ANANDRATHI
Private Wealth. uncomplicated

Ref No: 20/2023-24

Dated: May 12, 2023

BSE Limited
Department of Corporate Services
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai – 400 001
Scrip Code: **543415**
Scrip ID: **ANANDRATHI**

National Stock Exchange of India Limited
Listing Department
Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051
Trading Symbol: **ANANDRATHI**

Sub: Notice of the Twenty Eight (28th) Annual General Meeting of Anand Rathi Wealth Limited along with Annual Report for the Financial Year 2022-23.

Dear Sir/Madam,

In compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, please find enclosed the Notice convening the 28th AGM of shareholders and the Annual Report for the financial year 2022-2023 which has been circulated to the shareholders through electronic mode.

The 28th AGM will be held on Monday, June 5, 2023, at 2.30 p.m. IST through video conference and other audio-visual means (VC).

Further, the aforesaid Annual Report along with Notice of AGM has also been uploaded on the website of the Company at https://anandrathiwealth.in/

We request you to take the same on your records.

Thanking You,

Yours faithfully,
For **Anand Rathi Wealth Limited**

NITESH TANWAR
Digitally signed by NITESH TANWAR
Date: 2023.05.12 19:27:18 +05'30'

ANAND RATHI WEALTH LIMITED MUMBAI

Nitesh Tanwar
Company Secretary & Compliance Officer
M. No. FCS-10181
Place: Mumbai
Enclosed: Notice and Annual Report 2022-2023

Index

Scan this QR code to navigate investor-related information

An electronic version of this report is available online at: https://anandrathiwealth.in/Investorrelations.php

Investor Information

Market Capitalisation	: ` 3,367 Crores [as at March 31, 2023]
CIN	: L67120MH1995PLC086696
ISIN	: INE463V01026
BSE Code	: 543415
NSE Symbol	: ANANDRATHI
Bloomberg Code	: 1945848D:IN
Dividend Declared	: ` 7 per equity share (Final)
AGM Date	: June 05, 2023
AGM Venue	: Virtual (Please refer Sr. No. 7 a. on Page No. 90)

Disclaimer : This document contains statements about expected future events and
QDQFLDOV RI $QDQG 5DWKL :HDOWK /LPLWHG çWKH &RPSDQ\è ZKLFK DUH IRUZDUG
ORRNLQJ %\ WKHLU QDWXUH IRUZDUG ORRNLQJ VWDWHPHQWV UHTXLUH WKH &RPSDQ\ WR
PDNH DVVXPSWLRQV DQG DUH VXEMHFW WR LQKHUHQW ULVNV DQG XQFHUWDLQWLHV 7KHUH LV
D VLJQL FDQW ULVN WKDW WKH DVVXPSWLRQV SUHGLFWLRQV DQG RWKHU IRUZDUG ORRNLQJ
VWDWHPHQWV PD\ QRW SURYH WR EH DFFXUDWH 5HDGHUV DUH FDXWLRQHG QRW WR SODFH
XQGXH UHOLDQFH RQ IRUZDUG ORRNLQJ VWDWHPHQWV DV VHYHUDO IDFWRUV FRXOG FDXVH
DVVXPSWLRQV DFWXDO IXWXUH UHVXOWV DQG HYHQWV WR GLIIHU PDWHULDOO\ IURP WKRVH
H[SUHVVHG LQ WKH IRUZDUG ORRNLQJ VWDWHPHQWV $FFRUGLQJO\ WKLV GRFXPHQW
LV VXEMHFW WR WKH GLVFODLPHU DQG TXDOL HG LQ LWV HQWLUHW\ E\ WKH DVVXPSWLRQV
TXDOL FDWLRQV DQG ULVN IDFWRUV UHIHUUHG WR LQ WKH 0DQDJHPHQW 'LVFXVVLRQ DQG
$QDO\VLV VHFWLRQ RI WKLV $QQXDO 5HSRUW

Data-Driven Decision Making for Wealth Creation.

Financial services have traditionally been seen as legacy business activities, necessitating extensive manual effort, risk-taking and D PRUH ULJLG DSSURDFK 7KHUH DUH SUH GH SURGXFWV ZLWK GH QLWLYH DQG XVXDOO\ OP that still dominate the market. However, in a highly competitive arena with nearly limitless options to choose from, human wisdom needs something extra to boost the RXWFRPHV RI GHFLVLRQ PDNLQJ :LWK PXOWLWX platforms and massive surge in data volumes across markets, it is the power of data-driven decision making for wealth creation that adds the invaluable x-factor to the equation.

At Anand Rathi Wealth, we have instilled this approach and integrated most advanced data analytics technologies as well as top human talent to create the right formula RI QDQFLDO JURZWK IRU RXU esteemed clients. This Report elaborates on the various aspects and the superior outcomes of our focused data-driven approach for wealth creation!

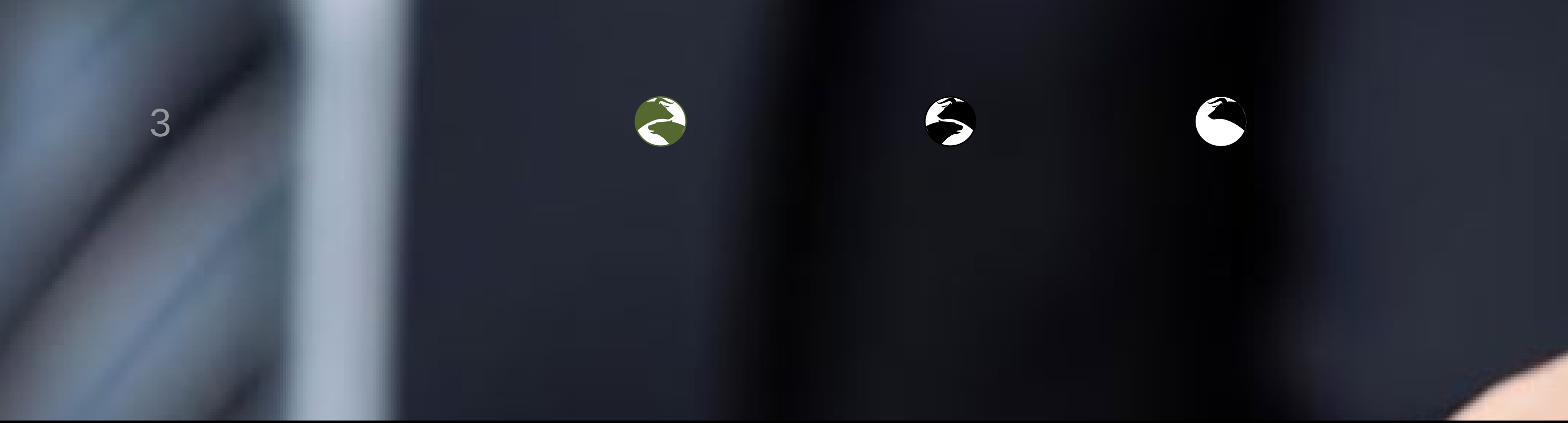
Established in 2002, Anand Rathi Wealth Limited (‘ARWL’ or ‘We’) embarked on a journey as an AMFI-registered Mutual Fund Distributor. Today, we are proud to have distinguished ourselves as a non-bank sponsored wealth solutions provider to high and ultra-high-net-worth individuals (HNIs and UHNIs) in India. Furthermore, we also offer our services to NRI clients WKURXJK RXU UHSUHVHQWDWLYH RI FH LQ 'XEDL

With a broad network of Relationship Managers spanning all major Indian cities, we are committed to providing our clients ZLWK REMHFWLYH EDVHG DQG VWDQGDUGLVHG VROXWLRQV WR IXO O WKHLU QD

2XU WUDQVSDUHQW DQG GDWD GULYHQ VWUDWHJLHV IRFXV RQ IXWXUH SURVSHULW\ IRU WKH FOLHQWV

What makes us stand apart is a deep understanding of our clients’ requirements, backed by meticulous research to gain LQVLJKW LQWR WKH ULVNV DVVRFLDWHG ZLWK DQ\ LQYHVWPHQW SURGXFW WKDW FRXOG D HFW GHFLVLRQV WKDW EHQH W RXU FOLHQWV

:H GRQèW MXVW DVVLVW RXU FOLHQWV ZLWK FRPSUHKHQVLYH VXFFHVVLRQ planning and a comprehensive approach to safeguarding their wealth against unforeseen liabilities. Where required, we also help our clients build an estate plan to ensure minimal transmission loss, while passing on their wealth to the next generation.



What Makes Us the Preferred Wealth Solutions Provider :

- Comprehensive wealth solutions
- Process-driven framework for consistent delivery of service
- Safety net and estate planning using trusts and wills

Chairman’s Message

“The year 2022-23 was special for India as being the 75th Year of India’s independence. India became the world’s 5th largest economy from the 10th largest economy just 10 years back.”

Mr Anand Rathi

Chairman

Dear Shareholders,

I am delighted to share our happiness about the excellent results for the year 2022-23, with the highest-ever total revenue of ` 558 Crores and a SUR W DIWHU WD[ RI ` 169 Crores.

India has made an enormous stride in every economic sector over the last 30 years. India's share of global goods and services has more than doubled and now has become one of the sought after locations for attracting Foreign Direct Investment. Various far-reaching reforms like GST, Jan Dhan Yojana, AADHAR Card and UPI, among others, have made the strong potential for the Indian economy to go more than US$ 25 Trillion in the next 25 years.

I believe we have made great strides in Private Wealth business in the last 20 years and created an outstanding one-stop solution for all Wealth goals of HNIs and UHNIs. I believe we are in the right business at the right time. We are seeing a humongous increase in wealth and wealthy families in India as well as globally. As per 'The Wealth Report 2022: Knight Frank' the number of wealthy individuals in India is likely to increase from 7.97 Lakhs in the year 2021 to 14.07 Lakhs in the year 2026, registering a compounded annual growth of 12%. This provides a great opportunity for the business to grow by 20% or more year on year.

Our holistic Wealth Solutions has helped our customers to make reasonably good returns with comparatively low risk. We have been able to produce a data-backed mathematical model for our clients in order to achieve their long-term goals of wealth creation as well as transmission of wealth to the next generation. This has been possible due to very strong leadership as well as very strong human capital in the organisation. Our focus on creating an excellent family work culture, as well as empowerment and training of people, has enabled us to create excellent leaders and human capital at all levels. Our emphasis on training people from within and promoting them to Relationship Managers or to higher level has helped us to create a very happy and effective team. With these efforts, I believe will continue to provide excellent growth to business in the future.

The year 2022-23 was special for India as being the 75th Year of India's independence. India became the world's 5th largest economy from the 10th largest economy just 10 years back. It is expected that in the next 10 years, we will become the 3rd largest economy in the world. During last year, the Indian economy grew the fastest amongst the world's largest economies and is likely to continue in the current year as well.

India has made an enormous stride in every economic sector over the last 30 years. India's share of global goods and services has more than doubled and now has become one of the sought after locations for attracting Foreign Direct Investment. Various far-reaching reforms like GST, Jan Dhan Yojana, AADHAR Card and UPI, among others, have made the strong potential for the Indian economy to go more than US$ 25 Trillion in the next 25 years.

Presently, the global economy is facing a lot of challenges due to higher LQ DWLRQ DQG LQFUHDVHG LQWHUHVW UDWHV as well as geopolitical problems like WKH 5XVVLD 8NUDLQH FRQ LFW 7KHUH LV fear of recession in some developed countries. Some countries in India's neighbourhoods are experiencing a serious political and economic crisis. However, India even in these circumstances, is well-poised to achieve the highest economic growth during the current year and many more years to come.

I am sure our shareholders would be very happy with the performance achieved by the Company during last few years and look forward to continuous growth over the next few years.

I wish you all the best!

With regards,

Anand Rathi

Chairman & Non-Executive Director

CEO’s Message

> “Our long-term commitment to providing the most efficient solutions and a strong focus on customer-centricity has put us on an accelerated growth trajectory in the years to come.”

