for operational efficiency in the upcoming quarters.

In today's fast-paced world, embracing digital innovation is not just an option; it's a necessity. At Choice International Ltd, we recognize the significance of technology in transforming lives and enhancing financial accessibility. That's why our major focus is on digital financial services product development.

As the CEO of this organization, I couldn't be prouder of our team's dedication and relentless pursuit of excellence. The past year has been nothing short of remarkable, as our company soared to new heights and achieved its financial objectives with resounding success. We have entered the new financial year with great enthusiasm and zeal.

Our journey has just begun, and the road ahead is brimming with possibilities. We owe our success to our esteemed clients, dedicated employees, and supportive stakeholders. Together, we will continue to drive change and build a legacy of empowerment that transcends generations.

Thank you for being a part of our journey, and we look forward to creating a brighter, more inclusive future for everyone.

**Sd/-**  
**(CA Arun Kumar Poddar)**  
**Chief Executive Officer**  
**DIN No: 02819581**



## EXECUTIVE & NON EXECUTIVE DIRECTORS



**Mrs. Vinita Patodia**  
(Non - Executive - Non Independent)  
Chairperson



**CA Kamal Poddar**  
Managing Director



**CA Suyash Patodia**  
Joint Managing Director



**CA Arun Kumar Poddar**  
Executive Director & CEO



**CA Ajay Kejriwal**  
Executive Director

## INDEPENDENT DIRECTORS



**Mr. Ashok Kumar Thakur**  
Independent Director



**Mr. Kanhaiyalal Berwal**  
Independent Director



**CA Sobhag Mal Jain**  
Independent Director



**CA Subodh Kumar Agrawal**  
Independent Director



**CA Sudha Bhushan**  
Independent Director



**Mr. Sandeep Singh**  
Independent Director

## CORPORATE INFORMATION



**CA Manoj Singhania**  
Chief Financial Officer



**CS Karishma Shah**  
Company Secretary

### SUBSIDIARY COMPANIES

Choice Equity Broking Private Limited  
Choice Capital Advisors Private Limited  
Choice Consultancy Services Private Limited  
Choice Finserv Private Limited  
Choice Housing Finance Private Limited  
Choice Insurance Broking India Private Limited

### STEP-DOWN SUBSIDIARY COMPANIES

Choice Corporate Services Private Limited  
Choice Wealth Private Limited  
Choice Connect Private Limited  
Choice Tech Lab Solutions Private Limited  
Shreeyam Securities Limited  
SKP Green Ventures Private Limited  
Choice Global Advisory Services Limited  
Choice Portfolio Management Services Private Limited

### BANKERS

AXIS | PNB | ICICI | HDFC  
INDUSIND | AU SFB | Canara | SBM

### REGISTRAR AND SHARE TRANSFER AGENT

M/s. Link Intime India Pvt Ltd  
Address: C 101, 247 Park, L.B.S.Marg,  
Vikhroli (West), Mumbai - 400083.  
Contact No: 022 - 4918 6270;  
Fax No: 022 - 4918 6060  
Website: <https://www.linkintime.co.in/>  
Email: [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)

### REGISTERED OFFICE

Sunil Patodia Tower, Plot No. 156-158,  
J. B. Nagar, Andheri (east),  
Mumbai - 400099  
Phone No.: +91-022- 6707-9999  
Fax No.: +91-022-6707-9898  
Email : [info@choiceindia.com](mailto:info@choiceindia.com)  
Website : [www.choiceindia.com](http://www.choiceindia.com)

### STATUTORY AUDITORS FOR FY22-23

M/s. MSKA & Associates  
Chartered Accountants  
Mumbai

### SECRETARIAL AUDITORS

M/s. R.M.Mimani & Associates LLP  
Practicing Company Secretaries  
Thane

# Board Report

Dear Members,

The Directors are pleased to present the 30th Annual Report detailing the Business & Operations of your Company Choice International Limited ("the Company" or "Choice") along with the Audited Financial Statements both Standalone & Consolidated for the Year ended March 31, 2023.

This report read with the Corporate Governance Report, Management Discussion and Analysis Report & Financial Statements of the Company shall convey the organization structure, its Business Outlook & the performance of the Company. The Consolidated performance of the Company and its subsidiaries has been referred to wherever required.

The Report is available on the website of the Company [www.choiceindia.com](http://www.choiceindia.com).



## CORPORATE OVERVIEW

"The Joy of Earning" is what we uphold while endorsing our services. We at "Choice" truly believe in optimising resources for our clients with best of our endeavour.

Your Company along with its Subsidiaries referred to as "Choice" group is a multifaceted household offering various financial services essential for an individual in his life span. The key services provided by the group includes Stock Broking Services, Mutual Fund Distribution, NBFC Services, Insurance Distribution, Management Consulting & Investment Banking Services, Infrastructure & Government Advisory.

The group provides end to end platform for securing ones financial stability along with enhancing his capital.

**"AAP KIJIYE KAAMYABI KI TAYAARI, BAKI HUMARI ZIMMEDARI"**  
**OUR DRILL**

## FINANCIAL SUMMARY & HIGHLIGHTS

(Rs. In Lakhs)

Particulars	Consolidated		Standalone	
	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022
<b>Revenue</b>				
Revenue from operations	38,507.47	28,372.55	1,294.94	1,127.57
Other Income	1,010.12	223.04	3.78	0.56
<b>Total Revenue</b>	<b>39,517.59</b>	<b>28,595.59</b>	<b>1,298.72</b>	<b>1,128.13</b>
<b>Expenses</b>				
Operating expenses	-	-	-	-
Employee benefit Expenses	10,895.89	5,695.04	221.85	125.06
Finance Costs	2,192.30	1,533.12	368.44	313.51
Depreciation & Amortisation expenses	479.81	337.63	52.20	63.02
Administrative & other expenses	17,754.43	13,666.22	382.99	266.21
<b>Total Expenses</b>	<b>31,322.43</b>	<b>21,232.01</b>	<b>1,025.48</b>	<b>767.80</b>
<b>Net Profit Before Tax</b>	<b>8,195.16</b>	<b>7,363.58</b>	<b>273.24</b>	<b>360.33</b>
<b>Tax Expenses</b>				
a) Current Tax	2,306.60	1,871.96	65.67	93.00
b) Earlier Years Tax Expense	34.47	87.41	1.47	16.87
c) Deferred Tax	(152.70)	43.76	(22.80)	6.83
<b>Total Tax Expenses</b>	<b>2,188.37</b>	<b>2,003.13</b>	<b>44.34</b>	<b>116.70</b>
<b>Net Profit After Tax</b>	<b>6,006.79</b>	<b>5,360.45</b>	<b>228.90</b>	<b>243.63</b>
Other Comprehensive Income				
Items that will not be re classified to Profit & Loss				
Re- measurements gains defined benefit Obligations	(56.93)	(5.54)	(4.64)	(3.41)
Fair Value Loss on Investments	-	-	1.17	0.95
Tax Effects on above	13.94	1.49	(3.47)	(2.46)
<b>Total Comprehensive Income</b>	<b>5,963.80</b>	<b>5,356.40</b>	<b>225.43</b>	<b>241.17</b>
<b>Paid-up Equity Share Capital</b>	<b>9,951.20</b>	<b>4,975.60</b>	<b>9,951.20</b>	<b>4,975.60</b>
Reserves excluding Revaluation Reserves as per Balance Sheet	33,608.24	31,853.44	16,225.47	20,522.61
Earnings Per Share				
Basic	6.04	6.04	0.23	0.27
Diluted	6.01	6.04	0.23	0.27

## PERFORMANCE HIGHLIGHTS

### Consolidated Financial Performance

The Consolidated gross income of the Company for the financial year ended March 31, 2023 is ₹ 39,517.59 Lakhs as against ₹ 28,595.59 Lakhs in the previous year. Consolidated net profit during the year under review is ₹ 6,006.79 Lakhs as compared to ₹ 5,360.45 Lakhs in the previous year.

Consolidated Financial statements for the financial year ended March 31, 2023 have been prepared in accordance with Section 133 of the Companies Act, 2013 (the "Act") read with rules made thereunder and Indian Accounting Standards (the "Ind AS") 110. The Consolidated Financials reflect the cumulative performance of the Company together with its subsidiaries.

### Standalone Financial Performance

The total gross income of the Company for the financial year ended March 31, 2023 on standalone is ₹ 1,298.72 Lakhs as against ₹ 1,128.13 Lakhs in the previous year. The Company reported a net profit of ₹ 228.90 Lakhs for the year ended March 31, 2023 as compared to the Net Profit of ₹ 243.63 Lakhs in the previous year. The Company is a Holding Company, where all the services are offered through our subsidiaries.

Pursuant to the provisions of Section 136 of the Act, the Annual Report of the Company, containing, inter alia, its Standalone and the consolidated financial statements, along with the relevant documents and separate audited financial statements for each of the subsidiaries are available on the Website of the Company [www.choiceindia.com](http://www.choiceindia.com) under the "Investor's Relation" tab.

### RESERVES

As per Standalone Financial statements, the net balance in the reserves of the Company for FY 23 & FY 22 is as follows:

Particulars	(Rs. In Lakhs)	
	As on March 31, 2023	As on March 31, 2022
Capital Reserve	8.70	8.70
Securities Premium	13511.33	18,544.92
Statutory Reserves	382.73	382.73
Revaluation Reserve	4170.22	4170.22
Retained Earnings	1814.04	1585.14
Shares Based Payment Reserves	511.03	-
Other Comprehensive Income	(2.36)	1.12

The Board of Directors has decided to retain their entire amount of Profits for FY 2023 in P& L account.

### SUBSIDIARY COMPANIES

Pursuant to Section 129 (3) of the Companies Act, 2013 the Consolidated Financial Statements of the Company and its subsidiaries are prepared in accordance with the relevant Accounting Standard specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014, forms a Part of the Annual Report.

In accordance with Section 136 of the Companies Act, 2013 the Financial Statements of the Subsidiary Companies are available for inspection by the Members at the Registered Office of the Company during Business Hours on all days except Saturdays, Sundays and Public Holidays up to the date of the Annual General Meeting "AGM". Any member desirous of obtaining a copy of the said Financial Statements may write to the Company Secretary at the Registered Office of the Company.

The Financial Statements including the Consolidated Financial Statements, Separate Audited Financial statements along with other relevant documents required to be attached to this report have been uploaded on the website of the Company [www.choiceindia.com](http://www.choiceindia.com).

The detail of Material Changes in the Operations/ Nature of the business of the Subsidiaries during the Financial Year 2022-23 have been highlighted down below. The impact of such changes, if any has been adequately disclosed in the Financial Statements. **As on the date of the Report the Company has 14 Subsidiaries in its group out of which 8 are step down subsidiaries.** The Financial services offered by the group "Choice" are provided by the below mentioned subsidiaries.

## LIST OF SUBSIDIARIES

Sr.No	Name of the Subsidiary	Status
1	Choice Equity Broking Private Limited (CEBPL)	Wholly Owned Subsidiary(WOS)
	I) Choice Wealth Private Limited	WOS of CEBPL
	II) Choice Corporate Services Private Limited	WOS of CEBPL
	III) Choice Portfolio Management Services Private Limited	WOS of CEBPL
	IV) Choice Connect Private Limited	WOS of CEBPL
	V) Choice Tech Lab Solutions Private Limited	WOS of CEBPL
	VI) Shreeyam Securities Limited	WOS of CEBPL
2	Choice Capital Advisors Private Limited	Wholly Owned Subsidiary
3	Choice Consultancy Services Private Limited (CCSPL)	Wholly Owned Subsidiary
	I) SKP Green Ventures Private Limited	WOS of CCSPL
	2) Choice Global Advisory Services Limited	WOS of CCSPL
4	Choice Housing Finance Private Limited	Wholly Owned Subsidiary
5	Choice Finserv Private Limited	Subsidiary
6	Choice Insurance Broking India Private Limited	Subsidiary

### Brief details of the subsidiaries & their financial performance during the year 2022-2023:

#### I. M/s. Choice Equity Broking Private Limited – Wholly owned Subsidiary

The Securities Broking Business along with Depository Participant Business & Distribution Services of the group is provided by our wholly owned subsidiary M/s. Choice Equity Broking Private Limited ("CEBPL"). "CEBPL" is a Member Broker with NSE, BSE, MSEI, NCDEX, MCX and a Depository Participant with CDSL & NSDL.

The subsidiary continues to do well as the Gross Revenue of the Company for FY 2023 stood at ₹ 22,176.18 Lakhs (Previous Year: ₹ 15,780.04 Lakhs). During the year under review, the subsidiary made Profit before tax of ₹ 4,524.11 Lakhs (Previous Year: Profit ₹ 4,330.32 Lakhs).

During the year, the Company has acquired the Depository Participant (DP) Business of M/s. Yoha Securities Limited located in southern India. The Company is in process of further acquiring the Stock Broking & DP Business of various companies adding in the large clientele base of our subsidiary across the country.

#### I. M/s. Choice Wealth Private Limited

The group provides its mutual fund distribution services through our subsidiary M/s. Choice Wealth Private Limited. The Company M/s. Choice Wealth Private Limited (Choice Wealth) is registered with the "Association of Mutual Funds of India" (AMFI) as a Mutual Fund Distributor and is empanelled with various Mutual Fund Houses to distribute their services to the end clients.

Entire stake of the company M/s. Choice Wealth Private Limited is held by M/s. Choice Equity Broking Private Limited our wholly owned Subsidiary.

During the year under review, "Choice Wealth" has leveraged on Complete Wealth Solutions for the Retail, HNI & Institutional clients by offering fleet of products like Mutual Funds, Bonds/ NCD's, Corporate FD.

The Gross Revenue of the subsidiary for FY 2023 stood at ₹ 294.86 Lakhs (Previous Year: at ₹ 153.68 Lakhs). During the year under review, this company earned a Profit of ₹ 18.61 Lakhs (Previous Year: Loss of -11.31 Lakhs).

#### II. M/s. Choice Corporate Services Private Limited

The group provides its "Retail Loan Distribution" services through our step down subsidiary M/s. Choice Corporate Services Private Limited". The subsidiary strives on providing its clients speedier disbursement of Loans from the Bank at the promising Interest rates.

Entire stake of the company M/s. Choice Corporate Services Private Limited is held by M/s. Choice Equity Broking Private Limited our wholly owned Subsidiary.

The Gross Revenue of the Company for FY 2023 stood at ₹ 153.71 Lakhs (Previous Year ₹ 69.27 Lakhs). The Company earned a profit of ₹ 76.51 Lakhs (Previous Year: Profit of ₹ 4.18 Lakhs)

#### III. M/s. Choice Portfolio Management Services Private Limited

The Portfolio Management Services of the group is catered to the clients through our Subsidiary M/s. Choice Portfolio Management Services Private Limited a SEBI Registered Portfolio Managers.

The Gross Revenue of the Company for FY 2023 stood at ₹ 26.89 Lakhs (Previous Year ₹ 30.26 Lakhs). The Company incurred a loss of ₹ 13.44 Lakhs (Previous Year: Loss of ₹ 88.05 Lakhs)

#### IV. M/S. Choice Connect Private Limited

To widen our Network, the group has created an online platform where we on Board Business Associates through our online platforms named "Choice Connect" for distribution of our group services.

The Distribution module is provided through our step down subsidiary M/s. Choice Retail Solutions Private Limited under the brand name "Choice Connect".

Enabling individual agents to become full service financial advisors with the help of wide range of services, proprietary engine, engaging trainings and digital execution. "Choice Connect" focuses to provide accessible and affordable financial services to the real 'Bharat' with a human touch. For the very same reason "Choice Connect" have aggregated all the services of "Choice group" at one place and are offering it to end client via business associates.

It is a win-win proposition to both client and business associates as the clients gets better and improved product offering and services and the business associates are able to increase their earning capacity by offering multiple services to one client. Being an asset light model, it increases our reach without impacting any fixed cost.

Entire stake of the company M/s. Choice Connect Private Limited is held by M/s. Choice Equity Broking Private Limited our wholly owned Subsidiary.

The Gross Revenue of the Company for FY 2023 stood at ₹ 1692.17 Lakhs (Previous Year ₹ 1163.59 Lakhs). The Company earned a profit of ₹ 75.28 Lakhs (Previous Year: Profit of ₹ 4.04 Lakhs)

#### V. M/s. Choice Tech Lab Solutions Private Limited

Choice Tech Lab Solutions Private Limited (Choice Tech Lab) our step down subsidiary is the Technology arm of the group "Choice". The Subsidiary has been instrumental in shaping the group as a "Fintech" Financial Hub. The Entire Shareholding of the company M/s. Choice Tech Lab Solutions Private Limited is held by M/s. Choice Equity Broking Private Limited our wholly owned Subsidiary.

The Gross Revenue of the Company for FY 2023 stood at ₹ 1456.64 Lakhs (Previous Year ₹ 1018.77 Lakhs). The Company earned a profit of ₹ 0.44 Lakhs (Previous Year: Loss of ₹ 8.66 Lakhs)

#### VI. Shreeyam Securities Limited – (Formerly known as Escorts Securities Limited )

The Company "Shreeyam Securities Limited" a Prominent Broking House, headquartered in Delhi was taken over by our subsidiary M/s. Choice Equity Broking Private Limited with effect from February 14, 2022.

M/s. Shreeyam Securities Limited is an "SEBI" Registered Broker , Member Broker to "BSE", "NSE" , "MCX".

#### 2. M/s. Choice Capital Advisors Private Limited – Wholly Owned Subsidiary

M/s. Choice Capital Advisors Private Limited ("Choice Capital Advisors") is a SEBI registered category-I merchant banker, offering services such as IPO advisory, valuations, corporate finance etc. The Investment Banking & Capital Advisory services of the group are catered through our wholly owned Subsidiary "Choice Capital Advisors".

The Subsidiary had successfully acted as a lead banker to the rights issue of Quint Digital Media Limited and MK Ventures Capital Limited in the last financial year ("FY 23"). The subsidiary has also been appointed as lead banker to the company which is coming with an Initial Public Issue.

The subsidiary reported a Gross Revenue to ₹ 251.34 Lakhs for the FY 2023 as compared to Previous Year: ₹ 190.50 Lakhs. However the Company incurred a Loss after Tax of ₹ 12.70 Lakhs as compared to profit of Previous Year: ₹ 19.02 Lakhs.

#### 3. M/s. Choice Consultancy Services Private Limited – Wholly Owned Subsidiary

The group operates its Infrastructure consultancy business through its wholly owned subsidiary Choice Consultancy Services Private Limited ("CCSPL") . The subsidiary is distinguished consultant in the sectors such as Road, Highways and Bridges Development, Water Management, Affordable Housing, Solid Waste Management, Public Financial Reforms, Urban Development and sustainability, Information Technology, E- learning, Smart Education etc.

The various Joint ventures held by the Company as on date of the report are as follows:

- i. Thoughts Consultants Jaipur P L in JV with Choice Consultancy Services P L
- ii. CCSPL-I&RJV
- iii. Choice Consultancy Services JV Mars Planning & Engineering
- iv. CCSPL – PD&EX

The subsidiary further holds investments in M/s. SKP Green Ventures Private Limited

The Gross Revenue of the Company for FY 2023 stood at ₹ 9725.43 Lakhs (Previous Year ₹ 6877.66 Lakhs). The Company earned a profit of ₹ 2218.97 Lakhs (Previous Year: Profit of ₹ 421.19 Lakhs)

#### I. M/s. SKP Green Ventures Private Limited

M/s. SKP Green Ventures Private Limited (SKP Green Ventures) has been incorporated as a subsidiary of Choice Consultancy Services Private Limited ("CCSPL").

"SKP Green Ventures" operates in the renewable energy sector where the company develops large solar parks across India.

The Company (SKP Green Ventures) has further step down wholly owned subsidiaries namely (i) Bhadla Three SKP Green Ventures Private Limited (Bhadla Three), (ii) Bikaner Three SKP Green Ventures Private Limited & (iii) Fatehgarh Four SKP Green Ventures Private Limited. The first project, 300 MW solar park, is coming up in Bhadla region in Rajasthan which is housed in the company "Bhadla Three" Further there are two solar parks are scheduled to come up in Rajasthan state to be housed in different subsidiaries that has been formed under SKP Green Ventures.

#### 4. M/s. Choice Housing Finance Private Limited – Wholly Owned Subsidiary

The Company has incorporated the wholly owned subsidiary in the name of M/s. Choice Housing Finance Private Limited with effect from October 18, 2021. The Company shall soon undertake the activities of " Housing Finance" subject to the approval & Registration with the " Reserve Bank of India".

#### 5. M/s. Choice Finserv Private Limited – Subsidiary

The "NBFC" Services of the group is provided through our subsidiary M/s. Choice Finserv Private Limited. M/s. Choice Finserv Private Limited" had secured its Registration as an "Non- Deposit Taking Non- Banking Financial Company" with effect from January 12, 2018.

The Company is keen on expanding its geographical area of its operations in Tier 3 to Tier 6 Cities and also increasing its scope of services under retail Loan Category by providing MSME Loan, Commercial Vehicle Loan, Supply Chain Finance apart from the Normal Business Loans.

The Gross Revenue of the Company for FY 2023 stood at ₹ 4704.34 Lakhs (Previous Year ₹ 3955.49 Lakhs). The Company earned a profit of ₹ 425.64 Lakhs (Previous Year: Profit of ₹1522.25 Lakhs)

#### 6. M/s. Choice Insurance Broking India Private Limited – Subsidiary

The Company acquired 50 % stake in the subsidiary with effect from Oct 30, 2022. The subsidiary is registered with "Insurance Regulatory and Development Authority" as an Insurance Broker.

#### MATERIAL SUBSIDIARIES

The company's policy for determining material subsidiaries, as adopted by the Board of Directors, is in conformity with Regulation 16 of the SEBI LODR Regulations, the policy may be accessed on the website of the company at www.choiceindia.com in the " Investor Relations" Tab.

In terms of the said policy & in compliance with the provision of Regulation 16 of the LODR Regulations, below mentioned subsidiaries are the Material Subsidiaries of the Company as their Net worth / Income exceeds 10 % of the Consolidated Net worth of the Company.

Details of Material Subsidiaries as on March 31, 2023:

- i. Choice Equity Broking Private Limited
- ii. Choice Consultancy Services Private Limited
- iii. Choice Finserv Private Limited

#### MATERIAL CHANGES AFFECTING THE COMPANY

#### I DIRECT LISTING OF EQUITY SHARES ON NATIONAL STOCK EXCHANGE OF INDIA LIMITED (NSE)

During the Year under review, the "Equity Shares" of your Company were listed on " NSE" main Board platform with effect from April 08, 2022 under the name "CHOICEIN" bearing ISIN No : INE102B01014.

#### II. ISSUE OF BONUS EQUITY SHARES

The Board at its meeting held on August 04, 2022, had recommended the issue of Bonus Shares in the ratio of 1: 1 to the existing Equity Shareholders of the Company, the same was approved by the Members at the 29th Annual General Meeting of the Company held on September 15, 2022. The Securities Allotment Committee of the Company on September 26, 2022 allotted 4,97,56,000 Equity Shares in the ratio of 1: 1 i.e. 1 (One) new fully paid-up equity share of Rs. 10/- each for every 1 (One) fully paid-up equity share of Rs. 10/- each on pari -passu basis held by the Shareholders of the Company whose names appear on the Register of Members/list of beneficial owners as on September 23, 2022 ("Record Date").

Accordingly, the paid-up share capital of the Company has increased as follows:

Pre Allotment	Post Allotment
Rs. 49,75,60,000/- divided into 4,97,56,000 Equity Shares of Rs. 10/- each	Rs. 99,51,20,000/- divided into 9,95,12,000 Equity Shares of Rs. 10/- each

The 4,97,56,000 Equity Shares allotted as Bonus Shares were traded on the Exchange (BSE & NSE) with effect from October 03, 2022.

### III. APPROVAL OF CHOICE EMPLOYEE STOCK OPTION PLAN 2022

On the approval of the Nomination and Remuneration Committee, the Board had approved the “Choice Employee Stock Option Plan 2022” for the employees of the Company & its Subsidiaries.

The “Choice Employee Stock Option Plan 2022” consisting a pool of 80,00,000 Equity Shares which was approved by the Shareholders of the Company at the 29th Annual General Meeting of the Company held on September 15, 2022. On receipt of further approval from the Exchanges, the Nomination & Remuneration Committee of the Company on October 17, 2022 granted 9,62,500 Employee Stock Options to the eligible employees under Choice Employee Stock Option Plan 2022”.

The Details of the implementation of the scheme is attached as Annexure to the Board Report.

**Note: There are no material transaction from the end of the Financial Year till the date of this report.**

## SHARE CAPITAL

### AUTHORISED CAPITAL

During the Year under review the Authorised Capital of the Company was increased from Rs. 50,10,00,000/- ( Rupees Fifty Crores Ten Lakhs Only ) divided in to 5,10,00,000 Equity Shares of Rs. 10 /- each to Rs. 108,00,00,000/- ( Rupees One Hundred & Eight Crores Only ) divided in to 10,80,00,000 Equity Shares of Rs. 10 /- each

### PAIDUP CAPITAL

During the Year FY 22-23, the Issued, Subscribed & Paid up Capital of the Company of the Company was increased pursuant to allotment of Equity Shares on Bonus issue in the ratio of 1: 1.

**The Details of Change in Capital Structure during the Year are as follows:**

**Details of Equity Share Capital of M/s. Choice International Limited: ISIN No: INE102B01014**

Sr.No	Particulars	Date of Allotment	Number of Shares Allotted	Cumulative Total	Nominal Capital bearing face value of Rs. 10/- each (Cumulative Total)
1	Equity Shares at the beginning of the Year	-	-	49756000	497560000
2	Allotment of Bonus Shares in the ratio of 1:1	September 26, 2022	49756000	99512000	995120000

As on date of the report, there are in all 9,52,500 options granted under “Choice Employee Stock Option Plan 2022”(ESOP 2022) which shall be exercised in due course as per the terms of the “ESOP 2022” scheme.

As on March 31, 2023 the Total Issued, Subscribed & Paid up Capital of the Company stand at Rs. 99,51,20,000/- ( Rupees Ninety Nine Crore Fifty One Lakh Twenty Thousand Only ) divided in to 9,95,12,000 Equity Shares of face value of Rs. 10/-each.

## LISTING ON STOCK EXCHANGES

As on March 31, 2023, the Company's Equity Shares are listed on BSE Limited & the National Stock Exchange of India Limited.

## DIVIDEND

As on March 31, 2023 your company on the basis of Market Capitalisation is under Top 1000 Listed Companies, the Company thus have adopted the “Dividend Distribution Policy”.

Your Company has various expansions plan in place, thus it is essential to conserve the resources for the working capital requirements to complement the growth plan. The Board in line with the Policy adopted and is in the opinion to retain the resources.

## DEBENTURES

The Debentures issued by the Company in its previous Financial Years, have been duly redeemed by the Company on timely payment of Principal & the Interest amount. However the Company on due verification shall transfer the funds to the legal claimant of a deceased Debenture Holder holding Seven Debentures of face value of Rupees One Lakh each with accrued Interest thereby.

## DEPOSITS

During the year under review, the Company has not accepted any Public Deposits nor there are any outstanding Public Deposits during the Year ended March 31, 2023.

## INVESTOR EDUCATION AND PROTECTION FUND

During the Year, the Company has transferred the Un claimed dividend of Rs. 70,008/-. Further 839 Shares on which dividend were unclaimed for seven consecutive years were transferred as per the requirement of IEPF Rules. The Details of un Paid amount and the corresponding shares to be transferred to IEPF is available on the website of the Company.

Members are requested to claim the dividend which have remained unclaimed by sending a return notice to the company at info@choiceindia.com, secretarial@choiceindia.com or to Company's Registrar at rnt.helpdesk@linkintime.co.in or at their address at C – 101, 247 Park, LB S Marg, Vikhroli west, Mumbai – 400083.

## SECRETARIAL STANDARDS

Your Company has formulated appropriate systems to ensure Compliance with the provisions of all applicable Secretarial Standards issued by the Company Secretaries of India and that such systems are adequate & operating effectively.

## FINANCIAL ACCOUNTING

As mandated by the Ministry of Corporate Affairs, the Financial Statements for the Year ended on March 31, 2023 has been prepared in accordance with the guidelines issued for Indian Accounting Standards (Ind- As)

Pursuant to Section 129(3) of the Act read with Rule 5 of the Companies (Account) Rules, 2014 a statement containing salient features of the Financial Statements of Subsidiaries /Associate Companies / Joint Ventures is given in Form AOC -1 and forms an integral part of this report.

The estimates and judgements relating to the Financial Statements are made on a prudent basis, so as to reflect in a true and fair manner, the form and substance of transactions and reasonably present the Company's state of affairs, Profit and cash flow for the Year ended March 31, 2023.

## CORPORATE GOVERNANCE

Pursuant to Regulation 34 of the Listing Regulations, Report on Corporate Governance along with certificate from a Practicing Company Secretary certifying compliance with conditions on Corporate Governance forms part of this Annual Report.

## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

In terms of the provisions of Regulation 34 of the SEBI(Listing Obligations and Disclosures Requirements) Regulations 2015, the Management Discussion and Analysis Report forms part of this Annual Report.

## BUSINESS RESPONSIBILITY AND SUSTANABILITY REPORT

Pursuant to Regulation 34(2)(f) of the Listing Regulations and SEBI circular no. SEBI/LAD-NRO/ GN/2021/2 dated May 5, 2021, your Company provides the prescribed disclosures in lines with new reporting requirements on Environmental, Social and Governance (“ESG”) parameters called the Business Responsibility and Sustainability Report (“BRSR”).

The Business Responsibility & Sustainability Report describing the initiatives taken by the Company on Environmental, Social and Governance perspective forms part of this Report.

## CORPORATE SOCIAL RESPONSIBILITY (CSR)

The CSR expenditure's though not applicable to your Company, at group level the Company has contributed Rs. 75,30,000/- for CSR activities. Within the ambit of the provisions of the Company Acts, 2013, the company focuses on Education & Health care as major areas for the organic development of the Society and better future for our Country.

## PARTICULARS OF LOAN, GUARANTEES OR INVESTMENTS BY THE COMPANY

Details of Loans, Guarantees and Investments covered under the provisions of the Companies Act, 2013 along with the applicable Rules of the Act are given in the notes to the Financial Statements forming part of this Annual Report.

## RELATED PARTY TRANSACTIONS

Your Company has consistently adopted the practice of

undertaking related party transactions only in the ordinary and normal course of business & at arm's length basis, as part of practice of observing to highest standard of ethical, transparent, and accountable business.

In line with the provisions of the Companies Act, 2013 and the Listing Regulations, the Board has approved a policy on related party transactions. The policy on related party transactions has been placed on the Company's website at [www.choiceindia.com](http://www.choiceindia.com). All Related Party Transactions are placed before the Audit Committee for approval. Omnibus approval was obtained on a yearly basis for transactions which are of repetitive nature. All the transactions with the related parties were reviewed and approved by the Audit Committee and are in accordance with the policy on dealing structure of Related Party Framework adopted by the Company.

All related party transactions that were entered during the financial year 2022-23, were on arm's length basis and in ordinary course of business. As per SEBI (LODR) Regulations, 2015 for the Half Year ended March 31, 2023 the Company has disclosed the Related Party Transaction along with the Financial Results of the Company.

The details of the transactions with related parties during FY 2022-23 are provided in the accompanying financial statements. The details of Related Party transactions are set out in notes to the Financial Statements. Form AOC -2 pursuant to Section 134(3) (h) of the Companies Act, 2013 read with Rules as set out in the Annexure to this report & also form a part of the Financial Statements. During the year under review there are no material related party transactions with the Directors, Promoters & Key Managerial Persons of the Company.

The Related Party Transaction entered by the Subsidiary Companies are approved by the Audit Committee of the Company.

#### EXTRACTS OF ANNUAL RETURN

In accordance with the requirements under Section 92(3) and Section 134(3)(a) of the Act and the applicable rules, the annual return as on March 31, 2023 is available on the website of the Company [www.choiceindia.com](http://www.choiceindia.com).

#### CEO / CFO CERTIFICATIONS

The Certifications required in terms of Part B, Schedule II of the Listing Regulations, from Mr. Arun Kumar Poddar the Chief Executive Officer of the Company and Mr. Manoj Singhania, Chief Financial Officer of the Company, for the Financial Year 2023 - forms part of the Report on Corporate Governance.

#### DIRECTOR & KEY MANAGERIAL PERSON AS ON THE DATE OF THE REPORT

Brief Profile of the Board of Directors of the Company as on March 31, 2023 & as on the date of the report:

##### 1. Mrs. Vinita Patodia (DIN No. - 06360364) (Non - Executive -Non Independent) Chairman

Mrs. Patodia an Art graduate is actively involved in social service toward various organizations. Mrs. Patodia is the Promoter of The Byke Group of Hotels, Director of section 8 company named "Sunil Patodia Welfare Foundation" she is also a founder member of Girls Hostel Committee of RVG Education Foundation (previously known as Rajasthan Vidyartha Griha). Mrs. Patodia strongly supports the cause of women empowerment and has been instrumental in taking care of affairs at "Vijay Srigopal Khetan RVG Girls Hostel" for CA Students. Mrs. Patodia is founder trustee of "Shri Doongermal Patodia Charitable Trust" which is regularly contributing for the needs of the society through medical and education assistance.

Mrs. Patodia is also the founder member of "MITRA club", she is active participant in Chandivali Branch of Bharat Vikas Parishad. Mrs. Patodia joined Lionism in 2000 along with her spouse Late Shri Sunil Patodia. She is Trustee & Charter Member of Lions Club of Mumbai Heritage Galaxy.

##### 2. Mr. Kamal Poddar (DIN No. - 01518700) Managing Director

Mr. Kamal Poddar, a Fellow Member of the Institute of Chartered Accountants of India is leading the "Choice Group" for over a decade and is instrumental in delivering financial services with novelty.

Mr. Poddar has been instrumental in converting a CA practice firm into full fledged financial service hub. It's his vision and mantra of "Sarvashresth" that is implemented by each member at Choice Group in bringing innovation in every service and addition of services to its kitty year on year. With his meticulous approach, Choice has expended its horizon throughout the country and also internationally.

##### 3. Mr. Suyash Patodia (DIN No. 09489670) Joint Managing Director

Mr. Suyash Sunil Patodia is an Associate Member of the Institute of Chartered Accountants of India. He has completed his Three Years Articleship from "M/s Delloite Haskins & Sells LLP" which is among Top Four Chartered Accountant Firms in India. He is currently engaged in arranging tie-ups with Insurance Companies and is working on on-boarding new clients and intermediaries in one of our subsidiary M/s. Choice Insurance Braking India Private Limited. He has played an active role in developing ISMOS (Online Platform of Choice Insurance Braking) and scaling up Choice Connect (Back-end system) to bring Insurance Division in line with organisation

goal of being a fintech. He is also keenly involved in various employee engagement initiatives to bring in a young culture in the Company.

##### 4. Mr. Arun Kumar Poddar (DIN No. 02819581) Executive Director & CEO

Mr. Arun Kumar Poddar is a Fellow Member of the Institute of Chartered Accountants of India. He holds expertise in Financial Services, Government Advisory and Management Consulting. Holder of strong ability to solve complex company problems using excellent judgment and decision-making skills, he is known in the industry for fostered change in company culture to be more open, transparent, and accountable. Mr. Poddar has worked closely with government, large corporates and retail customers throughout his journey. His vision of making financial services accessible to every citizen of India will drive the organization to be more customer centric and accessible in Tier 3-4 cities.

##### 5. Mr. Ajay Kejriwal (DIN No. 03051841) Executive Director

A fellow member of the ICAI having experience of more than two decades in financial markets, Mr. Ajay Kejriwal has been very influential in steering the Technological advancement of the group "Choice".

A "SEBI" registered "Investment Adviser", a Diploma in "Information System Audit", Mr. Kejriwal has a distinguished knowledge & experience in the field of Finance, Taxation & Management and thus has played a pivotal role in the progress of group "Choice".

##### 6. Mr. Ashok Kumar Thakur (DIN No. 07573726) Independent Director

Mr. A K Thakur was the General Manager of Union Bank of India and has experienced more than 40 years of services in several and varied areas like Banking services, HR functions, Marketing, and management services.

##### 7. Mr. Kanhaiyalal Berwal (DIN No. 07535424) Independent Director

Mr. Kanhaiya Lal Berwal is a retired I.P.S and an Ex. Member of the Rajasthan Public Service Commission (R.P.S.C). Presently he is the D.G. Dr. B.R. Ambedkar foundation. He is associated with many Ngo's for the upliftment of SC/ST and other backward communities especially in the tribal area of Rajasthan.

##### 8. Mr. Subodh Kumar Agrawal (DIN No. 00553916) Independent Director

A Chartered Accountant by profession, Mr. Agrawal also holds a certification on "D.I.S.A" from the "Institute of Chartered Accountants of India" (ICAI). Further to add to his wings Mr. Agrawal also holds a Chartered Accountant Degree from the Institute of Chartered Accountants of

Australia.

A Law graduate from the University of Calcutta, Mr. Agrawal has served as the President of "ICAI" and also has aided BSE & NSE as an Arbitrator in Capital Market cases.

##### 9. Ms. Sudha Bhushan (DIN No. 01749008) Independent Director

Ms. Bhushan is Chartered Accountant, Company Secretary, Registered Valuer by Profession. Ms. Bhushan is an expert in FDI Policy & FEMA Regulations with 15 Years of experience. An advisor to "Bank of Baroda" for its NRI & International operations Ms. Bhushan have also authored various books on FDI, Foreign Exchange Management Act & Taxation.

A Scholar throughout her life Ms. Bhushan has been awarded many awards & recognitions.

##### 10. Mr. Sandeep Singh (DIN No. 02814440) Independent Director

Mr. Singh is a Post Graduate in Rural Development from Xavier Institute of Social Sciences, Ranchi and has a specialization in Media Planning and General Business Management.

Mr. Singh is currently the interim Chairman of the Board of Governor of "IIM Kashipur" & also on the Advisory Board of "National Institute of Mass Communication & Journalism" Ahmedabad and Indian "Institute of Democratic Leadership" Mumbai.

##### 11. Mr. Sobhag Mal Jain (DIN No. 08770020) Independent Director

Mr. S.M. Jain is a qualified Chartered Accountant (CA) and lastly held position of Executive Director (Finance & Accounts and Taxation) of LIC. He Joined LIC in June 1987 at the age of 24.5 yrs. as a direct recruit officer in a CA batch. Prior to this position of Executive Director, he was Director & Chief Executive of LICHFL CARE HOMES Mumbai, Chief Risk Officer at LIC pension fund Mumbai, Chief (F & A), Secretary (investment-operation), Secretary (Investment-Risk Management & Research), Secretary (Marketing) at Central Office. He was also Senior Divisional Manager In-charge of Ahmedabad Division before posting as Regional Manager (F&A) in central zone Bhopal.

### CHANGE IN DIRECTORSIP DURING THE YEAR

i. During the year under review, Mr. Suyash Patodia (DIN No: 09489670) & Mr. Arun Kumar Poddar (DIN No : 02819581) were appointed as the Executive Director's of the Company with effect from February 08, 2022, their appointment was approved by the Shareholders vide Postal Ballot Notice dated February 08, 2022 approved on April 30, 2022.

On May 24, 2022, the Board has appointed Mr. Suyash Patodia (DIN No: 09489670) as Joint Managing Director of the Company & Mr. Arun Kumar Poddar (DIN No: 02819581) as the Chief Executive Officer of the Company, their appointments were approved by the shareholders at 29th Annual General Meeting of the Company held on September 15, 2022.

ii. Mrs. Vinita Sunil Patodia (DIN No: 06360364) has been appointed as Additional Non-Executive Non Independent Chairperson of the Company with effect from May 24, 2022, her appointment as "Non-Executive Non Independent Chairperson" was approved by the Shareholders at the 29th Annual General Meeting of the Company held on September 15, 2022.

iii) During the year under review Mr. Sobhag Mal Jain (DIN No : 08770020) was appointed as Additional Non Executive - Independent Director of the Company with effect from May 04, 2023, his appointment as "Independent Director is subject to the approval of Shareholder's vide Post Ballot Notice dated June 21, 2023.

### RETIREMENT BY ROTATION & SUBSEQUENT REAPPOINTMENT

In accordance with the Provisions of Section 152 & other Applicable provisions if any of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules 2014 (including any statutory modification(s) or re-enactments(s) thereof for the time being in force) and the Articles of Association of the Company, Mr. Arun Kumar Poddar Executive Director (DIN No : 02819581) liable to retire by rotation at the ensuing Annual General Meeting and being eligible offered himself for reappointment.

The Board recommends his re-appointment for consideration of Members at the forthcoming Annual General Meeting of the Company. Appropriate resolutions for his re-appointment is being placed for the approval of the Members along with his Brief Resume and other related information has been placed in the Notice convening the 30th Annual General Meeting of the Company.

### INDEPENDENT DIRECTOR'S DECLARATION

The Independent Directors have submitted a declaration of independence, stating that they meet the criteria of independence provided under section 149(6) of the Act & regulation 16(1) (b) of the Listing regulations. There has been no change in the circumstances affecting their status as an

independent Director.

In terms of Regulation 25(8) of the Listing Regulations, the Independent Directors have confirmed that they are not aware of any circumstances situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties.

In the opinion of the Board, there has not been any change in the circumstances which may affect their status as Independent Directors of the Company and to the satisfaction of the Board their candidature holds experience, expertise & integrity. In terms of Section 150 read with Rule 6 of the Companies (Appointment & Qualification of Directors) Rules, 2014 as amended, the Independent Director of the Company have included their names in the data bank of Independent Directors maintained.

In terms of requirements of the Listing Regulations, the Board has identified core skills, expertise and competencies of the Directors in the context of the Company's businesses for effective functioning, which are detailed in the Corporate Governance Report.

In terms of Section 150 of the Act read with rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014 as amended, the name of all the Independent Director of the Company have been included in the data bank maintained by the Indian Institute of Corporate Affairs.

### KEY MANAGERIAL PERSONNEL (KMP)

The following are named personnel are the KMP's of the Company as on March 31, 2023 as per Sec 203 of the Companies Act, 2013.

Mr. Kamal Poddar	Managing Director
Mr. Suyash Patodia	Joint Managing Director
Mr. Arun Poddar	CEO & Executive Director
Mr. Ajay Kejriwal	Executive Director
Mr. Manoj Singhania	Chief Financial Officer
Ms. Karishma Shah	Company Secretary

### NUMBER OF MEETINGS OF THE BOARD

Four meetings of the Board of Directors were held during the Financial Year 2022-23. The details of the meetings of the Board of Directors of the Company during the Financial Year 2022-23 are given in the Corporate Governance Report which forms part of this Annual Report. The Company has complied with the applicable Secretarial Standards issued by the Institute of Company Secretaries of India.

### COMMITTEES OF THE BOARD

The Board of Directors has the following Committees as on March 31, 2023:

- I. Audit Committee
- II. Nomination & Remuneration Committee
- III. Stakeholder Relationship Committee
- IV. Corporate Social Responsibility Committee
- v. Risk Management Committee

The details of the above mentioned committee along with their Composition, Number of Meetings, held and attendance at the meetings are provided in the Corporate Governance Report.

For the smooth articulation of our operational & procedural part, the Company had constituted various Internal Committees consisting of the Executive, Independent Director of the Companies along with the involvement of the Senior Level Management in the Committee for the smooth operations of the Company, the details of the Committees constituted by the Company are as follows:

- i. Finance Committee
- ii. Investment Committee
- iii. Securities Allotment Committee
- iv. Rights Issue Committee

The meetings of the above mentioned Committees are held at Regular Intervals and decisions undertaken are the set of collective people on the consent of the majority of the members of the Committee. For fair & independent judgements the committee constitutes of optimum combination of Executive & Independent Directors. The resolutions undertaken by the Committees are verified by the Board in their subsequent Meetings.

### AUDITOR'S

#### Statutory Auditor's

As the tenure of M/s. Deloitte Haskins & Sells LLP, Chartered Accountants as the Statutory Auditor of the Company had been completed, the Board on the approval of the Audit Committee had approved the appointment of M/s. MSKA & Associates Chartered Accountants Firm headquartered in Mumbai as the Statutory Auditor of the Company for the First Term of Five consecutive years starting from the Conclusion of the 29th Annual General Meeting of the Company held on September 15, 2022 until the conclusion of Annual General Meeting of the Company to be held in year 2027.

M/s. MSKA & Associates Chartered Accountants had confirmed that they are not disqualified from being appointed as the Statutory Auditor of the Company.

We further like to inform that M/s. MSKA & Associates Chartered Accountants Firm the Statutory Auditors for the FY 22-23 have issued an unmodified opinion on the Financial Statements for the Financial Year ended March 31, 2023 and does not contain any qualifications, reservations, adverse remarks or disclaimers. The Statutory Auditors of the Company have not reported any fraud to the Audit Committee or the Board of Directors as specified under section 143(12) of the Act, during the year under review.

The Auditor's Report for the Financial Year ended March 31, 2023 on the Financial Statements (Standalone & Consolidated) of the Company is part of this Annual Report.

The Statutory Auditors M/s. MSKA & Associates Chartered Accountants were in attendance through their Manager at the 29th Annual General Meeting of the Company.

#### Secretarial Auditor / Audit

The Board of Directors of the Company has appointed M/s. R M Mirani & Associates LLP, practising Company Secretaries (CP No. 11601) as the Secretarial Auditor of the Company for the Financial Year 2022-2023.

The Secretarial Audit Report for the Financial Year ended March 31, 2023 under Companies Act, 2013, read with Rules made thereunder under Listing Regulation 24 A of the Listing Regulations (including any Statutory Modification(s) or re-enactment(s) thereof for the time being in force is set out as the Annexure to this Report. The Secretarial Audit Report confirms that the Company has complied with the provisions of the Acts, Rules, Regulations and guidelines that were no deviations or non-compliances. The Secretarial Audit Report does not contain any qualifications, reservations, adverse remarks or disclaimers.

The Secretarial Compliance Report for the Financial Year ended March 31, 2023 in relation to Compliance of all applicable SEBI Regulations/ Circulars / guidelines issued thereunder, pursuant to requirement of Regulation 24 A of the Listing Regulation, obtained from M/s. R M Mirani & Associates LLP, (Company Secretaries) is set out as Annexure to this Report. The Secretarial Compliance Report has been disclosed as a Part of Annual Report as good disclosure practice.

#### Secretarial Audit for Material unlisted Subsidiaries

As per the requirements of the Listing Regulations, practising Company Secretaries of the material unlisted subsidiaries of the Company have undertaken Secretarial Audit of material subsidiaries for FY 2023. The Secretarial Audit Report of such subsidiaries confirm that they have complied with provisions of the Acts, Rules, Regulations and Guidelines and there are no deviations or non-compliances.

All the material subsidiaries of the Company namely had undertaken Secretarial Audit or the Financial Year 2022-23 pursuant to Section 204 the Act. The Secretarial Audit Report issued by the Secretarial Auditors of the Unlisted Material Subsidiaries are appended to this report.

#### Internal Auditor

The Board of Directors of the Company has appointed M/s. Gupta Shyam & Co. Chartered Accountants (Registration No: 103450W) as the Internal Auditor of the Company for the Year 2022-23. The reports submitted by the Internal Auditor have been reviewed by the Statutory Auditor's and the Audit Committee on regular intervals.

## NOMINATION & REMUNERATION POLICY & COMMITTEE

The Board of Directors has framed a policy which lays down a framework in relation to remuneration of Directors, Key Managerial Personnel and Senior Management of the Company. The Policy broadly lays down the guiding principles, philosophy and the basis of payment of remuneration.

The policy also provides the criteria for determining Qualifications, positive attributes and Independence of Directors and criteria for appointment of Key Managerial Personnel, Senior Management and performance evaluation which are considered by the Nomination and Remuneration Committee and the Board of Directors while making selection of the candidates.

The Company has a Nomination and Remuneration Committee (NRC), which is responsible for formulating the criteria for appointment of Directors on the Board of the Company and persons holding Senior Management positions in the Company including their remuneration and other matters as provided under Section 178 of the Companies Act, 2013 and the Listing Regulations. The role of the NRC Committee encompasses conducting a gap analysis to refresh the Board on a periodic basis, including each time a Directors appointment or re- appointment is required. The NRC Committee is also responsible for reviewing the Profiles of Potential candidates the required, competencies and due diligence and meeting of potential candidates prior to making recommendations of their nomination to the Board.

### Criteria for Determining Qualifications, Positive Attributes and Independence of a Director:

In terms of the Provisions of Section 178(3) of the Act, and Regulation 19 of the Listing Regulations, the NRC has formulated the criteria for determining qualifications, positive attributes and independence of Directors, the key features of which are as follows:

**Qualifications:** The Board Nomination process encourages diversity of thought, experience, knowledge, age and gender. It also ensures that the Board has an appropriate blend of functional and industry expertise.

**Positive Attributes:** Apart from the duties of Directors as prescribed in the Act the Directors are expected to demonstrate high standards of ethical behaviour, communications skills and independent judgement. The Directors are expected to abide by the respective code of conduct as applicable to them.

**Independence:** A director will be considered independent if / she meets the criteria laid down in section 149 (6) of the Act, the Rules frames thereunder and Regulation 16 (1)(b) of the Listing Regulations.

### Evaluation Process:

Choice International Limited believes in value for its stakeholders through ethical process and integrity. The Board plays a very

important role in ensuring the Company's performance to monitor and provide timely inputs to enhance the Company's Performance and set right direction for growth. Hence it is important that every individual Board Member effectively contributes in the Board deliberations.

At "Choice" we follow annual evaluation for our Key Managerial Persons and other eligible employees including the senior management team. A process sculpted on this method has been designed for evaluation of Directors under this process, the company management will:

- Formulate the process for evaluating and rating Directors
- Design the evaluation template / questionnaire and implementation process
- Peer review of each Director
- Analyse feedback received from each Director
- Weighting the Evaluation summary of each Director.

### Key Evaluation Criteria:

- Attendance and contribution at Board and Committee meetings
- His/her stature, appropriate mix of expertise, skills, behaviour, experience, leadership qualities,
- Sense of sobriety and understanding of business, strategic direction to align company's value and standards.
- His/her knowledge of finance, accounts, legal, investment, marketing, foreign exchange/ hedging, internal controls, risk management, assessment and mitigation, business operations, processes and Corporate Governance.
- His/her ability to create a performance culture that drives value creation and a high quality of debate with robust and probing discussions.
- Effective decisions making ability to respond positively and constructively to implement the same to encourage more transparency.
- Open channels of communication with executive management and other colleague on Board to maintain high standards of integrity and probity.
- Recognize the role which he/she is expected to play, internal Board Relationships to make decisions objectively and collectively in the best interest of the Company to achieve organizational successes and harmonizing the Board.
- His/her global presence, rational, physical and mental fitness, broader thinking, vision on corporate social responsibility etc.
- Quality of decision making & understanding financial statements and business performance, raising of finance, best source of finance, working capital requirement, forex dealings, geopolitics, human resources etc.
- His/her ability to monitor the performance of management and satisfy himself with integrity of the financial controls and systems in place by ensuring right level of contact with external stakeholders.
- His/her contribution to enhance overall brand image of the Company.

### Criteria for Determining Remuneration of Director's, Key Managerial Personnel and Particulars of Employees:

The Remuneration paid to the Directors is in accordance with the Nomination & Remuneration Policy formulated in accordance with section 178 of the Act and Regulation 19 of the Listing Regulations (including any statutory Modification(s) or re-enactment(s) thereof for the time being in force.

### MANAGERIAL REMUNERATION

The Disclosure required under Section 197(12) of the Act read with the Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is annexed as Annexure and forms an integral part of this Report.

A statement comprising the names of top 10 employees in terms of remuneration drawn and every persons employed throughout the year, who were in receipt of remuneration in terms of Rule 5(2) and Rule 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed as Annexure and forms an integral part of this annual report. The said Annexure is not being sent along with this annual report to the members of the Company in line with the provisions of Section 136 of the Act. Members who are interested in obtaining these particulars may write to the Company Secretary at the Registered Office of the Company.

### POLICIES ADOPTED BY THE COMPANY

To follow the best practice of Good Corporate Governance & Transparency in its operations, the Company has set rules for its internal working and smooth functionality of its operations embedded the Company's policy. The policies adopted by the Company are as follows:

- Whistle Blower Policy
- Policy on Material Subsidiary
- Policy on Related Party
- Policy on Materiality of Events
- Policy on Archival of Information
- Nomination & Remuneration Policy
- Code of Conduct for the Board Members and Senior Managerial Employees
- Code of Fair Disclosure of Unpublished Price Sensitive Information
- Insider Trading Policy
- Code for Employees
- Policy on prevention of Sexual Harassment at Work Place
- Policy on Materiality of events
- Dividend Distribution Policy
- Risk Management Policy

### WHISTLE BLOWER POLICY / VIGIL MECHANISM

Your Company is dedicated in mounting a culture where it is safe for all employees to raise their concerns on any unacceptable practice or misconduct. Your Company is committed to abide by highest standard of ethical, moral and legal conduct of Business

operations. Your Company encourages its employees to come forward and express their concerns of any unfair practices.

Your Company believes in the conduct of the affairs in fair and transparent manner by adopting to the highest standards of professionalism, honesty, integrity & ethical behaviour.

The Company has a robust vigil mechanism through its Whistle Blower Policy approved and adopted by the Board of Directors of the Company in compliance with the provisions of Section 177 of the Companies Act & Regulation 22 of the Listing Regulations.

The Company has in place the structure to report genuine concerns or grievances & to provide adequate safeguards against victimization of persons. The Whistle Blower Policy has been posted on website of the Company [www.choiceindia.com](http://www.choiceindia.com).

During the Year under review there are no Complains/ reporting's received by the Company in the said mechanism for the Company and for its subsidiaries.

### POLICY ON PREVENTION OF SEXUAL HARASSMENT AT WORKPLACE

Your Company is committed to providing a nontoxic, safe & friendly work environment to all its employees and comrades. Your Company has established an Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and has formulated a policy and framework for employees to report sexual harassment cases at workplace.

All the women employees, permanent, contractual, temporary and trainees are covered under this policy. The Company's policy ensures complete confidentiality of information. On regular basis workshops and awareness programmes against sexual harassment are conducted across the organization. During the Financial Year 2022-23, no cases in the nature of Sexual harassment were reported at any work place of the Company, however there was one such instance of Complain in one of our subsidiary M/s. Choice Equity Broking Private Limited which was timely addressed by the Committee.

### RISK MANAGEMENT

The Board of Directors of the Company has a Risk Management Committee to frame, implement and monitor the risk management plan for the Company. The Committee is responsible for monitoring and reviewing the risk management plan and ensuring its effectiveness.

Adaption and execution of well- defined Risk Management plant is significant to avoid future exigencies, thus the Company's approach to articulate Business Risk is comprehensive and includes periodic review of risks and designing a framework for necessary controls and timely reporting.

The Audit Committee has additional oversight in the area of



financial risks and controls. The major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuing basis. The development and implementation of risk management policy has been covered in the Management Discussion and Analysis, which forms part of this report.

#### INTERNAL FINANCIAL CONTROL AND THEIR ADEQUACY

The Board of your Company has laid down internal financial controls to be followed by the Company. Such internal financial controls are adequate and operating effectively and are in lines with the size & complexities of the operations of your the Company.

Your Company also has a well- designed “Procurement” system in place which covers obtaining any kind of goods and services for our day to day operations and business, Vendor module, Invoicing module, Petty cash module and Admin Expenses management.

The “Procurement” system ensures a smooth approval process which is also helpful to establish clear guidelines and protocols for each approval chain, such as timelines for review and approval, documentation requirements, and escalation procedures in case of delays or issues. Overall, having a flexible and customizable approval process the system shall help in streamlining business operations which shall also improve efficiency.

Your Company has adopted policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to the Company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial disclosures.

The Board has adopted policies and procedures for governance of orderly and efficient conduct of its business, including adherence to the company’s policies, safeguarding its assets , prevention and detection of frauds and errors, accuracy and completeness of the accounting records and timely preparation of the accounting records and timely preparation of financial disclosures.

The Audit Committee of the Board reviews the adequacy and effectiveness of the internal control systems and suggests improvement to strengthen the same. The Audit Committee of the Board of Directors, statutory Auditors and the Business Heads are periodically apprised of the internal audit findings and corrective actions taken. Significant audit observations and corrective actions taken by the management are presented to the Audit Committee of the Board.

#### DETAILS OF SIGNIFICANT AND MATERIAL ORDERS

No significant and material orders were passed by the regulators or courts or tribunals impacting the going concern status and your company’s operations in future. There are no proceedings

pending /initiated against the Company under the Bankruptcy Code , 2016 during the year under review.

#### DIRECTORS RESPONSIBILITY & STATEMENT

Pursuant to Section 134 of the Act (including any statutory modification(s) or re- enactment(s) thereof for time being in force), the Directors of the Company State that:

- in the preparation of the annual accounts for the financial year ended March 31, 2023 the applicable accounting standards have been followed along with proper explanation relating to material departures if any.
- the Directors have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give true and fair view of the state of affairs of the Company as at March 31, 2023 and of the profits of the Company for the Financial Year ended March 31, 2023
- proper and sufficient care has been taken for maintenance of adequate accounting records with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- the Annual accounts / financial statements have been prepared on a going concern basis.
- internal financial control were in place and that the financial control were adequate and were operating effectively.
- proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

#### ENERGY & TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE

Adopting the thumb rule of “Go Green ” the Company has adopted technology , procedure & practise of Paperless working.

Though the operations of your Company are not energy intensive, the Company promotes green energy and energy saving initiatives . The initiatives taken by the Company are mentioned in the Business Responsibility & Suitability Report.

#### FOREIGN EXCHANGE

During the year under review, there are no Foreign Exchange earnings and outgo both on Standalone & Consolidated basis .

#### HUMAN RESOURCE

Your Company recognizes that, our employees are our most valuable asset, and we remain committed to foster a positive and inclusive work environment.

**Talent Acquisition and Development:** During the Financial Year

2022-23, we have focused on attracting and hiring top talent to support our growth and innovation. Our talent acquisition team has implemented strategies to identify and engage with qualified candidates, ensuring a diverse pool of applicants. We have also invested in employee development programs, providing opportunities for skill enhancement and career advancement.

**Employee Engagement and Well-being:** We believe that engaged and satisfied employees contribute significantly to our overall success. We have prioritized employee engagement initiatives, including regular communication channels, feedback mechanisms, and recognition programs.

**Diversity, Equity, and Inclusion:** We are committed to fostering a diverse, equitable, and inclusive Work place that respects and values the unique contributions of every individual. These initiatives aim to create an environment where everyone feels empowered, respected, and has equal opportunities for growth.

**Performance evaluation:** Regular and quarterly reviews ensure employees know where they stand. Conducting performance reviews regularly helps in keeping goals in the forefront of daily tasks.

**We extend our gratitude to our dedicated employees for their hard work, passion, and commitment to your organization’s success. Their contributions continue to drive our growth and enable us to achieve our strategic objectives. We remain committed to investing in our human resources and fostering a workplace culture that encourages collaboration, innovation, and excellence.**

#### APPRECIATION & ACKNOWLEDGEMENT

**Board of Directors place their sincere appreciation, for the contribution made by all our employees without who’s efforts and hard work , the company could not accomplish objectives**

The Directors also place on record their earnest gratitude for the continued support extended by the Bankers, Financial Institutions, Lenders and Stakeholders for their conviction and faith rested with the group “Choice”.

Further the Directors express their sincere appreciation to the all the Regulators of the Company namely the Reserve Bank of India , National Stock Exchange of India Limited , BSE Limited ,Securities & Exchange Board of India , Ministry of Corporate Affairs, Registrar of Companies, Depositories, other Government & Regulatory Authorities for their on-going support extended by them towards the Company.

#### On behalf of the Board of Directors

Sd/- <b>Kamal Poddar</b> (Managing Director) DIN No.: 01518700	Sd/- <b>Arun Poddar</b> (Director & CEO) DIN No: 02819581	Sd/- <b>Ajay Kejriwal</b> (Director) DIN No: 03051841
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Mumbai: July 17, 2023

ANNEXURE TO BOARD REPORT

**CHOICE EMPLOYEE STOCK OPTION SCHEME 2022**

Disclosure of details in respect of Company's Employees Stock Option Scheme termed as "Choice Employee Stock Option Plan 2022", being the only scheme directly implemented, for the year ended on March 31, 2023 in terms of Regulation 14 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and forming part of the Directors' Report on financial statement for the financial year ended on March 31, 2023.

**A. Relevant disclosures in terms of Indian Accounting Standard (Ind AS) 102 on Share-based Payment.**

(a) Pursuant to approval of the shareholders on September 15, 2022, the Company, during the year, has set up the Employee Stock Option Scheme titled "Choice Employee Stock Option Plan 2022" ("Scheme") with the objects inter alia to create sense of ownership among the employees, attract and retain needed talent and to incentivize them to achieve growth objectives. The Scheme covers eligible employees/directors of the Company as well as eligible employees/directors of its subsidiary companies. The Scheme provides for settlement in Equity and number of equity shares presently reserved under the Scheme are 8,000,000 (eighty lakhs) equity shares of Face Value INR 10/-.

The said approval accords the Board or any Committee including the NRC, which the Board has constituted, to create, offer, and grant Options, from time to time, in one or more tranches, to the permanent employees of the Company or the employees of subsidiary companies, whether in or outside India, including any managing or whole-time directors of the Company excluding independent director(s), but does not include an employee who is a promoter or a person belonging to the promoter group or a director(s), who either himself or through his relative or through anybody corporate, directly or indirectly, holds more than 10% of the outstanding Equity Shares.

The Scheme is compliant with the provisions of SEBI Share Based Employee Benefits and Sweat Equity Regulations 2021, Companies Act, 2013 and other applicable rules and regulations. The options granted, exercise price, vesting period and other terms and conditions applicable to the grants made are in compliance with the Scheme and applicable regulations.

The general terms and conditions in respect of such options granted and outstanding at the year-end are as under to employees of company and subsidiary companies.

Company Name	Grant Date	No. of options granted	Exercise price (INR)	Vesting period
Choice International Limited	17-10-2022	40,000	10	
Choice Capital Advisors Private Limited	17-10-2022	50,000	10	
Choice Connect Private Limited	17-10-2022	72,500	10	
Choice Consultancy Services Private Limited	17-10-2022	152,500	10	
Choice Equity Broking Private Limited	17-10-2022	392,500	10	25:25:25:25
Choice Finserv Private Limited	17-10-2022	20,000	10	each year
Choice Insurance Broking India Private Limited	17-10-2022	25,000	10	
Choice Tech Lab Solutions Private Limited	17-10-2022	2,00,000	10	
Choice Wealth Private Limited	17-10-2022	10,000	10	
<b>Total</b>		<b>9,62,500</b>		

Each vested option entitles the option grantee to apply for and be allotted one (1) equity share of INR 10 each in the Company and the exercise period in respect of all the options is a period of seven (7) years from the date of grant.

(b) The movement of share options during the year and weighted average exercise prices thereof is as under:

Particulars	No. of options	Range of exercise price per option (INR)	Exercise price (INR)
Outstanding at the beginning of the year	N.A.	N.A.	N.A.
Granted during the year	9,62,500	10	10
Forfeited/cancelled during the year	10,000	10	10
Lapsed during the year	Nil	N.A.	N.A.
Expired during the year	Nil	N.A.	N.A.
Exercised during the year	Nil	N.A.	N.A.
Outstanding at the end of the year	9,52,500	10	10
Exercisable at the end of the year	Nil	N.A.	N.A.

ANNEXURE TO BOARD REPORT

(c) The exercise price and weighted average remaining contractual life in respect of the options outstanding at the end of the year are as under:

Number of Options outstanding	Exercise price per share (INR)	Weighted average remaining contractual life (in years)
9,52,500	10	6.55

(d) The Company has measured the fair values of the services received/to be received as consideration for options granted indirectly, by reference to the fair value of such options. The weighted average fair values of the options granted during the year and relevant disclosures in relation to are as under:

Particulars	Grant-1
Grant Date	17-10-2022
Time based options granted	962,500
Weighted average fair value of options at Grant date	INR 245.66
Option Pricing Model used for measurement of fair value	Black- Scholes Merton Model
Weighted average share price	INR 252.65
Exercise Price	INR 10 per share
Expected Volatility	Expected volatility 55% is being used for all the vesting parts of options granted during year.
Expected Option life	Expected life considered is between 4 years to 5.5 years. The range has been expressed as expected option life for option is varying for each tranche over the vesting period.
Expected dividends	Nil
Risk free interest rate	Risk free rate between 7.46% to 7.56%.
The method used and the assumptions made to incorporate the effects of expected early exercise	Option grantees can exercise their right to option any time after vesting date and before the end of exercise period. Accordingly, mid-period convention has been used to incorporate the effects of expected early exercise of the options.
How expected volatility was determined, including an explanation of the extent to which expected volatility was based on historical volatility	Expected volatility during the expected term of the options is based on historical volatility of the observed market prices of the Company's publicly traded equity shares during a period equivalent to the expected term of the options.
Whether and how any other features of the option grant were incorporated into the measurement of fair value, such as a market condition.	N.A.
Accounting method	Fair Value method (Black Scholes)

(e) The effect of share-based payment transactions on the Company's profit for the period and on its financial position is presented below. No option was vested by the end of the period.

Particulars	March 31, 2023
Employee compensation cost recognized during the period by company	2,146,031
Employee compensation cost of subsidiary companies	48,956,269
<b>Total carrying amount in Employee Stock Option Outstanding</b>	<b>51,102,300</b>

**B. Diluted EPS:**

The Company has not yet issued equity shares against the options granted as vesting of options is yet to take place. However, diluted EPS calculated in accordance with Indian Accounting Standard (Ind AS) 33 on account of issue of potential ordinary shares, is presented below.

Particulars	31-03-2023
Profit after tax (INR in lakhs)	228.90
Earnings per share (INR): Basic	0.23
<b>Earnings per share (INR): Diluted</b>	<b>0.23</b>

C. Details related to the Choice Employee Stock Option Plan 2022 ("Scheme")

Sr. No. Requirement	Disclosure
(i) A description of each ESOS that existed at any time during the year, including the general terms and conditions of each ESOS, including –	During the year, the Company had only one employee stock option scheme termed as "Choice Employee Stock Option Plan 2022". This scheme is being directly implemented by the Company and not through a trust.
(a) Date of shareholders' approval	September 15, 2022
(b) Total number of options approved under ESOS	80,00,000 via fresh issue of equity shares
(c) Vesting requirements	The Board or the Nomination and Remuneration Committee may, at its discretion, lay down certain criteria including, but not limited to, the performance metrics on the achievement of which the granted Options would vest, the detailed terms and conditions relating to such performance-based vesting, and the proportion in which Options granted can vest, and which may be specified in the respective grant letters/award agreement or the vesting letters to be issued in this regard. Vesting period for Options: The Options would vest not earlier than 1 (one) year and options would vest not later than 5 (five) years from the date of grant of options. The vesting schedule (i.e. exact proportion in which and the exact period over which the Options would vest) would be determined by the Nomination and Remuneration Committee. The Options granted under the ESOP 2022 may vest in one or more tranches.
(d) Exercise price or pricing formula	The exercise price of the Vested Options shall be as stated in the Grant Letter, and shall either be as set out in the employment agreement with the relevant participant or shall be at a discount (at such rate as determined by the Board/Compensation Committee) to the market price (as on such date as determined by the Board/Compensation Committee).
(e) Maximum term of options granted	Maximum term of options granted is ten (7) years from the grant date.
(f) Source of shares (primary, secondary or combination)	Primary
(g) Variation in terms of options	Not applicable
(ii) Method used to account for ESOS - Intrinsic or fair value.	Fair value
(iii) Where the company opts for expensing of the options using the intrinsic value of the options, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the options shall be disclosed. The impact of this difference on profits and on EPS of the company shall also be disclosed.	Not applicable
(iv) (i) Option movement during the year:	
<b>Particulars</b>	<b>Details</b>
Number of options outstanding at the beginning of the period	Not applicable
Number of options granted during the year	962,500
Number of options forfeited / lapsed during the year	10000
Number of options vested during the year	Nil
Number of options exercised during the year	Nil

	Number of shares arising as a result of exercise of options	Nil
	Money realized by exercise of options (INR), if scheme is implemented directly by the company	Not applicable
	Loan repaid by the Trust during the year from exercise price received	Not applicable
	Number of options outstanding at the end of the year	952,500
	Number of options exercisable at the end of the year	Nil
(v) Weighted-average exercise prices and weighted-average fair values of options shall be disclosed separately for options whose exercise price either equals or exceeds or is less than the market price of the stock.		Weighted average exercise price: INR 10/- Weighted average fair value: INR 245.66/-
(vi) Employee wise details (name of employee, designation, number of options granted during the year, exercise price) of options granted to -		
a) Senior managerial personnel as defined under Regulation 16(d) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;		See Schedule I(a)
b) Any other employee who receives a grant in any one year of option amounting to 5% or more of option granted during that year; and		See Schedule I(b)
c) Identified employees who were granted option, during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the company at the time of grant.		Not Applicable
(vii) A description of the method and significant assumptions used during the year to estimate the fair value of options including the following information:		All these disclosures are given in A(d) above and the same are incorporated here by reference.
a) the weighted-average values of share price, exercise price, expected volatility, expected option life, expected dividends, the risk-free interest rate and any other inputs to the model;		Weighted-average values of Share Price – INR 252.65/- Exercise price – INR 10/- Expected volatility – 55% Expected option life – 4 to 5.50 years Expected dividends – 0% Risk-free interest rate – 7.46% - 7.56%
b) the method used, and the assumptions made to incorporate the effects of expected early exercise;		Option grantees can exercise their right to option any time after vesting date and before the end of exercise period. Accordingly, mid-period convention has been used to incorporate the effects of expected early exercise of the options.
c) how expected volatility was determined, including an explanation of the extent to which expected volatility was based on historical volatility; and		Expected volatility during the expected term of the options is based on historical volatility of the observed market prices of the Company's publicly traded equity shares during a period equivalent to the expected term of the options.
d) whether and how any other features of the option grant were incorporate into the measurement of fair value, such as a market condition.		Not Applicable

Details in respect of grants made in three years prior to IPO under each ESOS: Not applicable

All other Sections of Part F of Schedule-I of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 viz. Section D to G, are not applicable.

Schedule I(a)- Employee wise details of options granted to Senior Management Personnel as defined under Regulation 16(d) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**Schedule I (a)- Employee wise details of options granted to Senior Management Personnel as defined under Regulation 16(d) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Sr. No.	Name	Designation	Number of options granted during the year	Exercise price for the Options
1.	Mr. Ajay Kejriwal	Executive Director	50,000	INR 10/-
2.	Mr. Yogesh Jadhav	CTO	50,000	INR 10/-
3.	Mr. Manoj Singhania	CFO	20,000	INR 10/-
4.	Ms. Karishma Shah	Company Secretary	20,000	INR 10/-

**Schedule I(b)- Details of employees who received grant in 2021-22 amounting to 5% or more of options granted during that year**

Sr. No.	Name	Designation	Number of options granted during the year	Exercise price for the Options
1.	Mr. Ajay Kejriwal	Executive Director	50,000	INR 10/-
2.	Mr. Sunil Bagaria	Director of Subsidiary Company	50,000	INR 10/-
3.	Mr. Ratiraj Tibrewal	Director of Subsidiary Company	50,000	INR 10/-
4.	Mr. Bhalchandra Murarka	Director of Subsidiary Company	50,000	INR 10/-
5.	Mr. Nitesh Agarwal	Director of Subsidiary Company	50,000	INR 10/-

Place: Mumbai

**For Choice International Limited**  
Date: July 17, 2023

**COMPLIANCE CERTIFICATE**

**The Board of Directors**

**Choice International Limited**  
[CIN: L67190MH1993PLC071117]

Sunil Patodia Tower  
Plot No.156-158, J. B. Nagar, Andheri (East), Mumbai -400099

We have been engaged by Choice International Limited (hereinafter referred to as 'the Company') whose equity shares are listed on BSE Limited (Security Code: 531358) and National Stock Exchange of India Limited (Security Code: CHOICEIN) to conduct an audit in terms of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, read with SEBI's Circular No. CIR/CFD/CMD1/27/2019 dated February 08, 2019 and to issue Annual Secretarial Compliance Report thereon.

It is the responsibility of the management of the Company to maintain records, devise proper systems to ensure compliance of the provisions of Securities and Exchange Board of India Act, 1992 ("SEBI Act"), the Securities Contracts (Regulation) Act, 1956 ("SCRA"), and all applicable Rules, Regulations and circulars/ guidelines issued there under from time to time and to ensure that the systems are adequate and are operating effectively.

Our responsibility is to verify compliances by the Company with provisions of all SEBI Act, SCRA and all applicable Rules, Regulations and circulars/ guidelines issued there under from time to time and issue a report thereon. This is neither an audit nor an expression of opinion.

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

We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.

This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

Annual Secretarial Compliance Report in the format prescribed is enclosed herewith.

**For R M Mimani & Associates LLP [Company Secretaries]**  
[Firm Registration No. L2015MH008300]

**Manoj Mimani**  
(Partner)  
ACS No: 17083  
CP No: 11601  
PR No.: 1065/2021  
UDIN: A107083E000425997

Place: Mumbai  
Dated: May 30, 2023

A-101, Excellency, Old Raviraj Complex, Jesal Park, Bhayander (East), Thane - 401105  
Ph. No. 7021849216, Email:rmimani222@gmail.com

**R M MIMANI & ASSOCIATES LLP  
COMPANY SECRETARIES**

**Form No. MR.3**

**Secretarial Audit Report for the financial year ended on  
March 31, 2023**

**[Pursuant to Section 204(1) of the Companies Act, 2013 and  
the Rule 9 of the companies**

**(Appointment and remuneration of managerial  
personnel) Rule, 2014]**

To,  
**The Members**  
**Choice International Limited**  
**[CIN: L67190MH1993PLC071117]**  
Sunil Patodia Tower  
Plot No.156-158, J. B. Nagar, Andheri (East),  
Mumbai -400099

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

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company, the information provided by the Company, its officers, agents and authorised representatives during the conduct of secretarial audit, the explanations and clarifications given to us and the representations made by the Management.

We hereby report that in our opinion, the Company has during the audit period covering the financial year ended on March 31, 2023 generally complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company 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 there-under;
- II. The Securities Contracts (Regulation) Act, 1956 (SCRA) and the Rules made there-under;
- III. The Depositories Act, 1996 and the Regulations and bye-laws framed there-under;
- IV. Foreign Exchange Management Act, 1999 and the Rules and Regulations made there-under to the extent applicable.
- V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (**SEBI Act**) to the extent applicable to the Company;

**ANNEXURE TO BOARD REPORT**

- a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
  - d. The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021
- VI. There were no laws specifically applicable to the industry to which the Company belongs, as identified and confirmed by the Management, since the Company is an Investment Holding Company.

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

- a. Secretarial Standards issued by the Institute of Company Secretaries of India related to the meetings of Board of Directors and Shareholders;
- b. The SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015

We have relied on the representation made by the Company and its Officers for systems and mechanism formed by the Company and test verification on random basis carried out for compliances under other applicable Acts, Laws and Regulations to the Company

The compliance by the Company of the applicable direct tax laws, indirect tax laws and other financial laws has not been reviewed in this Audit, since the same have been subject to review by the other designated professionals and being relied on the reports given by such designated professionals.

During the audit period under review, the Company has complied with the provisions of the Act, rules, regulations, guidelines, standards etc. as mentioned above.

During the audit period under review, provisions of the following regulations were not applicable to the Company;

- a. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
- b. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- c. The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
- d. 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

**We further report that:**

- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during

the period under review were carried out in compliance with the provisions of the Act.

- Adequate notice is given to all the Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent in advance there was no formal system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting for meaningful participation at the Meeting.
- Decisions at the meetings of Board of Directors of the Company and Committee thereof were carried out with requisite majority.
- **The Company has maintained the data as required under regulation 3(5) of SEBI (Prohibition of Insider Trading) Regulations, 2015, in excel format till March 27, 2023.**
- **There was delayed of 24 days in transferring the amount of Unclaimed dividend – 2014-15, to Investor Education and Protection Fund, as required under section 125 of the Companies Act, 2013**

**We further report that** based on the information provided and representation made by the Company and also on the review of compliance reports of the respective department duly signed by the department head and Compliance Certificate(s) of the Managing Director/Company Secretary/CFO taken on record by the Board of Directors of the Company, in our opinion system and process exists in the company required to be strengthened to commensurate with the size and operations of the Company to monitor and ensure compliance with the applicable laws, rules, regulations and guidelines.

**ANNEXURE TO BOARD REPORT**

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

**For R M Mimani & Associates LLP [Company Secretaries]  
[Firm Registration No. L2015MH008300]**

**Sd/-  
Manoj Mimani  
(Partner)  
ACS No: 17083  
CP No: 11601  
PR No.: 1065/2021  
UDIN: A017083E000616211**

Place: Mumbai  
Dated: July 17, 2023

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

**ANNEXURE TO BOARD REPORT  
R M MIMANI & ASSOCIATES LLP  
COMPANY SECRETARIES**

**ANNEXURE – “A”**

To,  
**The Members**  
**Choice International Limited**  
**[CIN: L67190MH1993PLC071117]**  
Sunil Patodia Tower  
Plot No.156-158, J. B. Nagar, Andheri (East), Mumbai -40009

Our Secretarial Audit Report of even date is to be read along with this letter;

- Maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit;
- We have followed the audit practices and the processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion;
- We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company;
- Where ever required, we have obtained the Management Representation about the compliance of laws, rules and regulation and happening of events etc.;
- The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis;
- 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 R M Mimani & Associates LLP [Company Secretaries]  
[Firm Registration No. L2015MH008300]**

**Sd/-**  
**Manoj Mimani**  
**(Partner)**  
**ACS No: 17083**  
**CP No: 11601**  
**PR No.: 1065/2021**  
**UDIN: A017083E000616211**

Place: Mumbai  
Dated: July 17, 2023

**SECRETARIAL AUDIT REPORT  
For the financial year ended as on March 31, 2023**

**FORM NO. MR-3**

**(Pursuant to Section 204(1) of the Companies Act, 2013  
and Rule 9 of the Companies)  
(Appointment and Remuneration of Managerial  
Personnel Rules, 2014)**

To,  
**The Members,**  
**CHOICE EQUITY BROKING PRIVATE LIMITED**  
Sunil Patodia Tower, Plot No. 156-158, J.B. Nagar,  
Andheri (East), Mumbai 400099

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **CHOICE EQUITY BROKING PRIVATE LIMITED (CIN: U65999MH2010PTC198714)** ("the Company"). Secretarial audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the Company has, during the audit period covering the financial year ended as 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:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by **CHOICE EQUITY BROKING PRIVATE LIMITED**, for the financial year ended as on March 31, 2023 according to the provisions of:

- The Companies Act, 2013 ("the Act") and the rules made thereunder;
- The Securities Contracts (Regulation) Act, 1956 ("SCRA") and the rules made thereunder;
- The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment. - **(Not applicable to the Company during the Audit Period)**
- The following Regulations and Guidelines including any other Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992('SEBI Act') to the extent applicable to the Company:

- The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; **(Not applicable to the Company during the Audit Period)**

**ANNEXURE TO BOARD REPORT**

- The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; **(Not applicable to the Company during the Audit Period)**
- The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(Not applicable to the Company during the Audit Period)**
- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. **(Not applicable to the Company during the Audit Period)**
- The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **(Not applicable to the Company during the Audit Period)**
- The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not applicable to the Company during the Audit Period)**
- The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; **(Not applicable to the Company during the Audit Period)**
- The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; **(Not applicable to the Company during the Audit Period)**
- The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018. **(Not applicable to the Company during the Audit Period)**
- As informed to us, the below-mentioned laws/ rules/ regulations are specifically applicable to the Company:**
  - Securities and Exchange Board of India (Stock Brokers and Sub-Brokers) Regulations, 1992;
  - SEBI (Intermediaries) Regulations, 2008;
- Other applicable laws as specifically identified by the Company, and Rules made thereunder along with notifications and circulars as issued by the appropriate authorities from time to time.

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

- Secretarial Standards with respect to meeting of Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India under the provisions of the Companies Act, 2013.
- Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015) (Not applicable to the Company during the Audit Period since the Company is an Unlisted Deemed Public Company)

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

**ANNEXURE TO BOARD REPORT**

We further report that –

During the period under audit, the Company has duly filed annual returns and financial statements with the Registrar of Companies on timely basis and have complied with the provisions of the Act.

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors and Non-Executive Directors. During the period under review:

- Adequate notice is given to all directors to schedule the Board meetings, agenda and detailed notes on agenda were sent in respect of a meetings held during the period under review.
- Adequate system exists in the Company for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- Decisions at the Board Meetings were taken with requisite majority wherever required as per the Act.
- During the period under audit, all the resolutions at the Board Meetings were passed unanimously, and the same were duly recorded in minutes of such Board Meetings.

**We Further Report that, during the audit period, there were no instances of the following:**

- i. Public issue/ Rights issue/ Preferential issue/ Debentures/ Sweat Equity, etc.
- ii. Redemption/ buy-back of securities
- iii. Foreign technical collaborations
- iv. Major decisions taken by members Pursuant to Section 180 of Companies Act, 2013
- v. Merger/ amalgamation/ reconstruction, etc.

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

We further report that the compliance by the Company of applicable financial laws including but not limited to direct and indirect tax laws has not been reviewed in this audit since the same have been subject to review by statutory financial auditor and other designated professional.

**For Suman Sureka & Associates,  
Company Secretaries**

**Sd/-  
(Suman Sureka)  
Proprietor  
C.P. No. 4892  
M.NO F6842**

**UDIN: F006842E000612117  
Peer Review Certificate No. 2104/2022**

Date: 14/07/2023  
Place: Mumbai

**Note** - This report is to be read with my letter, annexed as **Annexure – A** and it forms an integral part of this report.

**ANNEXURE TO BOARD REPORT**

**ANNEXURE – A**

To,

**The Members,  
CHOICE EQUITY BROKING PRIVATE LIMITED**  
Sunil Patodia Tower, Plot No. 156-158, J.B. Nagar,  
Andheri (East), Mumbai 400099

Our report to be read along with this letter.

- a. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
- b. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices we followed provide a reasonable basis for our opinion.
- c. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
- d. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
- e. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
- f. 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 Suman Sureka & Associates,  
Company Secretaries**

**Sd/-  
(Suman Sureka)  
Proprietor  
C.P. No. 4892  
M.NO F6842**

**UDIN: F006842E000612117  
Peer Review Certificate No. 2104/2022**

Date: 14/07/2023  
Place: Mumbai

**ANNEXURE TO BOARD REPORT**

**SECRETARIAL AUDIT REPORT**

For the financial year ended as on March 31, 2023

**FORM NO. MR-3**

(Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies)

(Appointment and Remuneration of Managerial Personnel Rules, 2014)

To,

**The Members,  
CHOICE CONSULTANCY SERVICES PRIVATE LIMITED**

Sunil Patodia Tower, Plot No. 156-158 J.B. Nagar,  
Andheri (East) Mumbai 400099

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **CHOICE CONSULTANCY SERVICES PRIVATE LIMITED (CIN: U72900MH2010PTC198603)** ("the Company"). Secretarial audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the Company has, during the audit period covering the financial year ended as 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:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by **CHOICE CONSULTANCY SERVICES PRIVATE LIMITED**, for the financial year ended as 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 (Not applicable to the Company during audit period).
- v. The following Regulations and Guidelines including any other Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992('SEBI Act') to the extent applicable to the Company:-

**ANNEXURE TO BOARD REPORT**

- a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; **(Not applicable to the Company during the Audit Period)**
- b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; **(Not applicable to the Company during the Audit Period)**
- c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(Not applicable to the Company during the Audit Period)**
- d. Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. **(Not applicable to the Company during the Audit Period)**
- e. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **(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; **(Not applicable to the Company during the Audit Period)**
- h. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; **(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)**
- vi. Other applicable laws as specifically identified by the Company, and Rules made thereunder along with notifications and circulars as issued by the appropriate authorities from time to time.