Rakesh Rawal

CEO

> The emergence of India as a vital player in the global economy has been a significant driver behind the growth of the Indian equity markets. As India continues to evolve as an increasingly attractive business destination, there has been a massive inflow of foreign investments, fuelling the growth of industries and, thus, the economy

Dear Shareholders,

During 2022-23, our total revenue stood at ` 558 Crores, representing a growth of 31% compared to ` 425 Crores during the same period last year. We progressed with a healthy PBT margin of 41.5% for 2022-23 compared to 40.1% for 2021-22. This JURZWK ZDV UH HFWHG WKURXJK WKH impressive growth in PAT, which stood at ` 169 Crores, signalling an increase of 33% compared to ` 127 Crores during the previous year.

Our performance was further enhanced by our robust Asset Under Management (AUM) growth, which saw an increase of 18% year-on-year, amounting to ` 38,993 Crores, primarily boosted by the 19% growth in mutual funds. Furthermore, we maintained strong momentum in our client additions, welcoming nearly 1,270 client families during 2022-23. Regarding our Relationship Managers (RMs), we successfully added 22 new RMs (net basis) this year.

Our family-oriented and entrepreneurial work culture has enabled us to be recognised as a 'Great Place to Work'. As a result, we achieved a very low-regret RM attrition of 1.4% for 2022-23. Alongside this, our superior client retention capabilities have helped us manage our client attrition rate to just 1.1% in terms of AUM lost for 2022-23.

Powered by our data-driven approach, we have continuously evolved our range of offerings to match the needs of our clients. We successfully achieved our objective of diversifying the sourcing of Non-Principal Protected Structured Products (Non-PP SPs) from the new issuer. Additionally, our capabilities have helped our clients achieve the desired return level without compromising on our solutions' risk and liquidity SUR OH

The emergence of India as a vital player in the global economy has been D VLJQL FDQW GULYHU EHKLQG WKH of the Indian equity markets. As India continues to evolve as an increasingly attractive business destination, there KDV EHHQ D PDVVLYH LQ investments, fuelling the growth of industries and, thus, the economy.

The sheer diversity of investment options can make it challenging for HNIs to identify the most appropriate LQYHVWPHQWV WR VXLW WKHLU goals. Therefore, the preference for a trusted investment partner who can JXLGH WKHP WKURXJKRXW WKHLU journey has become common among HNIs.

Although Indian markets witnessed increased volatility in the last year, the rising awareness around the LPSRUWDQFH RI QDQFLDO SODQQLQJ DQG a desire to participate in an emerging nation's growth story keeps India's medium and long-term prospects intact. An outcome of this trend has been the unlocking of the immense value present in the Indian equity markets.

This places us in a great position to capitalise on this trend and our four primary engines of growth will lead our growth:

- Return on investment get added to AUM
- Penetration in the existing 8,300+ clients' families (there is massive scope for increasing our wallet share)
- Addition of new clients
- Addition of new relationship managers

These four engines have been WKH GH QLQJ IDFWRUV EHKLQG RXU Company's enduring success. Our long-term commitment to providing WKH PRVW HI FLHQW VROXWL strong focus on customer-centricity has put us on an accelerated growth trajectory in the years to come. On a combined basis, with these four engines, to get a growth of 20% or more in business, in my opinion, is very reasonable.

I want to convey my sincere gratitude to our clients for placing their valuable trust in us and allowing us to assist WKHP LQ QDYLJDWLQJ WKURX VLWXDWLRQV ,W OOV PH ZL pleasure to see that our clients comprehensively understand the potential risks associated with Wealth Management and have chosen to partner with us through their wealth creation journey.

I would also like to express my deepest appreciation to all my fellow Board members for their constant guidance and unwavering support. We have earned the reputation of being a reliable and leading Pure-Play wealth solutions provider.

The immense possibilities in the Wealth Management space motivate us to stay committed to our vision of SURYLGLQJ TXDOLW\ VROXWL RXU FOLHQWVè QDQFLDO DV

Sincerely,

Rakesh Rawal

Whole-time Director & CEO

Journey and Milestones

2002

& H U W L H G D V D Q
AMFI-registered
Mutual Fund
Distributor

2008

(V W D E O L V K H G D Q R I F H L Q
Delhi to broaden our
wealth operations in India

Launched international
operations in Dubai

2015

Crossed the
milestone of ` 5,000
Crores AUM

(V W D E O L V K H G R I F H L Q
Pune

2017

Acquired Ffreedom Intermediary Infrastructure Private Limited (FIINFRA – OFA Business) and Freedom Wealth Solutions Private Limited (involved in investment advisory business) through our subsidiary, AR Digital Wealth Private Limited (formerly known as AR Wealth Management Private Limited)

Acquired the Private Wealth Management business from Religare Wealth Management Limited

2018

Expanded our wealth operations in Eastern India by V H W W L Q J X S D Q R I F H at Kolkata

Crossed the milestone of ` 15,000 Crores of AUM

(V W D E O L V K H G D Q R I F H at Gurugram

2019

Crossed the milestone of ` 20,000 Crores of AUM

Commenced operations in Noida and Rajasthan

2020

Expanded operations to Chandigarh

2021

Listed publicly on NSE and BSE

2022

Expanded presence into 4 new cities: Ahmedabad, Vishakhapatnam, & R L P E D W R U H b D Q G Nagpur

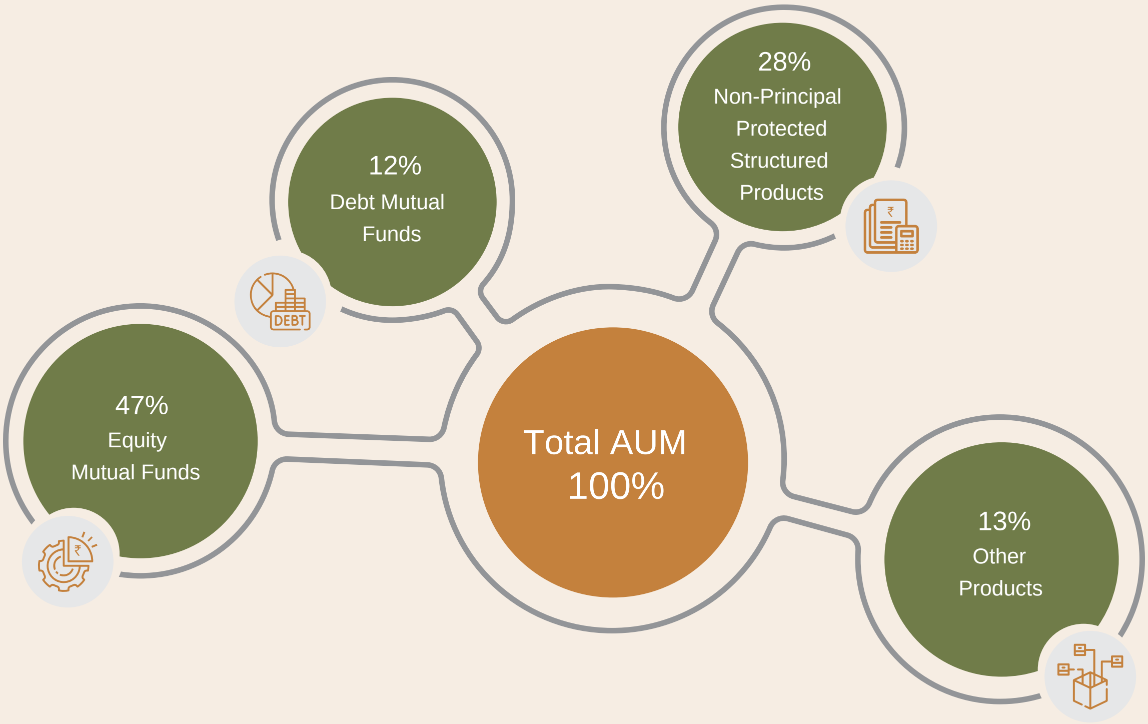
Our Private Wealth Offering

Our private wealth services begin with gathering an in-depth understanding of the QDQFLDO QHHGV DQG requirements of our clients. This allows us to provide them with well-researched, objective-driven and comprehensive wealth solutions.

We live in an era of steady LQ DWLRQ DQG WKH YD wealth diminishes year-on-year if it is not channeled towards generating returns higher than WKH LQ DWLRQ UDWHV cost of living expenditures. This is where mere investments are no longer adequate, and the role of a specialised and experienced private wealth company becomes prominent. In the digital age, the right partner in \RXU QDQFLDO MRXUQH\ ZRXOG EH one that leverages the power of data and analytics to assess the market scenarios, directions, and the ongoing as well as potential XFWXDWLRQV LQ WKH PDUNHW 'DWD driven expertise is the power that creates that competitive edge which can help in yielding better returns on investments WKURXJK LQFUHPHQWDO HI FLHQFLHV

Starting out as an AMFI-registered mutual fund distributor, ARWL has rapidly gained prominence as a holistic private wealth solution provider that delivers consistently high performance through its data-driven decision making for wealth creation.

As the Indian economy continues to record impressive growth, the number of high-net-worth and ultra-high-net-worth individuals is rising, generating demand for high-quality private wealth services. Our Private Wealth vertical is ideally positioned to capitalise on this trend, offering our clientele well-researched, objective-driven and comprehensive wealth solutions.



According to 'The Wealth Report 2022: Knight Frank' the number of millionaires in India is expected to to grow at CAGR of 12%. Thus, making it one of the fastest-growing wealth markets in the world.

With our strong presence in 15 of India's top cities where the HNI population is concentrated, we are well-positioned to serve this expanding market. We are dedicated to providing our clients with superior service, OOLQJ D JDS LQ WKH PDUNHW IRU TXDOLW\ SULYDWH ZHDOWK solutions.

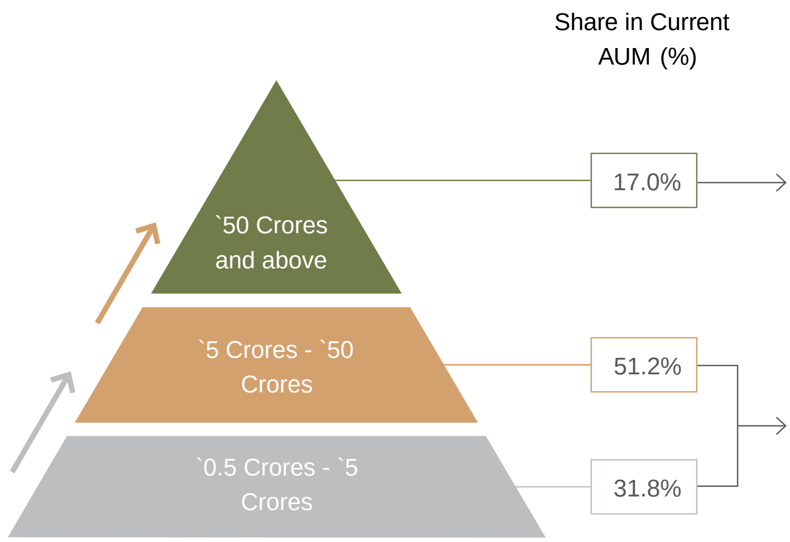
We lay stress on building long-term relationships with our clients, guiding them through every step of their wealth journey. Our priority is offering uncomplicated solutions. This helps ensure that our clients can make informed LQYHVWPHQW GHFLVLRQV WKDW DOLJQ ZL

2XU ZHDOWK VROXWLRQV DOVR H[WHQG W tax management services. Moreover, we speacialise LQ FUHDWLQJ SULYDWH IDPLO\ WUXVWV W designed to protect our client's assets against unforeseen circumstances that could result in wealth deterioration. ZHDOWK WUDQVIHU VHUYLFHV DUH V ensuring minimal loss of wealth during the transfer of generational assets.