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

- i. Secretarial Standards with respect to meeting of Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India under the provisions of the Companies Act, 2013.
- ii. Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015) **(Not applicable to the Company during the Audit Period since the Company is an Unlisted Deemed Public Company)**

**We further report that –**

During the period under audit, the Company has duly filed annual returns and financial statements with the Registrar of Companies on timely basis and have complied with the provisions of the Act.

The Board of Directors of the Company is duly constituted with proper balance of Executive and Non-Executive Directors. During the period under review:

- Adequate notice is given to all directors to schedule the Board meetings, agenda and detailed notes on agenda were sent in respect of a meetings held during the period under review.
- Adequate system exists in the Company for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- Decisions at the Board Meetings were taken with requisite majority wherever required as per the Act.
- During the period under audit, all the resolutions at the Board Meetings were passed unanimously, and the same were duly recorded in minutes of such Board Meetings.

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

**We Further Report that, during the audit period, there were no instances of the following:**

- i. Public issue/ Rights issue/ Preferential issue/ Debentures/ Sweat Equity, etc.
- ii. Redemption/ buy-back of securities
- iii. Foreign technical collaborations
- iv. Major decisions taken by members Pursuant to Section 180 of Companies Act, 2013
- v. Merger/ amalgamation/ reconstruction, etc.

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

We further report that the compliance by the Company of applicable financial laws including but not limited to direct and indirect tax laws has not been reviewed in this audit since the same have been subject to review by statutory financial auditor and other designated professional.

For Suman Sureka & Associates,  
Company Secretaries

Sd/-  
(Suman Sureka)  
Proprietor  
C.P. No. 4892  
M.NO F6842

UDIN: F006842E000612117  
Peer Review Certificate No. 2104/2022

Date: 14/07/2023  
Place: Mumbai

**Note** - This report is to be read with my letter, annexed as **Annexure – A** and it forms an integral part of this report.



ANNEXURE TO BOARD REPORT

ANNEXURE – A

To,

**The Members,**  
**CHOICE CONSULTANCY SERVICES PRIVATE LIMITED**  
Sunil Patodia Tower, Plot No. 156-158 J.B. Nagar,  
Andheri (East) Mumbai 400099

Our report to be read along with this letter.

- a. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
- b. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices we followed provide a reasonable basis for our opinion.
- c. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
- d. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
- e. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
- f. 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 Suman Sureka & Associates,**  
**Company Secretaries**

Sd/-  
(Suman Sureka)  
Proprietor  
C.P. No. 4892  
M.NO F6842

UDIN: F006842E000612117  
Peer Review Certificate No. 2104/2022

Date: 14/07/2023  
Place: Mumbai

**SECRETARIAL AUDIT REPORT**  
**For the financial year ended as on March 31, 2023**

**FORM NO. MR-3**

**(Pursuant to Section 204(1) of the Companies Act, 2013 and**  
**Rule 9 of the Companies)**  
**(Appointment and Remuneration of Managerial Personnel**  
**Rules, 2014)**

To,

**The Members,**  
**CHOICE FINSERV PRIVATE LIMITED,**  
Sunil Patodia Tower, Plot No. 156-158, J.B. Nagar,  
Andheri (East), Mumbai 400099

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **CHOICE FINSERV PRIVATE LIMITED (CIN: U74999MH2016PTC281908)** ("the Company"). Secretarial audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the Company has, during the audit period covering the financial year ended as 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:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by **CHOICE FINSERV PRIVATE LIMITED**, for the financial year ended as 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;- (Not applicable to the Company during the Audit Period)
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder; - (Not applicable to the Company during the Audit Period)
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment. (Not applicable to the Company during the Audit Period)
- v. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;-
- vi. The following Regulations and Guidelines including any other Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992('SEBI Act') to the extent applicable to the Company:-

ANNEXURE TO BOARD REPORT

- a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; **(Not applicable to the Company during the Audit Period)**
- b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; **(Not applicable to the Company during the Audit Period)**
- c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(Not applicable to the Company during the Audit Period)**
- d. Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. **(Not applicable to the Company during the Audit Period)**
- e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not applicable to the Company during the Audit Period)**
- f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; **(Not applicable to the Company during the Audit Period)**
- g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; **(Not applicable to the Company during the Audit Period)**
- h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018. **(Not applicable to the Company during the Audit Period)**
- vii. Other applicable laws as specifically identified by the Company, and Rules made thereunder along with notifications and circulars as issued by the appropriate authorities from time to time.

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

- i. Secretarial Standards with respect to meeting of Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India under the provisions of the Companies Act, 2013.
- ii. The Company is not listed on any Recognised Stock Exchange or any National Stock Exchange in India. Therefore, being a non-listed entity during the period under review, the compliances related to listing regulation (SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015) are not applicable to the Company.

**We further report that –**

During the period under audit, the Company has filed annual returns and financial statements with the Registrar of Companies on timely basis and have complied with the provisions of the Act.

**ANNEXURE TO BOARD REPORT**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors and Non-Executive Directors. During the period under review:

- Adequate notice is given to all directors to schedule the Board meetings, agenda and detailed notes on agenda were sent in respect of a meetings held during the period under review.
- Adequate system exists in the Company for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- Decisions at the Board Meetings were taken with requisite majority wherever required as per the Act.
- During the period under audit, all the resolutions at the Board Meetings were passed unanimously, and the same were duly recorded in minutes of such Board Meetings.

We further report that during the audit period, the Company had following events which had bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc.

**REGISTERED OFFICE**

The Registered Office of the Company has changed from Shree Shakambhari Corporate Park, 156-158, Chakravarti Ashok Society, J.B.Nagar, Andheri(East), Mumbai: 400099 to Sunil Patodia Tower, Plot No. 156-158, J.B. Nagar, Andheri (East), Mumbai: 400099 w.e.f. 11th April, 2022

**ALLOTMENT OF EQUITY SHARES**

The Company allotted on 9th November, 2022, 15,00,000 equity Shares of Rs.10 each at a price of Rs. 46.50 (Inclusive of Premium of Rs. 36.50) each aggregating to Rs. 6,97,50,000 (Six Crore Ninety-Seven Lakh Fifty Thousand) to Mr. Vijendra Singh Shekhawat on Preferential issue basis.

**INCREASED IN AUTHORISED CAPITAL**

The Authorised Share capital of the Company has increased from Rs. 75,00,00,000 (Seventy Five Crore) to Rs. 80,00,00,000 (Eighty Crore) vide resolution passed at Extra Ordinary General Meeting held on January 27, 2023.

**EMPLOYEES' STOCK OPTION**

The Company has approved scheme of employees' stock option Plan 2022 in the Extra Ordinary General Meeting held on 17th October, 2022

**CONVERSION OF UNSECURED LOAN INTO EQUITY SHARES**

The Company allotted 53,76,500 Equity Shares of Face value of Rs. 10/- at a premium of Rs. 36.50 at a price Rs. 46.50 aggregating

to Rs. 25,00,07,250 (Twenty Five Crore Seven Thousand Two Hundred and Fifty) by Conversion of Unsecured loan into Equity Shares of the Company.

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

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

We further report that the compliance by the Company of applicable financial laws including but not limited to direct and indirect tax laws has not been reviewed in this audit since the same have been subject to review by statutory financial auditor and other designated professional.

**For Divya Mota  
Company Secretaries**

**Sd/-  
(Divya Mota)  
C.P. No. 17217**

**UDIN: A047040E000619403  
Peer Review Certificate No. 2773/2022**

Date: 17/07/2023  
Place: Kolkatta

**Note** - This report is to be read with my letter, annexed as **Annexure – A** and it forms an integral part of this report.

**ANNEXURE TO BOARD REPORT**

**ANNEXURE – A**

To,  
**The Members,  
CHOICE FINSERV PRIVATE LIMITED**  
Sunil Patodia Tower, Plot No. 156-158, J.B. Nagar,  
Andheri (East), Mumbai 400099

Our report to be read along with this letter.

- Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
- We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices we followed provide a reasonable basis for our opinion.
- We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
- Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
- The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
- 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 Divya Mota  
Company Secretaries**

**Sd/-  
(Divya Mota)  
C.P. No. 17217  
UDIN: A047040E000619403  
Peer Review Certificate No. 2773/2022**

Date: 17/07/2023  
Place: Kolkatta

ANNEXURE TO BOARD REPORT

ANNEXURE TO BOARD REPORT

ANNEXURE TO DIRECTOR'S REPORT AOC-1

Statement containing the salient features of the financial statement of subsidiaries/ associate companies/ joint venture

PART "A" SUBSIDIARIES  
[Pursuant to first proviso to Sub-section (3) of section 129 of the Companies Act, 2013, read with Rule 5 of the Companies (Account) Rules, 2014]

Sr. No	Name of Subsidiary	Reporting Period	Exchange Rate	Share Capital	Reserve & Surplus	Total Assets	Total Liabilities	Total Investments	Turnover	Profit Before Taxation	Provision for Taxation	Profit After Taxation	Proposed Dividend	% of Shareholding
1	Choice Equity Broking Private Limited(CEBPL)	March 31, 2023	INR	801.78	14,940.10	54,519.14	38,777.25	2,635.50	22,176.18	4,524.11	1,190.08	3,304.03	-	100%
2	Choice Capital Advisors Private Limited	March 31, 2023	INR	505.00	284.44	973.31	183.86	450.00	251.34	(1.33)	11.37	(12.70)	-	100%
3	Choice Consultancy Services Private Limited (CCSPL)	March 31, 2023	INR	500.00	3,505.23	7,726.35	3,721.12	7.50	9,725.42	3,012.28	793.33	2,218.94	-	100%
4	Choice Housing Finance Private Limited	March 31, 2023	INR	-	-	-	-	-	-	-	-	-	-	100%
5	Choice Finserv Private Limited	March 31, 2023	INR	7,688.85	14,169.51	36,303.31	14,444.95	-	4,704.34	623.56	197.92	425.64	-	94.80%
6	Choice Insurance Broking India Private Limited	March 31, 2023	INR	132.00	70.07	303.78	101.71	-	614.47	48.04	11.37	36.67	-	50.00%
7	Choice Wealth Private Limited	March 31, 2023	INR	64.16	(47.67)	172.79	156.31	-	294.86	7.61	(11.01)	18.61	-	Wholly Owned Subsidiary of CEBPL
8	Choice Portfolio Management Services Private Limited	March 31, 2023	INR	611.00	(95.83)	524.89	9.72	-	26.89	(13.82)	(0.38)	(13.44)	-	Wholly Owned Subsidiary of CEBPL
9	Choice Corporate Services Private Limited	March 31, 2023	INR	1.00	5.52	80.52	74.01	-	153.71	78.10	1.60	76.51	-	Wholly Owned Subsidiary of CEBPL

Sr. No	Name of Subsidiary	Reporting Period	Exchange Rate	Share Capital	Reserve & Surplus	Total Assets	Total Liabilities	Total Investments	Turnover	Profit Before Taxation	Provision for Taxation	Profit After Taxation	Proposed Dividend	% of Shareholding
10	Choice Tech Lab Solutions Private Limited	March 31, 2023	INR	1.00	168.91	470.20	300.29	-	1,456.64	(0.18)	(0.62)	0.44	-	Wholly Owned Subsidiary of CEBPL
11	Choice Connect Private Limited	March 31, 2023	INR	1.00	38.18	652.23	613.05	-	1,692.17	80.07	4.81	75.26	-	Wholly Owned Subsidiary of CEBPL
12	Shreyam Securities Limited (Formerly known as Escorts Securities Limited)	March 31, 2023	INR	1350.00	(436.81)	965.27	52.09	-	607.31	(398.36)	(54.58)	(343.78)	-	Wholly Owned Subsidiary of CEBPL
13	SKP Green Ventures Private Limited(SKP Green)	March 31, 2023	INR	10.00	(128.33)	212.49	330.82	3.00	5.42	(128.33)	-	(128.33)	-	Subsidiary of CCSPL
14	Bhadla Three SKP Green Ventures Private Limited	March 31, 2023	INR	1.00	(77.65)	1789.97	1866.62	-	-	(77.65)	-	(77.65)	-	Wholly owned Subsidiary of (SKP Green)
15	Fatehgarh Four SKP Green Ventures Private Limited	March 31, 2023	INR	1.00	(0.05)	1.00	0.05	-	-	(0.05)	-	(0.05)	-	Wholly owned Subsidiary of (SKP Green)
16	Bikaner Three SKP Green Ventures Private Limited	March 31, 2023	INR	1.00	(0.16)	0.89	0.05	-	-	(0.16)	-	(0.16)	-	Wholly owned Subsidiary of (SKP Green)

Part "B" ASSOCIATES/ JOINT VENTURES

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures.

Sr. No.	Name of Associates / Joint Ventures	-
1.	Latest audited Balance Sheet Date	-
2.	Shares of associates/ Joint Ventures held by the company on the year end	-
	i. Numbers	-
	ii. Amount of Investment in Associates/ Joint Ventures	-
	iii. Extent of Holding %	-
3.	Description of how there is significant influence	-
4.	Reason why the associates/ joint venture is not consolidated	-
5.	Networth attributable to shareholding as per latest audited Balance Sheet	-
6.	Profit/ Loss for the year	-
	i. Considered in Consolidation	-
	ii. Not considered in Consolidation	-

AOC-2

PARTICULARS OF CONTRACTS/ARRANGMENTS MADE WITH RELATED PARTIES

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

Form for disclosure of particulars of contract/ arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arm length transaction under third proviso thereto

1. **Details of contracts or arrangements or transaction not at arm's length basis:** There were no contracts or arrangements or transactions entered in to during the year ended March 31, 2023, which were not at arm's length basis.

2. **Details of material contracts or arrangements or transaction at arm's length basis:**

Names of the Related Party	Nature of Relationship	Nature of contracts	Duration of Contracts	Silent Terms of Contracts	Dates of Approval by the Board	Amount Received in Rs. (including Interest thereon)
Choice Equity Broking Private Limited	Subsidiary Company	Office Rent + Support Service Charge	1 Year	Lease Rent for office Premises+ Service Charge	May 24, 2022	2,37,39,900
Choice Capital Advisors Private Limited	Subsidiary Company	Office Rent + Support Service Charge	1 Year	Lease Rent for office Premises+ Service Charge	May 24, 2022	37,69,400
Choice Consultancy Services Private Limited	Subsidiary Company	Office Rent + Support Service Charge	1 Year	Lease Rent for office Premises+ Service Charge	May 24, 2022	1,23,26,300
Choice Wealth Private Limited	Step – Down Subsidiary Company	Office Rent + Support Service Charge	1 Year	Lease Rent for office Premises+ Service Charge	May 24, 2022	2,65,100
Choice Corporate Services Private Limited	Step – Down Subsidiary Company	Office Rent + Support Service Charge	1 Year	Lease Rent for office Premises+ Service Charge	May 24, 2022	1,15,200
Choice Tech Lab Solutions Private Limited	Step – Down Subsidiary Company	Office Rent + Support Service Charge	1 Year	Lease Rent for office Premises+ Service Charge	May 24, 2022	56,98,800
Choice Insurance Broking India Private Limited	Subsidiary Company	Office Rent + Support Service Charge	1 Year	Lease Rent for office Premises+ Service Charge	May 24, 2022	38,83,700
Choice Portfolio Management Services Private Limited	Step – Down Subsidiary Company	Office Rent + Support Service Charge	1 Year	Lease Rent for office Premises+ Service Charge	May 24, 2022	1,38,000
Choice Finserv Private Limited	Subsidiary Company	Office Rent + Support Service Charge	1 Year	Lease Rent for office Premises+ Service Charge	May 24, 2022	5,77,700

STATEMENT OF DISCLOSURE OF REMUNERATION

(Pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014)

S.No.	Requirements	Disclosure	
		Name of Director	Ratio
1	The ratio of the remuneration of each director to the median remuneration of all the employees of the Company for the financial year	Kamal Poddar Arun Poddar Suyash Sunil Patodia Ajay Rajendra Kejriwal	35.29 21.17 19.08 16.87
		The median remuneration of all the employees of the company was Rs.3,40,031/-	
2	The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary in the financial year	Kamal Poddar Suyash Patodia * Ajay Rajendra Kejriwal** Manoj Singhania Karishma Shah	33% 223% 58% 43% 26%
		* The advancement in the remuneration of Mr. Suyash Patodia is pursuant to his appointment in between the preceding financial year. ** The remuneration of Mr. Ajay Rajendra Kejriwal excludes the one time incentive paid.	
3	The percentage increase/decrease in the median remuneration of employees in the financial year.	During FY 2023, the percentage decrease in the median remuneration of employees as compared to previous year was approximately 5.55%. Since there is a huge hiring of the executive level staff during the year ended March 2023.	
4	The number of permanent employees on the rolls of Company	There were 2570 employees as on March 31, 2023.	
5	The Average percentage increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentage increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in managerial remuneration	"Average decrease in remuneration is 4.32% for Employees other than Managerial Personnel and 43.56% for Managerial Personnel. Note: The decrease in the remuneration of employees other than Managerial Personnel is pursuant to increase in hiring at the executive level."	
6	Affirmation that the remuneration is as per the remuneration policy of the Company	It is affirmed that the remuneration paid is as per the Nomination, Remuneration and Board Diversity Policy of the Company.	

# Business Responsibility & Sustainability Report

## SECTION A: GENERAL DISCLOSURES

### Details of the listed entity

1.	Corporate Identity Number (CIN)	L67190MH1993PLC071117
2.	Name of the Listed Entity	Choice International Limited
3.	Year of Incorporation	1993
4.	Registered Office Address	Choice International Limited, Sunil Patodia Tower, J.B. Nagar, Andheri (East), Mumbai - 400099
5.	Corporate Address	Choice International Limited, Sunil Patodia Tower, J.B. Nagar, Andheri (East), Mumbai - 400099
6.	E-mail	info@choiceindia.com
7.	Telephone	+91-022-6707 9999
8.	Website	https://choiceindia.com/
9.	Financial year for which reporting is being done	2022 - 2023
10.	Paid-up Capital	Rs.99,51,20,000/-
11.	Name of the Stock Exchange(s) where shares are listed	Equity shares are listed on BSE Limited (BSE) and National Stock Exchange of India Limited (NSE)
12.	Name and contact details (telephone, email address) of the person who may be contacted in case of any queries on the BRSR report	<ul style="list-style-type: none"> <li>Mr. Kamal Poddar- Managing Director (DIN 01518700) and Mr. Manoj Singhania- CFO.</li> <li>Telephone number- +91-22-67079999</li> <li>E-mail id - manoj.singhania@choiceindia.com</li> </ul>
13.	Reporting boundary	Report is done on Consolidated Basis (In case of any exclusions, it has been underlined against the respective disclosures) "Organization" or "group" or "Company" is hereby referred to as "Choice Group " on consolidated basis.

### 14. Details of major business activities

Description of main activity	Description of business activity	% of turnover
Broking & Distribution	Our broking division provides a range of services such as Stock broking, Mutual fund and bond distribution, Insurance broking.	63
Advisory Services	Advisory division includes Infrastructure advisory, Government advisory, Investment banking, and Management consulting.	25
NBFC	NBFC division serves the MSME sector, focusing on serving the underserved sector.	12

### 15. Products / Services sold by the entity (accounting for 90% of the entity's turnover)

Product / Service	NIC Code	% of total turnover contributed
1 Broking & Distribution	6612	63
2 Advisory Services	7020	25
3 NBFC	6499	12

### Operations

**16. Number of locations where plants and / or operations / offices of the entity are situated**

Locations	Number of plants	Number of offices	Total
National	NA*	94	94
International		Nil	Nil

\* The Company does not undertake any manufacturing activity

**17. Markets served by the entity**

**a. Number of locations**

Locations	Number
National (no. of states)	18
International (no. of countries)	Nil

**b. What is the contribution of exports as a percentage of the total turnover of the entity?**

Nil

**c. A brief on types of customers**

We offer a wide range of customized services, empowering our clients to manage their finances under one roof: Insurance Distribution, Mutual Fund Distribution, Stock Broking, NBFC activities, Management Consulting & Infrastructure & Government Advisory. We have 57% of our stock broking client base in the age range of 19-35 years who are tech savvy and have longer investment life cycle, 68% of our clients are from Tier III and below cities, we focus on serving the underserved areas and make financial services available to all. We also work with government and other corporations in our Advisory services.

**Employees**

**18. Details as at the end of financial year**

**a. Employees and workers (including differently abled)**

Permanent Employees	No.	% of total	Other than Permanent Employees	No.	% of total	Total Employees	No.	% of total
Male	2457	85	Male	145	79	Male	2602	85
Female	429	15	Female	38	21	Female	467	15
<b>Total</b>	<b>2886</b>	<b>100</b>	<b>Total</b>	<b>183</b>	<b>100</b>	<b>Total</b>	<b>3069</b>	<b>100</b>

\* The Company does not have any workers

**b. Differently abled employees and workers\***

Differently abled Permanent employees	No.	% of total	Other than permanent employees	No.	% of total	Total differently abled employees	No.	% of total
Male	1	100	Male	-	-	Male	1	100
Female	0	0	Female	-	-	Female	-	-
<b>Total</b>	<b>1</b>	<b>100</b>	<b>Total</b>	<b>-</b>	<b>-</b>	<b>Total</b>	<b>1</b>	<b>100</b>

**19. Participation / Inclusion / Representation of women**

Particulars	No.	% of total
<b>Board of Directors</b>	<b>10</b>	<b>100</b>
Female	2	20%
<b>Key Management Personnel</b>	<b>6</b>	<b>100</b>
Female	1	16.5%

**20. Turnover rate for permanent employees and workers**

Permanent employees	Turnover rate in FY23	Turnover rate in FY22	Turnover rate in FY21
	30.27%	31.74%	37.5%
Male	74.15%	66.75%	72%
Female	25.85%	33.25%	28%

\*The Company does not have any workers

**Holding, Subsidiary and Associate Companies (including Joint Ventures)**

**21. Names of holding / subsidiary / associate companies / joint ventures**

Product / Service	Name of the Subsidiaries	% of shares held by listed entity	Entity (A) participate in the business responsibility initiated of the listed entity	
1	Choice Equity Broking Private Limited(CEBPL)	Wholly owned Subsidiary	100	Yes
2	Choice Capital Advisors Private Limited	Wholly owned Subsidiary	100	Yes
3	Choice Consultancy Services Private Limited (CCSPL)	Wholly owned Subsidiary	100	Yes
4	Choice Housing Finance Private Limited	Wholly owned Subsidiary	100	No
5	Choice Finserv Private Limited	Subsidiary	94.80	Yes
6	Choice Insurance Broking India Private Limited	Subsidiary	50	Yes
7	Choice Portfolio Management Services Private Limited	Wholly owned Subsidiary of CEBPL	-	Yes
8	Choice Corporate Services Private Limited	Wholly owned Subsidiary of CEBPL	-	Yes
9	Choice Wealth Private Limited	Wholly owned Subsidiary of CEBPL	-	Yes
10	Choice Connect Private Limited	Wholly owned Subsidiary of CEBPL	-	Yes
11	Shreeyam Securities Limited	Wholly owned Subsidiary of CEBPL	-	Yes
12	Choice Tech Lab Solutions Private Limited	Wholly owned Subsidiary of CEBPL	-	Yes
13	SKP Green Ventures Private Limited	Wholly owned Subsidiary of CCSPL	-	Yes

**CSR Details**

**22. CSR Activities**

- I. Whether CSR is applicable as per section 135 of Companies Act, 2013: NA
- II. Turnover: Rs. 12,94,94,407 (Standalone)
- III. Net worth: RS. 2,61,76,66,941 (Standalone)
- IV. Total amount spent on CSR for FY 23: Rs.75,30,000/- (Consolidated)

ANNEXURE TO BOARD REPORT

Transparency and Disclosures Compliances

23. Complaints / Grievances on any of the principles (Principles 1 to 9) under the National Guidelines on Responsible Business Conduct

Stakeholder group from whom complaint is received	Grievance redressal mechanism in place If Yes, then provide web-link for grievance redress policy	FY 23			FY 22		
		Number of complaints filed	Number of complaints pending resolution at the end of the year	Remarks	Number of complaints filed	Number of complaints pending resolution at the end of the year	Remarks
Communities	Yes, the grievances of the Community are redressed on one to one basis via personal interaction through physical meetings	0	0	0	0	0	0
Investors (other than shareholders)	Yes, the complaints received by mail and forwarded to the respective departments.	0	0	0	0	0	0
Shareholders	Yes, the Complaints are received either through SEBI Scores Portal or received from the Registrar & Transfer agent of the Company, the task action report is uploaded on the Portal and communicated to the Share Holder.	0	0	0	0	0	0
Employees and workers	Yes, the Complaints received by the employees are redressed by the "HR" team of the Company via Email or by personal interaction or in group forums.	0	0	0	0	0	0
Customers	Yes, the Complaints received are via our Customer Care Team or Via Email or through any authorities. The complaint received are circulated to the respective department by the customer care team and they see to it that the Complaints received are timely resolved and accordingly intimated to the Clients up to their satisfaction via email or call.	0	0	0	0	0	0
Value Chain Partners	Yes, the Complaints received from our value chain partners are redressed through one to one communication over call or physical meetings	0	0	0	0	0	0
Other	-	0	0	0	0	0	0

Note - The details provided here under are on Standalone basis.

24. Overview of the entity's material responsible business conduct issues: Please indicate material responsible business conduct and sustainability issues pertaining to environmental and social matters that present a risk or an opportunity to your business, rationale for identifying the same, approach to adapt or mitigate the risk along-with its financial implications

Material issue identified	Indicate whether risk or opportunity	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
1 Data Security & Client Confidentiality	Risk	The Company depend on its IT infrastructure. As most the of transactions are processed digitally, which involves cyber/ information security risk.	Effective security Controls are incorporated to detect, prevent and eradicate the glitches. The Company focuses on constant up gradation of the security controls. The IT systems of the Company are supervised on regular basis and are also subject to audit on periodic basis to ensure its effectiveness.	Negative: - Data security issue may lead to litigation risk/ financial risk - & Regulatory risk
2 Employee Well being	Opportunity & Risk	Highly enthused and skilful resources are the support system of the organization. Effective management helps in having a competitive edge over others. Ignorance or misappropriation to manage the human resources can impact the Company's ability to completely execute the clients demands which shall in turn run in to revenue losses.	The Company has a translucent and equal opportunity culture. The Company has various programmes in place for wellbeing of its employees: 1. Insurance 2. Maternity & Paternity leaves 3. Soft skills learning Programmes 4. Knowledge up gradation programme	Negative: Higher attrition among employees can lead to business continuity risk.
3 Operational Risk	Risk	Operational Risk can result from variety of factors including failure to obtain proper internal authorizations, improperly documented transactions, failure of operational and information security procedures, computer systems, software or equipment's fraud, in adequate training and employee errors. Our businesses are dependent on people and processes. Shortcomings or failure in internal processes or systems may have material adverse impact on the financial position as well as affect its operation	Well defined policies, operational processes and systems have been devised for our operations. Regular audit are done by internal auditors to monitor the adherence of policies and processes. Maker/ Checker mechanism has been put in place to ensure compliance with laid down systems and procedures in all areas of functioning of the Company.	Negative : Business Loss
4 Business Continuity Risk	Risk	In the event of disruption in the conduct of business due to incidents like fire, natural calamity, breakdowns of infrastructure etc. We are exposed to risk of loss data, clients or business that can adversely affect our financial results	Policies on Preservation of documents and records are laid down by the Company and the internal checks are kept at regular intervals.	Negative: Customer dis-satisfaction.
5 Business Ethics & Transparency	Risk	Company believes in conducting its Business in Transparent & ethical manner. At "Choice", we consider Corporate Governance not as a Rule which is imposed on the Company but consider it as our " Core Values"	The Company has well defined Code of Conduct for all its employee and Whistle Blower Policy mechanism to resolve any issues	Positive

ANNEXURE TO BOARD REPORT

ANNEXURE TO BOARD REPORT

BRSR Section B: Management and Process Disclosures

Disclosure questions	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
Policy and management processes									
1 a. Whether your entity's policy / policies cover each principle and its core elements of the NGRBCs.	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
b. Has the policy been approved by the Board?	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
c. Web Link of the Policies	As per the regulatory requirement the mandatory policies are uploaded website of the Company www.choiceindia.com								
2 Whether the entity has translated the policy into procedures.	Yes, every business activities, the company has translated and incorporated the policies into its practices and procedures.								
3 Do the enlisted policies extend to your value chain partners?	The Company encourages its Authorised Persons, / Distributors to participate to the extent possible in the initiatives towards BR and to adopt fair practices by all means. For this purpose, the Board of Choice International Ltd. has approved Human Rights, Policy framed for environment safety, Standards of Corporate Governance through Transparency in Business Ethics enabling / requiring participation of value chain partners.								
4 Name of the national and international codes / certifications / labels / standards adopted by your entity and mapped to each principle	All policies have been developed based on industry practices, as per the regulatory requirements and through appropriate consultation with relevant stakeholders.								
5 Specific commitments, goals and targets set by the entity with defined timelines	The Company has been focusing on Sustainability initiatives, where the group has been keen on providing "Education" for the better future of the society as a whole as part of its "CSR" activities. The group has been adopting the usage of energy efficient equipment's & making efforts for conserving water resources & adopting the best practices of water management. The group has installed a Solar power Plant at its Registered office.								
	The group believes in comprehensive & equitable growth of the organisation and the society in which it operates.								

6. Performance of the entity against the specific commitments, goals and targets along-with reasons in case the same are not met:

PI	As a responsible corporation, the Company has adopted the best practices across industry and implemented highest Standards of Corporate Governance through Transparency in Business Ethics, Transparency and Accountability to its Clients, Government, and others. Compliance is major focus of the company due to nature of the business company is involved, The Company embraces set of strong governance principles and extending its practices beyond legal Provisions. The Company has zero-tolerance approach to bribery and corruption while maintaining ethical behavior in all the dealings. The Company prohibits any payment or gift, or any offer or authorization of a payment or gift to any Government agencies or any other persons, in order to secure any improper business advantage for any business-related work. Transparency: Being transparent and fair in dealing with clients and other stake holders will always be at core of the company's practices & policies. For the Company transparency across all the levels of the organization is the most vital aspect in driving company's future growth. Accountability: The Company's operations are managed by high level Professionals, where the Company has embedded the Policy of Maker – Checker, which leads to decline of negligence on part of any officials of the Company. Ethics: As per nature of company's business there is a robust system in place to protect the confidentiality of unpublished price sensitive information. The system works through processes that not only ensures compliance with the requirements prescribed under Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time, by making timely disclosures to stock exchanges, declarations by designated persons, but also develops with the help of the Company's Code of Practices and Procedures for fair disclosure of Unpublished Price Sensitive Information. The Code is applicable to all those employees of the Company, its subsidiaries, and joint ventures, who may be deemed to have access to unpublished price sensitive information.
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P2	Choice is a leading financial Services provider is entirely in catering financial services including its subsidiaries and therefore, it is not engaged in any kind of manufacturing activity or services under the purview of BRR. Stock Broking, Mutual Fund Distribution, Insurance Distribution, NBFC services, Management Consulting & Investment Banking, Infrastructure Consulting & Government are the Core areas of business for "Choice". Not being engaged directly in any kind of manufacturing activity at workplace, the group is not involved in any direct consumption of Raw Material. Also, The company encourages paperless working and entirely focusing on technology advancement; Considering the nature of business of the group, the reporting on use of energy, water, raw material is not applicable. However, the Company has installed Solar Panels at its Registered Office. Further recycle of waste water to reuse as flush water are some of the steps adopted by the company to save water and electricity. As the activities of the Company are not manufacturing intensive, the reporting on sustainable sourcing is not applicable to the Company. Though the procurements are majorly related to office infrastructure and equipment's the Company takes initiative wherever possible for responsible sourcing.
P3	"Employees are the greatest asset of the company", considering which, The Company gives the primary importance to health and safety of its employees. During the outbreak of the pandemic COVID – 19, the company not only focused on health and safety of its employees but by all possible means have tried to accommodate employees by encouraging them with our "Work from home Policy" & also by providing Financial aids to the peers in need. Majorly employees at all the levels & hierarchy are given safety and skill up gradation including soft skill up gradation at regular intervals. Both Seminars and webinars are conducted to educate the employees on the new development in the regulatory framework, soft skills development & Business development.
P4	Choice is respectful and quick to respond to all the stakeholders, especially those who are disadvantaged, vulnerable and marginalized The Company understands that the stakeholder engagement is the greatest source of input for its development activities, and it also broadens the horizon for improving the Company's sustainability performance. The Company monitors, identifies and evaluates the disadvantaged, vulnerable & marginalized stakeholders at regular intervals. The Company has designed its services in a way which is affordable to its Low-Income group Clients.
P5	The Company has the policy on Human Rights and is also applicable to all its subsidiaries. Justice and Fairness is imbibed in the Company's fabric to ensure fairness, impartiality and consistency in its operations. Therefore, the group is committed to a work environment in which all individuals are treated with respect and dignity and has decided to uphold the human rights of all its employees.
P6	The Company is into service industry and not manufacturing of any goods, hence is a non-pollutant Company. The Company has taken few initiatives in the area of environment sustainability. The Company has installed a roof top solar plant at its corporate office which leads to savings in CO2 (Carbon dioxide) emission. Our offices have been designed such that they are equipped with energy efficient air conditioners, LED Lights and other energy conservation measures. We at Choice have adopted Solar Power plant to have an eco- friendly environment. The Company has installed various software's which leads to operational ease and thus your Company propagates a Paperless working, to reduce paper consumption, we emphasize the use of alternate communication Channels such as email. The Company's Annual Reports was sent to Shareholders via email, thus saving tons of paper and as a measure of protecting the environment saving many trees. The Group promotes ecological sustainability and has taken several measures to minimize its environmental impact caused due to various factors. Digitalization is one of the platforms, which has helped the Group in reducing the paper and stationery. E-waste is disposed off in an efficient manner. The company uses LED Lights on all floors. The above actions of the Group have contributed and continues to contribute towards saving environment by reduction in usage of resources.
P7	The group being part of the service industry, adequate disclosures are made to the Clients & the Regulatory authorities. Clients are made aware about the scope of services with requisite disclosures. The activities of the group are very much translucent in nature and are conducted in a responsible manner. The Regulators & the Clients are regularly updated on any change in policy of the Company.
P8	The group "Choice" has continuously conducted Corporate Social Responsibility (CSR) programs on voluntarily basis. The group has always ensured that the development initiatives taken are successfully adopted toward achieving the desired results for the betterment at large. The CSR activities of the group express positive contribution towards economic, social & environment well-being of communities through its CSR activities. With the idea of equitable development, the Company engages itself in Corporate Social responsibility with major focus on educating the young talent of the country.
P9	The Company acknowledges its clients' needs and Expectations and promptly making efforts to deliver the unique results in order to meet their criteria Choice as a Group at periodic intervals has evaluated their Customer and employee satisfaction which clearly signifies that the main focus of the Company is on their Client's interests and to serve them better. The Company is committed to building trust through responsible practices and through transparent communication both directly to the clients and indirectly through other key stakeholders. · It's The Company's responsibility to give disclosures to the client before entering into any kind of agreement. · The Company uses a combination of channels, which include websites, customer care numbers and leaflets to communicate openly with its clients; The Company along with Subsidiaries are completely in to providing Financial Services & Advisory, in its ordinary course of Business there are grievances received by the Company. However, the Complaints/ grievances so received are addressed timely with the best endeavor to the satisfaction of the Clients.



**7. Statement by director responsible for the business responsibility report, highlighting ESG related challenges, targets and achievements (listed entity has flexibility regarding the placement of this disclosure).**

Though the Past couple of years have been severely impacted by pandemic and uncertainties around the world continued due to prevailing geopolitical scenario. The resulting inflationary pressure is expected to continue. However, we at "Choice" are confident of continuing our growth journey driven by our resilient business model and focus on innovation. We truly believe in the efficiency & veracity of the Executive Management, which shall lead us to our vision of being one of the top notch "Financial Service" establishment in the country. India has a diversified financial sector which is undergoing rapid expansion, led by a combination of strong growth of existing financial firms and new entrants to the market. During the year, our strong operational performance across business is reflective of the fact. Due to multiple challenges across the world the economies have been affected but we remain confident on our business future potential and core ability to grow on back of expanded services and demographics. Our focus on execution of our strategy is supported by improving microeconomic indicators and market sentiments as well as becoming a responsible one stop solution provider to our customers looking to have sustainable dependable financial solution provider. This is helping us to gain market share. We are confident towards our ability to develop and grow continuously across all business segments and deliver quality and value across services.

**8. Details of the highest authority responsible for implementation and oversight of the business responsibility policy (ies):**

The Risk Management Committee overlooks the implementation Business Responsibility policy. The grievance raised can be addressed to Mr. Kamal Poddar (Managing Director), Mr. Manoj Singhania (Chief Financial Officer); Telephone Number: 022-67079999, Email Address: manoj.singhania@choiceindia.com; info@choiceindia.com

**9. Does the entity have a specified committee of the board / director responsible for decision making on sustainability related issues?**

If Yes, provide details - Risk Management Committee overlooks the execution.

**10 Details of Review of NGRBCs by the Company.**

Subject for review	Indicate whether review was undertaken by director / committee of the board / any other committee									Frequency (annually / half yearly / quarterly / any other)								
	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
a Performance against above policies and follow up action	The Board has delegated the powers to the Committee & senior executives of the Company for the implementation of the policies									Annually								
b Compliance with statutory requirements of relevance to the principles, and rectification of any non-compliances	The Company is in compliance with the extant regulations, as applicable.																	

	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
<b>11 Has the entity carried out independent assessment/ evaluation of the working of its policies by an external agency? If Yes, provide name of the agency.</b>	All policies and processes are subject to audits / reviews done internally in the Company from time to time. An internal evaluation & assessment of the working of the policies has been carried out from time to time by respective department								

**12. If principles not covered by a policy, provide reasons for the same.**

Questions	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
a The entity does not consider the Principles material to its business									
b The entity is not at a stage where it is in a position to formulate and implement the policies on specified principles									
c The entity does not have the financial or / human and technical resources available for the task									NA
d The entity does not have the financial or / human and technical resources available for the task									
e Any other reason									

**BRSR SECTION C: PRINCIPLE 1**

Businesses should conduct and govern themselves with integrity, and in a manner that is ethical, transparent and accountable.

**Essential Indicators**

**1. Percentage coverage by training and awareness programmes on any of the Principles during the financial year**

Segment	Total number of Topics / principles covered under the training and awareness training and its impact programmes held	% of persons in respective category covered by the awareness programmes
Board of Directors	4 Familiarization Code of Conduct & Ethics, Governance Programmes Practices, Compliance Process, Business Practices, Industry Practices	100
Key Managerial Personnel	4 Code of Conduct, Prohibition of Insider Trading Code, Anti-Corruption policies, Conflict of Interest	100
Employees other than BoD and KMPs	18 Behavioural and skill based training programs & Policies of the Company	100
Workers		NA

**2. Details of fines / penalties / punishment / award / compounding fees / settlement amount paid in proceedings (by the entity or by directors / KMPs) with regulators / law enforcement agencies / judicial institutions, in the financial year, in the following format (Note: the entity shall make disclosures on the basis of materiality as specified in Regulation 30f SEBI (Listing Obligations and Disclosure Obligations) Regulations, 2015 and as disclosed on the entity's website)**

Segment	NGRBC Principle	Name of the regulatory/ enforcement agencies judicial institutions	Amount (In INR)	Brief of the case	Has an appeal been preferred?
<b>Monetary</b>					
	Penalty / Fine				
	Settlement				
	Compounding fee		Nil		
<b>Non-Monetary</b>					
	Imprisonment				
	Punishment				

Note - The details provided here under are on Standalone basis.

**3. Of the instances disclosed in question 2 above, details of the appeal / revision preferred in cases where monetary or non-monetary action has been appealed.**

Case Details	Name of the regulatory / enforcement agencies / judicial institutions
	Nil

**4. Does the entity have an anti-corruption or anti-bribery policy? If Yes, provide details in brief and if available, provide a web-link to the policy.**

The Company has zero-tolerance approach to bribery and corruption while maintaining ethical behavior in all the dealings. The Company prohibits any payment or gift, or any offer or authorization of a payment or gift to any Government agencies or any other persons, in order to secure any improper business advantage for any business related work.

ANNEXURE TO BOARD REPORT

5. Number of Directors / KMPs / employees / workers against whom disciplinary action was taken by any law enforcement agency for the charges of bribery / corruption

	FY23	FY22
Directors	-	-
KMPs	-	-
Employees	-	-
Workers	-	-

6. Details of complaints with regard to conflict of interest

	FY23		FY22	
	Number	Remarks	Number	Remarks
Number of complaints received in relation to issues of Conflict of Interest of the Directors	Nil	Nil	Nil	Nil
Number of complaints received in relation to issues of Conflict of Interest of the KMPs	Nil	Nil	Nil	Nil

7. Provide details of any corrective action taken or underway on issues related to fines / penalties / action taken by regulators / law enforcement agencies / judicial institutions, on cases of corruption and conflicts of interest. : Not applicable

Leadership Indicators

1. Awareness programmes conducted for value chain partners on any of the principles during the financial year

Total number of awareness programmes held	Topics / principles covered under the training	% of value chain partners covered (by value of business done with such partners) under the awareness programs
During the Year under review, the group has hosted various awareness programmes for its Clients , Investors & Business Partners. Also various online webinars are conducted to educate the Clients & Business Partners of the group. The group also hosts various training programmes for its Service distributors & strategic partners.		

2. Does the entity have processes in place to avoid/ manage conflict of interests involving members of the Board? If Yes, provide details of the same.

Yes, the Company has in place "the Code of Conduct" policy for its Director's & its Employees to avoid conflict of his personal interest with that of the Company. The Employees of the Company including the Board Members & the Senior Management of the Company & Key Managerial Personnel of the Company are been constantly educated their Personal interest shall not affect their duties & responsibilities towards the organization and they should acted diligently at all point of time.

Any Disclosure of Interest by the Directors should be informed in the prescribed form MBP – 1 which is noted by the Board Members. Also the Board has adopted the policy on Related Party Transaction. The policy is available on the website of the Company, www.choiceindia.com.

BRSR SECTION C: PRINCIPLE 2

Businesses should provide goods and services in a manner that is sustainable and safe

Essential Indicators

1. Percentage of R&D and capital expenditure (capex) investments in specific technologies to improve the environmental and social impacts of product and processes to total R&D and capex investments made by the entity, respectively.

	Current financial year (%)	Previous financial year (%)	Details of improvements in environmental and social impacts
R&D			The group is not engaged in any kind of manufacturing activity , the group purely caters in to Financial Services.
Capex			Therefore the expenditure of the Company is majorly related to capital expenditure towards Technology & its equipment's. Capital expenditure incurred by the Company towards information Technology is Rs. 938.74 Lakhs

ANNEXURE TO BOARD REPORT

2. Does the entity have procedures in place for sustainable sourcing? If Yes, what percentage of inputs were sourced sustainably?

As the activities of the Company are not manufacturing intensive, the reporting on sustainable sourcing is not applicable to the Company. Though the procurements are majorly related to office infrastructure and equipment's the Company takes initiative wherever possible for responsible sourcing.

3. Describe the processes in place to safely reclaim your products for reusing, recycling and disposing at the end of life, for (a) Plastics (including packaging) (b) E-waste (c) Hazardous waste and (d) Other waste.

As the Company is not engaged in manufacturing activities, reporting on recycling mechanism is not applicable. However, the Company has adopted "Go Green" initiative by implementing a digital mechanism for processing loans and limited printer use as per requirement. The Company has also adopted the practice of dry and wet waste.

4. Whether Extended Producer Responsibility (EPR) is applicable to the entity's activities. If Yes, whether the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to Pollution Control Boards? If not, provide steps taken to address the same.

Not applicable.

Leadership Indicators

1. Has the entity conducted Life Cycle Perspective / Assessments (LCA) for any of its products (for manufacturing industry) or for its services (for service industry)? If Yes, provide details in the following format?

NIC code	Name of product / service	% of total turnover contributed	Boundary for which the life cycle perspective / assessment was conducted	Whether conducted by independent external agency	Results communicated in public domain. If Yes, provide the web-link
					Life Cycle Perspective / Assessments (LCA) of products is Not applicable.

2. If there are any significant social or environmental concerns and / or risks arising from production or disposal of your products / services, as identified in the Life Cycle Perspective / Assessments (LCA) or through any other means, briefly describe the same along-with action taken to mitigate the same.

Name of product / service	Description of the risk / concern	Action taken
	Considering the nature of business, the group provides financial services to its customers and does not manufacture any products, hence we do not currently maintain records for recycled/ reused material consumed.	

3. Percentage of recycled or reused input material to total material (by value) used in production (for manufacturing industry) or providing services (for service industry).

Indicate input material	FY 23	FY22
Considering the nature of business of the Company, the reporting on use of energy, water, raw material is not applicable. However the Company has installed Solar Panels at its Registered Office. Further recycle of waste water to reuse as flush water are some of the steps adopted by the company to save water and electricity.		

4. Of the products and packaging reclaimed at end of life of products, amount (in metric tonnes) reused, recycled, and safely disposed.

	FY 23			FY 22		
	Re-Used	Recycled	Safely Disposed	Re-Used	Recycled	Safely Disposed
Plastics (including packaging)	Nil	Nil	Nil	Nil	Nil	Nil
E-waste	Nil	Nil	Nil	Nil	Nil	Nil
Hazardous waste	Nil	Nil	Nil	Nil	Nil	Nil
Other waste	Nil	Nil	Nil	Nil	Nil	Nil

5. Reclaimed products and their packaging materials (as percentage of products sold) for each product category.  
Not applicable.

**BRSR SECTION C: PRINCIPLE 3**

Businesses should respect and promote the well-being of all employees, including those in their value chains

**Essential Indicators**

**1a. Details of measures for the well-being of employees**

Category	% of employees covered by										
	Total (A)	Health insurance		Accident insurance		Maternity benefits		Paternity benefits		Day care facilities	
	No. (B)	% (B/A)	No. (C)	% (C/A)	No. (D)	% (D/A)	No. (E)	% (E/A)	No. (F)	% (F/A)	
<b>Permanent employees</b>											
Male	2457	2457	100	-	-	-	-	2457	100	-	-
Female	429	429	100	-	-	429	100	-	-	-	-
<b>Total</b>	<b>2886</b>	<b>2886</b>	<b>100</b>	-	-	<b>429</b>	<b>100</b>	<b>2457</b>	<b>100</b>	-	-
<b>Other than Permanent employees</b>											
Male	145	145	100	145	100	-	-	-	-	-	-
Female	38	38	100	38	100	-	-	-	-	-	-
<b>Total</b>	<b>183</b>	<b>183</b>	<b>100</b>	<b>183</b>	<b>100</b>						

**1b. Details of measures for the well-being of workers**

Category	% of workers covered by										
	Total (A)	Health insurance		Accident insurance		Maternity benefits		Paternity benefits		Day care facilities	
	No. (B)	% (B/A)	No. (C)	% (C/A)	No. (D)	% (D/A)	No. (E)	% (E/A)	No. (F)	% (F/A)	
<b>Permanent employees</b>											
Male											
Female											
<b>Total</b>											
<b>Other than Permanent employees</b>											
Male											
Female											
<b>Total</b>											

\*The Company does not have any workers as defined in the guidance note on BRSR, issued by SEBI

**2. Details of retirement benefits, for current financial year and previous financial year**

Benefits	FY 23			FY 22		
	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority
PF	62.73%	Not applicable.	Y	65%	Not applicable.	Y
Gratuity	0.69%		Y	1.95%		Y
Employee State Insurance (ESI)	28.91%		Y	31%		Y
Others	-		-	-		-

**3. Accessibility of workplaces: Are the premises / offices of the entity accessible to differently abled employees and workers, as per the requirements of the Rights of Persons with Disabilities Act, 2016? If not, whether any steps are being taken by the entity in this regard.**

Our Registered & Corporate offices have adequate infrastructure facilities, namely we have wheel chair available at the office premises, lift which can carry a wheel chairs, special parking space for our disable employees. The group is making constant efforts to upgrade its infrastructure to serve our disabled employees better.

**4. Does the entity have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016? If so, provide a web-link to the policy.**

The "Choice" group believes in giving equal opportunity at work, irrespective of Race, caste, gender, religion or colour. The only determining factor for opportunity is "merits". Policy adopted by the group is available on the website of the Company: [www.choiceindia.com](http://www.choiceindia.com).

**5. Return to work and Retention rates of permanent employees and workers that took parental leave.**

Gender	Permanent employees		Permanent workers	
	Return to work rate	Retention rate	Return to work rate	Retention rate
Male	100	100	NA	NA
Female	100	100	NA	NA
<b>Total</b>	<b>100</b>	<b>100</b>	<b>NA</b>	<b>NA</b>

**6. Is there a mechanism available to receive and redress grievances for the following categories of employees and worker? If Yes, give details of the mechanism in brief: If Yes, then give details of the mechanism in brief**

Permanent Workers	Not applicable.
Other than Permanent Workers	Not applicable.
Permanent Employees	The Company has a robust vigil mechanism through its Whistle Blower Policy approved and adopted by the Board of Directors of the Company in compliance with the provisions of Section 177 of the Companies Act & Regulation 22 of the Listing Regulations. Choice International Limited (The "Company") believes in the conduct of the affairs in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behaviour. The company is committed to developing a culture where it is safe for all employees to raise concerns about any poor or unacceptable practice and any event of misconduct or violation of law in force. Whistle Blower policy is formulated to provide an opportunity to employees and an avenue to raise concerns and to access in good faith the Audit Committee, to the highest possible standards of ethical, moral and legal business conduct and its commitment to open communication, in case they observe unethical and improper practices or any other wrongful conduct in the Company.
Other than Permanent Employees	

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7. Membership of employees and worker in association(s) or unions recognized by the listed entity:

Category	FY 23			FY 22		
	Total employees / workers in respective category (A)	No. of employees / workers in respective category, who are part of association(s) or Union (B)	% (B/A)	Total employees / workers in respective category (C)	No. of employees / workers in respective category, who are part of association(s) or Union(D)	% (D/C)
<b>Total Permanent Employees</b>	The Company does not have any employee association. However, the Company has framework for the employee to address their concerns.					
Male						
Female						
<b>Total Permanent Workers</b>						
Male	Not applicable.					
Female						

8. Details of training given to employees and workers:

	FY 23					FY 22				
	Total (A)	Health and safety measures		Skill upgradation		Total (A)	Health and safety measures		Skill upgradation	
		No. (B)	% (B/A)	No. (C)	% (C/A)		No. (B)	% (B/A)	No. (C)	% (C/A)
<b>Employees</b>										
Male	2457	255	10	2210	90	901	-	-	540	60
Female	429	65	15	385	90	195	-	-	68	35
<b>Total</b>	<b>2886</b>	<b>320</b>	<b>25</b>	<b>2595</b>	<b>90</b>	<b>1096</b>			<b>608</b>	<b>55</b>
<b>Workers</b>										
Male	Not applicable.									
Female										
Total										

9. Details of performance and career development reviews of employees and worker:

	FY 23			FY 22		
	Total (A)	No. (B)	% (B / A)	Total (C)	No. (D)	% (D / C)
<b>Employees</b>						
Male	2457	2113	86	901	432	48
Female	429	292	68	195	51	26
<b>Total</b>	<b>2886</b>	<b>2405</b>	<b>83</b>	<b>1096</b>	<b>483</b>	<b>44</b>
<b>Workers</b>						
Male	Not applicable.					
Female						
<b>Total</b>						

10. Health and safety management system:

a) Whether an occupational health and safety management system has been implemented by the entity? If Yes, the coverage such system?

Considering the nature of the activities carried out by the group there are no Health & Safety Management risks involved. However to protect the Employees & visitors from any exigencies, on regular basis the admin team conducts fire drills & safety drills at the premises. Fire extinguishers are installed within the premises in case of emergencies.

At the Registered Office, Doctor's visit the premises on weekly basis for the general checkup of the employees. The Company also provides for Health Insurance of the employees and its immediate relatives.

b) What are the processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the entity: Not applicable

c) Whether you have processes for workers to report the work related hazards and to remove themselves from such risks.: The Company does not have any workers nor the nature of activities carried out by the group are hazards related.

d) Do the employees / worker of the entity have access to non-occupational medical and healthcare services?

The organization has in place First Aid Kits available within the premises. Doctor is available in the premises at every weekend for routine checkup of all the employees . On regular intervals "Health care" & "Yoga" sessions are conducted within the premises.

11. Details of safety related incidents:

Safety Incident / Number	Category	FY23	FY22
Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked)	Employees	Nil	
	Workers	Not applicable.	
Total recordable work-related injuries	Employees	Nil	
	Workers	Not applicable.	Nil
No. of fatalities	Employees	Nil	
	Workers	Not applicable.	
High consequence work-related injury or ill-health (excluding fatalities)	Employees	Nil	
	Workers	Not applicable.	

12. Describe the measures taken by the entity to ensure a safe and healthy workplace.

"Employees are the greatest asset of the company", considering which, The Company gives the primary importance to health and safety of its employees. During the outbreak of the pandemic COVID – 19, the company not only focused on health and safety of its employees but by all possible means have tried to accommodate employees by encouraging them with our "Work from home Policy" & also by providing Financial aids to the peers in need.

13. Number of Complaints on the following made by employees and workers:

	FY 23			FY 22		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Working Conditions	376	236	Under investigation	89	28	Under Investigation
Health and Safety	24	0	NA	13	0	NA

14. Assessments for the year:

Particulars	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)	
	FY23	FY22
Health and safety practices	-	-
Working Conditions	17	-

15. Provide details of any corrective action taken or underway to address safety-related incidents and on significant risks / concerns arising from assessments of health and safety practices and working conditions: The group thrives to upgrade the infrastructure from better to best by each passing day for the betterment of our employees.

Leadership Indicators

1. Does the entity extend any life insurance or any compensatory package in the event of death of (A) Employees (B) Workers?  
Yes, we provide compensatory package at the event of death

2. Provide the measures undertaken by the entity to ensure that statutory dues have been deducted and deposited by the value chain partners. The Company is compliant with deduction of statutory dues of employees towards income tax, provident fund, professional tax, ESIC, etc. as applicable from time to time. Value chain partners (vendors) are equally responsible to comply as per the contract with the Company. The Company has statutory and internal policies and procedures to ensure the above

3. Provide the number of employees / workers having suffered high consequence work related injury / ill-health / fatalities (as reported in Q11 of Essential Indicators above), who have been rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment:

	FY23	FY22
<b>Total no. of affected employees / workers</b>		
Employees	Nil	Nil
Workers	Not applicable.	
<b>No. of employees / workers that are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment</b>		
Employees	Nil	Nil
Workers	Not applicable.	

4. Does the entity provide transition assistance programs to facilitate continued employability and the management of career endings resulting from retirement or termination of employment?  
The Company during the course of employment provides opportunities for all employees to upskill themselves through domain, skills and leadership trainings.

5. Details on assessment of value chain partners:

	% of value chain partners (by value of business done with such partners) that were assessed
Health and safety practices	The Company expects all its value chain partners to follow existing regulations with regard to health, safety and working conditions.
Working Conditions	

6. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from assessments of health and safety practices and working conditions of value chain partner: Not applicable

BRSR SECTION C: PRINCIPLE 4

Businesses should respect the interests of and be responsive to all its stakeholders

Essential Indicators

1. Describe the processes for identifying key stakeholder groups of the entity.

At "Choice" the process of Stake Holder's engagement depend on their impact on day to day operations of the Company. Any person contributing value to the organization are identified as the Key Stake Holders of the Company Our Key Stake holders are our Shareholders, Employees, Regulatory authorities, our Clients & our Partners & Associates.

2. List stakeholder groups identified as key for your entity and the frequency of engagement with each stakeholder group.

Stakeholder Group	Whether identified as vulnerable and marginalized group	Channels of communication	Frequency of engagement (annually / half yearly / quarterly / others)	Purpose and scope of engagement including key topics and concerns raised during such engagement
1 Shareholders	No	News Paper Notices, Email Communications, Website communications & disclosures, Annual Reports, Quarterly Results, Exchange Disclosures, Press Release/ Investor Presentation, Annual General Meetings	Quarterly	Updating the Investors on the Performance of the Company, Apprising the investors with the Business Highlights of the Company.
2 Employees	No	Email Communications, One to one interactions, Webinars, Seminars, Town halls	On need basis	Execution matters.
3 Regulatory Authorities	No	Meetings via Audits, In person presentation, suggestions	Regular Intervals	On regulatory aspects & clarifications required if any.
4 Clients	No	Relationship Manager, Network meetings, Engagement through E-mails, Phone calls, in Person engagement, Website, Social Media	Regular Intervals	To update on the new services, change in policies, change in regulatory framework , Data privacy , - Customer satisfaction
5 Associate	No	Seminars, webinars, Conferences, Email	Regular Intervals	To convey business policies & practices for strong & long term alliance.

Leadership Indicators

1. Provide the processes for consultation between stakeholders and the Board on economic, environmental, and social topics or if consultation is delegated, how is feedback from such consultations provided to the Board :

The Board is updated on various developments on economic, environmental, and social topics on regular intervals through constant interactive session with our key stakeholders.

2. Whether stakeholder consultation is used to support the identification and management of environmental, and social topics. If so, provide details of instances as to how the inputs received from stakeholders on these topics were incorporated into policies and activities of the entity.

Stakeholder engagement forms a crucial part basis which the operations of the Company are conducted. The suggestions & feedbacks from the Clients, Investors are analyzed & considered by executing the change in process. Suggestions from the Authorities at the time of Audit are considered and the same is transferred in to process. Customer satisfaction is paramount to us. The group believes in creating value for all its stakeholders.

3. Provide details of instances of engagement with, and actions taken to address the concerns of vulnerable / marginalized stakeholder groups.

The group believes in equitable, sustainable & inclusive growth of the society in which we operate. The group is focused on advancement of society by educating the youth of the Country. Also the group has provided Dialysis machine to the Dialysis Center also the group has arranged for accommodation for relatives of cancer patients without incurring any expense.

**BRSR SECTION C: PRINCIPLE 5**

**Businesses should respect and promote human rights**

**Essential Indicators**

1. Employees and workers who have been provided training on human rights issues and policy(ies) of the entity:

Particulars	FY 23			FY 22		
	Total (A)	No. of employees / workers covered (B)	% (B/A)	Total (C)	No. of employees / workers covered (D)	% (D/C)
<b>Employees</b>						
Permanent	2886	2886	100	1096	1096	100
Other than permanent	183	183	100	9	9	100
<b>Total Employees</b>	<b>3069</b>	<b>3069</b>	<b>100</b>	<b>1105</b>	<b>1105</b>	<b>100</b>
<b>Workers</b>						
Permanent						
Other than permanent			Not Applicable			
<b>Total Workers</b>						

2. Details of minimum wages paid to employees and workers:

Particulars	FY 23					FY 22				
	Total (A)	Equal to Minimum Wage (B)	% (B/A)	More than Minimum Wage (C)	% (C/A)	Total (A)	Equal to Minimum Wage (B)	% (B/A)	More than Minimum Wage (C)	% (C/A)
<b>Employees</b>										
Permanent	2886	-	-	2886	100	1096	-	-	1096	100
Male	2457			2457	100	901			901	100
Female	429			429	100	195			195	100
<b>Other than Permanent</b>	<b>183</b>	<b>183</b>	<b>100</b>	<b>-</b>	<b>-</b>	<b>9</b>	<b>9</b>	<b>100</b>	<b>-</b>	<b>-</b>
Male	145	145	100	-	-	8	8	100	-	-
Female	38	38	100	-	-	1	1	100	-	-
<b>Workers</b>										
<b>Permanent</b>										
Male										
Female										Not applicable.
<b>Other than Permanent</b>										
Male										
Female										

3. Details of remuneration / salary / wages:

Safety Incident / Number	Number	Median remuneration / salary / wages of respective category
<b>Male</b>		
Board of Directors (BoD)	2	60,00,000
Key Managerial Personnel	1	33,00,011
Employees other than BoD and KMP	3	3,28,538
Workers		Not applicable.
<b>Female</b>		
Board of Directors (BoD)	-	-
Key Managerial Personnel	1	13,80,000
Employees other than BoD and KMP	2	3,29,952
Workers		Not applicable.

Note - The above mentioned details are on Standalone basis.

4. Do you have a focal point (Individual / Committee) responsible for addressing human rights impacts or issues caused or contributed to by the business?:

The Company has constituted "Internal Complain Committee" (ICC) which can be approached for any kind of disregard by any of the employees of the group. Also the employees have been communicated to address their grievance to the ICC or the Chief Human Resource officer of the Company or their respective Business head for any kind of grievance or complaints.

Also the group has in place the "Whistle Blower Policy" detailing the policy and procedure to raise the concerns.

5. Describe the internal mechanisms in place to redress grievances related to human rights issues.

Employees are encouraged to provide their feedback and speak up mechanisms set up for sharing their concerns and grievances which is been mentioned in the whistle blower policy.

6. Number of Complaints on the following made by employees and workers:

Particulars	FY 23			FY 22		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Sexual Harassment	1	Nil	Nil	Nil	Nil	NA
Discrimination at workplace	Nil	Nil	Nil	Nil	Nil	NA
Child Labour	Nil	Nil	Nil	Nil	Nil	NA
Forced Labour / Involuntary Labour	Nil	Nil	Nil	Nil	Nil	NA
Wages	Nil	Nil	Nil	Nil	Nil	NA

7. Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases:

The organization has in place a well-defined Whistle Blower Policy, Code of Conduct & POSH policy as a mechanism to prevent adverse consequences. The complainant individuality is kept confidential. The organization believes in maintaining harmonious environment where any kind of discord is addressed with utmost priority. The group believes that the safety of all its employees is of supreme priority of the organization. The cases related to Sexual Harassment a work place are dealt with utmost care & diligence.

8. Do human rights requirements form part of your business agreements and contracts?

Utmost care is taken that no Human Rights violation is exercised at any point of time on execution of any agreement or contract.

9. Assessments for the year:

Particulars	% of plants and offices that were assessed
Child labour	Internal monitoring
Forced / involuntary labour	Internal monitoring
Sexual harassment	Internal monitoring
Discrimination at workplace	Internal monitoring
Wages	Internal monitoring
Others – please specify	Internal monitoring

10. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 9 above.: Not applicable

Leadership Indicators

1. Details of a business process being modified / introduced as a result of addressing human rights grievances / complaints: Not applicable

2. Details of the scope and coverage of any Human rights due-diligence conducted.

The employees of the group are instructed to raise their concerns as per the Whistle Blower Policy. The Complaints received if any are placed before the Audit Committee also the policy is reviewed by the committee from time to time.

3. Is the premise / office of the entity accessible to differently abled visitors, as per the requirements of the Rights of Persons with Disabilities Act, 2016?

The Company has necessary infrastructure where differently abled visitors can visit the office premises.

4. Details on assessment of value chain partners:

	% of value chain partners (by value of business done with such partners) that were assessed
Sexual Harassment	0
Discrimination at workplace	0
Child Labour	0
Forced Labour / Involuntary Labour	0
Wages	0
Others – please specify	0

5. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at question 4 above.: Not Applicable

BRSR SECTION C: PRINCIPLE 6

Businesses should respect and make efforts to protect and restore the environment

Essential Indicators

1. Details of total energy consumption (in Joules or multiples) and energy intensity:

The organization is not engaged in any kind of manufacturing activity, the organization operates in service oriented industry, hence there is no significant energy consumption. However as a responsible corporate citizen the Company has adopted various practices to avoid energy consumption. The Company has installed Solar Panels at its Registered office and also the IT equipment's procured or any other solutions procured forming part of administration are low energy conservative.

Parameter	FY23	FY22
Total electricity consumption (A)	480063	382185
Total fuel consumption (B)	NA	NA
Energy consumption through other sources (C)	NA	NA
<b>Total energy consumption (A+B+C)</b>	<b>480063</b>	<b>382185</b>
<b>Energy intensity per rupee of turnover (Total energy consumption/ turnover in rupees)</b>	<b>-</b>	<b>-</b>

**Note:** The electricity consumption is only calculated considering the registered office and the corporate offices located in Mumbai. No Independent assurance has been carried out by any external agency.

2. Does the entity have any sites / facilities identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India? If Yes, disclose whether targets set under the PAT scheme have been achieved. In case targets have not been achieved, provide the remedial action taken: Not applicable

3. Provide details of the following disclosures related to water:

Parameter	FY23	FY22
Water withdrawal by source (in kilolitres)	NA	NA
(i) Surface water	NA	NA
(ii) Groundwater	NA	NA
(iii) Third party water	NA	NA
(iv) Seawater / desalinated water	NA	NA
(v) Others	NA	NA
Total volume of water withdrawal (in kilolitres) (i + ii + iii + iv + v)	NA	NA
<b>Total volume of water consumption (in kilolitres)</b>	<b>NA</b>	<b>NA</b>
<b>Water intensity per rupee of turnover (Water consumed / turnover)</b>	<b>NA</b>	<b>NA</b>

**Note:** No Independent assurance has been carried out by any external agency.

Note: The group does not conduct any activity related to manufacturing, the activities of the Company are service oriented, hence the above mentioned disclosures are not applicable to the Company. However as a responsible citizen, the Company usage of water resources is just for personal human consumption. Also the company has adopted the practice of re usage of flush water.

4. Has the entity implemented a mechanism for Zero Liquid Discharge? If Yes, provide details of its coverage and implementation:

The organization has adopted the policy of reuse of water resources and harvesting of water resources.

5. Please provide details of air emissions (other than GHG emissions) by the entity:

Not applicable as the organization is not engaged in any manufacturing activity.

6. Provide details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) and its intensity:

Parameter	Break-up	Unit	FY23	FY22
<b>Total Scope 1 emissions</b> CO2, CH4, N2O, HFCs, PFs, SF6, NF3				
<b>Total Scope 2 emissions</b> CO2, CH4, N2O, HFCs, PFs, SF6, NF3		Not Applicable		
<b>Total Scope 1 and Scope 2 emissions per rupee of turnover</b>				

Not applicable as the organization is not engaged in any manufacturing activity.

**7. Does the entity have any project related to reducing Green House Gas emission?**

The organization practices the policy of environment sustainability efforts are made to digitalize the working of the organization by going paperless. Also various tree plantation programs are conducted by the group as part of the CSR policy.

**8. Provide details related to waste management by the entity:**

	FY23	FY22
<b>Total waste generated (in metric tonnes)</b>		
Plastic waste (A)	-	-
E-waste (B)	0.165 tonne	0.2956 tonne
Bio-medical waste (C)	-	-
Construction and demolition waste (D)	-	-
Battery waste (E)	-	-
Radioactive waste (F)	-	-
Other hazardous waste. Please specify, if any. (G)	-	-
Other non-hazardous waste generated (H).	-	-
Solid waste (Dry Waste, wet waste)(I)	-	-
<b>Total (A+B + C + D + E + F + G + H +I)</b>	0.165 tonne	0.2956 tonne
<b>For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tonnes)</b>		
Category of waste	-	-
(i) Recycled	-	-
(ii) Re-used	-	-
(iii) Other recovery operations	-	-
<b>Total</b>	-	-
<b>For each category of waste generated, total waste disposed by nature of disposal method (in metric tonnes)</b>		
Category of waste		
(i) Incineration		
(ii) Landfilling		
(iii) Other disposal operations		
<b>Total</b>		

**Note: No Independent assurance has been carried out by any external agency.**

**9. Briefly describe the waste management practices adopted in your establishments. Describe the strategy adopted by your company to reduce usage of hazardous and toxic chemicals in your products and processes and the practices adopted to manage such wastes:**

As the activity of the organization is service oriented below mentioned are the methodology adopted for waste reduction.

- Paperless Working:** The organization has adopted the practice of going digital to curb on abrupt usage & wastage of papers.
- Re usage of Water resources:** The organization believes and has adopted the practice of rain water harvesting also the organization has implemented the methods of re Usage of flush water.
- Solar Panel installation:** The organization has installed Solar Panels at its registered office to avoid wastage of electricity.
- Food wastage:** Awareness is created among employees on avoidance of food wastage by placing banners in the cafeteria explaining importance of food.

**10. If the entity has operations / offices in / around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests, coastal regulation zones etc.) where environmental approvals / clearances are required, please specify details:**

Location of operations/offices	Type of operations	Whether the conditions of environmental approval / clearance are being complied with? (Y/N) If no, the reasons thereof and corrective action taken, if any.
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The Company does not have any offices in ecologically sensitive areas.

**11. Details of environmental impact assessments of projects undertaken by the entity based on applicable laws, in the current financial year:**

Name and brief details of project	EIA Notification No.	Date	Whether conducted by independent external agency	Results communicated in public domain	Relevant web link
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Not Applicable

**12. Is the entity compliant with the applicable environmental law / regulations / guidelines in India; such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment protection act and rules thereunder.**

Specify the law / regulation / guidelines which was not complied with	Provide details of the noncompliance	Any fines / penalties / action taken by regulatory agencies such as pollution control boards or by courts	Corrective action taken, if any
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Considering the nature of Industry in which we operate , the organization complies with applicable regulations

**Leadership Indicators**

**1. Provide break-up of the total energy consumed (in Joules or multiples) from renewable and non-renewable sources:**

Parameter	FY23	FY22
From renewable sources		
Total electricity consumption (A)		
Total fuel consumption (B)		
Energy consumption through other sources (C)		
<b>Total energy consumed from renewable sources (A+B+C)</b>		
<b>From non-renewable sources</b>		
Total electricity consumption (D)		
Total fuel consumption (E)		
<b>Energy consumption through other sources (F)</b>		
<b>Total energy consumed from non-renewable sources (D+E+F)</b>		

Refer Point No 1 of Essential Indicator



2. Provide the following details related to water discharged:

FY23 FY22

**Water discharge by destination and level of treatment (in kilolitres)**

**(i) To surface water**

- No treatment
- With treatment – please specify level of treatment

**(ii) To groundwater**

- No treatment
- With treatment – please specify level of treatment

**(iii) To seawater**

- No treatment
- With treatment – please specify level of treatment

Refer Point No. 3 of Essential Indicators

**(iv) Sent to third-parties**

- No treatment
- With treatment – please specify level of treatment

**(v) Others**

- No treatment
- With treatment – please specify level of treatment

**Total water discharged (in kilolitres)**

3. Water withdrawal, consumption and discharge in areas of water stress (in kilolitres). For each facility / plant located in areas of water stress, provide the following information:

- Name of the area
- Nature of operations
- Water withdrawal, consumption and discharge in the following format:

Not applicable.

4. Please provide details of total Scope 3 emissions and its intensity:

Parameter	Break-up	Unit	FY23	FY22
<b>Total Scope 3 emissions</b> CO2, CH4, N2O, HFCs, PFs, SF6, NF3				
<b>Total Scope 3 emissions</b> per rupee of turnover				
<b>Total Scope 3 emission intensity</b> – the relevant metric may be selected by the entity	The activities of the organisation is service oriented thus there is no scope of emission of hazardous waste			
Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? If yes, name of the external agency.				

5. With respect to the ecologically sensitive areas reported at Question 10 of Essential Indicators above, provide details of significant direct and indirect impact of the entity on biodiversity in such areas along-with prevention and remediation activities:

Not applicable

6. If the entity has undertaken any specific initiatives or used innovative technology or solutions to improve resource efficiency, or reduce impact due to emissions / effluent discharge / waste generated, please provide details of the same as well as outcome of such initiatives:

Initiative undertaken	Details of the initiative	Outcome of the initiative
Solar Panel	Solar panels has been installed on the roof top our Registered office	Saving electricity usage
Water recycling	Installed plan for recycling of Flush water	Avoidance of water wastage
LED lights installed	Installation of LED Lights at our registered and all our corporate offices to the extent possible	Saving electricity usage
Paper thrasher	The paper used at the offices are recycled to avoid further wastage	To avoid extra usage of papers
Tree plantation	As a part of CSR activities , the organisation has initiated various Tree planation drives	Promoting sustainable environment

7. Does the entity have a business continuity and disaster management plan:

The organization has in place the procedures set for Disaster management , to prevent the data from any natural Disaster or cyber-attacks to keep the organization going without any hazels. Also the procedures are set to prevent the assets of the Company from any turmoil.

At regular intervals necessary backups are taken to prevent any kind of damage and also the software's & the hardware's of the company are tested to ensure that there are no lapses in the system.

The Company has formulated necessary polices on the same.

8. Disclose any significant adverse impact to the environment, arising from the value chain of the entity. What mitigation or adaptation measures have been taken by the entity in this regard.

Considering the nature of business in which the organization operates there are no adverse impact on environment and the company also expects it value chain partners to follow the guidelines to avoid any hostile impact to the environment.

9. Percentage of value chain partners (by value of business done with such partners) that were assessed for environmental impacts.: Not applicable

**BRSR SECTION C: PRINCIPLE 7**

Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent

**Essential Indicators**

1a. Number of affiliations with trade and industry chambers / associations.

1b. List the top 10 trade and industry chambers / associations (determined based on the total members of such body) the entity is a member of / affiliated to:

Name of the trade and industry chambers/ associations	Reach of trade and industry chambers/ associations
1 Association of Mutual of India (AMFI)	National
2 Association of National Exchange Members of India( ANMI)	National

2. Provide details of corrective action taken or underway on any issues related to anticompetitive conduct by the entity, based on adverse orders from regulatory authorities.

Name of authority	Brief of the case	Corrective action taken
	No material instances reported.	

**Leadership Indicators**

**1. Details of public policy positions advocated by the entity: Nil**

Public policy advocated	Method resorted for such advocacy	Whether information available in public domain?	Frequency of Review by Board (Annually/ Half yearly/ Quarterly / Others)	Web Link, if available
Not Applicable				

**BRSR SECTION C: PRINCIPLE 8**

Businesses should promote inclusive growth and equitable development

**Essential Indicators**

**1. Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current financial year.**

Not applicable.

**2. Provide information on project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by your entity.**

Not applicable.

**3. Describe the mechanisms to receive and redress grievances of the community.**

The Company has the necessary infrastructure in place to resolve the grievances of the community. The grievances can be raised by either mails, telephone, letters addressed to the company or by physical meetings.

**4. Percentage of input material (inputs to total inputs by value) sourced from suppliers:**

	FY23	FY22
Directly sourced from MSMEs small producers		
Sourced directly from within the district and neighbouring districts		
	Considering the nature of the operations of the Company the same is	Not applicable

**Leadership Indicators**

**1. Provide details of actions taken to mitigate any negative social impacts identified in the Social Impact Assessments (Reference: question 1 of Essential Indicators above).**

Details of negative social impact identified	Corrective action taken
Not applicable	

**2. Provide the following information on CSR projects undertaken by your entity in designated aspirational districts as identified by government bodies.**

State	Aspirational District	Amount spent (In INR)
Not applicable		

**3a. Do you have a preferential procurement policy where you give preference to purchase from suppliers comprising marginalized / vulnerable groups?:**

The Procurement of purchases made by the Company are related only to equipment's related to IT Software's & Hard wears

**3b. From which marginalized / vulnerable groups do you procure: Refer Point 3 a**

**3c. What percentage of total procurement (by value) does it constitute: Refer Point 3 ab**

**4. Details of the benefits derived and shared from the intellectual properties owned or acquired by your entity (in the current financial year), based on traditional knowledge.**

Intellectual Property based on traditional knowledge	Owned/ Acquired	Benefit shared	Basis of calculating benefit share
Not applicable.			

**5. Details of corrective actions taken or underway, based on any adverse order in intellectual property related disputes wherein usage of traditional knowledge is involved.**

Name of authority	Brief of the Case	Corrective action taken
Not applicable		

**6. Details of beneficiaries of CSR Projects:**

CSR Project	No. of persons benefitted from CSR Projects	% of beneficiaries from vulnerable and marginalized groups
The CSR funds are majorly used for Educational Purpose for developing the future generation of the country		

**BRSR SECTION C: PRINCIPLE 9**

Businesses should engage with and provide value to their consumers in a responsible manner

**Essential Indicators**

**1. Describe the mechanisms in place to receive and respond to consumer complaints and feedback.**

The Complaints are received via Emails, Physical Letters, through our Customer care team & SEBI SCORES Login.

The Complains received are circulated to the respective departments and necessary follow-up are done by respective head for resolution of the Complain until the satisfaction of the client.

**2. Turnover of products and / services as a percentage of turnover from all products / service that carry information about:**

Particulars	As a percentage to total turnover
Environmental and social parameters relevant to the product	Not applicable
Safe and responsible usage	
Recycling and / or safe disposal	

**3. Number of consumer complaints in respect of the following:**

Particulars	FY 23			FY 22		
	Received during the year	Pending resolution at end of year	Remarks	Received during the year	Pending resolution at end of year	Remarks
Data privacy	Nil	Nil	Nil	Nil	Nil	NA
Advertising	Nil	Nil	Nil	Nil	Nil	NA
Cyber-security	Nil	Nil	Nil	Nil	Nil	NA
Delivery of essential services	Nil	Nil	Nil	Nil	Nil	NA
Restrictive trade practice	Nil	Nil	Nil	Nil	Nil	NA
Unfair trade practices	Nil	Nil	Nil	Nil	Nil	NA
Other	Nil	Nil	Nil	Nil	Nil	NA

Note - The above mentioned details here under are on Standalone basis.

ANNEXURE TO BOARD REPORT

4. Details of instances of product recalls on account of safety issues:

	Number	Reasons for recall
Voluntary recalls		
Forced recalls		Not applicable.

5. Does the entity have a framework / policy on cyber security and risks related to data privacy? (Yes / No) If available, provide a web-link of the policy.

The organization has a strong framework & policy in place on cyber security & brisk related to data privacy. The Policy covers all the employees & third party vendors or outsourced staff & parties. The Policy captures the framework of internal controls to mitigate the risks. The Policy also clearly states the practices which are not acceptable, the policy also includes the guidelines on password protection, storage, email usage etc. The Policy can be accessed at [www.choiceindia.com](http://www.choiceindia.com)

6. Provide details of any corrective actions taken or underway on issues relating to advertising, and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty / action taken by regulatory authorities on safety of products / services.

No penalty / action taken by regulatory authorities on safety of products / services

Leadership Indicators

1. Channels / platforms where information on products and services of the entity can be accessed (provide web link, if available).

Information on products and services of the Company can be accessed on <https://choiceindia.com/>.

2. Steps taken to inform and educate consumers about safe and responsible usage of products and / or services.

Necessary Disclaimers & Disclosures are given to all our Clients, also the Clients are educated with Do's & Don'ts, Regulatory changes are emailed to the customers, website disclosures, OTP confirmations, also on regular basis investor awareness programs are conducted by the organization

3. Mechanisms in place to inform consumers of any risk of disruption / discontinuation of essential services.

The Customers are made aware of any disruption in the activities via following channels:

- i. Emails
- ii. Website Disclosures
- iii. SMS
- iv. Social Media
- v. Letters

4. Does the entity display product information on the product over and above what is mandated as per local laws? If yes, provide details in brief. Did your entity carry out any survey with regard to consumer satisfaction relating to the major products / services of the entity, significant locations of operation of the entity or the entity as a whole?

Yes, we provide product information on our company website over and above what is mandated under local laws.

5. Provide the following information relating to data breaches:

a. Number of instances of data breaches along-with impact: Nil

b. Percentage of data breaches involving personally identifiable information of customers: No such Instances

# Management Discussion and Analysis Report

# Management Discussion and Analysis

“Your preferred Choice to financial prosperity”

## GLOBAL ECONOMY FY23

The Global economy is poised for growth on the surface, for a gradual recovery from the powerful blows of the pandemic and Russia's unprovoked war on Ukraine. China is rebounding strongly following the reopening of its economy. Supply-chain disruptions are unwinding, while the dislocations to energy and food markets caused by the war are receding. Simultaneously, the massive and synchronous tightening of monetary policy by most Central Banks should start to bear fruit, with inflation moving back toward its targets.

The baseline forecast is for growth to fall from 3.4% in 2022 to 2.8% in 2023, before settling at 3.0% in 2024. Advanced economies are expected to see an especially pronounced growth slowdown, from 2.7% in 2022 to 1.3% in 2023. Global real GDP growth should pick up steam in 2024 to 2.5% and be more evenly distributed among regions. Tailwinds to growth in 2024 will largely come from fading shocks related to the pandemic, elevated inflation, and monetary policy tightening.

## REAL GDP GROWTH RATE (ANNUAL % CHANGE)

	2020	2021	2022	2023(P)	2024(P)
World	(3.1)	6.1	3.4	2.8	3.0
AE	(4.5)	5.2	2.7	1.3	1.4
EMDE	(2.0)	6.8	4.0	3.9	4.2
India	<b>(6.6)</b>	<b>8.9</b>	<b>6.8</b>	<b>5.9</b>	<b>6.3</b>

Source - (IMF 2023 World Economic Outlook April 2023) - [https://www.imf.org/external/datamapper/NGDP\\_RPCH@WEO/OEMDC/ADVEC/WEOORLD](https://www.imf.org/external/datamapper/NGDP_RPCH@WEO/OEMDC/ADVEC/WEOORLD)

## INFLATION RATE, AVERAGE CONSUMER PRICES

	2020	2021	2022	2023(P)
World	3.2	4.7	8.7	7.0
AE	0.7	3.1	7.3	4.7
EMDE	5.2	5.9	9.8	8.6
India	<b>6.2</b>	<b>5.5</b>	<b>6.7</b>	<b>4.9</b>

Source - (IMF 2023 World Economic Outlook April 2023) - <https://www.imf.org/external/datamapper/PCPIPCH@WEO/OEMDC>  
As per the latest industry research, some of the key drivers of global economic growth in 2023:

1. Asian economies: Asian economies are expected to drive most of the global growth in 2023, as they benefit from ongoing reopening dynamics and less restrictive monetary policies
2. China's re-opening: The global economy is set to grow by 1.6% in 2023, driven largely by China's re-opening following a prolonged period of lockdowns and strong expected growth
3. Investment growth: Investment growth in emerging market and developing economies is predicted to remain below its average rate of the past two decades. Overall, investment growth is projected to decelerate markedly from 4% in 2022 to 0.9% in 2023
4. Monetary policy tightening: Tight monetary policy acts as a break on economic activity and will likely lead to increases in unemployment rates in various economies, particularly in Europe and the US
5. Global shocks: Any additional adverse shocks could push the global economy into recession. Small states are especially vulnerable to such shocks because of their reliance on external trade and financing, limited diversification, elevated debt, and susceptibility to natural disasters

The forecast for the next decade indicates a prolonged period of disruption and uncertainty for businesses, but it also presents potential opportunities. Once the regional recessions of 2022-2023 conclude, global growth will revert to a slower trajectory, with mature markets playing a smaller role in global GDP. However, there are still prospects for companies to invest in both mature markets, leveraging their wealth and the need for innovation to offset declining labor forces, as well as emerging markets, which require both physical and digital infrastructure to support their substantial and youthful labor forces.

## SHARE OF FINANCIALS, CONSUMER DISCRETIONARY, AND INDUSTRIALS TO AGGREGATE CORPORATE EARNINGS TO RISE OVER THE NEXT TWO YEARS:

Global growth slowdown and China's zero COVID policy severely weighed on commodity prices during the year. Consequently, there has been a meaningful dip in the share of Materials and Energy to aggregate corporate earnings estimates of top 200 companies in FY23. For instance, Materials accounted for ~21% of the aggregate earnings for top 200 companies in FY22, which is expected to drop to 11.5% in FY23, rising modestly to 12.5% in FY24 amid expectations of revival in Chinese economy. Utility companies are also expected to see a drop in their share in overall corporate earnings of these 200 companies. The reduced share of these sectors to aggregate corporate earnings during this period is expected to be taken over by Financials, Consumer Discretionary, and Industrials. Clearly, the earnings trajectory over the next two years hinges on persistence of consumption and investment demand.

(Source: NSE Market Pulse [https://static.nseindia.com/s3fs-public/inline-files/Market\\_Pulse\\_April%202023.pdf](https://static.nseindia.com/s3fs-public/inline-files/Market_Pulse_April%202023.pdf))

To ensure long-term growth, key strategies involve diversifying into new business sectors, fortifying corporate culture, embracing digital transformation and automation, recruiting talent with novel skills not currently represented in the organization, and optimizing the hybrid work model where appropriate.

(IMF 2023 World Economic Outlook April 2023).

<https://www.conference-board.org/topics/global-economic-outlook>

We are entering a precarious phase characterized by below-average economic growth and increased financial risks, while inflation has not yet definitively changed its course. It is now more important than ever for policymakers to exercise caution and communicate clearly. The appropriate course of action depends on the condition of the financial system.

As long as the financial system remains reasonably stable, as it is currently, monetary policy should focus on reducing inflation. A positive aspect is that the banking turmoil will naturally slow overall economic activity as banks reduce lending due to rising funding costs and the need to act more cautiously. This, in itself, should partially alleviate the necessity for further tightening of monetary policy.

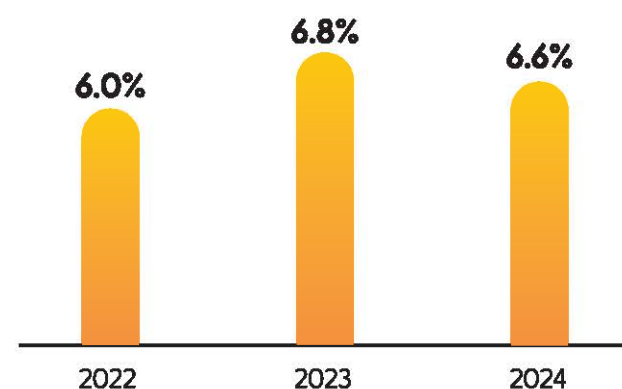
Source - (IMF 2023 World Economic Outlook April 2023).

## INDIAN ECONOMY

India's economy has rebounded since the COVID-19 pandemic. But the Russia-Ukraine conflict has triggered inflationary pressures and prompted central banks, including India's, to reverse ultra-loose monetary policy adopted during the pandemic.

The International Monetary Fund (IMF) expects India's GDP to grow by 5.9% in 2023. The Asian Development Bank (ADB) projects growth in India's gross domestic product (GDP) to moderate to 6.4% in fiscal year (FY) 2023 ending on 31 March 2024 and rise to 6.7% in FY2024. India to witness GDP growth of 6.0 per cent to 6.8 per cent in 2023-24, depending on the trajectory of economic and political developments globally. Economic survey 2022-23 projects a baseline GDP growth of 6.5 per cent in real terms in FY24. The World Bank has revised its FY23-24 GDP forecast to 6.3 percent from 6.6 percent (December 2022). Growth is expected to be constrained by slower consumption growth

**GDP Growth Forecast**



Find out more in ADB's Asian Development Outlook April 2023  
[www.adb.org/outlook](http://www.adb.org/outlook)

#ADO2023

and challenging external conditions. Rising borrowing costs and slower income growth will weigh on private consumption growth, and government consumption is projected to grow at a slower pace due to the withdrawal of pandemic-related fiscal support measures.

While betting on consumption-driven growth is obvious given India's large, young, and rising share of the upper middle-income population (with a high propensity to spend), however, investment will play a crucial role over the next two years. It is through investments that India will gain the necessary momentum to embark on a sustained path of growth driven by domestic demand for many decades to come.

Although headline inflation is elevated, it is projected to decline to an average of 5.2 percent in FY23/24, amid easing global commodity prices and some moderation in domestic demand. The Reserve Bank of India's has withdrawn accommodative measures to rein in inflation by hiking the policy interest rate. India's financial sector also remains strong, buoyed by improvements in asset quality and robust private-sector credit growth.

Despite the global economic slowdown, India's exports have performed well, likely due to the depreciated currency in relation to the US dollar. While goods exports have remained moderate, there has been a remarkable surge of 30% in India's services exports between April and February. This significant growth can be attributed to various factors such as the global push for digitization, cost-cutting measures adopted by businesses to navigate the anticipated slowdown, and the rising trend of remote work. These factors have led to an increased demand for service exports, particularly in the technology sector, where

India holds a comparative advantage.

Interestingly, the share of business and professional services in the overall services exports has also expanded. Companies worldwide now prefer to outsource a wide range of professions, including accounting, audit, research and development, quality assurance, and after-sales service. This preference for outsourcing has contributed to the growth of India's services exports, further bolstering its position in the global market.

India is set to become the world's fastest-growing major economy in 2023, with an investment boom likely. Growth is expected to be brisk in FY24 as a vigorous credit disbursement, and capital investment cycle is expected to unfold in India with the strengthening of the balance sheets of the corporate and banking sectors. Further support to economic growth will come from the expansion of public digital platforms and path-breaking measures such as PM GatiShakti, the National Logistics Policy, and the Production-Linked Incentive schemes to boost manufacturing output.

**INDIAN FINANCIAL SECTOR**

India's financial services sector is a significant contributor to the country's economy and also one of the fastest growing sector. The sector in India comprises commercial banks, insurance companies, non-banking financial companies, co-operatives, pension funds, mutual funds, and other smaller financial entities.

As of January 2023, AUM managed by the mutual funds industry stood at Rs. 39.62 trillion (USD 478.08 billion). Inflow in India's mutual fund schemes via systematic investment plan (SIP)

stood at Rs. 1.5 lakh crore (USD 18.09 billion). Equity mutual funds registered a net inflow of Rs. 22.16 trillion (USD 294.15 billion) by end of December 2021. The net inflows were USD 888 million (Rs 7,303.39 crore) in December as compared to a 21-month low of USD 274.8 million (Rs 2,258.35 crore) in November 2022.

Another crucial component of India's financial industry is the insurance industry. The insurance industry has been expanding at a fast pace. The total first-year premium of life insurance companies reached USD 32.04 billion in FY23. In FY23 (until December 2022) non-life insurance sector premiums reached at Rs. 1.87 lakh crore (USD 22.5 billion).

Furthermore, India's leading bourse, Bombay Stock Exchange (BSE), will set up a joint venture with Ebix Inc to build a robust insurance distribution network in the country through a new distribution exchange platform. In FY23, USD 7.17 billion was raised across 40 initial public offerings (IPOs). The number of companies listed on the NSE increased from 135 in 1995 to 2,113 by FY23 (till December 2022).

According to the statistics by the Futures Industry Association (FIA), a derivatives trade association, the National Stock Exchange of India Ltd. (NSE) emerged as the world's largest derivatives exchange in 2020 in terms number of contracts traded. NSE was ranked 4th worldwide in cash equities by number of trades as per the statistics maintained by the World Federation of Exchanges (WFE) for CY2020.

**INDIAN CAPITAL MARKETS**

**Direct retail participation in Indian equities** has risen meaningfully in last couple of years, which can be witnessed in huge inflows in secondary markets, increase in new investor registrations and surge in retail share in the overall cash market turnover. In the last eight fiscal years, retail investors have been net buyers for last three years. During this period, they have invested nearly Rs 2.8 Tn (As on March 31st, 2023) in equities directly through secondary markets, of which Rs 1.6 Tn has been invested in FY2021-22.

**FII's turned buyers of Indian equities in 2023:** In the initial half of 2022, Foreign Institutional Investors (FIIs) were significant sellers, but they transitioned into buyers during the latter half. The Indian equity market's valuations appeared relatively stretched, while Asian peers, particularly China, displayed improved growth prospects after reopening their economy. As a result, FIIs decided to withdraw some investments during the first two months of 2023, leading to a net outflow of USD 4.2 Bn during this period. The comparative underperformance of Indian equities in relation to global counterparts caused the valuation premium of Indian equities over the broader Emerging Market pack to decrease substantially. Consequently, Indian equities regained their appeal, enticing FIIs to become modest buyers again, resulting in net inflows of USD 967 Mn in March 2023. Throughout the fiscal year, FIIs remained significant sellers of Indian equities, with net outflows totalling USD 5.1 Bn.

**FII's participation in Indian debt remained muted:** During the majority of 2022, Foreign Institutional Investors (FIIs) were sellers in the Indian debt market, except for August 2022 and September 2022. This shift in behaviour was a result of the narrowing spreads between Indian bonds and global bonds. However, in the beginning of the New Year, FIIs became modest buyers, with net inflows of USD 736 Mn during the first two months of 2023. However, their buying spree was short-lived, as they resumed selling in March, leading to net outflows of USD 307 Mn. For the fiscal year 2023, FIIs sold Indian debt worth USD 1.1 Bn on a net basis, a significant contrast to the net inflow of USD 268 Mn witnessed in FY22.

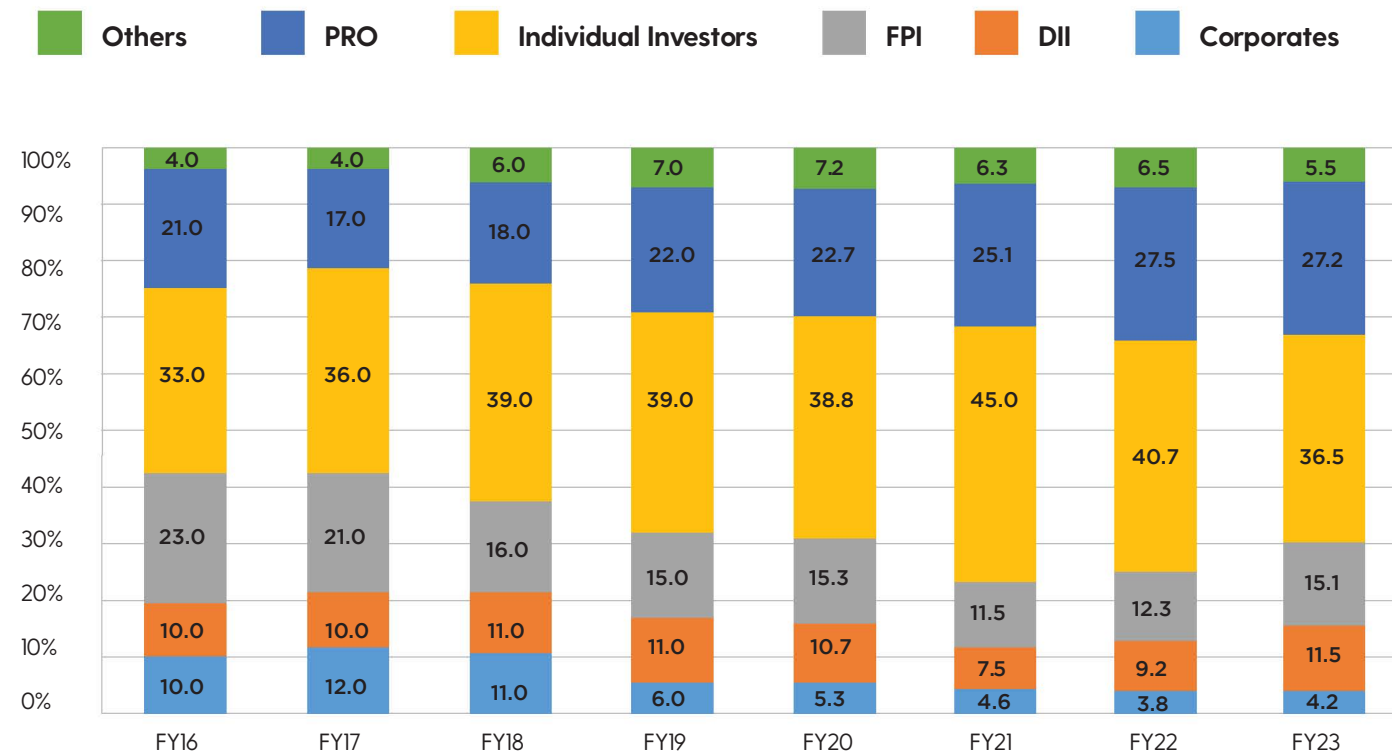
**DII continued to remain buyers in March 2023:** Since March 2021, Domestic Institutional Investors (DIIs) have consistently shown strong interest in Indian equities. In 2021, DIIs invested Rs876 billion, followed by a substantial increase to Rs2.7 trillion in 2022. This positive trend continued into 2023, with net inflows of Rs832 billion in just the first three months, of which Rs305 billion was invested in March 2023. This ongoing momentum has been supported by robust retail inflows through the Systematic Investment Plan (SIP) route. Throughout FY23, DIIs demonstrated a robust investment in equities, with net inflows amounting to a significant Rs2.6 trillion, in contrast to the net inflows of Rs2.1 trillion observed during the same period in FY22.

**Retail investors moderated significantly in FY23:** Retail inflows in FY2022-23 were the lowest in last 3 years to touch Rs 492 bn as compared to robust inflows of Rs1, 649 Bn in FY2021-22 and Rs 684 bn in FY2020-21. The year 2022 witnessed decreased direct participation by retail investors in equities and increased investments in mutual funds resulting in growth in SIP flows.

FO turnover registered a growth of 11.4% YoY to touch Rs 405 Tn in FY23. While equity futures turnover registered a decline of 3% YoY, the growth in FO segment was led by equity options, registering a growth of 72% YoY in the premium turnover. The average daily turnover in equity derivatives segment during the year, however, increased by 10.9% MoM to touch Rs 1,626 Bn vs Rs 1,466 Bn in the previous fiscal.

Currency derivatives turnover surged 43.5% YoY in FY23 to touch Rs102trn, led by trading in futures in contracts. While turnover of currency futures contracts nearly doubled on a YoY basis, currency options premium turnover remained flat. However, the growth rate in average daily turnover was slightly higher at 41.7% YoY during the fiscal.

**Figure 145: Trends in share of client participation in Capital Market at NSE(%)**



**Maharashtra continues to lead in terms of new investor registrations in FY23 despite the sharp drop:**

Out of 13.3 Mn new investor registrations in FY23, Maharashtra continued to lead with 2 Mn registrations, accounting for 15.4% share. Uttar Pradesh grabbed the second spot with 1.8 Mn new registrations, dropping 3.7% YoY and accounting for 13.6% of the total new registrations. This was followed by Gujarat, Rajasthan, West Bengal, and Madhya Pradesh at 6.3%, 6%, 5.8% and 5.7% share respectively. Among the top five states, Maharashtra, Gujarat, and Rajasthan saw a huge decline of 39% YoY in new investor registrations this year. Delhi remained at the 10th position for the third time in a row with a 5% share and a 46% YoY drop in new registrations. Bihar, Tamil Nadu and Karnataka contributed to a total of 16% of the new registrations during the year.

**EQUITY MUTUAL FUNDS AUM SAW A JUMP IN FY23**

Strong inflows into equity mutual funds via the SIP route, relative outperformance vis-à-vis other asset classes including debt and limited redemptions have all resulted in equity AUM rising sharply in FY23. Interestingly, equity AUM surpassed that of debt for the first time in 2022, with nearly 10 percentage points increase in its share to the industry's AUM since the pandemic. Debt funds, on the other hand, were impacted by a steep rise in interest rates last year, leading to its AUM falling by ~7% in FY23. In fact, its share in the overall MF AUM has dropped from 50%+ around the onset of the pandemic to ~33% currently. Share of Hybrid and other schemes has also been rising over the last two years with its AUM increasing 145% to Rs12.1 Tn since the pandemic.

**Jump in equity AUM aided by strong SIP inflows:** Indirect participation has picked up meaningfully since the pandemic, as reflected in a steady increase in retail inflows into mutual funds via the SIP route. Monthly SIP inflows increased by a strong 20% YoY but remained broadly flat on a MoM basis at Rs 137bn in Feb'23. Average monthly SIP run rate during the 11 months of FY23 stood at Rs129bn as compared to Rs104bn in FY22 and Rs80bn in FY21. The total number of outstanding SIP accounts has also continued to grow, rising to 62.8mn at the end of Feb'23. (Source: NSE Market Pulse [https://static.nseindia.com/s3fs-public/inline-files/Market\\_Pulse\\_April%202023.pdf](https://static.nseindia.com/s3fs-public/inline-files/Market_Pulse_April%202023.pdf))

**Technology: A Game Changer for the Financial services industry**

Indian financial sector is expected to see investments in technology to replace legacy alternatives and the importance of AI and ML will be on the rise. India is positioned to become one of the largest digital markets with rapid expansion of mobile and internet, with over 2,100 fintechs operating currently.

Pandemic, with restrictions in physical banking & insurance services propelled the adoption of digital tools, and incumbents responded by ramping up their technology transformation efforts revitalizing the digital channels.

Financial services firms are keen on a non-branch acquisition and service approach, over the past few years they have been focusing on a digital-first omni-channel experience and now, they

are also venturing into deep tech avenues like metaverse and web 3.0 which may the customer experience in the time to come. API-based brokerage firms are leading this trend by offering APIs to manage end-to-end flows including opening of accounts, funding, trading, management, and market data. Even asset management companies are increasingly using AI. A study by JPMorgan from 2020, reveals that the algorithmic trading market is projected to experience substantial growth, estimated at USD 4 billion by 2024. This growth would result in the total volume of algorithmic trades reaching USD 19 billion. It is evident that AI has surpassed human intelligence in various aspects that may exceed our imagination. The increased adoption of AI has significantly enhanced decision-making capabilities. Furthermore, there has been a significant rise in the number of predictions and forecasts utilizing data analysis and machine

learning (ML) techniques. These advancements highlight the transformative impact of AI on the trading industry. <https://cio.economicstimes.indiatimes.com/news/corporate-news/key-technology-trends-that-will-reshape-the-broking-sector-in-2023-siddharth-patnaik-upstox/97240459>

The coming years will see an impact of various regulatory measures especially around Account Aggregator, Digital Lending guidelines, regulator's expectations around Data availability and depth in regulatory reporting, co-lending initiatives and ensuring the most secured way of providing financial services solutions to the customer.

<https://bfsi.economicstimes.indiatimes.com/news/financial-services/outlook-2023-key-factors-to-watch-out-for-financial-services-industry/96719774>



## CHOICE GROUP OVERVIEW

Choice Group, incorporated in 1992, is a financial institution conglomerate which finds its legacy in solving financial problems and bridging gaps for individuals, institutions and governments.

For past 2 decades we are committed to help our clients achieve their financial aspirations and promote value creation for society.

Headquartered in Mumbai, Choice Group is engaged in providing financial services. Choice has its membership and registration with SEBI, RBI, NSE, BSE, MCX, NCDEX, AMFI and depository participant with CDSL & NSDL. An end-to-end financial conglomerate, the group has over the past decade expanded massively to become a holistic financial services firm with ground breaking technologies and innovative methodologies to serve its clients. Choice is among top 16 brokers with pan India presence with over 7 lakh clients and over 30,000 trained business associates.

The company offers services under three major verticals – Broking & Distribution, NBFC & Advisory Services across India. Equity Broking being the primary offering followed by other financial services like Consultancy, and NBFC.

With a pan India presence across 18 states, Choice operates on a digital Fintech ecosystem enabling wider reach with a 'Phygital mode' to acquire and service customers.

### WHAT WE OFFER

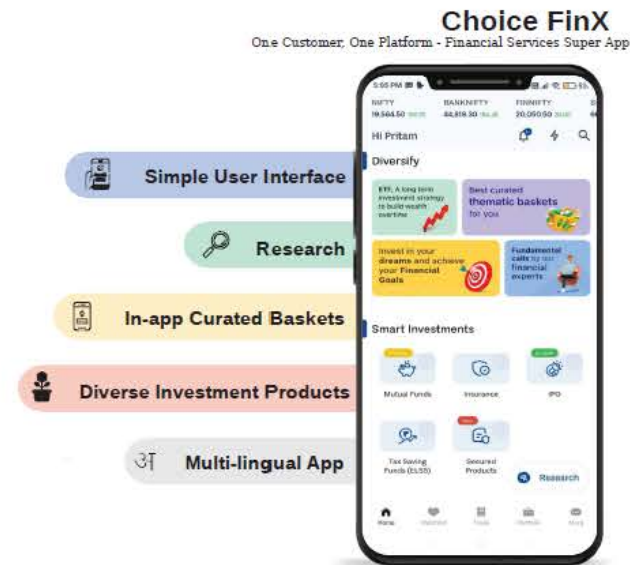
- Equity Broking
- Wealth Services
- Insurance Distribution
- NBFC Activities
- Infrastructure Consulting & Government Advisory
- Management Consulting & Investment Banking

### 1. BROKING & DISTRIBUTION

During the year, the Company had a huge growth in the demat accounts and ended the year with 680K demat accounts. The number of active clients stood at 210k and enabled us to maintain our 16th rank as per NSE's active (UCC) list. Further to this, Stock Broking client assets stood at Rs. 270 billion an increase of 64% YoY, which resulted in highest ever revenues for the Group. Asset under Advice for Mutual Funds stood at Rs. 3,635 million. There has been a significant increase in the number of insurance policies sold, which was 6,978 policies, a growth of 84% YoY and the total insurance premium generated for FY23 stood at Rs. 535 Mn. The major initiative undertaken for the Broking & Distribution business was to transform the 'Jiffy' App into a Super App 'Choice FinX'.

## Choice FinX – One Customer, One Platform – Financial Services Super App

### Simple User Interface, Research, In-app Curated Baskets, Diverse Investment Products



32 Mn+ API Requests served per day  
900k+ App downloads  
3 Hrs 51 Mins Avg. daily user engagement on app

Choice FinX - With cutting-edge technology it provides a simplified investing experience for users. This has enabled us to offer users the ability to leverage and easily invest in a variety of financial instruments all in one place, which has led to the major growth in users in the second half of the financial year. The aim is to serve the clients financial needs advanced technical features for each Insurance, Bonds etc. and easily track all.

### SUPER APP JOURNEY

In a transformative move, our broking app has evolved into the all-encompassing Super App, Choice FinX. This upgrade has enabled us to offer a wide array of financial services and products under one platform, providing users with a seamless and comprehensive experience.

One of the standout features of Choice FinX is the introduction of one-click account opening for Mutual Funds. This user-friendly and efficient process has not only attracted a significant number of new clients but also facilitated cross-selling opportunities. By simplifying the account opening procedure, we have removed barriers and made it easier for users to invest in Mutual Funds, thereby broadening our customer base and fostering greater client engagement.

Recognizing the importance of diversification in investment portfolios, we have taken a step further by introducing Secure products and Insurance as alternative investment options. With these additions, users now have access to a broader spectrum of investment choices, allowing them to create well-balanced and diversified portfolios tailored to their financial goals and risk profiles. The conversion to Choice FinX has been a pivotal step in our journey to cater to the holistic financial needs of our clients. By

offering an extensive range of financial products and services, coupled with a user-friendly interface, we aim to empower our users to make informed financial decisions, grow their wealth, and achieve their long-term financial aspirations with confidence.

### KEY HIGHLIGHTS FOR CHOICE FINX-

- **For Technical Traders - Integrated advanced technical chart 'Trading View' which helps in real-time monitoring of company trend –**
  - Add Price Alerts from Charts, Track Orders and Positions from the Chart window itself. and use Charts to place Orders
  - 65% of users are currently using the trading view as a charting system
- **Fundamental Insights & Research Recommendations**
  - Added Fundamental analysis i.e. Quality Scorecard, Key Metrics and Share Holding Pattern to provide valuable insights into a company's financial health and performance. Also, track the recommendations given by our in-house experts in the Research Tab of the company page.
- **Option Strategy**
  - Based on market dynamics and options volume, we made an option strategy (Beta) for our traders.
- **Hindi Language Added in Android App**
  - Users can now access all the features of our app in their preferred language, making it easier and more convenient for them to trade and invest.

**(A) Stock Broking Services:** The group's Broking & Distribution Business is channelized through subsidiary M/s. Choice Equity Broking Private Limited herein referred to as "Choice Broking".

### KEY SERVICES:

- Equity Trading · Derivative Trading · Debt Market Instruments Research & Analysis
- Commodity Trading · Demat Services · Portfolio Management · IPO/ OFS/ Other Issues

### OUR EXCELLENT RESEARCH CAPABILITIES:

We offer Technical as well as Fundamental Research calls and both are managed by a team of experts in their respective fields.

### FUNDAMENTAL RESEARCH:

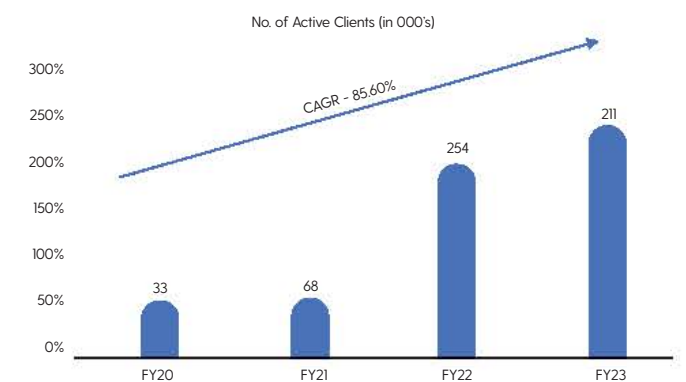
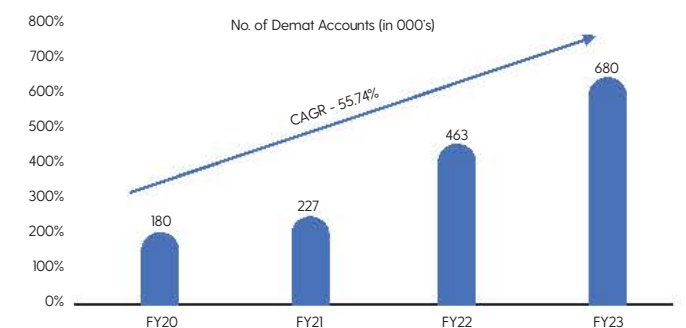
The Choice Equity Broking's research team offers comprehensive research input to institutional clients with a coverage of over 80+ Indian companies. With our dedicated research and sales team we offer financial services such as but not limited to Investment ideas, channel checks, sector view, macroeconomic view, corporate connect, trade execution and bespoke research. Our research stands out by employing a data-driven approach to generate alpha.

Our research is distinguished by its unique insights and high-conviction content, stimulating investment discussions throughout our coverage universe. We provide exceptional coverage of vital sectors, including Automobile, Banking and NBFC, Pharmaceuticals, Healthcare delivery, Building Materials, Real Estate, and Information Technology spanning a wide spectrum of our extensive coverage.

By conducting meticulous research, we ensure that our investment decisions are based on comprehensive analysis and minimize the risk of investing in companies with questionable practices. Our goal is to identify companies with strong growth potential and align our clients' investments with their values and long-term objectives.

### TECHNICAL RESEARCH:

Our company specializes in conducting technical research on various financial instruments, including equity, commodities, and currencies. We offer short-term intraday trading calls based on our in-depth analysis. Additionally, we provide special occasional calls on significant days like Mother's Day, Valentine's Day, and various festivals. Our expertise also extends to derivative hygiene strategies, ensuring risk management and optimal performance. The dedication and expertise of our analysts are reflected in the impressive success ratio of our calls, ranging between 70-80%. We take pride in our technical analysts, who are highly active on both electronic and print media, garnering excellent viewership and establishing themselves as trusted financial experts. Our analysts receive significant electronic media coverage, engaging with audiences for approximately 5 to 5.5 hours each day, reaffirming our commitment to disseminate valuable insights and guidance to investors and traders alike.



**OUR JOURNEY**

**INDUSTRY TRENDS:**

The brokerage industry generated a revenue of INR 382.00 Bn in FY 2023, expanding at a compound annual growth rate (CAGR) of ~13.73% from FY 2019 to FY 2023.

Close to 25 million demat accounts were added in FY23, at a monthly average of over 2 million despite lackluster returns and sustained volatility in the market.

The brokerage industry in India is transitioning to a fee-based model, from the earlier transaction-based one. With this shift, brokers are now offering new services, including investment and wealth management advisory.

There is also an increased focus on fund-based activities, such as margin funding. This is helping broker firms generate sustainable earnings. They are also expanding the range of products and services to strengthen client relationships.

The shift of trading platforms from offline to a mix of online and offline modes resulted in higher revenues for full-service brokers.

The increase in the activity in equity markets since the beginning of the pandemic was driven by robust corporate earnings, favourable liquidity in both international and domestic markets, higher internet penetration, and retail participation.

In the post-COVID era, Technological advancements have brought smart features, such as e-KYC, order management systems, analytical and charting tools and much more, to ease the investment journey for retail traders. With today's investor being immensely tech-savvy and expecting cutting-edge tech solutions for all their needs, brokers are increasingly investing in technology.

Post Covid, the broking industry witnessed a substantial surge in client accretion competitive pricing, increased marketing and digital offerings. There was substantial participation from new to market customers from tier-II/III and beyond. However, after reaching a peak of ~3.66 crore in June 2022, active clients have declined and reached ~3.35 crore in January 2023, owing to a large number of clients onboarded earlier being inactive.(3)

- (1) <https://finance.yahoo.com/news/india-financial-brokerage-market-analysis-165300153.html>
- (2) [https://www.business-standard.com/markets/news/despite-market-volatility-25-million-demat-accounts-added-in-fy23-123040700897\\_1.html](https://www.business-standard.com/markets/news/despite-market-volatility-25-million-demat-accounts-added-in-fy23-123040700897_1.html)
- (3) [https://www.icicidirect.com/mailimages/IDirect\\_Brokerage\\_SectorUpdate\\_Mar23.pdf](https://www.icicidirect.com/mailimages/IDirect_Brokerage_SectorUpdate_Mar23.pdf)

**(B) Insurance Broking Services:** The group offers Insurance Distribution Services through our subsidiary M/s. Choice Insurance Broking India Private Limited. The segment

majorly focuses on Assisting Clients to buy the right Insurance Products as per their need and insured smooth claim processing.

**Why Choice**

- Customer Base of over 300,000
- Employees Contacts of over 3000 Employee
- CBA Network
- Government and Corporate Connections
- Physical Branches over 75
- Good and Timely payouts
- Technology Platform (Connect, Policy, B2B)

**Why Insurance**

- Large Industry
- Growing Industry
- High Commissions
- Recurring Revenues
- Reinvesting in Growth

**OPERATIONAL UPDATE**

We are proud to announce partnership with Government of Maharashtra under the Gopinath Munde Shetakari Accident Insurance Scheme to settle insurance claims. Under the scheme, we will be serving over 3 crore farmers in Maharashtra, which is in line with our vision of meeting the requirements of the underserved population of India.

Choice FinX is the Online Platform through which insurance services - motor and health insurance products are sold. It enables a user to easily look for instant quotes, comparison and policy issuance.

With our expansion across new geographies, the insurance business has seen a huge surge. Till date we have covered around 75k+ lives through the policies. The claims settlement ratio has been more than 95%. Our operational efficiency has led to a 14% Reduction in Claim Settlement TAT. Additionally, we have tied up with more than 25 insurance partners to sell their policies on our Choice FinX platform.

Choice FinX has been upgraded with all the latest features to simplify the process of buying an insurance policy.

- **Know Your Policy:** To identify errors or inconsistencies in their insurance policy documents to avoid claim rejections or delays
- **Digital Vault:** To allow anytime and anywhere access to all insurance-related documents
- **Dispute Resolution:** To help settle rejected/ delayed or short settled claims with real time tracking of status

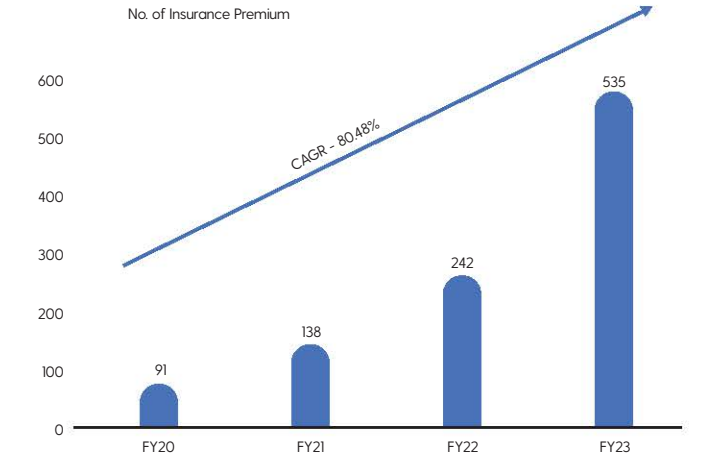
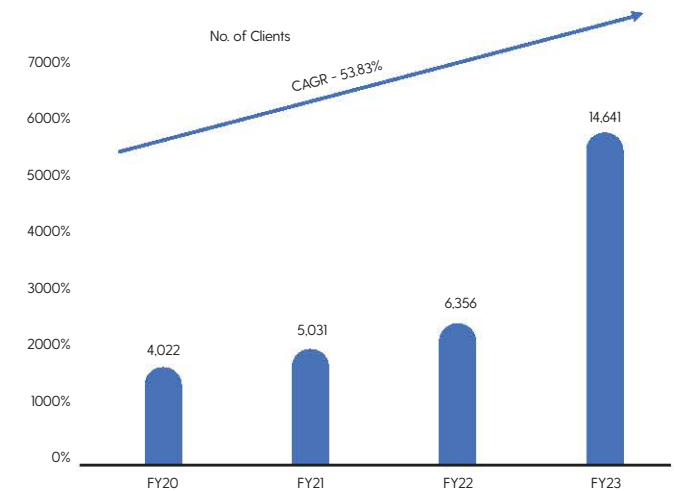
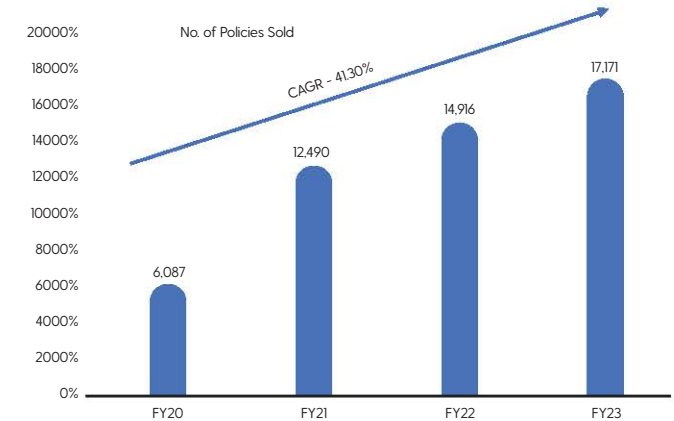
We are proud to announce that we have been recognized as the **Rising Star Broker of the year for achieving a high level of excellence in India Insurance Summit & Awards 2023**

**WAY FORWARD**

Emphasize the establishment of dedicated teams tailored to specific products, ensuring appropriate guidance and assistance throughout the policy duration for both Corporate and Retail Clients.

For Home and Appliances Insurance, a novel concept, the coverage encompasses damages caused by electricity load, floods, theft, and more. Choice is currently working towards creating this insurance product to address such faults and damages, providing options like insurance with OEM tie-up.

Regarding Small ticket Health Insurance, the focus lies in developing a plan that strikes the right balance between coverage and affordability. The company advocates for clients and operates independently from insurance providers, offering relevant suggestions to safeguard client interests.



**Industry Trend:**

The insurance industry in India is expected to witness significant growth and transformation in 2023, driven by various factors such as the increasing adoption of digital technologies, regulatory measures, and changing customer preferences. Here are some of the trends that are expected to shape the industry in 2023.

The Indian insurance market is predicted to reach \$200 billion by 2027, providing ample opportunities for all insurance players to grow (1).

The IPO of Life Insurance Corporation (LIC) of India was the largest IPO ever in India and the sixth biggest IPO globally of 2022. As of November 2022, listing of LIC accounted for more than a third of resources mobilized in the primary equity market until November 2022.

The insurance sector has pushed insurance companies to adopt strategies to remain relevant in a digital-first economy. The Insurance Regulatory and Development Authority India (IRDAI) has unveiled a slew of measures to boost the growth in the insurance sector, including the introduction of Bima Sugam, a one-stop online platform that will allow insurers to sell products directly to customers.

In 2023, the drive for cross-selling & Upsell is likely go hand in hand with the growing need for personalized insurance plans and premiums. Customers will choose customized insurance plans over currently available 'off-the-shelf products' in this digital economy. In the long run, it is anticipated that P2P insurance, flexible coverage options, and microinsurance will be the best options.

The adoption of innovative "Customer-First strategies" will significantly change how the industry conducts business and shapes the customer experience landscape.

The insurance industry is under pressure to keep up with the pace of change. New entrants in the form of digital-first insurers and innovative start-ups to the market are offering new products and services at a much faster rate than incumbent insurers. This means that enhancing speed to market with better integrations and low-code tools is a must



India's insurance penetration was pegged at 4.2% in FY21, and the life insurance industry is expected to increase at a CAGR of 5.3% between 2019 and 2023 (2)

- (1) <https://timesofindia.indiatimes.com/blogs/voices/outlook-for-general-insurance-industry-2023-a-promising-and-transformative-year/>
- (2) <https://www.ibef.org/industry/insurance-sector-india>

**(B) WEALTH SERVICES**

The group offers its Wealth Services through our subsidiary M/s. Choice Wealth Private Limited. The segment majorly focuses on Mutual Fund Distribution.

**Overview:**

- A trusted advisor and AMFI registered mutual fund distributor
- Strong research team to support client advisory
- State of Art Super App "Choice FinX" provides end to end services for Wealth Management and investment in Mutual Funds.

**Key Services:**

- Mutual Fund Distribution
- Financial Planning
- Research & Analysis
- Bond Distribution
- 

**Products:**

- Mutual funds
- Bonds: Potential to arrange the bonds as required
- Corporate Fixed Deposits: Tied up with Bajaj, HDFC,

**Mahindra & Mahindra and Shriram**

- State Development Bonds
- Other Products: G-sec, T-bills, SGB

**Importance of Mutual Funds (MF) and Systematic Investment Plan (SIP):**

- **Diversification:** Mutual funds allow investors to access a diversified portfolio of securities across various asset classes, reducing risk compared to individual stock investments.
- **Professional Management:** MFs are managed by experienced fund managers who conduct in-depth research and make informed investment decisions on behalf of investors.
- **Flexibility:** MFs offer a range of investment options, catering to different risk appetites and investment objectives, from equity funds to debt funds and hybrid funds.
- **Liquidity:** Investors can buy or sell mutual fund units at their convenience, providing easy access to their investment capital.
- **Systematic Investing:** SIP allows investors to invest small amounts regularly, fostering financial discipline and benefiting from the power of compounding over the long term.

- **Affordability:** Mutual funds provide an opportunity for individuals to participate in the capital markets with relatively small investment amounts, making them accessible to a wider audience.
- **Transparency:** Mutual funds provide regular reporting and disclosure of portfolio holdings and performance, ensuring transparency and enabling investors to make informed decisions.

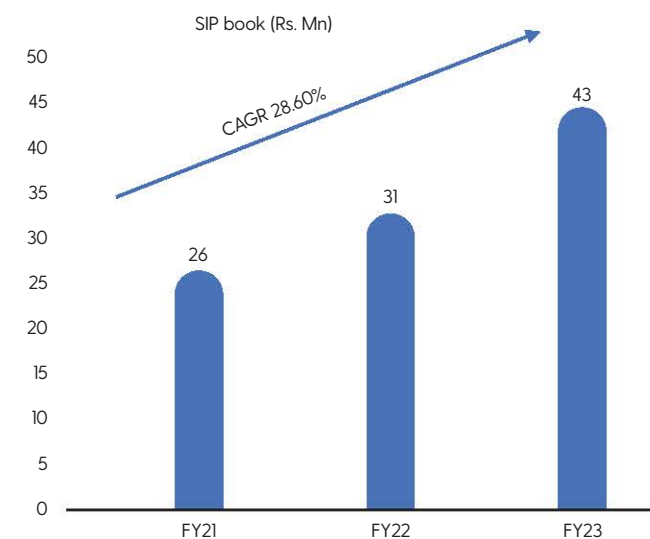
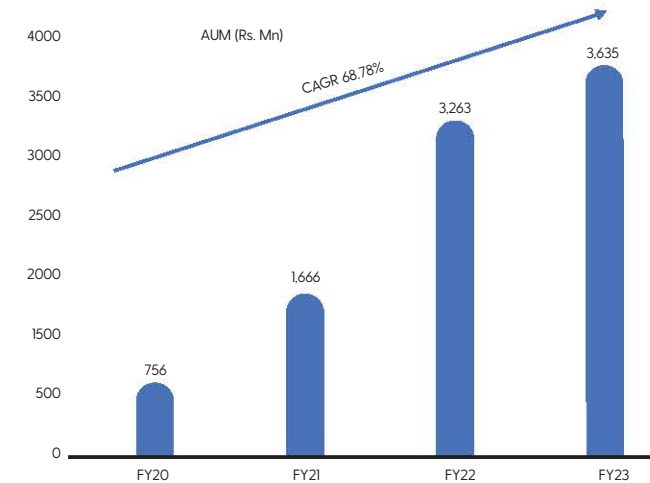
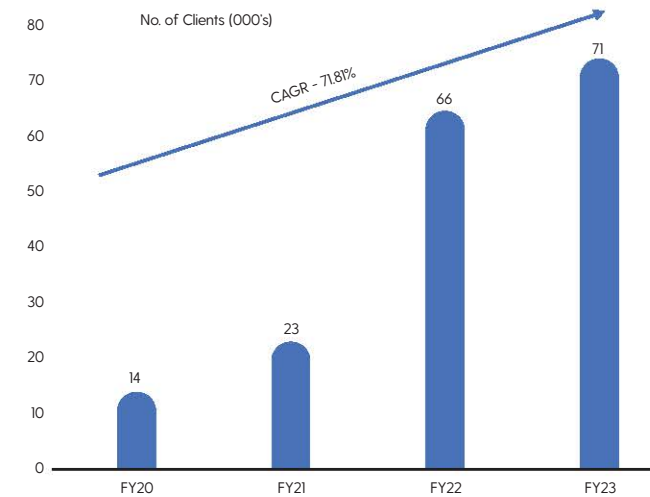
**Our strategy to add clients:**

- Developing a comprehensive marketing and outreach plan to target potential clients from various demographics and market segments.
- Utilizing digital platforms and social media channels to enhance brand visibility and attract a wider audience.
- Offering personalized financial planning and investment advisory services to address the unique needs and goals of prospective clients.
- Leveraging existing client relationships to generate referrals and recommendations through a client referral program.
- Participating in industry events, seminars, and workshops to establish thought leadership and build trust with potential clients.
- Collaborating with strategic partners, such as CBAs/Sub brokers to expand the network and reach a broader client base.
- Incorporating technology-driven solutions, such as online onboarding and robo-advisory platforms, to streamline the client acquisition process and enhance convenience.

**How we are educating customers:**

- Conducting educational seminars, webinars, and workshops to enhance financial literacy and create awareness about investment concepts and products.
- Developing educational content, such as articles, blog posts, and videos that simplifies complex financial topics and educates customers on investment strategies.
- Providing personalized one-on-one sessions with clients to understand their investment goals and educate them on suitable investment options.
- Offering investment guides and resources that explain the fundamentals of investing, risk management, and the benefits of diversification.
- Maintaining an informative and user-friendly website that offers educational materials, FAQs, and investment calculators to help customers make informed decisions.
- Regularly communicating with clients through newsletters and market updates, providing insights and educational content on current market trends and investment opportunities.
- Engaging with customers through social media channels to share educational content, answer queries, and encourage discussions on investment-related topics.

**Operational Updates**



**Industry Trends:**

Mutual Fund industry has seen a surge in investor participation especially from the youth in the recent years. Factors such as favorable market conditions, strong performance of mutual funds, broad range of investment options and the availability of online investment platforms have contributed to the growth of AUM. Some of the key trends that are expected to shape the industry in 2023

The India Mutual Fund Industry Market is predicted to develop at a CAGR of 22.5% until 2028 (1)

Inflows into Indian equity mutual funds jumped 31% sequentially to 205.34 billion rupees (\$2.51 billion) in March 2023, the highest in 12 months (2)

Contributions to systematic investment plans (SIPs) rose over 4% to a record 142.76 billion rupees from 136.86 billion rupees. Over 700,000 new SIP accounts were opened in March (3)

Numerous governments, regulatory bodies, and other authorities are expected to strengthen and develop their current mutual fund industries. Additionally, regulatory bodies keep looking for ways to work with e-wallets, e-commerce distribution, and other comparable platforms to increase the reach of mutual funds

Environmental, Social and Governance (ESG) funds are becoming increasingly popular among Indian investors. As more and more investors are becoming conscious of the impact of their investments on the environment and society, mutual fund companies are now offering more ESG fund options to attract these investors.

With the growing popularity of ETFs, mutual fund companies are now offering more options to attract these investors. More than 160 ETFs are on the offer currently.

- (1) [https://www.marketwatch.com/press-release/india-mutual-fund-industry-market-analysis-of-share-trends-growth-factors-developments-product-innovation-and-forecast-till-2031-2023-02-24?mod=search\\_headline](https://www.marketwatch.com/press-release/india-mutual-fund-industry-market-analysis-of-share-trends-growth-factors-developments-product-innovation-and-forecast-till-2031-2023-02-24?mod=search_headline)
- (2) <https://www.reuters.com/markets/asia/india-equity-mutual-fund-inflows-rise-1-year-high-march-industry-data-2023-04-13/>
- (3) <https://www.reuters.com/markets/asia/india-equity-mutual-fund-inflows-rise-1-year-high-march-industry-data-2023-04-13/>

## 2. NBFC SERVICES:

Our main focus and driver of growth in the upcoming years have been the NBFC business. We firmly believe that the potential in this sector is immense, and we are highly confident in our ability to achieve substantial growth in this area. The business experienced significant growth in FY23, marking a year of progress for us in this domain.

During the financial year, we achieved significant milestones in our NBFC business. We successfully pivoted into retail lending by launching our Choice Money app, catering to the borrowing needs of MSMEs in a smooth, timely, and affordable manner. Our retail lending products focused on MSME Business Loans, Commercial Vehicle Loans, and Supply Chain Finance. Our primary target market was MSMEs located in Tier-3 and below geographies.

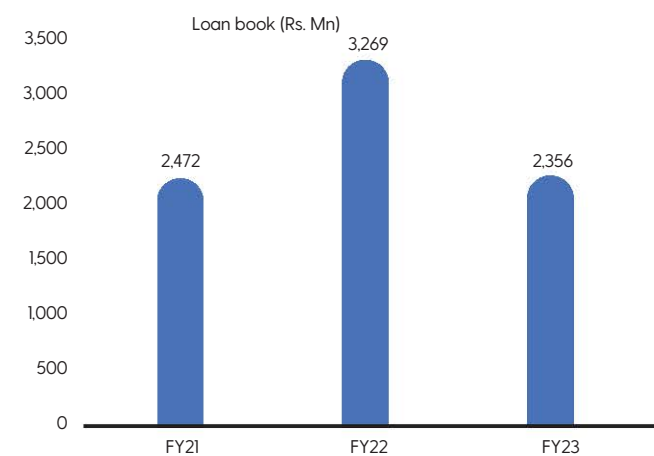
This year we ended with a total loan book of Rs. 2,356 Mn and a retail loan book of Rs. 1,105 Mn. We started digital lending for retail during the second quarter of this year with a focus on Tier 3-5 cities, which received a very encouraging initial response. Our retail Loan book reached Rs 22.3 Mn within the first 15 days of launch.

We have built a strong team and an easy to use application – ‘Choice Money’ to facilitate our transformation from institutional lending to retail lending. Choice Money has successfully picked up with more and more disbursements through the app. With the use of technology and our proprietary credit underwriting system, we show the initial loan offer to the customer within seconds on our mobile app and are committed to disburse the loan within 24 hours of detailed and physical verification. We are backed by the lenders like State Bank of India, NabSamruddhi Finance Limited (A subsidiary of NABARD) and AU Small Finance Bank. We are rated at BBB with stable outlook by India Ratings Private Limited (a Fitch group company).

Currently, there is a huge credit Gap in MSME Lending and a significant portion of MSME loans are processed by informal sectors. Our goal is to regularize and convert them to the formal sector of lending through our digital Journey, by giving loans to only those businesses which are registered under the Udyam (MSME) portal of the central government

### Key services:

- MSME Flexi Credit for Micro Enterprises
- Loan against Securities
- MSME Supply Chain Finance
- Vehicle Finance - MSME's Commercial Vehicle
- Loan against Properties
- Supply Chain Finance



### Here are the key highlights of our achievements:

- 1. Loan Disbursements:** We prioritized serving MSMEs and classified our loan book as a priority sector lending (PSL) book. Our monthly disbursement rate peaked at Rs. 30 Crores. We anticipate doubling our disbursement rate in the upcoming year, aiming for significant growth.
- 2. Geographical Expansion:** To strengthen our presence and provide personalized services, we expanded our physical footprint. We opened 27 branches strategically located in Rajasthan, Gujarat, Madhya Pradesh, Delhi NCR, and Maharashtra. These branches serve as dedicated points for customer origination and servicing.
- 3. Technological Advancements:** Embracing digital technologies and enhancing operational efficiency have been central to our business strategy. We implemented a robust loan management system, mobile application, and advanced data analytics to improve customer experiences and streamline processes. Compliance with data privacy and cybersecurity regulations is a top priority to safeguard customer information and prevent data breaches in the digital era.
- 4. Profitability:** We focused on growing our loan book profitably. This year marked our expansion phase, during which we built an experienced leadership team and state of the art tech platform. We maintained a Net Interest Margin (NIM) at 7.51% during the year and plan to further expand it in the future.
- 5. Asset Quality:** We developed a healthy portfolio, with 0.04% Gross Non-Performing Assets as of March 31, 2023. Our robust underwriting mechanism assesses customers and their business operations collectively. We implemented internal scorecards, leveraging technology and alternative data, to expedite credit assessment.
- 6. Diversification of Products and Services:** From the start, we diversified our product offerings to mitigate risks associated with specific sectors. Our focus on Business Loans, Commercial Vehicle Loans, and Supply Chain Finance ensures a balanced portfolio. Moreover, we plan to launch Solar Finance in the coming year, further expanding into a growing sector with low delinquency levels.

- 7. Risk Management:** We have implemented controls at various levels of credit assessment and loan disbursement to mitigate associated risks. We have implemented Business Continuity Management practices along with establishment of Disaster Recovery site. We also prioritize regulatory compliance and have established a strong governance framework. Our policies, procedures, and internal controls ensure adherence to regulatory requirements. We consistently submit various returns to regulatory authorities, including Asset Liability Management reports, financial statements, risk assessments, and compliance reports.

Overall, our achievements in retail lending, geographic expansion, profitability, asset quality, product diversification, regulatory compliance, and technological advancements have strengthened our NBFC business and positioned us for continued growth in the future.

## INDUSTRY TREND

### NBFC Sector

- CRISIL recently reported that riding on macroeconomic tailwinds, NBFCs are expected to see their AUM grow 11-12%, a four-year high to Rs 13 lakh crore by the end of this fiscal (1)
- Microfinance loans in India increased 21.3% YoY at Rs. 3.5 trillion in FY23, backed by revised regulatory norms and higher demand (2)
- Asset quality profile improved with loans due in more than 90 days dipping to 1.06% in March from 2.43% a year ago, according to industry group Sa-Dhan (2)
- New regulatory norms have created a level-playing field and it is reflected in the growth of the portfolio of non-banking finance companies and NBFC (Non-Banking Financial Companies) working as micro finance institutions (NBFC-MFIs) (2)
- The NBFC MFI group posted 37% YoY growth in portfolio at Rs. 1.39 trillion. Small finance banks posted a 19.03% growth at Rs. 58,431 crore of lending book. The NBFC group recorded 49% YoY growth at Rs. 29,664 crore at the end of March 2023. Banks recorded 3.22% growth in portfolio at Rs. 1.2 trillion (2)
- The microfinance industry's number of loan accounts increased 10% YoY to 13.6 million in FY23, from 12.39 million in FY22. Lender wise figures show NBFCs registered the highest y-o-y growth (23%), followed by NBFC-MFIs (15%), banks (6%), and SFBs (5%) respectively, Sa-dhan said (2)
- In 2023, NBFCs will play a larger role in supporting the socioeconomic construct of the Indian economy. The opportunity for credit penetration still remains very high in India (2)

(1) <https://www.entrepreneur.com/en-in/leadership/indian-nbfc-set-to-keep-rising-in-2023/442602>

(2) <https://www.ibef.org/news/microfinance-loans-grow-21-3-yoy-to-us-42-36-billion-rs-3-5-trillion-in-fy23-says-report>

## Growth Opportunity: MSME Lending Sector

- The Indian MSME lending sector is expected to witness several major growth trends in 2023
- The Ministry of MSME stated The Indian MSME sector is expected to become more formalized in the next 25 years that would open the gates to formal and affordable credit to registered MSMEs
- MSMEs are widening their domain across sectors of the economy, producing a diverse range of products and services to meet the consumer demands of domestic as well as global markets. Hence, increased domestic consumption is expected to shape the growth strategy for the MSME sector in India
- COVID-19 pandemic facilitated a significant shift in the MSME ecosystem from the traditional approach to the digital medium. In 2023, this momentum will continue, with many businesses projected to adopt the digital model amidst the Government's Digital India mission. Digital lending in India is expected to become a \$1.3 Tn market by 2030
- The 'Udyam' or 'MSME Registration' Portal, which crossed 1.31 crore MSMEs registered by 3rd January 2023, gets almost 20,000 new registrations daily
- The credit supply to the MSME sector in India is expected to increase in 2023

<https://kinaracapital.com/5-key-trends-and-developments-that-msmes-cannot-ignore-in-2023/>

## 3. ADVISORY SERVICES:

### Business Update

We are delighted to inform you that our Advisory business is growing steadily. Overall the Advisory Services segment reported a total Revenue of Rs. 1,264 Mn as compared to Rs. 686 Mn in FY22, a staggering growth of more than 80% on a YoY basis. The Advisory business can be bifurcated into Management Consulting & Investment Banking and Government & Infrastructure Consultancy.

### A) Management Consulting & Investment Banking

Management Consulting and Investment Banking services are offered to institutional and corporate clients through our subsidiary M/s. Choice Capital Advisors Private Limited ("Choice Capital Advisors"). It is a SEBI registered category-I merchant banker, offering services such as IPO advisory, valuations, corporate finance etc.

It includes business advisory, transaction advisory, taxation, business restructuring, and overseas business set-up with Customized solutions to support various business requirements.

## Services offered -

We offer a wide array of services. Services offered by us can be classified into four broad categories -

- Merchant Banking
- Investment Banking
- AIF services
- Business Valuations

### Merchant Banking:

- Initial Public Offering (IPO)
- Qualified Institutional Placement (QIP)
- Rights Issue
- Follow on Issue
- Buy Backs
- Takeovers
- Institutional Trading Platform
- Pre-IPO placement

### Investment Banking:

- Fund raising – Series A onwards
- Transaction Advisory
- Capital/ Company Restructuring

### AIF Services

- Due Diligence certificates for the amendments made to PPM
- Formation of a new scheme
- Formation of a new AIF

### Business Valuations

- ESOP
- Fairness Opinion
- Business valuations
- Valuation of Shares

## FY23 Performance Update

FY23 was an excellent year for this vertical. We closed 2 rights issue and 1 open offer. We kick started new business vertical - Private Equity and strengthened our valuation vertical and advisory services. Last year we have worked with clients like Cred and Credit Vidya under the umbrella of valuation vertical, advised Continental Coffee on their subsidiaries and business operations.

We had successfully filed 1 DRHP for main board IPO with an issue size of ~ Rs. 300 Cr and have 1 SME IPO in pipeline for FY24

We had provided consulting services to firms like Gland Pharma and ION exchange, which showcased our depth in understanding their business and our advice was highly appreciated by the clients as we have always had a client-first approach.

FY24 looks very promising to us with respect to IPO and other merchant banking activities. We have already onboarded 2 clients for rights issue and we shall be through with the listing of the issue for which we had filed the DRHP and that shall be a big milestone in the journey of our firm as that would be the first IPO filed by Choice group as BRLM.

## Industry Trends:

The M&A market in India crossed USD 160 Bn in 2022 led by the growth in strategic M&A deals that grew 126% by value attributed to strong domestic demand and healthy corporates cashflows as well as low interest rates in H1 2022 providing a suitable environment for companies pursuing inorganic growth opportunities

India's M&A activity is expected to remain strong in 2023, even as there are global headwinds from rising interest rates and elevated inflation levels leading to increased margin pressures for companies. Strategic M&A in India is expected to remain resilient backed by continued strong domestic demand and healthy balance sheets while PE activity may rebound backed by better valuations resulting in higher deployments, particularly beyond H2 2023 (1)

(1) <https://www2.deloitte.com/in/en/pages/finance/articles/India-MnA-Trends-2023.html>

In FY23, USD 7.17 Bn was raised across 40 initial public offerings (IPOs). The number of companies listed on the NSE increased from 135 in 1995 to 2,113 by FY23 (till December 2022)

India's PE/VC investments were at USD 77 billion in 2021, which was 62% higher than 2020 (2)

Bain & Company's 'India Private Equity Report 2023' indicates that Indian PE-VC investments surpassed USD 60 billion for a third time, as India demonstrated some resilience in the face of global headwinds (3)

(2) [https://www.ibef.org/industry/financial-services-india#:~:text=As%20of%20January%202023%2C%20AUM,\(US%24%2018.09%20billion\)](https://www.ibef.org/industry/financial-services-india#:~:text=As%20of%20January%202023%2C%20AUM,(US%24%2018.09%20billion))

(3) <https://www.bain.com/insights/india-private-equity-report-2023/>

## B) Government & Infrastructure Consultancy

The Government Consultancy & Infrastructure Consultancy is catered to our Institutional Clients including the consultancy to "Statutory Authorities" through our subsidiary M/s. Choice Consultancy Services Private Limited (CCSPL). The order book stood at Rs. 3.80 Bn in FY23 as compared to Rs. 2.75 Bn in FY22. These projects are majorly catering to Water Management projects under the Jal Jeevan Mission of the Government. 70% of these projects are catering to the state of Maharashtra. This segment has a huge potential for growth as we are one of the trusted partners of the Government to execute projects on the ground level seamlessly.

Under this segment, we provide feasibility assessment and detailed project report for water management, road & highway, affordable housing and waste management. Also provide project management and monitoring services.

Expert advisory services to government on various social

initiatives Association with over 500 Urban Local Bodies, 25 State Departments and 10,000+ Panchayati Raj institutions.

## Industry Trends

Under Budget 2023-24, capital investment outlay for infrastructure is being increased by 33% to Rs. 10 lakh crore, which would be 3.3% of GDP and almost three times the outlay in 2019-20. This is a significant increase in the government's investment in infrastructure, which is expected to enhance the country's infrastructure to reach its 2025 economic growth target of USD 5 trillion (1)

The government has launched the National Infrastructure Pipeline (NIP) combined with other initiatives such as 'Make in India' and the production-linked incentives (PLI) scheme to augment the growth of infrastructure sector. Historically, more than 80% of the country's infrastructure spending has gone toward funding for transportation, electricity, and water& irrigation

The Indian Railways expects to complete total revenue of Rs. 2,35,000 crore by the end of fiscal year 2022-23. The overall revenue of Indian Railways at the end of August'22 was Rs. 95,486.58 crore, showing an increase of Rs. 26,271.29 crore (38%) over the corresponding period of last year

The overall infrastructure capex is estimated to grow at a CAGR of 11.4% over FY21-26 driven by spending on water supply, transport and urban infrastructure. Investment in infrastructure contributed around 5% of the GDP in the 10th five year plan as against 9% in the 11th five year plan. Further, USD 1 trillion investment in infrastructure was proposed by the India's planning commission during the 12th five year plan, with 40% of the funds coming from the private sector

The Government has decided to continue the 50-year interest free loan to state governments for one more year to spur investment in infrastructure and to incentivize them for complementary policy actions, with a significantly enhanced outlay of Rs 1.3 lakh crore

The Awas Yojana budget estimate for 2023-24 constitutes an allocation of Rs. 25,103 crore to Pradhan Mantri Awas Yojana-Urban and Rs. 54,487 crore to Pradhan Mantri Awas Yojana-Gramin.

(1) [https://www.ey.com/en\\_in/alerts-hub/2023/02/budget-2023-infrastructure-sector](https://www.ey.com/en_in/alerts-hub/2023/02/budget-2023-infrastructure-sector)

(2) <https://www.ibef.org/industry/infrastructure-sector-india#:~:text=%20Under%20Budget%202023%2D24%2C,the%20outlay%20in%202019%2D20>

## Internal Control System and Policy

The Company's Internal Control System encompasses the Policies and procedures that ensures protection of the Company assets, ensure reliable financial reporting, correct disclosures and compliance with all required rules and regulations applicable in the entire eco system in which Company is operating. It is into the Company's culture to execute the best practices when it comes towards Social, Environmental and Governance. The Internal Control System is designed to facilitate effective risk management system of the Company. The various committees of the Board, including the Audit Committee, periodically review the observations and recommendations of the internal auditors to further improve the systems and processes. The Company also has a strong internal audit framework as approved by the Audit Committee which ensures effective and efficient functioning of the various business operations of the Company. The Company conducts internal audits at proper and consistent intervals to ensure prevention and detection of errors and frauds, accuracy and completeness of accounting transactions thus enabling timely preparation of reliable financial information. The Statutory Auditors of the Company analyse the Internal Audit Report while conducting audit functions to ensure that no transactions clash with the Company's interests or statutory requirements. Further, the Audit Committee also evaluates the Internal Audit Report and the quarterly Compliance Report that are presented to the Committee and ensures that any issues raised in these reports are addressed in a timely and structured way by Management. Throughout the year, the Company reviewed and documented the adequacy and operational effectiveness of internal controls. Nonetheless, the organization realizes that every internal control framework, no matter how well built, has inherent limitations, and as a result, regular audits and review processes ensure that such systems are strengthened on an ongoing basis. The Audit Committee examines an Action Taken Report (ATR), which details the issues that need to be addressed and the steps taken to address them. The internal control mechanisms and environment are appropriate for the size and volume of the firm, with proper role and responsibility segregation and redundancy. When the management comes across any internal control weaknesses, non-compliance with statutes or area of improvement, it invites suggestions for improvements in existing practices from the Internal Auditors. The Company has adopted policies and procedures covering all financial, operating and compliance functions. These controls have been designed to provide a reasonable assurance over:

- Timely preparation of reliable financial information;
- Accuracy and completeness of the accounting records; and
- Compliance with applicable laws and regulations;
- Safeguarding of assets from unauthorised use or losses;
- Prevention and detection of frauds and errors;
- Effectiveness and efficiency of operations.

## Human Resources

We are pleased to present an overview of our Human Resources initiatives and accomplishments in this year's Annual Report. At Choice, we recognize that our employees are our most valuable asset, and fostering a positive and inclusive work environment remains at the core of our business strategy.

**Talent Acquisition and Development:** Throughout the year, we continued to focus on attracting top talent and nurturing a diverse workforce. Our recruitment efforts have been targeted and strategic, ensuring we bring in individuals who not only possess the necessary skills but also align with our company's values and culture.

**Employee Engagement and Satisfaction:** Employee engagement is vital to our success, and we have invested in various programs and initiatives to boost morale and foster a sense of belonging. Regular feedback sessions, employee surveys, and open-door policies have allowed us to listen to our employee's concerns, suggestions, and ideas. By understanding their needs, we strive to create a workplace where everyone feels valued, motivated, and engaged.

**Training and Skill Development:** In line with our commitment to nurturing talent, we have continued to prioritize training and skill development opportunities for our employees. Through workshops, seminars, online courses, and mentoring programs, we have empowered our workforce to enhance their professional capabilities and stay up-to-date with industry trends. By investing in their growth, we aim to improve overall productivity and innovation within the organization.

**Retention and Recognition:** Recognizing the contributions of our employees is essential for maintaining a motivated and dedicated team. We have implemented various recognition programs to celebrate individual and team achievements. This includes spot bonuses, employee of the month awards, and public acknowledgments for outstanding work. Our efforts to show appreciation have helped bolster employee loyalty.

In conclusion, our Human Resources team remains committed to supporting our employees and driving the company's success. By nurturing a diverse, engaged, and skilled workforce, we are confident in our ability to tackle future challenges and seize opportunities for growth. We extend our gratitude to all employees for their dedication and hard work, as well as to our stakeholders for their continued support in our journey.

## Risk Management

Risk management entails regulating anticipated future occurrences that could have a negative influence on corporate operations and functioning. It is about taking a proactive rather than a reactive strategy. Risk management forms a vital part in the Company's businesses and the Company is cognizant of the prominent role it plays in its long-term success. Companies are often exposed to various kinds of risks which include market risk, credit risk, liquidity risk, operational risk, fraud risk and cyber

risk and thus the Board has constituted the Risk Management Committee of the Board to put in place a Risk Management Policy which acts as a framework to identify, assess, monitor and mitigate various risks associated with the business.

The Company has applied an all-inclusive risk management framework to identify, understand and manage risks associated with the business. This risk management framework helps in conducting business in a well-controlled environment and works as a mechanism to identify, assess, monitor and mitigate various risks associated with the business. With this as the backdrop, Company has in place a Risk Management Committee that has approved Risk Management Framework which helps to periodically assess the expected and unexpected events, under which it is imperative to make effective strategies for exploiting opportunities. Accordingly, the Company has identified key risks and developed plans for managing the same. The Risk Management Committee also reviews various processes in the business and takes required corrective decisions to protect the value for its stakeholders. The details of the Committee and its terms of reference are set out in the Corporate Governance Report forming part of this Report. The Board of Directors has adopted a 'Risk Management Policy' which integrates various elements of risk management. The risk management policy is a comprehensive manual that establishes the framework in assessing risk in a structured and well-defined manner. The reports of the internal auditors is reviewed and discussed by the Audit Committee of the respective operating companies including the review by your Company's Board. The Company clearly defines and covers Company-wide qualitative and quantitative statements on aggregate risk level and types of risks being monitored at the entity level. It is further cascaded through individual/ group limits to different business lines across various parameters, including products, sectors, geographies and, counter-parties. The Risk Management Committee and the Board of the Company are continuously monitoring these limits.

### 1. Regulatory Risk:

Regulatory risk is the risk of a change in regulations and law that might affect an industry or a business. Such changes in regulations can make significant changes in the framework of an industry, changes in cost-structure, etc. The Company is prone to regulatory risk which includes potential financial loss due to changes in government regulations or enforcement actions that might adversely affect as it affects not only the Company but the entire industry. It can also result from the failure to comply with existing regulations or to adapt to new regulations and on account of inadequate observance of regulatory requirements or differences in interpretation of regulations vis-à-vis the regulators.

**Risk mitigation:** The Company has a team of proficient professionals who manage the compliance with applicable laws, rules, regulations, and guidelines affecting our business by keeping themselves updated with the changes and amendments on regular intervals. The Compliance Team is backed by strongly supported Corporate Functions team that helps to quickly put into the action any change in regulation. All the new guidelines,

circulars, notifications are complied with in a timely manner. The Board ensures formulation of all the applicable policies as well as its implementation. Internal audit is also conducted to identify risks early so that the businesses can take proactive steps to mitigate potential legal and regulatory issues.

### 2. Operational Risk:

Operational risk is defined as the uncertainties that an organisation is expected to face during its day to day business operations in a particular sector or industry. Operational risks might result in the breakdown of an organization's internal operations, failure to obtain proper internal authorizations, improperly documented transactions, failure of operational and information security procedures, computer systems, software or equipments fraud, in adequate training and employee errors. Unlike external factors, such as economic or political events which are also referred to as systematic risks, operational risk is entirely internal. Our businesses are dependent on people and processes. Although the risks are not expected to result in the breakdown of the business, the level of risk is dependent on the decisions made by the internal management of the organisation.

**Risk mitigation:** The Company's effective and pre-emptive Operational Risk Framework is overseen by the Company's key management team which consists of professionals of high level of commitment and the team is well versed in the key issues relevant to the holding company structure. The team examines operational risks and incidents in a way to ensure robust continuance of processes and systems. Well defined policies, operational processes and systems have been devised for our operations that are checked on a periodical basis. Regular audit are done by internal auditors to monitor the adherence of policies and processes. Maker/ Checker mechanism has been put in place to ensure compliance with laid down systems and procedures in all areas of functioning of the Company.

### 3. Financial Risk:

The Company is exposed to the following risks arising from financial instruments:

- i. Credit risk;
- ii. Liquidity risk; and
- iii. Market risk (including interest rate risk)

**i. Credit Risk** - Credit risk is the probability of a financial loss resulting from a borrower's failure to repay a loan. Essentially, credit risk refers to the risk that a lender may not receive the owed principal and interest, which results in an interruption of cash flows and increased costs for collection for the Company. Lenders can mitigate credit risk by analyzing factors about a borrower's creditworthiness, such as their current debt load and income. It means a risk when a counter party will default on its contractual obligations resulting in financial loss to the Company. Credit risk arises primarily from financial assets such as trade receivables, investments, other balances with banks, loans and other receivables.

**Risk mitigation:** A Policy has also been adopted by the Company for dealing with counter parties that have sufficiently high credit rating. The Company's exposure and credit ratings of its counter parties are continuously monitored. The Company is able to arrive at decision by considering multiple variables and increase use of credit rating scorecards of the opposite parties. All these initiatives enable the Company to reduce credit costs, improve efficiency, maintain consistency, and, more importantly allow Company to build scale cost effectively. Your Company also has an effective review mechanism in place, which includes the credit risk arising from trade receivables and those are reviewed periodically. The Company has taken several steps to build a new-age credit portfolio management framework, stringent adherence to the prudent risk norms and diligently following the institutionalised processes have led to improved asset quality and thus, Management is confident of recovering all the dues.

Credit Risk reduces automatically when the transaction of the company are conducted with those counter parties like Bank and recognised financial institutions with high credit rating assigned by the credit rating agencies.

**Trade Receivables:** Expected credit losses (ECLs) is used for measuring the loss allowance, however ECL does not include financial assets on which there has been no significant increase in credit risk since initial recognition. At each reporting date, the Company assesses whether financial assets carried at amortised cost is credit impaired. A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred since initial recognition. It may not be possible to identify a single discrete event - instead, the combined effect of several events may have caused financial assets to become credit-impaired. If a financial asset is deemed to be impaired, then this will impact on its carrying amount and future cash flows. A simplified approach has been considered for measuring expected credit losses (ECLs) of trade receivables at an amount equal to lifetime ECLs. The ECLs on trade receivables are calculated based on actual historic credit loss experience over the preceding three to five years on the total balance of trade receivables. For the purpose of computation of ECL, the term default implies an event where amount due towards margin requirement and / or mark to market losses for which the client was unable to provide funds / collaterals to bridge the short fall, the same is termed as margin call triggered. Based on the Industry practices and business environment in which the entity operates, Management considers unsecured receivables as default if the payment is overdue for more than 90 days for direct customer. In some cases the management is very confident of its recovery in near future, impairment loss would not be provided for such cases based on the approval of business head for each reporting period. Probability of default (PD) on these receivables is considered at 100% and treated as credit impaired.

**ii. Liquidity Risk:** Liquidity risk is a financial risk that for a certain period of time a given financial asset, security or commodity cannot be traded quickly enough in the market without

impacting the market price. Liquidity risk is the risk that the entity will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset.

**Risk mitigation:** The Company protects itself against liquidity risk with the help of its prudent approach. The organization's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities as and when they are due, under both normal and stressed conditions, without incurring undesirable losses or risking damage to the entity's reputation. The Company mitigates liquidity risk by managing sufficient cash and marketable securities and availability of funds through adequate committed credit facilities to meet obligations when due and to close out market positions. The Company has a view of maintaining liquidity with minimal risks while not affecting the investments planned by the Company. The Company monitors its cash and bank balances periodically in view of its short-term obligations associated with its financial liabilities. The Company invests its surplus funds in short term liquid assets in bank deposits and liquid mutual funds.

**iii. Market Risk / Price Risk:** Market risk is the risk arising from the adverse movements in market price for various securities, which may impact value of portfolio of investments in securities. It arises from movements in stock prices, interest rates, exchange rates, and commodity prices.

**Risk mitigation:** The Company has a well organized team that guarantess that the Portfolios and collaterals / securities are continuously monitored. These cautious and judicious liquidity risk management measures and practices clearly reflected the robustness of your Company's asset liability management.

**Interest rate risk:** Interest rate risk is the potential risk that arises from investment losses that can be triggered by a move upward in the prevailing rates for new debt instruments. The Company is exposed to Interest risk if the fair value or future cash flows of its financial instruments will fluctuate because of changes in market interest rates. Fair value interest rate risk is the risk of changes in fair values of fixed interest-bearing investments because of fluctuations in the interest rates. The Company's interest rate risk arises from interest bearing deposits with bank and loans given to customers. Such instruments expose the Company to fair value interest rate risk. Management believes that the interest rate risks attached to this financial asset are not significant due to the nature of this financial asset.

4) Product risk:

Product risk refers to the risks arising out of the products a company offers to its customer in the market.

**Risk mitigation:** The group offers its customers a well-diversified product range in line with customers need and market conditions

which includes brokerage, mutual fund distribution, portfolio and NBFC management to its customers. This diversification and product range helps the Company reduce risks arising out of products.

5) Business Continuity Risk:

Business continuity risk refers to threats or risks that disrupt the functioning of a business. These threats maybe any untoward and troublesome incidents or disasters that negatively impact an organization which includes incidents like fire, natural calamity, cyber-attacks, data breaches, breakdowns of infrastructure etc. The Company is exposed to risk of loss data, clients or business that can adversely affect our financial results.

**Risk mitigation:** The Company has up-to date policies on Preservation of documents and records the internal checks are kept at regular intervals.

Cautionary Statement

Statements in this Management Discussion and Analysis Report describing the Company's objective, projections, estimates and expectations may be "forward looking Statements" within the meaning of applicable laws & regulations. Actual results might differ substantially or materially from those express or implied.

On behalf of the Board of Directors

Sd/- <b>Kamal Poddar</b> (Managing Director) DIN No.: 01518700	Sd/- <b>Arun Poddar</b> (Director & CEO) DIN No: 02819581	Sd/- <b>Ajay Kejriwal</b> (Director) DIN No: 03051841
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Mumbai: July 17, 2023

# Corporate Governance Report

# CORPORATE GOVERNANCE REPORT

**“GOOD CORPORATE GOVERNANCE IS ABOUT ‘INTELLECTUAL HONESTY’ AND NOT JUST STICKING TO RULES AND REGULATIONS.” - MERVYN KING**

As rightly said by the great philanthropist Warren Buffet, **“In looking for people to hire, you look for three qualities: integrity, intelligence, and energy, and if they don’t have the first, the other two will kill you.”**

A well-designed Corporate Governance framework can help companies achieve their strategic objectives while maintaining ethical standards and accountability.

In this dynamically changing Business realm where the mode of doing the Business has also been altered, it although more becomes imperative to have transparent framework in place to evaluate the organization minutely. Adopting these translucent policies shall not only evade the immoral activities but shall also

provide a platform to excel in the operations of the Company with increasing profitability.

It goes without saying that, **“Good Governance attracts good Investments”**, proficient “Corporate Governance” framework helps in outstanding performance of the Company with involvement of all the Stake Holders.

To embed a strong Corporate Governance values in the Company’s DNA is vital & essential to safeguard the interest of all the stakeholders of the Company. The prominence of the Company’s Corporate governance principles affects its integrity and repute.

**The Board of Directors hereby present the Company’s Report on Corporate Governance pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’) as amended for the year ended March 31, 2023.**



## COMPANY’S PHILOSOPHY CORPORATE GOVERNANCE

**“WHAT WE ARE IS REFLECTED IN WHAT WE PRACTICE”.**

Your Company’s Corporate Governance philosophy is based on the below mentioned principles:

<u>Accountability</u>	<u>Accountability breeds response-ability</u>
Commitment	Dedicated to serve the best
Consistency	Only factor which is more important than perfection
Empowerment	Hustle Today to empower tomorrow
Honesty	Our conduct is guided by integrity & transparency
Hardwork	Talent is nothing without perseverance
Innovation	The only way to win is being creative
Optimism	Positivity is a virtue which comes by practice
Trusteeship	Inheriting responsibility towards all our Stake Holders.

The above mentioned principles are entrenched in the “DNA” of all the employees of your Company.

We at “Choice” truly believe that we being the trustees of our “Investors” capital, the Management of the Company is accountable for their actions & decisions, thus we have adopted the practice of accountability where each person in the organization is responsible for their deeds. Your Company strongly believes in the quote that **“A culture of accountability makes a good organization great & a great organization unstoppable”**.

At **“Choice”** we consider Corporate Governance not as a Rule which is imposed on the Company but consider it as our “Core Values” while performing the actions. For creating a “Corporate Culture” consisting of High “Moral Values & Ethics” it is pertinent to imbibe the doctrines of “Corporate Governance” in true letter & spirit.

We at **“Choice”** believe in catchphrase “The Joy of Earning” by providing the best our services by upholding the highest standards of accountability, honesty, reliability & transparency. We believe that application of ideal administration & management practices, regulatory compliances, safeguarding the resources with ethical values are the key elements for evolution of any organization and its stakeholders.

### Standard Criteria of our Corporate Governance Philosophy:

- Having strong systems and processes to ensure full and timely compliance with all legal and regulatory requirements.
- Deploying well defined governance structures that establishes checks and balances and delegates decision making to appropriate levels in the organisation;
- Respect, accountability and fairness towards all stakeholders.
- Engaging a diverse and highly experienced Board of Directors, with expertise in industry, finance, management and the law;

- Clear communication of relevant information and high degree of disclosure levels.
- Create value for all stakeholders without compromising on ethical principles.
- Making high levels of disclosures for dissemination of corporate, financial and operational information to all its stakeholders;
- Adoption of transparent and robust systems, processes, policies and procedures;

**Your Company has put in place requisite processes & designed a frame work to regularly review the structure in place by conducting necessary audits to measure the adaptability on the basis of complexities of the business.**

Your Company is in compliance with the Corporate Governance practices, norms & disclosures as mandated as per SEBI (LODR) Regulations respect. Your company has a practice of reporting the relevant disclosures/ developments in a timely manner to the Exchanges & simultaneously disclosing on the website of the Company.

**The Board of Directors hereby present the Company’s Report on Corporate Governance pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’) as amended for the year ended March 31, 2023.**

### GOVERNANCE STRUCTURE

It is said that the fortune of the organisation depends on the superintendence of its Management. At the paramount comes the “Board of Directors” of the Company who navigates the expedition of the Company and carve out the route map of the Company’s growth story.

The Board provides directions to the company’s senior management and largely administers the interests of all the stakeholders. The Board reviews corporate policies, overall performance, compliance framework, accounting policy &

methodology, reporting standards and other significant areas of management, corporate governance and regulatory compliance.

#### ROLE OF BOARD OF DIRECTORS

As rightly said by, **“The Board of Directors sets the tone for organization, establishing its values and culture and ensuring that they are reflected in all aspects of the Company’s Operations.” Satya Nadella**

An effective Board portrays integrity and availability of balanced objective advice which helps mitigating risk. Noble governance is the substance of strong business enactment and the Board has the supremacy & command to incorporate accountability, responsibility & veracity in the DNA of the Organisation.

The idea behind the establishment of the **“Board of Directors”** is to have a group of reliable and reputable & skilled individuals who look out for the interests of shareholders who aren’t actively involved in the company’s operation. The Board is entrusted with the position of a “Trustee” and is thus entrusted with the duty to act in the company’s best interests.

Strong and independent boards of directors of the Company provide valuable guidance and oversight to its management helping us to ensure that the company operates in the best interests of its stakeholders. The primary responsibility of a corporate Board of directors is to protect the assets of shareholders and ensure they receive a positive return on their investment. Their ultimate perseverance is to drive the company along towards the path of accomplishments.

At **“Choice”** the Board is commended with the ultimate onus of

#### COMPOSITION OF BOARD OF DIRECTORS

As on the date of this Report, the Board Comprises of 11 (Eleven) Directors of which 6 (Six) are Non – Executive Independent Director, (1) Non Executive Non Independent Chairman, 4 (Four) Executive Directors consisting of one Managing Director, one Joint Managing Director, 2 Executive Director.

#### Details of the Board of Directors as on date of the Report:

Sr. No	Name of the Director	Category
1	<b>Mrs. Vinita Patodia</b>	Non -Executive – Non Independent Chairperson
2	<b>Mr. Kamal Poddar</b>	Managing Director
3	<b>Mr. Suyash Patodia</b>	Joint Managing Director
4	<b>Mr. Arun Kumar Poddar</b>	Executive Director & CEO
5	<b>Mr. Ajay Kejriwal</b>	Executive Director
6	<b>Mr. Ashok Kumar Thakur</b>	Non -Executive – Independent Director
7	<b>Mr. Kanhaiyalal Berwal</b>	Non -Executive – Independent Director
8	<b>Mr. Subodh Kumar Agrawal</b>	Non -Executive – Independent Director
9	<b>Mrs. Sudha Bhushan</b>	Non -Executive – Independent Director
10	<b>Mr. Sandeep Singh</b>	Non -Executive – Independent Director
11	<b>Mr. Sobhag Mal Jain</b>	Non -Executive – Independent Director

the Management, Directions and performance of the Company. As its primary role being fiduciary in nature, the Board provides leadership, strategic guidance, objective and independent view to the Company’s management while discharging its responsibilities. The Board reviews Corporate Policies, overall Performance, accounting and reporting standards and other significant areas of Management, Corporate Governance and regulatory compliance. The Board is entrusted with setting the strategic direction for the organization, overseeing its operations, and ensuring that it functions in a responsible and ethical manner.

**At “Choice” the Board has an optimum combination of Executive, Non – Executive Director & Independent Directors having substantial proficiency in their relevant arenas as per the requirement of Company’s Business.**

Specific matters reserved for the Board’s Consideration and decision are as follows:

- To determine the Company’s objectives, missions, strategies, policies and business plans and monitor their implementation
- To set appropriate policies to manage risks in pursuit of the Company’s strategic objectives
- To ensure the integrity of the Group’s accounting and financial reporting system and compliance with the relevant laws and standards, and that appropriate internal control systems are in place, including systems for risk management, as well as financial and operational control
- To appoint key senior executives
- To ensure timely and accurate disclosure to and communications with stakeholders
- To ensure the adequacy of resources, and staff qualifications and experience of the Group’s accounting and financial reporting function

#### Summary of Board Composition of the Board as on Date of this Report:

Category	No of Directors	% of Total number of Directors
Executive Director	4	36
Non - Executive - Non Independent Director	1	9
Independent Director (Including Women Director)	6	55

The composition and size of the Board is reviewed periodically.

The Board is entrusted with an ultimate responsibility of the Management, Directions and Performance of the Company. The Board Periodically evaluates the need for change in size and Composition.

The Composition of the Board of Directors of the Company is in conformity with Regulation 17 of the Listing Regulation read with section 149 of the Companies Act, 2013.

**i. Mr. Suyash Patodia (DIN No: 09489670) & Mr. Arun Kumar Poddar ( DIN No : 02819581) were appointed as the Executive Director’s of the Company with effect from February 08, 2022, their appointment was approved by the Shareholders vide Postal Ballot Notice dated February 08, 2022 & approved on April 30, 2022.**

**On May 24, 2022, the Board had appointed Mr. Suyash Patodia ( DIN No: 09489670) as Joint Managing Director of the Company & Mr. Arun Kumar Poddar ( DIN No: 02819581) as the Chief Executive Officer of the Company, their appointment was approved by the Members of the Company at the 29th Annual General Meeting of the Company held on September 15, 2022.**

**ii. Mrs. Vinita Sunil Patodia ( DIN No: 06360364) had been appointed as Additional Non-Executive Independent Chairman of the Company with effect from May 24, 2022, her appointment was approved by the Members at the 29th Annual General Meeting of the Company held on September 15, 2022.**

**iii. On the approval of the Nomination & Remuneration Committee, Mr. Sobhag Mal Jain (DIN No.08770020) was appointed as Additional Non Executive – Independent Director of the Company at the Board Meeting of the Company held on May 04, 2023. His candidature is subject to the approval of the Members via Postal Ballot Notice dated June 21, 2023, the Voting Results of which shall be published by July 29, 2023.**

#### EXPERIENCE / CORE SKILL SET AVAILABLE WITH THE BOARD

Your current Board comprises of an appropriate mix of experience, knowledge, skill set & independence. Your Board is proficient to provide objective to the organisation with its strategic guidance & leadership. Ethics, Transparency & Disclosures forms the elementary values of your Boards functioning.