Client Segmentation

It is the power of our data-driven approach that has led to superior market insights and client segmentation to create value. We follow a data analytics-based approach to client segmentation and strategic decision-making.

- Our research about the market has enabled us to identify the most underserved yet lucrative HNI segment with a net worth of ` 5 Crores – ` 50 Crores. These individuals seek quality and value addition as opposed to low-cost solutions. Our expertise and experience allow us to leverage an uncomplicated, standardised and research approach to scale values over time.



These were mostly HNIs when they were onboarded and have subsequently elevated as UHNIs over a period of time

6ORZHU DQG GLI FXOW WR EXLO
but far more sustainable with
ORQJ WHUP SUR WDELOLW\

- Around 51.2% of our clients have investible assets ranging from ` 5 Crores to ` 50 Crores.
- Over 17% of our current AUM comes from clients who are categorised above ` 50 Crores. At the time of onboarding, WKHVH FOLHQWV ZHUH FODVVL HG LQ WKH ` 5 Crores - ` 50 Crores category. However, over the course of their wealth has transitioned beyond ` 50 Crores.
- Close to 31.8% of our clients are categorised under ` 5 Crores. Several of these clients are yet to allocate their entire portfolio to us.

Our Value Proposition

We believe wealth is created once there is a continuous process involved in its building – right from understanding the QDQFLDO JRDOV WR LWV HQVXULQJ WKDW WKH PRQH\ LQYHVWHG LQ PRYLQJ LQ

- 2EMHFWLYHV DUH WKH VWDUWLQJ SRLQW RI DQ\ QDQFLDO MRXUQH\ :H HNIs aspire for their wealth creation:

Risk & Return objective – we strive to target a corpus of 2x in about six years and further multiply it 4x in DERXW \HDUV 7KLV ZRXOG URXJKO\ WUDQVODWH WR D S D UHWXUQ of 7.5%. Furthermore, our endeavour is to create portfolios that can help achieve the above objective by ensuring ULVN OHYHOV DUH VLJQL FDQWO\ ORZHU WKDQ WKDW RI WKHEHQFKPDUN L

Wealth Protection – By establishing Private Family Trusts, we seek to create a liability-free asset to safeguard our clients and their family members against external risks.

Wealth Transmission – We offer estate planning services through the creation of WILLs by establishing a precise estate plan to ensure near-zero transmission loss of wealth, during transfer from one generation to the next.

- 'LVFXVVLQJ RSWLRQV IRU DFKLHYLQJ WKH GHVLUHG QDQFLDO REMHF
- Implementation of the desired asset and product allocation
- Periodic monitoring of the portfolio

Financial Data Document

Financial Data Document demonstrates our investment philosophy which we present to the clients. Following are FRQFOXVLRQV WKDW ZH KHOS RXU FOLHQWV DOO GHWHUG WR DFKLHYH WKURXJK WKH QDQ

- Asset Allocation: Asset Allocation Decision is the most critical;
- Product Selection: Out of 17 Different type of instruments available in the market place, based on Returns, Risk and Cost, currently only 3 (Equity Mutual Funds, Debt Mutual Funds and Non-PP SPs) are chosen to make portfolio uncomplicated and still get the desired returns;
- Selection of Equity Mutual Funds: 14 Equity Mutual funds are selected from a universe of 584 in order to target an alpha of 2-3% p.a. over and above NIFTY 50;
- 1RQ 33 63V DV D 3ODQ % LQ WKH 3RUWIROLR EULQJ GRZQ ULVN VLJQL FDQW
- Formulating Trust and Creation of WILL to meet clients' requirements in order to provide value addition by these ancillary services;

7KH IROORZLQJ DUH VRPH RI WKH GDWD GULYHQ FULWHULD DQG SDUDPHWHUV WDNHQ LQWR

Beta – We use a relative measure of risk to quantify the risk of the portfolio vis-a-vis the Nifty 50 Index.

Standard Deviation – This commonly used parameter is used to quantify the deviation of returns from the average or expected rate of return.

Product Selection Model – We use a mathematical model consisting of 5 parameters that aid our client in identifying which products to add to their portfolio.

(I FLHQW)URQWLHU – We arrive at the most optimal allocation towards Equity Mutual Funds, Debt 0XWXDO)XQGV DQG 1RQ 33 6WUXFWXUHG 3URGXFWV XVLQJ DQ HI FLHQW IURQWLHU IRU D GH QHG H[SHFWHG UDWH RI UHWXUQ

Sensitivity Calculator – We use the sensitivity calculator to project the performance of our portfolios 3 years down the line against different market scenarios.

Products

A combination of Mutual Funds & Non-PP SPs leads to an optimal portfolio construct. Our product mix of mutual funds and Non-PP SP, further positions us well to capture our target clientele.

Mutual Funds

Mutual Funds are selected based on both quantitative and qualitative parameters.

Sources of Alpha – We try to understand the sources of alpha generation and build our models to arrive at optimum equity mutual funds model portfolio.

Underlying Market Cap of the Portfolio – We seek to identify the suitable market capitalisation mix of our portfolios, considering the return potential and risk associated with different market capitalisations.

Category Selection – We explore categories that can potentially deliver higher alpha over the Nifty 50 index.

Scheme Selection – Identifying the right set of schemes with high future potential to deliver alpha is the key.

Regression Model – We use regression models to understand the correlation between different parameters and the returns over the next year to help us identify parameters which are better for fund valuation than looking at past returns.

Non-Principal Protected Structured Products (Non-PP SP)

Non-PP SP works as product to reduce the risk and increase predictability of returns on the overall portfolio. The following are the parameters that go into the designing of Non-PP SP:

Historical Back-Testing Probability – We back-test the product to check its historical performance, had the product been available in the past. We then design products with a historical back-test probability of 80%-90% to maximise our client's probability of making returns in the product.

Black Scholes Model – For pricing our non-principal protected structured products, we use the Black Scholes pricing model. With this model, we arrive at the fair value of the option prices, which is then fed into our design WR FRPSXWH WKH QDO UHWXUQ RI WKH SURGXFW

External Software & Aggregators – We take inputs on implied vols and forwards which are then used in pricing our non-principal protected structured products.

In the last 10 years, we have distributed 2,800 products, of which 1,224 have matured.

- 100% all the products matured have given the principal back
- 98% of the products matured delivered 6% per annum
- 93% of the products matured have delivered desired or maximum coupon.

People

We believe in building long-term relations with our employees. Our AMs and RMs are an integral link to take our thought-process to clients. We believe in the Bharat Story, which is, we hire RMs from smaller towns who get trained rigorously for many years and will eventually, be relocated to their hometowns. Their regional background will help us tap into smaller towns which are highly underpenetrated market with immense opportunities for wealth management.

We hire candidates as Account Managers (AMs) from top business schools like IIMs, XIMB, JBIMS and rank holder CAs are recruited based on their skill sets. The recruitment process ensures that the right talent is employed, and through intensive training and guidance, the skills of AMs are further honed, which helps in the smooth transitioning of their role as an RM. In FY2022-23, we have conductedcomprehensive training of over 2,500 man hours, ensuring that they maintain the legacy of our business while also equipping them with the skills to deliver products in a straightforward and accessible PDQQHU 7KH FDUHHU SDWK LV WKXV ZHO leadership pipeline is built.

293

Relationship Managers

79

AM to RM Promotions in the Last Three Years

1.42%

Regret RM Attrition in FY 2022-23

85 Members

Product Team

Four Engines Of Growth

1. Return on investment get added to AUM
2. Penetration in the existing 8,350+ clients' families (there is massive scope for increasing our wallet share)
3. Addition of New Clients
4. Addition of New Relationship Managers

Private Wealth Performance for 2022-23

` 538 Crores,↑ 31%

Total Revenue

293,↑ 22

RMs

` 182 Crores,↑ 23%

Trail Revenue

8,352,↑ 1,270

Active Client Families

` 226 Crores,↑ 36%

PBT

2 I F H V

Across India

` 168 Crores,↑ 34%

PAT

Dubai

2 Q H 5 H S U H V H Q W D W L Y H 2 I F H

` 37,942 Crores,↑ 18%

AUM

Employees

834

Digital Wealth

The Digital Wealth business signals our foray into the QWHFK VSDFH ,W SHUIHFWO\ EOHQGV RXU with technology which is a natural progression of our extensive expertise in the Private Wealth space.

Almost every player in the Fintech market is now extensively focusing on automation and AI to provide digital wealth solutions. That is where we have created a differentiating and empowering framework combining best of both worlds for our clients.

Our innovative phygital model (a combination of human distributors empowered with technology) has allowed XV WR FDWHU FORVHO\ WR WKH JURZLQJ PDVV DI XHQW VHJPHQW in the economy. We can deliver innovative solutions and superior results to our valued clients through this PRGHO 7KH SK\JLWDO PRGHO LV VFDODEO which gives us agility in the rapidly expanding addressable market for digital Wealth Management.

The secret of our large market presence is the highly effective partner-led distribution model, which has yielded impressive outcomes. Through this approach, Independent Financial Advisors (IFAs) and AMFI-registered Mutual Fund Distributors are allowed to use the vast expertise and technological capabilities of

` 1,051 Crores

AUM

4,249

Clients

355

No. of Client Engagement Partners

Omni Financial Advisor

Building on our expertise in the mutual fund space, we launched the Omni Financial Advisor (OFA) vertical for Mutual
)XQG 'LVWULEXWRUV 0)'V $V D WUXVWHG QDQFLDO VHUYLFH SURYLGHU ZH
reliability and authenticity, and strive to maintain the highest standards of integrity in our services. MFDs using our OFA technological platform provide a superior experience to their customers.

,Q WKH ZRUOG RI GLJLWDO QDQFLDO VHUYLFHV RPQL FKDQQHO SUHVHQFH DQ
not just relying on a rigid or legacy approach where processes are cast in iron. On the contrary, we leverage our advanced
WHFKQRORJ\ DQG GDWD UVW DSSURDFK WR VHUYH WKH UHWDLO VHJPHQW ZLW
offer an integrated experience to the customers, including reporting and transaction services. Our services are designed to adapt to the changing requirements of our customers, which is why we remain one of India's leading tech platforms for MFDs with a large subscriber base.

Why MFDs Prefer OFA

- MFD account set up within a week after onboarding
- Competitive pricing
- Additional product capability and dedicated post-sales service
- Offers help to grow customers' business

OFA's Attractive Features for Customers

- Client reporting
- Online mutual fund transactions
- Business dashboard
- Goal planning
- Client engagement

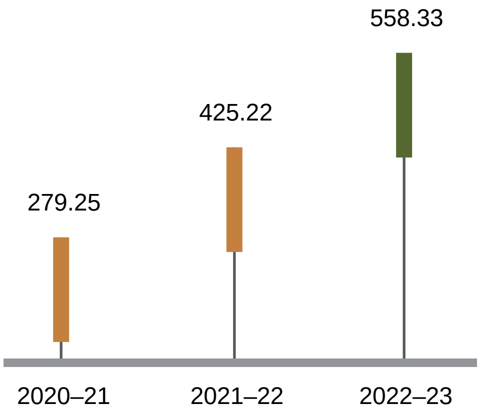
5,677
No. of MFDs

19.12 Lakhs
Platform Clients

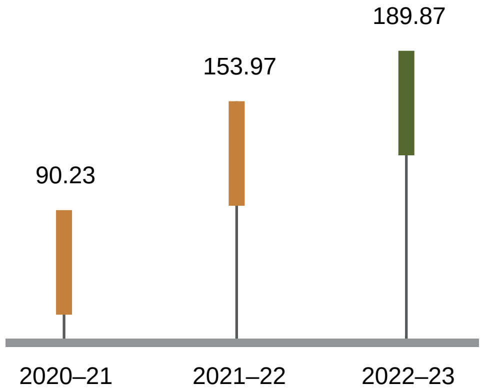
` 92,174 Crores
Platform AUM

Financial Highlights (Consolidated)