In terms of Listing Regulations, the following skills & expertise and proficiencies have been identified by the Board of Director’s as required in line with the Business and Sector in which the Company operates:

- Industry Experience & knowledge
- Financial and Accounting
- Taxation & Valuations
- Risk Management
- Business Management
- Business Development
- Corporate Governance
- Strategic Planning

**The above mentioned Skills is possessed by the “Board” collectively considering the core competencies of each Member.**

Skills/Expertise & Core Competency	Mrs. Vinita Patodia	Mr. Kamal Poddar	Mr. Suyash Patodia	Mr. Arun Poddar	Mr. Ajay Kejriwal	Mr. Ashok Kumar Thakur	Mr. Kanhaiyalal Berwal	Mr. Subodh Kumar Agrawal	Mrs. Sudha Bhushan	Mr. Sandeep Singh	Mr. Sobhag Mal Jain
Industry Experience & knowledge	-	√	√	√	√	√	-	√	√	-	√
Financial and Accounting	-	√	√	√	√	√	-	√	√	√	√
Taxation & Valuations	-	√	√	-	√	-	-	-	√	-	√
Risk Management	-	√		√	-	-	-	√	√	√	√
Business Management	√	√	√	√	√	√	√	√	√	√	√
Business Development	√	√	√	√	√	√	√	√	√	√	-
Corporate Governance	√	√	√	√	√	√	√	√	√	√	√
Strategic Planning	√	√	√	√	√	√	√	√	√	√	√

## INDEPENDENT DIRECTOR & THEIR ROLE

Independent Directors play a critical role in ensuring the success and sustainability of a company. The **Independent Directors'** Responsibility is to promote shareholder activism and uphold the idea of impartiality while making decisions pertaining to the Company in order to prevent any failures or losses that might ultimately cause the Company to lose the confidence of its Shareholders or the general public. The Role of Independent Directors is impartial in all respects and have no other interest in the Company. The Independent Directors are appointed to the board based on their expertise, experience, and independence from the company's management.

As rightly said, "Independent directors bring a fresh perspective and diverse experience to the board, providing valuable insights and guidance to the company's operations and strategic decisions." The Objectivity and Soundness of the Board's decisions are upheld by regulating the Composition and Organization of the Board.

The Independent Directors also plays a role of safeguarding the interest of all stakeholders, particularly the minority holders, harmonizing the conflicting interest of the stakeholders, analyzing the performance of management, mediating in etc.

Your Company has on its Board, prominent Independent Directors who have brought independent Judgement to Board's contemplation. They have played a pivotal role in safeguarding the interest of all stakeholders.

- To review the performance of non-independent directors and the Board as a whole;
- To determine remuneration of executive Directors & Key Managerial Personnel and Senior Management Team;
- To recommend for appointment, remuneration and terms of appointment of auditors of the Company;
- To review and monitor the auditor's independence and performance, and effectiveness of audit process;
- To approve & consider the Financial Results;
- Ascertain and ensure that the company has an adequate and functional vigil mechanism and the interests of a person who uses such mechanism are not affected on account of such use'
- Report about unethical behaviour, actual or suspected fraud or violation of the company's code of conduct or ethics policy;

## INDEPENDENT DIRECTOR'S MEETING

During the Year under review, the Independent Directors met on February 13, 2023 inter alia to

- Review the performance of the Non- Independent Director and the Board as a whole.
- review the performance of the chairperson of the listed entity, taking into account the views of executive directors and non-executive directors

- Weigh the quality, quantity & timelines of flow of information between the Company's management and the Board that is necessary for the Board to effectively and reasonably perform the duties.

## INDEPENDENT DIRECTOR'S DECLARATION

### Declarations:

All Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Act and Regulation 16(1) (b) of the Listing Regulations.

The Directors have also given declaration under Rule 6(1) and (2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, that their names are registered in the databank as maintained by the Indian Institute of Corporate Affairs (IICA). In terms of Section 150 of the Act read with Rule 6(4) of the Companies (Appointment & Qualification of Directors) Rules, 2014, the Independent Directors, if applicable, are required to undertake online proficiency self-assessment test conducted by the IICA within a period of one (1) year from the date of inclusion of their names in the data bank or such time as amended by the Central Government.

Based on the Declarations received from the Independent Directors, the Company has verified the accuracy of such disclosures and confirm that the Independent Directors fulfil the conditions of Independence specified in the Listing Regulations and are independent of the management of the Company. The Company has issued formal appointment letters to all the Independent Director in the manner provided under the Companies Act, 2013 read with Rules issued thereunder. A sample letter of appointment / re- appointment containing the terms and conditions issued to Independent Directors, is posted on the Company's website [www.choiceindia.com](http://www.choiceindia.com).

## NUMBER OF INDEPENDENT DIRECTORSHIP

As per Regulation 17 A of the Listing Regulations, based on the Intimations/ disclosures received from the Directors, none of the Independent Director serves as an Independent Director in more than seven Listed Company. The Executive Director's including the Managing Director & Joint Managing Director of the Company do not serve as an Independent Director in any Listed Company.

## FAMILIARISATION PROGRAMME OF INDEPENDENT DIRECTOR

The Independent Directors of the Company have been familiarised with their roles and responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company etc. The Independent Directors of the Company are made to interact with the senior management personnel of the Company to get the updates on the operations of the Company & to give their suggestions of the Company.

During the FY 2022-23, Independent Director's were taken through various aspects of the Company's Business and

operations. The details of the familiarisation programme imparted to the Independent Directors during FY 2022-23 are put up on the website of the Company and can be accessed at [www.choiceindia.com](http://www.choiceindia.com).

The familiarisation programme ensures that the Independent Directors are updated on the Business undertaken by the Company & the ambit under which it is regulated. The Directors are also explained in details the Compliance required from them under Companies Act, 2013, the Listing Regulations and other various statues and an affirmation is obtained.

## BOARD MEETING

The Board meets at regular intervals to discuss and adopt the business strategies, policies, risk management, financial results / performance of the Company and its subsidiaries. The Board Meetings are pre scheduled and a tentative annual calendar of the Board Meeting is circulated to the Directors well in advance to facilitate them to plan their schedules accordingly. In case of business constraints the Board's approval is taken through

Name of the Director	Number of Board Meeting Held	Number of Board Meeting Attendance	Attendance at the previous Annual General Meeting Held in the Year 2022
Mrs Vinita Patodia	4	4	√
Mr. Kamal Poddar	4	4	√
Mr. Suyash Patodia	4	4	√
Mr. Arun Poddar	4	4	√
Mr. Ajay Kejriwal	4	4	√
Mr. Ashok Kumar Thakur	4	4	√
Mr. Kanhaiyalal Berwal	4	4	√
Mr. Subodh Kumar Agrawal	4	4	√
Mrs. Sudha Bhushan	4	4	√
Mr. Sandeep Singh	4	4	√

## BOARD EVALUATION

The Board works with the Nomination & Remuneration Committee to lay down the evaluation criteria for the performance of the Chairman, the Board, Board Committees and executive / Non- executive Independent Director through peer evaluation, excluding the Directors being evaluated.

The Board carried out an Annual Performance evaluation of its own performance, the Independent Director individually as well as the evaluation of the working of the committees of the Board. The Performance evaluation of all the Directors was carried out by the Nomination and Remuneration Committee.

A structured questionnaire was prepared after taking in to Consideration inputs received from covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its committees, Board Culture, execution and performance of specific duties, obligations and governance.

circular resolutions. The circular resolutions are noted at the subsequent Board Meeting.

The notice and detailed Agenda along with relevant notes and other material information are sent in advance separately to each Director and in exceptional cases tabled at the meeting with the approval of the Board. This ensures timely and informed decisions by the Board. The Board reviews the performances of the Company in comparison to set targets/ available resources.

The Board Meeting are generally held at the Registered Office or in the nearby vicinity of the Registered Office of the Company. Four Board Meetings were held during the Financial Year under -review i.e 2022-23. The dates of these Board Meetings are May 24, 2022, August 04, 2022, October 17, 2022 & January 13, 2023. The Meetings were held at least once in a quarter and the time period between two meetings did not exceed 120 days. The details of attendance of the Director at the Board meetings held during the financial year 2022-23 and at the last Annual General Meeting are given below:

The Performance evaluation of the Chairman and Managing Director and the Non - Independent Directors was carried out by the Independent Directors. The Directors expressed their satisfaction with the evaluation process. One of the Key functions of the Board is to monitor and review the Board evaluation framework.

## MEMBERSHIP OF THE BOARD

The information relating to the number of other directorship and committee chairmanships/ membership held by the Directors in other companies as on March 31, 2023 is detailed below. Other Directorship includes directorship of Private Limited Companies and Companies under section 8 of the Companies Act, 2013. The information pertaining to the Chairmanship/ memberships of the committee of the Board held by our Directors include audit Committee and stakeholder relationship committee as per statutory requirement.



Name of the Director	Category	Number of Directorship in other Companies	Number of Committee Position held in other public Companies	Directorship held in other Listed Companies		No. of Equity Shares held in "Choice International Limited" as on March 31, 2023
				Chairman	Member	
<b>Mrs. Vinita Sunil Patodia</b>	Non -Executive Non Independent Chairman	3	NIL	-	-	1,24,02,000
<b>Mr. Kamal Poddar</b>	Managing Director	14	NIL	-	-	80,00,000
<b>Mr. Suyash Patodia</b>	Joint Managing Director	5	NIL	-	-	46,00,000
<b>Mr. Arun Poddar</b>	Executive Director	6	NIL	-	-	81,00,000
<b>Mr. Ajay Kejriwal</b>	Executive Director	7	NIL	-	-	8,04,000
<b>Mr. Ashok Kumar Thakur</b>	Independent Director	2	3	3	i) HG Infra Engineering Limited ii) Navkar Corporation Limited	-
<b>Mr. Kanhaiyalal Berwal</b>	Independent Director	-	-	-	-	-
<b>Mr. Subodh Kumar Agrawal</b>	Independent Director	-	-	-	-	-
<b>Mrs. Sudha Bhushan</b>	Independent Director	2	2	4	i) Aurinopro Solutions Limited ii) Digjam Limited	-
<b>Mr. Sandeep Singh</b>	Independent Director	2	1	-	i) Solid Containers Limited ii) Navkar Corporation Limited	-

1. Directorship includes Private Limited Companies and Section 8 Companies
2. Chairmanship / Membership of Committee only include Audit Committee and Stake Holder Relationship Committee in Listed Entities, Members of the Board of the Company do not have membership of more than 10 Board level committees or chairman of more than five such committees.
3. Mr. Kamal Poddar & Mr. Arun Poddar are related to each other.
4. Mrs. Vinita Sunil Patodia & Mr. Suyash Patodia are related to each other
5. Brief Profile of each of the above Directors are available on the Company's website [www.choiceindia.com](http://www.choiceindia.com)
6. The details provided consist of the Director's Holding Directorship in the Company as on March 31, 2023

## FLOW OF INFORMATION

The Agenda for the Meetings of the Board and its Committees are circulated in advance to the Directors to ensure sufficient time is provided to Director to prepare for the meetings. The Board usually meets at least once in a quarter inter alia to review quarterly standalone and consolidated financial results, compliance report(s) of all laws applicable to the Company, major legal issues or regulatory development, minutes of the Board Meetings of Subsidiary companies, Financials of Subsidiary Companies, significant transactions and arrangements entered in to by the unlisted subsidiary companies, risk management, borrowings, Joint ventures or any other proposal from the

management regarding mergers, acquisitions, restructuring of investments etc.

The agenda items for Board/ Committee meetings are finalised by the Company Secretary in consultation with the Managing Director / Executive Director. The detailed Agenda, setting out the business to be transacted at the Board/ Committee meetings supported with relevant presentations, explanatory notes and executive summaries is sent to each Director at least seven days before the date of the meetings.

With regards to matters requiring the approval of the Board, all the concerned person communicate with the Company Secretary in advance to enable inclusion of such matters in the agenda for the Board/ committee meetings. Where it is not practicable to circulate any document or if the agenda item is of a confidential nature, the same is sent separately or tabled at the meeting, as the case may be. In special and exceptional circumstances, consideration of additional or supplementary items is taken up with the permission of the Chairman and with the consent of the majority of the Directors present at the Meeting. The senior officials of the Group are invited to the Board meetings in respect of the items concerning them to provide additional inputs as and when necessary.

The draft Minutes of the Board and Committee meetings are circulated amongst the Directors/ Members for their perusal and comments. Suggestion if any, received from the Directors/ Members are suitably incorporated in the draft Minutes, in consultation with the chairman of the Board/ Committee. The Company has an effective post meeting follow up review and reporting Process. The decisions taken by the Board/ Committees are communicated to the respective departmental heads for their implementation. The implementation of the decisions of the previous Board Meeting is placed in the next Board Meeting.

## AVAILABILITY OF INFORMATION TO THE BOARD

The Board has unrestricted access to all Company related information. At Board Meetings, managers and representatives who can provide additional insights in to the items being discussed are invited. At the Board Meetings, presentations are made by the Senior Management & the Business Heads of the Company and its subsidiaries. The Board periodically reviews and takes note of, all the compliances confirmations in respect of laws and regulations applicable to the company. The annual operating & Capital expenditure plans and budgets, unaudited / audited financial results, minutes of the board Meetings of the unlisted subsidiaries including the summary of the key decisions taken by their respective boards, significant transactions and arrangements entered in to by the unlisted subsidiary companies, risk management update / reports, minutes of meetings of the committees of the board etc. are placed before the Board.

## SUCCESSION PLANNING

Your Company believes that, succession planning forms an essential part of the operations of the Company. The Nomination and Remuneration Committee and the Board, as part of succession planning exercise, periodically review the functioning of the Senior Management Team to ensure that their functioning is closely aligned with the strategy and long term needs of the Company.

## GOVERNANCE CODE

### Code of Conduct & Ethics:

The Company has adopted the Code of Business Conduct & Ethics ("the Code ") applicable to all the employees of the Company which also includes the Board of Directors & the Senior Management team of the Company. Also the Company has adopted the Code of ethics for Non-Executive Directors which includes the Independent Directors. The Code requires Directors, Senior Management and Employees to act honestly, fairly, ethically and with integrity, conduct themselves in professional, courteous and respectful manner. The Code is displayed on the website of the Company [www.choiceindia.com](http://www.choiceindia.com).

All Board Members and Senior Management personnel have affirmed compliance with the said code for the year ended March 31, 2023. A declaration to this effect is signed by the CEO & Managing Director forms part of this Corporate Governance Report attached is **Annexure I**.

### Insider Trading Code:

The Company has adopted an "Internal Code" of conduct for Regulating, Monitoring and Reporting Trades by Designated Persons (" the Code") in accordance with the SEBI (Prohibition of Insider Trading Regulations, 2015 ( the PIT Regulations).

The Code is applicable to Promoters, Members of Promoters Group, all Directors and Designated Persons who are expected to have access to unpublished price sensitive information relating to the Company. The Company has formulated the Code of Practices and procedures for fair Disclosures of unpublished price sensitive information in compliance with PIT Regulations. A structured digital database is being maintained by the Company, which contains the names and other particulars as prescribed of the persons covered under the Codes drawn up pursuant to the PIT Regulations.

The Company Secretary has been appointed as the Compliance Officer for ensuring implementation of the codes for fair disclosure and conduct. The Board, designated persons and other connected persons have affirmed compliance with the Code.

### Conflict of Interest:

As a part of practice & policy of the Company none of the Executive Directors occupy any position outside the group without the consent of the Board of Directors of the Company. Each of the Directors of the Company including Independent Directors of the Company inform the Board on annual basis on their Membership on the Board & Committees of other Companies. The Members of the Board restrict themselves from participating in any discussion and voting for the agenda items in which they are interested.

## COMMITTEES OF THE BOARD

The Board has constituted various committees of the Directors to take informed decisions on specific areas in the best interest of the Company which caters to specific areas and activities. The Committees constituted are in line with the Companies Act, 2013 & Listing Regulations. Following are the Committee constituted by the Board of Directors which comprises of the members of the Board & Senior Management of the Company.

- A. Audit Committee
- B. Nomination & Remuneration Committee
- C. Stake Holder Relationship Committee
- D. Risk Management Committee
- E. Investment Committee
- F. Finance Committee
- G. Securities Allotment Committee
- H. Corporate Social Responsibility Committee

The above mentioned Committee meetings are held at Regular Intervals to track the day to day.

Name of the Member	Category	Position	No. of Meetings held	No. of Meetings attended	Presence at the Previous Annual General Meeting held in September, 2022
Mr. A.K Thakur	Independent Director	Chairman	4	4	√
Mr. Ajay Kejriwal	Executive Director	Member	4	4	√
Ms. Sudha Bhushan	Independent Director	Member	4	4	√

The Company Secretary of the company acts as the secretary to the committee.

The terms of reference of the Audit Committee are in conformity with the requirements of SEBI Listing Regulations and Section 177(4) of the Companies Act, 2013. Further, the Audit Committee has powers which are in line with SEBI Listing Regulations. The terms of reference of the Audit Committee include the following:

- i. 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;
- ii. Recommendation for appointment, remuneration and terms of appointment of auditors of the listed entity;
- iii. Appointment / Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
- iv. Reviewing, with the management, the annual financial statements and auditors reports 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 (c) of sub section (3) of section 134 of the Companies Act, 2013;
  - b. Changes if any, in accounting policies and practices and

## A. AUDIT COMMITTEE

The Principal objective of the Audit Committee is to observe and provide an effective command of the Management's financial reporting process, to ensure precise and timely disclosures, with the highest levels of transparency, integrity and quality of financial reporting. The Committee oversees the work carried out in the financial reporting process by the Management, the internal auditors and the Independent auditors.

As on March 31, 2023, the Audit Committee comprises of three Directors, the majority of which are Independent Directors. All the members of the Committee are financially literate and holds a varied experience in the Financial Market.

The audit committee met 4 times during the year 2022-23 i.e. on May 24, 2022, August 04, 2022, October 17, 2022 & January 13, 2023. The Minutes of the meetings of the Audit Committee are noted by the Board. The details of the composition of the Committee, meetings held, attendance at the meeting are given in the below mentioned table:

- reasons for the same.
- c. Major accounting entries involving estimates based on the exercise of judgements by management.
  - d. Significant adjustments made in the financial statements arising out of audit finding;
  - e. Compliance with listing and other legal requirements relating to financial statements;
  - f. Disclosure of any related party transactions;
  - g. Modified Options in the draft audit report,
  - v. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
  - vi. Reviewing, with the management, the statement of uses / application of funds raised through an issue (preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;
  - vii. Reviewing and monitoring the auditor's independence and effectiveness of audit process.

- viii. Approval or any subsequent modification of transactions of the listed entity with related parties if any;
- ix. Scrutiny of inter-corporate loans and investments;
- x. Valuation of undertakings or assets of the listed entity, wherever it is necessary;
- xi. Evaluation of internal financial controls and risk management systems;
- xii. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- xiii. 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;
- xiv. Discussion with internal auditors of any significant findings and follow up there on;
- xv. 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;
- xvi. 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;
- xvii. To look into the reasons for substantial defaults if any in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- xviii. To review the functioning of the whistle blower mechanism;

The audit committee shall mandatorily review the following information:

- Management discussion and analysis of financial condition and results of operations;
- Statement of significant related party transactions (as defined by the audit committee), submitted by management;
- Management letters / letters of internal control weaknesses issued by the statutory auditors;
- Internal audit reports relating to internal control weaknesses; and
- the appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.
- Statement of deviations:

## B. NOMINATION & REMUNERATION COMMITTEE

The structure of the Nomination and Remuneration Committee has been formulated in accord with the Companies Act, 2013 and Listing Regulations and the role of the committee inter alia includes to examine the selection and appointment practices of the Company, address Board succession issues and ensure that the Board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively. Also the Committee assists the Board in meeting its responsibilities regarding the determination, implementation and oversight of senior remuneration arrangements to enable the recruitment, motivation, Board Membership and retention of associates generally. The Committee also assists the Board by reviewing and making recommendations in respect of the remuneration policies and framework for all staff.

The Nomination & Remuneration Committee as on March 31, 2023 comprises of three Directors, all being Non – Executive Independent Director. The details of the Members of the Committee & the Committee Meetings held during the year under review are mentioned below in the table:

### Details of the Meeting & Members of Nomination & Remuneration Committee as on March 31, 2023

Name of the Member	Category	Position	No. of Meetings held	No. of Meetings attended
Mr. Ashok Kumar Thakur	Independent Director	Chairman	3	3
Mr. Kanhaiyalal Berwal	Independent Director	Member	3	3
Mr. Sandeep Singh	Independent Director	Member	3	3

The Company Secretary acts as a Secretary to the Committee.

The Composition & role of the Nomination & Remuneration Committee is in compliance with the provisions of Section 178 of the Companies Act, 2013 read with the Rules issued thereunder and Regulation 19 read with Part D of Schedule II of the Listing Regulations. The Committee met 3 times during the year 2022-23 i.e. on May 24, 2022, August 04, 2022, October 17, 2022.

**Terms of reference:**

The Broad terms of reference of the Nomination & Remuneration Committee as approved by the Board are as follows:

- 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;
- 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.
- Reviewing the overall compensation policy, service agreements and other employment conditions of Managing / Whole Time Directors and Senior Management Employees.
- To create an evaluation framework for the Independent Director and the Board.
- To provide necessary reports to the Chairman after the evaluation process is completed by the Directors.

**Criteria for Performance Evaluation of Directors**

A separate exercise was carried out to evaluate the performance of individual Directors including the Managing Director were evaluated on parameters such as level of engagement and contribution, independence of judgement, safeguarding the interest of the Company and its shareholders. The performance evaluation of the Managing Director and the Executive Directors and the other Non- Independent Directors was carried out by the Independent Directors. The Directors expressed their satisfaction with the evaluation process.

**Evaluation Criteria:**

- Understanding the Business in connation with the Risk appetite of the Business and Regulatory requirements;
- Leadership and Management Skills
- Attendance at the Board Meetings and active participation in the discussion of Business Performance.
- Nurturing Leadership & Strategic Management Skills
- Managing the Conflicts in the Board Discussion
- Managing the Potential Conflict of interest.

**Board Membership:**

The Nomination & Remuneration Committee shall formulate the criteria for appointment of a Director and review the said criteria for determining the qualifications, skills, positive attributes necessary for inducting members of the Board. The Committee is also responsible for screening the candidates who meet the criteria, reviewing their appointment/ re – appointment and making recommendations to the Board in this regard. Few of the parameters considered by the Nomination & Remuneration Committee while recommending the appointment of a Director to the Board, include:

- Composition of the Board
- Board Diversity
- Appropriate Balance of skills & experience and knowledge
- Professional qualifications, expertise and experience in specific area of business;
- Any present or potential conflict of interest;
- Ability to devote sufficient time and attention to his professional obligation informed and balanced decision;
- Ability to uphold ethical standards of integrity and probity in accordance with the Company's values.

**Remuneration Policy:**

In determining the remuneration of the Directors, Key Managerial Personnel (KMP) and other employees of the Company, a Remuneration Policy has been framed by the Nomination & Remuneration Committee and approved by the Board with the following broad objective:

- Ensuring that the level and compensation of Remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the Company Successfully,
- Motivate the Key Managerial Personnel and Senior Management to achieve excellence in their performance.
- Relationship of Remuneration to performance is clear and meets appropriate performance Benchmarks.
- Ensuring that the remuneration to Directors, KMP & Senior Management involves a balance between fixed & incentive pay reflecting short & long term performance objective appropriate to the working of the Company and its goals.

Emphasis on efficiency and pay for performance has been the foundations of the Company's philosophy on rewards. The Company values its intangible assets in the forms of its employee and to retain them, the Company regularly benchmarks the remuneration level in the industry and makes necessary changes in its pay structure to retain their employees.

**a. Remuneration to Non – Executive / Independent Directors:**

The Non – Executive / Independent Director of the Board shall be entitled to sitting fees for attending the meeting of the Board & Committees thereof. The sitting fees paid to the Directors are within the limit prescribed under the Companies Act, 2013. The Independent Directors shall not be eligible for any stock option plans and further shall also not be eligible for any share based payments. The Independent Directors do not have any material pecuniary relationship or transactions with the Company. The Detail of total amount of sitting fees & Commission paid to Non - Executive Directors for FY 22-23 are as follows:

Name of the Director	Sitting Fees in Rs.	Commission in Rs.	Total in Rs.
<b>Mr. Ashok Kumar Thakur</b>	3,00,000	-	3,00,000
<b>Mr. Kanhaiyalal Berwal</b>	3,00,000	-	3,00,000
<b>Mr. Subodh Kumar Agrawal</b>	2,00,000	-	2,00,000
<b>Mrs. Sudha Bhushan</b>	2,00,000	-	2,00,000
<b>Mr. Sandeep Kumar Singh</b>	3,00,000	-	3,00,000

**b. Remuneration to Managing/ Executive Directors**

The appointment and remuneration of Executive Directors including Managing Director is governed by the recommendation of Nomination & Remuneration Committee, Resolutions passed by the Board & Shareholders of the Company. Payment of remuneration to Executive Directors is governed by the respective agreement executed between the Director and the Company.

**i. The remuneration payable to the Managing Director** is broadly divided in to fixed and variable component. The fixed component comprises of salary, allowances, perquisites and the variable component comprises of performance bonus and may include commission subject to the approval of the members.

The detail of Remuneration to the Managing Director during the FY 2022-23 is as follows:

Name of the Director	Salary, Allowances & Perquisites as on March 31, 2023
<b>Mr. Kamal Poddar</b>	Rs. 1,20, 00,000/-

**Note:** The above mentioned Remuneration paid to the Managing Director has been approved by the Members of the Company at the Annual General Meeting of the Company held on September 23, 2021, where the re – appointment of the Managing Director along with his brief profile forming part of the Resolution was put to vote.

**ii. Remuneration to Joint Managing Director:** Mr. Suyash Patodia(DIN No : 09489670) was appointed as the Joint Managing Director by the Board on May 24, 2022, his appointment as the joint Managing Director was approved by the Members via Postal Ballot Notice dated July 20, 2022 approved on August 21, 2022.

**The remuneration payable to the Joint Managing Director** is broadly divided in to fixed and variable component. The fixed component comprises of salary, allowances, perquisites and the variable component comprises of performance bonus and may include commission subject to the approval of the members.

The detail of Remuneration withdrawn by the Joint Managing Director during the FY 2022-23 is as follows:

Name of the Director	Salary, Allowances & Perquisites as on March 31, 2023
<b>Mr. Suyash Patodia</b>	Rs. 64,86,657/-

The remuneration withdraw is within the limit approved by the Shareholders of the Company at the 29th Annual General Meeting of the company held on September 15, 2022.

**iii. Remuneration to Chief Executive Officer:** Mr. Arun Kumar Poddar ( DIN No : 02819581) was appointed as the Executive Director of the Company with effect from February 08, 2022, his appointment & remuneration was approved by the Shareholders vide Postal Ballot Notice dated February 08, 2022 approved on April 30, 2022.

On May 24, 2022, the Board has appointed Mr. Arun Poddar as the Chief Executive Officer of the Company and his appointment was approved by the Members via Postal Ballot Notice dated July 20, 2022 approved on August 21, 2022.

The remuneration payable to the CEO & Executive Director is broadly divided in to fixed and variable component. The fixed component comprises of salary, allowances, perquisites and the variable component comprises of performance bonus and may include commission subject to the approval of the members.

The detail of Remuneration to the CEO & Executive Director during the FY 2022-23 is as follows:

Name of the Director	Salary, Allowances & Perquisites as on March 31, 2023
<b>Mr. Arun Poddar</b>	Rs. 72,00,000/-

iv. Remuneration to Executive Director. Payment of remuneration to other Executive Director is governed by the respective agreement executed between the Director and the Company.

#### c. Remuneration to Key Managerial Personnel & Senior Management Employees

The Remuneration to Key Managerial Personnel and Senior Management shall consist of fixed pay & incentive pay in compliance with the provisions of the Companies Act, and in accordance with Company's Policy. The fixed pay shall include monthly remuneration, employer's contribution to provident fund, pension schemes etc as amended from time to time. The incentive pay shall be decided based on the balance between performance of the Company and Performance of the Key Managerial Personnel and Senior Management, to be decided annually or such intervals as may be considered appropriate.

#### C. STAKEHOLDER RELATIONSHIP COMMITTEE

The Stake Holder Relationship Committee comprises of three Directors. The Committee discharges their duties of protecting the interest of the Shareholders and serving them on timely basis. Detailed below in the table is the Constitution & details of the Meeting held during the year.

##### Details of the Meeting & Members of Stakeholder Relationship Committee

Name of the Member	Category	Position	No. of Meetings held	No. of Meetings attended
Mr. Subodh Kumar Agarwal	Non- Executive Independent Director	Chairman	4	2
Mr. Ajay Kejriwal	Executive Director	Member	4	4
Mr. Arun Kumar Poddar	Executive Director & CEO	Member	4	4

The Company Secretary acts as a Secretary to the Committee.

The Committee met four times during the Financial Year 2022-23 on November 18, 2022, November 22, 2022, December 26, 2022 February 17, 2023.

The Company obtains yearly certificate from a Company Secretary in Practise under Regulation 40(9) of the Listing Regulations, confirming the issue of certificates for transfer, sub division, consolidation etc. and submit a copy thereof to the Stock Exchange in terms of Regulation 40(10) of the Listing Regulations. Further the Compliance Certificate under Regulation 7(3) of the Listing Regulations, confirming that all activities in relation to both physical and electronic share transfer facility are maintained by Registrar and Share Transfer Agent registered with the Securities and Exchange Board of India is also filed with the Stock Exchange on yearly basis.

In accordance with Regulation 76 of the SEBI ( Depositories and Participants ) Regulations, 2018 and SEBI Circular No. D & C/ FITTC/Cir-16/2002 dated December 31, 2002 a Qualified Practising Company Secretary carried out a Share Capital Audit to reconcile the total admitted Equity Share capital with NSDL & CDSL and the total issued and paid up share capital is in agreement with the total number of shares in physical form and the total number of dematerialised shares held with NSDL and CDSL.

The terms of reference of the committee include:

- approval of transfer of Shares/ debenture and issue of Duplicate /split /consolidation / subdivision of Share.
- to fix record date/ book closure of Share/ debenture transfer book of the Company from time to time
- Monitoring expeditious redressal of investor grievance matters received from stock exchanges, SEBI, ROC etc.
- to carry out any other duties that may be delegated to the committee by the Board of Directors from time to time.

The Secretarial Department of the Company and the Registrar and Transfer Agent, LinkIn Time India Private Limited attend to all the grievances of the Shareholders received directly or through SEBI, Stock Exchanges, Ministry of Corporate Affairs, Registrar of Companies, etc.

Efforts are made to ensure that the grievances are redressed expeditiously to the satisfaction of the Investors.

##### Details of Shareholders Complaints received & redressed during the year 2022-23 are as follows:

Opening Balance of Complaints received	Complaints received during the year	Complaints Resolved During the Year	Closing Balance of Complaints received
0	0	0	0

#### D. RISK MANAGEMENT COMMITTEE

The Risk Management Committee constituted by the Board of Directors is bound to observe to the Roles & Responsibility as defined by the Board of Directors in the Policy.

Term of reference of Risk Management Committee:

- Identifying the Company's Risk appetite
- Review the risk management practises and structures and recommend changes to ensure their adequacy
- Framing a Risk Management Policy
- Approve and review the risk management plan put in place by the management
- Such other activities as the Board of Directors may determine from time to time.

The Committee is responsible for the overall risk management process & to address the uncertainties if any to be aroused in the operations of the Company. The Committee meets at Regular Interval. The Risk Management Committee comprises of the Senior Management Team of the Company and the Executive Directors and Independent Directors. The detail of constitution of the committee is as follows:

Name of the Member	Category	Position	No. of Meetings held	No. of Meetings attended
Mr. Kamal Poddar	Managing Director	Chairman	2	2
Mr. Ajay Kejriwal	Executive Director	Member	2	2
Mr. A K Thakur	Independent Director	Member	2	2

#### E. INVESTMENT COMMITTEE

The Investment Committee is entrusted with the day to day operations with respect to investments to be made in the name and on behalf of the Company. The maximum amount up to which the Investment shall be made by the Investment Committee is predefined by the Board of Directors.

The decisions taken by the Investment Committee with respect to the Investments made on behalf of the Committee are reviewed by the Board of Directors at the Board Meeting; the decisions taken by the Investment Committee can be altered by the Board of Directors.

The Investment Committee constituted by the Board comprises of Executive & Independent Directors. The details of the Committee Meeting held during the Year along with the Constitution of the Committee are detailed as follows:

Name of the Member	Category	Position	No. of Meetings held	No. of Meetings attended
Mr. Kamal Poddar	Managing Director	Chairman	4	4
Mr. Ajay Kejriwal	Executive Director	Member	4	4
Mr. A K Thakur	Independent Director	Member	4	2

#### F. FINANCE COMMITTEE

The Finance Committee is entrusted with responsibility of day to day business activities and taking decisions on behalf of the Company in respect of Financial matters pertaining to giving Guarantee, availing loan facility from Banks, Financial Institutions, Monitoring adherence to the Budget, setting Finance goals along with the funding strategies to achieve them, Presenting Finance goals to the Board of Director for approval, Creating, approving, and updating policies that help ensure the assets of the organization are protected, Ensuring approved Finance policies and procedures are being followed by the Company.

The maximum amount up to which the loans to be given or to be availed by the Company is predefined by the Board of Directors of the Company. The decisions taken by the Finance Committee with respect to the Financial decisions on behalf of the Committee are reviewed by the Board of Directors at the Board Meeting; the decisions taken by the Finance Committee can be altered by the Board of Directors.

The details of the Committee Meeting held during the Year along with the Constitution of the Committee are detailed as follows:

Name of the Member	Category	Position	No. of Meetings held	No. of Meetings attended
Mr. Kamal Poddar	Managing Director	Chairman	10	10
Mr. Ajay Kejriwal	Executive Director	Member	10	10
Mr. Manoj Singhania	Chief Financial Officer	Member	10	10

The Meeting of the Finance Committee was held on July 14, 2022, September 13, 2022, September 21, 2022, October 17, 2022, November 30, 2022, December 21, 2022, January 13, 2023, January 25, 2023, February 13, 2023, March 14, 2023.

#### G. SECURITIES ALLOTMENT COMMITTEE

The Securities Allotment Committee is entrusted majorly with the role of considering and approving the allotment of Shares/ Debentures arising on account of any Corporate action to be initiated by the Company. The Securities Allotment Committee Meeting was held on September 26, 2022 during the Year under review for allotment of Bonus Equity Shares. The Constitution of the Securities Allotment Committee is as follows:

Name of the Member	Category	Position	No. of Meetings held	No. of Meetings attended
Mr. Kamal Poddar	Managing Director	Chairman	1	1
Mr. Ajay Kejriwal	Executive Director	Member	1	1
Ms. Karishma Shah	Company Secretary	Member	1	1

#### H. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

Section 135 of the Companies Act, 2013 does not imply to your company, nonetheless your Company understands the importance of its responsibilities towards the society under which we cater our services. Your Company has voluntarily adopted the CSR Policy to shoulder its responsibilities towards the society and has also constituted the CSR Committee to ascertain the activities undertaken by the Company in the best interest of the Society. The Constitution of the Corporate Social Responsibility Committee is as follows:

Name of the Member	Category	Position	No. of Meetings held	No. of Meetings attended
Mr. Kanhaiyalal Berwal	Independent Director	Chairman	1	1
Mr. Kamal Poddar	Managing Director	Member	1	1
Mr. Ajay Kejriwal	Executive Director	Member	1	1

\*Note: The Committee Meeting was held on March 30, 2023 during the year under review.

#### Terms of reference of the Committee are as follows:

- Formulating and recommending to the Board, CSR Policy which shall indicate the activities to be undertaken by the Company as specified in the Schedule VII of the Act;
- Making recommendation on the amount of expenditure to be incurred on CSR activities;
- To monitor the implementation of the activities to be undertaken by the Company.

#### AFFIRMATIONS & DISCLOSURES

##### A. Compliance Framework

The Company is in compliance with all mandatory requirements under the Listing Regulations.

##### B. Related Party Transaction

All transactions entered in to by the company with related parties, during the financial year 2022- 23, were in ordinary course of business and on arms-length basis. The details of the Related Party Transaction are set out in the notes to the Financial Statement in accordance with "IND AS" forming part of this Annual Report.

The Related Party Transaction undertaken by the Company were in compliance with the provisions set out in the

Companies Act, 2013 read with rules issued there under and Regulation 23 (1) of the Listing Regulations.

The Audit Committee during the Financial Year 2022-23 has approved Related Party Transactions while granting omnibus approval in line with the policy of dealing with Related Party Transactions and the applicable provisions of the Companies Act, 2013 read with Rules issues thereunder and the Listing Regulations (including any statutory modification(s) or re-enactments thereof for time being in force, deviations if any to the said process have been brought to the attention of the Audit Committee.

The related party transactions entered in to by the Company pursuant to the omnibus approval granted by the Audit Committee is reviewed at least on a quarterly basis by the

said Committee.

The related party transaction policy has been placed and can be accessed on the company's website [www.choiceindia.com](http://www.choiceindia.com).

There are no materially significant Related Party Transactions of the Company which have potential conflict with the interest of the Company at a large.

#### C. Vigil Mechanism/ Whistle Blower Policy

Pursuant to Section 177(9)& (10) of the Companies Act, 2013 and Regulation 22 of the Listing Regulation, the Company has formulated Whistle Blower Policy for Vigil Mechanism of Directors and Employees to report to the management about Unethical behaviour, fraud or violation of the Company's Code of Conduct.

The Company has adopted a Whistle Blower Policy and an effective Vigil Mechanism system to provide a formal mechanism to its Directors, Employees and Business Associates to raise their concerns in a responsible and effective manner regarding suspected unethical matters involving serious malpractice or wrong doing within the organisation and also to safeguard against victimization. The Mechanism provides adequate safeguards against victimization of employees and Directors who use such mechanism and makes provision for direct access to the chairman of the Audit Committee in exceptional cases.

In accordance with the provisions of Regulation 26(6) of the Listing Regulations, the Key Managerial Personnel, Director(s) and Promoter(s) of the Company have affirmed that they have not entered in to any agreement for themselves or on behalf of any other person, with any shareholder or any third party with regard to compensation or profit sharing in connection with dealings in the securities of the Company.

#### D. Details of Non – Compliance by the Company, Penalties and strictures imposed on the Company by the Stock Exchanges or SEBI or any statutory authority, on any matter related to Capital Markets during last three Financial Year

The Company has complied with all requirements specified under the Listing Regulations as well as other Regulations and guidelines of SEBI. Consequently, there were no strictures or penalties imposed by either SEBI or Stock Exchange or any statutory authority for non – compliance of any matter related to Capital Markets during the last three Financial Years.

#### E. Policy Determining Material Subsidiaries

Pursuant to requirements of Regulation 16 and Regulation 23 of the Listing Regulations the Company has adopted the policies for determining material subsidiaries and on related party transactions and the said policies are available on the Company's Website at [www.choiceindia.com](http://www.choiceindia.com). During

the year under review, the policy for determining material subsidiaries was suitably modified to be at par with the recent amendments to the Listing Regulations.

The Minutes of the Board meeting of the subsidiary companies are placed at the Board Meeting of the Company on periodical basis. All significant transactions and arrangements entered in to by the unlisted subsidiary if any are brought to the notice of the Board of Directors of the Company. The Policy for determining material subsidiaries has been uploaded and can be accessed on the Company's website at given link: [www.choiceindia.com](http://www.choiceindia.com).

#### F. Disclosure of Accounting Treatment

In the preparation of the financial statements the Company has followed the Accounting Standards referred to in Section 133 of the Companies Act, 2013 and IND AS. The significant accounting policies which are consistently applied are set out in the Notes to the Financial Statements.

#### G. Risk Management

Business Risk Management is an on-going process within the Company. The assessment is periodically examined by the Company.

#### H. Website

The Company ensures updating the applicable information under Regulation 46(2) of the Listing Regulations on the Company's website ([www.choiceindia.com](http://www.choiceindia.com)). A separate tab on "Investor Relations" on the website contains details relating to the financial results declared by the Company, Shareholding Pattern, Corporate Governance, and such other News and Announcements made by the Company to the exchange under the tab "News & Announcements".

#### I. Secretarial Compliance Report

SEBI Vide its circular No. CIR/CFD/CMD 1/27/2019 dated February 08, 2019 read with Regulation 24(A) of the Listing Regulation, direct listed entities to conduct Annual Secretarial Compliance Audit From a practising Company Secretary of all applicable SEBI Regulations and Circulars/ guidelines issued thereunder. The said secretarial Compliance report is in addition to the Secretarial Audit Report by practising Company Secretaries under Form MR – 3 and is required to be submitted to the exchange within 60 days of the end of the Financial Year. The Company has obtained the certificate from M/s. R M Mimani & Associates LLP (Company Secretaries) (Company Secretaries). Attached is the Secretarial Compliance Report as Annexure forming Part of the Board Report.

#### J. Certificate from Practising Company Secretary

Certificate as required under Part C of Schedule V of Listing Regulations, received from M/s. R M Mimani & Associates LLP (Company Secretaries) (Firm Registration No.

12001MH250300) that none of the Directors on the Board of the Company has been debarred or disqualified from being appointed or continuing as directors of the Company by the Securities and Exchange Board of India / Ministry of Corporate Affairs or any such authority was placed before the Board of Directors at their meeting held as on July 17 2023. The Company has obtained the certificate from M/s. R M Mimani & Associates LLP (Company Secretaries) is attached as Annexure to this report.

#### K. Recommendations of Committees of the Board

There were no instances during the Financial Year 2022-23 wherein the Board has not accepted recommendations made by any committee of the Board.

#### L. Total Fees Paid to the Statutory Auditors of the Company

Total fees of Rs. 35,60,000/- was paid by the Company and its subsidiaries, on a consolidated basis, to the statutory auditor and all entities in the network firm / network entity of which the statutory auditor is a part for the Financial Year 2022-23.

#### M. Disclosure relating to Sexual Harassment of women at Work Place (Prevention, Prohibition and Redressal) Act, 2013

The Company has in place an effective mechanism for dealing with complaints relating to sexual harassment at work place. The details relating to the number of complaints received and disposed of during the financial year 2022-23 are as under:

- Number of Complaints filed during the financial year: 1
- Number of Complaints disposed of during the Financial Year: 1
- Number of Complaints pending as on end of the Financial Year : Nil

#### N. Code of Conduct

The Company has adopted a Code of Conduct for all employees including the members of the Board and Senior Management Personnel. All members of the Board and Senior Management Personnel have affirmed Compliance with the said Code of Conduct for the Financial Year 2022-23. The declaration from our Managing Director, Mr. Kamal Poddar affirming the same forms the part of this report.

#### O. SEBI Complaints Redress System (SCORES)

Securities and Exchange Board of India (SEBI) administers a centralised web based complaints redress system (SCORES). It enables investors to lodge and follow up complaints and track the status of redressal online on the website [www.scores.gov.in](http://www.scores.gov.in). It also enables the Company to receive the Complaints from Investor against them, redress such complaints and report redressal. All the activities starting from lodging the complaint till its disposal are carried online

in an automated environment and the status of every complaint till its disposal are carried online in an automated environment and the status of every complaint can be viewed online at any time. The Company has registered itself on Scores and endeavours to resolve all investor complain received through scores.

#### P. Disclosure on Commodity Price Risk and Commodity Hedging Activities

The Company does not involve in commodity hedging activities. The Company has in place a mechanism to inform the Board Members about the Risk assessment, mitigation Plans and periodical reviews faced by the Company. Risk based internal audit plan is approved by the Audit Committee which also reviews adequacy and effectiveness of the Company's internal financial controls.

#### Q. Means of Communication

Effective Communication of information is an essential component of Corporate Governance. It is process of sharing information, ideas, thoughts, opinions and plans to all stake holders which promote management – shareholders relations. The Company regularly interacts with its members through multiple channels of Communications such as results, announcements, annual reports and the website of the Company and the stock exchanges.

##### i. Quarterly Result

The Unaudited quarterly/ half yearly financial results are announced within 45 days of the end of the respective quarter. The audited annual financial results are announced within 60 days of the close of the financial year as per the requirement of the Regulation 33 of the Listing Regulations. The aforesaid financial results are sent to BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) where the shares of the company are listed. These results are thereafter published within 48 hours in one English Newspaper (Financial Express/ Free Press Journal) & one local newspaper (Navshakti/ Aparamahanagr) as well as placed on the website of the Company.

##### ii. Website

In Compliance with Regulation 46 of the Listing Regulations, a separate dedicated section under "Investors Relation" on the Company's website gives information on various announcements made by the Company, status of unclaimed dividend, Annual Report, Quarterly / Half Yearly/ Nine Months and Annual Financial results along with the applicable policies of the Company at [www.choiceindia.com](http://www.choiceindia.com).

##### iii. Stock Exchange

The Company makes timely disclosures of necessary information to BSE Limited & National Stock Exchange of

India Ltd in terms of Listing Regulations and other rules & regulations issued by the SEBI

#### iv. BSE Listing Centre

The Financial Results, Shareholding Pattern and Quarterly report on Corporate Governance and other filings required to be made to the stock exchanges are electronically filed at BSE & NSE (NEAPS & Digital Exchange portal pursuant to Regulation 10(1) of the SEBI (LODR Regulations) BSE has mandated the Listing Centre as the "Electronic Platform" for filing all mandatory and any other information to be filed with the Stock Exchanges by Listed Entities. BSE & NSE has also mandated XBRL submissions for Shareholding Pattern & Corporate Governance. All the data relating to financial results, various submissions/ disclosure documents etc.,

have been electronically filed and Shareholding pattern & corporate governance Report have been filed in XBRL mode with the Exchange on the "Listing Centre" (<http://listing.bseindia.com>), <https://neaps.nseindia.com>, <https://digitalexchange.nseindia.com/>.

#### v. Price Sensitive Information

All price sensitive information and such other matters which in the opinion of the Company are of importance to the Shareholders/ investors are promptly intimated to the Stock Exchanges. Material developments relating to the company are potentially price sensitive in nature or which could impact continuity of publicly available information regarding the Company are disclosed to the Stock Exchanges in terms of the Company's policy for determination of Materiality of Events/ Information.

#### R. The Disclosure of the Compliance with Corporate Governance requirements specified in Regulation 17 to 27 and Regulation 46(2)

Sr. No	Particulars	Regulations	Brief Description of the Regulation	Compliance Status
1	<b>Board of Directors</b>	17(1)	Composition of Board	Complied
		17(2)	Meeting of Board of Directors	Complied
		17(3)	Review of Compliance Report	Complied
		17(4)	Plans for orderly succession for appointments	Complied
		17(5)	Code of Conduct	Complied
		17(6)	Fees/ Compensation	Complied
		17(7)	Minimum information to be placed before the Board	Complied
		17(8)	Compliance Certificate	Complied
		17(9)	Risk Assessment & Management	Complied
		17(10)	Performance Evaluation	Complied
2	<b>Audit Committee</b>	18(1)	Composition of Audit Committee & Presence of the Chairman of the Committee at the Annual General Meeting	Complied
		18(2)	Meeting of Audit Committee	Complied
		18(3)	Role of the Committee and review of information by the committee	Complied
3	<b>Nomination &amp; Remuneration Committee</b>	19(1) & (2)	Composition of Nomination and Remuneration Committee	Complied
		19(3)	Presence of Audit Committee chairman at the Annual General Meeting	Complied
		19(4)	Role of the Committee	Complied
4	<b>Stakeholder Relationship Committee</b>	20(1), 20(2) & 20(3)	Composition of stake holder relationship committee	Complied
		20(4)	Role of the Committee	Complied
5	<b>Risk Management Committee</b>	21(1), (2) & (3)	Composition of Risk Management Committee	Complied
		21(4)	Role of the Committee	Complied
6	<b>Vigil Mechanism</b>	22	Formulation of Vigil Mechanism for Directors and Employees	Complied

7	<b>Related Party Transaction</b>	23(1), 23(5), 23(6), 23(7), 23(8)	Policy for Related Party Transaction	Complied
		23(2) & 23(3)	Omnibus approval by the Audit Committee & review of transaction	Complied
		23(4)	Approval of material related party transaction	Complied
8	<b>Subsidiaries of the Company</b>	24(1)	Composition of Board of Director of material unlisted subsidiary	Complied
		24(2), 24(3), 24(5) & 24(6)	Other requirements as stipulated under the regulations	Complied
9	<b>Obligations with respect to Independent Directors</b>	25(1) & (2)	Maximum Directorship & Tenure	Complied
		25(3)	Meeting of Independent Directors	Complied
		25(4)	Review of Performance of Independent Director	Complied
		25(7)	Familiarisation of Independent Director	Complied
10	<b>Obligation with respect to Directors and senior management</b>	26(1) & (2)	Membership & Chairman of the Committee	Complied
		26(3)	Compliance to code of conduct for Board of Directors and Senior Management employees	Complied
		26(4)	Disclosure of Shareholding Pattern by Non – Executive Director	Complied
		26(5)	Disclosure on Conflict of Interest by senior management	Complied
11	<b>Other Corporate Governance Requirements</b>	27(1)	Compliance of Discretionary requirements	Complied
		27(2)	Filing of quarterly compliance report on Corporate Governance	Complied
12	<b>Disclosures on Website of the Company</b>	46(2)(b)	Terms and conditions of appointment of Independent Director	Complied
		46(2)(c)	Composition of various committee of Board of Directors	Complied
		46(2) (d)	Code of conduct of Board of Directors and senior management personnel	Complied
		46(2) (e)	Details of establishment of vigil mechanism	Complied
		46(2) (f)	Criteria for making payment to Non – Executive Directors	Complied
		46(2) (g)	Policy on dealing with related party transaction	Complied
		46(2)(h)	Policy for determining Material subsidiaries	Complied
		46(2) (i)	Details of familiarisation programmes imparted to independent Directors	Complied

**S. Disclosures by Listed entities and its subsidiaries of “ Loan and advances in the nature of Loans to Firms/ Companies in which Directors are interested by name and amount: Details given in the notes to Financial Statements.**

**T. Details of Material Subsidiaries of the Company, including the date of appointment of the Statutory Auditor of such subsidiaries:**

Sr. No	Name of the Subsidiary	Date of Incorporation	Place of Incorporation	Statutory Auditor Details
1	<b>M/s. Choice Equity Broking Private Limited</b>	09/01/2010	Mumbai	MSKA & Associates since September 19, 2022
2	<b>M/s. Choice Consultancy Services Private Limited</b>	06/01/2010	Mumbai	MSKA & Associates since September 19, 2022
3	<b>M/s. Choice Finserv Private Limited</b>	01/06/2016	Mumbai	ASBS& Co, since September 30, 2021

**U. Directors and Officers Liability Insurance:**

As per the requirements of the Act and in compliance with Regulation 25(10) of the Listing Regulations, the Company has availed a Directors and Officers Liability Insurance (D&O) on behalf of all Directors including IDs and Officers of the Company for indemnifying any of them against any liability in respect of any neglect, default, breach of duty for which they may conduct in relation to the Company.

**V. Details of Compliance with Non- Mandatory requirements:**

- During the year under review, there is no audit qualification on the Company's financial statements. The Company continues to adopt the best practises to safeguard the practice of Unmodified audit opinion.
- The Internal Auditor has a direct access to the Audit Committee, he participates in the Audit Committee Meetings and presents his findings to the members of the committee.

**GENERAL SHAREHOLDER INFORMATION**

**I. Company Registration Details:**

The Company is registered in the state of Maharashtra, India, under the jurisdiction of Registrar of Companies, Mumbai. Corporate Identity Number (CIN No) : L67190MH1993PLC071117

**II. Financial Year**

April 1, 2022 to March 31, 2023

**III. 30th Annual General Meeting for the Financial Year 2022- 23**

<b>Day and Date</b>	Saturday, August 26, 2023
<b>Time</b>	04:00 PM
<b>Mode</b>	Physical
<b>Financial Year</b>	2022-23

**Tentative Calendar for Financial Year ending March 31, 2024:**

**Tentative dates of Board Meeting for consideration of quarterly financial results are as follows:**

Sr. No	Particulars of the quarter	Tentative dates*
1	<b>First Quarter Results</b>	On or before July 31, 2023
2	<b>Second Quarter &amp; Half Yearly Results</b>	On or before October 31, 2023
3	<b>Third Quarter &amp; Nine monthly results</b>	On or before January 31, 2024
4	<b>Fourth Quarter &amp; Annual Results</b>	On or before April 30, 2024

\*such other dates as may be allowed by SEBI.

#### IV. Listing Details

<b>Stock Exchange on which Shares are Listed</b>	BSE Limited (BSE) , National Stock of India Limited ( NSE)
<b>Stock Code BSE</b>	531358
<b>Script Id NSE</b>	CHOICEIN
<b>ISIN</b>	INE102B01014

#### V. Dividend History

Financial Year	Type of Dividend	Date of Declaration	Dividend Per Share of the Face Value of Rs. 10 each
2013-14	Final	September 27, 2014	10%
2014-15	Final	September 26, 2015	10%
2015- 16	Final	September 20, 2016	10%

Dividend Not Declared since 2016-17 till date

#### VI. Unclaimed Dividend

Pursuant to the provisions of Section 124 of the Companies Act, 2013 (the Act) read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (hereinafter called "the IEPF Rules"), the amount of dividend which remain unclaimed or unpaid for a period of seven years from the date of transfer of such amount to the Unpaid Dividend Account opened in pursuance of sub-section (1) of the said Section is required to be transferred to the Investor Education and Protection Fund (IEPF) established under sub-section (1) of Section 125 of the Act.

Accordingly, the unclaimed dividend in respect of the financial year 2015-16 is due for transfer to the IEPF by October 01, 2023. Members, who have not yet claimed their dividend for the financial year 2015-16 or for any subsequent financial years, are requested to claim the same from the Company. Additionally, pursuant to sub-section (6) of Section 125 of the Act read with the IEPF Rules, all shares in respect of which dividend has not been claimed for the past seven consecutive years shall be transferred by the Company in the name of IEPF Authority by way of credit to the Demat Account established by the IEPF Authority on or before October 01, 2023 or such other date as may be specified by the Central Government in this regard.

Any member whose shares are thus transferred to IEPF may claim his/her/its shares under proviso to Section 124(6) of the Act by following the process given under Rule 7 of the IEPF Rules. In terms of the relevant IEPF Rules, the Company has uploaded the information in respect of the Unclaimed Dividends (Final Dividend) for the financial years 2015-16 on the website of the Company Pursuant to the provisions of Sections 124 and 125 of the Act, the Company has transferred an amount of Rs. 70,008/- (Rupees seventy thousand and eight rupees only), being the unclaimed dividend for the financial year 2014-15 to IEPF for the year 2022.

During the year under review, the Company had sent individual notices seeking action from shareholder, who has not claimed Dividend & whose shares have been transferred to IEPF.

Shareholders may note that both the unclaimed dividend and corresponding shares transferred to IEPF can be claimed from IEPF following the procedures prescribed in the IEPF Rules. Shareholders whose unclaimed Dividend and Shares have been transferred to IEPF can claim the same from IEPF by filing Form IEPF 5 with the IEPF authorities.

Given below are the dates of declaration of dividend and corresponding last dates for claiming unpaid Dividend.

Financial Year	Type of Dividend	Date of Declaration of Dividend	Last date for claiming unclaimed Dividend
2015-16	Final	September 20, 2016	October 1, 2023

#### VII. (A) Details of General Body Meetings of Last three years

Financial Year	Date	Time	Venue	Special Resolutions if any
2019-20	September 30, 2020	11.00 AM	Video Conferencing / Other Audio Visual Means	-
2020-21	September 23, 2021	03.00 PM	Video Conferencing / Other Audio Visual Means	<ol style="list-style-type: none"> <li>To approve the Re-appointments of Mr. Ashok Kumar Thakur (DIN No. 07573726) as (Non- Executive) Independent Director of the company for a second term of five consecutive years.</li> <li>To approve the Re-appointments of Mr. Kanhaiya Lal Berwal (DIN No. 07535424) as (Non- Executive) Independent Director of the company for a second term of five consecutive years.</li> <li>To approve the revision in remuneration of Mr. Kamal Poddar, Managing Director of the Company.</li> </ol>
2021-2022	September 15, 2022	10.30 AM	The Byke Delotel, Chandavarkar Rd, Sundar Nagar, Borivali, Mumbai-400092	<ol style="list-style-type: none"> <li>Approval of grant of 'Choice Employee Stock Option Plan 2022' for the employees of the Company</li> <li>Approval of Grant employee stock Options to the employees of Subsidiary Company(ies), if any of the Company under Choice Employee Stock Option Plan 2022</li> <li>Approval of Grant Employee Stock Options equal to or more than 1 % of the issued capital of the Company to the identified employees under Choice Employee Stock Option Plan 2022.</li> <li>Approval of the Revision in Remuneration of Mr. Suyash Sunil Patodia, Joint Managing Director of the Company.</li> </ol>

#### VII) ( B) PROCEDURE ADOPTED FOR POSTAL BALLOT DURING THE YEAR UNDER REVIEW

During the year under review, following Resolutions were passed by the Company through Postal Ballot:

Resolution passed during the FY 22-23	Postal Ballot Notice date	Voting Result Date	Type of Resolution	Votes in favour of the Resolution	Votes against the Resolution	Invalid Votes
<b>1. Appointment of Mr. Arun Kumar Poddar (DIN No : 02819581) as Executive Director and approve his remuneration</b>	February 08, 2022	April 30, 2022	Special Resolution	28033057	-	-
<b>2. Appointment of Mr. Suyash Patodia (DIN No : 09489670) as Executive Director of the Company and approve his Remuneration</b>	February 08, 2022	April 30, 2022	Special Resolution	28033057	-	-
<b>3. Appointment of Mrs. Vinita Sunil Patodia (DIN: 06360364) as Non Executive Non-Independent Chairperson of the Company</b>	July 20, 2022	August 21, 2022	Ordinary Resolution	12089980	-	-
<b>4. Change in designation of Executive Director, Mr. Suyash Sunil Patodia (DIN: 09489670) to Joint Managing Director of the Company</b>	July 20, 2022	August 21, 2022	Special Resolution	12089980	-	-
<b>5. Appointment of Mr. Arun Kumar Poddar (DIN : 02819581) as Chief Executive Officer) the Company</b>	July 20, 2022	August 21, 2022	Special Resolution	12089980	-	-



The above mentioned Postal Ballot exercise was conducted by Mr. Manoj Mimani (ACS No: 17083 CP No: 11601) practising Company Secretary of R M Mimani & Associates LLP in a fair and transparent manner.

**Details of on-going Postal Ballot:**

During the year under review Mr. Sobhag Mal Jain ( DIN No: 08770020) were appointed as Additional Non Executive - Independent Director of the Company with effect from May 04, 2023, his appointment as "Independent Director was approved by the Shareholder's vide Post Ballot Notice dated June 21, 2023 and the Voting Result date shall be on July 27, 2023.

**Procedure for Postal Ballot:**

The Postal Ballot Notice were issued in pursuant to the provisions of Section 110 of the Act read with Rule 22 of Companies (Management and Administration) Rules, 2014 (Management Rules), as amended, to the Members seeking their consent.

In compliance with provisions of Section 108 and Section 110 and other applicable provisions of the Act read with the Management Rules and relevant MCA circulars, the Company had provided remote e-voting facility to all the Members of

the Company. The Company engaged the services of Central Depository Services Limited, for facilitating e-voting to enable the Members to cast their votes electronically.

In compliance with the MCA Circulars, the Company sent the Postal Ballot Notice only in electronic form to those Members whose names appeared in the Register of Members/List of Beneficial Owners as received from the Depositories/Link In Time (India) Private Limited, the Company's Registrars and Transfer Agents (RTA) as on the Cut-Off Date and whose email addresses were registered with the Company/ RTA/ Depositories/ (in case of electronic shareholding) or who registered their email addresses in accordance with the process outlined in the Postal Ballot Notice.

The Scrutinizer, after the completion of scrutiny, submitted his report to Ms.Karishma Shah Company Secretary, who was authorised to accept, acknowledge and countersign the Scrutinizer's Report as well as declare the voting results. The consolidated results of the remote e-Voting were then announced by the Company Secretary and were also made available on the Company's website of the Company besides being communicated to BSE Limited (BSE), National Stock Exchange of India Limited (NSE) and CDSL.

**VII) (C) : Details of Extra Ordinary General Meeting:**

No Extra Ordinary General Meeting of the Company was held during the year FY 22-23.

**VII) (D)** Details of the meeting convened in pursuance of the order passed by the National Company Law Tribunal (NCLT): **NA**

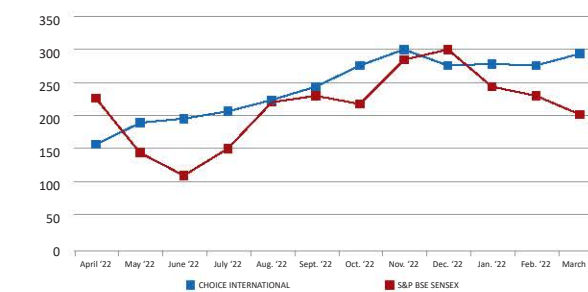
**VIII) Market Price Data**

Months	BSE			NSE		
	Choice High (BSE)	Choice Low (BSE)	No of Shares Traded	Choice High (NSE)	Choice Low (NSE)	No of Shares Traded
April , 2022	159.68	112.00	444,210	159.78	148.50	1,531,385
May, 2022	177.58	152.20	170,527	192.50	150.98	1,113,023
June, 2022	196.65	168.80	93,150	197.50	169.10	1,010,716
July, 2022	206.95	188.68	1,828,866	207.15	188.08	2,752,329
August,2022	223.90	208.00	181,400	221.00	210.50	697,774
September, 2022	238.50	110.00	150,330	240.50	109.53	782,648
October, 2022	277.20	220.00	494,746	275.80	219.00	1,552,412
November, 2022	299.00	256.55	409,408	299.40	252.00	1,799,432
December, 2022	280.00	232.00	377,522	275.95	232.00	1,326,914
January, 2023	281.00	245.15	240,960	281.00	245.90	1,657,130
February, 2023	274.45	251.10	1,430,032	274.50	250.85	3,301,812
March, 2023	293.95	251.10	8,666,424	294.00	251.00	12,468,484

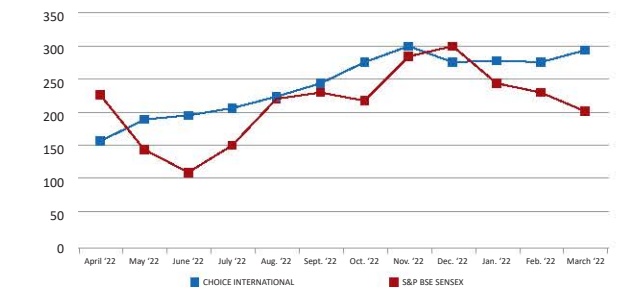
Note: \*The price from April 2022 to August 2022 has been adjusted in lieu of Bonus issue in the ratio of 1:1 with effect from October 2022 & the effect of the same has been given in the below mentioned comparison chart.

**Comparison Chart:**

**Choice International Share performance vis-à-vis S&P BSE**



**Choice International Share performance vis-à-vis Nifty 50**



**IX. Registrar & Share Transfer Agent**

M/s. Link Intime India Pvt Ltd  
Address: C 101, 247 Park, L.B.S.Marg, Vikhroli (West), Mumbai - 400083.  
Contact No: 022 - 4918 6270; Fax No: 022 - 4918 6060  
Website: <https://www.linkintime.co.in/>  
Email: [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)

**X. Distribution of Shareholding as on March 31, 2023:**

No. of Equity Shares	No. of Shareholder	% of total No. of Shareholders	Share Amount (In Rs.)	% total of Share Capital
1 to 500	4157	79.81	3698250	0.37
501 to 1000	333	6.39	2623230	0.26
1001 to 2000	247	4.74	3819850	0.38
2001 to 3000	101	1.93	2642080	0.26
3001 to 4000	59	1.13	2099990	0.21
4001 to 5000	41	0.78	1902020	0.19
5001 to 10000	92	1.76	6552120	0.65
100001 to above	178	3.41	971782460	97.65
<b>Total</b>	<b>5208</b>	<b>100.00</b>	<b>995120000</b>	<b>100.00</b>

**XI. Categories of Shareholder as on March 31, 2023**

No	Category of Shareholder	Total No. of Shares	% of Total Shares
<b>(A)</b>	<b>Shareholding of Promoter &amp; Promoter Group</b>		
<b>a</b>	Individuals	5,00,00,000	50.24
<b>b</b>	Bodies Corporate	50,50,000	5.08
	Total Promoter Shareholding (A)	5,50,50,000	55.32
<b>(B)</b>	<b>Public Shareholding</b>		
<b>a</b>	<b>Institutions</b>		
	i. Mutual Funds/UTI	-	-
	ii. Financial Institution/ Banks	-	-
	iii. Foreign Portfolio Investor	1,50,49,548	15.12
	iv. Insurance Companies	-	-
	v. Foreign Financial Institution	-	-
	vi. Foreign Mutual Fund	-	-
	vii. NBFC Registered with RBI	800	0
	<b>Sub Total ( Ba)</b>	-	-
<b>b</b>	<b>Non – Institution</b>		
	i. Bodies Corporate	27,28,892	2.74
	ii. Individuals	2,39,49,494	24.07
<b>C</b>	<b>NRI</b>	2,24,298	0.23
<b>d</b>	<b>Clearing Members</b>	7,676	0.02
<b>e</b>	<b>HUF</b>	5,26,750	0.53
<b>f</b>	<b>LLP</b>	4,907	0.00
<b>g</b>	<b>IEPF</b>	13,925	0.01
<b>h</b>	<b>Directors &amp; their relatives</b>	8,45,000	0.85
<b>i</b>	<b>Relatives of Promoter</b>	10,85,710	1.09
<b>j</b>	<b>Key Managerial Personnel</b>	25,000	0.03
	<b>Total Public Shareholding (B)</b>	4,44,62,000	44.68
	<b>Grand Total ( A+B )</b>	<b>9,95,12,000</b>	<b>100</b>

**XII. Top Ten Shareholders as on March 31, 2023 other than Promoter & Promoter Group**

Sr. No	Name of the Shareholder	No. of Shares Held	% of Holding
1	Mr. Madhusudan Murlidhar Kela	12000000	12.05
2	M/s. Genesis Grand General Trading LLC	7000000	7.03
3	M/s. Scoutbit General Trading Llc	4061506	4.08
4	M/s. Troo Capital Ltd	2486625	2.49
5	Mr. Jadhav Yogesh Shrinivas	1125000	1.13
6	Ms. Sunita Modi	1083710	1.08
7	Mr. Jitendra Kumar Bhagat	1000000	1.00
8	Mrs. Chaitali Yogesh Jadhav	1000000	1.00
9	M/s. Chartered Capital Research Private Limited	903084	0.90
10	Mr. Ajay Rajendra Kejriwal	804000	0.80

**XIII. Address of Correspondence**

Compliance Officer	R&T Agent: Link Intime India Pvt Ltd	Correspondence with the Company
Mr. Karishma Shah Company Secretary & Compliance Officer Sunil Patodia Tower, Plot No – 156- 158, Andheri ( East), Mumbai - 400099 Emailld: karishma.shah@choiceindia.com	M/s. Link Intime India Pvt Ltd Address: C 101, 247 Park, L.B.S.Marg, Vikhroli (West), Mumbai - 400083. Contact No: 022 - 4918 6270; Fax No: 022 - 4918 6060 Website: https://www.linkintime.co.in/ Email: rnt.helpdesk@linkintime.co.in	Sunil Patodia Tower , Plot No – 156- 158, Andheri ( East), Mumbai - 400099 Emailld:info@choiceindia.com; secretarial@choiceindia.com

**XIV. Dematerialisation of Shares**

As on March 31, 2023 total dematerialised Equity Shares of the Company amounts to 99.88% of the Company's Capital (CDSL : 80.34% & NSDL 19.54% ). The Company has entered in to an Agreement with Central Depository (India) Limited ( CDSL) & National Securities Depository Limited( NSDL) where by the Shareholders have an option to dematerialise their shares with either of the depositories.

**XV. Share Transfer System**

**M/s. Link Intime India Private Limited** is the Company's Registrar and Share Transfer Agent (RTA) for carrying out share related activities like transfer of Shares, transmission of shares, transposition of shares, name deletion, change of address, amongst others.

The Board of Directors of the Company have delegated the authority to approve the transfer of Shares, transmission of shares, requests for deletion of name of the shareholders

**XVI) Investors awareness:**

**Shares held in Physical form:**

**Members / Shareholders who holds the Shares of the Company in Physical form are hereby requested to dematerialise their Shares at the earliest to realize the benefits of holding the Shares in " Demat" to their utmost advantage . For your better understanding, we have listed below the procedure for Dematerialisation of Shares:**

**Shareholder(s) to submit physical share certificate(s) along with Dematerialisation Request Form (DRF) to their respective DP**

The DP will intimate the Registrar and Transfer Agent (RTA) of the Company of the request submitted by the shareholder(s) through the electronic system of NSDL/CDSL

The DP will also submit the share certificate(s) and the DRF, submitted by shareholder(s) to the Registrar and Transfer Agent (RTA) of the Company

The Registrar and Transfer Agent (RTA) of the Company after validation of the request will update the Register of Members and confirm to the Depository

The Depository will credit the DP's account

DP will credit respective Demat account

etc. to the designated officials of the Company. However the transactions in respect of issuance of duplicate share certificates, split, rematerialisation, consolidation and renewal of Share Certificates are approved by the Stakeholder Relationship Committee of the Board of Directors of the Company.

All the documents received from the shareholders are scrutinized by the Company RTA . The Shares lodged for transfer, etc are processed and Share Certificates duly endorsed are returned within the stipulated time subject to documents being valid and complete in all respects.

In all cases of transfer of shares in physical mode an intimation letter is being sent to the transferor (s) informing them of the lodgement of Transfer and in case of any objections to said transfer to revert within fifteen days with copy to transferee(s).

A summary of approved transfers, transmission, deletion requests, etc. are placed before the Board of Directors from time to time as per the Listing Regulations.

The investors are intimated to initiate their request to Registrar & Transfer Agent of the Company "Link in Time India Pvt Ltd " in the below mentioned forms:

- Request for issue of Duplicate Share Certificate and other Service Requests:- Form ISR 4
- Nomination Form : Form SH 13
- Confirmation of Signatures : Form ISR 2
- Cancellation or Variation of Nomination: Form SH 14
- Declaration Form for Opting out of Nomination :Form ISR 3
- Request for registering PAN, KYC Details or Updation : ISR 1

**Consolidation of Folios:**

Members are requested to consolidate their shareholding held in different folios. Consolidation shall lead to efficiency in services and reduction of the cost of the Company. Shareholders may send their request for consolidation of folios to the Registrar and Transfer Agent of the Company.

**On behalf of the Board of Directors**

Sd/-  
Kamal Poddar  
(Managing Director)  
DIN No.: 01518700

Sd/-  
Arun Poddar  
(Director & CEO)  
DIN No: 02819581

Sd/-  
Ajay Kejriwal  
(Director)  
DIN No: 03051841

Mumbai: July 17, 2023

**ANNEXURE I**

**DECLARATION ON CODE OF CONDUCT**

As provided under Regulation 26(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, all Board Members and senior Management Personnel have affirmed compliance with code of conduct for the year ended March 31, 2023.

Sd/-  
Kamal Poddar  
Managing Director  
DIN No: 01518700

Sd/-  
Arun Poddar  
Director & CEO  
DIN No: 02819581

Mumbai  
Date: July 17, 2023

**ANNEXURE II**

**CEO/ CFO CERTIFICATION**

We the under signed, in our respective capacities as Managing Director (CEO) and Chief Financial Officer of Choice International Limited ("the Company") to the best of our knowledge and behalf certify that:

- a. We have reviewed financial statement and the Cash Flow statement for the year ended March 31, 2023 and that to the best of our knowledge and belief, we state that:
  - 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 listed entity's affairs and are in Compliance with existing accounting standards, applicable laws and regulations.
- b. We further state that to the best of our knowledge and belief, no transaction entered in to by the Company during the year, which are fraudulent, illegal or violation of the Company's Code of Conduct.
- c. We are responsible for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of Internal Control systems of the Company pertaining to financial reporting of the Company and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- d. We have indicated to the Auditors and the Audit Committee:#
  - i. Significant Changes, if any, in internal control over financial reporting during the year;
  - ii. Significant Changes, if any, in accounting policies during the year and the same have been disclosed in the notes to 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 systems over financial reporting.

**For Choice International Limited**

**Sd/-**  
**(Arun Poddar)**  
**Director & CEO**  
**DIN No.: 02819581**

**Sd/-**  
**(Manoj Singhanaia)**  
**Chief Financial Officer**

Mumbai  
Date: July 17, 2023

**R M MIMANI & ASSOCIATES LLP**  
**COMPANY SECRETARIES**

**CORPORATE GOVERNANCE COMPLIANCE CERTIFICATE**

The Members

**Choice International Limited**  
**[CIN: L67190MH1993PLC071117]**  
Sunil Patodia Tower  
Plot No.156-158, J.B. Nagar,  
Andheri (E), Mumbai -400099

We have examined the compliance of conditions of Corporate Governance by **Choice International Limited** ("the Company") for the financial year ended on March 31, 2023, as stipulated in Regulations 17 to 27 and clauses (b) to (i) of Regulation 46(2) and para-C and D of Schedule V to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 („LODR”).

The compliance of conditions of Corporate Governance is the responsibility of the Management. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure compliance with the conditions of the Corporate Governance stipulated in the LODR.

Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

We have examined relevant records and documents maintained by the Company for the purposes of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.

Based on our examination of the relevant records and according to the information, explanations and representations provided by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the aforesaid provisions of LODR during the financial year ended March 31, 2023.

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

**For R M Mimani & Associates LLP [Company Secretaries]**  
**[Firm Registration No.: L2015MH008300]**

**Sd/-**  
**Manoj Mimani**  
**(Partner)**  
**ACS No: 17083**  
**CP No: 11601**  
**PR. No.: 1065/2021**  
**UDIN: A017083E000616132**

Mumbai  
Date: July 17, 2023

R M MIMANI & ASSOCIATES LLP  
COMPANY SECRETARIES

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

The Members

**Choice International Limited**  
[CIN: L67190MH1993PLCO71117]  
Sunil Patodia Tower  
Plot No.156-158, J.B. Nagar, Andheri (E), Mumbai -400099

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Choice International Limited** (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company and its officers, we 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;

DIN	Full Name	Designation	Date of Appointment
01518700	Mr. Kamal Poddar	Executive Director-Managing Director	23/09/2008
03051841	Mr. Ajay Rajendra Kejriwal	Executive Director	29/05/2010
07535424	Mr. Kanhaiya Lal Berwal	Non-Executive - Independent Director	14/07/2016
07573726	Mr. Ashok Kumar Thakur	Non-Executive - Independent Director	14/07/2016
00553916	Mr. Subodh Kumar Agrawal	Non-Executive – Independent Director	02/11/2020
01749008	Mrs. Sudha Bhushan	Non-Executive – Independent Director	12/02/2021
02814440	Mr. Sandeep Singh Kumar	Non-Executive – Independent Director	12/02/2021
02819581	Mr. Arun Kumar Poddar	Executive Director	08/02/2022
09489670	Mr. Suyash Sunil Patodia	Executive Director	08/02/2022
06360364	Mrs. Vinita Sunil Patodia	Non-Executive - Non-Independent Director	24/05/2022

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.

**For R M Mimani & Associates LLP [Company Secretaries]**  
[Firm Registration No.: L2015MH008300]

Sd/-  
**Manoj Mimani**  
(Partner)  
ACS No: 17083  
CP No: 11601  
PR. No.: 1065/2021  
UDIN: A017083E000616165

Mumbai  
Date: July 17, 2023

# Standalone Auditor's Report

## INDEPENDENT AUDITOR'S REPORT

### To the Members of Choice International Limited Report on the Audit of the Standalone Financial Statements

#### Opinion

We have audited the accompanying standalone financial statements of **Choice International Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2023, and the Statement of Profit and Loss (Including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year then ended, and notes to the standalone financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with Companies (Indian Accounting Standards) Rules, 2015 ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, and its profit, 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 ("the ICAI") together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our opinion.

#### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements for the year ended March 31, 2023.

We have determined that there are no key audit matters to communicate in our report.

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

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

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

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

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

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

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

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

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

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

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

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

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

statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

#### Other Matter

The standalone financial statements of the Company for the year ended March 31, 2022, were audited by another auditor whose report dated May 24, 2022 expressed an unmodified opinion on those statements.

Our opinion is not modified in respect of this matter.

#### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in "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 (including other comprehensive income), the Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the books of account.
  - d. In our opinion, the aforesaid standalone financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act.
  - e. On the basis of the written representations received from the directors as on March 31, 2023 taken on record by the Board of Directors, none of the directors are disqualified as on March 31, 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 with reference to standalone financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".

g. With respect to the other matters to be included in the Auditor's Report in accordance with 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 does not have any pending litigations which would impact its financial position.
- ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- iii. Following is the instance of delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company

Sr. No.	Name of Company	Date of Payment	Amount in Rs.	No of days delay
1.	Choice International Limited	November 25, 2022	70,008	24

iv. 1. The Management has represented that, to the best of its knowledge and belief, other than as disclosed in Note 46 to the standalone financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

2. The Management has represented, that, to the best of its knowledge and belief, other than as disclosed in Note 46 to the standalone financial statements, 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, as on the date of this audit report, that the Company shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

3. Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances, and according to the information and explanations provided to us by the Management in this regard nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e) as provided under (1) and (2) above, contain any material mis-statement.

- v. As per Rule 11(f), the Company has neither declared nor paid any dividend during the year.
  - vi. As proviso to rule 3(l) of the Companies (Accounts) Rules, 2014 is applicable for the Company only w.e.f. April 1, 2023, reporting under this clause is not applicable.
3. In our opinion, according to information, explanations given to us, the remuneration paid by the Company to its directors is as per the rules prescribed under Section 197 of the Act. During the year, the Company has passed special resolution for the remuneration paid above the limits mentioned under section 197.

**For M S K A & Associates**  
**Chartered Accountants**  
**ICAI Firm Registration Number. 105047W**

**Sd/-**  
**Tushar Kurani**  
**Partner**  
**Membership Number.: 118580**  
**UDIN: 23118580BGXRPV1863**

Mumbai  
May 04, 2023

**ANNEXURE A**

**TO INDEPENDENT AUDITORS' REPORT OF EVEN DATE  
ON THE STANDALONE FINANCIAL STATEMENTS OF  
CHOICE INTERNATIONAL LIMITED FOR THE YEAR  
ENDED MARCH 31, 2023**

[Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' in the Independent Auditors' Report]

- i. (a) A. The Company has maintained proper records showing full particulars including quantitative details and situation of Property, Plant and Equipment and Investment property.  
B. The Company has maintained proper records showing full particulars of intangible assets.
- (b) All the Property, Plant and Equipment and Investment property have been physically verified by the Management in the current year in accordance with a planned programme of verifying them once in three years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) as disclosed in the financial statements are held in the name of the Company.
- (d) According to the information and explanations given to us, the Company has not revalued its property, plant and equipment or intangible assets or both during the year. Accordingly, the requirements under paragraph 3(i)(d) of the Order are not applicable to the Company.
- (e) According to the information and explanations given to us, no proceeding has been initiated or pending against the Company for holding benami property under the Benami Transactions (Prohibition) Act, 1988, as amended and rules made thereunder. Accordingly, the provisions stated in paragraph 3(i) (e) of the Order are not applicable to the Company.
- ii. (a) The Company is involved in the business of rendering services. Accordingly, the provisions stated in paragraph 3(ii) (a) of the Order are not applicable to the Company.  
(b) The Company has not been sanctioned any working capital limits during the year. Accordingly, the requirements under paragraph 3(ii)(b) of the Order is not applicable to the Company.
- iii. (a) According to the information explanation provided to us, the Company has provided loans or provided advances in the nature of loans, or given guarantee, or provided security to any other entity.

(A) The details of such loans or advances and guarantees or security to subsidiaries are as follows:

Particulars	(Rs. in Lakhs)	
	Guarantees	Loans
Aggregate amount provided during the year		
- Subsidiaries	11,114.00	2145.58*
Balance Outstanding as at balance sheet date in respect of above cases		
- Subsidiaries	20,948.00	971.83

\*Represents the maximum balance outstanding during the year

- (b) According to the information and explanations given to us and based on the audit procedures performed by us, we are of the opinion that the terms and conditions in relation to investments made, securities given or grant of all loans and advances in the nature of loans and guarantees are, in our opinion, prima facie, not prejudicial to the interest of the Company.
- (c) In case of the loans and advances in the nature of loan, which are repayable on demand, during the year, the Company has not demanded such loans. Having regard to the fact that the repayment of principal or payment of interest, wherever applicable, has not been demanded by the Company, in our opinion the repayments of principal amounts and receipts of interest are regular.

- (d) 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 amounts overdue for more than ninety days in respect of the loan granted by the Company.
- (e) According to the information explanation provided to us, the loan or advance in the nature of loan granted has fallen due during the year. The same has not been renewed or extended and fresh loans are not granted to settle the overdue of existing loans given to existing parties.
- (f) According to the information explanation provided to us, the Company has granted loans/advances in the nature of loans repayable on demand or without specifying any terms or period of repayment. The details of the same are as follows:

Particulars	Loans
Aggregate amount of Loans / advances in nature of loans	
- Repayable on demand (A)	2145.58*
- Agreement does not specify any terms or period of repayment (B)	-
<b>Total (A+B)</b>	<b>2145.58*</b>
Percentage of loans/ advances in nature of loans to the total loans	100%

\*Represents the maximum balance outstanding during the year

- iv. According to the information and explanations given to us, the Company has complied with the provisions of Section 185 and 186 of the Act, in respect of loans, investments, guarantees and security made.
- v. According to the information and explanations given to us, the Company has not accepted any deposits from the public within the meaning of Sections 73, 74, 75 and 76 of the Act and the rules framed there under. No order has been passed by the Company Law Board or National Company Law Tribunal or Reserve Bank of India or any Court or any other Tribunal in this respect. Hence, reporting under clause 3(v) of the Order is not applicable.
- vi. The provisions of sub-Section (l) of Section 148 of the Act are not applicable to the Company as the Central Government of India has not specified the maintenance of cost records for any of the products of the Company. Accordingly, the provisions stated in paragraph 3 (vi) of the Order are not applicable to the Company.
- vii.
- (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, undisputed statutory dues including Goods and Services tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess, and other statutory dues have generally been regularly deposited with the appropriate authorities though there has been a slight delay in a few cases.
- (b) According to the information and explanation given to us and the records of the Company examined by us, there are no dues relating to Sales Tax, Value Added Tax, Service Tax, Goods and Services Tax, Provident Fund, Employees State Insurance, Income-Tax, Duty of Customs, Duty of Excise, cess or other statutory dues which have not been deposited on account of any dispute.
- viii. According to the information and explanations given to us, there are no transactions which are not accounted in the books of account which have been surrendered or disclosed as income during the year in Tax Assessment of the Company. Also, there are no previously unrecorded income which has been now recorded in the books of account. Hence, the provision stated in paragraph 3(viii) of the Order is not applicable to the Company.
- ix.
- (a) In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of loans or borrowings or in payment of interest thereon to any lender.
- (b) According to the information and explanations given to us and on the basis of our audit procedures, we report that the Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
- (c) In our opinion and according to the information explanation provided to us, money raised by way of term loans during the year have been applied for the purpose for which they were raised.
- (d) According to the information and explanation provided to us, and the procedures performed by us, and on an overall examination

of the financial statements of the Company, we report that no funds raised on short-term basis have been used for long-term purposes by the Company.

- (e) According to the information explanation given to us and on an overall examination of the standalone financial statements of the Company, we report that the Company has not taken any funds from an any entity or person on account of or to meet the obligations of its subsidiaries.
- (f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries companies. Hence, reporting under the Clause 3(ix) (f) of the order is not applicable to the Company.
- x.
- (a) In our opinion and according to the information explanation given to us, the Company did not raise any money by way of initial public offer or further public offer (including debt instruments) during the year. Hence, the provisions stated in paragraph 3 (x)(a) of the Order are not applicable to the Company.
- (b) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully, partly, or optionally convertible debentures during the year. Hence, the provisions stated in paragraph 3 (x)(b) of the Order are not applicable to the Company.
- xi.
- (a) During the course of our audit, examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we report that no material fraud by the Company nor on the Company has been noticed or reported during the course of our audit.
- (b) We have not come across of any instance of material fraud by the Company or on the Company during the course of audit of the standalone financial statement for the year ended March 31, 2023, accordingly the provisions stated in paragraph (xi)(b) of the Order is not applicable to the Company.
- (c) As represented to us by the Management, there are no whistle-blower complaints received by the Company during the year. Accordingly, the provisions stated in paragraph (xi)(c) of the Order is not applicable to the Company.
- xii. The Company is not a Nidhi Company. Accordingly, the provisions stated in paragraph 3(xii) (a) to (c) of the Order are not applicable to the Company.
- xiii. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with Sections 177 and 188 of the Act, where applicable and details of such transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.
- xiv.
- (a) In our opinion and based on our examination, the Company has an internal audit system commensurate with the size and nature of its business.
- (b) We have considered internal audit reports issued by internal auditors during our audit in accordance with the guidance provided in SA 610 – 'Using the work of Internal Auditors'.
- xv. According to the information and explanations given to us, in our opinion, during the year the Company has not entered into non-cash transactions with directors or persons connected with its directors and hence, provisions of Section 192 of the Act are not applicable to Company.
- xvi.
- (a) The Company is not required to be registered under Section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions stated in paragraph 3 (xvi)(a) of the Order are not applicable to the Company.
- (b) The Company is not required to be registered under Section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions stated in paragraph 3 (xvi)(b) of the Order are not applicable to the Company.
- (c) The Company is not a Core investment Company (CIC) as defined in the regulations made by Reserve Bank of India. Hence, the reporting under paragraph 3 (xvi)(c) of the Order are not applicable to the Company.



- (d) The Group (in accordance with Core Investment Companies (CICs) (Reserve Bank) Directions, 2016) does not have any CIC as a part of its group. Hence, the provisions stated in paragraph 3 (xvi)(d) of the Order are not applicable to the Company.
- xvii. Based on the overall review of financial statements, the Company has not incurred cash losses in the current financial year and in the immediately preceding financial year. Hence, the provisions stated in paragraph 3 (xvii) of the Order are not applicable to the Company.
- xviii. There has been no resignation of the statutory auditors during the year. Hence, the provisions stated in paragraph 3 (xviii) of the Order are not applicable to the Company.
- xix. According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the standalone financial statements, our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- xx. According to the information and explanations given to us and based on our verification, the provisions of Section 135 of the Act are not applicable to the Company. Hence, reporting under paragraph (xx)(a) to (b) of the Order is not applicable to the Company.
- xxi. The reporting under Clause 3(xxi) of the Order is not applicable in respect of audit of standalone financial statements. Accordingly, no comment in respect of the said Clause has been included in the report.

**For M S K A & Associates**  
**Chartered Accountants**  
**ICAI Firm Registration Number: 105047W**

**Sd/-**  
**Tushar Kurani**  
**Partner**  
**Membership Number: 118580**  
**UDIN: 23118580BGXRPV1863**

Mumbai  
May 4, 2023

## ANNEXURE B

### TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS OF CHOICE INTERNATIONAL LIMITED

[Referred to in paragraph 2(f) under 'Report on Other Legal and Regulatory Requirements' in the Independent Auditors' Report of even date to the Members of Choice International Limited on the Financial Statements for the year ended March 31, 2023]

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

#### Opinion

We have audited the internal financial controls with reference to standalone financial statements of Choice International Limited ("the Company") as of March 31, 2023 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

In our opinion, the Company has, in all material respects, an adequate internal financial controls with reference to standalone financial statements and such internal financial controls with reference to standalone financial statements were operating effectively as at March 31, 2023, based on the internal control with reference to standalone financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI) (the "Guidance Note").

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

The Company's Management is responsible for establishing and maintaining internal financial controls based on the internal control with reference to standalone financial statements criteria established by the Company considering the essential components of internal control stated in 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 frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

#### Auditors' Responsibility

Our responsibility is to express an opinion on the Company's 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, issued by ICAI and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of

internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to standalone financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls 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 judgement, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls 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 standalone 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 standalone financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of Management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the standalone financial statements.

#### Inherent Limitations of Internal Financial Controls 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 not be detected. Also, projections of any evaluation

of the internal financial controls with reference to standalone financial statements to future periods are subject to the risk that the internal financial control with reference to standalone financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**For M S K A & Associates**  
**Chartered Accountants**  
**ICAI Firm Registration Number: 105047W**

**Sd/-**  
**Tushar Kurani**  
**Partner**  
**Membership Number: 118580**  
**UDIN: 23118580BGXRPV1863**

Mumbai  
May 4, 2023

# Standalone Financial Statements

**Balance Sheet as at March 31, 2023**

Particulars	Note No.	(Rs. in lakhs)	
		As at March 31, 2023	As at March 31, 2022
<b>ASSETS</b>			
<b>Non Current Assets:</b>			
(a) Property, Plant and Equipment	3	6,102.52	6,142.37
(b) Investment Property	4	120.00	120.00
(c) Intangible Assets	5	10.76	15.21
(d) Intangible Assets Under Development	5	-	-
(e) Financial Assets			
(i) Investments	6	23,926.78	20,998.03
(ii) Other Financial Assets	7	4.52	4.20
(f) Income Tax Assets (Net)	8	114.70	82.86
<b>Total Non Current Assets</b>		<b>30,279.28</b>	<b>27,362.67</b>
<b>Current Assets:</b>			
(a) Financial Assets			
(i) Trade Receivables	9	281.68	60.21
(ii) Cash and Cash Equivalents	10	3,181.91	27.57
(iii) Bank balance other than (ii) above	11	0.54	1.72
(iv) Loans	12	971.83	5,261.33
(v) Other Financial Assets	13	-	50.75
(b) Other Current Assets	14	35.75	33.97
<b>Total Current Assets</b>		<b>4,471.71</b>	<b>5,435.55</b>
<b>Total Assets</b>		<b>34,750.99</b>	<b>32,798.22</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
(a) Equity Share Capital	15	9,951.20	4,975.60
(b) Other Equity	16	20,395.69	24,692.83
<b>Total Equity</b>		<b>30,346.89</b>	<b>29,668.43</b>
<b>Liabilities</b>			
<b>Non Current Liabilities</b>			
(a) Financial Liabilities			
(i) Borrowings	17	3,574.65	2,494.69
(b) Provisions	18	18.79	13.30
(c) Deferred Tax Liabilities (Net)	19	283.97	271.91
<b>Total non Current Liabilities</b>		<b>3,877.41</b>	<b>2,779.90</b>
<b>Current Liabilities</b>			
(a) Financial Liabilities			
(i) Borrowings	20	418.18	275.37
(ii) Trade Payables			
(1) Dues of micro enterprises and small enterprises	21	3.87	8.37
(2) Dues of creditors other than micro enterprises and small enterprises	21	58.75	27.24
(iii) Other Financial Liabilities	22	10.60	17.18
(b) Other Current Liabilities	23	31.42	20.36
(c) Provisions	24	3.87	1.37
<b>Total Current Liabilities</b>		<b>526.69</b>	<b>349.89</b>
<b>Total Equity and Liabilities</b>		<b>34,750.99</b>	<b>32,798.22</b>
Corporate Information and Significant Accounting Policies	1-2		
The accompanying notes form an integral part of the standalone financial statements	3-59		

As per our report of even date attached

**For M S K A & Associates**  
Chartered Accountants  
Firm Registration Number : 105047W

Sd/-  
**Tushar Kurani**  
Partner  
Membership Number :118580  
Place : Mumbai  
Date : May 04, 2023

**For and on behalf of the Board of Directors**  
Choice International Limited  
CIN-L67190MH1993PLC071117

Sd/- <b>Kamal Poddar</b> Managing Director DIN: 01518700	Sd/- <b>Ajay Kejriwal</b> Director DIN: 03051841	Sd/- <b>Karishma Shah</b> Company Secretary
Sd/- <b>Arun Kumar Poddar</b> Director & CEO DIN: 02819581	Sd/- <b>Manoj Singhania</b> Chief Financial Officer	

Place : Mumbai  
Date : May 04, 2023

**Statement of Profit and Loss for the year ended March 31, 2023**

Particulars	Note No.	(Rs. in lakhs)	
		For the Year ended March 31, 2023	For the Year ended March 31, 2022
<b>I Revenue from Operations</b>	25	1,294.94	1,127.57
Other Income	26	3.78	0.56
<b>Total Income</b>		<b>1,298.72</b>	<b>1,128.13</b>
<b>II Expenses</b>			
Employee Benefits Expense	27	221.85	125.06
Finance Costs	28	368.44	313.51
Depreciation and Amortization Expense	29	52.20	63.02
Other Expenses	30	382.99	266.21
<b>Total Expenses</b>		<b>1,025.48</b>	<b>767.80</b>
<b>III Profit before exceptional items and tax (I- II)</b>		<b>273.24</b>	<b>360.33</b>
<b>IV Exceptional items</b>		-	-
<b>V Profit before tax (III-IV )</b>		<b>273.24</b>	<b>360.33</b>
<b>VI Tax Expense:</b>			
Current Tax		65.67	93.00
Taxes for earlier years		1.47	16.87
Deferred Tax		(22.80)	6.83
<b>Total Tax Expense</b>		<b>44.34</b>	<b>116.70</b>
<b>VII Profit for the year (V-VI)</b>		<b>228.90</b>	<b>243.63</b>
<b>VIII Other Comprehensive Income</b>			
<b>Items that will not be reclassified to profit and loss</b>			
Actuarial (loss)/ gain on post retirement benefit plans		(4.64)	(3.41)
Income Tax on above		1.17	0.95
<b>Other Comprehensive (loss)/Income for the year, net of tax</b>		<b>(3.47)</b>	<b>(2.46)</b>
<b>IX Total Comprehensive Income for the year (VII+VIII) (Comprising Profit and Other Comprehensive (loss)/ Income for the year)</b>		<b>225.43</b>	<b>241.17</b>
<b>X Earnings Per Equity Share (Face Value INR 10 Per Share):</b>			
Basic (Rs.)	31	0.23	0.27
Diluted (Rs.)	31	0.23	0.27
Corporate Information and Significant Accounting Policies	1-2		
The accompanying notes form an integral part of the standalone financial statements	3-59		

As per our report of even date attached

**For M S K A & Associates**  
Chartered Accountants  
Firm Registration Number : 105047W

Sd/-  
**Tushar Kurani**  
Partner  
Membership Number :118580  
Place : Mumbai  
Date : May 04, 2023

**For and on behalf of the Board of Directors**  
Choice International Limited  
CIN-L67190MH1993PLC071117

Sd/- <b>Kamal Poddar</b> Managing Director DIN: 01518700	Sd/- <b>Ajay Kejriwal</b> Director DIN: 03051841	Sd/- <b>Karishma Shah</b> Company Secretary
Sd/- <b>Arun Kumar Poddar</b> Director & CEO DIN: 02819581	Sd/- <b>Manoj Singhania</b> Chief Financial Officer	

Place : Mumbai  
Date : May 04, 2023

## Statement of Cash Flows for the year ended March 31, 2023

Particulars	(Rs. in lakhs)	
	For the Year ended March 31, 2023	For the Year ended March 31, 2022
<b>A. Cash Flow from Operating Activities</b>		
Net profit before tax	273.24	360.33
<b>Adjustments for:</b>		
Depreciation and amortisation	52.20	78.25
Finance costs	337.59	313.82
Loss on sale of Property, Plant & Equipment	0.03	-
Profit on sale of Investment	(0.11)	-
Interest Income	(3.07)	(0.13)
Sundry Balances Written off	2.61	0.30
Employees share based payment expenses	21.46	
Provision for Employee benefit expenses	3.35	1.44
<b>Operating cash flows before movement in working capital</b>	<b>687.30</b>	<b>754.01</b>
Working Capital Changes:		
(Increase) in Trade receivables	(221.47)	(6.81)
Increase in Trade Payables	27.02	1.32
(Decrease)/ Increase in Other Current Financial Liabilities	(6.59)	17.18
Increase in Other Current Liabilities	11.05	0.92
Decrease/(Increase) in Other Financial Assets	50.42	(50.87)
(Increase) in Other Current Assets	(4.38)	(18.41)
Decrease in Other Bank Balances	1.17	5.72
<b>Cash Generated From Operations</b>	<b>544.52</b>	<b>703.06</b>
Income taxes paid	(62.95)	(117.52)
<b>Net cash flow from operating activities (A)</b>	<b>481.57</b>	<b>585.54</b>
<b>B. Cash Flow from Investing Activities</b>		
Purchase of Property, Plant & Equipment	(8.24)	(20.85)
Purchase of Intangible Asset	-	(14.51)
Proceeds from sale of Property, Plant & Equipment	0.32	-
Investment in Equity instruments of subsidiary company	(2,600.07)	(7,614.58)
Proceeds from Sale of investments of a subsidiary	211.00	-
Investment in equity instrument of Other Company	(50.00)	-
Loans given	(5,717.34)	(6,803.07)
Repayment received	10,006.85	5,501.54
<b>Net Cash used in Investing Activities (B)</b>	<b>1,842.52</b>	<b>(8,951.47)</b>
<b>C. Cash Flow from Financing Activities</b>		
Proceeds from Current and Non Current Borrowings	4,450.94	1,315.14
(Repayment)Current and Non Current Borrowings	(3,225.95)	(1,937.17)
Proceeds from Share issued and Security Premium	-	9,327.86
Securities Premium utilised	(58.01)	-
Interest Income	3.07	0.13
Finance costs paid	(339.80)	(314.12)
<b>Net Cash from Financing Activities ( C)</b>	<b>830.25</b>	<b>8,391.84</b>
<b>Net cash Increase in cash and cash equivalents (A+B+C)</b>	<b>3,154.34</b>	<b>25.91</b>
Cash and cash equivalents at the beginning of the year	27.57	1.66
Cash and cash equivalents at the end of the year	3,181.91	27.57
<b>Net cash Increase in cash and cash equivalent</b>	<b>3,154.34</b>	<b>25.91</b>

## Statement of Cash Flows for the year ended March 31, 2023 (Contd.)

(Rs. in lakhs)					
Reconciliation of Liabilities from Financing Activities for the year ended March 31, 2023					
Particulars	For the Year ended March 31, 2022	Proceeds	Impact of EIR	Repayment	For the Year ended March 31, 2023
Term Loan including current maturities	2,770.03	4,450.94	(2.21)	3,225.95	3,992.81
<b>Total</b>	<b>2,770.03</b>	<b>4,450.94</b>	<b>(2.21)</b>	<b>3,225.95</b>	<b>3,992.81</b>

(Rs. in lakhs)					
Reconciliation of Liabilities from Financing Activities for the year ended March 31, 2022					
Particulars	For the Year ended March 31, 2021	Proceeds	Impact of EIR	Repayment	For the Year ended March 31, 2022
Term Loan including current maturities	1,971.18	1,307.92	(0.31)	508.76	2,770.03
Bank Overdraft	1,421.19	7.22	-	1,428.41	-
<b>Total</b>	<b>3,392.37</b>	<b>1,315.14</b>	<b>(0.31)</b>	<b>1,937.17</b>	<b>2,770.03</b>

Corporate Information and Significant Accounting Policies

1-2

The accompanying notes form an integral part of the standalone financial statements

3-59

As per our report of even date attached

**For M S K A & Associates**  
Chartered Accountants  
Firm Registration Number : 105047W  
  
**Sd/-**  
**Tushar Kurani**  
Partner  
Membership Number :118580  
Place : Mumbai  
Date : May 04, 2023

**For and on behalf of the Board of Directors**  
Choice International Limited  
CIN-L67190MH1993PLC071117

**Sd/-**

**Kamal Poddar**  
Managing Director  
DIN: 01518700

**Sd/-**

**Ajay Kejriwal**  
Director  
DIN: 03051841

**Sd/-**

**Karishma Shah**  
Company Secretary

**Sd/-**

**Arun Kumar Poddar**  
Director & CEO  
DIN: 02819581

**Sd/-**

**Manoj Singhania**  
Chief Financial Officer

Place : Mumbai  
Date : May 04, 2023

## Statement Of Changes In Equity for the year ended March 31, 2023

### A : Equity Share Capital (Equity shares of INR 10 each issued, subscribed and fully paid)

Particulars	Numbers of Shares (in lakhs)	(Rs. In lakhs)
<b>Balance as at April 01, 2021</b>	<b>285.68</b>	<b>2,856.83</b>
Changes in equity share capital due to prior period errors	-	-
Restated balance at the beginning of the current reporting year	-	-
Changes in equity share capital during the year	211.88	2,118.77
<b>Balance as at March 31, 2022</b>	<b>497.56</b>	<b>4,975.60</b>
Changes in equity share capital due to prior period errors	-	-
Restated balance at the beginning of the current reporting year	-	-
Changes in equity share capital during the year	497.56	4,975.60
<b>Balance as at March 31, 2023</b>	<b>995.12</b>	<b>9,951.20</b>

### B : Other Equity

(Rs. in lakhs)

Particulars	RESERVE AND SURPLUS								Total Other Equity
	Share Application Money	Capital Reserve	Securities Premium Reserve	Statutory Reserves	Revaluation Reserve	Retained Earnings	Share Based Payment Reserve	Other Comprehensive Income	
<b>Balance as at April 01, 2021</b>	<b>1,432.66</b>	<b>8.70</b>	<b>9,903.19</b>	<b>382.73</b>	<b>4,170.22</b>	<b>1,341.51</b>	-	<b>3.58</b>	<b>17,242.59</b>
Profit for the year						243.63			243.63
Other Comprehensive Income								(2.46)	(2.46)
Addition during the year	(1,432.66)		8,686.97						7,254.31
Share issue expenses			(45.24)						(45.24)
<b>Balance as at March 31, 2022</b>	<b>-</b>	<b>8.70</b>	<b>18,544.92</b>	<b>382.73</b>	<b>4,170.22</b>	<b>1,585.14</b>	<b>-</b>	<b>1.12</b>	<b>24,692.83</b>
Profit for the year						228.90			228.90
Other Comprehensive Income								(3.47)	(3.47)
Addition during the year							511.02		511.02
Bonus Share issued			(4,975.60)						(4,975.60)
Share issue expenses			(57.99)						(57.99)
<b>Balance as at March 31, 2023</b>	<b>-</b>	<b>8.70</b>	<b>13,511.33</b>	<b>382.73</b>	<b>4,170.22</b>	<b>1,814.04</b>	<b>511.02</b>	<b>(2.35)</b>	<b>20,395.69</b>

Corporate Information and Significant Accounting Policies

1-2

The accompanying notes form an integral part of the standalone financial statements

3-59

As per our report of even date attached

**For M S K A & Associates**  
Chartered Accountants  
Firm Registration Number : 105047W

Sd/-

**Tushar Kurani**  
Partner  
Membership Number : 118580  
Place : Mumbai  
Date : May 04, 2023

**For and on behalf of the Board of Directors**  
Choice International Limited  
CIN-L67190MH1993PLC071117

Sd/-

**Kamal Poddar**  
Managing Director  
DIN: 01518700

Sd/-

**Ajay Kejriwal**  
Director  
DIN: 03051841

Sd/-

**Karishma Shah**  
Company Secretary

Sd/-

**Arun Kumar Poddar**  
Director & CEO  
DIN: 02819581

Sd/-

**Manoj Singhania**  
Chief Financial Officer

Place : Mumbai  
Date : May 04, 2023

## Notes to Standalone financial statements for the year ended March 31, 2023

### 1. CORPORATE INFORMATION

Choice International Limited (hereinafter referred to as "the Company") is a public limited company domiciled in India and incorporated under the provisions of the Companies Act 1956. The registered office of the Company is located at Sunil Patodia Tower, 156-158 Chakravorty Ashok Society, J.B. Nagar, Andheri (E) Mumbai Maharashtra 400099, India. The Company's shares are listed on the Bombay Stock Exchange (BSE) and National Stock Exchange (NSE).

The board of directors approved the standalone financial statements for the year ended March 31, 2023 and authorized for issue on May 04, 2023.

The main business of the Company is to provide business support services to the subsidiaries and other group companies

### 2. SIGNIFICANT ACCOUNTING POLICIES

This note provides a list of the significant accounting policies adopted in the preparation of these standalone financial statements. These accounting policies have been consistently applied to all the years presented by the Company unless otherwise stated.

#### Basis of preparation and Reclassification of Financial Statements

##### i. Statement of compliance

These standalone financial statements have been prepared in accordance with the Indian Accounting Standards ('Ind AS') notified under Section 133 of the Companies Act, 2013 ('the Act') read with rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time and other relevant provisions of the Act.

Accordingly the Company has prepared these Standalone Financial Statements which comprise the Balance Sheet as at March 31, 2023, the Statement of Profit and Loss for the year ended March 31, 2023, the Statement of Cash Flows for the year ended March 31, 2023 and the Statement of Changes in Equity for the year ended as on that date and accounting policies and other explanatory information (together hereinafter referred to as 'Standalone Financial Statements').

The accounting policies are applied consistently to all the periods presented in the standalone financial statements.

#### New and Amended Standards adopted by the Company

No new standards as notified by Ministry of Corporate Affairs ("MCA"), through Companies (Indian Accounting Standards) Amendment Rules, 2022 and Companies

(Indian Accounting Standards) Second Amendment Rules are effective for the current year.

The Company has applied the following amendments to Ind AS for the first time for their annual reporting period commencing April 1, 2021:

- Extension of COVID-19 related concessions – amendments to Ind AS 116
- Interest rate benchmark reform – amendments to Ind AS 109, Financial Instruments, Ind AS 107, Financial Instruments: Disclosures, Ind AS 104, Insurance Contracts and Ind AS 116, Leases.

There is no impact on the Company due to the application of the above amendments.

New amendments issued but not effective

The Ministry of Corporate Affairs has vide notification dated March 23, 2022 notified Companies (Indian Accounting Standards) Amendment Rules, 2023 which amends certain accounting standards, and are effective April 1, 2023. These amendments are not expected to have a material impact on the Company in the current or future reporting periods and on foreseeable future transactions.

#### Reclassification as per requirement of Schedule III

As per the requirements of Schedule III of Companies Act 2013, to increase the transparency and provide additional disclosure to users of financial statements, The Company has reclassified comparative amounts to conform with current year presentation as per requirements of Ind AS 1. The impact of such reclassification is summarized below:

	(Rs. in lakhs)		
Balance Sheet (extract)	March 31, 2022 (as previously reported)	Increase/ (Decrease)	March 31, 2022 (restated)
Other Current Assets	84.72	(50.75)	33.97
Other Current Financial Assets	-	50.74	50.75
Borrowings	2482.50	(12.19)	2494.69
Other Current Liabilities	32.55	(12.19)	20.36
Trade Payables	35.77	(0.16)	35.61
Other Financial Liabilities	17.02	0.16	17.18

##### ii. Functional and presentation currency

The Company's presentation and functional currency is Indian Rupees. All figures appearing in the Standalone financial statements are in Indian rupees in lakh rounded off to two decimal places as permitted by Schedule III to the Act. Per share data are presented in Indian Rupee to two decimal places.

##### iii. Basis of measurement

The standalone financial statements have been prepared on Historical cost convention on the accrual basis as per the provisions of the Companies Act, 2013 ("the Act") except for certain financial assets and liabilities are measured at fair value as explained in the accounting policy. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services. Further assets and liabilities are classified as per the normal operating cycle (determined as 12 months).

##### iv. Fair value measurement

Fair value is the price that would be received on sale of an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date in the principal or, in its absence, the most advantageous market to which the Company has access at that date.

The best estimate of the fair value of a financial instrument on initial recognition is normally the transaction price. If the Company determines that the fair value on initial recognition differs from the transaction price and the fair value is evidenced neither by a quoted price in an active market for an identical asset or liability nor based on a valuation technique that uses only data from observable markets, then the financial instrument is initially measured at fair value, adjusted to defer the difference between the fair value on initial recognition and the transaction price. Subsequently that difference is recognised in Statement of Profit and Loss on an appropriate basis over the life of the instrument but no later than when the valuation is wholly supported by observable market data or the transaction is closed out.

All assets and liabilities for which fair value is measured or disclosed in the standalone 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:

- Level 1 - Valuation using quoted market price in active markets: The fair value for financial instruments traded in active markets at the reporting date is based on their quoted market price, without any deduction for transaction costs. A market is regarded as active, if transactions for the asset or liability take place with sufficient frequency and volume to provide pricing information on an ongoing basis.

- Level 2 - Valuation using observable inputs: If there is no quoted price in an active market, then the Company uses valuation techniques that maximise the use of relevant observable inputs and minimise the use of unobservable inputs. The chosen valuation technique incorporates most of the factors that market participants would take into account in pricing a transaction.

- Level 3 - Valuation with significant unobservable inputs: The valuation techniques are used only when fair value cannot be determined by using observable inputs. The Company regularly reviews significant unobservable inputs and valuation adjustments. Level 3 assets are typically very illiquid, and fair values can only be calculated using estimates.

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.

##### v. Use of judgment and Estimates

The preparation of the standalone financial statements requires the management to make judgments, estimates and assumptions in the application of accounting policies that affects the reported amount of assets, liabilities and the accompanying disclosures along with contingent liabilities as at the date of standalone financial statements and revenue & expenses for the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in outcomes different from the estimates. Difference between actual results and estimates are recognised in the year in which the results are known or materialise i.e. prospectively.

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. The key areas involving estimation uncertainty, higher degree of judgement or complexity, or areas where assumptions are significant to the standalone financial statements include:

- Impairment of financial assets
- Estimation of fair value measurement of financial assets and liabilities
- Provisions and Contingencies
- Useful life and expected residual value of assets
- Tax position for current tax and recognition of deferred tax assets/liabilities
- Measurement of Defined Benefit Obligations and actuarial assumptions
- Share Based Payments
- Measurement of Expected Credit Loss allowance for Trade receivables

## A. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

### 1. Current versus non-current classification

The Company presents assets and liabilities in the balance sheet based on current /non-current classification.

#### An asset is treated as current when it is:

- Expected to be realized or intended to be sold or consumed in normal operating cycle.
- Held primarily for the purpose of trading
- Expected to be realized within twelve months after the reporting date, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

**All other assets are classified as non-current.**

#### A liability is current when:

- It is expected to be settled in normal operating cycle
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

**All other liabilities are classified as non-current.**

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

Based on the nature of products and services offered by the Company, operating cycle determined is 12 months for the purpose of current and non-current classification of assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents.

### 2. Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable. Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured and there exists reasonable certainty of its recovery.

#### Sale of services

The Company recognizes revenue on accrual basis when the significant terms of the arrangement are enforceable, services have been delivered and the collectability is reasonably assured. The method of recognizing the revenues and costs depends on the nature of the services rendered. Revenue is recognized when no significant uncertainty exists as to its realization or collection.

The Company recognizes income from Business Support Service on account of providing 'administrative services' to its Subsidiaries and Group companies. The

term administrative services will be as per the terms of agreement made between the Company with its subsidiaries and Group Companies

#### Interest Income

Interest income from financial assets is recognized when it is probable that economic benefits will flow to the company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial assets to that asset's net carrying amount on initial recognition.

#### Dividend Income

Dividend income from investments is recognised when the shareholder's right to receive payment has been established (provided that it is probable that the economic benefits will flow to the company and the amount of income can be measured reliably).

### 3. Property, Plant and Equipment

Land and buildings held for use in the supply of services, or for administrative purposes, are stated in the Balance Sheet at cost less accumulated depreciation and accumulated impairment losses. Freehold land is not depreciated.

All items of property, plant and equipment are initially recorded at cost. The cost of property, plant and equipment comprises its purchase price net of any trade discounts and rebates, any import duties and other taxes (other than those subsequently recoverable from the tax authorities), any directly attributable expenditure on making the asset ready for its intended use, including relevant borrowing costs for qualifying assets and any expected costs of decommissioning. Expenditure incurred after the property, plant and equipment have been put into operation, such as repairs and maintenance, are charged to the Statement of Profit and Loss in the year in which the costs are incurred." The cost of an item of property, plant and equipment is recognized as an asset if, and only if, it is probable that future economic benefits associated with the item will flow to the company and the cost of the item can be measured reliably.

All items of property, plant and equipment having cost more than Rs. 5000/- are recognized as an asset.

Properties in the course of construction for production, supply or administrative purposes are carried at cost, less any recognized impairment loss. Cost includes professional fees and, for qualifying assets, borrowing costs capitalized in accordance with the company's accounting policy. Such properties are classified to the appropriate categories of property, plant and equipment when completed and ready for intended use. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use.

#### Capital Work in Progress and Capital Advances

Capital work-in-progress are property, plant and equipment which are not yet ready for their intended use. Advances given towards acquisition of fixed assets outstanding at each reporting date are shown as other non-financial assets.

Depreciation is not recorded on capital work-in progress until construction and installation is completed and assets are ready for its intended use.

Subsequent to recognition, property, plant and equipment (excluding freehold land) are measured at cost less accumulated depreciation and accumulated impairment losses. When significant parts of property, plant and equipment are required to be replaced in intervals, the company recognizes such parts as individual assets with specific useful lives and depreciation respectively. Likewise, when a major inspection is performed, its cost is recognized in the carrying amount of the plant and equipment as a replacement cost only if the recognition criteria are satisfied. All other repair and maintenance costs are recognized in the Statement of Profit and Loss as incurred.

Depreciation is recognised so as to write off the cost of assets less their residual values over the useful lives as prescribed in Schedule II of to the Companies Act, 2013, using the straight- line method ("SLM"). Residual value is considered nil case of Computers, Server and network and 5% is considered in case of other assets.

Description of Asset	Useful Life
Buildings	60 Years
Computers and Printers, including Computer Peripherals	3 Years
Office Equipments	5 Years
Furniture & Fixtures	10 Years
Motor Vehicles (Motor Car)	8 Years
Solar Plant	25 Years
Electric Installation	10 Years
Server & Network	6 Years
Water Pumps and Borewell	5 Years

The cost of property, plant and equipment at April 01, 2018, the Company's date of transition to Ind AS, was determined with reference to its carrying value recognised as per the previous GAAP (deemed cost), as at the date of transition to Ind AS.

The carrying values of property, plant and equipment are reviewed for impairment when events or changes in circumstances indicate that the carrying value may not be recoverable.

The residual values, useful life and depreciation method are reviewed at each financial year-end to ensure that the amount, method and period of depreciation are consistent with previous estimates and the expected pattern of consumption of the future economic benefits embodied in the items of property, plant and equipment.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on disposal or retirement of an item of property, plant and equipment is determined as the difference between sale proceeds and the carrying amount of the asset and is recognised in profit or loss.

### 4. Investment Properties-

Investment properties are properties that is held for long-term rentals yields or for capital appreciation (including property under construction for such purposes) or both, and that is not occupied by the Company, is classified as investment property. Investment properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at cost less accumulated impairment loss, if any. Though the Company measures investment property using cost based measurement, the fair value of investment property is disclosed in the notes. Investment properties are derecognised either when they have been disposed of or when they are permanently withdrawn from use and no future economic benefit is expected from their disposal. The difference between the net disposal proceeds and the carrying amount of the asset is recognised in profit or loss in the period of derecognition.

### 5. Intangible Assets

The cost Intangible assets at April 01, 2018, the Company's date of transition to Ind AS, was determined with reference to its carrying value recognised as per the previous GAAP (deemed cost), as at the date of transition to Ind AS.

Intangible asset including intangible assets under development are stated at cost, net of accumulated amortisation and accumulated impairment losses, if any. Intangible assets acquired separately are measured on initial recognition at cost. The amortization period and the amortisation method are reviewed at the end of each financial year. The useful lives of intangible assets are assessed as either finite or indefinite. Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with infinite lives is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.

Useful life in case of Intangible assets is considered as 6.17 year.

## 6. Foreign exchange transactions and translations

- a. **Initial recognition:** Transactions in foreign currencies are recognised at the prevailing exchange rates between the reporting currency and a foreign currency on the transaction date.
- b. **Conversion:** Transactions in currencies other than Company's functional currency are recorded on initial recognition using the exchange rate at the transaction date. At each Balance Sheet date, foreign currency monetary items are reported at the prevailing closing spot rate. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies are generally recognised in Statement of Profit and Loss.

Non-monetary assets and liabilities are carried at historical cost using exchange rates as on the date of the respective transactions and are not retranslated at the reporting date.

## 7. Income Tax

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses."

### Current taxes

The tax currently payable is based on taxable profit for the year. Taxable profit differs from 'profit before tax' as reported in the Statement of Profit and Loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible.

Current income tax is recognized at the amount expected to be paid to or recovered from the tax authorities, using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date. The Company offsets, on a year to year basis, the current tax assets and liabilities, where it has legally enforceable right to do so and where it intends to settle such assets and liabilities on a net basis.

Income tax expense is recognized in net profit in the statement of profit and loss except to the extent that it relates to items recognized directly in other comprehensive income or equity, in which case it is recognized in other comprehensive income or equity respectively.

The promulgated Taxation Law (Amendment) Ordinance 2019 has inserted section 115BBA in the Income Tax Act, 1961 providing existing domestic companies with an option to pay tax at a concessional rate of 22% plus applicable

surcharge and cess. The Company has irreversibly opted for the new tax rate i.e. 25.17%.

### Deferred taxes

Deferred tax is recognized on differences between the carrying amounts of assets and liabilities in the standalone financial statements and the corresponding tax bases used in the computation of taxable profit and are accounted for using the balance sheet approach. Deferred tax liabilities are generally recognized for all taxable temporary differences, and deferred tax assets are generally recognized for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilized. Such assets and liabilities are not recognized if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit. Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset is realised, based on the tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

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

The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

Minimum Alternate Tax (MAT) credit entitlement (i.e. excess of MAT paid for a year over normal tax liability for that year) eligible for set off in subsequent years is recognised as an asset in accordance with Ind AS 12, Income Taxes, if there is convincing evidence of its realisation.

MAT credit is created by way of credit to the Statement of Profit and Loss. 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.

## 8. Impairment of Non-Financial Assets

At the end of each reporting period, the company reviews the carrying amounts of its property, plant and equipment,

investment property and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of impairment loss (if any). When it is not possible to estimate the recoverable amount of an individual asset, the company estimates the recoverable amount of the cash-generating unit to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment at least annually, and whenever there is an indication that the asset may be impaired.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognized in the statement of profit and loss.

When an impairment loss subsequently reverses, the carrying amount of the asset ( or a cash-generating unit) is increased to the revised estimate of its recoverable amount, so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset ( or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in statement of profit and loss.

## 9. Financial Instruments

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

### Financial Assets

#### a. Initial recognition and measurement

All financial assets are recognised initially at fair value. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Company commits to purchase or sell the asset.

On initial recognition, a financial asset is measured at:

- Amortised cost
- Fair Value through Other Comprehensive Income – debt instruments
- Fair Value through Other Comprehensive Income – equity instruments
- Fair Value Through Profit and Loss

**Amortised cost** - The Company's business model is not assessed on an instrument-by-instrument basis, but at a higher level of aggregated portfolios being the level at which they are managed. The financial asset is held with the objective to hold financial asset in order to collect contractual cash flows as per the contractual terms that give rise on specified dates to cash flows that are solely payment of principal and interest (SPPI) on the principal amount outstanding. Accordingly, the Company measures Bank balances, Loans, Trade receivables and other financial instruments at amortised cost.

**FVOCI - debt instruments** - The Company measures its debt instruments at FVOCI when the instrument is held within a business model, the objective of which is achieved by both collecting contractual cash flows and selling financial assets; and the contractual terms of the financial asset meet the SPPI test.

**FVOCI - equity instruments** - The Company subsequently measures all equity investments at fair value through profit or loss, unless the Company's management has elected to classify irrevocably some of its equity instruments at FVOCI, when such instruments meet the definition of Equity under Ind AS 32 Financial Instruments and are not held for trading.

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

All financial assets not classified as measured at amortised cost or FVOCI are measured at FVTPL. This includes all derivative financial assets.

#### b. Subsequent measurement

Financial assets at amortised cost are subsequently measured at amortised cost using effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in Statement of Profit and Loss. Any gain and loss on derecognition is recognised in Statement of Profit and Loss.

Debt investment at FVOCI are subsequently measured at fair value. Interest income under effective interest method, foreign exchange gains and losses and impairment are recognised in Statement of profit and loss. Other net gains and losses are recognised in OCI.



On derecognition, gains and losses accumulated in OCI are reclassified to Statement of Profit and Loss.

For equity investments, the Company makes selection on an instrument-by-instrument basis to designate equity investments as measured at FVOCI. These selected investments are measured at fair value with gains and losses arising from changes in fair value recognised in other comprehensive income and accumulated in the reserves. The cumulative gain or loss is not reclassified to Statement of profit and loss on disposal of the investments. These investments in equity are not held for trading. Dividend income received on such equity investments are recognised in Statement of Profit and Loss. Equity investments that are not designated as measured at FVOCI are designated as measured at FVTPL and subsequent changes in fair value are recognised in Statement of Profit and Loss. Financial assets at FVTPL are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognised in Statement of Profit and Loss.

**c. De-recognition of financial assets**

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e. removed from the company balance sheet) when:

The rights to receive cash flows from the asset have expired, or

The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the company has transferred substantially all the risks and rewards of the asset, or (b) the company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, 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.

**Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the company could be required to repay.**

**d. Impairment of financial assets**

The Company recognises impairment loss applying the expected credit loss (ECL) model on the financial assets measured at amortised cost, debt instruments at FVTOCI, lease receivables, trade receivables, other contractual right to receive cash or other financial asset and financial guarantee not designated as at FVTPL.

The Company measures the loss allowance for a financial instrument at an amount equal to the lifetime expected credit losses if the credit risk on that financial instrument has increased significantly since initial recognition. If the credit risk on a financial instrument has not increased significantly since initial recognition, the Company measures the loss allowance for that financial instrument at an amount equal to 12 months expected credit losses.

For trade receivables or any contractual right to receive cash or other financial assets that result from transactions that are within the scope of Ind AS 115, the Company always measures the loss allowance at an amount equal to lifetime expected credit losses.

Further, for the purpose of measuring lifetime expected credit loss allowance for trade receivables, the Company applies 'simplified approach' permitted by Ind AS 109 Financial Instruments. This expected credit loss allowance is computed based on a provision matrix which takes into account historical credit loss experience and adjusted for forward-looking information.

In view of the fact that the entire trade receivables are from its subsidiaries and other group companies, there is no lifetime credit losses expected by the Company.

**Write offs** – The gross carrying amount of a financial asset is written-off (either partially or in full) to the extent that there is no reasonable expectation of recovering the asset in its entirety or a portion thereof. This is generally the case when the Company determines that the vendor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off and when there is no reasonable expectation of recovery from the collaterals held. However, financial assets that are written-off could still be subject to enforcement activities in order to comply with the Company's procedures for recovery of amounts due.

**Presentation of allowance for ECL in the Balance Sheet** – Loss allowances for ECL are deducted from the gross carrying amount of financial assets measured at amortised cost.

**Financial Liabilities**

**a. Initial recognition and measurement**

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

**b. Subsequent measurement**

The measurement of financial liabilities depends on their classification, as described below:

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Company that are not designated as hedging instruments in hedge relationships as defined by Ind-AS 109. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments. Gains or losses on liabilities held for trading are recognised in the profit or loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk is recognized in OCI. These gains/ loss are not subsequently transferred to P&L. However, the company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the statement of profit or loss. The Company has not designated any financial liability as at fair value through profit and loss.

Financial liabilities are subsequently carried at amortized cost using the effective interest method, except for contingent consideration recognized in a business combination which is subsequently measured at fair value through profit and loss. For trade and other payables maturing within one year from the Balance Sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

**Derecognition**

A financial liability is derecognised when and only 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 recognised in the statement of profit or 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.

**Loans and borrowings**

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the effective interest rate method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the effective interest rate amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the effective interest rate. Such amortisation is included as finance costs in the statement of profit and loss.

**10. Leases**

The Company has adopted Ind AS 116 'Leases' with the date of initial application being April 1, 2019. The Company's lease asset classes primarily consist of leases for Premises. The Company, at the inception of a contract, assesses whether the contract is a lease or not lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a time in exchange for a consideration. This policy has been applied to contracts existing and entered into on or after April 1, 2018.

The Company evaluates each contract or arrangement, whether it qualifies as lease as defined under Ind AS 116.

**The Company as a lessee**

The Company assesses, whether the contract is, or contains, a lease. A contract is, or contains, a lease if the contract involves– a) the use of an identified asset, b) the right to obtain substantially all the economic benefits from use of the identified asset, and c) the right to direct the use of the identified asset.

The Company at the inception of the lease contract recognises a Right-of-Use (RoU) asset at cost and a corresponding lease liability, for all lease arrangements in which it is a lessee, except for leases with term of less than twelve months (short term) and low-value assets (assets of less than Rs. 10 Lakhs in value). Certain lease arrangements includes the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised.

The cost of the ROU assets comprises the amount of the initial measurement of the lease liability, any

lease payments made at or before the inception date of the lease plus any initial direct costs, less any lease incentives received. Subsequently, the right-of-use assets is measured at cost less any accumulated depreciation and accumulated impairment losses, if any. The ROU assets is depreciated using the straightline method from the commencement date over the shorter of lease term or useful life of ROU assets.

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

For lease liabilities at inception, the Company measures the lease liability at the present value of the lease payments that are not paid at that date. The lease payments are discounted using the interest rate implicit in the lease, if that rate is readily determined, if that rate is not readily determined, the lease payments are discounted using the incremental borrowing rate.

The Company recognises the amount of the re-measurement of lease liability as an adjustment to the ROU assets. Where the carrying amount of the ROU assets is reduced to zero and there is a further reduction in the measurement of the lease liability, the Company recognises any remaining amount of the remeasurement in the Statement of Profit and Loss.

For short-term and low value leases, the Company recognises the lease payments as an operating expense on a straight-line basis over the lease term.

#### The Company as a lessor

Lease income from operating leases where the Company is a lessor is recognised in income on a straight-line basis over the lease term unless the receipts are structured to increase in line with expected general inflation to compensate for the expected inflationary cost increases. The respective leased assets are included in the balance sheet based on their nature.

## 11. Finance Costs

Finance costs include interest expense computed by applying the effective interest rate on respective financial instruments measured at amortised cost. Financial instruments include debt and borrowing. Finance costs are charged to the Statement of Profit and Loss.

## 12. Dividend distribution to equity holders of the Company

The Company recognises a liability to make distributions to equity holders of the Company when the distribution is authorised and the distribution is no longer at the discretion of the Company. As per the Act, final dividend is authorised when it is approved by the shareholders and interim dividend is authorised when it is approved by the Board of Directors of the Company.

## 13. Provisions

#### Provisions are recognised only when:

- an entity has a present obligation (legal or constructive) as a result of a past event; and
- it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation; and
- a reliable estimate can be made of the amount of the obligation

These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates.

Further, long term provisions are determined by discounting the expected future cash flows specific to the liability. The unwinding of the discount is recognised as finance cost. A provision for onerous contracts is measured at the present value of the lower of the expected cost of terminating the contract and the expected net cost of continuing with the contract. Before a provision is established, the Company recognises any impairment loss on the assets associated with that contract.

#### Contingent liability is disclosed in case of:

- a present obligation arising from past events, when it is not probable that an outflow of resources will be required to settle the obligation; and
- a present obligation arising from past events, when no reliable estimate is possible.

#### Contingent Assets:

Contingent assets are assessed continually to ensure that developments are appropriately reflected in the financial statements. If it has become virtually certain that an inflow of economic benefits will arise, the asset and the related income are recognised in the financial statements of the period in which the change occurs. If an inflow of economic benefits has become probable, an entity discloses the contingent asset.

## 14. Commitments:

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

- estimated amount of contracts remaining to be executed on capital account and not provided for;

- uncalled liability on loan sanctioned and on investments partly paid; and
- other non-cancellable commitments, if any, to the extent they are considered material and relevant in the opinion of management.

## 15. Earnings Per Share

Basic earnings per share are calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account

- The after income tax effect of interest and other financing costs associated with dilutive potential equity shares, and
- Weighted average number of equity shares that would have been outstanding assuming the conversion of all the dilutive potential equity.

## 16. Cash and Cash Equivalents

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), and highly liquid time deposits that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

## 17. Statement of Cash Flow

Statement of Cash Flows is prepared segregating the cash flows into operating, investing and financing activities. Cash flow from operating activities is reported using indirect method adjusting the net profit for the effects of:

- changes during the period in inventories and operating receivables and payables transactions of a noncash nature;
- non-cash items such as depreciation, provisions, deferred taxes, unrealised foreign currency gains and losses, and undistributed profits of associates and joint ventures; and
- all other items for which the cash effects are investing or financing cash flows.

Cash and cash equivalents (including bank balances) shown in the Statement of Cash Flows exclude items which are not available for general use as on the date of Balance Sheet.

## 18. Employee Benefits

#### Short term employee benefits

Employee benefits falling due wholly within twelve months of rendering the service are classified as short term employee benefits and are expensed in the period in which the employee renders the related service. Liabilities recognised in respect of short-term employee benefits are measured at the undiscounted amount of the benefits expected to be paid in exchange for the related service.

#### Long Term employee benefits

Company's net obligation in respect of long-term employee benefits is the amount of future benefit that employees have earned in return for their service in the current and prior periods.

#### Post-employment benefits

##### a. Defined contribution Plans

**Provident fund:** Contributions as required under the statute, made to the Provident Fund (Defined Contribution Plan) are recognised immediately in the Statement of Profit and Loss. There is no obligation other than the monthly contribution payable to the Regional Provident Fund Commissioner.

**ESIC and Labour welfare fund:** The Company's contribution paid/payable during the year to Employee state insurance scheme and Labour welfare fund are recognised in the Statement of Profit and Loss.

##### b. Defined benefit Plans

Gratuity liability is defined benefit obligation and is provided on the basis of an actuarial valuation performed by an independent actuary based on projected unit credit method, at the end of each financial year.

#### Defined benefit costs are categorised as follows:

- Service cost (including current service cost, past service cost, as well as gains and losses on curtailments and settlements)
- Net interest expense or income
- Re-measurement

Re-measurements of the net defined benefit liability, which comprise actuarial gains and losses, the return on plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest), are recognized in OCI, net of taxes. The Company determines the net interest expense (income) on the net defined benefit liability (asset) for the period by applying the discount rate used to measure the defined benefit obligation

at the beginning of the annual period to the net defined benefit liability (asset), taking into account any changes in the net defined benefit liability (asset) during the period as a result of contributions and benefit payments. Net interest expense and other expenses related to defined benefit plans are recognized in Statement of Profit and Loss.

The Company's net obligation in respect of gratuity (defined benefit plan), is calculated by estimating the amount of future benefit that the employees have earned in the current and prior periods, discounting that amount and deducting the fair value of any plan assets. The retirement benefit obligation recognised in the Balance Sheet represents the actual deficit or surplus in the company's defined benefit plans. Any surplus resulting from this calculation is recognised as an asset to the extent of present value of any economic benefits available in the form of refunds from the plans or reductions in the future contribution to the plans.

**Share based payment arrangements**

The cost of equity settled transactions is determined by the fair value at the grant date. The fair value of the employee share options is based on the Black Scholes model.

The grant-date fair value of equity-settled share-based payment granted to employees is recognized as an expense, with a corresponding increase in equity, over the vesting period of the awards. The amount recognized as an expense is adjusted to reflect the number of awards for which the related service and non-market

performance conditions are expected to be met, such that the amount ultimately recognized is based on the number of awards that meet the related service and non-market performance conditions at the vesting date. For share-based payment awards with market performance conditions and non-vesting conditions, the grant-date fair value of the share-based payment is measured to reflect such conditions and there is no true-up for differences between expected and actual outcomes.

Choice International Limited grants options to eligible employees of the Company under Choice Employee Stock Option Scheme 2022. The options vest over a period of four years. In case of Group equity-settled share-based payment transactions, where the Company grants stock options to the employees of its subsidiaries, the transactions are accounted by increasing the cost of investment in subsidiary with a corresponding credit in the equity.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share.

**19. Investment in Subsidiaries**

Subsidiaries are all entities over which the Company has control. The Company controls an entity when the company is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the relevant activities of the entity.

Investment in subsidiaries are measured at cost less accumulated impairment, if any.

**Notes to Standalone financial statements for the year ended March 31, 2023**

**NOTE 3 : PROPERTY, PLANT AND EQUIPMENT**

Particulars	(Rs. in lakhs)										
	Freehold Land*	Building owned*	Water Pumps & Borewell	Computer Hardwares	Server & Networks	Electric Installation	Furniture & Fixtures	Solar Plant	Vehicles	Office Equipments	Total
<b>Gross Carrying amount as at April 01, 2021</b>	4,330.00	2,147.77	1.75	17.72	46.96	38.35	122.03	14.04	6.78	117.66	6,843.06
Additions / Transfer	-	-	-	0.23	0.25	-	4.62	-	-	15.75	20.85
Deletion	-	-	-	-	-	-	-	-	-	-	-
<b>Gross Carrying amount as at March 31, 2022</b>	4,330.00	2,147.77	1.75	17.95	47.21	38.35	126.65	14.04	6.78	133.41	6,863.91
Additions / Transfer	-	-	-	-	-	-	2.06	-	-	6.18	8.24
Deletion	-	-	-	7.57	13.14	-	-	-	6.78	18.35	45.84
<b>Gross Carrying amount as at March 31, 2023</b>	4,330.00	2,147.77	1.75	10.38	34.07	38.35	128.70	14.04	-	121.25	6,826.31
<b>Accumulated Depreciation as at April 01, 2021</b>	-	362.49	1.68	17.19	32.75	34.35	102.74	2.10	6.44	103.48	663.22
Depreciation charge during the year	-	33.95	(0.01)	0.19	6.13	2.08	7.12	0.53	-	8.33	58.32
Accumulated depreciation on deletions	-	-	-	-	-	-	-	-	-	-	-
<b>Accumulated Depreciation as at March 31, 2022</b>	-	396.43	1.67	17.38	38.87	36.43	109.85	2.63	6.44	111.82	721.54
Depreciation charge during the year	-	33.95	-	0.25	5.77	-	1.83	0.53	-	5.42	47.75
Accumulated depreciation on deletions	-	-	-	7.57	13.14	-	-	-	6.44	18.35	45.50
<b>Accumulated Depreciation as at March 31, 2023</b>	-	430.38	1.67	10.06	31.51	36.43	111.68	3.16	-	98.89	723.79
Net carrying amount as at March 31, 2023	4,330.00	1,717.39	0.08	0.31	2.56	1.92	17.02	10.88	-	22.36	6,102.52
Net carrying amount as at March 31, 2022	4,330.00	1,751.34	0.08	0.57	8.33	1.92	16.79	11.42	0.34	21.60	6,142.37

**\*Freehold land and building pledged/ mortgaged as security**

Freehold land and Building of the Company is pledged against term loan availed from Axis Bank Limited, however in the previous year it was pledged against term loan availed from Aditya Birla Finance Limited.

## Notes to Standalone financial statements for the year ended March 31, 2023

### NOTE 4 : INVESTMENT PROPERTY

(Rs. in lakhs)

Particulars	Investment in Land	Total
<b>Cost as at April 01, 2021</b>	120.00	120.00
Additions	-	-
Disposals	-	-
<b>Cost as at March 31, 2022</b>	120.00	120.00
Additions	-	-
Disposals	-	-
<b>Cost as at March 31, 2023</b>	120.00	120.00
<b>Accumulated Depreciation</b>		
<b>As at April 01, 2021</b>	-	-
Depreciation charge during the year	-	-
Disposals	-	-
<b>As at March 31, 2022</b>	-	-
Depreciation charge during the year	-	-
Disposals	-	-
<b>As at March 31, 2023</b>	-	-
<b>Net carrying amount as at March 31, 2023</b>	120.00	120.00
<b>Net carrying amount as at March 31, 2022</b>	120.00	120.00

#### Notes:

#### Fair Value

As at March 31, 2023 and March 31, 2022, the fair value of property is Rs. 122.60 lakhs and Rs. 116.70 lakhs respectively. Fair value of property taken from District Level Committee Rate issued by the Government of Rajasthan on <http://epanjiyan.nic.in/>.

### NOTE 5 : INTANGIBLE ASSETS

(Rs. in lakhs)

Particulars	Computer Software	Intangible assets under development
<b>As at April 01, 2021</b>	37.65	13.47
Additions	12.77	1.76
Deletions	-	15.23
<b>As at March 31, 2022</b>	50.42	-
Additions	-	-
Deletions	19.41	-
<b>As at March 31, 2023</b>	31.01	-
<b>Accumulated amortisation and impairment</b>		
<b>As at April 01, 2021</b>	30.51	-
Amortisation charge during the year	4.70	-
Deletions	-	-
<b>As at March 31, 2022</b>	35.21	-
Amortisation charge during the year	4.45	-
Deletions	19.41	-
<b>As at March 31, 2023</b>	20.25	-
<b>Net carrying amount as at March 31, 2023</b>	10.76	-
<b>Net carrying amount as at March 31, 2022</b>	15.21	-

#### Note:

#### Ageing of Intangible Assets under development

During the year ended March 31, 2022, the Company has expensed out Intangible asset under development, hence the ageing of the same is not applicable

## Notes to Standalone financial statements for the year ended March 31, 2023

### NOTE 6 : INVESTMENTS

(Rs. in lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
<b>Investments - Unquoted Equity Instruments</b>		
<b>Investment carried at cost - In Subsidiaries</b>		
5,050,000 Equity Shares of Choice Capital Advisors Private Limited shares of Rs.10/- each fully paid (March 31, 2022: 5,050,000)	505.00	505.00
8,017,800 Equity Shares of Choice Equity Broking Private Limited of Rs.10 each fully paid (March 31, 2022: 8,017,800)	4,414.00	4,414.00
Nil Equity Shares of Choice Portfolio Management Services Private Limited of Rs.10/- each fully paid (March 31, 2022: 1,110,000) *	-	110.89
50,000,000 Equity Shares of Choice Consultancy Services Private Limited of Rs.10/- each fully paid (March 31, 2022: 50,000,000)	301.00	301.00
72,888,500 Equity Shares of Choice Finserv Private Limited of Rs.10/- each fully paid (March 31, 2022: 67,512,000) **	17,552.82	15,052.74
660,000 share of Choice Insurance Broking India Private limited at Rs. 9/- each fully paid (March 31, 2022: 6,60,000)	59.40	59.40
<b>Other Investments - Unquoted Equity Instruments</b>		
243,744 Equity Shares of Fly HI Financial Services Pvt Ltd of Rs. 248.21/- each fully paid (March 31,2022: 2,23,600)***	605.00	555.00
<b>Other Investments - ESOP issued in Subsidiary companies ****</b>		
Cost of Investment in Choice Capital Advisors Private Limited (50,000 ESOP)	26.83	-
Cost of Investment in Choice Connect Private Limited (72,500 ESOP)	38.90	-
Cost of Investment in Choice Consultancy Services Private Limited (1,52,500 ESOP)	81.81	-
Cost of Investment in Choice Equity Broking Private Limited (3,92,500 ESOP)	210.57	-
Cost of Investment in Choice Finserv Private Limited (20,000 ESOP)	10.73	-
Cost of Investment in Choice Insurance Broking India Private Limited (25,000 ESOP)	13.41	-
Cost of Investment in Choice Techlab Solutions Private Limited (1,90,000 ESOP)	101.94	-
Cost of Investment in Choice Wealth Private Limited (10,000 ESOP)	5.37	-
<b>Total</b>	<b>23,926.78</b>	<b>20,998.03</b>
<b>Aggregate Amount of Unquoted Investment</b>	<b>23,926.78</b>	<b>20,998.03</b>
<b>Aggregate amount of impairment in the value of investments</b>	<b>-</b>	<b>-</b>

#### Investment in Subsidiary, Joint Venture and Associate Companies

The Company has elected to recognise its investments in subsidiary, Joint venture and associates companies at cost in accordance with the option available in IND AS 27 "Separate Financial Statement".

#### Notes:

\*During the year, the Company has invested in Rs. 10.00 lakhs equity instruments in Choice Portfolio Management Services Private Limited. Further the Company sold its entire investment in Choice Portfolio Management Private Limited to Choice Equity Broking Private Limited.

\*\*During the year, the Company has invested in Rs. 53.77 lakhs equity shares of Choice Finserv Private Limited @ Rs. 46.50 per share through conversion of loan.

\*\*\*During the year, the Company has invested in Rs. 0.20 lakhs Equity shares of Fly HI Financial Services Private Limited.

\*\*\*\*During the year, the Company has issued 9.13 lakhs Employees Stock options to the employees of its subsidiaries.

## Notes to Standalone financial statements for the year ended March 31, 2023

### NOTE 7 : OTHER FINANCIAL ASSETS (NON CURRENT)

(Rs. in lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Unsecured, Considered Good		
Security Deposits	4.52	4.20
<b>Total</b>	<b>4.52</b>	<b>4.20</b>

### NOTE 8 : INCOME TAX ASSETS (NET)

(Rs. in lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Income tax assets for Previous Years	70.27	74.62
Income tax assets for Current Year	110.10	101.24
Less: Provision for Tax	(65.67)	(93.00)
<b>Total</b>	<b>114.70</b>	<b>82.86</b>

### NOTE 9 : TRADE RECEIVABLES

(Rs. in lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Unsecured Considered Good*	281.68	60.21
Less: Allowance for credit impaired	-	-
<b>Total</b>	<b>281.68</b>	<b>60.21</b>

\* Includes receivables from related parties for which refer note no.36(ii)

#### Trade Receivables ageing schedule as on March 31, 2023 is as follows

(Rs. in lakhs)

Particulars	Outstanding for following periods from the date of the transaction					Total
	Less Than 6 Months	6 months to 1 year	1-2 years	2-3 years	More Than 3 years	
Undisputed Trade Receivables- Considered Good	262.24	19.44	-	-	-	281.68
Undisputed Trade Receivables- Considered Doubtful	-	-	-	-	-	-
Disputed Trade Receivables- Considered Good	-	-	-	-	-	-
Disputed Trade Receivables- Considered Doubtful	-	-	-	-	-	-

#### Trade Receivables ageing schedule as on March 31, 2022 is as follows

(Rs. in lakhs)

Particulars	Outstanding for following periods from the date of the transaction					Total
	Less Than 6 Months	6 months to 1 year	1-2 years	2-3 years	More Than 3 years	
Undisputed Trade Receivables- Considered Good	59.95	0.26	-	-	-	60.21
Undisputed Trade Receivables- Considered Doubtful	-	-	-	-	-	-
Disputed Trade Receivables- Considered Good	-	-	-	-	-	-
Disputed Trade Receivables- Considered Doubtful	-	-	-	-	-	-

## Notes to Standalone financial statements for the year ended March 31, 2023

### NOTE 10 : CASH AND CASH EQUIVALENTS

(Rs. in lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Balances with Banks :		
- On Current Accounts	3,181.89	27.50
Cash on Hand	0.02	0.07
<b>Total</b>	<b>3,181.91</b>	<b>27.57</b>

### NOTE 11 : BANK BALANCES OTHER THAN (NOTE 10) ABOVE

(Rs. in lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Balances with Banks :		
- On Earmarked Accounts *	0.54	1.72
<b>Total</b>	<b>0.54</b>	<b>1.72</b>

\* Earmarked Bank balance represents amount on account of unclaimed dividend.

### NOTE 12 : LOANS

(Rs. in lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
<b>Unsecured, considered good</b>		
Loan to related party*	971.83	5,261.33
<b>Total</b>	<b>971.83</b>	<b>5,261.33</b>

\* Refer note no. 36(ii)

Details of loans granted to promoters, directors, key managerial personnel and related parties (as defined under Companies Act, 2013).

Type of Borrower	Loans / Advances granted individually or jointly with others	Repayable on demand (Yes/No)	Terms/ Period of repayment is specified (Yes/No)	As at March 31, 2023		As at March 31, 2022	
				Amount of Loan in the nature of loan outstanding	Percentage to the total loans and advances in the nature of loans	Amount of Loan in the nature of loan outstanding	Percentage to the total loans and advances in the nature of loans
<b>Amount Repayable on Demand-</b>							
Other Related Party	Individually	Yes	Yes	971.83	100%	5,261.33	100%

**Note :** The above unsecured loans provided at the rate of 12% (March 31, 2022 : 11%) for general business purpose.

### NOTE 13 : OTHER FINANCIAL ASSETS

(Rs. in lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Security Deposit	-	50.75
<b>Total</b>	<b>-</b>	<b>50.75</b>

## Notes to Standalone financial statements for the year ended March 31, 2023

### NOTE 14 : OTHER CURRENT ASSETS

Particulars	(Rs. in lakhs)	
	As at March 31, 2023	As at March 31, 2022
Balance with government authorities:		
- Goods & Service Tax Receivable	6.64	1.77
Advance to Vendors	2.59	9.73
Other receivables	0.99	5.19
Prepaid Expenses	25.53	17.28
<b>Total</b>	<b>35.75</b>	<b>33.97</b>

### NOTE 15 : EQUITY SHARE CAPITAL

Particulars	(Rs. in lakhs)	
	As at March 31, 2023	As at March 31, 2022
<b>a. Authorised :</b>		
108,000,000 (March 31, 2022: 5,01,00,000) Equity shares of Rs. 10 each *	10,800.00	5,010.00
	<b>10,800.00</b>	<b>5,010.00</b>
<b>b. Issued, Subscribed and Paid-up</b>		
9,95,12,000 (March 31, 2022: 4,97,56,000 ) Equity shares of Rs. 10 each fully paid up	9,951.20	4,975.60
<b>Total</b>	<b>9,951.20</b>	<b>4,975.60</b>

\* The Company has increased its authorised share capital from Rs.501.00 lakhs to Rs.10,800.00 lakhs in pursuant to Bonus issue.

### c. Reconciliation of number of shares outstanding at the beginning and at the end of the reporting year

Paid up Shares Capital	(Rs. in lakhs)	
	Number of shares (in lakhs)	Amount
<b>As at April 01, 2021</b>	<b>285.68</b>	<b>2,856.83</b>
Issued during the year (refer note 4 & 5 below)	211.88	2,118.77
<b>As at March 31, 2022</b>	<b>497.56</b>	<b>4,975.60</b>
<b>As at April 1, 2022</b>	<b>497.56</b>	<b>4,975.60</b>
Issued during the year (refer note 3 below)	497.56	-
<b>As at March 31, 2023</b>	<b>995.12</b>	<b>4,975.60</b>

### d. Details of shares held by shareholders holding more than 5% of the aggregate shares in the Company:

Equity Shares	As at March 31, 2023		As at March 31, 2022	
	Number of Shares (in lakhs)	% of Holding	Number of Shares (in lakhs)	% of Holding
Shares held by				
Kamal Poddar	80.00	8.04%	40.00	8.04%
Arun Kumar Poddar	81.00	8.14%	40.50	8.14%
Vinita Sunil Patodia	124.02	12.46%	36.13	7.26%
Sunil Kumar Patodia	-	0.00%	25.89	5.20%
Genesis Grand General Trading LLC	70.00	7.03%	35.71	7.18%
Madhusudan Murlidhar Kela	120.00	12.06%	60.00	12.06%

## Notes to Standalone financial statements for the year ended March 31, 2023

### e. Details of shareholding of Promoters

Name of the Promoter	As at March 31, 2023			As at March 31, 2022	
	Number of Shares	% of total Number of Shares	% Change During the year	Number of Shares	% of total Number of Shares
Arun Kumar Poddar	81.00	8.14%	0.00%	40.50	8.14%
Kamal Poddar	80.00	8.04%	0.00%	40.00	8.04%
Vinita Patodia	124.02	12.46%	5.20%	36.13	7.26%
Sunil Kumar Patodia	-	0.00%	(5.20%)	25.89	5.20%
Suyash Sunil Patodia	46.00	4.62%	0.00%	23.00	4.62%
Hemlata Kamal Poddar	40.00	4.02%	0.00%	20.00	4.02%
Sonu Poddar	40.00	4.02%	0.00%	20.00	4.02%
Archana Anil Patodia	31.50	3.17%	0.00%	15.75	3.17%
Anil C Patodia	22.00	2.21%	0.00%	11.00	2.21%
Aastha Anil Patodia	6.00	0.60%	0.00%	3.00	0.60%
Aayush Anil Patodia	6.00	0.60%	0.00%	3.00	0.60%
Anil Chothmal Patodia HUF	6.00	0.60%	0.00%	3.00	0.60%
Sunil Chothmal Patodia HUF	6.00	0.60%	0.00%	3.00	0.60%
Arun Kumar Poddar HUF	4.50	0.45%	0.00%	2.25	0.45%
Kamal Poddar HUF	4.50	0.45%	0.00%	2.25	0.45%
Shreya Patodia	2.48	0.25%	0.00%	1.24	0.25%
Shree Shakambhari Exims Private Limited	12.00	1.21%	0.00%	6.00	1.21%
Patodia Properties Private Limited	38.50	3.87%	3.87%	-	0.00%

### Terms / rights attached to Equity Shares:

- The Company has only one class of equity shares having a par value of Rs.10 per share. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation, the equity share holders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts in proportion to their share holding.
- In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be proportion to the number of equity shares held by the shareholders.
- Disclosure statement of Bonus issue of shares**  
During the year ended March 31, 2023, the Company has issued 497.56 lakhs bonus shares of Rs. 10 per share.
- Disclosure statement of Right issue of shares**  
During the year ended March 31, 2022, the Company had issued 99.51 lakhs shares of Rs. 10 each at a premium of Rs. 41 per share.
- Disclosure statement of Preferential allotment**  
During the year ended March 31, 2022, the Company has converted 112.37 warrants into equivalent number of equity shares on receipt of remaining 75% of the issue price of the warrants.

## Notes to Standalone financial statements for the year ended March 31, 2023

### NOTE 16 : OTHER EQUITY

(Rs. in lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Statutory Reserve	382.73	382.73
Capital Reserve	8.70	8.70
Security Premium Reserve	13,511.33	18,544.92
Revaluation Reserve	4,170.22	4,170.22
Share Based Payment Reserve	511.03	-
Retained Earnings	1,814.04	1,585.14
Other Comprehensive Income	(2.36)	1.12
<b>Total</b>	<b>20,395.69</b>	<b>24,692.83</b>

#### (i) Statutory Reserve

(Rs. in lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Balance as at the beginning and end of the year	382.73	382.73
	<b>382.73</b>	<b>382.73</b>

It's created as per the terms of Section 45 - IC (I) of Reserve Bank of India Act 1934 as Statutory Reserve

#### (ii) Capital Reserve

(Rs. in lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Balance as at the beginning and end of the year	8.70	8.70
	<b>8.70</b>	<b>8.70</b>

It is made out of capital profit earned. The same is not available for profit distribution.

#### (iii) Securities Premium Reserve:

(Rs. in lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Balance as at the beginning of the year	18,544.92	9,903.19
Add : Additions during the year	-	8,686.97
Less: Share issue expenditure	57.99	45.24
Less: Bonus Shares issued	4,975.60	-
<b>Balance as at the end of the year</b>	<b>13,511.33</b>	<b>18,544.92</b>

Securities premium reserve is used to record the premium on issue of shares. The reserve is utilised in accordance with the provision of the Companies Act, 2013.

#### (iv) Revaluation Reserve

(Rs. in lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Balance as at the beginning and end of the year	4,170.22	4,170.22
Add : Additions during the year	-	-
<b>Balance as at the end of the year</b>	<b>4,170.22</b>	<b>4,170.22</b>

It has been created on revaluation of freehold land at fair market value. The same is not available for profit distribution.

## Notes to Standalone financial statements for the year ended March 31, 2023

### (v) Share Based Payment Reserve

(Rs. in lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Balance as at the beginning and end of the year	-	-
Add : Additions during the year	511.03	-
<b>Balance as at the end of the year</b>	<b>511.03</b>	<b>-</b>

This reserve is created by debiting the statement of profit and loss account with the fair value of share options granted to the employees by the Company. On exercise of the options so granted, the reserve will move to share capital and securities premium and unvested portion if any, will be transferred to securities premium account.

### (vi) Share Application Money Pending Allotment

(Rs. in lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Balance as at the beginning of the year	-	1,432.66
Add- Addition during the year	-	4,297.97
Less- Warrants converted during the year	-	(5,730.63)
<b>Balance as at the end of the year</b>	<b>-</b>	<b>-</b>

During the year ended March 31, 2022, the Company has converted all the outstanding 112.37 lakhs share warrants into equivalent number of equity shares on receipt of remaining 75% of the issue price of the share warrants.

### (vii) Retained Earnings:

(Rs. in lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Balance as at the beginning of the year	1,585.14	1,341.51
Add: Profit for the year	228.90	243.63
<b>Balance as at the end of the year</b>	<b>1,814.04</b>	<b>1,585.14</b>

Retained earnings represents surplus / accumulated earnings of the Company and are available for distribution to shareholders.

### (viii) Other Comprehensive Income

(Rs. in lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Balance as at the beginning of the year	1.12	3.58
Add/(less) : (Loss) during the year	(3.48)	(2.46)
<b>Balance as at the end of the year</b>	<b>(2.36)</b>	<b>1.12</b>

Other comprehensive income consist of remeasurement gains / losses on defined benefit plans, gain / (loss) of equity instruments carried through FVTOCI.

## Notes to Standalone financial statements for the year ended March 31, 2023

### NOTE 17 : BORROWINGS

Particulars	(Rs. in lakhs)	
	As at March 31, 2023	As at March 31, 2022
<b>Secured Loans</b>		
Loans taken from financial Institution*	-	2,770.06
Less- Current Maturities of long term debt (include in Current Borrowings)	-	(275.37)
Term Loan from Banks**	3,992.83	-
Less- Current Maturities of long term debt (include in Current Borrowings)	(418.18)	-
	<b>3,574.65</b>	<b>2,494.69</b>

\*The loan was taken from Aditya Birla Finance Limited and is secured by way of first charge on freehold land and building at Mumbai, the said loan carried interest at 10.50%. The loan is repayable in Equated monthly instalments ('EMI') ending in May 2029. During the year ended March 31, 2023, the said loan has been taken over by Axis Bank.

\*\*During the year ended March 31, 2023, the outstanding loan of Rs. 27.20 lakhs from Aditya Birla Finance Limited has been taken over by Axis Bank Limited. The said loan carries interest at Repo plus 3% which is 9.50% Currently. The Loan is repayable in 83 Equated monthly installments of Rs. 31.55 lakhs. The security details are as given below-

1. Residential Properties of Promoters
2. Freehold land and building at Mumbai in the name of Choice International Limited

\*\* During the year ended March 31, 2023, term loan of Rs. 1500.00 lakhs has been taken from Standard Chartered Bank. The said loan carries interest at Repo plus 2.60% which is currently 8.85%. The Loan is repayable in 180 equated monthly installments of Rs. 14.77 lakhs. The loan is secured against Commercial Property in the name of Choice Consultancy Services Private Limited.

### NOTE 18 : PROVISIONS

Particulars	(Rs. in lakhs)	
	As at March 31, 2023	As at March 31, 2022
<b>Provision for Employee Benefits:</b>		
Provision for Gratuity (Refer Note 35 (2))	18.79	13.30
	<b>18.79</b>	<b>13.30</b>

### NOTE 19 : DEFERRED TAX LIABILITIES - (NET)

The major components of deferred tax Liabilities/ (Assets) as recognized in the financial statements are as follows:

Particulars	(Rs. in lakhs)	
	As at March 31, 2023	As at March 31, 2022
<b>Deferred Tax (Assets)/ Liabilities arising on account of timing differences in:</b>		
MAT Credit Entitlement	-	(36.03)
Property, Plant and Equipment - Depreciation	281.50	302.88
Provision for employee benefit expenses	(4.51)	(4.05)
Deferred Tax on amortisation of EIR	7.59	8.55
Provision for employee benefit expenses through OCI	(0.61)	0.56
<b>Deferred Tax (Assets)/ Liabilities (net)</b>	<b>283.97</b>	<b>271.91</b>

## Notes to Standalone financial statements for the year ended March 31, 2023

### Movement in Deferred Tax (Assets)/ Liabilities

Particulars	(Rs. in lakhs)				Total
	MAT Credit Entitlement	Property, Plant and Equipment - Depreciation	Provision for employee benefit expenses	Amortisation of EIR	
<b>As at March 31, 2021</b>	<b>(36.53)</b>	<b>295.59</b>	<b>(1.55)</b>	<b>8.01</b>	<b>265.52</b>
Charged/ (Credited):					
To Profit or Loss		7.29	(1.00)	0.54	<b>6.83</b>
To Other Comprehensive Income			(0.95)		<b>(0.95)</b>
Mat Credit Utilised	0.50				<b>0.50</b>
<b>As at March 31, 2022</b>	<b>(36.03)</b>	<b>302.88</b>	<b>(3.49)</b>	<b>8.55</b>	<b>271.91</b>
Charged/ (Credited):					
To Profit or Loss		(21.38)	(0.46)	(0.96)	<b>(22.80)</b>
To Other Comprehensive Income			(1.17)		<b>(1.17)</b>
Mat Credit Utilised	36.03				<b>36.03</b>
<b>As at March 31, 2023</b>	<b>-</b>	<b>281.50</b>	<b>(5.12)</b>	<b>7.59</b>	<b>283.97</b>

### NOTE 20 : BORROWINGS

Particulars	(Rs. in lakhs)	
	As at March 31, 2023	As at March 31, 2022
<b>Secured Loans</b>		
Current Maturity of Long term borrowings	418.18	275.37
	<b>418.18</b>	<b>275.37</b>

### NOTE 21 : TRADE PAYABLES

Particulars	(Rs. in lakhs)	
	As at March 31, 2023	As at March 31, 2022
Trade Payable		
Dues to Micro Enterprises and Small Enterprises	3.87	8.37
Other than Micro and small Enterprises	58.75	27.24
<b>Total</b>	<b>62.62</b>	<b>35.61</b>



## Notes to Standalone financial statements for the year ended March 31, 2023

### (ii) Disclosures required under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006

The amount due to the Micro and Small Enterprise as defined in the "The Micro, Small and Medium Enterprises Development Act, 2006" has been determined to the extent such parties have been identified on the basis of the information available with the Company, which has been relied upon by the auditors.

Particulars	As at March 31, 2023	As at March 31, 2022
(a) (i) The principal amount remaining unpaid to supplier as at end of the accounting year	3.87	8.37
(ii) Interest due thereon remaining unpaid to supplier as at end of the accounting year	-	-
(b) The amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006 (27 of 2006), along with the amount of the payment made to the supplier beyond the appointed day during each accounting year	-	-
(c) The amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006;	-	-
(d) The amount of interest accrued and remaining unpaid at the end of the accounting year	-	-
(e) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.	-	-
<b>Total</b>	<b>3.87</b>	<b>8.37</b>

### Trade Payable Ageing Schedule as on March 31, 2023 is as follows (Rs. in lakhs)

Particulars	Outstanding for following periods from the date of the transaction				Total
	Less than 1 year	1-2 years	2-3 years	More Than 3 years	
MSME (Micro, small and Medium Enterprises)	3.87	-	-	-	3.87
Others	48.16	-	-	10.59	58.75
Disputed Dues- MSME	-	-	-	-	-
Disputed Dues- Others	-	-	-	-	-

### Trade Payable Ageing Schedule as on March 31, 2022 is as follows (Rs. in lakhs)

Particulars	Outstanding for following periods from the date of the transaction				Total
	Less than 1 year	1-2 years	2-3 years	More Than 3 years	
MSME (Micro, small and Medium Enterprises)	8.37	-	-	-	8.37
Others	16.60	0.05	-	10.59	27.24
Disputed Dues- MSME	-	-	-	-	-
Disputed Dues- Others	-	-	-	-	-

### NOTE 22 : OTHER FINANCIAL LIABILITIES (CURRENT)

Particulars	As at March 31, 2023	As at March 31, 2022
Payable for staff salaries	10.60	0.15
Payable for Intangible Assets	-	17.03
<b>Total</b>	<b>10.60</b>	<b>17.18</b>

## Notes to Standalone financial statements for the year ended March 31, 2023

### NOTE 23 : OTHER CURRENT LIABILITIES

Particulars	As at March 31, 2023	As at March 31, 2022
Statutory Dues	30.89	18.66
Other Liabilities	0.53	1.70
<b>Total</b>	<b>31.42</b>	<b>20.36</b>

### NOTE 24 : CURRENT PROVISIONS

Particulars	As at March 31, 2023	As at March 31, 2022
<b>Provision for Employee Benefits:</b>		
Provision for Gratuity (Refer Note 35 (2))	3.75	1.28
Provision for Leave Encashment	0.12	0.09
<b>Total</b>	<b>3.87</b>	<b>1.37</b>

### NOTE 25 : REVENUE FROM OPERATIONS

Particulars	For the Year ended March 31, 2023	For the Year ended March 31, 2022
Interest income	591.44	527.82
Income from Business Support Services	703.50	599.75
<b>Total</b>	<b>1,294.94</b>	<b>1,127.57</b>

### NOTE 26 : OTHER INCOME

Particulars	For the Year ended March 31, 2023	For the Year ended March 31, 2022
Credit Balances Written off	0.08	-
Interest on Income Tax Refund	3.07	-
Misc. Income	0.21	0.43
Profit on sale of fixed assets	0.01	-
Profit on sale of Investments	0.11	-
Interest on Deposit	0.30	0.13
<b>Total</b>	<b>3.78</b>	<b>0.56</b>

### NOTE 27 : EMPLOYEE BENEFITS EXPENSES

Particulars	For the Year ended March 31, 2023	For the Year ended March 31, 2022
Salaries, allowances and Bonus	190.22	113.76
Contributions to Provident and Other Funds	0.40	0.36
Staff Welfare Expenses	7.44	8.87
Employees Share based Payment Expenses	21.46	-
Gratuity Expenses	2.33	2.07
<b>Total</b>	<b>221.85</b>	<b>125.06</b>

### Notes to Standalone financial statements for the year ended March 31, 2023

#### NOTE 28 : FINANCE COSTS

(Rs. in lakhs)

Particulars	For the Year ended March 31, 2023	For the Year ended March 31, 2022
Interest on Borrowings from Other	234.35	307.93
Interest on Borrowings from Banks	103.24	5.89
Other Borrowing Costs	30.85	(0.31)
<b>Total</b>	<b>368.44</b>	<b>313.51</b>

#### NOTE 29 : DEPRECIATION AND AMORTISATION EXPENSE

(Rs. in lakhs)

Particulars	For the Year ended March 31, 2023	For the Year ended March 31, 2022
Depreciation on tangible assets (Refer Note 3)	47.75	58.32
Amortisation of intangible assets (Refer Note 5)	4.45	4.70
<b>Total</b>	<b>52.20</b>	<b>63.02</b>

#### NOTE 30 : OTHER EXPENSES

(Rs. in lakhs)

Particulars	For the Year ended March 31, 2023	For the Year ended March 31, 2022
Bank Charges and Commission	1.81	0.75
Sundry Balances written off	2.61	0.30
Repairs & maintenance	33.07	26.76
Rates & taxes	19.38	17.66
Legal and professional	101.82	54.42
Insurance charges	0.99	1.09
Electricity Charges	27.06	20.81
Traveling & Conveyance expenses	1.52	1.03
Communication expenses	51.78	41.89
Canteen expenses	51.70	38.74
Computer expenses	28.64	15.62
Director sitting fees	15.00	11.75
Advertisement & Business promotion expenses	9.54	9.01
Printing & Stationery	4.53	1.85
Loss on sale of property plant and equipment	0.04	-
Payment to Auditors:		
As auditor *	30.00	18.00
Other matters	-	-
Out of pocket expenses	0.21	-
Miscellaneous expenses	3.29	6.53
<b>Total</b>	<b>382.99</b>	<b>266.21</b>
<b>Payment made to statutory auditors</b>		
For audit	30.00	18.00
Out of Pocket expenses	0.21	-
	<b>30.21</b>	<b>18.00</b>

\* Payment to auditor includes Rs. 12.50 lakhs pertains to previous auditors.

### Notes to Standalone financial statements for the year ended March 31, 2023

#### NOTE 31 : EARNINGS PER EQUITY SHARE

(Rs. in lakhs)

Particulars	For the Year ended March 31, 2023	For the Year ended March 31, 2022
Net Profit after tax attributable to Equity Shareholders for Basic EPS	228.90	243.63
Add/Less: Adjustment relating to potential equity shares	-	-
<b>Net profit after tax attributable to equity shareholders for Diluted EPS</b>	<b>228.90</b>	<b>243.63</b>
<b>Weighted average number of Equity Shares outstanding during the year (in lakhs)</b>		
For Basic EPS	995.12	887.03
For Diluted EPS	999.31	887.03
<b>(c) Face Value per Equity Share (Rs)</b>	<b>10.00</b>	<b>10.00</b>
<b>Basic EPS (Rs.)</b>	<b>0.23</b>	<b>0.27</b>
<b>Diluted EPS (Rs.)</b>	<b>0.23</b>	<b>0.27</b>
<b>(d) Reconciliation between no. of shares used for calculating basic and diluted EPS (number of shares in lakhs)</b>		
No. of shares used for calculating Basic EPS	995.12	887.03
Add: Potential equity shares	4.19	-
No. of shares used for calculating Diluted EPS	999.31	887.03

#### NOTE 32 - CONTINGENT LIABILITIES AND COMMITMENTS

##### A. Contingent Liabilities

(Rs. in lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Income tax demand contested by the Company*	-	28.64
<b>Total</b>	<b>-</b>	<b>28.64</b>

\*The Company does not expect any outflow of economic resources in respect of above.

Particulars	As at March 31, 2023	As at March 31, 2022
Corporate guarantees issued to Banks & Financial Institutions on behalf of subsidiaries*	15,845.18	5,743.64
<b>Total</b>	<b>15,845.18</b>	<b>5,743.64</b>

\* The above represents corporate guarantee utilised for Choice Equity Broking Private Limited is Rs.7,892.25 lakhs (March 31, 2022: Rs.5,242.25 lakhs), for Choice Consultancy Services Private Limited is Rs.1,889.30 lakhs (March 31, 2022: Rs.501.39 lakhs) and for Choice Finserv Private Limited is Rs.6,063.63 lakhs. However the overall sanction amount is Rs.20,948.00 lakhs (March 31, 2022 : Rs. 9,834.00 lakhs).