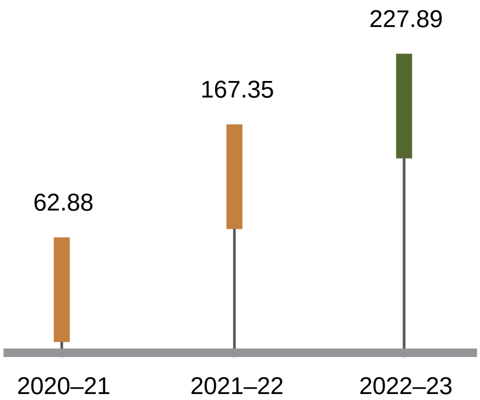
Total Revenue (in ` Crores)



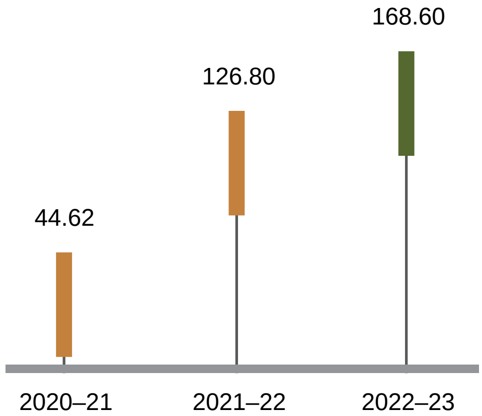
Trail Revenue (in ` Crores)



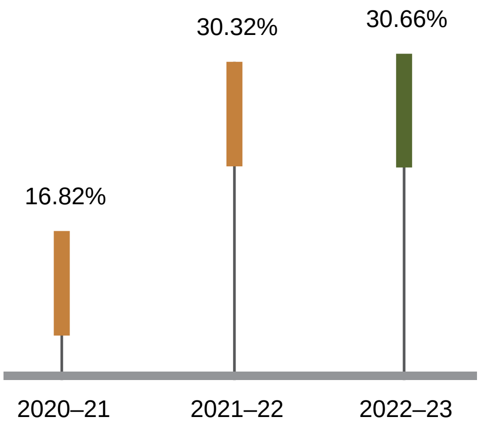
3 U R W % H I R U H 7 D [L Q ` Crores)



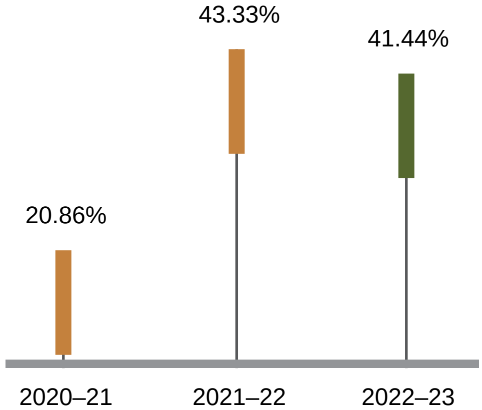
3 U R W $ I W H U 7 D [L Q ` Crores)



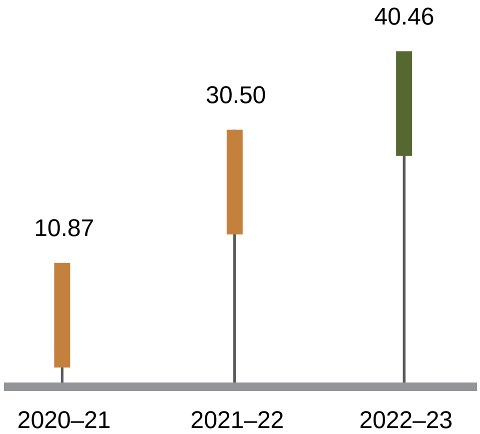
3 U R W $ I W H U 7 D [0 D U J L Q



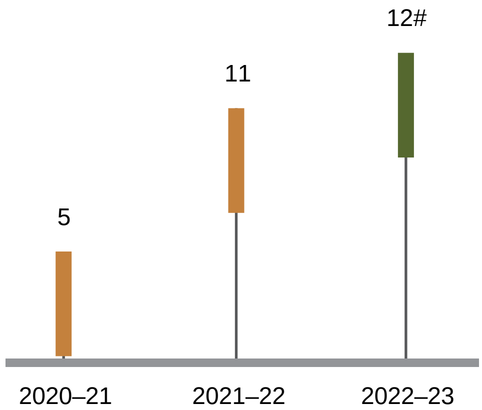
Return on Equity



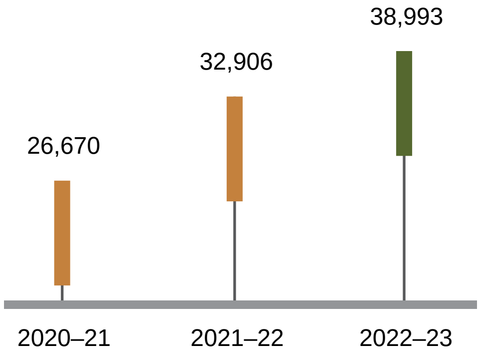
Earnings Per Share (in `)



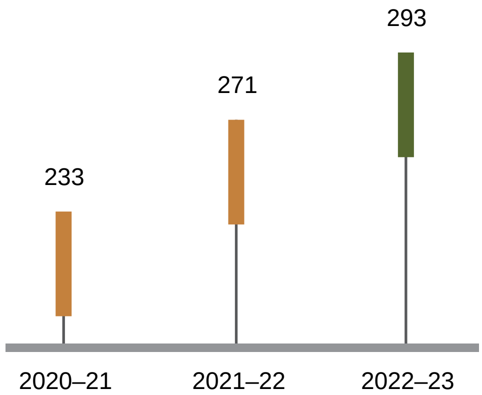
Dividend Per Share (in `)



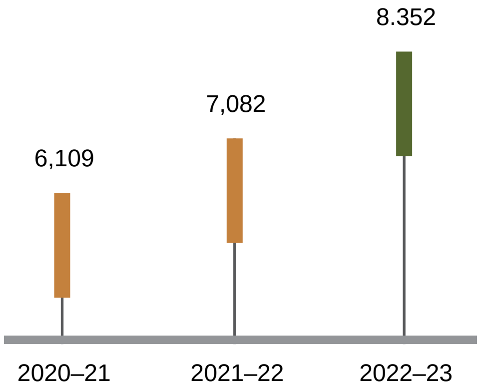
AUM (in ` Crores)



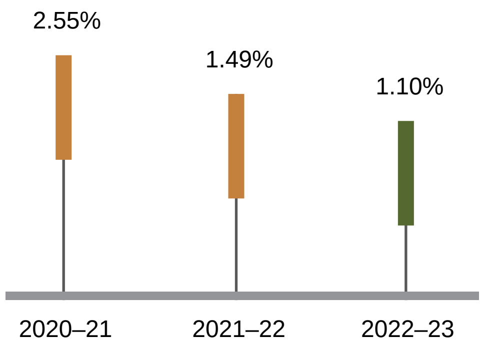
Relationship Managers (in Nos.)*



Active Client Families (In Nos.)*



Client Attrition (% of AUM Lost)*



, Q F O X G L Q J   Q D O G L Y L G H Q G R I ` 7 Per share, subject to approval of the shareholders of the company
* Private Wealth Business

Board of Directors

Mr Anand Rathi

Chairman and Non-Executive Director

Founder of the Anand Rathi Group

- Esteemed Member of the Institute of Chartered Accountants of India (ICAI) with an experience of 57 years across sectors and a Gold Medallist Chartered Accountant
- 5HFRJQLVHG DV D OHDGLQJ QDQFLDO DQG LQYHVWPHQW H[SHUW L Asian region
- Founded the Anand Rathi Group after an illustrious and fruitful career with the Aditya Birla Group
- 6SHDUKHDGHG WKH $GLW\D %LUOD *URXSèV HQWU\ LQWR YDULRXV sector
- Appointed as the President of BSE (Bombay Stock Exchange) in 1999
- Aided in the rapid expansion of BOLT (the BSE Online Trading System), a testimony to his farsightedness
- Established the Trade Guarantee Fund and played a vital role in setting up the Central Depository Services (CDSL)
- Board member of IMC Chamber of Commerce and Industry

Mr Pradeep Kumar Gupta

Non-Executive Director

Co-founder of the Anand Rathi Group

- 6WHSSHG LQWR WKH QDQFLDO ZRUOG ZLWK 1DYUDWDQ &DSLWDO D beginning with a family-owned textile business
- Mastered a unique industry insight with over a rich three-decades-long experience and entrusted advisor for many
- Played an instrumental role in the success of the Institutional Broking and Investment Services arms of the Group
- Helped the Group receive several prestigious awards under his leadership
- Elected the Honorary Secretary of The Rotary Club of Bombay

---

Mr Rakesh Rawal

:KROH WLPH 'LUHFWRU DQG WKH &KLHI ([HFXWLYH 2I FHU

- Graduated from the Indian Institute of Technology, Kanpur, with a Bachelor's in Mechanical Engineering and a Master's in management studies from the Jamnalal Bajaj Institute of Management Studies
- Joined the Anand Rathi Group's Wealth Management division
- Focused on business growth and client acquisition for the Group's Private Wealth Management division
- Worked for Deutsche Bank and Hindustan Lever Limited before joining Anand Rathi Group

Mr Mohan Vasant Tanksale

Independent Director

- Completed bachelor of science from the Bhopal University, master of arts (English) from Awadhesh Pratap Singh University and acquired a diploma in Russian language from Bhopal University
- &HUWL HG $VVRFLDWH RI WKH ,QGLDQ ,QVWLWXWH RI %DQNHUV Accountants of India (ICAI)
- Worked for three major public sector banks – Union Bank of India, Punjab National Bank and the Central Bank of India – as the Chairman and Managing Director
- Served as a Board Member of the Punjab National Bank, the Central Bank of India, the Life Insurance Corporation of India, the International Banking Federation and as the Chief Executive of the Indian Banks Association
- Awarded ‘Person of the Year’ by the SKOCH Foundation in 2012
- Worked as a consultant in SWIFT India Domestic Services Private Limited
- Possesses an experience of over 42 years

Mr Ramesh Chandak

Independent Director

- Trained in leadership counselling, strategy, succession planning and management consulting, which he provides on an individual basis
- Designated as the MD and CEO of KEC International Limited before commencing his advisory practise
- $ ERDUG PHPEHU RI PDQ\ SXEOLFO\ WUDGHG UPV DV ZHOO DV Q
- Awarded the ‘CA Business Leader’ in 2008 by the Institute of Chartered Accountants of India (ICAI)
- Served as the President of the Indian Electrical and Electronics Manufacturers Association (IEEMA)
- 6SHQW VXFFHVVIXO \HDUV LQ WKH HOG RI HQJLQHHULQJ LQI rich international business experience in India, Malaysia and the United States

---

Mr Kishan Gopal Somani

Independent Director

- 4XDOL HG DV D &KDUWHUHG $FFRXQWDQW ZLWK WKH ,QVWLWXW
- Served as the President of the Indian Chamber of Commerce and Industry (ICCI)
- Joined the Institute of Company Secretaries of India as an Associate Member
- A Fellow Member of the Institution of Valuers
- 4XDOL HG IRU WKH ,%%,èV /LPLWHG ,QVROYHQF\ ([DPLQDWLRQV
- Served as a Director in the Delhi Stock Exchange Association Limited
- Appointed as a Partner at M/s K.G. Somani & Co., Chartered Accountants, Delhi
- Possesses 50 years of industry experience

Ms Sudha Pravin Navandar

Independent Director

- 4XDOL HG DV D &KDUWHUHG $FFRXQWDQW IURP WKH ,QVWLWXWH DQG D &HUWL HG 3XEOLF $FFRXQWDQW LQ WKH 8QLWHG 6WDWHV
- Insolvency professional with India’s Insolvency and Bankruptcy Board
- A Partner at M/s. Pravin R. Navandar & Co., Chartered Accountants – specialises in internal and statutory corporate audits, bank audits, company law matters, income leakage and corporate leakage and corporate consultancy services
- A Partner at Saksham Insolvency Resolution LLP