##### B. Capital Commitments- Nil

#### NOTE 33 - EXPENDITURE IN FOREIGN CURRENCY - NIL

## Notes to Standalone financial statements for the year ended March 31, 2023

### NOTE 34 - RECONCILIATION OF TAX EXPENSES AND THE ACCOUNTING PROFIT MULTIPLIED BY INDIA'S TAX RATE (Rs. in lakhs)

Particulars	For the Year ended March 31, 2023	For the Year ended March 31, 2022
<b>Profit Before Tax</b>	<b>273.24</b>	<b>360.33</b>
<b>Enacted Income Tax Rate</b>	<b>25.17%</b>	<b>27.82%</b>
<b>Tax @ 25% plus surcharge and education cess</b>	<b>68.77</b>	<b>100.24</b>
Tax effects of adjustments to reconcile expected Income tax expenses to reported income tax expenses :		
Expenses that are not deductible for tax purpose	21.08	17.60
Deductions available under income tax	(24.18)	(24.84)
<b>Total</b>	<b>65.67</b>	<b>93.00</b>
Income tax for earlier year	1.47	16.87
Income tax Expenses recognised in profit & loss	65.67	93.00
Deferred tax recognised in profit & loss	(22.80)	6.83
<b>Total tax Expenses recognised in Profit &amp; Loss</b>	<b>44.34</b>	<b>116.70</b>
<b>Effective Tax Rate</b>	<b>16.23%</b>	<b>32.39%</b>

#### Unrecognised Deferred Tax Assets

Deferred tax assets have not been recognised in respect of the following items, because it is not probable that future taxable profit will be available against which the Company can use the benefits therefrom. This is long term capital loss which can only be set-off against future long term capital gain, which cannot be predicted.

Tax Losses (Long Term Capital Loss)	As at March 31, 2023		As at March 31, 2022	
	Gross Amount	Unrecognised Tax effect	Gross Amount	Unrecognised Tax effect
Shares held by				
Long Term Capital Loss AY 2019-20	379.54	105.59	379.54	105.59

#### Tax Losses Carried Forward

Tax losses for which no deferred tax asset was recognised expire as follows:

Particulars	As at March 31, 2023	Expiry Date	As at March 31, 2022	Expiry Date
Long term Capital Loss AY 2019-20	379.54	AY 2027-28	379.54	AY 2027-28

### NOTE 35 - EMPLOYEE BENEFIT OBLIGATIONS

#### 1. Defined Contribution Plan

During the year, the Company has incurred and recognised the following amounts 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
Employer's Contribution to Provident Fund	0.28	0.22
Employer's Contribution to ESIC	0.12	0.14
<b>Total</b>	<b>0.40</b>	<b>0.36</b>

## Notes to Standalone financial statements for the year ended March 31, 2023

### 2. Defined benefit plans

#### Gratuity (post-employment benefits)

The Company provides for gratuity to employees in India as per the Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of 5 years are eligible for gratuity. The amount of gratuity payable on retirement/termination is the employees last drawn basic salary per month computed proportionately for 15 days salary multiplied for the number of years of service. The gratuity plan is a funded plan and the Company makes contributions to recognised/approved funds in India. The Company does not fully fund the liability and maintains a target level of funding to be maintained over a period of time based on estimations of expected gratuity payments.

#### Gratuity

The following table sets out the amount recognised in the balance sheet and the movements in the net defined benefit obligations over the year are as follows:

Particulars	Present value of obligation	Fair value of Plan assets	Net amount (Rs. in lakhs)
<b>As at April 01, 2021</b>	<b>9.36</b>	<b>(0.11)</b>	<b>9.25</b>
Current Service cost	1.49	-	1.49
Interest expense/(income)	0.63	(0.04)	0.58
<b>Total amount recognised in profit or loss</b>	<b>2.12</b>	<b>(0.04)</b>	<b>2.07</b>
<b>Remeasurements</b>			
Return on plan assets, excluding amounts included in interest expense / (income)	-	0.04	0.04
(Gain)/loss from change in financial assumptions	-	-	-
Due to Change in demographic assumptions	-	-	-
Experience (gains)/losses	3.37	-	3.37
<b>Total amount recognised in other comprehensive income</b>	<b>3.37</b>	<b>0.04</b>	<b>3.41</b>
Transfer Out Obligation	(0.15)	-	(0.15)
<b>As at March 31, 2022</b>	<b>14.69</b>	<b>(0.12)</b>	<b>14.58</b>
<b>As at April 01, 2022</b>	<b>14.69</b>	<b>(0.12)</b>	<b>14.58</b>
Current Service cost	1.33	-	1.33
Interest expense/(income)	1.01	(0.01)	1.00
<b>Total amount recognised in profit or loss</b>	<b>2.34</b>	<b>(0.01)</b>	<b>2.33</b>
<b>Remeasurements</b>			
Return on plan assets, excluding amounts included in interest expense / (income)	-	0.01	0.01
(Gain)/loss from change in financial assumptions	(0.54)	-	(0.54)
Due to Change in demographic assumptions	1.50	-	1.50
Experience (gains)/losses	3.69	-	3.69
<b>Total amount recognised in other comprehensive income</b>	<b>4.65</b>	<b>0.01</b>	<b>4.66</b>
Transfer In Obligation	0.99	-	0.99
<b>As at March 31, 2023</b>	<b>22.67</b>	<b>(0.12)</b>	<b>22.55</b>

## Notes to Standalone financial statements for the year ended March 31, 2023

The net liability disclosed above relates to funded plans are as follows:

Particulars	(Rs. in lakhs)	
	For the Year ended March 31, 2023	For the Year ended March 31, 2022
Present value of funded obligations	22.67	14.69
Fair value of plan assets	(0.12)	(0.12)
<b>Deficit/(Surplus) of gratuity plan</b>	<b>22.55</b>	<b>14.57</b>

### Significant estimates- actuarial assumptions and sensitivity

The significant actuarial assumptions were as follows:

Particulars	March 31, 2023	March 31, 2022
Discount rate	7.30%	6.85%
Salary growth rate (per annum)	6.00%	6.00%
Withdrawal rate (per annum)	For service upto 2 years 40%, 3 to 4 years 20.00% p.a. For service 5 years and above 10 % p.a.	5% at younger ages reducing to 1% at older ages
Expected rate of return	7.30%	6.85%
Mortality Table	Indian Assured Lives Mortality (2012-14) Table	Indian Assured Lives Mortality (2012-14) Table

### Sensitivity analysis

The sensitivity of the defined benefit obligation to changes in the weighted principal assumptions is:

Particulars	Change in assumption	
	March 31, 2023	March 31, 2022
Date of valuation		
Discount rate	+/- 1.00%	+/- 0.50%
Salary growth rate	+/- 1.00%	+/- 0.50%
Withdrawal rate	+/- 1.00%	W.R.*110%, W.R.*90%

Impact on defined benefit obligation	March 31, 2023	March 31, 2022
Delta effect of decrease in rate of discounting	3.81	0.82
Delta effect of increase in rate of salary escalation	0.59	0.30
Delta effect of decrease in rate of discounting	0.43	0.19
Delta effect of increase in rate of discounting	(0.76)	(0.76)
Delta effect of decrease in rate of salary escalation	(0.53)	(0.28)
Delta effect of decrease in rate of employee turnover	(0.47)	(0.19)

The above sensitivity analyses are based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied as when calculating the defined benefit liability recognised in the balance sheet.

The methods and types of assumptions used in preparing the sensitivity analysis did not change compared to the prior period.

## Notes to Standalone financial statements for the year ended March 31, 2023

### Risk Exposure

Through its defined benefit plans, the Company is exposed to a number of risks, the most significant of which are detailed-

Investment risk	The present value of the defined benefit plan liability is calculated using a discount rate which is determined by reference to market yields at the end of the reporting period on government bonds. If the return on plan asset is below this rate, it will create a plan deficit. Currently, for the plan in India, it has a relatively balanced mix of investments in government securities, and other debt instruments.
Interest risk	A fall in the discount rate which is linked to the G.Sec. Rate will increase the present value of the liability requiring higher provision. A fall in the discount rate generally increases the mark to market value of the assets depending on the duration of asset.
Asset liability matching risk	The plan faces the ALM risk as to the matching cash flow. Since the plan is invested in lines of Rule 101 of Income Tax Rules, 1962, this generally reduces ALM risk
Mortality risk	Since the benefits under the plan is not payable for life time and payable till retirement age only, plan does not have any longevity risk.
Concentration risk	Plan is having a concentration risk as all the assets are invested with the insurance entity and a default will wipe out all the assets. Although probability of this is very less as insurance companies have to follow regulatory guidelines.
Salary risk	The present value of the defined benefit plan liability is calculated by reference to the future salaries of members. As such, an increase in the salary of the members more than assumed level will increase the plan's liability.

### Maturity profile of gratuity liability and Employer contribution

Expected contributions to post-employment benefit plans for the year ending March 31, 2023 are Rs. Nil/- (as at March 31, 2022: Rs. 1.28 lakhs).

The weighted average duration (based on discounted cash flows) of the defined benefit obligation is 8 years (March 31, 2022: 13.22 years). The expected maturity analysis of undiscounted gratuity is as follows:

Particulars	(Rs. in lakhs)	
	FY 22-23	FY 21-22
Less than one year	3.75	0.84
Between 1-2 years	2.85	0.82
Between 2-5 years	7.44	2.07
Over 5 years	30.70	3.04
<b>Total</b>	<b>44.74</b>	<b>6.77</b>

### 3. Employee Stock Option Plan

The Company has Choice Employee Stock Option Plan 2022, under which options have been granted to eligible employees to be vested from time to time.

The Company has established share option plans that entitle the employees of the Company and its subsidiary companies to purchase the shares of the Company. Under these plans, holders of the vested options are entitled to purchase shares at the exercise price of the shares determined at the respective date of grant of options.

The key terms and conditions related to the vesting of grants under these plans are continued employment with the company from the date of grant of option till the date of vesting; all options are to be settled by the delivery of shares.

## Notes to Standalone financial statements for the year ended March 31, 2023

### Measurement of fair values

The fair value of the employee share options has been measured using Black-Scholes Option pricing model.

Table Showing Nature and characteristics of ESOP plans issued during period:

Particulars	FY 22-23
Grant Date	17-Oct-22
Vesting requirement	1 Year to 4 Years
Vesting ratio	25:25:25:25
Method of settlement	Equity settled
Exercise Price	10.00
Share Price on Grant Date	252.65
Accounting method	Fair Value method (Black Scholes)

The fair value of the options and the inputs used in the measurement of the grant-date fair values of the equity-settled share based payment options granted during the year are as follows:

Particulars	FY 22-23
Grant Date	17-Oct-22
Option Price Model	Black Scholes Method
Exercise Price	10.00
Share Price on Grant Date	252.65
Expected Volatility	55%
Expected time to exercise shares	4 to 5.50 years
Risk-free rate of return	7.46% - 7.56%
Dividend Yield	0%
Fair Value of ESOP at Grant Date	245.24 - 246.08
Weighted Average Fair Value of ESOP at Grant Date	245.66
Method used to determine expected volatility	The expected volatility is based on Historical share price returns.

Table Showing options movement during year:

Particulars	As at March 31, 2023
Outstanding at the beginning of the year	-
Granted during the year	9.53
Forfeited during the year	-
Expired during the year	-
Exercised during the year	-
Outstanding at the end of the year	9.53
Exercisable at the end of the year	-

## Notes to Standalone financial statements for the year ended March 31, 2023

Table showing Weighted-average exercise prices of options (amount in INR)

Particulars	March 31, 2023
Outstanding at the beginning of the year	N.A.
Granted during the year	10.00
Forfeited during the year	N.A.
Expired during the year	N.A.
Exercised during the year	N.A.
Outstanding at the end of the year	10.00
Exercisable at the end of the year	N.A.

Table Showing Stock Options outstanding at the end of period:

Particulars	March 31, 2023
Exercise Price (INR)	
Grant Date: 17-10-2022	10.00
Weighted average remaining contractual life (Years)	
Grant Date: 17-10-2022	6.55

Table Showing movement of ESOP Outstanding Reserve:

Particulars	March 31, 2023
Opening ESOP Outstanding Reserve Balance	-
Expense Recognised/ (Reversed) during the year - Company CIL	21.46
Expense Recognised/ (Reversed) during the year - Subsidiaries	489.57
Closing ESOP Outstanding Reserve Balance	511.03

Total Expense Recognized for Fair value of ESOP for the Financial Year 2022-23 is Rs. 511.03 lakhs for Choice Group, Expense is recognised in respective company where employee is rendering services.

**Notes to Standalone financial statements for the year ended March 31, 2023**

**NOTE 36 - RELATED PARTY DISCLOSURE :**

**(i) Details of Related Parties -**

Description of Relationship	Names of Related Parties
a. Subsidiary Companies	Choice Capital Advisors Private Limited Choice Corporate Services Private Limited Choice Equity Broking Private Limited Choice Consultancy Services Private Limited Choice Wealth Pvt. Ltd.(Formerly known as Choice Wealth Management Private Limited) Choice Portfolio Management Services Private Limited Choice Finserv Private Limited Choice Tech Lab Solutions Private Limited Choice Retail Solutions Private Limited Choice Insurance Broking India Private Limited Choice Housing Finance Private Limited (Wef. October 18, 2021) Shreeyam Securities Limited (Formerly known as Escorts Securities Limited) (Wef. February 14, 2022) SKP Green Ventures Private Limited (wef. June 07, 2022) Bhadla Three SKP Green Ventures Private Limited (w.e.f June 24,2022) Fatehgarh Four SKP Green Ventures Private Limited (w.e.f June 25,2022) Bikaner Three SKP Green Ventures Private Limited (w.e.f June 29,2022)
b. Key Management Personnel (KMP) and their relatives	Vinita Patodia (Chairperson) Kamal Poddar (Managing Director) Suyash Patodia (Joint Managing Director) Arun Poddar (CEO) Shruti Patodia (Relative of KMP w.e.f.December 04, 2022) Santosh Poddar (Relative of KMP) Manju Poddar (Relative of KMP) Sonu Poddar (Relative of KMP) Meenu Bajaj (Relative of KMP) Hemlata Poddar (Relative of KMP)) Shreya Patodia (Relative of KMP) Ajay Kejriwal ( Executive Director) Babita Kejriwal( Relative of KMP) Rajendra Kejriwal ( Relative of KMP) Maltidevi Kejriwal ( Relative of KMP) Vijay Kejriwal ( Relative of KMP) Manisha Dattani ( Relative of KMP) Manoj Singhania ( CFO) Shweta Chaudhary ( Relative of KMP) Savita Singhania ( Relative of KMP) Murarilal Singhania ( Relative of KMP) Meena Singhania ( Relative of KMP) Karishma Shah (Company Secretary) Kkunal Parar (Relative of KMP) Praful Shah (Relative of KMP) Falguni Shah (Relative of KMP)

**Notes to Standalone financial statements for the year ended March 31, 2023**

Description of Relationship	Names of Related Parties
c. c. Individuals owning directly or indirectly interest in voting power that gives them control & their relatives	Kamal Poddar Hemlata Poddar Sunil Patodia Vinita Patodia Anil Patodia Archana Patodia Arun Poddar Sonu Poddar Shreya Patodia Suyash Patodia Aastha Patodia Ayush Patodia Patodia Properties Private Limited (w.e.f February 23, 2022) S. K. Patodia & Associates The Byke Hospitality Limited Hotel Relax Private Limited
d. Enterprises over which (B&C) are able to exercise significant influence	Manbhari Biofuel Private Limited. Shree Shakambhari Exims Private Limited (Formerly known as Upton Infrastructure Pvt. Ltd.) N S Technical Consultancy Private Limited (Formerly known as Wheresmypandit.com Pvt Ltd Samekit Learning Management Private Limited (Up to January 23, 2023) Thoughts Consultants Jaipur P L in JV with Choice Consultancy Services P L VSC Consulting Private JV with Choice Consultancy Services Private Limited (up to October 28, 2022) Infra Dev Consultants in JV with Choice Consultancy Services Pvt Ltd (up to October 28, 2022) CCSPL- I & R JV CCSPL - PD&EX JV (w.e.f. August 11, 2022) Choice Consultancy Services JV Mars Planning & Engineering (wef. 19-04-22) Choice Science Eduhub LLP Choice Soft Skills Training LLP Samank Consumer Products Private Limited (up to March 30, 2022) Samank Apparels Private Limited (up to October 18, 2021) Patodia Properties Private Limited (Formerly known as Choice Peers International Private Limited) Mumbai Vaish Seva Sansthan Farmer's Evolvement Foundation Anant Incense Enterprise De Starvings Couriers LLP Choice Strategic Advisors LLP Sunil Patodia Kiss Foundation (Formerly known as Lions Club of Mumbai Choice) Sunil Patodia Welfare Foundation (Formerly known as Lions Mumbai Choice Foundation) Rupang Properties Private Limited Optimo Investment Advisor Private Limited Acrotex Enterprises Pvt Ltd (w.e.f March 25, 2022) Sunil Patodia HUF Arun Poddar HUF Kamal Poddar HUF Anil Patodia HUF

**Notes to Standalone financial statements for the year ended March 31, 2023**

**(ii) Details of Related Party transactions during the year ended March 31, 2023 (Rs. in lakhs)**

Particulars	Subsidiaries	KMP	Relative of KMP	Enterprises over which (b) & (c) are able to exercise significant influence	Total
<b>Transactions</b>					
<b>Equity investments in</b>					
Choice Finserv Private Limited	2,500.07	-	-	-	2,500.07
Choice Portfolio Management Private Limited	100.00	-	-	-	100.00
	<b>2,600.07</b>	-	-	-	<b>2,600.07</b>
<b>Equity Investment sold in</b>					
Choice Portfolio Management Private Limited	210.89	-	-	-	210.89
	<b>210.89</b>	-	-	-	<b>210.89</b>
<b>Loan Given to-</b>					
Choice Finserv Private Limited	252.00	-	-	-	252.00
Choice Consultancy Services Private Limited	1,350.00	-	-	-	1,350.00
Choice Corporate Services Private Limited	75.86	-	-	-	75.86
Choice Connect Private Limited	312.72	-	-	-	312.72
Choice Wealth Private Limited	155.00	-	-	-	155.00
	<b>2,145.58</b>	-	-	-	<b>2,145.58</b>
<b>Loan Repayment received from-</b>					
Choice Finserv Private Limited	5,031.99	-	-	-	5,031.99
Choice Corporate Services Private Limited	12.37	-	-	-	12.37
Choice Wealth Private Limited	40.71	-	-	-	40.71
Choice Consultancy Services Private Limited	1,350.00	-	-	-	1,350.00
	<b>6,435.07</b>	-	-	-	<b>6,435.07</b>
<b>Gratuity Obligation transferred from-</b>					
Choice Insurance Broking India Private Limited	0.99	-	-	-	0.99
	<b>0.99</b>	-	-	-	<b>0.99</b>
<b>Deemed Investment in Subsidiaries through issue of ESOPs</b>					
Choice Equity Broking Private Limited	210.57	-	-	-	210.57
Choice Wealth Private Limited	5.37	-	-	-	5.37
Choice Capital Advisors Private Limited	26.83	-	-	-	26.83
Choice Consultancy Services Private Limited	81.81	-	-	-	81.81
Choice Techlab Solutions Private Limited	101.94	-	-	-	101.94
Choice Insurance Broking India Private Limited	13.41	-	-	-	13.41
Choice Finserv Private Limited	10.73	-	-	-	10.73
Choice Connect Private Limited	38.90	-	-	-	38.90
	<b>489.56</b>	-	-	-	<b>489.56</b>
<b>Revenue from Operations</b>					
<b>Income from Business Support Services-</b>					
Choice Equity Broking Private Limited	237.40	-	-	-	237.40
Choice Wealth Private Limited	2.65	-	-	-	2.65
Choice Capital Advisors Private Limited	37.69	-	-	-	37.69
Choice Corporate Services Private Limited	1.15	-	-	-	1.15
Choice Consultancy Services Private Limited	123.26	-	-	-	123.26
Choice Techlab Solutions Private Limited	56.99	-	-	-	56.99
Choice Insurance Broking India Private Limited	38.84	-	-	-	38.84
Choice Portfolio Management Private Limited	1.38	-	-	-	1.38
Choice Finserv Private Limited	5.78	-	-	-	5.78
The Byke Hospitality Limited	-	-	-	72.00	72.00
S K Patodia & Associates	-	-	-	126.37	126.37
	<b>505.14</b>	-	-	<b>198.37</b>	<b>703.51</b>

**Notes to Standalone financial statements for the year ended March 31, 2023**

**(ii) Details of Related Party transactions during the year ended March 31, 2023 (Continued) (Rs. in lakhs)**

Particulars	Subsidiaries	KMP	Relative of KMP	Enterprises over which (b) & (c) are able to exercise significant influence	Total
<b>Interest on Loans</b>					
Choice Finserv Private Limited	520.09	-	-	-	520.09
Choice Consultancy Services Private Limited	42.46	-	-	-	42.46
Choice Corporate Services Private Limited	3.32	-	-	-	3.32
Choice Connect Private Limited	17.46	-	-	-	17.46
Choice Wealth Private Limited	8.10	-	-	-	8.10
	<b>591.43</b>	-	-	-	<b>591.43</b>
<b>Other Income</b>					
Choice Equity Broking Private Limited	0.11	-	-	-	0.11
	<b>0.11</b>	-	-	-	<b>0.11</b>
<b>DMAT Expenses</b>					
Choice Equity Broking Private Limited	0.02	-	-	-	0.02
	<b>0.02</b>	-	-	-	<b>0.02</b>
<b>Employee Benefit Expenses</b>					
Director remuneration *					
Kamal Poddar	-	60.00	-	-	60.00
Suyash Patodia	-	60.00	-	-	60.00
<b>Salary &amp; allowances</b>					
Manoj Singhania	-	33.00	-	-	33.00
Karishma Shah	-	19.59	-	-	19.59
<b>Reimbursement of Expenses</b>					
Karishma Shah	-	0.21	-	-	0.21
	<b>-</b>	<b>172.80</b>	-	-	<b>172.80</b>
<b>Balances outstanding at the end of the year</b>					
Loans- Current					
Choice Finserv Private Limited	481.33	-	-	-	481.33
Choice Corporate Services Private Limited	63.49	-	-	-	63.49
Choice Connect Private Limited	312.72	-	-	-	312.72
Choice Wealth Private Limited	114.29	-	-	-	114.29
	<b>971.83</b>	-	-	-	<b>971.83</b>
<b>Trade receivables</b>					
Choice Equity Broking Private Limited	112.92	-	-	-	112.92
Choice Wealth Management Private Limited	0.31	-	-	-	0.31
Choice Capital Advisors Private Limited	8.81	-	-	-	8.81
Choice Corporate Services Private Limited	0.47	-	-	-	0.47
Choice Consultancy Services Private Limited	14.41	-	-	-	14.41
Choice Techlab Solutions Private Limited	23.13	-	-	-	23.13
Choice Finserv Private Limited	3.40	-	-	-	3.40
Choice Insurance Broking India Private Limited	13.00	-	-	-	13.00
Choice Portfolio Management Private Limited	0.47	-	-	-	0.47
The Byke Hospitality Limited	-	-	-	58.32	58.32
S K Patodia & Associates	-	-	-	46.44	46.44
	<b>176.92</b>	-	-	<b>104.76</b>	<b>281.68</b>
<b>Other Current Assets</b>					
Choice Insurance Broking India Private Limited	0.99	-	-	-	0.99
Choice Equity Broking Private Limited	0.02	-	-	-	0.02
	<b>1.01</b>	-	-	-	<b>1.01</b>
<b>Other Current Financial Liabilities</b>					
Suyash Patodia	-	2.61	-	-	2.61
Manoj Singhania	-	1.75	-	-	1.75
Karishma Shah	-	1.90	-	-	1.90
	<b>-</b>	<b>6.26</b>	-	-	<b>6.26</b>
<b>Non Current Investments</b>					
Choice Equity Broking Private Limited	4,624.57	-	-	-	4,624.57
Choice Capital Advisors Private Limited	531.83	-	-	-	531.83
Choice Consultancy Services Private Limited	382.81	-	-	-	382.81
Choice Techlab Solutions Private Limited	101.94	-	-	-	101.94
Choice Connect Private Limited	38.90	-	-	-	38.90
Choice Wealth Private Limited	5.37	-	-	-	5.37
Choice Insurance Broking India Private Limited	72.81	-	-	-	72.81
Choice Finserv Private Limited	17,563.55	-	-	-	17,563.55
	<b>23,321.78</b>	-	-	-	<b>23,321.78</b>

## Notes to Standalone financial statements for the year ended March 31, 2023

### (ii) Details of Related Party transactions during the year ended March 31, 2022 (Rs. in lakhs)

Particulars	Subsidiaries	KMP	Relative of KMP	Enterprises over which (b) & (c) are able to exercise significant influence	Total
<b>Transactions</b>					
<b>Equity investments in</b>					
Choice Finserv Private Limited	7,000.18	-	-	-	7,000.18
Choice Insurance Broking India Private Limited	59.40	-	-	-	59.40
	<b>7,059.58</b>	-	-	-	<b>7,059.58</b>
<b>Stake purchased in Choice Insurance Broking India Private Limited from</b>					
Kamal Poddar	-	59.40	-	-	59.40
	-	<b>59.40</b>	-	-	<b>59.40</b>
<b>Loan Given to-</b>					
Choice Finserv Private Limited	3,771.00	-	-	-	3,771.00
	<b>3,771.00</b>	-	-	-	<b>3,771.00</b>
<b>Loan Repayment received from-</b>					
Choice Finserv Private Limited	2,469.47	-	-	-	2,469.47
	<b>2,469.47</b>	-	-	-	<b>2,469.47</b>
<b>Revenue from Operations</b>					
Income from Business Support Services-					
Choice Equity Broking Private Limited	193.74	-	-	-	193.74
Choice Wealth Management Private Limited	3.20	-	-	-	3.20
Choice Capital Advisors Private Limited	33.03	-	-	-	33.03
Choice Corporate Services Private Limited	0.37	-	-	-	0.37
Choice Consultancy Services Private Limited	117.18	-	-	-	117.18
Choice Techlab Solutions Private Limited	56.86	-	-	-	56.86
Choice Insurance Broking India Private Limited	20.11	-	-	-	20.11
Choice Portfolio Management Private Limited	0.76	-	-	-	0.76
Choice Finserv Private Limited	0.48	-	-	-	0.48
The Byke Hospitality Limited	-	-	-	72.00	72.00
S K Patodia & Associates	-	-	-	102.02	102.02
	-	-	-	-	-
	<b>425.73</b>	-	-	<b>174.02</b>	<b>599.75</b>
<b>Interest on Loans</b>					
Choice Finserv Private Limited	527.82	-	-	-	527.82
	<b>527.82</b>	-	-	-	<b>527.82</b>
<b>Employee Benefit Expenses</b>					
Director remuneration *	-	45.02	-	-	45.02
Salary & allowances					
Manoj Singhania	-	23.12	-	-	23.12
Karishma Shah	-	15.70	-	-	15.70
	-	<b>83.84</b>	-	-	<b>83.84</b>

## Notes to Standalone financial statements for the year ended March 31, 2023

### (ii) Details of Related Party transactions during the year ended March 31, 2022 (Continued) (Rs. in lakhs)

Particulars	Subsidiaries	KMP	Relative of KMP	Enterprises over which (b) & (c) are able to exercise significant influence	Total
<b>Balances outstanding at the end of the year</b>					
<b>Loans- Current</b>					
Choice Finserv Private Limited	5,261.32	-	-	-	5,261.32
	<b>5,261.32</b>	-	-	-	<b>5,261.32</b>
<b>Trade receivables-</b>					
Choice Equity Broking Private Limited	16.14	-	-	-	16.14
Choice Wealth Management Private Limited	0.64	-	-	-	0.64
Choice Capital Advisors Private Limited	1.16	-	-	-	1.16
Choice Corporate Services Private Limited	0.12	-	-	-	0.12
Choice Consultancy Services Private Limited	10.67	-	-	-	10.67
Choice Techlab Solutions Private Limited	10.34	-	-	-	10.34
Choice Finserv Private Limited	0.55	-	-	-	0.55
Choice Insurance Broking India Private Limited	2.45	-	-	-	2.45
Choice Portfolio Management Private Limited	0.46	-	-	-	0.46
The Byke Hospitality Limited	-	-	-	7.34	7.34
S K Patodia & Associates	-	-	-	10.34	10.34
	<b>42.53</b>	-	-	<b>17.68</b>	<b>60.21</b>
<b>Non Current Investments</b>					
Choice Equity Broking Private Limited	4,414.00	-	-	-	4,414.00
Choice Capital Advisors Private Limited	505.00	-	-	-	505.00
Choice Consultancy Services Private Limited	301.00	-	-	-	301.00
Choice Portfolio Management Services Private Limited	110.89	-	-	-	110.89
Choice Insurance Broking India Private Limited	59.40	-	-	-	59.40
Choice Finserv Private Limited	15,052.74	-	-	-	15,052.74
	<b>20,443.03</b>	-	-	-	<b>20,443.03</b>

\* Mr Arun Poddar has been appointed as an Executive Director w.e.f. February 08, 2022. He has not withdrawn remuneration for the period starting from February 08, 2022 to March 31, 2022

**Note:**

All related party transactions were entered at an arm's length basis and in the ordinary course of business. There are no materially significant related party transactions made by the Company with Promoters, Directors or Key Managerial Personnel, which may have a potential conflict with the interests of the Company at large.



## Notes to Standalone financial statements for the year ended March 31, 2023

### NOTE 37:- DISCLOSURE PURSUANT TO IND AS 1 "PRESENTATION OF FINANCIAL STATEMENTS"

Particulars	As at March 31, 2023				As at March 31, 2022			
	Date of Valuation	Carrying Value	Quoted Price in Active Market	Significant Observable inputs	Date of Valuation	Carrying Value	Quoted Price in Active Market	Significant Observable inputs
			(Level 1)	(Level 2)			(Level 1)	(Level 2)
<b>Financial Assets at Amortised Cost</b>								
<b>Non Current</b>								
Investment in subsidiaries	3/31/2023	23,321.76	-	-	3/31/2022	20,443.03	-	-
Investment in Other Company	3/31/2023	605.00	-	-	3/31/2022	555.00	-	-
Other Financial Assets	3/31/2023	4.52	-	-	3/31/2022	4.20	-	-
<b>Current</b>								
Trade Receivables	3/31/2023	281.68	-	-	3/31/2022	60.21	-	-
Cash and Cash Equivalents	3/31/2023	3,181.91	-	-	3/31/2022	27.57	-	-
Bank Balance other than above	3/31/2023	0.54	-	-	3/31/2022	1.72	-	-
Loans	3/31/2023	971.83	-	-	3/31/2022	5,261.33	-	-
Other Financial Assets	3/31/2023	-	-	-	3/31/2022	50.75	-	-
<b>Financial Liabilities at Amortised Cost</b>								
<b>Non Current</b>								
Borrowings	3/31/2023	3,574.65	-	-	3/31/2022	2,494.69	-	-
<b>Current</b>								
Borrowings	3/31/2023	418.18	-	-	3/31/2022	275.37	-	-
Trade Payables	3/31/2023	62.62	-	-	3/31/2022	35.61	-	-
Other Financial Liabilities	3/31/2023	10.60	-	-	3/31/2022	17.18	-	-

## Notes to Standalone financial statements for the year ended March 31, 2023

### NOTE 38:- FINANCIAL ASSETS AT AMORTISED COST METHOD

The carrying value of the following financial assets recognised at amortised cost:

Particulars	(Rs. in lakhs)	
	As at March 31, 2023	As at March 31, 2022
<b>Non-Current Financial Assets</b>		
Investments	23,926.78	20,998.03
Others	4.52	4.20
<b>Current Financial Assets</b>		
Trade receivables	281.68	60.21
Cash and Cash Equivalents	3,181.91	27.57
Other bank balances	0.54	1.72
Loans	971.83	5,261.33
Other Financial Assets	-	50.75
<b>Total</b>	<b>28,367.26</b>	<b>26,403.81</b>

Note: The fair value of the above financial assets are approximately equivalent to carrying values as recognised above.

### NOTE 39:- FINANCIAL LIABILITIES AT AMORTISED COST METHOD

The carrying value of the following financial liabilities recognised at amortised cost:

Particulars	(Rs. in lakhs)	
	As at March 31, 2023	As at March 31, 2022
<b>Non Current Financial Liabilities</b>		
Borrowings	3,574.65	2,494.69
<b>Current Financial Liabilities</b>		
Borrowings	418.18	275.37
Trade Payable	62.62	35.61
Other Financial Liabilities	10.60	17.18
<b>Total</b>	<b>4,066.05</b>	<b>2,822.85</b>

Note: The fair value of the above financial liabilities are approximately equivalent to carrying values as recognised above.

### NOTE 40:- FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

Note: There are no such financial assets.

## Notes to Standalone financial statements for the year ended March 31, 2023

### NOTE 41 : FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

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

The Company is exposed to market risk, credit risk and liquidity risk. The below note explains the sources of risk which the entity is exposed to and how the entity manages the risk :

Risk	Exposure arising from	Measurement	Management
Credit Risk	Cash and cash equivalents, trade receivables, financial instruments, Fixed Deposit with Banks, financial assets measured at amortised cost.	"Aging analysis and Credit ratings"	Diversification of Existing credit limits Unutilised from Consortium Bankers.
Liquidity Risk	Borrowings and other liabilities	Rolling cash flow forecasts	Availability of committed credit lines and borrowing facilities
Market Risk - foreign exchange	Future commercial transactions. Recognised financial liabilities not denominated in Indian Rupee (INR)	Cash flow forecasting and Sensitivity analysis	Forward foreign exchange contracts.
Market Risk - interest rate	Long-Term borrowings at variable rates	Sensitivity analysis	Interest rate swaps

#### Credit Risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including Fixed deposits with banks and financial institutions and other financial instruments.

#### Financial instruments and cash deposits

Credit risk from balances with banks and financial institutions is managed by the Company's finance department in accordance with the Company's policy. Investments of surplus funds are made generally in the fixed deposits and for funding to subsidiary company. The investment limits are set to minimise the concentration of risks and therefore mitigate financial loss to make payments for vendors.

The Company's maximum exposure to credit risk for the components of the balance sheet at March 31, 2023 and March 31, 2022 is the carrying amounts as stated in balance sheet except for balances of subsidiary company.

#### Liquidity Risk

The Company monitors its risk of a shortage of funds using a liquidity planning tool.

The Company's objective is to maintain a balance between continuity of funding and flexibility through the use of bank loans and unsecured loans. The Company has access to a sufficient variety of sources of funding which can be rolled over with existing lenders. The Company believes that the working capital is sufficient to meet its current requirements.

The table below provides details regarding the maturities of significant financial liabilities as of March 31, 2023 and March 31, 2022:

Particulars	(Rs. in lakhs)				
	0 to 1 year	1 to 3 year	3 to 5 years	After 5 years	Total
<b>Year ended March 31, 2023</b>					
Secured Loans	414.39	845.41	869.10	1,863.92	3,992.82
Unsecured Loans	-	-	-	-	-
Trade Payables	62.62	-	-	-	62.62
Other financial liabilities	10.60	-	-	-	10.60

## Notes to Standalone financial statements for the year ended March 31, 2023

(Rs. in lakhs)

Particulars	0 to 1 year	1 to 3 year	3 to 5 years	After 5 years	Total
<b>Year ended March 31, 2022</b>					
Secured Loans	276.98	645.12	795.14	1,071.36	2,788.61
Trade Payables	35.61	-	-	-	35.61
Other financial liabilities	17.18	-	-	-	17.18

#### Market Risk

The Company manages market risk through a corporate treasury department, which evaluates and exercises independent control over the entire process of market risk management. The corporate treasury department recommends risk management objectives and policies, which are approved by senior management and Audit Committee. The activities of this department include management of cash resources, implementing hedging strategies for foreign currency exposures, borrowing strategies, and ensuring compliance with market risk limits and policies.

#### Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's long-term debt obligations with floating interest rates.

The Company manages its interest rate risk by having a balanced portfolio of fixed and variable rate loans and borrowings. The Company's policy is to keep balance between its borrowings at fixed rates of interest. The difference between fixed and variable rate interest amounts calculated by reference to an agreed-upon notional principal amount.

The exposure of the Company to interest rate changes at the end of the reporting period are as under:

(Rs. in lakhs)

Particulars	As at	As at
	March 31, 2023	March 31, 2022
Variable Rate Borrowing	3,992.83	2,770.06
Fixed Rate Borrowing	-	-
<b>Total</b>	<b>3,992.83</b>	<b>2,770.06</b>

#### Interest rate sensitivity

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of loans and borrowings affected, after the impact of hedge accounting. With all other variables held constant, the Company's profit before tax is affected through the impact on floating rate borrowings, as follows:

(Rs. in lakhs)

Particulars	Increase/ Decrease in basis points	Effect on Profit before Tax
	<b>March 31, 2023</b>	+ 1%
	+ 1%	39.93
<b>March 31, 2022</b>	+ 1%	(27.70)
	- 1%	27.70

#### Equity price risk

The Company's investments in non listed equity securities are accounted at cost in the financial statements net of impairment. The expected cash flows from these entities are regularly monitored internally and also independently, wherever necessary, to identify impairment indicators.

## Notes to Standalone financial statements for the year ended March 31, 2023

### NOTE 42 : CAPITAL MANAGEMENT

Particulars	(Rs. in lakhs)	
	As at March 31, 2023	As at March 31, 2022
<b>A) Net Debt</b>		
Borrowings (Current and Non-Current)	3,992.83	2,770.06
Less: Cash and cash equivalents	3,181.91	27.57
<b>Net Debt (A)</b>	<b>810.92</b>	<b>2,742.49</b>
<b>B) Equity</b>		
Equity share capital	9,951.20	4,975.60
Other Equity	20,395.69	24,692.83
<b>Total Equity (B)</b>	<b>30,346.89</b>	<b>29,668.43</b>
<b>Gearing Ratio (Net Debt / Capital) i.e. (A / B)</b>	<b>2.67%</b>	<b>9.24%</b>

No changes were made in the objectives, policies or processes for managing capital during the year ended March 31, 2023 and March 31, 2022.

### NOTE 43 : SEGMENT INFORMATION:

Operating segments are defined as components of an enterprise for which discrete financial information is available that is evaluated regularly by the chief operating decision maker, in deciding how to allocate resources and assessing performance. The Group's chief operating decision maker is the Chief Executive Officer and Managing Director. Pursuant to surrendering its license, the main Business of the Company is investing and financing to the Subsidiaries and providing support services to the Group Companies. Further all activities are carried out within India. Accordingly, Segment Reporting in accordance with Ind Accounting Standard - 108 "Operating Segment" issued by the Institute of Chartered Accountants of India and adopted by Companies (Accounting Standard) Rules, 2015 is not applicable to the Company.

### NOTE 44 : RATIOS:

The Ratios for the year ended March 31, 2023 and March 31, 2022 are as follows:

Particulars	Numerator	Denominator	(Rs. in lakhs)		
			As at March 31, 2023	As at March 31, 2022	Variance (in %)
Current Ratio1	Current Assets	Current Liabilities	8.49	15.54	-45.35%
Debt Equity Ratio2	Total Debt (Short Term and Long Term)	Shareholder's Fund	0.13	0.09	40.92%
Debt Service Coverage Ratio3	Earnings available for debt service	Total Debt (Short Term and Long Term)	0.16	0.22	-27.34%
Return on Equity	Net Profit After tax	Average Shareholder's Fund	0.01	0.01	-22.09%
Trade Receivable Turnover Ratio4	Revenue	Average Trade Receivables	7.58	19.85	-61.84%
Trade Payable Turnover Ratio	Purchase of Service and Other Expenses	Average Trade Payables	7.80	7.62	2.37%
Net Capital Turnover Ratio5	Revenue	Working Capital	0.33	0.22	48.05%
Net Profit Ratio 6	Net Profit After tax	Revenue	0.18	0.22	-18.19%
Return on Capital Employed	Earnings Before Interest and taxes	Capital Employed (Total Assets- Current Liabilities)	0.02	0.02	-9.71%
Return on Investment	No returns have been earned on investment hence It is not applicable to the Company				
Inventory Turnover Ratio	No Inventories held by the company hence it is not applicable to the Company				

## Notes to Standalone financial statements for the year ended March 31, 2023

- (1) Increase in the current liabilities and decrease in the current assets has caused decline in the Current ratio.
- (2) Increase in debt and decrease in retained earnings in the current year carries the ratio in the lower side.
- (3) There is a decrease in EBITD and increase in debt position in current year which has impaired debt service coverage ratio.
- (4) Delayed recovery of debtors in current year weakens the ratio.
- (5) Increase in Revenue and decrease in working capital improved the ratio.
- (6) Decrease in net profit in the current year weakens the ratio.

### NOTE 45 : DETAILS OF LOANS GIVEN, INVESTMENT MADE AND GUARANTEE GIVEN COVERED U/S 186(4) OF THE COMPANIES ACT, 2013:

#### (1) Investments made by the Company

Name of the Companies	(Rs. in lakhs)			
	Investment made during the current year	Balance as at March 31, 2023	Investment made during the previous year	Balance as at March 31, 2022
Choice Portfolio Management Services Private Limited	100.00	-	-	110.89
Choice Finserv Private Limited	2,500.07	17,552.82	7,000.18	15,052.74
Choice Insurance Broking India Private Limited			59.40	59.40
Fly HI Financial Services Private Limited	50.00	605.00	555.00	555.00

#### (2) Loans given by the Company

Name of the Company	Rate of Interest	Due Date	Secured/unsecured	Purpose of Loan	(Rs. in lakhs)	
					Balance as at March 31, 2023	Balance as at March 31, 2022
Choice Finserv Private Limited	12 % (March 31, 2022- 11%)	Repayable on demand	Unsecured	General Business Purpose	481.33	5,261.33
Choice Corporate Services Private Limited	12%	Repayable on demand	Unsecured	General Business Purpose	63.49	-
Choice Connect Private Limited	12%	Repayable on demand	Unsecured	General Business Purpose	312.72	-
Choice Wealth Private Limited	12%	Repayable on demand	Unsecured	General Business Purpose	114.29	-

#### (3) Corporate Guarantee given by the Company in respect of loans

Name of the Company	Secured/unsecured	Purpose of Loan	(Rs. in lakhs)	
			Balance as at March 31, 2023	Balance as at March 31, 2022
Choice Consultancy Services Private Limited	Secured	General Business Purpose	1,889.30	501.39
Choice Equity Broking Private Limited	Secured	General Business Purpose	7,892.25	5,242.25
Choice Finserv Private Limited	Secured	General Business Purpose	6,063.63	-

### NOTE 46 : UTILISATION OF BORROWED FUNDS AND SHARE PREMIUM:

The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

- 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 to or on behalf of the ultimate beneficiaries

The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the group shall:

- directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
- provide any guarantee, security or the like on behalf of the ultimate beneficiaries

## Notes to Standalone financial statements for the year ended March 31, 2023

### NOTE 47 : UNDISCLOSED INCOME:

There have been no transactions which have not been recorded in the books of accounts, that have been surrendered or disclosed as income during the year ended March 31, 2023 and March 31, 2022, in the tax assessments under the Income Tax Act, 1961. There have been no previously unrecorded income and related assets which were to be properly recorded in the books of account during the year ended March 31, 2023 and March 31, 2022.

### NOTE 48 : UTILISATION OF BORROWINGS AVAILED FROM BANKS AND FINANCIAL INSTITUTIONS:

The borrowings obtained by the Company from financial institution has been applied for the purposes for which such loans were taken.

### NOTE 49 : DISCLOSURE RELATING TO BENAMI PROPERTY HELD:

No proceedings have been initiated on or are pending against the Company for holding benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and Rules made thereunder

### NOTE 50 : WILFUL DEFAULTER:

The Company has not been declared wilful defaulter by any bank or financial institutions or government or any government authority.

### NOTE 51 : COMPLIANCE WITH NUMBER OF LAYERS OF COMPANIES:

The Company has complied with the number of layers prescribed under clause 87 of section 2 of the Companies Act, 2013 read with Companies (restriction on number of layers) Rules, 2017

### NOTE 52 : DETAILS OF CRYPTO CURRENCY OR VIRTUAL CURRENCY:

The Company has not traded or invested in crypto currency or virtual currency during the current or previous year.

### NOTE 53 : RELATIONSHIP WITH STRUCK OFF COMPANIES:

The Company has not entered in any transactions with companies struck off under section 248 of the Companies Act ,2013. or section 560 of Companies Act 1956.

### NOTE 54 : EXPENDITURE ON CORPORATE SOCIAL RESPONSIBILITY:

As per Section 135 of the Companies Act, 2013, the Company is not mandatorily required to spend on corporate social responsibility (CSR) activities.

### NOTE 55 : REGISTRATION OF CHARGES OR SATISFACTION WITH REGISTRAR OF COMPANIES (ROC)

The Company has completed the process of creation and satisfaction the charges with Registrar of Companies (ROC) within the statutory timeline.

### NOTE 56 : TITLE DEEDS OF IMMOVABLE PROPERTIES NOT HELD IN NAME OF THE COMPANY

There are no instances where the title deeds of immovable property (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) are not held in the name of the Company.

### NOTE 57 : COMPLIANCE WITH APPROVED SCHEME(S) OF ARRANGEMENTS

The Company has not entered into any scheme of arrangement which has an accounting impact on current or previous financial year.

### NOTE 58 : THE SOCIAL SECURITY CODE, 2020

The Code on Social Security 2020 (the Code) relating to employee benefits, during the employment and post-employment, has received Presidential assent on September 28, 2020. The Code has been published in the Gazette of India. Further, the Ministry of Labour and Employment has released draft rules for the Code on November 13, 2020. However, the effective date from which the changes are applicable is yet to be notified and rules for quantifying the financial impact are also not yet issued. The Company will assess the impact of the Code and will give appropriate impact in the financial statements in the period in which, the Code becomes effective and the related rules to determine the financial impact are published. Based on a preliminary assessment, the entity believes the impact of the change will not be significant.

### NOTE 59 : SUBSEQUENT EVENT

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

As per our report of even date attached

**For M S K A & Associates**  
Chartered Accountants  
Firm Registration Number : 105047W

Sd/-

**Tushar Kurani**  
Partner  
Membership Number :118580  
Place : Mumbai  
Date : May 04, 2023

**For and on behalf of the Board of Directors**  
Choice International Limited  
CIN-L67190MH1993PLC071117

Sd/-

**Kamal Poddar**  
Managing Director  
DIN: 01518700

Sd/-

**Ajay Kejriwal**  
Director  
DIN: 03051841

Sd/-

**Karishma Shah**  
Company Secretary

Sd/-

**Arun Kumar Poddar**  
Director & CEO  
DIN: 02819581

Sd/-

**Manoj Singhania**  
Chief Financial Officer

Place : Mumbai  
Date : May 04, 2023

# Consolidated Audit Report

## INDEPENDENT AUDITOR'S REPORT

### To the Members of Choice International Limited Report on the Audit of the Consolidated Financial Statements

#### Opinion

We have audited the accompanying consolidated financial statements of **Choice International Limited** (hereinafter referred to as the "Holding Company"), its subsidiaries (Holding Company and its subsidiaries together referred to as "the Group") and its jointly controlled operations which comprise the Consolidated Balance Sheet as at March 31, 2023, and the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows for the year then ended, and notes to the Consolidated Financial Statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, and based on consideration of reports of other auditors on separate financial statements and on the other financial information of subsidiaries and jointly controlled operations referred to in the Other Matters section below, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with Companies (Indian Accounting Standards) Rules, 2015 ("Ind AS") and other accounting principles generally accepted in India, of their consolidated state of affairs of the Group as at March 31, 2023, and their consolidated profit and other comprehensive income, consolidated changes in equity and their consolidated cash flows for the year then ended.

#### 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 SAs 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 and its jointly controlled operations in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in terms of the Code of Ethics issued by Institute of Chartered Accountant of India ("ICAI"), and the relevant provisions of the Act and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained and on consideration of audit reports of other auditors referred to in paragraph (a) and (b) of the "Other Matters" section below, is sufficient and appropriate to provide a basis for our opinion.

#### Key Audit Matters

Key audit matters are those matters that, in our professional

judgment, were of most significance in our audit of the consolidated financial statements for the year ended March 31, 2023. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined that there are no key audit matters to communicate in our report.

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

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

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

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

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

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

The Holding Company's Board of Directors is responsible for the preparation and presentation of these consolidated financial statements in term of the requirements of the Act that give a true and fair view of the consolidated financial position, consolidated financial performance, consolidated changes in equity and consolidated cash flows of the Group including its Jointly controlled operations in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act. The respective Board of Directors of the companies included in the Group and of jointly controlled operations are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring

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 statements, the respective Board of Directors of the companies included in the Group and of its jointly controlled operations are responsible for assessing the ability of the Group and of its jointly controlled operations to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Board of Directors either intends to liquidate their respective companies or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group and of its jointly controlled operations are responsible for overseeing the financial reporting process of the Group and of its jointly controlled operations.

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

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

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3) (i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to consolidated financial

statements in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by Management.
- Conclude on the appropriateness of Management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group and its jointly controlled operations to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group and its jointly controlled operations to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group and its jointly controlled operations to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

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

**Other Matters**

- a. We did not audit the financial statements of 13 subsidiaries and step-down subsidiaries, whose financial statements reflect Group's share of total assets of Rs. 42,451 lakhs as at March 31, 2023, Group's share of total revenues of Rs. 9,807 lakhs and net cash flows amounting to Rs. 6,171.07 lakhs for the year ended on that date, as considered in the consolidated financial statements. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, and our report in terms of sub-section (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries is based solely on the reports of the other auditors.
- b. We did not audit the financial statements of 4 jointly controlled operations included in the financial statement of the Company included in the Group whose financial statements reflect total assets of Rs. 2,246 lakhs as at March 31, 2023, total revenues of Rs. 5,843 lakhs for the year ended on that date, as considered in the respective audited financial statements. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these jointly controlled operations, and our report in terms of sub-section (3) of Section 143 of the Act, in so far as it relates to the aforesaid jointly controlled operations is based solely on the reports of the other auditors.
- c. The consolidated financial statements of the Company for the year ended March 31, 2022, were audited by another auditor whose report dated May 24, 2022 expressed an unmodified opinion on those statements.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors.

**Report on Other Legal and Regulatory Requirements**

1. As required by Section 143(3) of the Act, we report, to the extent applicable, that:
  - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
  - b. In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.

- c. The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including other comprehensive income), the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flow dealt with by this report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
- d. In our opinion, the aforesaid consolidated financial statements comply with the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act.
- e. On the basis of the written representations received from the directors of the Holding Company as on March 31, 2023 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies and jointly controlled operations incorporated in India, none of the directors of the Group companies and its jointly controlled operations incorporated in India are disqualified as on March 31, 2023 from being appointed as a director in terms of Section 164 (2) of the Act.
- f. With respect to the adequacy of internal financial controls with reference to consolidated financial statements of the Group and its jointly controlled operations incorporated in India and the operating effectiveness of such controls, refer to our separate report in "Annexure A".
- g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - i. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group and its jointly controlled operations. Refer note 53 to the consolidated financial statements.
  - ii. The Group and its jointly controlled operations did not have any material foreseeable losses on long-term contracts including derivative contracts.
  - iii. Following are the instances of delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund.

Sr. No.	Name of Company	Date of Payment	Amount in Rs.	No of days delay
1.	Choice International Limited	November 25, 2022	70,008	24

- iv.
    - (1) The respective Managements of the Holding Company, its subsidiaries and jointly controlled operations incorporated in India whose financial statements have been audited under the Act have represented to us that, to the best of their knowledge and belief, as disclosed in the Note 56 to the consolidated financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company or such subsidiary and jointly controlled operation 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, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Holding Company or such subsidiary and jointly controlled operations ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
    - (2) The respective Managements of the Holding Company, its subsidiaries and jointly controlled operations, which are companies incorporated in India whose financial statements have been audited under the Act have represented to us that, to the best of their knowledge and belief, as disclosed in the Note 56 to consolidated financial statements, no funds have been received by the Holding Company or such subsidiary and jointly controlled operations from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding Company or such subsidiary and jointly controlled operations shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
    - (3) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances performed by us whose financial statements have been audited under the Act, and according to the information and explanations provided to us by the Management of the Holding company and its subsidiary and jointly controlled operations in this regard nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e) as provided under (1) and (2) above, contain any material mis-statement.
  - v. The Holding Company and its subsidiary has neither declared nor paid any dividend during the year.
  - vi. As proviso to rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable for the Holding Company and its subsidiary companies and jointly controlled operations incorporated in India only w.e.f. April 1, 2023, reporting under this clause is not applicable.
2. In our opinion, according to information, explanations given to us, the remuneration paid to directors, by the Holding Company, its subsidiaries and its joint controlled operations, wherever section 197 is applicable, is as per the rules prescribed under Section 197 of the Act.
  3. According to the information and explanations given to us and based on the CARO reports issued by us for the Holding Company and on consideration of CARO reports issued by the statutory auditors of respective companies included in the consolidated financial statements of the Group to which reporting under CARO is applicable, we report that there are no Qualifications/adverse remarks.

**For M S K A & Associates**  
**Chartered Accountants**  
ICAI Firm Registration Number. 105047W

Sd/-  
**Tushar Kurani**  
Partner  
Membership Number.: 118580  
UDIN: 23118580BGXRPY8755

Mumbai  
May 04, 2023

**ANNEXURE A**

**TO THE INDEPENDENT AUDITOR'S REPORT OF  
EVEN DATE ON THE CONSOLIDATED FINANCIAL STATEMENTS  
OF CHOICE INTERNATIONAL LIMITED**

[Referred to in paragraph 1 (f) under 'Report on Other Legal and Regulatory Requirements' in the Independent Auditors' Report of even date to the Members of Choice International Limited on the consolidated Financial Statements for the year ended March 31, 2023]

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

**Opinion**

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended March 31, 2023, we have audited the internal financial controls reference to consolidated financial statements of Choice International Limited (hereinafter referred to as "the Holding Company"), its subsidiary companies (the Holding Company and its subsidiaries together referred to as "the Group") and its jointly controlled operations, which are companies incorporated in India, as of that date.

In our opinion, and to the best of our information and according to the explanations given to us, the Holding Company, its subsidiaries and jointly controlled operations, which are companies incorporated in India, have, in all material respects, an adequate internal financial controls with reference to consolidated financial statements and such internal financial controls with reference to consolidated financial statements were operating effectively as at March 31, 2023, based on the internal with reference to consolidated financial statements criteria established by the respective companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India ("the ICAI").

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

The respective Board of Directors of the Holding company, its subsidiary companies and jointly controlled operations, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control with reference to consolidated financial statements criteria established by the respective companies considering the essential components of internal control stated in 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 the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely

preparation of reliable financial information, as required under the Act.

**Auditor's Responsibility**

Our responsibility is to express an opinion on the internal financial controls with reference to consolidated financial statements of the Holding company, its subsidiary companies and jointly controlled operations, which are companies incorporated in India, based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the ICAI and the Standards on Auditing prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to consolidated financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls 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 judgement, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matter paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to consolidated financial statements of the Holding Company, its subsidiary companies and jointly controlled operations, which are companies incorporated in India.

**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 consolidated 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 consolidated financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the consolidated financial statements.

**Inherent Limitations of Internal Financial Controls 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 not be detected. Also, projections of any evaluation of the internal financial controls with reference to consolidated financial statements to future periods are subject to the risk that the internal financial control with reference to consolidated financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**Other Matter**

Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to consolidated financial statements insofar as it relates to 13 subsidiary companies and 4 jointly controlled companies, which are companies incorporated in India, is based on the corresponding reports of the auditors of such companies incorporated in India.

**For M S K A & Associates  
Chartered Accountants  
ICAI Firm Registration Number. 105047W**

**Sd/-  
Tushar Kurani  
Partner  
Membership Number.: 118580  
UDIN: 23118580BGXRPY8755**

Mumbai  
May 04, 2023

# Consolidated Financial Statements



**CONSOLIDATED BALANCE SHEET AS AT MARCH 2023**

(Rs.in lakhs)			
Particulars	Note No.	As at March 31, 2023	As at March 31, 2022
<b>Assets</b>			
<b>Non Current Assets:</b>			
(a) Property, Plant and Equipment	3	9,556.57	7,260.25
(b) Capital Work-In-Progress	3	18.25	-
(c) Investment Property	4	158.51	120.00
(d) Goodwill	5	825.00	825.00
(e) Other Intangible Assets	5	2,089.38	520.97
(f) Intangible Assets Under Development	5	484.07	38.13
(g) Financial Assets			
(i) Investments	6	1,055.00	1,005.26
(ii) Loans	7	8,135.31	-
(iii) Other Financial Assets	8	822.85	1,700.01
(h) Income Tax Assets (Net)	9	605.63	413.38
(i) Deferred Tax Assets (Net)	10	133.06	140.26
(j) Other Non-Current Assets	11	243.83	325.30
(k) Goodwill on Consolidation		-	108.77
		<b>24,127.46</b>	<b>12,457.33</b>
<b>Current Assets:</b>			
(a) Financial Assets			
(i) Securities held for Trade	12	762.89	2,370.34
(ii) Investments	13	54.44	51.78
(iii) Trade Receivables	14	11,550.87	8,159.53
(iv) Cash and Cash Equivalents	15	8,732.94	2,561.87
(v) Bank balances other than above	16	16,463.65	11,338.68
(vi) Loans	17	15,519.32	32,349.18
(vii) Other Financial Assets	18	32,577.73	26,101.04
(c) Other Current Assets	19	1,054.39	2,370.83
		<b>86,716.23</b>	<b>85,303.25</b>
<b>Total Assets</b>		<b>1,10,843.69</b>	<b>97,760.58</b>

Particulars	Note No.	As at March 31, 2023	As at March 31, 2022
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
(a) Equity Share Capital	20	9,951.20	4,975.60
(b) Other Equity	20 (a)	37,778.46	36,021.44
(c) Non Controlling Interests	20 (b)	478.23	79.87
		<b>48,207.89</b>	<b>41,076.91</b>
<b>Liabilities</b>			
<b>Non Current Liabilities</b>			
(a) Financial Liabilities			
(i) Borrowings	21	8,939.55	3,663.78
(ii) Other Financial Liabilities	22	599.97	24.24
(b) Provisions	23	486.37	305.53
(c) Deferred Tax Liabilities (Net)	24	397.10	494.10
(d) Other non-current liabilities	25	1,573.54	2.23
		<b>11,996.53</b>	<b>4,489.88</b>
<b>Current Liabilities</b>			
(a) Financial Liabilities			
(i) Borrowings	26	11,626.42	18,235.35
(ii) Trade Payables	27		
Total outstanding dues of micro enterprises and small enterprises		265.26	351.52
Total outstanding dues of creditors other than micro enterprises and small enterprises		2,606.28	1,395.00
(iii) Other Financial Liabilities	28	29,974.31	29,596.07
(b) Other Current Liabilities	29	5,368.61	1,834.94
(c) Provisions	30	798.39	780.91
		<b>50,639.27</b>	<b>52,193.79</b>
<b>Total Assets</b>		<b>110,843.69</b>	<b>97,760.58</b>

Corporate information and Significant Accounting Policies - Note No 1 - 2

The notes referred to above are an integral part of the consolidated financial statements - Note No 3 - 70

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

**For M S K A & Associates**  
Chartered Accountants  
Firm Registration Number : 105047W

**Sd/-**  
**Tushar Kurani**  
Partner  
Membership Number :118580  
Place : Mumbai  
Date : May 04, 2023

**For and on behalf of the Board of Directors**  
Choice International Limited  
CIN-L67190MH1993PLC071117

**Sd/-**  
**Kamal Poddar**  
Managing Director  
DIN: 01518700

**Sd/-**  
**Ajay Kejriwal**  
Director  
DIN: 03051841

**Sd/-**  
**Karishma Shah**  
Company Secretary

**Sd/-**  
**Arun Kumar Poddar**  
Director & CEO  
DIN: 02819581

**Sd/-**  
**Manoj Singhania**  
Chief Financial Officer

Place : Mumbai  
Date : May 04, 2023

**CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2023**

(Rs.in lakhs)

Particulars	Note No.	For the year ended March 31, 2023	For the year ended March 31, 2022
<b>I Revenue from Operations</b>	31	38,507.47	28,372.54
Other Income	32	1,010.12	223.05
<b>Total Income</b>		<b>39,517.59</b>	<b>28,595.59</b>
<b>II Expenses</b>			
Employee Benefits Expense	33	10,895.89	5,695.04
Finance Costs	34	2,192.30	1,533.12
Depreciation and Amortization Expense	35	479.81	337.63
Other Expenses	36	17,754.43	13,666.23
<b>Total Expenses</b>		<b>31,322.43</b>	<b>21,232.01</b>
<b>III Profit before exceptional items and tax (I- II)</b>		<b>8,195.16</b>	<b>7,363.58</b>
<b>IV Exceptional items</b>		-	-
<b>V Profit before tax (III-IV )</b>		<b>8,195.16</b>	<b>7,363.58</b>
<b>VI Tax Expenses:</b>			
Current Tax		2,306.60	1,871.96
Earlier Years Tax Expense		34.47	87.41
Deferred Tax		(152.70)	43.76
<b>Total Tax Expenses</b>		<b>2,188.37</b>	<b>2,003.13</b>
<b>VII Profit for the year from continuing operations(V-VI)</b>		<b>6,006.79</b>	<b>5,360.45</b>
<b>VIII Other Comprehensive Income</b>			
Items that will not be reclassified to profit or loss			
Re-measurement gains/ (losses) on defined benefit obligations		(56.93)	(9.32)
Fair Valuation Gain/ (Loss) on Investment		-	-
Tax Effect on above		13.94	2.46
<b>Other Comprehensive Income/ (Loss) for the year, net of tax</b>		<b>(42.99)</b>	<b>(6.86)</b>
<b>IX Total Comprehensive Income for the year (VII+VIII) (Comprising Profit and Other Comprehensive Income for the year) attributable to:</b>		<b>5,963.80</b>	<b>5,353.59</b>
<b>X Profit Attributable to</b>			
Owners of the Company		6,037.77	5,357.62
Non - Controlling interests		(30.98)	2.83
<b>XI Other Comprehensive Income attributable to</b>			
Owners of the Company		(42.99)	(6.86)
Non - Controlling interests		-	-

Particulars	Note No.	For the year ended March 31, 2023	For the year ended March 31, 2022
<b>XII Total Comprehensive Income attributable to</b>			
Owners of the Company		5,994.78	5,350.76
Non - Controlling interests		(30.98)	2.83
<b>XIII Earnings Per Equity Share (Face Value ` 10 Per Share):</b>	37		
Basic (₹)		6.04	6.04
Diluted (₹)		6.01	6.04

"Summary of Significant Accounting Policies" (1-2)

The Notes referred to above are an integral part of the consolidated financial statements. (3 - 70)

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

**For M S K A & Associates**  
Chartered Accountants  
Firm Registration Number : 105047W

Sd/-

**Tushar Kurani**  
Partner  
Membership Number :118580  
Place : Mumbai  
Date : May 04, 2023

**For and on behalf of the Board of Directors**  
Choice International Limited  
CIN-L67190MH1993PLC071117

Sd/-

**Kamal Poddar**  
Managing Director  
DIN: 01518700

Sd/-

**Ajay Kejriwal**  
Director  
DIN: 03051841

Sd/-

**Karishma Shah**  
Company Secretary

Sd/-

**Arun Kumar Poddar**  
Director & CEO  
DIN: 02819581

Sd/-

**Manoj Singhania**  
Chief Financial Officer

Place : Mumbai  
Date : May 04, 2023

**CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2023**

Particulars	(Rs.in lakhs)	
	For the year ended March 31, 2023	For the year ended March 31, 2022
<b>A. Cash Flow from Operating Activities</b>		
Net profit before tax	8,195.16	7,363.58
<b>Adjustments:</b>		
Depreciation and amortisation	479.81	337.63
Employee share based payments	493.45	-
Finance costs	2,192.30	1,533.12
Interest Income	(755.66)	(1,319.91)
Sundry Balance written off	3.33	(1.41)
Allowance of credit loss	136.77	13.36
Fair Value (Gain) on Investment	(2.66)	(3.76)
(Gain) on sale of Assets	(0.33)	-
Provision for Standard loan assets, Bad & Doubtful Debts, Bad debts written off	(49.28)	45.23
Loss on sale of Investment	-	-
Fair value loss/(gain) on securities held for trade	204.76	-
Bad debts written off	(33.21)	40.25
Provision for Doubtful debts	104.04	32.85
<b>Operating profit before working capital changes</b>	<b>10,968.48</b>	<b>8,040.94</b>
<b>Changes in Working Capital</b>	<b>17,832.38</b>	<b>(9,174.37)</b>
Movements in assets and liabilities :		
Decrease/(Increase) in Securities held for trade	1,402.70	(1,497.86)
(Increase)/ Decrease/ in Trade receivables	(3,602.27)	814.08
Increase in Trade Payables	1,125.03	481.65
Increase in Other Non-Current Financial Liabilities	575.73	24.09
Increase in Other Non-Current Liabilities	1,571.32	175.08
Increase in Other Current Financial Liabilities	378.23	9,220.72
Increase/ (Decrease) in Other Current Liabilities	3,533.69	(988.69)
Decrease/ (Increase) in Other Non Current Financial Assets	877.17	86.65
Decrease/ (Increase) in Other Non Current Assets	81.48	(1,854.25)
(Increase) in Other Current Financial Assets	(6,476.69)	(7,300.59)
(Increase) in Current Investments	-	(6.83)
Decrease/ (Increase) in Other Current Assets	1,316.45	(954.33)
Increase in Long Term Provisions	123.91	42.35
Increase in Current Provisions	46.49	146.27
Decrease /(Increase) in Financial assets - loans	16,879.14	(7,562.75)
<b>Cash generated from/ (used in ) Operations</b>	<b>28,800.86</b>	<b>(1,133.42)</b>
Income taxes paid	(2,453.78)	(2,294.32)
<b>Net cash flow from /(used in ) operating activities (A)</b>	<b>26,347.08</b>	<b>(3,427.75)</b>

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
<b>B. Cash Flow from Investing Activities</b>		
Purchase or construction of Property, plant and equipment (including capital work-in-progress and capital advances)	(2,628.30)	(341.35)
Proceeds from Sale of Property, plant and equipment	15.05	-
Purchase of Intangible Assets	(2,086.42)	(14.68)
Purchase of Investment property	(38.51)	-
Purchase of Investment	(49.74)	(1,749.26)
Movement in Other Bank Balance	(5,124.97)	(9,246.20)
(Increase) in Financial Assets - Loans	(8,135.31)	(1,219.88)
<b>Net Cash (used in) Investing Activities (B)</b>	<b>(18,048.20)</b>	<b>(12,571.37)</b>
<b>C. Cash Flow from Financing Activities</b>		
Securities Premium on issue of Equity Shares	-	10,726.51
Securities Premium utilised	(58.01)	-
Proceeds on issue of shares to NCI	700.00	-
Proceeds from Share Application Money	-	(1,432.67)
(Repayment) /Proceeds of borrowings (net)	1,333.16	6,118.05
Finance costs paid	(2,192.30)	(1,533.12)
Interest Received	755.66	1,319.90
<b>Net Cash (used in)/ flow from Financing Activities ( C)</b>	<b>(2,127.81)</b>	<b>15,232.67</b>
<b>Net cash Increase/(decrease) in cash and cash equivalents (A+B+C)</b>	<b>6,171.07</b>	<b>(766.45)</b>
Cash and cash equivalents at the beginning of the year	2,561.87	3,025.09
Add: Opening cash and cash equivalents on purchase of subsidiary	-	303.23
Cash and cash equivalents at the end of the year	8,732.94	2,561.87
<b>Net cash (decrease)/Increase in cash and cash equivalent</b>	<b>6,171.07</b>	<b>(766.45)</b>

**For M S K A & Associates**  
Chartered Accountants  
Firm Registration Number : 105047W

**Sd/-**  
**Tushar Kurani**  
Partner  
Membership Number :118580  
Place : Mumbai  
Date : May 04, 2023

**For and on behalf of the Board of Directors**  
Choice International Limited  
CIN-L67190MH1993PLC071117

<b>Sd/-</b> <b>Kamal Poddar</b> Managing Director DIN: 01518700	<b>Sd/-</b> <b>Ajay Kejriwal</b> Director DIN: 03051841	<b>Sd/-</b> <b>Karishma Shah</b> Company Secretary
--	--	--

<b>Sd/-</b> <b>Arun Kumar Poddar</b> Director & CEO DIN: 02819581	<b>Sd/-</b> <b>Manoj Singhania</b> Chief Financial Officer
--	--

Place : Mumbai  
Date : May 04, 2023

**CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2023**

**A : EQUITY SHARE CAPITAL (EQUITY SHARES OF RS 10 EACH ISSUED, SUBSCRIBED AND FULLY PAID)**

Particulars	Numbers of Shares (in lakhs)	Amount (Rs. in lakhs)
<b>Balance as at the April 01, 2021</b>	285.68	2,856.83
Changes in equity share capital due to prior period errors	-	-
Restated balance at the beginning of the current reporting year	-	-
Changes in equity share capital during the year 2021-2022	211.88	2,118.77
<b>Balance at the March 31, 2022</b>	<b>497.56</b>	<b>4,975.60</b>
Changes in equity share capital due to prior period errors	-	-
Restated balance at the beginning of the current reporting year	-	-
Changes in equity share capital during the year 2022-2023	497.56	4,975.60
<b>Balance at the March 31, 2023</b>	<b>995.12</b>	<b>9,951.20</b>

**B: OTHER EQUITY**

(Rs.in lakhs)

Particulars	Share Application Money Pending Allotment	Reserve and Surplus							Other Comprehensive Income	Total Other Equity
		Statutory Reserve	General Reserves	Capital Reserve	Securities Premium	Revaluation Reserve	Retained Earnings	Share Based Payment Reserves		
<b>Balance as at April 01, 2021</b>	1,432.67	582.91	9.52	8.70	9,903.20	4,170.22	7,310.17	-	29.05	23,446.43
Total Comprehensive Income for the year										
Profit for the year							5,360.45			5,360.45
Other Comprehensive Income									(6.86)	(6.86)
Transferred to Statutory Reserve		316.68					(316.68)			-
Additions					8,686.97					8,686.97
Share Issue Expenses					(45.23)					(45.23)
Goodwill and Contingent receivables on account of acquisition of Subsidiary							233.77			233.77
Pre Acquisition on account of acquisition of Subsidiary							(248.16)			(248.16)
Adjustment on account of NCI							26.74			26.74
Deletions	(1,432.67)									(1,432.67)
<b>Balance as at March 31, 2022</b>	-	<b>899.59</b>	<b>9.52</b>	<b>8.70</b>	<b>18,544.94</b>	<b>4,170.22</b>	<b>12,366.29</b>	-	<b>22.19</b>	<b>36,021.44</b>
Total Comprehensive Income for the year										
Profit for the year							6,006.79			6,006.79
Other Comprehensive Income									(42.99)	(42.99)
Transferred to Statutory Reserve		74.88					(74.88)			-
Additions				270.66				704.03		974.69
Share Issue Expenses					(58.01)					(58.01)
Bonus Share issued					(4,975.60)					(4,975.60)
Reversal of Goodwill and Contingent receivables on account of acquisition of Subsidiary							(173.77)			(173.77)
Pre Acquisition on account of acquisition of Subsidiary							(5.08)			(5.08)
Adjustment on account of NCI							30.98			30.98
Deletions										-
<b>Balance as at March 31, 2023</b>	-	<b>974.47</b>	<b>9.52</b>	<b>279.36</b>	<b>13,511.33</b>	<b>4,170.22</b>	<b>18,150.33</b>	<b>704.03</b>	<b>(20.80)</b>	<b>37,778.46</b>

Corporate information and Significant Accounting Policies (1-2)

The notes referred to above are an integral part of the consolidated financial statements (3-70)

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

**For M S K A & Associates**  
Chartered Accountants  
Firm Registration Number : 105047W

Sd/-

**Tushar Kurani**  
Partner  
Membership Number :118580  
Place : Mumbai  
Date : May 04, 2023

**For and on behalf of the Board of Directors**  
Choice International Limited  
CIN-L67190MH1993PLC071117

Sd/-

**Kamal Poddar**  
Managing Director  
DIN: 01518700

Sd/-

**Ajay Kejriwal**  
Director  
DIN: 03051841

Sd/-

**Karishma Shah**  
Company Secretary

Sd/-

**Arun Kumar Poddar**  
Director & CEO  
DIN: 02819581

Sd/-

**Manoj Singhania**  
Chief Financial Officer

Place : Mumbai  
Date : May 04, 2023

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

## Corporate Information

Choice International Limited (hereinafter referred to as "the Holding Company") is a public limited company domiciled in India and incorporated under the provisions of the Companies Act 1956. The registered office of the Company is located at Sunil Patodia Tower, 156-158 Chakravorty Ashok Society, J.B. Nagar, Andheri (E) Mumbai -400099, Maharashtra, India.

The Holding Company's shares are listed on the Bombay Stock Exchange (BSE).

The board of directors approved the consolidated financial statements for the year ended 31 March 2023 and authorized for issue on May 4, 2023.

The Holding Company, its subsidiaries (collectively referred to as "the Group") and jointly controlled operations are an integrated and diversified financial services group. They provides services like Broking & Distribution, Investment Banking, Financial services to Business Advisory, Regulatory Compliances to Government authorities & other corporate entities, Retail Loan distribution, Mutual Fund distribution, technical services and other ancillary services.

## Significant Accounting Policies

This note provides a list of the significant accounting policies adopted in the preparation of these consolidated financial statements. These accounting policies have been consistently applied to all the years presented by the Group unless otherwise stated.

### A. Basis of preparation

#### i. Statement of compliance

The consolidated financial statements of the Group have been prepared in accordance with the Indian Accounting Standards ('Ind AS') notified under Section 133 of the Companies Act, 2013 ('the Act') read with rule 3 of the Companies ( Indian Accounting Standards) Rules, 2015 as amended from time to time and other relevant provisions of the Act.

Accordingly the Company has prepared these Consolidated Financial Statements which comprise the Balance Sheet as at March 31, 2023, the Statement of Profit and Loss for the

year ended March 31, 2023, the Statement of Cash Flows for the year ended March 31, 2023 and the Statement of Changes in Equity for the year ended as on that date and accounting policies and other explanatory information (together hereinafter referred to as 'Consolidated Financial Statements' ).

The accounting policies are applied consistently to all the periods presented in the financial statements..

#### New and Amended Standards adopted by the Company

No new standards as notified by Ministry of Corporate Affairs ("MCA"), through Companies (Indian Accounting Standards) Amendment Rules, 2019 and Companies (Indian Accounting Standards) Second Amendment Rules are effective for the current year.

The Group has applied the following amendments to Ind AS for the first time for their annual reporting period commencing April 1, 2021:

- Extension of COVID-19 related concessions – amendments to Ind AS 116
- Interest rate benchmark reform – amendments to Ind AS 109, Financial Instruments, Ind

AS 107, Financial Instruments: Disclosures, Ind AS 104, Insurance Contracts and Ind AS 116, Leases.

There is no impact on the Group due to the application of the above amendments.

#### New amendments issued but not effective

The Ministry of Corporate Affairs has vide notification dated March 23, 2022 notified Companies (Indian Accounting Standards) Amendment Rules, 2023 which amends certain accounting standards, and is effective April 1, 2023. These amendments are not expected to have a material impact on the Company in the current or future reporting periods and on foreseeable future transactions.

#### ii. Functional and presentation currency.

The Group's presentation and functional currency is Indian Rupees. All figures appearing in the consolidated financial statements are in Indian rupees in lakh rounded off to two decimal places as permitted by Schedule III

to the Act. Per share data are presented in Indian Rupee to two decimal places.

#### iii. Basis of measurement

The consolidated financial statements have been prepared on historical cost convention on the accrual as per the provisions of the Companies Act, 2013("the Act") except for certain financial assets and liabilities are measured at fair value as explained in the accounting policy. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services. Further assets and liabilities are classified as per the normal operating cycle (determined as 12 months).

#### iv. Preparation of Consolidated financial statements

The Holding Company has surrendered its NBFC license therefore as per the format prescribed under Division II of Schedule III to the Companies Act, 2013; the holding company presents the Balance sheet, the statement of Profit and Loss and the Statement of Changes in Equity.

#### v. Principle of Consolidation and equity accounting Subsidiaries-

The consolidated financial statements have comprised financial statements of the Company and its subsidiaries, subsidiaries are all entities (including structured entities) over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the relevant activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

The acquisition method of accounting is used to account for business combinations by the Group.

The Group combines the financial statements of the Holding Company and its subsidiaries line by line adding together like items of assets, liabilities, equity, income and expenses. Intercompany transactions, balances and unrealized gains on transactions within the Group are eliminated. Unrealized losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

Non-controlling interests in the results and equity of subsidiaries are shown separately in the consolidated statement of profit or loss, consolidated statement of changes in equity and balance sheet respectively. Statement of Profit and Loss including Other Comprehensive Income (OCI) is attributable to the equity holders of the Holding Company and to the

non-controlling interest basis the respective ownership interest and such balance is attributed even if this results in controlling interest is having a deficit balance.

#### Associates-

Associates are all entities over which the Group has significant influence but not control or joint control. This is generally the case where the Group holds between 20% and 50% of the voting rights. Investments in associates are accounted for using the equity method of accounting (see (iii) below), after initially being recognized at cost.

#### Equity Method-

Under the equity method of accounting, the investments are initially recognized at cost and adjusted thereafter to recognize the Group's share of the post-acquisition profits or losses of the investee in profit or loss, and the Group's share of other comprehensive income of the investee in other comprehensive income. Dividends received or receivable from associates and joint ventures are recognized as a reduction in the carrying amount of the investment.

When the Group's share of losses in an equity-accounted investment equals or exceeds its interest in the entity, including any other unsecured long-term receivables, the Group does not recognize further losses, unless it has incurred obligations or made payments on behalf of the other entity.

Unrealized gains on transactions between the Group and its associates and joint ventures are eliminated to the extent of the Group's interest in these entities. Unrealized losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of equity accounted investees have been changed where necessary to ensure consistency with the policies adopted by the Group.

#### Changes in ownership interests

The Group treats transactions with non-controlling interests that do not result in a loss of control as transactions with equity owners of the Group. A change in ownership interest results in an adjustment between the carrying amounts of the controlling and non-controlling interests to reflect their relative interests in the subsidiary. Any difference between the amount of the adjustment to non-controlling interests and any consideration paid or received is recognized within equity.

When the Group ceases to consolidate or equity account for an investment because of a loss of control, joint control or significant influence, any retained interest in the entity is re-measured to its fair value with the change in carrying amount recognized in profit or loss. This fair value becomes the initial carrying -amount for the purposes of subsequently accounting for the retained interest as an associate, joint venture or financial asset. In addition, any amounts previously recognized in other comprehensive income in respect of

that entity are accounted for as if the Group had directly disposed of the related assets or liabilities. This may mean that amounts previously recognized in other comprehensive income are reclassified to profit or loss.

If the ownership interest in an associate is reduced but joint control or significant influence is retained, only a proportionate share of the amounts previously recognized in other comprehensive income are reclassified to profit or loss where appropriate.

#### vi. Fair value measurement

Fair value is the price that would be received on sale of an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date in the principal or, in its absence, the most advantageous market to which the Group has access at that date.

The best estimate of the fair value of a financial instrument on initial recognition is normally the transaction price. If the Group determines that the fair value on initial recognition differs from the transaction price and the fair value is evidenced neither by a quoted price in an active market for an identical asset or liability nor based on a valuation technique that uses only data from observable markets, then the financial instrument is initially measured at fair value, adjusted to defer the difference between the fair value on initial recognition and the transaction price. Subsequently that difference is recognised in Statement of Profit and Loss on an appropriate basis over the life of the instrument but no later than when the valuation is wholly supported by observable market data or the transaction is closed out.

All assets and liabilities for which fair value is measured or disclosed in the consolidated 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:

- Level 1 - Valuation using quoted market price in active markets: The fair value for financial instruments traded in active markets at the reporting date is based on their quoted market price, without any deduction for transaction costs. A market is regarded as active, if transactions for the asset or liability take place with sufficient frequency and volume to provide pricing information on an ongoing basis.
- Level 2 - Valuation using observable inputs: If there is no quoted price in an active market, then the Company uses valuation techniques that maximise the use of relevant observable inputs and minimise the use of unobservable inputs. The chosen valuation technique incorporates most of the factors that market participants would take into account in pricing a transaction.

- Level 3 - Valuation with significant unobservable inputs: The valuation techniques are used only when fair value cannot be determined by using observable inputs. The Company regularly reviews significant unobservable inputs and valuation adjustments. Level 3 assets are typically very illiquid, and fair values can only be calculated using estimates.

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.

The Group 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.

#### vii Use of judgment and Estimates

The preparation of the consolidated financial statements requires the management to make judgments, estimates and assumptions in the application of accounting policies that affects the reported amount of assets, liabilities and the accompanying disclosures along with contingent liabilities as at the date of consolidated financial statements and revenue & expenses for the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in outcomes different from the estimates. Difference between actual results and estimates are recognised in the year in which the results are known or materialise i.e. prospectively.

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. The key areas involving estimation uncertainty, higher degree of judgement or complexity, or areas where assumptions are significant to the consolidated financial statements include:

- i. Impairment of financial assets
- ii. Estimation of fair value measurement of financial assets and liabilities
- iii. Effective interest rate
- iv. Business model assessment
- v. Provisions and Contingencies
- vi. Useful life and expected residual value of assets
- vii. Tax position for current tax and recognition of deferred tax assets/liabilities

- viii. Measurement of Defined Benefit Obligations and actuarial assumptions
- ix. Classification of lease and related discount rate
- x. Share Based Payments
- xi. Measurement of Expected Credit Loss allowance for Trade receivables

Further an entity is consolidated as a subsidiary if the Company has control over the said entity based on the management evaluation of investments and related agreements/ deeds and determines that the Group has control over the said entity in terms of Ind AS-110 on Consolidated Financial Statements. Control shall include the right to appoint majority of the directors or to control the management or policy decisions exercisable by a person or persons acting individually or in concert, directly or indirectly, including by virtue of their shareholding or management rights or shareholders' agreements or voting agreements or in any other manner.

#### B. Summary of significant accounting policies

##### 1. Current versus non-current classification

The Group presents assets and liabilities in the balance sheet based on current /non-current classification.

An asset is treated as current when it is:

- Expected to be realized or intended to be sold or consumed in normal operating cycle.
- Held primarily for the purpose of trading
- Expected to be realized within twelve months after the reporting date, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

All other liabilities are classified as non-current.

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

Based on the nature of products and services

offered by the Group, operating cycle determined is 12 months for the purpose of current and non-current classification of assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents.

##### 2. Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable. Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured and there exists reasonable certainty of its recovery.

##### Sale of services

The Group recognizes revenue on accrual basis when the significant terms of the arrangement are enforceable, services have been delivered and the collectability is reasonably assured. The method of recognizing the revenues and costs depends on the nature of the services rendered. Revenue is recognized when no significant uncertainty exists as to its realization or collection.

##### Interest Income

Interest income from financial assets is recognized when it is probable that economic benefits will flow to the Group and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial assets to that asset's net carrying amount on initial recognition.

##### Income from sale of investment

Gains or losses on the sale of investments are recognised in Statement of profit and loss on trade date basis as the difference between fair value of the consideration received and carrying amount of the investment securities.

##### Dividend Income

Dividend income from investments is recognised when the shareholder's right to receive payment has been established (provided that it is probable that the economic benefits will flow to the Group and the amount of income can be measured reliably).

##### Brokerage Income

Brokerage income in relation to stock broking activity is recognised on trade date basis.

##### 3. Property, Plant and Equipment

Land and buildings held for use in the production or supply of goods or services, or for administrative purposes, are stated in the balance sheet at cost less accumulated depreciation and accumulated impairment losses. Freehold land is not

depreciated.

All items of property, plant and equipment are initially recorded at cost. Such cost includes the cost of replaced part of the property, plant and equipment and borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying property, plant and equipment. The cost of an item of property, plant and equipment is recognized as an asset if, and only if, it is probable that future economic benefits associated with the item will flow to the group and the cost of the item can be measured reliably.

Properties in the course of construction for production, supply or administrative purposes are carried at cost, less any recognized impairment loss. Cost includes professional fees and, for qualifying assets, borrowing costs capitalized in accordance with the Group's accounting policy. Such properties are classified to the appropriate categories of property, plant and equipment when completed and ready for intended use. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use.

All items of property, plant and equipment having cost more than Rs. 5000/- are recognized as an asset.

#### Capital Work in Progress and Capital Advances

Capital work-in-progress are property, plant and equipment which are not yet ready for their intended use. Advances given towards acquisition of fixed assets outstanding at each reporting date are shown as other non-financial assets.

Depreciation is not recorded on capital work-in progress until construction and installation is completed and assets are ready for its intended use.

Subsequent to recognition, property, plant and equipment (excluding freehold land) are measured at cost less accumulated depreciation and accumulated impairment losses. When significant parts of property, plant and equipment are required to be replaced in intervals, the group recognizes such parts as individual assets with specific useful lives and depreciation respectively. Likewise, when a major inspection is performed, its cost is recognized in the carrying amount of the plant and equipment as a replacement cost only if the recognition criteria are satisfied. All other repair and maintenance costs are recognized in the Statement of Profit and Loss as incurred.

Assets held under finance leases are depreciated over their expected useful lives on the same basis as owned assets. However, when there is no reasonable certainty that ownership will be obtained by the end of the lease term, assets are depreciated over the shorter of the lease term and useful lives.

Depreciation is recognised so as to write off the cost

of assets less their residual values over the useful lives as prescribed in Schedule II of to the Companies Act, 2013, using the straight- line method ("SLM"). Residual value is considered nil case of Computers, Server and network and 5% is considered in case of other assets.

Description of Asset	Useful Life
Buildings	60 Years
Computers and Printers, including Computer Peripherals	3 Years
Office Equipments	5 Years
Furniture & Fixtures	10 Years
Motor Vehicles (Motor Car)	8 Years
Motor Vehicle (Motor Cycle)	10 Years
Solar Plant	25 Years
Electric Installation	10 Years
Server & Network	6 Years
Water Pumps and Borewell	5 Years

The carrying values of property, plant and equipment are reviewed for impairment when events or changes in circumstances indicate that the carrying value may not be recoverable.

The residual values, useful life and depreciation method are reviewed at each financial year-end to ensure that the amount, method and period of depreciation are consistent with previous estimates and the expected pattern of consumption of the future economic benefits embodied in the items of property, plant and equipment.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on disposal or retirement of an item of property, plant and equipment is determined as the difference between sale proceeds and the carrying amount of the asset and is recognised in profit or loss.

#### 4. Investment Properties-

Investment properties are properties that is held for long-term rentals yields or for capital appreciation (including property under construction for such purposes) or both, and that is not occupied by the Group, is classified as investment property. Investment properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at cost less accumulated impairment loss, if any. Though the Group measures investment property using cost based measurement, the fair value of investment property is disclosed in the notes. Fair values are determined based on an annual evaluation performed by an accredited external independent valuer. Investment properties are derecognised either when they have been disposed of or when they are permanently withdrawn from use and no future economic benefit is expected from their disposal. The difference between the net disposal proceeds and

the carrying amount of the asset is recognised in profit or loss in the period of derecognition.

#### 5. Intangible Assets

Intangible asset including intangible assets under development are stated at cost, net of accumulated amortisation and accumulated impairment losses, if any. Intangible assets acquired separately are measured on initial recognition at cost. The amortization period and the amortisation method are reviewed at the end of each financial year. The useful lives of intangible assets are assessed as either finite or indefinite. Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with infinite lives is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.

#### 6. Segment Reporting

The Group operates operations predominately relates to four business segment i.e. Broking & Distribution services, Advisory services and NBFC services Business segments have been identified as separate reportable segments as per Ind-AS 108.

#### 7. Functional Currency

The group's consolidated financial statements are presented in INR (rounded off to lakhs), which is also the group's functional currency.

#### Transaction and balances

Transactions in foreign currencies are initially recorded by the Group in their functional currency spot rates at the date the transaction first qualifies for recognition.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting period.

Exchange differences arising on the settlement of monetary items or on translating monetary items are recognized in the statement of profit or loss except.

- exchange differences on foreign currency borrowings relating to assets under construction for future productive use, which are included in the

cost of those assets when they are regarded as an adjustment to interest costs on those foreign currency borrowings;

- exchange differences on transactions entered into in order to hedge certain foreign currency risks
- exchange differences on monetary items receivable from or payable to a foreign operation for which settlement is neither planned nor likely to occur (therefore forming part of the net investment in foreign operation), which are recognised initially in other comprehensive income and reclassified from equity to profit or loss on repayment of the monetary items.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates as at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e. translation differences on items whose fair value gain or loss is recognised in OCI or profit or loss are also recognised in OCI or profit or loss, respectively).

#### 8. Income Tax

##### Current taxes

Income tax expense is recognized in net profit in the statement of profit and loss except to the extent that it relates to items recognized directly in other comprehensive income or equity, in which case it is recognized in other comprehensive income or equity respectively. Current income tax is recognized at the amount expected to be paid to or recovered from the tax authorities, using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date. The Group offsets, on a year to year basis, the current tax assets and liabilities, where it has legally enforceable right to do so and where it intends to settle such assets and liabilities on a net basis.

##### Deferred taxes

Deferred tax is recognized on differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit and are accounted for using the balance sheet liability method. Deferred tax liabilities are generally recognized for all taxable temporary differences, and deferred tax assets are generally recognized for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilized. Such assets and liabilities are not recognized if the

temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

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

The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis.

## 9. Impairment of Non-Financial Assets

At the end of each reporting period, the Group reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of impairment loss (if any). When it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment at least annually, and whenever there is an indication that the asset may be impaired.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-

generating unit) is reduced to its recoverable amount. An impairment loss is recognized in the profit or loss.

When an impairment loss subsequently reverses, the carrying amount of the asset (or a cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

## 10. Financial Instruments

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

### Financial Assets

#### a) Initial recognition and measurement

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Group commits to purchase or sell the asset.

On initial recognition, a financial asset is measured at:

- Amortised cost
- Fair Value through Other Comprehensive Income – debt instruments
- Fair Value through Other Comprehensive Income – equity instruments
- Fair Value Through Profit and Loss

**Amortised cost** - The Group's business model is not assessed on an instrument-by-instrument basis, but at a higher level of aggregated portfolios being the level at which they are managed. The financial asset is held with the objective to hold financial asset in order to collect contractual cash flows as per the contractual terms that give rise on specified dates to cash flows that are solely payment of principal and interest (SPPI) on the principal amount outstanding. Accordingly, the Group measures Bank balances, Loans, Trade receivables and other financial instruments at amortised cost.

**FVOCI - debt instruments** - The Group measures its debt instruments at FVOCI when the instrument is held within a business model, the objective of which

is achieved by both collecting contractual cash flows and selling financial assets; and the contractual terms of the financial asset meet the SPPI test.

**FVOCI - equity instruments** - The Group subsequently measures all equity investments at fair value through profit or loss, unless the Group's management has elected to classify irrevocably some of its equity instruments at FVOCI, when such instruments meet the definition of Equity under Ind AS 32 Financial Instruments and are not held for trading.

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

All financial assets not classified as measured at amortised cost or FVOCI are measured at FVTPL. This includes all derivative financial assets.

#### b) Subsequent measurement Equity instruments

All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading are classified as at FVTPL. For all other equity instruments, the Group may make an irrevocable election to present subsequent changes in the fair value in OCI. The Group makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

Dividends from such investments are recognized in profit or loss as other income. There is no recycling of the amounts from OCI to Profit and Loss, even on sale of investment. However, the Group may transfer the cumulative gain or loss within equity.

Equity instruments subsequently measured at fair value through profit or loss are measured at fair value with all changes recognized in the statement of profit and loss.

#### c) De-recognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e. removed from the group's balance sheet) when:

The rights to receive cash flows from the asset have expired, or

The Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Group has

transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, 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. Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the group could be required to repay.

#### d) Impairment of financial assets

The Group recognises impairment loss applying the expected credit loss (ECL) model on the financial assets measured at amortised cost, debt instruments at FVTOCI, lease receivables, trade receivables, and other contractual right to receive cash or other financial asset and financial guarantee not designated as at FVTPL.

Expected credit losses are the weighted average of credit losses with the respective risks of default occurring as the weights.

The Group measures the loss allowance for a financial instrument at an amount equal to the lifetime expected credit losses if the credit risk on that financial instrument has increased significantly since initial recognition. If the credit risk on a financial instrument has not increased significantly since initial recognition, the Group measures the loss allowance for that financial instrument at an amount equal to 12 months expected credit losses.

For trade receivables or any contractual right to receive cash or other financial assets that result from transactions that are within the scope of Ind AS 115, the Group always measures the loss allowance at an amount equal to lifetime expected credit losses.

Further, for the purpose of measuring lifetime expected credit loss allowance for trade receivables, the Group applies 'simplified approach' permitted by Ind AS 109 Financial Instruments. This expected credit



loss allowance is computed based on a provision matrix which takes into account historical credit loss experience and adjusted for forward-looking information.

**Write offs** – The gross carrying amount of a financial asset is written-off (either partially or in full) to the extent that there is no reasonable expectation of recovering the asset in its entirety or a portion thereof. This is generally the case when the Group determines that the vendor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off and when there is no reasonable expectation of recovery from the collaterals held. However, financial assets that are written-off could still be subject to enforcement activities in order to comply with the Group's procedures for recovery of amounts due.

**Presentation of allowance for ECL in the Balance Sheet** – Loss allowances for ECL are deducted from the gross carrying amount of financial assets measured at amortised cost.

For loan given measured at amortised cost or FVTOCI, except for investments in equity instruments. Group follows a 'three-stage' model for impairment based on changes in credit quality since initial recognition.

**Stage 1 (Performing Assets)** – includes financial assets that have not had a significant increase in credit risk since initial recognition or that have low credit risk at the reporting date. For these assets, 12-month ECL is recognised and interest income is calculated on the gross carrying amount of the assets (that is, without deduction for credit allowance). 12-month ECL are the portion of ECL that results from default events on a financial instrument that are possible within 12 months after the reporting date, if the credit risk has not significantly increased since initial recognition.

**Stage 2 (Underperforming Assets with significant increase in credit risk since initial recognition)** – includes financial instruments that have had a significant increase in credit risk since initial recognition (unless they have low credit risk at the reporting date) but that do not have objective evidence of impairment. For these assets, lifetime ECL are recognised, but interest income is calculated on the gross carrying amount of the assets. Lifetime ECL are the expected credit losses that result from all possible default events over the expected life of the instrument.

**Stage 3 (Non-performing or Credit-impaired assets)** – includes financial assets that have objective evidence of impairment at the reporting date. For these assets, lifetime ECL is recognised and interest income is recognised on Net exposure (that is Gross carrying amount less Provision for Expected credit losses).

#### Financial Liabilities

##### a) Initial recognition and measurement

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

##### b) Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the group that are not designated as hedging instruments in hedge relationships as defined by Ind-AS 109. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments.

Gains or losses on liabilities held for trading are recognised in the profit or loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk is recognized in OCI. These gains/ loss are not subsequently transferred to P&L. However, the Group may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the statement of profit or loss. The Group has not designated any financial liability as at fair value through profit and loss.

Financial liabilities are subsequently carried at amortized cost using the effective interest method, except for contingent consideration recognized in a business combination which is subsequently measured at fair value through profit and loss. For trade and other

payables maturing within one year from the Balance Sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

#### Derecognition

A financial liability is derecognised when and only 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 recognised in the statement of profit or 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.

#### Borrowing Costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets that necessarily takes a substantial period of time to get ready for their intended use or sale are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. All other borrowing costs are recognised in statement of profit and loss in the period in which they are incurred.

#### Equity Instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

#### Dividends

Provision is made for the amount of any dividend declared, being appropriately authorized and no longer at the discretion of the Company, on or before the end of the reporting period but not distributed at the end of the reporting period.

#### Loans and borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the effective interest rate method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the effective interest rate amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the effective interest rate. Such amortisation is included as finance costs in the statement of profit and loss.

#### Financial guarantee contracts

Financial guarantee contracts issued by the group are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind AS 109 and the amount recognised less cumulative amortisation.

##### c) Derecognition

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 recognised in the statement of profit or loss

##### d) 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.

## 11. Leases

The Group has adopted Ind AS 116 'Leases' with the date of initial application being April 1, 2019. The lease asset classes primarily consist of leases for Premises. The Group, at the inception of a contract, assesses whether the contract is a lease or not lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a time in exchange for a consideration. This policy has been applied to contracts existing and entered into on or after April 1, 2018.

The Group evaluates each contract or arrangement, whether it qualifies as lease as defined under Ind AS 116.

#### The Group as a lessee

The Group as a lessee the Group assesses, whether the contract is, or contains, a lease. A contract is, or contains, a lease if the contract involves– a) the use of an identified asset, b) the right to obtain substantially all the economic benefits from use of the identified asset, and c) the right to direct the use of the identified asset.

The Group at the inception of the lease contract recognises a Right-of-Use (RoU) asset at cost and a corresponding lease liability, for all lease arrangements in which it is a lessee, except for leases with term of less than twelve months (short term) and low-value assets. Certain lease arrangements includes the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised.

The cost of the ROU assets comprises the amount of the initial measurement of the lease liability, any lease payments made at or before the inception date of the lease plus any initial direct costs, less any lease incentives received. Subsequently, the right-of-use assets are measured at cost less any accumulated depreciation and accumulated impairment losses, if any. The ROU assets are depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of ROU assets.

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

For lease liabilities at inception, the Group measures the lease liability at the present value of the lease payments that are not paid at that date. The lease payments are discounted using the interest rate implicit in the lease, if that rate is readily determined, if that rate is not readily determined, the lease payments are discounted using the incremental borrowing rate.

The Group recognises the amount of the re-measurement of lease liability as an adjustment to the ROU assets. Where the carrying amount of the ROU assets is reduced to zero and there is a further reduction in the measurement of the lease liability, the Group recognises any remaining amount of the remeasurement in the Statement of Profit and Loss.

For short-term and low value leases, the Group

recognises the lease payments as an operating expense on a straight-line basis over the lease term.

#### The Group as a lessor

Lease income from operating leases where the Group is a lessor is recognised in income on a straight-line basis over the lease term unless the receipts are structured to increase in line with expected general inflation to compensate for the expected inflationary cost increases. The respective leased assets are included in the balance sheet based on their nature.

### 12. Finance Cost

Finance costs include interest expense computed by applying the effective interest rate on respective financial instruments measured at amortised cost. Financial instruments include debt and borrowing. Finance costs are charged to the Statement of Profit and Loss. Ancillary and other borrowing costs are amortised on straight line basis over the tenure of the underlying debt and borrowing.

### 13. Goods and Service Input Tax Credit

Goods and Services tax input credit is accounted for in the books in the period in which the supply of goods or service received is accounted and when there is no uncertainty in availing/utilising the credits.

### 14. Dividend distribution to equity holders of the Group

The Group recognises a liability to make distributions to equity holders of the Group when the distribution is authorised and the distribution is no longer at the discretion of the Group. As per the Act, final dividend is authorised when it is approved by the shareholders and interim dividend is authorised when it is approved by the Board of Directors of the Group.

### 15. Provisions

Provisions are recognised only when:

- an entity has a present obligation (legal or constructive) as a result of a past event; and
- it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation; and
- a reliable estimate can be made of the amount of the obligation

These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates.

Further, long term provisions are determined by discounting the expected future cash flows specific to the liability. The unwinding of the discount is recognised as finance cost. A provision for onerous contracts is measured at the present value of the lower of the expected cost of terminating the contract and the

expected net cost of continuing with the contract. Before a provision is established, the Group recognises any impairment loss on the assets associated with that contract.

Contingent liability is disclosed in case of:

- a present obligation arising from past events, when it is not probable that an outflow of resources will be required to settle the obligation; and
- A present obligation arising from past events, when no reliable estimate is possible.

### Contingent Assets:

Contingent assets are not recognised in the consolidated financial statements

### 16. Commitments:

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

- estimated amount of contracts remaining to be executed on capital account and not provided for;
- uncalled liability on loan sanctioned and on investments partly paid; and
- Other non-cancellable commitments, if any, to the extent they are considered material and relevant in the opinion of management.

### 17. Contingent Liabilities

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Group or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. The Group does not recognize a contingent liability but discloses its existence in the consolidated financial statements. Payments in respect of such liabilities, if any are shown as advances.

### 18. Earnings Per Share

Basic earnings per share are calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account

- The after income tax effect of interest and other financing costs associated with dilutive potential equity shares, and
- Weighted average number of equity shares that would have been outstanding assuming the

conversion of all the dilutive potential equity.

### 19. Cash and Cash Equivalents

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), and highly liquid time deposits that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

### 20. Statement of Cash Flow

Statement of Cash Flows is prepared segregating the cash flows into operating, investing and financing activities. Cash flow from operating activities is reported using indirect method adjusting the net profit for the effects of:

- i. changes during the period in inventories and operating receivables and payables transactions of a noncash nature;
- ii. non-cash items such as depreciation, provisions, deferred taxes, unrealised foreign currency gains and losses, and undistributed profits of associates and joint ventures; and
- iii. all other items for which the cash effects are investing or financing cash flows.

Cash and cash equivalents (including bank balances) shown in the Statement of Cash Flows exclude items which are not available for general use as on the date of Balance Sheet.

### 21. Employee Benefits

#### Short term employee benefits

Employee benefits falling due wholly within twelve months of rendering the service are classified as short term employee benefits and are expensed in the period in which the employee renders the related service. Liabilities recognised in respect of short-term employee benefits are measured at the undiscounted amount of the benefits expected to be paid in exchange for the related service.

#### Long Term employee benefits

Group's net obligation in respect of long-term employee benefits is the amount of future benefit that employees have earned in return for their service in the current and prior periods. Long-term employee benefit primarily consists of Leave encashment benefits wherein employees are entitled to accumulate leave subject to certain limits for future encashment/availment. Long-term compensated absences are provided for on the basis of an actuarial valuation at the end of each financial year using Projected Unit Credit (PUC) Method. Actuarial gains/losses, if any, are recognised immediately in the Statement of Profit and Loss

## Post-employment benefits

### a) Defined contribution Plans

**Provident fund:** Contributions as required under the statute, made to the Provident Fund (Defined Contribution Plan) are recognised immediately in the Statement of Profit and Loss. There is no obligation other than the monthly contribution payable to the Regional Provident Fund Commissioner.

**ESIC and Labour welfare fund:** The Group's contribution paid/payable during the year to Employee state insurance scheme and Labour welfare fund are recognised in the Statement of Profit and Loss.

### b) Defined benefit Plans

Gratuity liability is defined benefit obligation and is provided on the basis of an actuarial valuation performed by an independent actuary based on projected unit credit method, at the end of each financial year.

Defined benefit costs are categorised as follows:

- i) Service cost (including current service cost, past service cost, as well as gains and losses on curtailments and settlements)
- ii) Net interest expense or income
- iii) Re-measurement

Re-measurements of the net defined benefit liability, which comprise actuarial gains and losses, the return on plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest), are recognised in OCI, net of taxes. The Group determines the net interest expense (income) on the net defined benefit liability (asset) for the period by applying the discount rate used to measure the defined benefit obligation at the beginning of the annual period to the net defined benefit liability (asset), taking into account any changes in the net defined benefit liability (asset) during the period as a result of contributions and benefit payments. Net interest expense and other expenses related to defined benefit plans are recognised in Statement of Profit and Loss.

The Groups net obligation in respect of gratuity (defined benefit plan), is calculated by estimating the amount of future benefit that the employees have earned in the current and prior periods, discounting that amount and deducting the fair value of any plan assets. The retirement

benefit obligation recognised in the Balance Sheet represents the actual deficit or surplus in the Group's defined benefit plans. Any surplus resulting from this calculation is recognised as an asset to the extent of present value of any economic benefits available in the form of refunds from the plans or reductions in the future contribution to the plans.

## 22. Share-based Payments

The cost of equity settled transactions is determined by the fair value at the grant date. The fair value of the employee share options is based on the Black Scholes model.

The grant-date fair value of equity-settled share-based payment granted to employees is recognized as an expense, with a corresponding increase in equity, over the vesting period of the awards. The amount recognized as an expense is adjusted to reflect the number of awards for which the related service and non-market performance conditions are expected to be met, such that the amount ultimately recognized is based on the number of awards that meet the related service and non-market performance conditions at the vesting date. For share-based payment awards with market performance conditions and non-vesting conditions, the grant-date fair value of the share-based payment is measured to reflect such conditions and there is no true-up for differences between expected and actual outcomes.

Choice International Limited grants options to eligible employees of the Company under Choice Employee Stock Option Scheme 2022. The options vest over a period of four years. In case of Group equity-settled share-based payment transactions, where the Company grants stock options to the employees of its subsidiaries, the transactions are accounted by increasing the cost of investment in subsidiary with a corresponding credit in the equity.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share.

## 23. Collateral

To mitigate its credit risks on financial assets, the Group seeks to use collateral, where possible. The collateral comes in various forms, such as securities, letter of credit/guarantees, receivables, inventories, other non-financial assets and credit enhancements such as netting arrangements.

The Group provides fully secured, partially secured and unsecured loans to Corporates and individual.

## 24. Business combinations

Acquisitions of businesses are accounted for using the acquisition method as per Ind AS 103 – Business Combinations. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition-date fair values of the assets transferred by the Group, liabilities incurred by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. Acquisition-related costs are generally recognised in Statement of Profit and Loss as incurred.

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their fair value at the acquisition date, except that:

Deferred tax assets or liabilities and liabilities or assets related to employee benefit arrangements are recognised and measured in accordance with Ind AS 12 Income Taxes and Ind AS 19 Employee Benefits respectively;

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirer's previously held equity interest in the acquiree (if any) over the net of the acquisition-date amounts of the identifiable assets acquired and the liabilities assumed.

Non-controlling interests that are present ownership interests and entitle their holders to a proportionate share of the entity's net assets in the event of liquidation may be initially measured at the non-controlling interests' proportionate share of the recognised amounts of the acquiree's identifiable net assets.

## 25. Goodwill

Goodwill arising on an acquisition of a business is carried at cost established at the date of acquisition of the business less accumulated impairment loss if any. For the purpose of impairment testing, goodwill is allocated to each of the Group's cash generating units (CGU) that is expected to benefit from the synergies of the combination.

A CGU to which goodwill has been allocated is tested for impairment annually, or more frequently when there is an indication that the unit may be impaired, if the recoverable amount of the CGU is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the units pro-rata based on the carrying amount of each asset in the

unit, any impairment loss or goodwill is not reversed in subsequent period.

On disposal of relevant CGU the attributable amount of goodwill is included in the determination of the profit or loss on disposal.

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
**NOTE 3 : PROPERTY, PLANT AND EQUIPMENT**

Particulars	Freehold Land	Office Premises	Water Pumps & Bore well	Computer Hardware	Server & Networks	Electric Installation	Furniture & Fixtures	Solar Plant	Motor Car	Motor Cycle	Office Equipments	Total	Capital Work-in Progress
<b>Gross Carrying Amount as at April 01, 2021</b>	4,330.00	2,823.80	1.75	782.99	376.33	38.35	429.11	14.04	142.13	1.25	424.10	9,364.09	-
Additions / Transfer	-	-	-	302.67	42.32	-	11.30	-	95.03	-	49.87	501.19	-
Disposals	-	-	-	0.09	-	-	-	-	-	-	-	0.09	-
<b>Gross Carrying Amount as at March 31, 2022</b>	4,330.00	2,823.80	1.75	1,085.56	418.64	38.35	440.42	14.04	237.16	1.25	473.98	9,845.19	-
Additions / Transfer	-	1,674.25	-	295.28	197.52	-	216.37	-	155.27	-	71.35	2,610.04	18.25
Disposals	-	-	-	7.60	15.15	-	-	-	62.98	-	18.45	104.18	-
<b>Gross Carrying Amount as at March 31, 2023</b>	4,330.00	4,498.05	1.75	1,373.24	601.02	38.35	656.78	14.04	329.46	1.25	526.87	12,371.05	18.25
<b>Accumulated Depreciation as at April 01, 2021</b>	-	435.72	1.68	746.28	186.52	34.35	372.06	2.10	96.92	0.77	363.46	2,239.86	-
Depreciation charge during the year	-	44.65	(0.01)	41.30	62.31	2.08	16.68	0.53	19.11	0.12	24.61	211.40	-
Accumulated depreciation on deletions	-	-	-	-	-	-	-	-	-	-	-	-	-
Add: on account of purchase of subsidiary	-	-	-	119.78	13.61	-	2.52	-	-	-	1777	153.68	-
<b>Accumulated Depreciation as at March 31, 2022</b>	-	480.37	1.67	907.36	262.44	36.43	391.27	2.63	116.03	0.89	405.85	2,604.94	-
Depreciation charge during the year	-	57.94	-	112.78	67.85	-	15.94	0.53	21.19	0.10	22.66	298.99	-
Accumulated depreciation on deletions	-	-	-	7.57	13.14	-	-	-	50.40	-	18.34	89.46	-
<b>Accumulated Depreciation as at March 31, 2023</b>	-	538.31	1.67	1,012.57	317.15	36.43	407.21	3.16	86.82	0.99	410.16	2,814.48	-
<b>Net carrying amount as at March 31, 2023</b>	4,330.00	3,959.74	0.08	360.67	283.87	1.92	249.58	10.88	242.64	0.26	116.70	9,556.57	18.25
<b>Net carrying amount as at March 31, 2022</b>	4,330.00	2,343.43	0.08	178.20	156.20	1.92	49.15	11.42	121.13	0.36	68.13	7,260.25	-

Property, Plant and Equipments pledged/ mortgaged as security  
Office Building of the Group of Rs. 214,776,824/- is pledged against loan taken from Axis Bank Limited, however in the previous year, the same was pledged against loan taken from Aditya Birla Finance Limited by Choice International Limited. Office Premises worth Rs. 4,016,181,69/- is mortgaged against loan taken for it from Axis Bank and Office Premised worth Rs. 26,984,744/- is mortgaged against loan taken for it from ICICI Bank.

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
**NOTE 4 : INVESTMENT PROPERTY**

(Rs.in lakhs)

Particulars	Investment in Land	Total
<b>Gross Carrying amount as at April 01, 2021</b>	120.00	120.00
Additions	-	-
Disposals	-	-
<b>Gross Carrying amount as at March 31, 2022</b>	120.00	120.00
Additions	38.51	38.51
Disposals	-	-
<b>Gross Carrying amount as at March 31, 2023</b>	158.51	158.51
<b>Accumulated Depreciation</b>		
<b>As at April 01, 2021</b>	-	-
Depreciation charge during the year	-	-
Disposals	-	-
<b>As at March 31, 2022</b>	-	-
Depreciation charge during the year	-	-
Disposals	-	-
<b>As at March 31, 2023</b>	-	-
<b>Net carrying amount as at March 31, 2023</b>	158.51	158.51
<b>Net carrying amount as at March 31, 2022</b>	120.00	120.00

Fair Value

As at March 31, 2023 and March 31, 2022, the fair value of property is Rs. 122.60 lakhs and Rs. 116.70 lakhs respectively. Fair value of property taken from District Level Committee Rate issued by the Government of Rajasthan on <http://epanjiyan.nic.in/>.

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

**NOTE 5 : INTANGIBLE ASSETS**

(Rs.in lakhs)						
Particulars	Computer Software	Trademark	Customer list	Right to use assets	Intangible assets under development	Goodwill
<b>Gross Carrying amount as at April 01, 2021</b>	1,754.35	0.26	-	-	17.00	825.00
Additions	16.02	-	150.00	-	36.36	-
Disposals	-	-	-	-	(15.23)	-
<b>Gross Carrying amount as at March 31, 2022</b>	1,770.37	0.26	150.00	-	38.13	825.00
Additions	-	-	-	1,749.24	445.95	-
Disposals	19.41	-	-	-	-	-
<b>Gross Carrying amount as at March 31, 2023</b>	1,750.96	0.26	150.00	1,749.24	484.07	825.00
<b>Accumulated amortisation and impairment</b>						
<b>As at April 01, 2021</b>	1,270.85	0.09	-	-	-	-
Amortisation charge during the year	92.72	0.03	33.49	-	-	-
Add: Purchase of subsidiary	2.49	-	-	-	-	-
Disposals	-	-	-	-	-	-
<b>As at March 31, 2022</b>	1,366.06	0.11	33.49	-	-	-
Amortisation charge during the year	80.47	0.03	75.00	25.32	-	-
Add: Purchase of subsidiary	-	-	-	-	-	-
Disposals	19.40	-	-	-	-	-
<b>As at March 31, 2023</b>	1,427.13	0.14	108.49	25.32	-	-
<b>Net carrying amount as at March 31, 2023</b>	323.83	0.12	41.51	1,723.92	484.07	825.00
<b>Net carrying amount as at March 31, 2022</b>	404.31	0.15	116.51	-	38.13	825.00

**INTANGIBLE ASSETS DEVELOPMENT AGEING SCHEDULE FOR THE YEAR ENDED MARCH 31, 2023 IS GIVEN BELOW :**

(Rs.in lakhs)					
Intangible assets under development	Amount in Intangible under development for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Software under Process	445.91	34.60	0.36	3.21	484.07

**INTANGIBLE ASSETS DEVELOPMENT AGEING SCHEDULE FOR THE YEAR ENDED MARCH 31, 2022 IS GIVEN BELOW:**

(Rs.in lakhs)					
Intangible assets under development	Amount in Intangible under development for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Software under Process	34.60	0.36	1.04	2.13	38.13

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

**NOTE 6 : INVESTMENTS**

(Rs.in lakhs)		
Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
<b>Investment Carried at Cost - in Associates</b>		
Nil Equity shares (March 31, 2022: 2600) Samekit Learning Management Private Limited (Formerly known as Gravotix Technologies Private Limited) @ Rs. 10 each*	-	0.26
<b>Other Investments - Unquoted Equity Instruments</b>		
2,43,744 Equity Shares (March 31, 2022: 2,23,600 of Fly HI Financial Services Pvt Ltd of Rs. 248.21/- each fully paid **	605.00	555.00
<b>Investment carried at Fair Value through Other Comprehensive Income (FVTOCI)</b>		
1,000,000 Equity Shares (March 31, 2022: 1,000,000) of The Byke Hospitality Limited of Rs. 10/- each fully paid	450.00	450.00
<b>Total</b>	<b>1,055.00</b>	<b>1,005.26</b>

\*The group has sold its investment in associate ie. Samekit Learning Management Private Limited on January 23, 2023.

\*\*During the year ended March 31, 2023 , the group has invested in 0.20 lakhs Equity shares of Fly HI Financial Services Private Limited.

**NOTE 7 : LOANS**

(Rs.in lakhs)		
Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
<b>Secured</b>		
Business Loans	108.66	-
Less- Current Portion of long term loans	(8.66)	-
Vehicle Loans	2,874.54	-
Less- Current Portion of long term loans	(819.40)	-
<b>Unsecured, Considered Good</b>		
Loan given to MSME	7,512.55	-
Less- Current Portion of long term loans	(1,532.38)	-
<b>Total</b>	<b>8,135.31</b>	<b>-</b>

**NOTE 8 : OTHER FINANCIAL ASSETS**

(Rs.in lakhs)		
Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Fixed Deposits	25.50	35.00
Security deposits to stock exchange	395.75	258.58
Rent Deposit	5.89	-
Other Security deposits	386.02	1,396.79
Prepaid Rentals	-	1.45
Interest Accrued on Deposits	9.69	8.19
<b>Total</b>	<b>822.85</b>	<b>1,700.01</b>

**NOTE 9 : INCOME TAX ASSETS (NET)**

(Rs.in lakhs)		
Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Income tax assets (net of provision for tax)	605.63	413.38
<b>Total</b>	<b>605.63</b>	<b>413.38</b>

**NOTE 10 : DEFERRED TAX ASSETS - (NET)**

The major components of deferred tax Assets as recognized in the financial statements are as follows:

(Rs.in lakhs)		
Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Deferred Tax Assets arising on account of timing differences in:		
MAT Credit Entitlement	19.79	59.79
Property, Plant and Equipment - Depreciation	(23.06)	(14.28)
Provision for employee benefit expenses	27.57	31.48
Provision for Standard Loan Assets	30.08	59.86
Impairment loss on Investment	(2.39)	13.25
Deferred Tax on Fair value of Employee benefit expenses through Other comprehensive income	26.23	1.39
Deferred Tax on Fair Valuation of Investments	-	(1.78)
Amortisation of loan as per EIR	(14.27)	0.12
Allowance for Expected Credit Loss	8.58	6.13
Brought Forward Losses	-	2.73
Provision for doubtful debts	60.53	-
Fair value of securities held for trade	-	(18.43)
<b>Deferred Tax Assets (net)</b>	<b>133.06</b>	<b>140.26</b>
<b>Deferred Tax Assets routed through Profit &amp; Loss</b>	<b>30.24</b>	<b>5.19</b>
<b>Deferred Tax Assets routed through Other Comprehensive Income</b>	<b>2.53</b>	<b>(3.48)</b>

**NOTE 11 : OTHER NON-CURRENT ASSETS**

(Rs.in lakhs)		
Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Security deposits to stock exchange	142.25	277.25
Other Security deposits	53.99	15.90
Prepaid Rent	21.78	-
Prepaid Expenses	14.84	5.58
Fixed deposit (with Maturity of more than 12 Months)	10.00	26.57
Interest Accrued on Deposit	0.97	-
<b>Total</b>	<b>243.83</b>	<b>325.30</b>

**NOTE 12 : SECURITIES HELD FOR TRADE**

(Rs.in lakhs)		
Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
<b>Securities held for trade</b>		
Shares and Securities *	762.89	2,370.34
<b>Total</b>	<b>762.89</b>	<b>2,370.34</b>

\* Fair value has taken as Nil for securities which are suspended for trading at the stock exchange.

**NOTE 13 : INVESTMENTS**

(Rs.in lakhs)		
Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Aditya Birla Sun Life Corporate Bond	20.00	24.78
Aditya Birla Sun Life Liquid Fund	34.44	27.00
<b>Total</b>	<b>54.44</b>	<b>51.78</b>

**NOTE 14 : TRADE RECEIVABLES**

(Rs.in lakhs)		
Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
<b>Secured</b>		
Considered Good	6,860.67	6,025.34
Considered Doubtful	147.97	-
<b>Unsecured</b>		
Considered Good	4,623.45	2,134.19
Which have significant increase in credit risk	3.36	-
Credit Impaired	409.13	195.11
Less : Allowance For Credit Impaired	(493.71)	(195.11)
<b>Total</b>	<b>11,550.87</b>	<b>8,159.53</b>

**TRADE RECEIVABLES AGEING SCHEDULE AS ON MARCH 31, 2023 IS AS FOLLOWS**

(Rs.in lakhs)

Particulars	Outstanding for following periods from the date of the transaction					Total
	Less Than 6 Months	6 months to 1 year	1-2 years	2-3 years	More Than 3 years	
Undisputed Trade Receivables- Secured Considered Good	6,860.67	49.85	98.12	-	-	7,008.64
Undisputed Trade Receivables- Secured Considered Doubtful	-	-	-	-	-	-
Undisputed Trade Receivables- Considered Good	4,527.01	96.44	-	-	-	4,623.45
Undisputed Trade Receivables- Considered Doubtful	6.83	57.24	74.18	0.51	3.64	142.40
Disputed Trade Receivables- Considered Good	5.68	0.83	0.07	2.94	42.97	52.49
Disputed Trade Receivables- Considered Doubtful	-	-	217.60	-	-	217.60

**TRADE RECEIVABLES AGEING SCHEDULE AS ON MARCH 31, 2022 IS AS FOLLOWS**

(Rs.in lakhs)

Particulars	Outstanding for following periods from the date of the transaction					Total
	Less Than 6 Months	6 months to 1 year	1-2 years	2-3 years	More Than 3 years	
Undisputed Trade Receivables- Secured Considered Good	6,058.60	29.58	218.36	-	-	6,306.54
Undisputed Trade Receivables- Secured Considered Doubtful	-	-	-	-	-	-
Undisputed Trade Receivables- Considered Good	1,661.60	127.94	51.59	2.41	9.44	1,852.99
Undisputed Trade Receivables- Considered Doubtful	-	-	-	-	-	-
Disputed Trade Receivables- Considered Good	55.22	15.90	77.52	11.11	35.36	195.11
Disputed Trade Receivables- Considered Doubtful	-	-	-	-	-	-

**NOTE 15 : CASH AND CASH EQUIVALENTS**

(Rs.in lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Balances with Banks :		
- In Current Accounts	8,729.99	2,558.84
Cheques in hand	-	-
Cash on Hand	2.27	2.35
Prepaid Card	0.68	0.68
<b>Total</b>	<b>8,732.94</b>	<b>2,561.87</b>

**NOTE 16 : BANK BALANCES OTHER THAN (NOTE 15) ABOVE**

(Rs.in lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Balances with Banks:		
- In Earmarked Accounts	0.54	1.72
Fixed Deposits (Lien)*	11,613.11	11,336.96
Other Fixed Deposits with banks	4,850.00	-
<b>Total</b>	<b>16,463.65</b>	<b>11,338.68</b>

\* Fixed Deposits are under Lien with Banks for Bank Guarantees and Bank overdrafts.

**NOTE 17 : LOANS - CURRENT**

(Rs.in lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
<b>Secured, considered good</b>		
Loan against shares & Securities	19.51	5.13
Loan against property	508.32	2,210.02
Vehicle Loans - current portion	819.40	-
Current portion of Business loan	8.66	-
<b>Unsecured, considered good</b>		
Margin Money with stock exchange	-	-
Advances to Suppliers	-	2.56
Advances to Employees	3.47	140.67
Advance to related party	0.73	-
Loans to related parties	-	0.14
Current portion of MSME	1,532.38	-
Loan Given to Others-		
- Business	6,685.24	20,501.55
- MSME	1,578.82	2,294.13
- Personal	1,240.27	2,586.72
- Employees	60.65	-
-Others	3,181.43	4,777.10
Allowance for Credit loss	(119.56)	(168.84)
<b>Total</b>	<b>15,519.32</b>	<b>32,349.18</b>

**DETAILS OF LOAN GRANTED TO PROMOTERS, DIRECTORS, KEY MANAGERIAL PERSONNEL AND RELATED PARTIES (AS DEFINED UNDER COMPANIES ACT, 2013)**

Type of Borrower	Loans / Advances granted individually or jointly with others	Repayable on demand (Yes/No)	Terms/ Period of repayment is specified (Yes/No)	As at March 31, 2023		As at March 31, 2022	
				Amount of Loan in the nature of loan outstanding	Percentage to the total loans and advances in the nature of loans	Amount of Loan in the nature of loan outstanding	Percentage to the total loans and advances in the nature of loans
<b>Amount Repayable on Demand-</b>							
Other Related Party	Individually	Yes	Yes	0.73	0.00%	0.14	0.00%

**NOTE 18 : OTHER FINANCIAL ASSETS**

	(Rs.in lakhs)	
Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
<b>Carried at amortised cost</b>		
Security Deposits	31.65	132.64
Rent deposit	-	60.31
Accrued Income	150.00	8.65
Other Receivables	102.25	136.98
Less- Allowance for Credit Loss	(76.00)	-
Receivable from Exchange	153.60	177.23
Unbilled Revenue	65.00	38.04
Margin Money	27,555.32	25,536.96
Interest accrued on Fixed deposit	724.05	-
Margin Trading Funding	3,865.75	-
Retention money receivable	6.11	10.23
<b>Total</b>	<b>32,577.73</b>	<b>26,101.04</b>

**NOTE 19 : OTHER CURRENT ASSETS**

	(Rs.in lakhs)	
Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
<b>Balance with government authorities:</b>		
Goods & Service Tax Receivable	304.18	72.90
Advance to Vendors	211.43	113.04
Prepaid Expenses	260.91	188.82
Other Advances/ receivables	176.40	1,131.62
Advance to employee	101.47	-
Interest accrued on margin deposit	-	789.45
Advance for Business purchase	-	75.00
<b>Total</b>	<b>1,054.39</b>	<b>2,370.83</b>

**NOTE 20 : EQUITY SHARE CAPITAL**

	(Rs.in lakhs)	
Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
<b>Authorised :</b>		
108,000,000 (March 31, 2022: 50,100,000) Equity shares of Rs. 10 each *	10,800.00	5,010.00
	<b>10,800.00</b>	<b>5,010.00</b>
<b>Issued, Subscribed and Paid-up</b>		
99,512,000 (March 31, 2022: 49,756,000 ) Equity shares of Rs. 10 each fully paid up	9,951.20	4,975.60
<b>Total</b>	<b>9,951.20</b>	<b>4,975.60</b>

\* The Holding Company has increased its authorised share capital from Rs.501.00 lakhs to Rs.10,800.00 lakhs in pursuant to Bonus issue.

(a) Terms / rights attached to Equity Shares

The Holding Company has one class of equity shares having a par value of Rs.10 per share. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation, the equity share holders are eligible to receive the remaining assets of the company after distribution of all preferential amounts in proportion to their share holding.

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

	(Rs.in lakhs)	
Particulars	As at March 31, 2023	As at March 31, 2022
<b>Equity Shares</b>		
Balance as at the Beginning of the year	497.56	285.68
Add: Shares issued during the year	497.56	211.88
<b>Balance as at the end of the year</b>	<b>995.12</b>	<b>497.56</b>

(c) Details of shares held by shareholders holding more than 5% of the aggregate shares in the Company:

	(Rs.in lakhs)			
Equity Shares	As at March 31, 2023		As at March 31, 2022	
	Number of Shares	%	Number of Shares "	%
Shares held by				
Kamal Poddar	80.00	8.04%	40.00	8.04%
Arun Kumar Poddar	81.00	8.14%	40.50	8.14%
Vinita Sunil Patodia	124.02	12.46%	36.13	7.26%
Sunil Kumar Patodia	-	0.00%	25.89	5.20%
Genesis Grand General Trading LLC	70.00	7.03%	35.71	7.18%
Madhusudan Murlidhar Kela	120.00	12.06%	60.00	12.06%

(e) Details of shareholding of Promoters

	(Rs.in lakhs)				
Name of the Promoter	As at March 31, 2023			As at March 31, 2022	
	Number of Shares	% of total Number of Shares	% Change During the year	Number of Shares	% of total Number of Shares
Arun Kumar Poddar	81.00	8.14%	0.00%	40.50	8.14%
Kamal Poddar	80.00	8.04%	0.00%	40.00	8.04%
Vinita Patodia	124.02	12.46%	5.20%	36.13	7.26%
Sunil Kumar Patodia	-	0.00%	-5.20%	25.89	5.20%
Suyash Sunil Patodia	46.00	4.62%	0.00%	23.00	4.62%
Hemlata Kamal Poddar	40.00	4.02%	0.00%	20.00	4.02%
Sonu Poddar	40.00	4.02%	0.00%	20.00	4.02%
Archana Anil Patodia	31.50	3.17%	0.00%	15.75	3.17%
Anil C Patodia	22.00	2.21%	0.00%	11.00	2.21%
Aastha Anil Patodia	6.00	0.60%	0.00%	3.00	0.60%
Aayush Anil Patodia	6.00	0.60%	0.00%	3.00	0.60%
Anil Chothmal Patodia HUF	6.00	0.60%	0.00%	3.00	0.60%
Sunil Chothmal Patodia HUF	6.00	0.60%	0.00%	3.00	0.60%
Arun Kumar Poddar HUF	4.50	0.45%	0.00%	2.25	0.45%
Kamal Poddar HUF	4.50	0.45%	0.00%	2.25	0.45%
Shreya Patodia	2.48	0.25%	0.00%	1.24	0.25%
Shree Shakambhari Exims Private Limited	12.00	1.21%	0.00%	6.00	1.21%
Patodia Properties Private Limited	38.50	3.87%	3.87%	-	0.00%



Terms / rights attached to Equity Shares:

- The Holding Company has only one class of equity shares having a par value of Rs.10 per share. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation, the equity share holders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts in proportion to their share holding.
- In the event of liquidation of the Holding Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be proportion to the number of equity shares held by the shareholders.
- Disclosure statement of Bonus issue of shares**  
During the year ended March 31, 2023, the Holding Company has issued 497.56 lakhs bonus shares of Rs. 10 per share.
- Disclosure statement of Right issue of shares**  
During the year ended March 31, 2022, the Holding Company had issued 99.51 lakhs shares of Rs. 10 each at a premium of Rs. 41 per share.
- Disclosure statement of Preferential allotment**  
During the year ended March 31, 2022, the Holding Company has converted 112.37 warrants into equivalent number of equity shares on receipt of remaining 75% of the issue price of the warrants.

**NOTE 20 (A) : OTHER EQUITY**

Particulars	(Rs.in lakhs)	
	For the year ended March 31, 2023	For the year ended March 31, 2022
Statutory Reserve	974.47	899.59
Capital Reserve	279.36	8.70
Security Premium Reserve	13,511.33	18,544.94
Revaluation Reserve	4,170.22	4,170.22
Retained Earnings	18,150.33	12,366.29
Other Comprehensive Income	(20.80)	22.19
Share Based Payment Reserve	704.03	-
General Reserve	9.52	9.52
<b>Total</b>	<b>37,778.46</b>	<b>36,021.44</b>

**NOTE 20 (B): NON CONTROLLING INTEREST**

Particulars	(Rs.in lakhs)	
	For the year ended March 31, 2023	For the year ended March 31, 2022
Balance as at the beginning of the year	79.87	79.87
Add : Additions during the year	398.36	-
<b>Balance as at the end of the year</b>	<b>478.23</b>	<b>79.87</b>

**(I) STATUTORY RESERVE**

Particulars	(Rs.in lakhs)	
	For the year ended March 31, 2023	For the year ended March 31, 2022
Balance as at the beginning of the year	899.59	582.91
Add : Additions during the year	74.88	316.68
<b>Balance as at the end of the year</b>	<b>974.47</b>	<b>899.59</b>

It is created as per the terms of Section 45 IC (I) of Reserve Bank of India, 1934 as Statutory Reserves.

**(II) CAPITAL RESERVE**

Particulars	(Rs.in lakhs)	
	For the year ended March 31, 2023	For the year ended March 31, 2022
Balance as at the beginning of the year	8.70	8.70
Add : Additions during the year	270.66	-
<b>Balance as at the end of the year</b>	<b>279.36</b>	<b>8.70</b>

It is made out of Capital profit earned. The same is not available for profit distribution.

**(III) SECURITIES PREMIUM RESERVE:**

Particulars	(Rs.in lakhs)	
	For the year ended March 31, 2023	For the year ended March 31, 2022
Balance as at the beginning of the year	18,544.94	9,903.20
Add : Additions during the year	-	8,686.97
Less Bonus share issued	(4,975.60)	-
Less: Right issue expenditure	58.01	45.23
<b>Balance as at the end of the year</b>	<b>13,511.33</b>	<b>18,544.94</b>

Securities Premium reserve is used to record the premium on issue of shares. The reserve is utilised in accordance with the provision of the Companies Act, 2013.

**(IV) REVALUATION RESERVE**

Particulars	(Rs.in lakhs)	
	For the year ended March 31, 2023	For the year ended March 31, 2022
Balance as at the beginning of the year	4,170.22	4,170.22
Add : Additions during the year	-	-
<b>Balance as at the end of the year</b>	<b>4,170.22</b>	<b>4,170.22</b>

\* It has been created on revaluation of freehold land at fair market value. The same is not available for profit distribution.

**(V) RETAINED EARNINGS:**

Particulars	(Rs.in lakhs)	
	For the year ended March 31, 2023	For the year ended March 31, 2022
Balance as at the beginning of the year	12,366.29	7,310.17
Add: Profit for the year	6,006.79	5,360.46
(Less): Transferred to Statutory Reserve	(74.88)	(316.68)
Add: Reversal of Loss due to acquisition of ESL	(173.77)	233.77
Add: pre acquisition reserve of subsidiaries	0.05	(248.16)
(Less): Adjustment for previous periods (Opening balance adjustments)	(5.13)	-
(Less): Adjustment on account of NCI	30.98	26.73
<b>Balance as at the end of the year</b>	<b>18,150.33</b>	<b>12,366.29</b>

Retained Earnings represents surplus/accumulated earnings of the Company and are available for distribution to shareholders.

**(VI) GENERAL RESERVE**

Particulars	(Rs.in lakhs)	
	For the year ended March 31, 2023	For the year ended March 31, 2022
Balance as at the beginning of the year	9.52	9.52
Add : Additions during the year	-	-
<b>Balance as at the end of the year</b>	<b>9.52</b>	<b>9.52</b>

Amount set aside from Retained Earnings as a reserve to be utilised for permissible general purpose as per law.

**(VII) OTHER COMPREHENSIVE INCOME**

Particulars	(Rs.in lakhs)	
	For the year ended March 31, 2023	For the year ended March 31, 2022
Balance as at the beginning of the year	22.19	29.04
Add : Additions during the year	(42.99)	(6.86)
Add : On account of merger	-	(2.80)
<b>Balance as at the end of the year</b>	<b>(20.80)</b>	<b>19.38</b>

Other Comprehensive Income consist of remeasurement gains / losses on defined benefit plans, gain /(loss) of equity instruments carried through FVTOCI.

**(VIII) SHARE BASED PAYMENT RESERVE**

Particulars	(Rs.in lakhs)	
	For the year ended March 31, 2023	For the year ended March 31, 2022
Opening Balance		
Add : Additions during the year	704.03	-
<b>Balance as at the end of the year</b>	<b>704.03</b>	<b>-</b>

This reserve is created by debiting the statement of profit and loss account with the fair value of share options granted to the employees by the Company. On exercise of the options so granted, the reserve will move to share capital and securities premium and unvested portion if any, will be transferred to securities premium account.

**NOTE 21 : BORROWINGS**

Particulars	(Rs.in lakhs)	
	For the year ended March 31, 2023	For the year ended March 31, 2022
Secured loans		
Term loan from Bank *	9,751.99	4,145.27
Less: Current maturity of long term borrowings	(1,977.06)	(481.49)
Term loan from Financial Institution**	1,490.20	-
Less: Current maturity of long term borrowings	(325.58)	-
<b>Total</b>	<b>8,939.55</b>	<b>3,663.78</b>

\*During the year ended March 31, 2023, the outstanding loan of Rs. 27.20 lakhs from Aditya Birla Finance Limited has been taken over by Axis Bank Limited. The said loan carries interest at Repo plus 3% which is 9.50% Currently. The Loan is repayable in 83 Equated monthly installments of Rs. 31.55 lakhs. The security details are as given below-

1. Residential Properties of Promoters
2. Freehold land and building at Mumbai in the name of Choice International Limited

\*During the year ended March 31, 2023, term loan of Rs. 1500.00 lakhs has been taken from Standard Chartered Bank. The said loan carries interest at Repo plus 2.60% which is currently 8.85%. The Loan is repayable in 180 equated monthly installments of Rs. 14.77 lakhs. The loan is secured against Commercial Property in the name of Choice Consultancy Services Private Limited.

\*The outstanding amount of loan of Rs 142.06 lakhs (PY -Rs. 160.65 lakhs) was taken from ICICI Bank and is secured by way of first charge on Office Premises at Delhi. The loan is repayable in monthly principal installments and interest, ending in August ,2028.

\*The outstanding loan amount Rs. 57.93 lakhs (P Y - 72.12 lakhs) has been taken from Yes Bank Limited against mortgage of the vehicle. The loan is repayable in monthly EMI of Rs. 161829/- ending on August 2026.

\*The outstanding amount loan of Rs. NIL ( March 31, 2022 - Rs. 929.72 Lakhs) (Sanction amount is Rs. 1,000 Lakhs) was taken from Aditya Birla Finance Limited and was secured by way of first charge on office premises of parent company and promoters at Mumbai. The said loan carried interest at 10.50%. During the year ,the said loan has been taken over by Axis Bank.

\*The outstanding amount loan of Rs. 132.80 Lakhs ( March 31, 2022 - Rs. 168.72 Lakhs) was taken from Axis Bank Limited and is secured by way of first charge on office premises at Mumbai. The said loan carries interest @ 1 Year MCLR +1.75% (presently at 10%). The loan is repayable monthly ending in October 2026.

\*The outstanding amount loan of Rs. 1.89 Lakhs(March 31, 2022- Rs. 4.20 Lakhs) was taken from HDFC Bank and is secured by way of first charge on Vehicle at Mumbai. The loan is repayable in Equated Monthly Installments ("EMI") of Rs. 0.22 Lakhs ending in December 2023.

\*During the year, the outstanding loan of Rs. 887 Lakhs has been taken over by Axis Bank Limited and is secured by way of first charge on office premises of parent company and promoters at Mumbai. The said loan carries interest rate at Repo plus 3% which is 9.50% currently. The principle is repayable in 83 monthly installments of Rs. 10.56 Lakhs and last installment of Rs. 10.56 Lakhs.

\*During the year, the outstanding loan of Rs.4574.33 lakhs (March 31, 2022- Nil ) have been taken from State Bank of India, AU Small Finance Bank and HDFC Bank by way of hypothecation on receivables and current assets and having interest from 10 to 12%. The loan are repayable in monthly EMI.

\*\*During the year, the outstanding loan of Rs.1500 lakhs (March 31, 2022- Nil ) have been taken from financial Institution by way of hypothecation on receivables and current assets and having interest from 10 to 12%. The loan are repayable in monthly EMI.

**NOTE 22 : OTHER FINANCIAL LIABILITIES**

Particulars	(Rs.in lakhs)	
	For the year ended March 31, 2023	For the year ended March 31, 2022
Security Deposit	5.50	24.24
Equity Deposit	31.14	-
Franchisee Deposit	563.33	-
<b>Total</b>	<b>599.97</b>	<b>24.24</b>

**NOTE 23 : PROVISIONS**

Particulars	(Rs.in lakhs)	
	For the year ended March 31, 2023	For the year ended March 31, 2022
Provision for Employee Benefits:		
Provision for Gratuity	486.37	299.90
Others	-	5.63
<b>Total</b>	<b>486.37</b>	<b>305.53</b>

**NOTE 24 : DEFERRED TAX LIABILITIES - (NET)**

The major component of deferred tax liability/(assets) as recognised in the financial statements are as follows:

Particulars	(Rs.in lakhs)	
	For the year ended March 31, 2023	For the year ended March 31, 2022
Deferred Tax Liabilities arising on account of timing differences in:		
MAT Credit Entitlement	-	(36.03)
Property, Plant and Equipment - Depreciation	639.61	526.38
Provision for employee benefit expenses	(121.68)	(88.17)
Deferred Tax on Fair value of Employee benefit expenses through Other Comprehensive Income	(4.79)	12.08
Deferred Tax on Fair Valuation of Investments	(94.31)	0.83
Amortisation of loan as per EIR	10.88	8.46
Allowance for Expected Credit Loss	(34.89)	(8.50)
Provision for Expenses	-	(0.80)
Deferred Tax Asset on Goodwill	-	28.69
Deferred Tax Liability on Fair Value of Inventories	28.80	63.74
Provision for Doubtful Debts	(26.52)	(12.58)
<b>Deferred Tax Liabilities (net)</b>	<b>397.10</b>	<b>494.10</b>
<b>Deferred Tax Liabilities routed through Profit &amp; Loss</b>	<b>(122.46)</b>	<b>38.57</b>
<b>Deferred Tax Liabilities routed through Other Comprehensive Income</b>	<b>(11.41)</b>	<b>1.02</b>

**NOTE 25 : OTHER NON-CURRENT LIABILITIES**

Particulars	(Rs.in lakhs)	
	For the year ended March 31, 2023	For the year ended March 31, 2022
Lease Liability	1,573.54	2.23
<b>Total</b>	<b>1,573.54</b>	<b>2.23</b>

**NOTE 26 : BORROWINGS**

Particulars	(Rs.in lakhs)	
	For the year ended March 31, 2023	For the year ended March 31, 2022
<b>Secured Loans</b>		
Current Maturity of long term borrowings	2,302.63	481.49
Loan from Financial Institutions*	1,529.88	7,538.65
Bank Overdraft**	7,784.08	6,007.75
<b>Unsecured Loans</b>		
Loan taken from Related Parties	9.82	381.44
Other Loans	-	3,826.02
<b>Total</b>	<b>11,626.42</b>	<b>18,235.35</b>

\*During the year March 31, 2023, outstanding amount of term loan of Rs. 1507.24 (March 31, 2022- Nil ) taken from financial institution for which cover against hypothecation of MTF receivables and carries interest @ 10% p.a. The loan is repayable after 1 year from the date of loan. Further, the loan with financial Institution has been guaranteed by the personal guarantee of Mr. Kamal Poddar and Corporate guarantee of Choice International Limited.

\*Outstanding amount of loans of Rs. 22.14 lakhs (March 31, 2022- Rs. 7538.65 lakhs) taken from Financial Institutions are secured against securities.

\*\* During the year March 31, 2023, the bank overdraft facility outstanding amount of Rs. 210.01 lakhs (March 31, 2022- Nil) taken from Axis Bank Limited is secured by way of hypothecation of current assets.

\*\*Bank overdraft facilities outstanding amount of Rs.6169.57 lakhs (March 31, 2022: Rs.3665.19 lakhs) taken from various banks are secured against lien on fixed deposits.

\*\*Bank overdraft facility, outstanding amount of Rs.1404.51 lakhs (March 31, 2022: Rs.2343.56/-) is taken from Indusind Bank which is secured against hypothecation of receivables (except MTF receivable) and corporate guarantee given by the holding company Choice International Limited.

**NOTE 27 : TRADE PAYABLES**

Particulars	(Rs.in lakhs)	
	For the year ended March 31, 2023	For the year ended March 31, 2022
<b>Trade Payable</b>		
Dues to Micro Enterprises and Small Enterprises*	265.26	351.52
Other than Micro and small Enterprises	2,606.28	1,395.00
<b>Total</b>	<b>2,871.54</b>	<b>1,746.52</b>

\*Based on information received by the Company from its suppliers regarding their status under the Micro, Small and Medium Enterprises (MSME) Development Act, 2006 and relied upon by the auditors; details of amount due to such vendors is as below:

**DISCLOSURES REQUIRED UNDER SECTION 22 OF THE MICRO, SMALL AND MEDIUM ENTERPRISES DEVELOPMENT ACT, 2006**

(Rs.in lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
(a) (i) The principal amount remaining unpaid to supplier as at end of the accounting year	265.26	351.52
(ii) Interest due thereon remaining unpaid to supplier as at end of the accounting year	-	-
(b) The amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006 (27 of 2006), along with the amount of the payment made to the supplier beyond the appointed day during each accounting year	-	-
(c) The amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006;	-	-
(d) The amount of interest accrued and remaining unpaid at the end of the accounting year	-	-
(e) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.	-	-
<b>Total</b>		

**TRADE PAYABLE AGEING SCHEDULE AS ON MARCH 31, 2023 IS AS FOLLOWS**

(Rs.in lakhs)

Particulars	Outstanding for following periods from the date of the transaction					Total
	Less than 1 year	1-2 years	2-3 years	More Than 3 years		
MSME (Micro , small and Medium Enterprises)	265.26	-	-	-	-	265.26
Others	2,561.67	23.42	7.18	14.01	-	2,606.28
Disputed Dues- MSME	-	-	-	-	-	-
Disputed Dues- Others	-	-	-	-	-	-

**TRADE PAYABLE AGEING SCHEDULE AS ON MARCH 31, 2022 IS AS FOLLOWS**

(Rs.in lakhs)

Particulars	Outstanding for following periods from the date of the transaction					Total
	Less than 1 year	1-2 years	2-3 years	More Than 3 years		
MSME (Micro , small and Medium Enterprises)	351.52	-	-	-	-	351.52
Others	1,320.56	16.38	29.05	29.01	-	1,395.00
Disputed Dues- MSME	-	-	-	-	-	-
Disputed Dues- Others	-	-	-	-	-	-

**NOTE 28 : OTHER FINANCIAL LIABILITIES**

(Rs.in lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Advance from Customers	29,522.70	28,944.78
Other Advances	-	17.02
Current Maturities of debentures	-	75.00
Interest accrued but not due	41.35	17.39
Payable for Staff salaries	306.00	123.46
Franchisee deposit	-	418.42
Lease Liability	104.26	-
<b>Total</b>	<b>29,974.31</b>	<b>29,596.07</b>

**NOTE 29 : OTHER CURRENT LIABILITIES**

(Rs.in lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Statutory Dues	1,459.69	632.90
Advance from Customers	30.82	5.54
Franchisee and other deposits	-	4.59
Other Payables	3,862.32	1,182.82
Security deposits	15.00	-
Salary Payable	0.78	9.09
<b>Total</b>	<b>5,368.61</b>	<b>1,834.94</b>

**NOTE 30 : CURRENT PROVISIONS**

(Rs.in lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Provision for Gratuity	89.44	100.15
Provision for Leave Encashment	62.28	39.66
Provision for Expenses	353.22	318.64
Provision for Tax (net of advance tax)	293.45	322.46
<b>Total</b>	<b>798.39</b>	<b>780.91</b>

**NOTE 31 : REVENUE FROM OPERATIONS**

(Rs.in lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Revenue from Sale of Services	28,737.40	20,806.06
Interest income	7,692.33	6,184.43
Income from Business Support Services	644.92	184.27
Processing Fees Income	195.64	-
Gain on sale of Securities held for trade	258.01	-
Fair value changes of Securities held for trade	-	790.27
Other Fees and Charges	979.17	407.51
<b>Total</b>	<b>38,507.47</b>	<b>28,372.54</b>

**NOTE 32 : OTHER INCOME**

(Rs.in lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Interest Income on		
-Bank Deposits	726.23	117.63
-Others	29.44	11.52
Credit Balances Written off	32.50	0.13
Interest on Rent Deposit	3.01	1.58
Rent Received	38.65	50.40
Interest on Income Tax Refund	16.39	11.03
Gain on sale of Investments	-	8.60
Misc. Income	151.18	22.16
Profit on sale of Property, plant and equipment	0.55	-
Bad debts written back	0.70	-
Fair Value Gain on Investment	2.66	-
Dividend Income	8.81	-
<b>Total</b>	<b>1,010.12</b>	<b>223.05</b>

**NOTE 33 : EMPLOYEE BENEFITS EXPENSES**

(Rs.in lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Salaries, allowances and Bonus	10,091.66	5,527.00
Contributions to Provident and Other Funds	262.16	144.67
Employee Share Based payments	493.45	-
Staff Welfare Expenses	41.96	23.37
Manpower Supply Contract charges	6.66	-
<b>Total</b>	<b>10,895.89</b>	<b>5,695.04</b>

**NOTE 34 : FINANCE COSTS**

(Rs.in lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Interest on Borrowings from Related Parties	4.57	50.38
Interest on Borrowings from Others	239.58	461.67
Interest on Borrowings from financial Institutions	784.85	668.03
Interest on Debentures	-	8.72
Interest on Borrowings from Banks	926.01	230.55
Other Borrowing Costs	191.41	113.77
Interest on tax	1.27	-
Interest on Lease Liability	44.61	-
<b>Total</b>	<b>2,192.30</b>	<b>1,533.12</b>

**NOTE 35 : DEPRECIATION AND AMORTISATION EXPENSE**

(Rs.in lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Depreciation on tangible assets (Refer Note 3)	298.99	204.57
Amortisation of intangible assets (Refer Note 4)	180.82	126.24
<b>Total</b>	<b>479.81</b>	<b>330.81</b>

**NOTE 36 : OTHER EXPENSES**

(Rs.in lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Brokerage Charges	1,351.03	987.43
Professional fees and Sub Contract charges	1,803.89	4,501.33
Sub Brokerage and referral charges	7,986.68	5,043.37
Fair Value loss on Securities held for trade	204.76	(65.33)
Business Support Expenses	47.14	4.02
Tender and application charges	7.16	-
Bank Charges and Commission	16.99	9.11
Rent	492.66	226.90
Repairs & maintenance	196.50	134.57
Rates & taxes	114.87	88.42
Brokergae on DSA Payout	77.31	-
Legal and professional	797.69	459.63
Insurance charges	11.83	2.61
Electricity Charges	103.82	62.60
Travelling & Conveyance expenses	670.12	238.24
Communication expenses	254.11	203.74
Canteen expenses	51.70	38.75
Computer expenses	473.42	381.19
Claim & Dispute	25.32	65.65
CSR expenses	75.53	35.55
Guesthouse Expenses	30.70	16.35
Food and refreshment charges	41.22	-
Director sitting fees	15.00	11.75
Advertisement & Business promotion expenses	601.18	461.10
Printing & Stationery	142.04	44.79
Payment to Auditors		
Statutory Audit Fees	57.62	54.36
Tax Audit Fees	0.40	0.85
Other Matters	0.36	1.19
Provision on standard loan assets	(49.28)	45.23
Commission & Brokerage	11.36	-
Miscellaneous expenses	589.98	328.36
Office Expenses	80.12	-
Loss on sale of Investment	352.13	5.60
Loss on sale of PPE	0.22	-
Allowances for credit Loss	88.09	(26.89)
Bad Debts written off	48.68	40.25

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Training expenses	23.03	-
Provision for Bad & Doubtful Debts	55.35	32.85
Provision for Security Deposit	-	13.50
Membership & Subscription Charges	20.49	8.13
Lease Line Expenses	117.42	76.35
Depository Charges	92.38	110.57
Sundry Balance Written off	3.33	1.51
Survey Expenses	681.26	-
Donation	0.26	10.00
Short Penalty recovered	(14.41)	-
Exchange Charges	-	11.38
Rental Expenses	2.97	1.22
<b>Total</b>	<b>17,754.43</b>	<b>13,666.23</b>

As per Section 135 of the Companies Act, 2013, the Company is mandatorily required to spend on corporate social responsibility (CSR) activities.

**Details of CSR Expenditure:**

1. Gross amount required to spend by the Company	75.53	35.55
2. Amount spend during the year	75.53	35.55
a. paid during the year	-	-
b. provision made during the year	-	-
3. Shortfall at the end of the year	-	-
4. Nature of CSR activities	Donation towards general donation	Donation towards general donation
5. Details of related party transactions	Sunil Patodia Welfare Foundation	Sunil Patodia Welfare Foundation

**NOTE 37 : EARNINGS PER EQUITY SHARE**

(Rs.in lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Net Profit after tax attributable to Equity Shareholders for Basic EPS (in lakhs)	6,006.79	5,360.45
Add/Less: Adjustment relating to potential equity shares(in lakhs)	-	-
Net profit after tax attributable to equity shareholders for Diluted EPS (in lakhs)	6,006.79	5,360.45
<b>Weighted average number of Equity Shares outstanding during the year (in lakhs)</b>		
For Basic EPS	995.12	887.03
For Diluted EPS	999.45	887.03
<b>Face Value per Equity Share (Rs.)</b>	10.00	10.00
Basic EPS (Rs.)	6.04	6.04
Diluted EPS (Rs.)	6.01	6.04
<b>Reconciliation between no. of shares used for calculating basic and diluted EPS</b>		
No. of shares used for calculating Basic EPS (in lakhs)	995.12	887.03
Add: Potential equity shares (in lakhs)	4.33	-
No. of shares used for calculating Diluted EPS (in lakhs)	999.45	887.03

#### NOTE 38- EMPLOYEE BENEFIT OBLIGATIONS

The Group has classified the various benefits provided to employees as under:

##### 1. Defined Contribution Plan

During the year, the Group has incurred and recognised the following amounts in the Statement of Profit and Loss:

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Employer's Contribution to Provident Fund	238.84	127.34
Employer's Contribution to ESIC	21.60	15.89
<b>Total</b>	<b>260.43</b>	<b>143.23</b>

##### 2. Defined benefit plans

###### Gratuity (post-employment benefits)

The Group provides for gratuity to employees in India as per the Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of 5 years are eligible for gratuity. The amount of gratuity payable on retirement/ termination is the employees last drawn basic salary per month computed proportionately for 15 days salary multiplied for the number of years of service. The gratuity plan is a funded plan and the Group makes contributions to recognised/approved funds in India. The Group does not fully fund the liability and maintains a target level of funding to be maintained over a period of time based on estimations of expected gratuity payments.

###### Gratuity

The following table sets out the amount recognised in the balance sheet and the movements in the net defined benefit obligations over the year are as follows:

(Rs.in lakhs)

Particulars	Present value of obligation	Fair value of Plan assets	Net amount
<b>As at April 01, 2021</b>	300.29	5.48	294.81
<b>On acquisition of Subsidiaries</b>	36.38	0.34	36.02
Net Transfer In/ (Out) obligation	-	-	-
Current Service cost	79.99	-	79.99
Interest expense/(income)	20.37	2.55	17.82
<b>Total amount recognised in profit or loss</b>	<b>100.36</b>	<b>2.55</b>	<b>97.81</b>
Remeasurements			
Return on plan assets, excluding amounts included in interest expense / (income)	-	(2.13)	2.13
(Gain)/loss from change in financial assumptions	(11.99)	-	(11.99)
(Gain)/loss from change in demographic assumptions	(5.34)	-	(5.34)
Experience (gains)/losses	17.02	-	17.02
<b>Total amount recognised in other comprehensive income</b>	<b>(0.31)</b>	<b>(2.13)</b>	<b>1.81</b>
Employer contributions	-	-	-
Benefit payments	(30.70)	-	(30.70)
<b>As at March 31, 2022</b>	<b>406.00</b>	<b>6.24</b>	<b>399.76</b>

(Rs.in lakhs)

Particulars	Present value of obligation	Fair value of Plan assets	Net amount
<b>As at April 01, 2022</b>	406.00	6.24	399.76
Net Transfer In obligation	5.36	-	5.36
Current Service cost	105.79	-	105.79
Interest expense/(income)	28.35	0.45	27.90
<b>Total amount recognised in profit or loss</b>	<b>134.14</b>	<b>0.45</b>	<b>133.68</b>
Remeasurements			
Return on plan assets, excluding amounts included in interest expense / (income)	-	(0.01)	0.01
(Gain)/loss from change in financial assumptions	(18.90)	-	(18.90)
(Gain)/loss from change in demographic assumptions	(10.95)	-	(10.95)
Experience (gains)/losses	94.27	-	94.27
<b>Total amount recognised in other comprehensive income</b>	<b>64.42</b>	<b>(0.01)</b>	<b>64.43</b>
Employer contributions	-	-	-
Benefit payments	(27.42)	-	(27.42)
<b>As at 31-Mar-23</b>	<b>582.51</b>	<b>6.68</b>	<b>575.83</b>

The net liability disclosed above relates to funded plans are as follows:

Particulars	(Rs.in lakhs)	
	For the year ended March 31, 2023	For the year ended March 31, 2022
Present value of funded obligations	582.51	406.00
Fair value of plan assets	6.68	6.24
<b>Deficit/(Surplus) of gratuity plan</b>	<b>575.83</b>	<b>399.76</b>

#### Significant estimates- actuarial assumptions and sensitivity

The significant actuarial assumptions were as follows:

	March 31, 2023	March 31, 2022
Discount rate	7.30%	6.85%
Salary growth rate (per annum)	6.00%	6.00%
Withdrawal rate (per annum)	For service upto 2 years 40%, 3 to 4 years 20.00% p.a. For service 5 years and above 10 % p.a	5% at younger ages reducing to 1% at older ages
Expected rate of return	7.30%	6.85%
Mortality Table	Indian Assured Lives Mortality (2012-14) Table	Indian Assured Lives Mortality (2012-14) Table

#### Sensitivity analysis

The sensitivity of the defined benefit obligation to changes in the weighted principal assumptions is:

	Change in assumption	
	March 31, 2023	March 31, 2022
Discount rate	+/-1.00%	+/-0.50%
Salary growth rate	+/-1.00%	+/-0.50%
Withdrawal rate	+/-1.00%	W.R. x 110%/W.R. x 90%

	March 31, 2023	March 31, 2022
Delta Effect of Increase in Rate of Discounting	6,66,962	(24,35,849)
Delta Effect of Decrease in Rate of Discounting	(50,49,155)	28,06,748
Delta Effect of Increase in Rate of Salary Escalation	37,55,170	22,22,795
Delta Effect of Decrease in Rate of Salary Escalation	(34,95,510)	(21,48,846)
Delta Effect of Increase in Rate of Employee Turnover	2,26,707	2,21,460
Delta Effect of Decrease in Rate of Employee Turnover	(3,94,498)	(2,94,095)

The above sensitivity analyses are based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied as when calculating the defined benefit liability recognised in the balance sheet.

The methods and types of assumptions used in preparing the sensitivity analysis did not change compared to the prior period.

#### Risk Exposure

Through its defined benefit plans, the Company is exposed to a number of risks, the most significant of which are detailed:

Investment risk	The present value of the defined benefit plan liability is calculated using a discount rate which is determined by reference to market yields at the end of the reporting period on government bonds. If the return on plan asset is below this rate, it will create a plan deficit. Currently, for the plan in India, it has a relatively balanced mix of investments in government securities, and other debt instruments.
Interest risk	A fall in the discount rate which is linked to the G.Sec. Rate will increase the present value of the liability requiring higher provision. A fall in the discount rate generally increases the mark to market value of the assets depending on the duration of asset.
Asset liability matching risk	The plan faces the ALM risk as to the matching cash flow. Since the plan is invested in lines of Rule 101 of Income Tax Rules, 1962, this generally reduces ALM risk
Mortality risk	"Since the benefits under the plan is not payable for life time and payable till retirement age only, plan does not have any longevity risk."
Concentration risk	Plan is having a concentration risk as all the assets are invested with the insurance entity and a default will wipe out all the assets. Although probability of this is very less as insurance companies have to follow regulatory guidelines.
Salary risk	The present value of the defined benefit plan liability is calculated by reference to the future salaries of members. As such, an increase in the salary of the members more than assumed level will increase the plan's liability.

#### Maturity profile of gratuity liability and Employer contribution

Expected contributions to post-employment benefit plans for the year ending March 31, 2023 are Rs.Nil (as at March 31, 2022: Rs. 105.41 lakhs).

The weighted average duration (based on discounted cash flows) of the defined benefit obligation is 8 years (13.22 years as at March 31, 2022).

The expected maturity analysis of undiscounted gratuity is as follows

Particulars	(Rs.in lakhs)	
	2022-23	2021-22
Less than one year	63.92	20.22
Between 1-2 years	56.24	15.06
Between 2-5 years	170.41	66.64
Over 5 years	1,003.91	113.71
<b>Total</b>	<b>1,294.48</b>	<b>215.63</b>

#### 3. Share Based Payments

##### A) Choice Employee Stock Option Plan 2022

The Group has Choice Employee Stock Option Plan 2022, under which options have been granted to eligible employees to be vested from time to time. This Scheme has been incorporated in Choice International Limited (Holding Company).

The Group has established share option plans that entitle the employees of the Company and its subsidiary companies to purchase the shares of the Company. Under these plans, holders of the vested options are entitled to purchase shares at the exercise price of the shares determined at the respective date of grant of options.

The key terms and conditions related to the vesting of grants under these plans are continued employment with the company from the date of grant of option till the date of vesting; all options are to be settled by the delivery of shares.

#### Measurement of fair values



The fair value of the employee share options has been measured using Black-Scholes Option pricing model.

Table Showing Nature and characteristics of ESOP plans issued during period:

Particulars	FY 22-23
Grant Date	17-Oct-22
Vesting requirement	1 Year to 4 Years
Vesting ratio	25:25:25:25
Method of settlement	Equity settled
Exercise Price	10.00
Share Price on Grant Date	252.65
Accounting method	Fair Value method (Black Scholes)

The fair value of the options and the inputs used in the measurement of the grant-date fair values of the equity-settled share based payment options granted during the year are as follows:

Particulars	FY 22-23
Grant Date	17-Oct-22
Option Price Model	Black Scholes Method
Exercise Price	10.00
Share Price on Grant Date	252.65
Expected Volatility	55%
Expected time to exercise shares	4 to 5.50 years
Risk-free rate of return	7.46% - 7.56%
Dividend Yield	0%
Fair Value of ESOP at Grant Date	245.24 - 246.08
Weighted Average Fair Value of ESOP at Grant Date	245.66

Method used to determine expected volatility The expected volatility is based on Historical share price returns.

Table Showing options movement during year:

Particulars	As at March 31, 2023
Outstanding at the beginning of the year	-
Granted during the year	9.53
Forfeited during the year	-
Expired during the year	-
Exercised during the year	-
Outstanding at the end of the year	9.53
Exercisable at the end of the year	-

Table Showing weighted average exercise prices of options:

Particulars	As at March 31, 2023
Outstanding at the beginning of the year	N.A.
Granted during the year	10.00
Forfeited during the year	N.A.
Expired during the year	N.A.
Exercised during the year	N.A.
Outstanding at the end of the year	10.00
Exercisable at the end of the year	N.A.

Table Showing stock options outstanding at the end of the period:

Particulars	March 31, 2023
Exercise Price (INR)	10.00
Weighted average remaining contractual life (Years)	
Grant Date: 17-10-2022	6.55

Table Showing movement of ESOP outstanding reserve:

Particulars	FY 22-23
Opening ESOP Outstanding Reserve Balance	-
Expense Recognised/ (Reversed) during the year - Company CIL	21.46
Expense Recognised/ (Reversed) during the year - Subsidiaries	489.57
Closing ESOP Outstanding Reserve Balance	511.03

Total Expense Recognized for Fair value of ESOP for the Financial Year 2022-23 is Rs. 511.03 lakhs for Choice Group, Expense is recognised in respective company where employee is rendering services.

#### B. Choice Finserv Employee Stock Option Plan 2022

The Group has Choice Finserv Employee Stock Option Plan 2022, under which options have been granted to eligible employees to be vested from time to time which has been designed in one of Subsidiary of the group namely Choice Finserv Private Limited.

The Company has established share option plans that entitle the employees of the Company to purchase the shares of the Company. Under these plans, holders of the vested options are entitled to purchase shares at the exercise price of the shares determined at the respective date of grant of options.

The key terms and conditions related to the vesting of grants under these plans are continued employment with the company from the date of grant of option till the date of vesting; all options are to be settled by the delivery of shares.

#### Measurement of fair values

The fair value of the employee share options has been measured using Black-Scholes Option pricing model.

Table Showing Nature and characteristics of ESOP plans issued during period:

Particulars	F Y 2022-23
Grant Date	October 17, 2022
Vesting requirement	1 Year to 4 Years
Vesting ratio	25:25:25:25
Method of settlement	Equity settled
Exercise Price	35.00
	10.00
Share Price on Grant Date	46.28
Accounting method	Fair Value method (Black Scholes)

Particulars	F Y 2022-23
Grant Date	October 17, 2022
Option Price Model	Black Scholes Method
Exercise Price	35.00
	10.00
Share Price on Grant Date	46.28
Expected Volatility	55%
Expected time to exercise shares	4 to 6 years
Risk-free rate of return	7.46% - 7.57%
Dividend Yield	0%
Fair Value of ESOP at Grant Date	27.02 - 40.24
Weighted Average Fair Value of ESOP at Grant Date	36.03
Method used to determine expected volatility	The expected volatility is based on price volatility of Choice International Limited.

Table Showing options movement during year:

Particulars	March 31, 2023
Outstanding at the beginning of the year	-
Granted during the year	25.70
Forfeited during the year	0.83
Expired during the year	-
Exercised during the year	-
Outstanding at the end of the year	24.88
Exercisable at the end of the year	-

Table Showing weighted average exercise prices of options:

Particulars	March 31, 2023
Outstanding at the beginning of the year	-
Granted during the year	18.46
Forfeited during the year	35.00
Expired during the year	-
Exercised during the year	-
Outstanding at the end of the year	17.91
Exercisable at the end of the year	-

Table Showing stock options outstanding at the end of the period

Particulars	March 31, 2023
Exercise Price (INR)	-
Grant Date: 17-10-2022	35.00
Grant Date: 17-10-2022	10.00
Weighted average remaining contractual life (Years)	-
Grant Date: 17-10-2022	6.55

Table Showing movement of ESOP Outstanding reserve

Particulars	F Y 2022-23
Opening ESOP Outstanding Reserve Balance	-
Expense Recognised/ (Reversed) during the year	193.01
Closing ESOP Outstanding Reserve Balance	193.01

#### SEGMENT INFORMATION

The Company has identified Business segments as its primary segment. Business segments are primarily NBFC services, Broking & Distribution services and Advisory Services. Revenues and expenses directly attributable to segments are reported under each reportable segment. All other expenses which are not attributable or allocable to segments have been disclosed as unallocable expenses. Assets and liabilities that are directly attributable or allocable to segments are disclosed under each reportable segment. All other assets and liabilities

are disclosed as unallocable. Fixed assets that are used interchangeably amongst segments are not allocated to primary and secondary segments.