Leadership Personnel

Mr Rakesh Rawal
&KLHI ([HFXWLYH 2I FHU

- Master's in Management studies from the Jamnalal Bajaj Institute of Management Studies and Bachelor's in Mechanical Engineering from the Indian Institute of Technology, Kanpur
- Worked in Hindustan Unilever Limited and Deutsche Bank
- Joined Anand Rathi Wealth Limited in 2007

Mr Feroze Azeez
'HSXW\ &KLHI ([HFXWLYH 2I FHU

- Post-graduate Diploma in Management, majoring in Derivative and Finance from the SDM Institute for Management Development and Bachelor's in Mechanical Engineering from the University of Mysore
- Worked in ABN AMRO Bank NV and Religare Macquarie Private Wealth
- Joined Anand Rathi Wealth Limited in 2012

Mr Jugal Mantri
*URXS &KLHI)LQDQFLDO 2I FHU

- Rank-holding Chartered Accountant and SMP from IIM Ahmedabad
- 2QH RI WKH UVW WR MRLQ WKH $QDQG 5DWKL *URXS ZI

Key Personnel – Business and Financial Heads

Mr Chethan Shenoy
Director and Head – Product and Research

Mr Niranjan Babu Ramayanam
Head – Operations

Mr Rajesh Bhutara
&KLHI)LQDQFLDO 2I

Mr Arjun Guha
Executive Director and Unit Head, Mumbai

Mr Manish Srivastava
Executive Director and Unit Head –Delhi

Mr Subhendu Harichandan
Executive Director and Unit Head, Pune

Ms Protima Dhawan
Director and Unit Head, Hyderabad

Mr Amitabh Lara
Exdecutive Director and Unit Head, Mumbai

Mr Bharath Rathore
Executive Director and Unit Head, Bengaluru

Mr Raj Vijeta Sharma
Director and Unit Head, Dubai

Mr Suraj Sinha
Director and Unit Head, Bengaluru

Mr Adil Chacko
Executive Director and Unit Head, Delhi

Mr Ashish Bhandia
Director and Unit Head, Kolkata

Mr Rajan Sarkar
Director and Unit Head, Kolkata

Mr Swapan Chakraborty
Executive Director and Unit Head, Pune

Mr Krishanu Chaudhary
Director and Unit Head, Chennai

Mr Mukesh Kumawat
Director and Unit Head, Gurugram

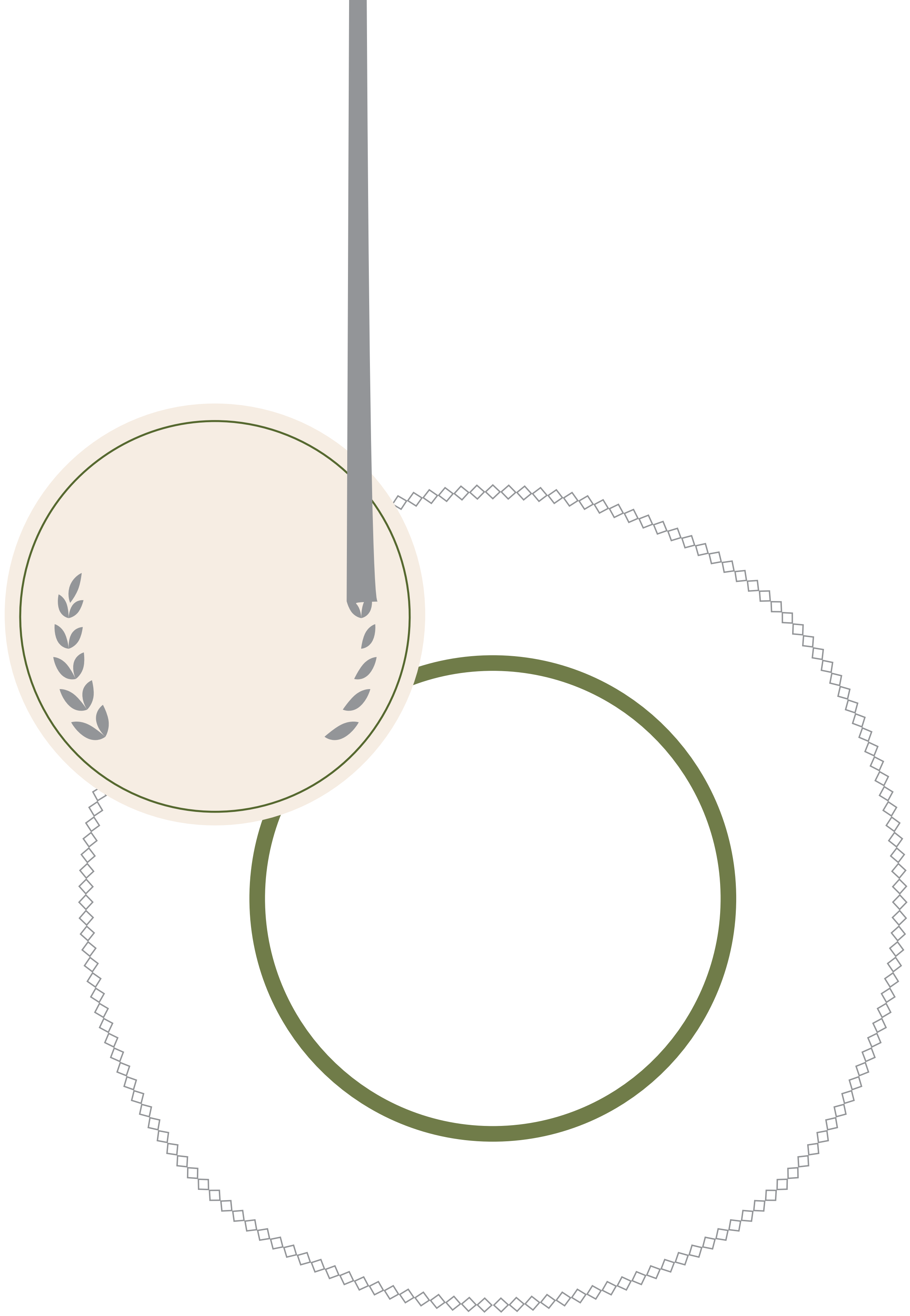
Mr Farooq Nabi
Director and Unit Head, Noida

Mr Harpreet Punj
Director and Unit Head, Chandigarh

Mr Sudhir Hiran
Director and Unit Head Rajasthan

Mr Chirag Muni
Associates Director & Head - Business Process

Mr Agraj Gupta
Chief Human 5HVRXUFHV 2I FHU



Corporate Information

Board of Directors

Mr Anand Rathi
Chairman and Non-Executive Director

Mr Pradeep Kumar Gupta
Non-Executive Director

Mr Rakesh Rawal
Whole-time Director and Chief Executive
2I FHU

Mr Amit Rathi
Non-Executive Director (till October 13, 2022)

Mr Mohan Vasant Tanksale
Independent Director

Mr Ramesh Chandak
Independent Director

Mr Kishan Gopal Somani
Independent Director

Mrs Sudha Pravin Navandar
Independent Director

&KLHI)LQDQFLDO 2I FHU

Mr Rajesh Bhutara

Company Secretary and Compliance 2I FHU

Mr Nitesh Tanwar
(From October 13, 2022)

Statutory Auditor

M/s KKC & Associates LLP

Secretarial Auditor

M/s Rathi & Associates

Internal Auditor

AGP Advisors Private Limited

Bankers

ICICI Bank Limited,
HDFC Bank Limited,
Bank of India

Corporate Identity Number

L67120MH1995PLC086696

5HJLVWHUHG 2I FH

Express Zone, A Wing, 10th Floor,
Western Express Highway,
Goregaon (E), Mumbai - 400063,
Maharashtra, India
Telephone: 022 6281 7000
Email: csarwsl@rathi.com
Website: https://anandrathiwealth.in/

&RUSRUDWH 2I FH

Trade Link, 2nd and 3rd Floor, E Wing,
B and C Block, Kamla Mill Compound,
Senapati Bapat Marg,
Lower Parel (W), Mumbai - 400013,
Maharashtra, India
Telephone: 022 6981 5400

Registrar & Share Transfer Agent

Link Intime India Private Limited
C-101, 1st Floor, 247 Park, L B S Marg,
Vikhroli (W), Mumbai - 400083,
Maharashtra, India
Telephone: 022 4918 6000
Email: rnt.helpdesk@linkintime.co.in
Website: www.linkintime.co.in

Management Discussion & Analysis

GLOBAL ECONOMY

Throughout the fiscal year 2022-23, the global economic situation remained challenging. The rise in inflation, which began in early 2021, accelerated significantly throughout 2022. In response to the spike in inflation, which reached between two and seven decade highs in the r ly nd such as bank credit and deposit growth, tax collection, goods movement, industrial production, electricity consumption, and infrastructure output, indicate that, despite a general trend of growth deceleration, the Indian economy is in better shape than the majority of its peers.

In 2021 and a portion of 2022, India, like other economies, experienced a spike in inflation. A substantial portion of this inflation was due to supply-side factors and food price increases. In contrast to the advanced nations, India's inflation rate was nowhere near the decade's peak. Moreover, India's inflation rate has declined significantly and entered the Reserve Bank of India's target range in recent months.

In order to control inflation and normalise the policy rate from the pandemic-induced lows, the Reserve Bank of India (RBI) increased the policy rate by 250 basis points. In accordance with the decline in inflation, the RBI kept the policy rate unchanged in its most recent policy. However, as a result of the past aggressive monetary policy tightening, interest rates on both the debt and credit markets have risen significantly. This has also played a significant role in the country's GDP growth slowdown.

Not only is India the brightest spot in an otherwise bleak global landscape, but the country's dramatic transformation over the past two decades has significantly improved its prospects. India, which was the 16th largest economy 25 years ago, is now the 5th largest economy in the world. According to our estimates, India will likely surpass Japan and Germany to become the world's 3rd largest economy before the turn of the current decade.

INDIAN CAPITAL MARKETS

The Indian capital markets play a crucial role in facilitating the transfer of funds from savers to borrowers and in mobilising savings. It provides a platform for investors to invest their savings in a variety of securities and earn returns, while corporations and governments gain access to the necessary capital to facilitate investment and promote growth.

Due to digitalisation, the capital market industry has undergone a revolution, resulting in the development of novel financial products and services that employ technologies such as artificial intelligence (AI), machine learning (ML), and distributed ledger. These developments have increased the market's depth and liquidity, rendering it more efficient, transparent, and accessible to investors. Mobile applications and online trading platforms have further enhanced the customer experience. India is poised to evolve into a developed economy with a dynamic capital market due to the growing participation of individuals in the capital market.

EQUITY MARKETS

Rising inflation and interest rates, liquidity withdrawal by central banks, growth slowdown, rising geopolitical uncertainties, and a deterioration in investor sentiments in 2022 follow the generally robust performance of major equity markets over the preceding three years. Despite a low rate of return, the Indian stock market was one of the best performing major markets in 2022.

Equity return in major markets (in %)

	2019	2020	2021	2022	2023 Apr
Canada	19.1	2.2	21.7	(8.7)	6.5
China	36.1	27.2	(5.2)	(21.6)	4.1
France	26.4	(7.1)	28.9	(9.5)	15.7
Germany	25.5	3.5	15.8	(12.3)	14.4
India	14.4	15.8	22.0	4.4	0.4
Japan	18.2	16.0	4.9	(9.4)	10.6
United Kingdom	12.1	(14.3)	14.3	0.9	5.6
United States	22.3	4.4	18.2	(11.5)	2.4

Source: CEIC database

As a result of global investors reducing their allocation to equities, there was a significant outflow of capital from the majority of major equity markets, including India. Foreign institutional investors withdrew nearly US$16.5 Billion from the Indian equity markets in 2022.