(Rs.in lakhs)

Particulars	For the year ended 31 March, 2023					Total (Enterprise)
	Business Segments				Total (Segments)	
	NBFC Services	Broking Services	Advisory Services	Other Unallocable		
<b>Segment Revenue</b>	4,704.34	24,843.90	9,795.75	1,500.86	<b>40,844.85</b>	
Less: Inter-segment Sales / Income	38.76	140.17	51.64	1,096.69	<b>1,327.26</b>	
Total Revenue External	4,665.58	24,703.73	9,744.11	404.17	<b>39,517.59</b>	
Total revenue of each segment as a percentage of total revenue of all segments	11.81%	62.51%	24.66%	1.02%		
<b>Segment Result: Profit / (Loss) before interest and taxes</b>	1,153.56	4,889.74	2,966.42	(814.55)	<b>8,195.16</b>	
Profit before tax						<b>8,195.16</b>
Less: Tax expense						2,188.37
Net profit after tax						6,006.79
<b>Net Profit for the Year</b>						<b>6,006.79</b>
Other Comprehensive Income						(42.99)
<b>Total Comprehensive Income</b>						<b>5,963.80</b>

(Rs.in lakhs)

Particulars	For the year ended 31 March, 2023					Total (Enterprise)
	Business Segments				Total (Segments)	
	NBFC Services	Broking Services	Advisory Services	Other Unallocable		
<b>Segment Assets</b>	35,892.32	53,912.71	9,837.66	11,201.00	<b>1,10,843.69</b>	<b>1,10,843.69</b>
<b>Segment Liabilities</b>	13,394.81	39,136.47	5,293.85	4,810.67	<b>62,635.80</b>	<b>62,635.80</b>
<b>Capital Expenditure</b>					<b>4,823.48</b>	<b>4,823.48</b>
<b>Depreciation and Amortisation</b>					<b>479.81</b>	<b>479.81</b>
<b>Other Non Cash Expenses</b>						
Allowance for Credit Loss		9.20	78.88		<b>88.09</b>	<b>88.09</b>
Provision for Standard Loan Assets	(49.28)				<b>(49.28)</b>	<b>(49.28)</b>

(Rs.in lakhs)

Particulars	For the year ended 31 March, 2023					Total (Enterprise)
	Business Segments				Total (Segments)	
	NBFC Services	Broking Services	Advisory Services	Other Unallocable		
<b>Segment Revenue</b>	3,940.66	17,724.26	6,857.18	1,396.74		<b>29,918.84</b>
Less: Inter-segment Sales / Income	19.68	220.05	-	1,083.52		<b>1,323.25</b>
Total Revenue External	3,920.98	17,504.21	6,857.18	313.22		<b>28,595.59</b>
Total revenue of each segment as a percentage of total revenue of all segments	13.71%	61.21%	23.98%	1.10%		
<b>Segment Result: Profit / (Loss) before interest and taxes</b>	2,923.49	4,478.72	541.49	(580.12)		<b>7,363.58</b>
Profit before tax						<b>7,363.58</b>
Less: Tax expense						2,003.13
Net profit after tax						5,360.45
<b>Net Profit for the Year</b>						<b>5,360.45</b>
Other Comprehensive Income						(6.86)
<b>Total Comprehensive Income</b>						<b>5,353.59</b>

(Rs.in lakhs)

Particulars	For the year ended 31 March, 2023					Total (Enterprise)
	Business Segments				Total (Segments)	
	NBFC & Other Services	Broking Services	Consulting & Outsourcing	Other Unallocable		
<b>Segment Assets</b>	38,569.47	47,286.08	4,310.66	7,594.37		<b>97,760.58</b>
<b>Segment Liabilities</b>	15,259.90	32,625.67	2,405.73	3,674.42		<b>53,965.72</b>
<b>Capital Expenditure</b>				703.56		<b>703.56</b>
<b>Depreciation and Amortisation</b>				337.63		<b>337.63</b>
<b>Other Non Cash Expenses</b>						
Allowance for Credit Loss	-	(10.32)	(16.57)	-		<b>(26.89)</b>
Provision for Standard Loan Assets	45.23	-	-	-		<b>45.23</b>

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
40 Statement containing salient features of the financial Statement / Associate Companies / Joint Ventures (Pursuant to section 129(3) of the Companies Act, 2013)  
Part "A" : Subsidiaries

S.No.	Name of the Subsidiary	Reporting period of the subsidiary concerned, if different from the holding company's reporting period	Equity Share Capital	Other Equity	Total Assets	Total Liabilities	Investments	Turnover	Profit Before Taxation	Provision for Taxation	Profit After Taxation	Other Comprehensive Income	Total Comprehensive Income	% of Share Holding
1	Choice Equity Broking Private Limited	NA	801.78	14,940.10	54,519.14	38,777.25	2,635.50	22,176.18	4,524.11	1,190.08	3,334.03	(28.68)	3,305.35	100
2	Choice Wealth Private Limited	NA	64.16	(47.67)	172.79	156.31	-	294.86	7.61	(11.01)	18.61	(1.27)	17.34	100
3	Choice Portfolio Management Services Private Limited	NA	611.00	(95.83)	524.89	9.72	-	26.89	(3.82)	(0.38)	(3.44)	0.64	(2.80)	100
4	Choice Capital Advisors Private Limited	NA	505.00	284.44	973.31	183.86	450.00	251.34	(1.33)	11.37	(2.70)	(0.16)	(2.86)	100
5	Choice Corporate Services Private Limited	NA	1.00	5.52	80.52	74.01	-	153.71	78.10	1.60	76.51	0.21	76.72	100
6	Choice Techlab Solutions Private Limited	NA	1.00	168.91	470.20	300.29	-	1,456.64	(0.18)	(0.62)	0.44	(16.74)	(16.30)	100
7	Choice Connect Private Limited (Formerly known as Choice Retail Solutions Private Limited)	NA	1.00	38.18	652.23	613.05	-	1,692.17	80.07	4.81	75.26	(3.98)	71.28	100
8	Choice Consultancy Services Private Limited (Note 1)	NA	500.00	3,505.23	7,726.35	3,721.12	7.50	97,254.2	3,012.28	793.33	2,218.94	(1.77)	2,217.17	100
9	Choice Finserv Private Limited	NA	7,688.85	14,169.51	36,303.31	14,444.95	-	4,704.34	623.56	197.92	425.64	2.71	428.35	100
10	Choice Insurance Broking India Private Limited	NA	132.00	70.07	303.78	101.71	-	614.47	48.04	11.37	36.67	(2.08)	34.59	50
11	Shreyam Securities Limited	NA	1,350.00	(436.81)	965.27	52.09	-	607.31	(398.36)	(54.58)	(343.78)	11.61	(332.17)	100
12	SKP Green Ventures Private Limited (Note 2)	NA	10.00	(28.33)	212.49	330.82	3.00	5.42	(28.33)	-	(28.33)	-	(28.33)	100
13	Bhadra Three SKP Green Ventures Private Limited (Note 3)	NA	1.00	(77.65)	1,789.97	1,866.62	-	-	(77.65)	-	(77.65)	-	(77.65)	100
14	Bikaner Three SKP Green Ventures Private Limited (Note 4)	NA	1.00	(0.16)	0.89	0.05	-	-	(0.16)	-	(0.16)	-	(0.16)	100
15	Fatehgarh Four SKP Green Ventures Private Limited (Note 5)	NA	1.00	(0.05)	1.00	0.05	-	-	(0.05)	-	(0.05)	-	(0.05)	100
16	Choice Housing Finance Private Limited	NA												100

Note-1: Choice Consultancy Services Private Limited includes share of Jointly Controlled Operations  
 Note-2: During the year March 31, 2023, the group has incorporated its subsidiary - SKP Green Ventures Private Limited on June 07, 2022.  
 Note-3: During the year March 31, 2023, the group has incorporated its subsidiary - Bhadra Three SKP Green Ventures Private Limited on June 24, 2022.  
 Note-4: During the year March 31, 2023, the group has incorporated its subsidiary - Bikaner Three SKP Green Ventures Private Limited on June 29, 2022.  
 Note-5: During the year March 31, 2023, the group has incorporated its subsidiary - Fatehgarh Four SKP Green Ventures Private Limited on June 25, 2022.

**PART "B" : JOINTLY CONTROLLED OPERATIONS**

S.No.	Name of the Joint Controlled Operations	Latest Audited Balance Sheet Date	Shares of Jointly Controlled Operations held by the Company on the year end		Description of how there is significant influence	Reason why the Joint Controlled Operations is not Consolidated	Net Worth Attributable to Shareholding as per latest audited Balance Sheet	Profit/Loss for the year	
			Numbers	Amount of Investment in Jointly Controlled Operations				(i) Considered in Consolidation (Rs. in lakhs)	(ii) Not Considered in Consolidation (Rs. in lakhs)
1	Thought Consultants Jaipur P L in JV with Choice Consultancy Services P L	March 31, 2023	-	-	Jointly Controlled Operation of CCSPL	Consolidated	10.06	(177)	-
2	CCSPL- I&R JV	March 31, 2023	-	-	Jointly Controlled Operation of CCSPL	Consolidated	92.70	65.03	-
3	Choice Consultancy Services Jv Mars Planning & Engineering (Note 1)	March 31, 2023	-	-	Jointly Controlled Operation of CCSPL	Consolidated	(0.04)	(0.04)	-
4	CCSPL-PD&EX JV	March 31, 2023	-	-	Jointly Controlled Operation of CCSPL	Consolidated	(97.63)	(97.63)	-

Note 1: During the year March 31, 2023, the group has started joint controlled operations in 'Choice Consultancy Services JV Mars Planning & Engineering' w.e.f. April 19, 2022.

Note 2: During the year March 31, 2023, the group has started joint controlled operations in 'CCSPL-PD&EX JV' w.e.f. August 11, 2022.

41- NOTE 36 : IN RESPECT OF JOINT CONTROLLED OPERATIONS , THE COMPANY'S SHARE OF ASSETS, LIABILITIES, INCOME AND EXPENDITURE OF THE JOINT VENTURE ENTITY I.E.. THOUGHT CONSULTANTS JAIPUR P L IN JV WITH CCCSPL, CCSPL- I & R JV, CCSPL- PD&EX JV AND CCSPL- MARS PLANNING & ENGINEERING IS AS FOLLOWS-

Name of Entity	Thought Consultants Jaipur PL in JV with CCSPL		CCSPL- I & R JV		CCSPL- PD&EX JV	CCSPL- Mars Planning & Engineering
	As at March 31, 2023	As at March 31, 2022	As at March 31, 2023	As at March 31, 2022	As at March 31, 2023	As at March 31, 2023
<b>(i) Assets</b>						
<b>Non Current Assets</b>						
Property, Plant and Equipments	-	-	26.05	25.20	0.03	-
Deferred Tax Assets (net)	0.01	0.13	1.09	-	-	-
Current Tax Assets (net)	0.38	-	69.99	60.46	-	-
<b>Financial Assets</b>						
Loans	-	-	-	1.90	-	-
Other Financial Assets	-	-	1.14	-	-	-
<b>Current Assets</b>						
<b>Financial Assets</b>						
(i) Trade Receivables	2.38	6.67	426.22	0.80	-	-
(ii) Cash and Cash Equivalents	0.51	0.57	301.30	104.81	0.01	0.51
(iii) Bank Balance other than above(ii)	-	-	24.56	22.61	-	-
Other Financial Assets	6.11	10.23	-	-	-	-
Other Current Assets	1.38	0.62	258.06	20.59	5.99	-
<b>(ii) Liabilities</b>						
<b>Non Current Liabilities</b>						
Deferred Tax Liabilities	-	-	-	1.19	-	-
<b>Current Liabilities</b>						
<b>Financial Liabilities</b>						
Borrowings	-	-	-	8.50	-	-
Trade Payables	0.68	6.21	941.17	110.29	7.29	-
Other Current Liabilities	0.03	-	74.52	88.73	96.36	0.55
Provisions	-	0.19	-	-	-	-

**(B) DETAILS OF INCOME AND EXPENDITURES:**

(Rs.in lakhs)

Name of Entity	Thought Consultants Jaipur PL in JV with CCSPL		CCSPL- I & R JV		CCSPL- PD&EX JV	CCSPL- Mars Planning & Engineering
	As at March 31, 2023	As at March 31, 2022	As at March 31, 2023	As at March 31, 2022	As at March 31, 2023	As at March 31, 2023
<b>(i) Income</b>	3.84	7.95	2,917.68	667.29	-	-
<b>(ii) Expenses</b>	5.41	7.36	2,823.04	623.87	97.63	0.04

**NOTE 42 - RECONCILIATION OF TAX EXPENSES AND THE ACCOUNTING PROFIT MULTIPLIED BY INDIA'S TAX RATE**

(Rs.in lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Profit Before Tax	8,195.16	7,363.59
Enacted Income Tax Rate (%)	25.17%	27.82%
<b>Income Tax Expenses calculated at applicable income tax rate</b>	<b>2,062.56</b>	<b>2,048.55</b>
<b>Tax effect of adjustments to reconcile expected income tax expense to reported income tax expense:</b>		
Expenses that are not deductible for tax purposes	331.89	175.72
Excess tax provision made during the year	-	15.67
Deductions available under income tax	(151.78)	(183.55)
Impact Due to Mat	1.62	-
Impact on account of Tax Rate	114.46	(182.71)
Impact Due to brought forward losses	(52.14)	(1.72)
<b>Total</b>	<b>2,306.61</b>	<b>1,871.96</b>
Income Tax for Earlier Year	34.47	87.41
Income Tax Expenses recognised in Profit & Loss	2,306.60	1,871.96
Deferred tax recognised in Profit & Loss	(152.70)	43.76
<b>Total Tax Recognised in Profit &amp; Loss</b>	<b>2,188.37</b>	<b>2,003.13</b>
Actual Effective Income Tax Rate	26.70%	27.20%

**NOTE 43 - RELATED PARTY DISCLOSURE :**

**(i) Details of Related Parties -**

(Rs.in lakhs)

Description of Relationship	Names of Related Parties
a. Associate Companies	Samekit Learning Management Private Limited (Formerly known as Gravotix Learning Management Private Limited) ( up to January 23, 2023)
b. Key Management Personnel (KMP) and their relatives	Vinita Patodia (Chairperson) Kamal Poddar (Managing Director) Suyash Patodia (Joint Managing Director) Arun Poddar (CEO) Shruti Patodia (Relative of KMP w.e.f.December 04, 2022) Santosh Poddar (Relative of KMP) Manju Poddar (Relative of KMP) Sonu Poddar (Relative of KMP) Meenu Bajaj (Relative of KMP) Hemlata Poddar (Relative of KMP)) Shreya Patodia (Relative of KMP) Ajay Kejriwal ( Executive Director) Babita Kejriwal( Relative of KMP) Rajendra Kejriwal ( Relative of KMP) Maltidevi Kejriwal ( Relative of KMP) Vijay Kejriwal ( Relative of KMP) Manisha Dattani ( Relative of KMP) Manoj Singhania ( CFO) Shweta Chaudhary ( Relative of KMP) Savita Singhania ( Relative of KMP) Muraril Singhania ( Relative of KMP) Meena Singhania ( Relative of KMP) Karishma Shah (Company Secretary) Kkunal Parar (Relative of KMP) Praful Shah (Relative of KMP) Falguni Shah (Relative of KMP)
c. Individuals owning directly or indirectly interest in voting power that gives them control & their relatives	Kamal Poddar Hemlata Poddar Sunil Patodia Vinita Patodia Anil Patodia Archana Patodia

Description of Relationship	Names of Related Parties
	Arun Poddar Sonu Poddar Shreya Patodia Suyash Patodia Aastha Patodia Ayush Patodia Patodia Properties Private Limited (w.e.f February 23, 2022)
d. Enterprises over which (b) & (c) are able to exercise significant influence	S. K. Patodia & Associates  The Byke Hospitality Limited Hotel Relax Private Limited Manbhari Biofuel Private Limited. Shree Shakambhari Exims Private Limited (Formerly known as Upton Infrastructure Pvt. Ltd.) N S Technical Consultancy Private Limited (Formerly known as Wheresmypandit.com Pvt Ltd Samekit Learning Management Private Limited (Up to January 23, 2023) Thoughts Consultants Jaipur P L in JV with Choice Consultancy Services P L VSC Consulting Private JV with Choice Consultancy Services Private Limited (up to October 28, 2022) Infra Dev Consultants in JV with Choice Consultancy Services Pvt Ltd (up to October 28, 2022) CCSPL- I & R JV CCSPL - PD&EX JV (w.e.f. August 11, 2022) Choice Consultancy Services JV Mars Planning & Engineering (wef. 19-04-22) Choice Science Eduhub LLP Choice Soft Skills Training LLP Samank Consumer Products Private Limited (up to March 30, 2022) Samank Apparels Private Limited (up to October 18, 2021) Patodia Properties Private Limited (Formerly known as Choice Peers International Private Limited) Mumbai Vaish Seva Sansthan Farmer's Evolvment Foundation Anant Incense Enterprise De Starvings Couriers LLP Choice Strategic Advisors LLP Sunil Patodia Kiss Foundation (Formerly known as Lions Club of Mumbai Choice) Sunil Patodia Welfare Foundation (Formerly known as Lions Mumbai Choice Foundation) Rupang Properties Private Limited Optimo Investment Advisor Private Limited

Description of Relationship	Names of Related Parties
	Acrotex Enterprises Pvt Ltd (w.e.f March 25, 2022) Sunil Patodia HUF Arun Poddar HUF Kamal Poddar HUF Anil Patodia HUF

(i): Details of Related Party transactions during the year ended March 31, 2023

(Rs.in lakhs)						
Particulars	Associates	KMP	Relative of KMP	Individuals owning directly or indirectly interest in voting power that gives them control & their relatives	Enterprises over which (b) & (c) are able to exercise significant influence	Total
<b>Gratuity Obligation transferred from</b>						
S K Patodia & Associates					6.12	<b>6.12</b>
<b>Loan Taken-</b>						
Choice Strategic Advisors LLP					203.51	<b>203.51</b>
<b>Loan Repaid-</b>						
Choice Strategic Advisors LLP	-	-	-	-	371.43	<b>371.43</b>
<b>Revenue from Operations</b>						
<b>Income from Business Support Services-</b>						
The Byke Hospitality Limited	-	-	-	-	72.00	<b>72.00</b>
S K Patodia & Associates	-	-	-	-	133.99	<b>133.99</b>
<b>Other Income</b>						
<b>Rent Income</b>						
S K Patodia & Associates	-	-	-	-	15.60	<b>15.60</b>
	-	-	-	-	-	<b>-</b>
<b>Income from Professional Fees</b>						
SK Patodia & Associates	-	-	-	-	221.30	<b>221.30</b>
<b>Income from Brokerage</b>						
Patodia Properties Private Limited					4.96	<b>4.96</b>
Acrotex Enterprises Private Limited					0.01	<b>0.01</b>
Shree Shakambhari Exims Private Limited	-	-	-	-	0.01	<b>0.01</b>
Choice Strategic Advisors LLP	-	-	-	-	0.01	<b>0.01</b>
Ajay Rajendra Kejriwal	-	-	-	-	-	<b>-</b>
Ajay R Kejriwal (HUF)					0.09	<b>0.09</b>
Malti Rajendra Kejriwal	-	-	0.01	-	-	<b>0.01</b>

Babita Ajay Kejriwal	-	-	0.05	-	-	<b>0.05</b>
Vijay Rajendra Kejriwal	-	-	0.01	-	-	<b>0.01</b>
Vijay Rajendra Kejriwal HUF					0.16	<b>0.16</b>
Rajendrakumar Kejriwal	-	-	0.02	-	-	<b>0.02</b>
Harsh Kejriwal	-	-	0.00	-	-	<b>0.00</b>
Kamal Poddar	-	0.05	-	-	-	<b>0.05</b>
Arunkumar Poddar	-	0.04	-	-	-	<b>0.04</b>
Hemlata Kamal Poddar	-	0.87	-	-	-	<b>0.87</b>
Santosh Kumar Poddar	-	-	0.07	-	-	<b>0.07</b>
Manju Poddar	-	-	0.00	-	-	<b>0.00</b>
Shreeyam Poddar			0.00			<b>0.00</b>
Meenu Bajaj			0.12			<b>0.12</b>
Vinita Patodia	-	0.19	-	-	-	<b>0.19</b>
Shreya Patodia	-	-	0.00	-	-	<b>0.00</b>
Suyash Patodia	-	0.06	-	-	-	<b>0.06</b>
Karishma Shah		0.05				<b>0.05</b>
Falguni Shah	-	-	0.01	-	-	<b>0.01</b>
Savita Singhania	-	-	0.02	-	-	<b>0.02</b>
Shweta Choudhary			0.00			<b>0.00</b>
Kkunal Parar			0.01			<b>0.01</b>
Sunil Patodia			0.00			<b>0.00</b>
Sunil Chothmal Patodia HUF					0.00	<b>0.00</b>
Anil Patodia				0.00		<b>0.00</b>
Archana Anil Patodia				0.00		<b>0.00</b>
Astha Anil Patodia				0.01		<b>0.01</b>
Ayush Anil Patodia				0.03		<b>0.03</b>
<b>Interest on Loan (Expenses)</b>						
Choice Strategic Advisors LLP	-	-	-	-	4.57	<b>4.57</b>
<b>Director Remuneration</b>						
Kamal Poddar	-	120.00	-	-	-	<b>120.00</b>
Suyash Patodia		64.87				<b>64.87</b>
<b>Salaries &amp; Allowances</b>						
Manoj Singhania	-	33.00	-	-	-	<b>33.00</b>
Karishma Shah	-	19.59	-	-	-	<b>19.59</b>
Ajay Kejriwal		103.75				<b>103.75</b>
Vijay Kejriwal		-	25.25			<b>25.25</b>

Kkunal Parar			14.14			<b>14.14</b>
<b>Reimbursement of Expenses</b>						
Ajay Kejriwal	-	5.04		-	-	<b>5.04</b>
Vijay Kejriwal	-	-	2.40	-	-	<b>2.40</b>
Karishma Shah		0.21				<b>0.21</b>
<b>Other Expenses</b>						
Sunil Patodia Welfare Foundation	-	-	-	-	63.20	<b>63.20</b>
S.K. Patodia & Associates	-	-	-	-	9.50	<b>9.50</b>
<b>Borrowings Current</b>						
Arun Poddar	-	9.80	-	-		<b>9.80</b>
<b>Trade receivables-</b>						
The Byke Hospitality Limited	-	-	-	-	58.32	<b>58.32</b>
S K Patodia & Associates	-	-	-	-	92.43	<b>92.43</b>
Hemlata Kamal Poddar	-	0.00	-	-		<b>0.00</b>
Shreeyam Poddar			0.00			<b>0.00</b>
Meenu Bajaj			0.00			<b>0.00</b>
Kamal Poddar HUF	-	-	-	-	0.01	<b>0.01</b>
Choice Strategic Advisors LLP	-	-	-	-	0.02	<b>0.02</b>
Vinita Patodia	-	0.00	-	-		<b>0.00</b>
Suyash Patodia	-	0.00	-	-		<b>0.00</b>
Shreya Patodia	-	-	0.04	-		<b>0.04</b>
Shweta Choudhary			0.05			<b>0.05</b>
Sunil Patodia				0.00		<b>0.00</b>
Anil Chothmal Patodia HUF					0.02	<b>0.02</b>
Shree Shakambhari Exims Private Limited	-	-	-	-	0.07	<b>0.07</b>
Patodia Properties Private Limited					0.03	<b>0.03</b>
<b>Trade Payables</b>						
Ajay Kejriwal HUF	-	-	-	-	0.12	<b>0.12</b>
Babita Kejriwal			0.08		-	<b>0.08</b>
Savita Singhania	-	-	2.56	-	-	<b>2.56</b>
Karishma Shah	-	0.00	-	-	-	<b>0.00</b>
Kkunal Parar	-	-	0.01	-	-	<b>0.01</b>
Falguni Shah	-	-	0.00	-	-	<b>0.00</b>

Archana Anil Patodia	-	-	-	0.00	-	<b>0.00</b>
<b>Other Financial Liabilities</b>						
Suyash Patodia	-	2.61	-	-	-	<b>2.61</b>
Manoj Singhania	-	1.75	-	-	-	<b>1.75</b>
Karishma Shah	-	1.90	-	-	-	<b>1.90</b>
<b>Other Current Assets</b>						
SK Patodia & Associates					6.12	<b>6.12</b>
<b>Non Current Investments</b>						
The Byke Hospitality Limited	-	-	-	-	450.00	<b>450.00</b>

(ii): Details of Related Party transactions during the year ended March 31, 2022

(Rs.in lakhs)

Particulars	Associates	KMP	Relative of KMP	Individuals owning directly or indirectly interest in voting power that gives them control & their relatives	Enterprises over which (b) & (c) are able to exercise significant influence	Total
<b>Stake Purchased in Choice Insurance Broking India Private Limited from</b>						
Kamal Poddar	-	59.40	-	-	-	<b>59.40</b>
<b>Loan Given to</b>						
Choice Strategic Advisors LLP	-	-	-	-	143.13	<b>143.13</b>
S K Patodia & Associates	-	-	-	-	484.00	<b>484.00</b>
Maruti Nandan Colonizers Private Limited	-	-	-	-	1,409.00	<b>1,409.00</b>
<b>Loan Repayment received from</b>						
Choice Strategic Advisors LLP	-	-	-	-	143.13	<b>143.13</b>
Choice Peers International Private Limited	-	-	-	-	114.59	<b>114.59</b>
Samank Apparels Private Limited	-	-	-	-	120.16	<b>120.16</b>
S K Patodia & Associates	-	-	-	-	540.29	<b>540.29</b>
Rupang Properties Private Limited	-	-	-	-	576.06	<b>576.06</b>
Maruti Nandan Colonizers Private Limited	-	-	-	-	1,411.17	<b>1,411.17</b>
<b>Advance Given</b>						



Choice Science Eduhub LLP	-	-	-	-	0.26	<b>0.26</b>
Choice Strategic Advisors LLP	-	-	-	-	55.00	<b>55.00</b>
<b>Advance Repayment received</b>						
Choice Strategic Advisors LLP	-	-	-	-	55.00	<b>55.00</b>
<b>Loan Taken from-</b>						
Choice Strategic Advisors LLP	-	-	-	-	1,616.86	<b>1,616.86</b>
Maruti Nandan Colonizers Private Limited	-	-	-	-	3.83	<b>3.83</b>
<b>Loan Repaid-</b>						
Choice Strategic Advisors LLP	-	-	-	-	1,454.81	<b>1,454.81</b>
Maruti Nandan Colonizers Private Limited	-	-	-	-	3.83	<b>3.83</b>
<b>Revenue from Operations</b>						
<b>Income from Business Support Services-</b>						
The Byke Hospitality Limited	-	-	-	-	72.00	<b>72.00</b>
S K Patodia & Associates	-	-	-	-	102.02	<b>102.02</b>
Choice Insurance Broking India Private Limited	-	-	-	-	10.25	<b>10.25</b>
<b>Other Income</b>						
<b>Rent Income</b>						
S K Patodia & Associates	-	-	-	-	15.60	<b>15.60</b>
Choice Insurance Broking India Private Limited	-	-	-	-	1.40	<b>1.40</b>
<b>Interest Income on loan</b>						
Choice Strategic Advisors LLP	-	-	-	-	1.30	<b>1.30</b>
Patodia Properties Private Limited	-	-	-	-	7.84	<b>7.84</b>
Samank Apparels Private Limited	-	-	-	-	9.50	<b>9.50</b>
Maruti Nandan	-	-	-	-	48.38	<b>48.38</b>
SK Patodia & Associates	-	-	-	-	24.43	<b>24.43</b>
<b>Income from Professional Fees</b>						
SK Patodia & Associates	-	-	-	-	20.75	<b>20.75</b>
Patodia Properties Private Limited	-	-	-	-	0.01	<b>0.01</b>
<b>Income from Brokerage</b>						
Samank Consumer Products Private Limited	-	-	-	-	0.23	<b>0.23</b>
Maruti Nandan Colonizers Private Limited	-	-	-	-	399.14	<b>399.14</b>

Motormistri.Com Private Limited	-	-	-	-	3.64	<b>3.64</b>
Shree Shakambhari Exims Private Limited	-	-	-	-	0.05	<b>0.05</b>
Choice Strategic Advisors LLP	-	-	-	-	0.01	<b>0.01</b>
Ajay Rajendra Kejriwal	-	0.02				<b>0.02</b>
Ajay R Kejriwal (HUF)	-			-	2.74	<b>2.74</b>
Malti Rajendra Kejriwal	-	-	0.01	-	-	<b>0.01</b>
Babita Ajay Kejriwal	-	-	0.02	-	-	<b>0.02</b>
Vijay Rajendra Kejriwal	-	-	0.04	-	-	<b>0.04</b>
Rajendrakumar Kejriwal	-	-	0.07	-	-	<b>0.07</b>
Harsh Kejriwal	-	-	0.01	-	-	<b>0.01</b>
Kamal Poddar	-	0.03	-	-	-	<b>0.03</b>
Kamal Poddar HUF	-				0.01	<b>0.01</b>
Arunkumar Poddar	-	0.01	-	-	-	<b>0.01</b>
Hemlata Kamal Poddar	-	-	0.02	-	-	<b>0.02</b>
Santosh Kumar Poddar	-	-	0.14	-	-	<b>0.14</b>
Manju Poddar	-	-	0.02	-	-	<b>0.02</b>
Sonu Poddar	-	0.15		-	-	<b>0.15</b>
Sunil Patodia	-	0.03		-	-	<b>0.03</b>
Shreya Patodia	-	0.01		-	-	<b>0.01</b>
Suyash Patodia	-	0.20		-	-	<b>0.20</b>
Karishma Shah	-	0.06		-	-	<b>0.06</b>
Falguni Shah	-	-	0.15	-	-	<b>0.15</b>
Savita Singhania	-	-	0.02	-	-	<b>0.02</b>
<b>Interest on Loan (Expenses)</b>						
Choice Strategic Advisors LLP	-	-	-	-	47.18	<b>47.18</b>
<b>Director Remuneration</b>						
Kamal Poddar	-	90.00		-	-	<b>90.00</b>
Suyash Patodia	-	20.11		-	-	<b>20.11</b>
<b>Salaries &amp; Allowances</b>						
Manoj Singhania	-	23.12		-	-	<b>23.12</b>
Karishma Shah	-	15.70		-	-	<b>15.70</b>
Ajay Kejriwal	-	36.29		-	-	<b>36.29</b>
Vijay Kejriwal	-			15.00	-	<b>15.00</b>
<b>Reimbursement of Expenses</b>						
Ajay Kejriwal	-	1.84		-	-	<b>1.84</b>

Vijay Kejriwal	-	-	-	0.98	-	<b>0.98</b>
<b>Other Expenses</b>						
Sunil Patodia Welfare Foundation	-	-	-	-	9.50	<b>9.50</b>
S.K. Patodia & Associates	-	-	-	-	4.49	<b>4.49</b>
<b>Borrowings Current</b>						
Choice Strategic Advisors LLP	-	-	-	-	371.04	<b>371.04</b>
Arun Poddar	-	-	-	-	9.80	<b>9.80</b>
<b>Trade receivables-</b>						
The Byke Hospitality Limited	-	-	-	-	7.34	<b>7.34</b>
S K Patodia & Associates	-	-	-	-	11.74	<b>11.74</b>
Hemlata Kamal Poddar	-	-	0.00	-	-	<b>0.00</b>
Kamal Poddar	-	0.00	-	-	-	<b>0.00</b>
Kamal Poddar HUF	-	-	-	-	0.01	<b>0.01</b>
Arunkumar Poddar	-	0.01	-	-	-	<b>0.01</b>
Shreya Patodia	-	-	0.04	-	-	<b>0.04</b>
Savita Singhanian	-	-	0.00	-	-	<b>0.00</b>
Sonu Poddar	-	-	0.15	-	-	<b>0.15</b>
Shree Shakambhari Exims Private Limited	-	-	-	-	0.07	<b>0.07</b>
<b>Trade Payables</b>						
Motormistri.Com Private Limited	-	-	-	-	16.33	<b>16.33</b>
Ajay Kejriwal HUF	-	-	-	-	3.88	<b>3.88</b>
Kamal Poddar	-	3.29	-	-	-	<b>3.29</b>
Manju Poddar	-	-	0.27	-	-	<b>0.27</b>
Suyash Patodia	-	4.32	-	-	-	<b>4.32</b>
Falguni Shah	-	-	0.26	-	-	<b>0.26</b>
Karishma Shah	-	0.78	-	-	-	<b>0.78</b>
<b>Other Current Assets</b>						
<b>Advance to trade Payable</b>						
Choice Science Eduhub LLP	-	-	-	-	0.26	<b>0.26</b>
<b>Non Current Investments</b>						
Samekit Learning Management Private Limited	-	-	-	-	0.26	<b>0.26</b>
The Byke Hospitality Limited	-	-	-	-	450.00	<b>450.00</b>

**NOTE 44 : RATIOS:**

Particulars	Numerator	Denominator	(Rs.in lakhs)		
			As at March 31, 2023	As at March 31, 2022	Variance (in %)
Current Ratio	Current Assets	Current Liabilities	1.71	1.63	4.78%
Debt Equity Ratio	Total Debt (Short Term and Long Term)	Shareholder's Fund	0.43	0.53	-19.33%
Debt Service Coverage Ratio <sup>1</sup>	Earnings after tax and before Interest and depreciation	Total Debt (Short Term and Long Term)	0.42	0.33	27.80%
Return on Equity	Net Profit After tax	Shareholder's Fund	0.14	0.16	-15.00%
Trade Receivable Turnover Ratio	Revenue	Average Trade Receivables	3.91	3.60	8.61%
Trade Payable Turnover Ratio	Purchase of Service and Other Expenses	Average Trade Payables	7.69	8.75	-12.10%
Net Capital Turnover Ratio	Revenue	Working Capital	1.07	0.86	24.56%
Net Profit Ratio	Net Profit After tax	Revenue	0.21	0.26	-18.00%
Return on Capital Employed	Earnings Before Interest and taxes	Capital Employed (Total Assets- Current Liabilities)	0.17	0.20	-11.63%
Inventory Turnover Ratio <sup>2</sup>	Inventory	Revenue	0.03	0.15	-77.39%
Return on Investment	No returns have been earned on investment hence It is not applicable to the Company				

- (1) Decrease in debt position in current year which has contributed in debt service coverage ratio.  
(2) Increase in revenue and decrease in Inventory has impacted the ratio.

**NOTE 45:- DISCLOSURE PURSUANT TO IND AS 1 "PRESENTATION OF FINANCIAL STATEMENTS"**

**(a) Fair Value hierarchy of financial assets and liabilities measured at Fair Value :**

(Rs.in lakhs)

Particulars	Note No.	As at March 31, 2023				As at March 31, 2022			
		Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total
<b>Financial Assets</b>									
Investments (Other Than Subsidiaries and Associates)	6	-	1,055.00	-	1,055.00	-	1,005.00	-	1,005.00
Loans- Non Current	7	-	-	-	8,135.31	-	-	-	-
Other Financial Assets-Non Current	8	-	-	-	822.85	-	-	-	1,700.01
Investments- Current	9	54.44	-	-	54.44	51.78	-	-	51.78
Securities held for trade	12	762.89	-	-	762.89	2,370.34	-	-	2,370.34
Trade Receivables	14	-	-	-	11,550.87	-	-	-	8,159.53
Loans- Current	17	-	-	-	15,519.32	-	-	-	32,349.18
Other Financial Assets- Current	18	-	-	-	32,577.73	-	-	-	26,101.04
<b>Financial Liabilities</b>									
Borrowings- Non Current	21	-	-	-	8,939.55	-	-	-	3,663.78
Other Non Current Financial Liabilities	22	-	-	-	599.97	-	-	-	24.24
Trade Payable	27	-	-	-	2,871.54	-	-	-	1,746.51
Borrowings- Current	28	-	-	-	11,626.42	-	-	-	18,235.35
Other Current Financial Liabilities	28	-	-	-	29,974.31	-	-	-	29,596.07

**(b) Quantitative Disclosures of carrying value / fair Value measurement hierarchy for assets and liabilities**

(Rs.in lakhs)

Particulars	As at March 31, 2023				As at March 31, 2022			
	Date of Valuation	Total	Quoted Price in Active Market (Level 1)	Significant Observable inputs (Level 2)	Date of Valuation	Total	Quoted Price in Active Market (Level 1)	Significant Observable inputs (Level 2)
<b>Financial Assets measured at Fair Value through Profit and Loss</b>								
<b>Current</b>								
Investments	31-03-2023	54.44	54.44	-	31-03-2022	51.78	51.78	-
Securities Held for Trade	31-03-2023	762.89	762.89	-	31-03-2022	2,370.34	2,370.34	-
<b>Financial Assets measured at Fair Value through Other Comprehensive Income</b>								
<b>Non Current</b>								
Investment in Equity Shares of Other Companies	31-03-2023	450.00	-	450.00	31-03-2022	450.00	-	450.00
					31-03-2022	555.00	-	555.00
<b>Financial Assets at Amortised Cost</b>								
<b>Non Current</b>								
Investment in Associates	31-03-2023	-	-	-	31-03-2022	0.26	-	-
Investment in Equity Shares of Other Companies	31-03-2023	605.00	-	605.00				
Loans	31-03-2023	8,135.31	-	-	31-03-2022	-	-	-
Other Financial Assets	31-03-2023	822.85	-	-	31-03-2022	1,700.01	-	-
<b>Current</b>								
Trade Receivables	31-03-2023	11,550.87	-	-	31-03-2022	8,159.53	-	-
Loans	31-03-2023	15,519.32	-	-	31-03-2022	32,349.18	-	-
Other Financial Assets	31-03-2023	32,577.73	-	-	31-03-2022	26,101.04	-	-

**NOTE 46:- LEASE: IND AS 116**

The Group has taken lands on lease which are generally long-term in nature with varying terms, escalation clauses and renewal rights expiring within twenty nine to thirty years. On renewal, the terms of the leases are renegotiated.

**a) Total lease liabilities are analysed as under:**

(Rs.in lakhs)

Particulars	March 31, 2023
Current	104.26
Non - current	1,573.54
<b>Total</b>	<b>1,677.80</b>

\* The Current Portion of the lease liability is excluding the interest component on the lease liability. Actual Lease Payments (including notional interest as per Ind AS 116) would be Rs. . Refer note (b) below for the Maturity Analysis of the Lease Payments.

**b) Exposure to future cash flows:**

The following are the undiscounted contractual cash flows of lease liabilities. The payment profile has been based on management's forecasts and could in reality be different from expectations:

(Rs.in lakhs)

Particulars	March 31, 2023
<b>Maturity Analysis</b>	
Less than 1 year	115.93
Between 1 and 5 years	432.68
More than 5 years	3,279.48
<b>Total</b>	<b>3,828.09</b>

**NOTE 47:- FINANCIAL ASSETS AT AMORTISED COST METHOD**

The carrying value of the following financial assets recognised at amortised cost:

(Rs.in lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
<b>Non-Current Financial Assets</b>		
Investments	605.00	555.00
Loans	8,135.31	-
Other Financial Assets	822.85	1,700.01
<b>Current Financial Assets</b>		
Trade receivables	11,550.87	8,159.53
Cash and Cash Equivalents	8,732.94	2,561.87
Other bank balances	16,463.65	11,338.68
Loans	15,519.32	32,349.18
Other Financial Assets	32,577.73	26,101.04
<b>Total</b>	<b>94,407.66</b>	<b>82,765.32</b>

Note: The fair value of the above financial assets are approximately equivalent to carrying values as recognised above.

**NOTE 48:- FINANCIAL LIABILITIES AT AMORTISED COST METHOD**

The carrying value of the following financial liabilities recognised at amortised cost:

(Rs.in lakhs)		
Particulars	As at March 31, 2023	As at March 31, 2022
<b>Non-Current Financial Liabilities</b>		
Borrowings	8,939.55	3,663.78
Other Financial Liabilities	599.97	24.24
<b>Current Financial Liabilities</b>		
Borrowings	11,626.42	18,235.35
Trade Payable	2,871.54	1,746.51
Other Financial Liabilities	29,974.31	29,596.07
<b>Total</b>	<b>54,011.79</b>	<b>53,265.96</b>

Note: The fair value of the above financial liabilities are approximately equivalent to carrying values as recognised above.

**NOTE 49:- FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS**

The carrying value of the following financial assets recognised at fair value through profit or loss:

(Rs.in lakhs)		
Particulars	As at March 31, 2023	As at March 31, 2022
<b>Non Current Financial Assets</b>		
Investments	54.44	51.78
<b>Current Financial Assets</b>		
Securities held for trade	762.89	2,370.34
<b>Total</b>	<b>817.33</b>	<b>2,422.12</b>

Note: The above investments are quoted instruments in active markets and the same is recognised at fair value. Fair value measurement is done considering the Level -1 of Fair Value Hierarchy as per the Ind-AS 113.

**NOTE 50 :- FINANCIAL ASSETS AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME**

The carrying value of the following financial assets recognised at fair value through other comprehensive income:

(Rs.in lakhs)		
Particulars	As at March 31, 2023	As at March 31, 2022
<b>Non Current Financial Assets</b>		
Investments	450.00	450.00
<b>Total</b>	<b>450.00</b>	<b>450.00</b>

**NOTE 51 : FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES**

The Group's principal financial liabilities comprise of loans and borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the Group's operations directly or indirectly. The Group's principal financial assets include investments, loans, trade and other receivables, cash and cash equivalents that derive directly from its operations.

The Group is exposed to market risk, credit risk and liquidity risk. The below note explains the sources of risk which the entity is exposed to and how the entity manages the risk :

Risk	Exposure arising from	Measurement	Management
Credit Risk	Cash and cash equivalents, trade receivables, financial instruments, Fixed Deposit with Banks, financial assets measured at amortised cost.	"Aging analysis and Credit ratings"	Diversification of Existing credit limits Unutilised from Consortium Bankers.
Liquidity Risk	Borrowings and other liabilities	Rolling cash flow forecasts	Availability of committed credit lines and borrowing facilities
Market Risk - foreign exchange	Future commercial transactions. Recognised financial liabilities not denominated in Indian Rupee (INR)	Cash flow forecasting and Sensitivity analysis	Forward foreign exchange contracts.
Market Risk - interest rate	Long-Term borrowings at variable rates	Sensitivity analysis	Interest rate swaps

### Credit Risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Group is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including Fixed deposits with banks and financial institutions and other financial instruments.

An impairment analysis is performed at each reporting date on an individual basis for major customers. In addition, a large number of minor receivables are grouped into homogenous groups and assessed for impairment collectively. The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets disclosed.

On account of adoption of Ind-AS 109, the Group uses expected credit loss model to assess the impairment loss or gain. The Group uses a provision matrix to compute the expected credit loss allowance for trade receivables. The provision matrix takes into account available external and internal credit risk factors and the Group's historical experience for customers.

The Group has made adjustments in ECL Model to consider the impact of the Covid-19 pandemic on the provision. The probability of default has been assessed considering the likelihood of increased credit risk and consequential default due to pandemic. The impact on collateral values is also assessed for determination of loss given default and reasonable haircuts are applied wherever necessary. The moratorium benefit wherever extended has been taken into consideration for staging of loans in the Model.

The Group offers loans secured by real estate/housing property/investments. In order to mitigate credit risk, the Group also seeks collateral appropriate to the product segment and also ensure that Loan to value ratio is maintained as specified by regulator.

An impairment analysis is performed at each reporting date based on the facts and circumstances existing on that date to identify expected losses on account of time value of money and credit risk. The credit quality of Loans and advances measured at amortised cost is primarily assessed by the Days Past Due (DPD) status and other qualitative factors leading to increase in credit risk.

In assessing the impairment of financial assets under the expected credit loss defines default when a loan obligation is overdue for more than 90 days (net of subsequent receipts as on the reporting date) and credit impaired.

(Rs.in lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
<b>Gross Stage 1 (DPD&lt; 30 days) Performing asset and 12 month ECL</b>	23,728.04	32,696.72
Less : Impairment loss allowance	(119.56)	(168.84)
<b>Net Stage 1 Assets</b>	<b>23,608.48</b>	<b>32,527.89</b>
ECL Provision Coverage	-0.50%	-0.52%
<b>Gross Stage 2 (30&gt;DPD&lt; 90 days) Under performing assets increase in credit risk and Lifetime ECL</b>	-	-
Less : Impairment loss allowance	-	-
<b>Net Stage 2 Assets</b>	-	-
ECL Provision Coverage	-	-
<b>Gross Stage 3 (DPD&gt;90) Non-performing assets credit impaired and lifetime ECL</b>	-	-
Less : Impairment loss allowance	-	-
<b>Net Stage 3 Assets</b>	-	-
ECL Provision Coverage	-	-
<b>Total Loans &amp; Advances</b>	<b>23,728.04</b>	<b>32,696.72</b>
Less : Impairment loss allowance	(119.56)	(168.84)
<b>Net Loans &amp; Advances</b>	<b>23,608.48</b>	<b>32,527.89</b>
ECL Provision Coverage	-0.50%	-0.52%

### Financial instruments and cash deposits

Credit risk from balances with banks and financial institutions is managed by the Group's finance department in accordance with the Company's policy. Investments of surplus funds are made generally in the fixed deposits and for funding to subsidiary company. The investment limits are set to minimise the concentration of risks and therefore mitigate financial loss to make payments for vendors. The Group's maximum exposure to credit risk for the components of the balance sheet at March 31, 2023 and March 31, 2022 is the carrying amounts as stated in balance sheet except for balances of subsidiary company.

### Liquidity Risk

The Group monitors its risk of a shortage of funds using a liquidity planning tool.

The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of bank loans and unsecured loans. The Group has access to a sufficient variety of sources of funding which can be rolled over with existing lenders. The Group believes that the working capital is sufficient to meet its current requirements.

The table below provides details regarding the maturities of significant financial liabilities as of March 31, 2023 and March 31, 2022:

(Rs.in lakhs)

Particulars	0-1 Year	1-3 years	3-5 years	More than 5 Years	Total
<b>Year ended March 31, 2023</b>					
Secured Loans	11,611.06	3,077.51	3,731.65	2,113.79	20,534.01
Unsecured Loans	31.96	-	-	-	31.96
Trade Payables	2,871.54	-	-	-	2,871.54
Others	35,342.92	-	-	-	35,342.92

(Rs.in lakhs)

Particulars	0-1 Year	1-3 years	3-5 years	More than 5 Years	Total
<b>Year ended March 31, 2022</b>					
Secured Loans	14,010.69	1,049.70	1,213.72	1,480.37	17,754.47
Unsecured Loans	381.44	-	-	-	381.44
Trade Payables	1,746.51	-	-	-	1,746.51
Others	31,431.01	-	-	-	31,431.01

### Market Risk

Market risk comprises two types of risk: interest rate risk and currency risk. Financial instruments affected by market risk include loans and borrowings and deposits

### Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's long-term debt obligations with floating interest rates.

The Group manages its interest rate risk by having a balanced portfolio of fixed and variable rate loans and borrowings. The Group's policy is to keep balance between its borrowings at fixed rates of interest. The difference between fixed and variable rate interest amounts calculated by reference to an agreed-upon notional principal amount.

The exposure of the Company to interest rate changes at the end of the reporting period are as under:

(Rs.in lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Variable Rate Borrowing	16,095.78	15,276.98
Fixed Rate Borrowing	4,470.19	6,622.14
<b>Total</b>	<b>20,565.97</b>	<b>21,899.13</b>

**Interest rate sensitivity**

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of loans and borrowings affected, after the impact of hedge accounting. With all other variables held constant, the Group's profit before tax is affected through the impact on floating rate borrowings, as follows:

Particulars	Increase/ Decrease in basis points	(Rs.in lakhs)	
		Effect on Profit before Tax	
March 31, 2021	+ 1%	160.96	
	- 1%	(160.96)	
March 31, 2020	+ 1%	152.77	
	- 1%	(152.77)	

**Foreign currency risk**

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rates relates to purchase of raw material of chemical and fertilizer products from out of the India. The Company manages its foreign currency risk by hedging the payables as an when considered necessary. When a derivative is entered into for the purpose of being a hedge, the Company negotiates the terms of those derivatives to match the terms of the hedged exposure. The Company hedges its exposure to fluctuations on the translation into INR of its foreign payables in foreign currencies and by using foreign currency option or forward contracts.

**Foreign Currency Sensitivity**

The following tables demonstrate the sensitivity to a reasonably possible change in foreign exchange rate, with all other variables held constant. The impact on the Company's profit before tax is due to changes in the fair value of monetary assets and liabilities.

Particulars	Increase/ Decrease in basis points	(Rs.in lakhs)	
		Effect on Profit before Tax	
March 31, 2023	+ 5%	-	
	- 5%	-	
March 31, 2022	+ 5%	-	
	- 5%	-	

**NOTE 52 : CAPITAL MANAGEMENT**

For the purpose of the Group's capital management, capital includes issued equity share capital, securities premium and all other reserves attributable to the equity holders of the Group. The primary objective of the Group's capital management is to maximise the value of the share and to reduce the cost of capital.

The Group manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Group can adjust the dividend payment to shareholders, issue new shares, etc. The Group monitors capital using a gearing ratio, which is net debt divided by total equity. The Group includes within net debt, interest bearing loans and borrowings, less cash and cash equivalents.

Particulars	(Rs.in lakhs)	
	As at March 31, 2023	As at March 31, 2022
<b>Non-Current Financial Liabilities</b>		
Borrowings	20,565.97	21,899.13
Other Financial Liabilities	25,196.59	13,900.55
<b>Net Debt (A)</b>	<b>45,762.56</b>	<b>35,799.68</b>
<b>B) Equity</b>		
Equity share capital	9,951.20	4,975.60
Other Equity	37,778.46	36,021.44
<b>Total Equity (B)</b>	<b>47,729.66</b>	<b>40,997.04</b>
<b>Gearing Ratio (Net Debt / Capital) i.e. (A / B)</b>	95.88%	87.32%

**NOTE 53 : CONTINGENT LIABILITIES NOT PROVIDED FOR:**

(a)

Particulars	(Rs.in lakhs)	
	As at March 31, 2023	As at March 31, 2022
Income tax demand contested by the company *	27.37	93.52
SEBI demand contested by the Company	25.00	-
Service Tax demand contested by the Company	124.46	-
<b>Total</b>	<b>176.83</b>	<b>93.52</b>

(b)

Particulars	(Rs.in lakhs)	
	As at March 31, 2023	As at March 31, 2022
Corporate guarantees issued to Banks & Financial Institutions on behalf of subsidiaries-	15,845.18	5,743.64
<b>Total</b>	<b>15,845.18</b>	<b>5,743.64</b>

\* The above represents corporate guarantee utilised for Choice Equity Broking Private Limited is Rs.7,892.25 lakhs (March 31, 2022: Rs.5,242.25 lakhs), for Choice Consultancy Services Private Limited is Rs.1,889.30 lakhs (March 31, 2022: Rs.501.39 lakhs) and for Choice Finserv Private Limited is Rs.6,063.63 lakhs. However the overall sanction amount is Rs.20,948.00 lakhs (March 31, 2022 : Rs. 9,834.00 lakhs).

**NOTE 54 : CAPITAL AND OTHER COMMITMENTS:  
CAPITAL COMMITMENTS : NIL**

**NOTE 55 : EXPENDITURE IN FOREIGN CURRENCY - NIL**

**NOTE 56 : UTILISATION OF BORROWED FUNDS AND SHARE PREMIUM:**

The Group has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

- 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 to or on behalf of the ultimate beneficiaries

The Group has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the group shall:

- directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
- provide any guarantee, security or the like on behalf of the ultimate beneficiaries

**NOTE 57 : UNDISCLOSED INCOME:**

There have been no transactions which have not been recorded in the books of accounts, that have been surrendered or disclosed as income during the year ended March 31,2023 and March 31, 2022, in the tax assessments under the Income Tax Act, 1961. There have been no previously unrecorded income and related assets which were to be properly recorded in the books of account during the year ended March 31, 2023 and March 31, 2022.

**NOTE 58 : UTILISATION OF BORROWINGS AVAILED FROM BANKS AND FINANCIAL INSTITUTIONS:**

The borrowings obtained by the Company from financial institution has been applied for the purposes for which such loans were was taken.

**NOTE 59 : DISCLOSURE RELATING TO BENAMI PROPERTY HELD:**

No proceedings have been initiated on or are pending against the Group for holding benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and Rules made thereunder.

**NOTE 60 : WILLFUL DEFAULTER:**

The Group has not been declared willful defaulter by any bank or financial institutions or government or any government authority.

**NOTE 61 : COMPLIANCE WITH NUMBER OF LAYERS OF COMPANIES:**

The Group has complied with the number of layers prescribed under the Companies Act, 2013.

**NOTE 62 : DETAILS OF CRYPTO CURRENCY OR VIRTUAL CURRENCY:**

The Group has not traded or invested in crypto currency or virtual currency during the current or previous year.

**NOTE 63 : RELATIONSHIP WITH STRUCK OFF COMPANIES:**

The Group has not entered in any transactions with companies struck off under section 248 of the Companies Act ,2013. or section 560 of Companies Act 1956.

**NOTE 64 : REGISTRATION OF CHARGES OR SATISFACTION WITH REGISTRAR OF COMPANIES (ROC)**

The Group has completed the process of creation and satisfaction the charges with Registrar of Companies (ROC) within the statutory timeline.

**NOTE 65 : TITLE DEEDS OF IMMOVABLE PROPERTIES NOT HELD IN NAME OF THE COMPANY**

There are no instances where the title deeds of immovable property (other than properties where the Group is the lessee and the lease agreements are duly executed in favour of the lessee) are not held in the name of the Group.

**NOTE 66 : PREVIOUS YEARS' FIGURES:**

Figures for the previous year have been regrouped/ reclassified wherever necessary to make them comparable.

**NOTE 67 : COMPLIANCE WITH APPROVED SCHEME(S) OF ARRANGEMENTS**

The Group has not entered into any scheme of arrangement which has an accounting impact on current or previous financial year.

**NOTE 68 : THE SOCIAL SECURITY CODE, 2020**

The Code on Social Security 2020 ('the Code') relating to employee benefits, during the employment and post-employment, has received Presidential assent on September 28, 2020. The Code has been published in the Gazette of India. Further, the Ministry of Labour and Employment has released draft rules for the Code on November 13, 2020. However, the effective date from which the changes are applicable is yet to be notified and rules for quantifying the financial impact are also not yet issued. The Group will assess the impact of the Code and will give appropriate impact in the financial statements in the period in which, the Code becomes effective and the related rules to determine the financial impact are published. Based on a preliminary assessment, the entity believes the impact of the change will not be significant.

**NOTE 69 : SUBSEQUENT EVENT**

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

**NOTE 70 : PREVIOUS YEAR'S FIGURES**

Corresponding figures for the previous year have been reclassified and represented in accordance with the current year presentation wherever necessary.

As per our report of even date attached

**For M S K A & Associates**

Chartered Accountants  
Firm Registration Number : 105047W

Sd/-

**Tushar Kurani**  
Partner  
Membership Number :118580  
Place : Mumbai  
Date : May 04, 2023

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

Choice International Limited  
CIN-L67190MH1993PLC071117

Sd/-

**Kamal Poddar**  
Managing Director  
DIN: 01518700

Sd/-

**Ajay Kejriwal**  
Director  
DIN: 03051841

Sd/-

**Karishma Shah**  
Company Secretary

Sd/-

**Arun Kumar Poddar**  
Director & CEO  
DIN: 02819581

Sd/-

**Manoj Singhania**  
Chief Financial Officer

Place : Mumbai  
Date : May 04, 2023

# Notice of 30th Annual General Meeting of Choice International Limited

**Choice**  
The Joy of Earning

## CHOICE INTERNATIONAL LIMITED

Sunil Patodia Tower, Plot No. 156-158, J.B. Nagar, Andheri (East), Mumbai-400 099  
Tel No.: +91-22-6707 9999, Website: www.choiceindia.com  
Email ID: info@choiceindia.com/secretarial@choiceindia.com  
CIN: L67190MH1993PLC071117

Notice is hereby given that 30th Annual General Meeting (AGM) of the Members of Choice International Limited will be held on Saturday, August 26, 2023 at 04:00 P.M. (IST) at Hare Krishna Land Auditorium, Sri Mukteshwar Devalaya Rd, Marg, Sainath Nagar, MHADA Colony, Juhu, Mumbai, Maharashtra 400049, to transact the following business

### ORDINARY BUSINESS:

1. To consider and adopt:
  - A) Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2023 and the Reports of the Board of Directors and Auditors thereon.
  - B) Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2023 and the reports of the Auditors thereon.
2. To appoint a director in place of Mr. Arun Kumar Poddar (DIN: 02819581) who retires by rotation and, being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS:

3. **Approval to Board of Directors to give Loans, provide Guarantee or Security or make investment in excess of limit specified under section 186**

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

"**RESOLVED THAT** in supersession of all earlier resolutions passed in this regard and pursuant to the provisions of the Section 186 and other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Meeting of its Board and its Powers) Rules, 2014 made there under, including any statutory modification(s) or re-enactment thereof for the time being in force and all other provisions of the applicable law(s), consent of the shareholders of the Company be and is hereby accorded to the Board of Directors (hereinafter called 'the Board' which term shall deemed to include any Committee which Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution) to (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise the securities of any other body corporate, upto a maximum aggregate amount of Rs.1,000 crores, outstanding at any point of time, over and above the permissible limits under Section 186(2) of the Companies Act, 2013 (presently being 60 percent of the Company's paid up capital, free reserves and securities premium account or one hundred percent of the Company's free reserves and securities premium account, whichever is more).

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to take from time to time all decisions and steps in respect of the above loans, guarantees, securities and investment including the timing, amount and other terms and conditions of such loans, guarantees, securities and investment and varying the same either in part or in full as it may deem appropriate and to do and perform all such acts, deeds, matters and things as may be necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard including power to sub-delegate in order to give effect to this resolution."

4. **To approve granting loans, guarantees and security under Section 185 of the Companies Act, 2013**

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

"**RESOLVED THAT** pursuant to Section 185 of the Companies Act, 2013 (as amended by Companies (Amendment) Act, 2017) ("said sections") read with section 186 of Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) the consent of the Members of the Company be and is hereby accorded for advancing loan and / or giving of guarantee(s), and / or providing of security(ies) in connection with any loan taken / to be taken from financial institutions / banks / insurance companies / other investing agencies or any other person(s) / bodies corporate by any entity (said entity(ies) covered under the category of 'a person in whom any of the director of the company is interested' as specified in the explanation to Sub-section (b) of Section 2 of the said section, of an aggregate outstanding amount not exceeding Rs. 200 crores (Rupees Two Hundred Crores only).

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to take from time to time all decisions and steps in respect of the above loans, guarantees, securities and investment including the timing, amount and other terms and conditions of such loans, guarantees, securities and investment and varying the same either in part or in full as it may deem appropriate and to do and perform all such acts, deeds, matters and things as may be necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard including power to sub-delegate in order to give effect to this resolution."

5. **To approve Material Related Party Transactions to be entered into with the Subsidiary Companies :**



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

**"RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 (Act), read with Rules framed thereunder under (including any statutory modification(s) or re-enactment thereof for the time being in force), and Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) as amended from time to time and the Company's policy on Related Party Transactions and such other approvals as may be required, the consent of Shareholders be and is hereby accorded to the Board of Directors of the Company to enter into contract(s) / arrangement(s) / transaction(s) with its subsidiary companies including its step down subsidiaries, falling within the definition of 'Related Party Transaction' under Regulation 2(l)(zc) of the Listing Regulations, as per details provided in explanatory statement on such term(s) and condition(s) as the Board of Directors may deem fit, up to a maximum aggregate value of Rs. 1500 crores provided that the said contract(s) / arrangement(s) / transaction(s) so carried out shall be at arm's length basis and in the ordinary course of business of the Company.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include any committee thereof) be and is hereby authorized to negotiate, finalise and agree to the terms and conditions of the aforesaid Transaction(s)/ Contract(s)/ Arrangement(s)/ Agreement(s), and to take all necessary steps, to execute all such documents, instruments and writings and to do all necessary acts, deed and things in order to comply with all the legal and procedural formalities and to do all such acts, deeds or things incidental or expedient thereto and as the Board may think fit and suitable."

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to delegate all or any of the powers conferred on it by or under this resolution to the Audit Committee of the Company and to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution."

**6. Approval for Material Related Party Transactions of the Company/Subsidiaries of the Company with the Directors or the Promoters of the Company/Subsidiaries of the Company**

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

**"RESOLVED THAT** pursuant to the provisions of Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) as amended from time to time and the Company's policy on

Related Party Transactions and such other approvals as may be required, the consent of Shareholders be and is hereby accorded for entering in to Related Party Transaction along with the transactions already entered with the Promoters & Directors of the Company and its Subsidiaries for an amount not exceeding Rs. 1000 Crores for availing personal Guarantee from the Promoters & Directors of the Company and its Subsidiaries to procure loans from any Banks / Financial Institution to meet the working capital requirements of the Company to enter such other arrangements at arm's length basis in the ordinary course of Business.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include any committee thereof) be and is hereby authorized to take all necessary steps, to execute all such documents, instruments and writings and to do all necessary acts, deed and things in order to comply with all the legal and procedural formalities and to do all such acts, deeds or things incidental or expedient thereto and as the Board may think fit and suitable."

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to delegate all or any of the powers conferred on it by or under this resolution to the Audit Committee of the Company and to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution."

Place: Mumbai  
Date: July 17, 2023

By Order of the Board of Directors

Sd/-  
(Karishma Shah)  
Company Secretary &  
Compliance Officer

**Registered Office:**  
**Sunil Patodia Tower,**  
**Plot No. 156-158, J.B. Nagar,**  
**Andheri (East),**  
**Mumbai - 400 099.**  
**Email ID: info@choiceindia.com/**  
**secretarial@choiceindia.com**

**NOTES:**

1. The Explanatory Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 ("the Act"), concerning the Special Business in the Notice is annexed hereto and forms part of the Notice.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF OR HERSELF AND A PROXY NEED NOT BE A MEMBER.**
3. **A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. HOWEVER, A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS A PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.**  
  
A form of proxy is enclosed herewith. The instrument of proxy in order to be effective, should be deposited at the registered office of the company, duly completed and signed, not less than Forty Eight hours before the commencement of the meeting. Proxies submitted on behalf of the companies, societies etc. must be supported by an appropriate resolution/authority, as applicable.
4. Institutional/Corporate Members (i.e., other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/ Authorization etc., together with attested specimen signature(s) of the duly authorised representative(s), to attend the AGM on its behalf and to vote through remote e-voting. The said Resolution/Authorisation shall be sent by email through its registered email address to the scrutinizer at mmimanil1@gmail.com with a copy marked to Registrar and Share Transfer Agent at rnt.helpdesk@linkintime.co.in and to the Company at info@choiceindia.com/secretarial@choiceindia.com
5. Members/Proxies are requested to bring duly filled attendance slips, sent herewith, to attend the Meeting and proxy holder shall prove his identity at the time of attending the meeting;
6. Every member entitled to vote at the Annual General Meeting of the Company can inspect the proxies lodged with the Company at any time during the business hours of the Company during the period beginning twenty-four (24) hours before the time fixed for the commencement of the Annual General Meeting and ending on the conclusion of the meeting. However, a prior notice of not less than three (3) days in writing of the intention to inspect the proxies lodged shall be required to be provided to the Company;

7. The Register of Members and Share Transfer Books of the Company shall remain closed from -Monday 21st August 2023 to Saturday, 26th August 2023 (both days inclusive).
8. Pursuant to the provisions of Section 124 of the Companies Act, 2013, the Company has transferred the unpaid or unclaimed dividend, if any, up to the Financial Year 2014-2015 to the Investor Education and Protection Fund (The IEPF) established by the Central Government which was unclaimed /unpaid for a period of 7 years from the dates they first became due for payment have been transferred to the Investor Education and Protection Fund. All the persons are requested to note that no claims shall lie against the Company or the said fund in respect of any amounts which were unclaimed and unpaid for a period of 7 years from the dates that they first became due for payment and no payment shall be made in respect of any such claims.
9. Details under Reg. 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of the Director seeking appointment/re-appointment at the Annual General Meeting, forms integral part of the notice. The Directors have furnished the requisite declarations for their appointment/ re-appointment.
10. Members may please note that SEBI vide its Circular No. SEBI/HO/ MIRSD/MIRSD\_ RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed Companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub- division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR - 4, the format of which is available on the Company's website at www.choiceindia.com and on the website of the Company's Registrar and Transfer Agents, Link Intime India Private Limited at rnt.helpdesk@linkintime.co.in. It may be noted that any service request can be processed only after the folio is KYC Compliant.
11. As per the provisions of Section 72 of the Act and SEBI Circular, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/ she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company's website www.choiceindia.com. Members are requested to submit the said details to their DP in case the shares are held by them in dematerialized form and to Registrar and Share Transfer Agent in case the shares are held in physical form.

12. The shareholders are requested to update their PAN with the DP (if shares held in electronic form) and Company / Registrar and Share Transfer Agent (if shares held in physical form).
13. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, bank details along with KYC documents to their DPs in case the shares are held by them in electronic form and "Link Intime India Private Limited" if shares held in physical form.
14. The Equity shares of the Company are mandated for trading in the compulsory demat mode. The ISIN allotted for the Company's shares is INE102B01014.
15. In terms of Section 101 and 136 of the Companies Act, 2013 read together with the Rules Regulation 36(1)(a) of LODR Regulations, the Copy of the Annual Report comprising of Financial Statements, Board's Report etc. and the Notice are being sent by electronic mode, to those members who have registered their email addresses with their respective depository participants or with the Registrar and Share Transfer Agents of the Company, unless any member has requested for a physical copy of the Annual Report, you may send your request to [info@choiceindia.com](mailto:info@choiceindia.com)/ [secretarial@choiceindia.com](mailto:secretarial@choiceindia.com) mentioning your Folio/ DP & Client ID. In cases, where any member has not registered his / her e-mail address with the Company or with any Depository, the service of documents, etc. will be effected by other modes of service as provided in Section 20 of the Companies Act, 2013 read with the relevant Rules thereunder. Those members, who desire to receive notice / financial statement / other documents through e-mail, are requested to communicate their e-mail ID and changes thereto, from time to time, to his / her Depository Participant (in case of Shares held in dematerialised form) / RTA in Form ISR 1 (in case of Shares held in physical form).
16. The Company has engaged the Central Depository Services (India) Limited (CDSL) for facilitating e voting in a secure manner:
  - a) Members may note that this AGM Notice will also be available on the Company's website, [www.choiceindia.com](http://www.choiceindia.com), websites of the Stock Exchanges where the equity shares of the Company are listed i.e. BSE Limited @ [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Ltd. @ [www.nseindia.com](http://www.nseindia.com) and on the website of CDSL @ [www.cdslindia.com](http://www.cdslindia.com).
17. Members / Proxies are requested to bring attendance- Slip along with their copy of Annual Report to the Meeting.

**THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING ARE AS UNDER:**

**Step 1 :** Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in

demat mode.

**Step 2 :** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(i) The voting period begins on Wednesday 23rd August, 2023 (IST) and ends Friday on 25th August, 2023 (IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Saturday 19th August, 2023 (IST) may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) The Company has appointed Mr. Manoj Mimani, Partner of R M Mimani & Associates LLP, and Company Secretaries in whole-time practice with Membership No. ACS 17083 and Certificate of Practice No.11601, as the Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner.

(iii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(iv) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

**Step 1:** Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

(v) In terms of SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting for **Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:**

Type of shareholders	Login Method
<b>Individual Shareholders holding securities in Demat mode with CDSL Depository</b>	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 to Easi / Easiest are requested to visit cdsl website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon & New System Myeasi Tab.
	2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting 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 or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
	3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website <a href="http://www.cdslindia.com">www.cdslindia.com</a> 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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> 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 e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.

Type of shareholders	Login Method
<b>Individual Shareholders holding securities in demat mode with NSDL Depository</b>	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period and voting during the meeting.
	2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> . Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a>
	3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e., your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period and voting during the meeting.
<b>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</b>	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period & voting during the meeting.

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

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

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

**Step 2:** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

vi. Login method for e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID.
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID.
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

**For Physical shareholders and other than individual shareholders holding shares in Demat.**

PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li> </ul>

vii. After entering these details appropriately, click on "SUBMIT" tab.

viii. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(ix) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(x) Click on the EVSN for the relevant Choice International Limited on which you choose to vote.

(xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xvi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xvii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xviii) **Additional Facility for Non – Individual Shareholders and Custodians – For Remote Voting only.**

- Non-Individual shareholders (i.e., other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; info@choiceindia.com (designated email address by company) . if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 22 55 33.

### Explanatory Statement

[Pursuant to Section 102(2) of the Companies Act, 2013]

#### ITEM NO. 3

##### Approval to Board of Directors to give Loans, provide Guarantee or Security or make investment in excess of limit specified under section 186

In terms of the provisions of Section 186 of the Companies Act, 2013 and rules made thereunder, no Company shall directly or indirectly, without prior approval by means of special resolution passed at a general meeting, give any loan to any person or other body corporate or give guarantee or provide security in connection with a loan to any other body corporate or person and acquire by way of subscription, purchase or otherwise the securities of any other body corporate, exceeding 60 percent of its paid up capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is higher.

In terms of the Shareholders resolution passed earlier by the Company, the Company can grant loan to other body corporate or provide guarantee or provide security in connection with a loan or invest in securities of other body corporate up to an amount not exceeding Rs. 500 Crores (Rupees Five Hundred Crore Only).

In view of its long term plans and growth prospects, it is anticipated that the Company would be required to make investments or give loans, provide guarantees/security in excess of the limits approved by the members i.e., Rs. 500 Crores pursuant to the provisions of Section 186(2) of the Companies Act, 2013.

Hence, consent of the Members is being sought by way of a special resolution to make investment or to give loan/guarantee or provide security to other body corporate upto Rs.1,000 crores, in excess of limits specified under Section 186 of the Companies Act, 2013, as set out at item No.3 of this Notice.

None of the Directors and / or Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.3 in the notice.

Your directors recommend the resolution as at Item No. 3 for your approval.

#### ITEM NO. 4

##### To approve granting loans, guarantees and security under Section 185 of the Companies Act, 2013

Pursuant to Section 185 of the Companies Act, 2013 (as amended by the Companies (Amendment) Act, 2017), a Company may advance any loan including any loan represented by book debt, or give any guarantee or provide any security in connection with any loan taken by any entity (said entity(ies) covered under the category of 'a person in whom any of the director of the Company is interested' as specified in the explanation to Section 185(2)(b) of the Companies Act, 2013, after passing a special resolution in the general meeting.

It is proposed to grant loan or give guarantee or provide security in respect of any loan granted to such entities in which Director is interested, in one or more tranches from time to time and the proposed loan shall be at the interest rate of prevailing market rate and shall be used by the borrowing Company for its principal business activities only.

In case of any subsidiaries / associates company incorporated in future, the Board of Directors may grant loan within the aggregate amount of not more than Rs. 200 Crores, to such entities subject to the approval of the Audit Committee.

The Board proposes the Resolution at Item No. 4 of the notice for approval of the Shareholders by a Special Resolution.

Except Mr. Kamal Poddar, Mr Suyash Patodia, Mr Arun Kumar Poddar, Mr Ajay Rajendra Kejriwal, Mrs. Vinita Sunil Patodia or their respective relatives none of the other Directors, Key Managerial Personnel or their respective relatives in any way, financially or otherwise, concerned or interested in the above resolution.

#### ITEM NO. 5

##### To approve Material Related Party Transactions to be entered into with the Subsidiary Companies

As per Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations'), as amended vide SEBI (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, effective 1st April, 2022, all Material Related Party Transaction(s) ('RPT') with an aggregate value exceeding Rs. 1,000 crore or 10% of annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower, shall require prior approval of shareholders by means of an ordinary resolution

The aggregate value of transaction(s) already entered / to be entered with the subsidiary companies & step down subsidiaries shall not exceed the limits captioned in the resolution No. 5. The details of the limits on the type of transaction to be entered by the Company are as follows :

Nature of Transaction	Amount (Rs. in Crore)
Granting Loans, advances and interest thereon	400
Guarantee/ security in connection with a loan in favour of various Banks/ Financial Institutions/ Debenture Trustees, etc.	1000
Rent/ Leasing Transactions and to Avail or Provide Services	25
Reimbursement of Expenses	25
Any Transfer of Resources / Services / Obligations to meet its objectives/ requirements	50
<b>TOTAL</b>	<b>1500</b>

The related party transaction(s)/contract(s)/arrangement(s) as mentioned above, has been evaluated and it is hereby confirmed that the proposed terms of the contract/agreement shall meet the arm's length basis criteria. The related party transaction(s)/contract(s)/arrangement(s) also qualifies as contract under ordinary course of business.

The Members may note that in terms of the provisions of the SEBI Listing Regulations, the related parties as defined thereunder (whether such related party (ies) is a party to the aforesaid transactions or not), shall not vote to approve resolutions under Item No. 5

The Board, based on the recommendation of the Audit Committee, recommends the ordinary resolution proposed at Item No. 5 of this Notice for the Members' approval.

Except Mr. Kamal Poddar, Mr Suyash Patodia, Mr Arun Kumar Poddar, Mr Ajay Rajendra Kejriwal, Mrs. Vinita Sunil Patodia or their respective relatives none of the other Directors, Key Managerial Personnel or their respective relatives in any way, financially or otherwise, concerned or interested in the above resolution.

#### ITEM NO. 6

##### Approval for Material Related Party Transactions of the Company/Subsidiaries of the Company with the Directors or the Promoters of the Company/Subsidiaries of the Company

As per Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations'), as amended vide SEBI (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, effective 1st April, 2023, all Material Related Party Transaction(s) ('RPT') to be entered into by the Company or its subsidiary with any other Related Party shall not exceed an aggregate value Rs. 1,000 crore or 10% of annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower, shall require prior approval of shareholders of listed Company, by means of an ordinary resolution

The related party transaction(s)/contract(s)/ arrangement(s) also qualifies as contract under ordinary course of business.

The Members may note that in terms of the provisions of the SEBI Listing Regulations, the related parties as defined thereunder (whether such related party (ies) is a party to the aforesaid transactions or not), shall not vote to approve resolutions under Item No. 6

The Board, based on the recommendation of the Audit Committee, recommends the ordinary resolution proposed at Item No. 6 of this Notice for the Members' approval.

Except Mr. Kamal Poddar, Mr Suyash Patodia, Mr Arun Kumar Poddar, Mr Ajay Rajendra Kejriwal, Mrs. Vinita Sunil Patodia or their respective relatives none of the other Directors, Key Managerial Personnel or their respective relatives in any way, financially or otherwise, concerned or interested in the above resolution.

Benefit of the transaction:

As per the Industrial & Banking practice, to meet the working capital requirements of the Company and to ensure smooth business operations, the Directors or the Promoters of the Company are required to give personal guarantees, for the Company or its subsidiaries to avail loans from the Bank or Financial Institutions.

The Directors & Promoters being a "Related Party" to the Company & its subsidiaries, any transfer of obligation between the Company or its subsidiaries on one hand and its related party on the other hand forming a material transaction shall require approval from the shareholders.

**ANNEXURE A TO NOTICE**

Details of Directors or KMP seeking appointment/ re appointment at the Annual General Meeting scheduled to be held on Saturday, August 26, 2023 at 04:00 P.M. (IST) at Hare Krishna Land Auditorium, Sri Mukteshwar Devalaya Rd, Marg, Sainath Nagar, MHADA Colony, Juhu, Mumbai, Maharashtra 400049,(Pursuant to Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements), Regulation 2015)

<b>Name of the Director</b>	<b>Mr. Arun Kumar Poddar</b>
Date of Birth & Age	15/06/1984 39 Years
Date of first Appointment to Board	08/02/2022
Brief Resume	Mr. Arun Kumar Poddar (DIN : 02819581) is a Fellow Member of the Institute of Chartered Accountants of India. He holds expertise in Financial Services, Government Advisory and Management Consulting. Holder of strong ability to solve complex company problems using excellent judgment and decision-making skills, he is known in the industry for fostered change in company culture to be more open, transparent, and accountable.  Mr. Poddar has worked closely with government, large corporates and retail customers throughout his journey. His vision of making financial services accessible to every citizen of India will drive the organization to be more customer centric and accessible in Tier 3-4 cities.
Relationship with Directors & Key Managerial Personnel	Promoter & Brother of Managing Director
Expertise in specific Functional area	Financial Services, Government Advisory and Management Consulting.
Qualification	Chartered Accountant
Directorship held in other listed Companies	NIL
Listed entities from which the person has resigned in the past three years	NIL
Membership and Chairmanship in the Committees of the Board of the Company	1
a)Audit Committee	NIL
b)Nomination & Remuneration Committee	NIL
c)Stakeholder Relationship Committee	1 (Member)
No. of Shares held in the Company	81,00,000
Shareholding of non-executive directors in the listed entity, including shareholding as a beneficial owner	Not Applicable

Note:

1. Detailed profile of the above Director is given as part of the Annual Report. The Directorship, Committee Memberships and Chairmanships does not include positions in foreign companies, unlisted companies and private companies, position as an advisory board member and position in companies under section 8 of the Companies Act, 2013. Information pertaining to remuneration paid to the Directors who are being appointed/re-appointed and number of Board Meetings attended by them during the year 2022-23 are provided in Corporate Governance Report.

2. The proposal for appointment/ re-appointment has been approved by the Board pursuant to the recommendation of the Nomination & Remuneration Committee considering their skills, experience and knowledge and positive outcome of performance evaluation.

**ANNEXURE B TO NOTICE**

**A statement is attached herewith containing the following information, subject to the provisions of Section 197 and Schedule V of the Companies Act, 2013**

**GENERAL INFORMATION**

**1. Nature of industry**

Choice International Limited is a conglomerate engaged in providing end to end Financial Services through its multiple subsidiaries; it offers financial services across all platforms catering to retail & institutional client, corporates, State & Central Government Authorities.

**2. Date of commencement of commercial production:** March 13, 1993

**3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** N.A.

**4. Financial performance based on given indicators**

Particulars	FY2022-23	FY2020-21
Total Revenue	1,29,872,449	11,28,12,228
Profit Before Tax	27,324,830	3,60,32,525
Net Profit After Tax	22,891,093	2,43,61,668
EPS	0.23	0.63

**5. Foreign investments or collaborations, if any:** 15,035,084 Shares are held by Foreign Portfolio investors, Non-Resident Indians and Non-Resident (Non Repatriable) as on June 30, 2023.

Place: Mumbai

**By Order of the Board of Directors**

Date: July 17, 2023

**Sd/-**  
**(Karishma Shah)**  
**Company Secretary & Compliance Officer**

Registered Office:  
Sunil Patodia Tower,  
Plot No. 156-158, J.B. Nagar,  
Andheri (East),  
Mumbai - 400 099.  
Email ID: [info@choiceindia.com/secretarial@choiceindia.com](mailto:info@choiceindia.com/secretarial@choiceindia.com)

**CHOICE INTERNATIONAL LIMITED**  
Sunil Patodia Tower, Plot No 156- 158,  
J.B. Nagar, Andheri (East), Mumbai - 400099,  
**Tel No:** + 91-22-6707 9999,  
**Website:** [www.choiceindia.com](http://www.choiceindia.com),  
**Email Id:** [info@choiceindia.com/secretarial@choiceindia.com](mailto:info@choiceindia.com/secretarial@choiceindia.com)

**CIN:** L67190MH1993PLC07117

**Form No. MGT-11  
PROXY FORM**  
[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN	L67190MH1993PLC071117
Name of the Company	Choice International Limited
Registered Office	Sunil Patodia Tower, Plot No. 156-158, J.B. Nagar, Andheri (E), Mumbai – 400 099

Name of the Member(s)	
Registered Address	
E-mail ID	
Folio No./ Client ID	
DP ID:	

I/We, being the member(s) of \_\_\_\_\_ shares of the above named company, hereby appoint

Name	
Address	
E-mail ID	Signature

OR FAILING HIM;

Name	
Address	
E-mail ID	Signature

OR FAILING HIM;

Name	
Address	
E-mail ID	Signature

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 30th Annual General Meeting of the company, to be held on Saturday, August 26, 2023 at 04:00 P.M. at, Hare Krishna Land, Sri Mukteshwar Devalaya Rd, Marg, Sainath Nagar, MHADA Colony, Juhu, Mumbai, Maharashtra 400049, and at any adjournment thereof in respect of such resolutions as are indicated herein:

Item No.	Resolutions	For	Against
<b>ORDINARY BUSINESS</b>			
1	To consider and adopt: A. Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2023 and the reports of the Board of Directors and Auditors thereon. B. Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2023 and the reports of the Auditors thereon.		
2	To appoint a Director in place of Mr. Arun Kumar Poddar (DIN: 02819581) who retires by rotation and, being eligible, offers himself for re-appointment.		
<b>SPECIAL BUSINESS</b>			
3	Approval to Board of Directors to give Loans, provide Guarantee or Security or make investment in excess of limit specified under Section 186		
4	To approve granting loans, guarantees and security under Section 185 of the Companies Act, 2013		
5	To approve Material Related Party Transactions to be entered into with the Subsidiary Companies :		
6	Approval for Material Related Party Transactions of the Company/Subsidiaries of the Company with the Directors or the Promoters of the Company/Subsidiaries of the Company		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2023

Signature of shareholder: \_\_\_\_\_ Signature of Proxy holder(s) \_\_\_\_\_



**Notes:**

- i. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- ii. The Proxy Form should be signed across the Revenue Stamp as per specimen signature(s) registered with the Company/depository participant.
- iii. A Proxy need not be a Member.
- iv. A person can act as proxy on behalf of members not exceeding 50 (fifty) and holding in the aggregate not more than 10 (ten) percent of the total share capital of the company carrying voting rights.
- v. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.



**ATTENDANCE SLIP**

**CHOICE INTERNATIONAL LIMITED**

Registered Office: Sunil Patodia Tower, Plot No. 156-158,  
J.B. Nagar, Andheri (East), Mumbai-400099  
Tel No.: +91-22-6707 9999 , Website: www.choiceindia.com,  
Email ID: info@choiceindia.com/secretarial@choiceindia.com  
CIN: L67190MH1993PLC071117

Please complete this Attendance Slip and hand it over at the entrance of the Meeting Hall.

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

No. of Shares held: \_\_\_\_\_

Name of the Member/ Proxy (IN BLOCK LETTERS): \_\_\_\_\_

Address of the Member: \_\_\_\_\_

Email ID: \_\_\_\_\_

I/ We hereby record my/our presence at the **30TH ANNUAL GENERAL MEETING** of Choice International Limited

At \_\_\_\_\_ on \_\_\_\_\_ at \_\_\_\_\_

\_\_\_\_\_  
Signature(s) of the Member or Proxy

**NOTES:** You are requested to bring your copy of the Annual Report to the Meeting.

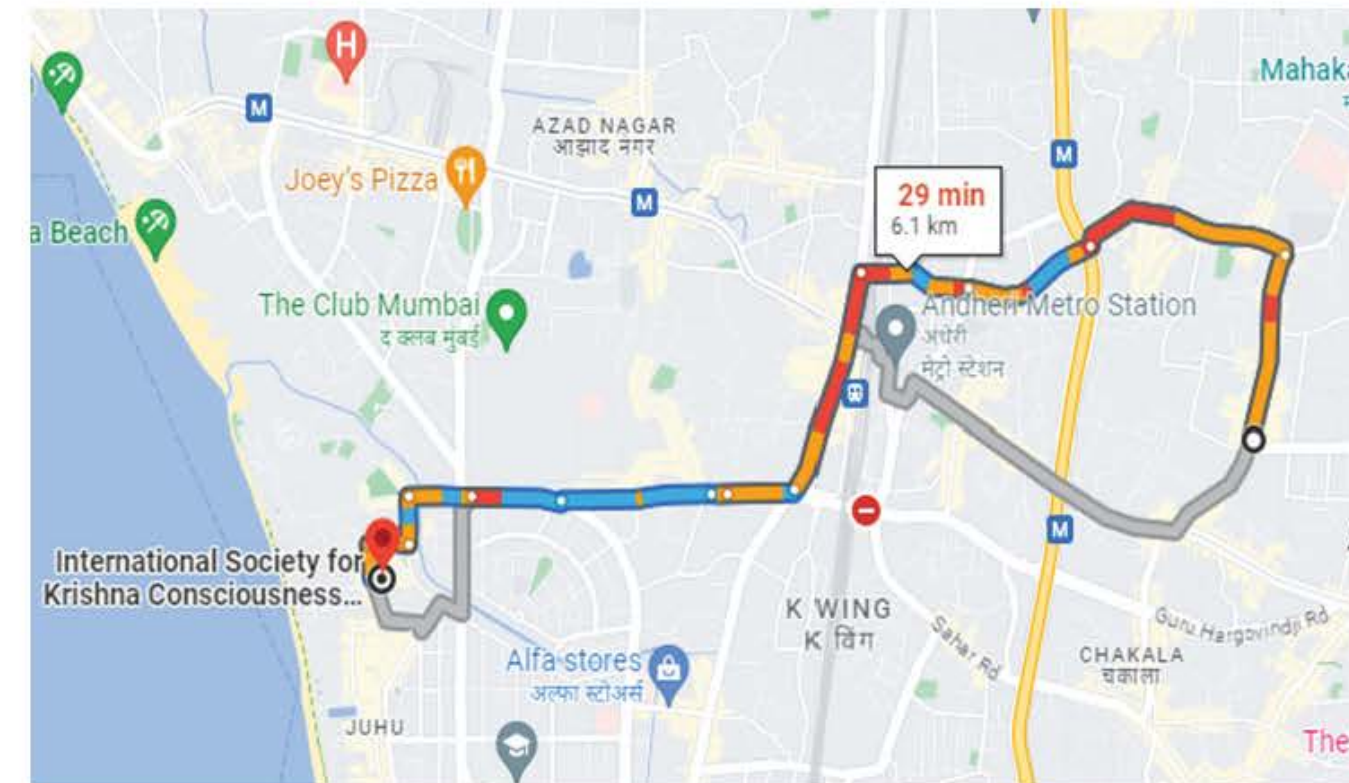
**E-MAIL ID REGISTRATION REQUEST**

In compliance with provisions of Rule 18(3) prescribed in Chapter 18 of the Companies Act, 2013, all the Members of the Company who have not registered their email id so far with the Company/RTA and those Members who have registered their email but wish to update their email-ids, are requested to fill the below details to register or update their email-ids.

Email Id: \_\_\_\_\_

\_\_\_\_\_  
Signature(s) of the Member or Proxy

**ROUTE MAP FOR THE 30TH ANNUAL GENERAL MEETING**







**Choice**  
The Joy of Eating

**CHOICE INTERNATIONAL LIMITED**

Sunil Patodia Tower, Plot N. 156 - 158, J B Nagar,  
Andheri East, Mumbai - 400 099

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