Normally, a foreign portfolio equity outflow of this magnitude would have precipitated a severe correction in the Indian equity market. However, substantial inflows from domestic investors, particularly under the systematic investment plan into equity mutual fund schemes, largely offset the outflow of foreign portfolio equity investment. Consequently, the Indian equity market was one of the few global markets which generated a positive return during 2022.

Debt Market

The Indian bond market has experienced significant volatility in recent years. Bond yields in India, as in the majority of other nations, fell sharply in 2020 as a result of large stimulus measures, such as liquidity infusion and rate cuts. In 2021, rates remained within a narrow range due to a largely accommodating monetary policy, the absence of a significant inflationary uptick, and a decrease in government market borrowing. In 2022, however, bond yields spiked due to a sharp increase in inflation, aggressive monetary tightening across the globe, including India, and the withdrawal of liquidity.

Management Discussion and Analysis (Contd.)

Debt market yield in India (in %)

	2019	2020	2021	2022	2023 Apr
Minimum					
1-Y	5.27	3.40	3.50	4.24	6.78
5-Y	6.24	5.00	5.13	6.01	6.97
10-Y	6.34	5.76	5.85	6.46	7.02
Average					
1-Y	6.07	4.11	3.91	5.83	7.04
5-Y	6.79	5.61	5.79	6.92	7.23
10-Y	7.00	6.09	6.19	7.18	7.32
Maximum					
1-Y	6.88	5.52	4.35	7.17	7.39
5-Y	7.42	6.60	6.08	7.68	7.45
10-Y	7.65	6.67	6.49	7.60	7.47

Source: Clearing Corporation India Limited

In 2023, the situation has changed significantly. The RBI has already implemented a rate pause in response to a consistent decline in inflation and the expectation of further softening. Barring an unexpected inflation spike, it is unlikely that the RBI will increase rates again this year. With the rate increase in early May 2023, the US Federal Reserve appears to have reached the apex of its cycle of rate increases during this time. Bond yields have already begun to decline globally, including in India, and this trend is expected to continue.

In tandem with the less restrictive stance of monetary policy, there has been substantial improvement in government finances, with the fiscal deficit and market borrowing plan declining substantially. This would also contribute to bond yields falling below their current levels.

INDIAN WEALTH MANAGEMENT INDUSTRY

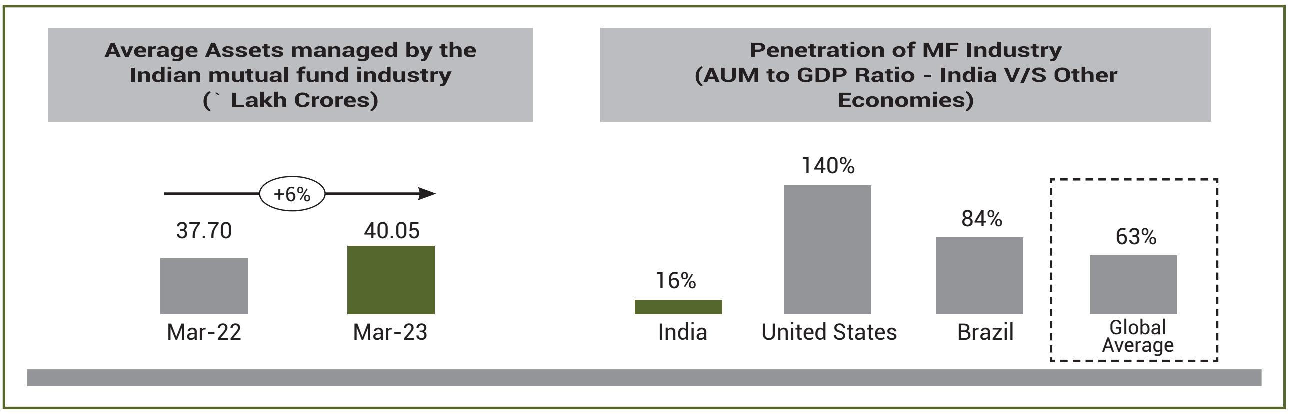
The Indian wealth management industry plays a critical role in managing the wealth of High Net-worth Individuals (HNIs) and Ultra High Net-worth Individuals (UHNIs), which includes overseeing their financial assets, real estate, gold and other physical assets. Through a structured and personalised approach, wealth managers help clients to navigate complex financial markets, minimise risks, and optimise returns on their investments. They work closely with clients r n ers O their financial goals and

Management Discussion and Analysis (Contd.)

have contributed to India's economic development. As a direct consequence, the rising income levels are expected to offer an immense opportunity in the form of the growing market size for the Indian wealth management industry.

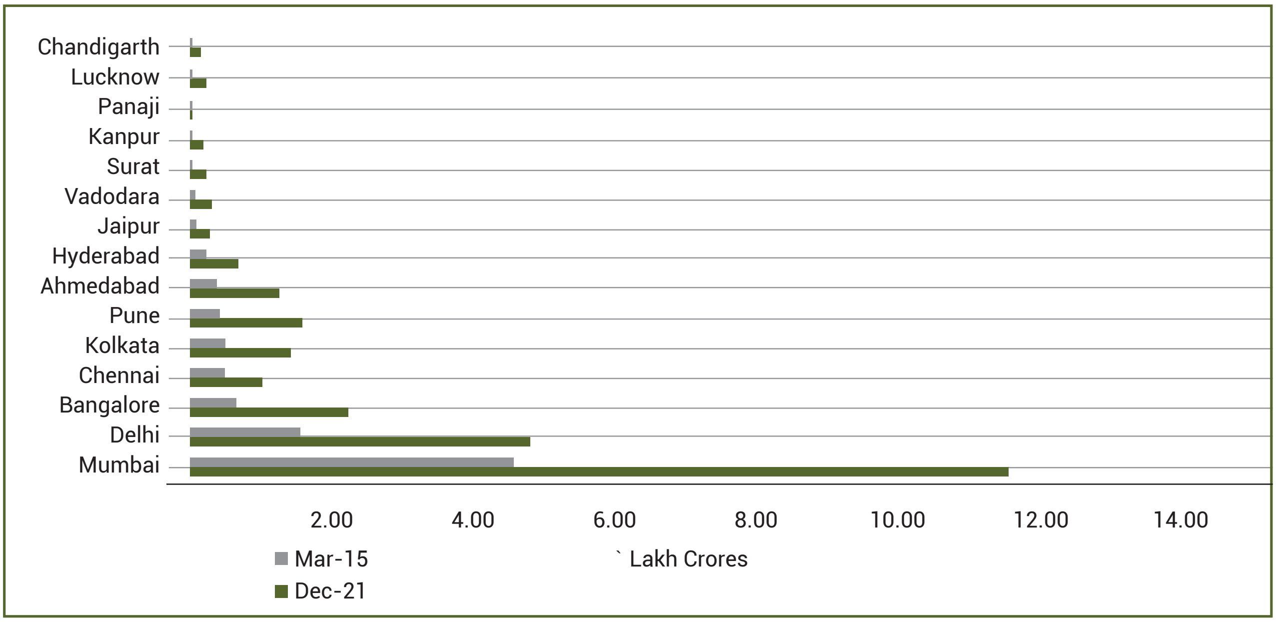
ii. **Underpenetrated Markets**

The availability of financial products in the Indian market is comparatively limited compared to other countries. India's mutual fund Assets under Management (AUM) to Gross Domestic Product (GDP) ratio stands at only 15.9%, as opposed to the global average of 63%. Various factors, such as low levels of financial literacy and cultural attitudes towards savings and investments, contribute to the low demand for mutual funds among people residing outside major cities. However, with the increasing availability of information and a recent surge in retail participation, there is hope for greater market penetration in these areas.



A significant trend observed in India's urban wealth management industry is the wider accessibility of advice from major banks and wealth management firms to a larger investor base. However, for mutual fund advice, the mass affluent clients are relying on Independent Financial Advisors (IFAs). As a result, there is an enormous potential emerging from previously unexplored markets.

City-wise Mutual Fund AUM Distribution



Management Discussion and Analysis (Contd.)

iii. Easing Regulations

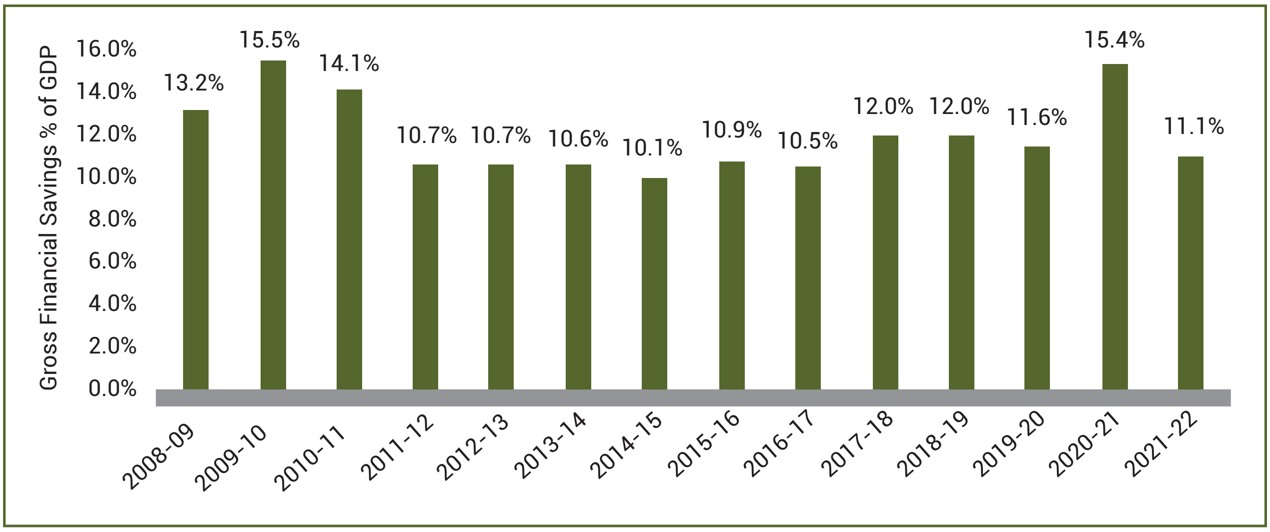
In recent years, India's regulatory framework has strengthened, creating several new investment opportunities for the general public. The Government's efforts towards financially educating the community has led to a growing confidence among households to participate in the financial markets.

Several noteworthy developments have simplified the process of investing in complex financial instruments. These include changes in tax structure of debt mutual funds and non-principal protected structured products, PMS distribution fees, recent AIF developments affecting PIPE and VC Fund regulations, caps on investments in investee companies, and the introduction of accredited investors. Fair reforms encourage both fund managers and investors to contribute to the development of enduring partnerships between them.

iv. Financialisaton of Savings

High growth in savings and investments are key to India's sustained long-term growth. India's aggregate saving rate has seen a moderation in recent years.

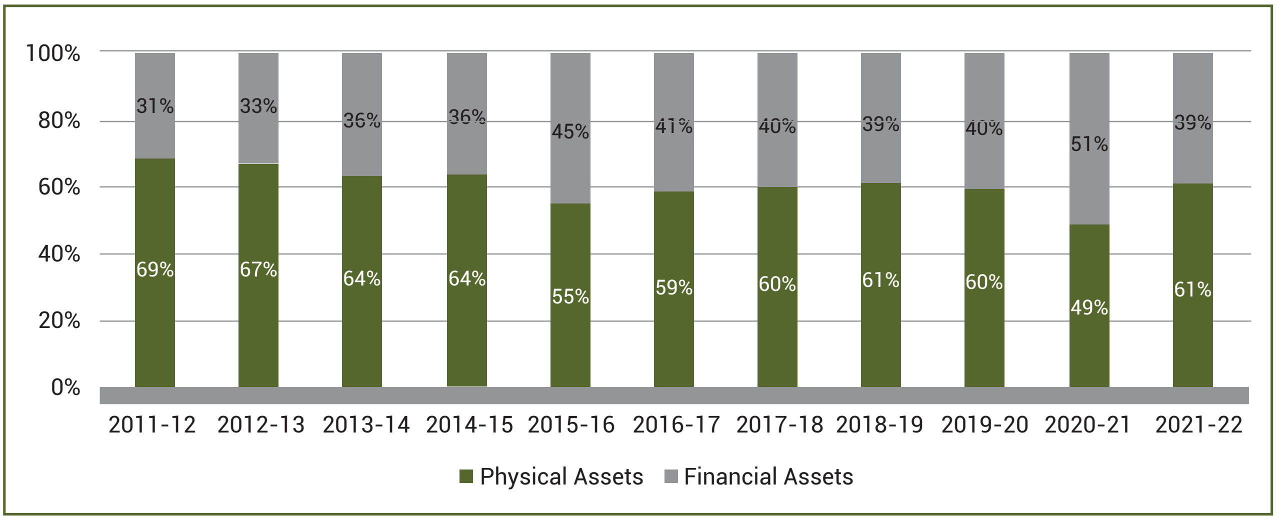
Gross Financial Savings as % of GDP at current prices



To ensure a sustained flow of funds for investments, household financial savings need to increase. Financial savings of households saw a decline from

Management Discussion and Analysis (Contd.)

Household Savings Composition



Households save in financial instruments and physical assets. The financial savings of households are held in cash, bank deposits, mutual funds (MFs), insurance and pension funds. Households also save in physical assets such as gold and real estate. During the past five years (2015-16 to 2019-20), the savings in physical assets ranged between 55-60% of the household savings. Last year, the share of savings in physical assets jumped from 49% in 2020-21 to 61%.

Investments by households in real estate saw a boost last year. Investment in gold also increased but real estate was far ahead.

Over the past few years, financial savings have been witnessing a compositional shift with more households diversifying their portfolio and shifting away from traditional instruments such as bank deposits to small savings, provident & pension funds and mutual fund. However, last year saw profound changes in the savings and investment pattern of households. Mutual funds and equity emerged as an important instrument for financial savings.

Indian Household Financial Savings Mix

Investments in	2017-18	2018-19	2019-20	2020-21	2021-22
Bank Deposits	25.4%	34.3%	35.6%	39.3%	30.0%
Provident and Pension Funds	18.0%	17.9%	19.5%	15.9%	21.6%
Life Insurance Funds	16.7%	17.1%	14.6%	18.6%	17.1%
Small Savings (excl PPF)	7.6%	9.1%	11.5%	8.7%	10.7%
Currency	23.6%	12.3%	12.2%	12.5%	10.4%
Investment in Mutual Funds	6.7%	6.7%	2.7%	2.1%	6.2%
Other Investments (excl MF)	1.9%	0.9%	1.4%	1.4%	2.1%
Non-Banking Deposits	0.0%	1.5%	2.4%	1.3%	1.8%
Trade Debt (Net)	0.2%	0.2%	0.2%	0.1%	0.2%
Total	100.0%	100.0%	100.0%	100.0%	100.0%
Gross Financial Savings (` Lakhs Crore)	20.56	22.64	23.25	30.54	25.98

Source: National Accounts Statistics 2023, NSO, MOSPI

There has been a shift in the composition of gross financial savings over the past decade. In 2011-12, bank deposits dominated household financial savings, contributing more than half of it. For the year ending March 2022, bank deposits constituted 30% of the households' financial savings. The contribution of provident and pension funds has seen a gradual rise over the last decade, though the rise is not consistent. In 2011-12, provident and pension funds accounted for 10% of the financial savings. Last year, the share had risen to 22%, indicating greater move towards a formalised economy. They had the second highest share in 2021-22. These were followed by life insurance funds and small savings.

A noteworthy change is the increase in the share of mutual funds and equity in households' financial savings, particularly in 2021-22. The share of mutual funds (MF) in households' financial savings stood at 6.2%, a more than 4% rise from 2020-21. The record rise in MF investments came amid a boom in the stock market in 2021.

Substantial liquidity pumped in by global central banks, stimulus package announced by the Government, rotation of foreign investments from China to India and a record number of Initial Public Offerings contributed to the stock market rally and encouraged greater retail investor participation in 2021-22.

Poor inflation adjusted returns from traditional instruments, such as bank deposits, also lured investors towards the stock markets. Direct exposure to equity instruments has also seen a sustained rise.

v. Technological Integration

The wealth management industry in India is undergoing rapid transition. The drivers, enabling the change, include technological advancements, increasing sophistication of investors, and availability of new financial products. In recent years, the industry has witnessed an influx of new players such as digital-first start-ups and independent financial advisors. These players are disrupting the market and bringing innovative products and services to the table.

As technology continues to play an increasingly vital role in the sector, it is anticipated that the industry's landscape will continue to evolve in the coming years. Moreover, there has been a growing trend towards technology-enabled solutions, such as automated services and advisory, that emerged as a desirable option for investors, seeking financial advice.

The emergence of digital banking services has created fresh avenues for wealth managers to reach a broader customer base and offer enhanced services. This is especially true for rural and semi-urban areas, where these services were previously not available or affordable. By using digital banking platforms, wealth managers can now expand their customer base in these areas.

The emergence of fintech companies has also paved the way for tremendous opportunities. Fintech companies are able to offer economical and effective automated services to fund managers and management companies. Thus, enabling them to access a range of financial services, while limiting the need for an extensive network of relationship managers.

vi. Holistic Financial Planning

Today's investors are more conscious than ever about the significance of comprehensive financial planning that aligns with their long-term goals. New-age investors recognise the fact that successful financial planning involves a holistic approach, encompassing their individual needs and objectives. Hence, by offering guidance on a wide range of investment options, wealth managers help investors in structuring a plan that aligns with their unique circumstances and goals.

Furthermore, investors are now looking beyond the traditional goal of wealth maximisation. They are seeking a more comprehensive and structured approach to investment options, which takes into account a broader range of objectives such as retirement planning, impact investing, estate planning, and social welfare.

vii. Personalisation of Services

In the present-day scenario, personalisation is not just a client preference, but rather an expectation that must be fulfilled. Definitely rapid progress in technology has accelerated the rise of robo-advisory services. However, it is generally accepted that technology cannot entirely duplicate the distinctive comprehension that an advisor has about a client's requirements and desires. In the wealth management industry, trust remains a crucial driver. Trust is built through consistently delivering the highest standards of service, while recommending well-researched solutions.

Thus, the demand for personalised service continues to be prevalent in modern times. To this end, the innovative phygital model has emerged as a promising solution that seeks to combine the power of human expertise with technological solutions. This approach seeks to deliver enhanced and cost-effective services by harnessing the strengths of both worlds.

Outlook

The rapidly evolving landscape of the wealth management industry in India is offering a plethora of opportunities for both providers and consumers, alike. The demand for wealth management services has increased significantly due to the availability of a wide range of investment options. These include mutual funds, insurance products and pension schemes. These services aim to align financial decisions with long-term goals.

The disruptive technological advancements have provided leading wealth management firms with an opportunity to offer a unique value proposition. By adopting a scalable business model with technology at its core, these firms have been able to reduce costs significantly, resulting in an effective strategy for serving the mass affluent segment.

Despite the abundance of opportunities, the wealth management industry in India faces several challenges. The entry of new players has led to stiff competition for customers, thereby exerting greater pressure on fees and services. Furthermore, stringent regulations have increased compliance costs and subjected the industry to additional scrutiny from regulatory bodies.

The growth potential of wealth management services in India is poised to replicate the rapid increase in income levels and the number of HNIs that the country is expected to witness. This shift in mindset towards managing wealth has created a positive sentiment in the wealth management space, indicating positive outlook for the industry.

Company Overview

Since 2002, Anand Rathi Wealth Limited, AMFI registered as a Mutual Fund Distributor, been in the business of Private Wealth, catering to high and ultra-high net worth individuals (HNIs & UHNIs). It has around ` 37,950 Crores of assets under management (AUM) across 8,352 clients in India and globally. We have 293 Relationship Managers (RMs) operating from offices across in India - Mumbai, Bengaluru, Delhi, Gurugram, Hyderabad, Kolkata, Chennai, Pune, Chandigarh, Jodhpur, Noida, Vishakhapatnam, Coimbatore, Nagpur and Ahmedabad and we have a representative office in Dubai.

We have achieved a dominant position in the distribution of financial products, with a focus on the growing HNI segment through an uncomplicated, holistic and standardised offering, delivered through an entrepreneurial team of private wealth professionals, known as RMs.

We believe, the HNI segment of clients (i.e., individuals with net worth between ` 5 Crore to ` 50 Crores), is an attractive and underserved segment in terms of quality of service and creating a platform to serve this segment is often time consuming and difficult to build. In our experience, Clients belonging to the HNI segment are less price sensitive and appreciate the high quality and personalised services we offer.

Our process-driven approach aims to achieve consistent Client outcomes through a standardised investment strategy, augmenting our RM capability. With regards to mutual fund distribution, we have devised in–house methodologies that consider a defined set of parameters for mutual fund selection. Non-PP Structured Products (Non-PP SPs) form an integral part of our model portfolios enabling more predictable and stable returns, with lower risk as compared to equity investment over a medium to long term period. Our relatively simple product mix of mutual funds and Non-PP SPs, further positions us well to capture our target clientele.

As part of our holistic approach to clients, we also facilitate Estate planning, Succession planning and create Wills as part of our core objectives, without charging our clients.

We have been certified as a ‘Great Place to Work’ from last four years, which endorses the culture at our organisation.

In addition to the Private Wealth segment, ARWL has two other business verticals, namely, Digital Wealth (DW) and Omni Financial Advisors (OFA). The DW vertical uses fintech to provide wealth solutions to the mass wealthy sector through a ‘phygital channel’ (a blend of human contact and technology), while the OFA vertical provides a technology platform for Mutual Fund Distributors (MFDs) to service its clients and grow their business.

Strengths that Differentiate Us

i. Focus on HNI Segment

Our research has revealed that a group of affluent individuals with net worth between ` 5 Crores to ` 50 Crores, value exceptional quality and are willing to pay a premium for value-added services. ARWL aims to enhance the value proposition it offers to this lucrative market segment. In this effect, the Company, with its expertise and experience, has implemented a standardised and research-driven approach. Its focus is to continuously improve its offerings and maintain its competitive edge.

ii. Objective-Driven Approach

The Company has adopted an uncomplicated and objective-oriented approach to help clients define their wealth objectives and make informed investment decisions. By following its systematic approach, the Company offers standardised wealth solutions to its customers. The Company's methodology involves a well-balanced combination of mutual funds and Non-PP SPs, which is designed to be easily understandable. This blend is intended to provide clients with both liquidity and minimal capital risk, enabling the Company to generate long-term value for its esteemed clients.

iii. Value-Added Services

The Company takes a comprehensive and holistic approach to serving its clients, which includes providing Estate planning, Succession planning, and Will creation services. This ensures the protection of the wealth of the Company's clients and enables a smooth transfer of assets, fostering strong long-term relationships.

iv. Highly Experienced Team

ARWL is led by proficient leaders with extensive expertise in the private wealth industry. They lead by example and prioritise data and logic over positions within the Company. As the Company moves forward, the leadership team is expected to continue playing a pivotal role in shaping the culture of the Company and guiding it towards even greater achievements. The RMs and Account Managers (AMs) are equally competent and highly skilled, with excellent academic and professional backgrounds.

v. Competent Relationship Managers

The Company attach top priority to recruiting and retaining Relationship Managers (RMs). The Company has implemented a range of measures to attract and retain the best talent in the industry. The Company has spent over 15 years, building a culture that fosters the development of future RMs and provides ongoing support to help RMs achieve their full potential. With its sustained effort, the Company has been able to retain an increasing number of RMs for more than five years, which further validates its value proposition.

The Company's Relationship Managers (RMs) are highly experienced and possess the skills required to conduct a comprehensive analysis of a client's entire balance sheet. They take into account the client's risk tolerance and recommend solutions to maximise returns using a defined process and strategy.

vi. Entrepreneurial Work Approach

At ARWL, the Company is committed to creating a work environment and culture that is constantly evolving and improving. It believes in promoting an entrepreneurial work culture, an integral part of its business strategy. The Company's RMs are encouraged to prepare their own business plans, focus on acquiring new clients without any geographical restrictions, collaborate with other team members, and actively mentor new hires.

To foster a true entrepreneurial culture, the Company offers a revenue-based 'uncapped incentive' policy, which has been in place since its inception. It follows a transparent and standardised formula-based approach across the board to ensure fairness and consistency.

All the employees in leadership roles, including unit heads and team leaders, actively work as RMs and manage client relationships. This approach ensures that the Company thrives on a unique customer-centricity at all levels of organisation.

Management Discussion and Analysis (Contd.)

vii. Unique Hiring Strategy

ARWL adopts a distinctive approach to RM hiring. The Company recruits Account Managers who hold a business management degree from top B-schools; or are either rank holders or cleared CA in their first attempt. These AMs work alongside RMs, typically on a one-on-one basis, to serve clients. The Company's focus on development and nurturing includes comprehensive training and guidance to prepare them in their transition into RMs.

viii. Digital Offerings

At ARWL, the Company recognises the significance of Information Technology in ensuring smooth operations. As part of its commitment to digital wealth management, it has equipped its human resources and channel partners with digital tools. Through the Company's adaptable business model, it offers a comprehensive Digital Wealth (DW) solution that utilises the latest technology. The Company's Omni Financial Advisor (OFA) platform provides a co-branded mobile-first integrated technology to IFAs and its clients, serving the retail industry. By leveraging technology, the Company delivers innovative and efficient wealth management solutions to its clients. Thus, enabling them to easily track their investments, manage their accounts, and access advice and insights online.

Risk Management

Anand Rathi Wealth Limited is a financial services company that provides comprehensive wealth management solutions to its clients. Like any other financial services company, ARWL is exposed to various risks that could affect its operations and reputation. Effective risk management is therefore critical to its success. By identifying, assessing, and mitigating risks, ARWL can protect its clients' assets, maintain its reputation, and capitalise on opportunities.

Risk	Impact	Mitigation
Operational Risk	Operational failures or breaches can negatively impact the Company's reputation and financial position, leading to legal or regulatory penalties.	The Company implements robust internal controls, conducts regular risk assessments, and invests in technology and resources to bolster cyber security, prevent fraud and cyber attacks
Regulatory Risk	Non-compliance with regulations can result in legal or regulatory penalties, damaging the Company's reputation, and resulting in loss of clients or business opportunities.	The Company stays up-to-date with regulatory changes, ensuring compliance with all applicable regulations, and building strong relationships with regulators.
Human Capital Risk	A shortage of skilled talent can impact the Company's ability to deliver quality services to clients and negatively impact its business performance.	The Company invests in its employees through training and development programmes, provides competitive compensation and benefits, and fosters a positive work culture.
Technology Risk	A technology failure or security breach can impact the Company's ability to deliver services to clients, resulting in financial losses, and damage to its reputation.	The Company invests in technology and cyber security measures, conducts regular risk assessments, and maintains business continuity plans.
Counterparty Risk	The Company is exposed to counterparty risk when it enters into transactions with other parties, such as financial institutions or clients.	The Company conducts due diligence on counterparties, diversifies exposure, and uses collateral and risk mitigation techniques.
Liquidity Risk	Inadequate liquidity can result in the Company being unable to meet its obligations or take advantage of business opportunities.	The Company maintains adequate liquidity buffers, diversifies funding sources, and monitors cash flow.

Internal Control Systems

Anand Rathi Wealth Limited has established an internal management control department that operates independently, and is tailored to the Company's size and scope. This department is responsible for evaluating the effectiveness of all internal controls and procedures, ensuring compliance with regulatory and legal requirements, and reviewing internal audit reports. The Company has bolstered its internal audit function by recruiting domain specialists with expertise in key areas, thus improving the efficiency of controls. The Board of Directors' Audit Committee regularly assesses the sufficiency and effectiveness of internal controls, and reviews internal audit reports.

Environmental, Social and Governance (ESG)

ARWL acknowledges the significance of environmental, social, and governance (ESG) factors in making sound investment decisions. The Company has developed a robust ESG framework to identify companies that align with its clients' values and investment objectives. By incorporating ESG factors into investment decisions. The Company aims to help clients build a diversified and sustainable investment portfolio. The objective is to not only provide financial returns but also contribute positively to the betterment of society and the environment.

Environmental

The environmental aspect of the ESG framework focuses on identifying companies that are committed to sustainable environmental practices. It concentrates on companies that work steadfastly towards reducing their carbon footprint, improving energy efficiency, minimising waste, conserving natural resources, and managing their impact on the environment. Companies that are committed to sustainable environmental practices are more likely to be viewed favourably by investors. Additionally, they are seen as better positioned to adapt to changing environmental regulations and mitigate environmental risks.

Social

The social aspect within the ESG framework focuses on identifying companies that demonstrate a commitment to strong social practices. This includes factors such as promoting diversity and inclusion, ensuring amicable labour practices and employee relations, protecting human rights, and contributing to community development. Companies that prioritise social factors are viewed as more responsible and ethical, making them more attractive to customers and employees who share similar values.

Governance

The governance aspect of the ESG framework focuses on identifying companies that have good corporate governance practices. This includes factors such as board independence, executive compensation, shareholder rights, risk management, and transparency. Companies that prioritise good corporate governance practices are seen as more accountable and trustworthy. For these companies, the propensity to be involved in scandals or controversies are expected to be minimal, thus bolstering their financial performance.

Human Resources

Anand Rathi Wealth Limited firmly believes that its employees are essential to the Company's success. The Company is committed to providing a work environment that fosters growth and development of every employee. The Company's commitment to promoting a positive and productive work culture is reflected in its ongoing efforts to enhance the workplace atmosphere.

To cultivate an entrepreneurial mindset, the Company offers uncapped incentives to its Relationship Managers. It takes pride in its seasoned management team that leads by example. The Company strives to cultivate a professional, ethical, and collaborative work environment that supports development and growth. Its efforts have been recognised with the 'Great Place to Work' designation, which acknowledges the Company's positive work culture.

The HR practices of the Company are designed to attract and retain talented individuals in an increasingly competitive market. The Company is dedicated to fostering a work culture that provides the employees with the best opportunities to reach their full potential. The employees are recognised and rewarded, based on their performance and contributions, which are evaluated using specific metrics, immediately reflecting in their earning potential. This approach encourages employee ownership and engagement at all levels of the organisation, including frontline staff. Additionally, the Company takes every opportunity to offer incentives and bonuses to the employees as a token of appreciation for their hard work and dedication.

Learning and Development

The Company invests in the regular training and development of its RMs and AMs, in its pursuit of delivering exceptional service to the clients. Each week, Relationship Managers and Account Managers receive approximately three hours of training, allowing them to continuously improve their skills and knowledge. The Company's intensive training and guidance is aimed at helping the Account Managers in developing necessary skills to transition smoothly into the role of a Relationship Manager. This approach has been successful, with 79 AMs having

Board's Report

To

The Members of
Anand Rathi Wealth Limited

The Directors of your Company have the pleasure in presenting the 28th report together with the audited financial statements for the financial year ended March 31, 2023.

1. FINANCIAL PERFORMANCE

Standalone Financial Performance:

(` in Crores)

Particulars	2022-23	2021-22
Total Revenue	537.64	408.95
Total Operating Expenses	295.93	230.25
Profit before Interest, Depreciation, Taxation	**241.71**	**178.70**
Interest	3.9	2.01
Depreciation	11.55	10.73
Profit before Taxation	**226.26**	**165.96**
Tax Expenses	58.08	40.51
Net Profit for the year	**168.18**	**125.45**
Earnings per share on equity shares of ` 5 each		
Basic (in `)	40.36	30.18
Diluted (in `)	40.18	30.05

Consolidated Financial Performance:

(` in Crores)

Particulars	2022-23	2021-22
Total Revenue	558.33	425.22
Total Operating Expenses	309.90	240.20
Profit before Interest, Depreciation, Taxation	**248.43**	**185.02**
Interest	3.93	2.02
Depreciation	16.61	15.65
Profit before taxation	**227.89**	**167.35**
Tax Expenses	59.66	40.79
Net Profit for the year	**168.60**	**126.80**
Earnings per share on equity shares of ` 5 each		
Basic (in `)	40.46	30.50
Diluted (in `)	40.28	30.38

2. REVIEW OF FINANCIAL PERFORMANCE

During the year under review, your Company's standalone revenue was ` 537.64 Crores as against ` 408.95 Crores in 2021-22, an increase of 31% Y-o-Y. The Company has earned Net profit after tax of ` 168.18 Crores versus ` 125.45 Crores in 2021-22, registering a Y-o-Y growth of 34%.

Key Ratios (Standalone)	2022-23	2021-22
PBT Margin	42.69%	41.11%
Net profit Margin	31.73%	31.08%
Return on Equity	37.98%	37.99%
Debt/Equity Ratio	0.03	0.07

Amidst geopolitical tension, higher inflation, and the higher interest rate environment, we have delivered a strong performance across all the variables. The Company's standalone AUM was at an all-time high at ` 37,942 Crores as of March 31, 2023, +18% Y-o-Y. This results from solid growth in our client base and net new money (net flows) we received from our clients. Despite the market volatility, our client base increased by 18% Y-o-Y to 8,352 active client families as of March 31, 2023 and net flows for the full financial year grew by 78% Y-o-Y to ` 4,896 Crores.

The Company is amongst one of the top three in terms of gross commissions earned among non-bank mutual fund distributers and top in the direct delivery to client category for last four years continuously.

The key highlights for 2022-23 are as follows: -

– Highest ever Annual Revenue and Profit
– Highest ever Net worth and Balance Sheet size - crossing ` 600 Crores mark
– Highest ever dividend paid
– Highest ever net mobilisation

During the year under review, your Company's consolidated revenue was ` 558.33 Crores as against ` 425.22 Crores in 2021-22, an increase of 31% Y-o-Y. The Company has earned Net profit after tax of ` 168.60 Crores versus ` 126.80 Crores in 2021-22, registering a Y-o-Y growth of 33%.

Key Ratios (Consolidated)	2022-23	2021-22
PBT Margin	41.54%	40.09%
Net profit Margin	30.66%	30.32%
Return on Equity	41.44%	43.33%
Debt/Equity Ratio	0.04	0.07

3. DIVIDEND

During the year, the Company had declared and paid an interim dividend of ` 5.00 per equity share (100% of face value) in addition to final dividend of ` 6/- per shares related to the financial year 2021-22. The Board has now recommended a final dividend of ` 7.00 per Equity Share (140 % of face value) of ` 5 each for the financial year ended March 31, 2023, for the approval of the Shareholders at the ensuing Annual General meeting. The Final dividend, if declared, will be paid after the Annual General Meeting. Total dividend for the year would be ` 12/- per equity shares, constituting 240% of the face value of ` 5/- per shares. The dividend pay-out ratio for the year ended March 31, 2023 is 29.7% in line with our dividend distribution policy.

In terms of Regulation 43A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations, 2015"), the Company has adopted the Dividend Distribution Policy. The dividends declared were in accordance with the principles and criteria as set out in the Dividend Distribution Policy. The Dividend Distribution Policy is available on the website at https://anandrathiwealth.in/Investorrelations.php

Unclaimed Dividend on Shares

As at March 31, 2023, unclaimed dividend amounting to ` 0.07 Crore which has not been claimed by shareholders of the Company, is lying in the respective Unpaid Dividend Accounts of the Company.

Your Company has disclosed the statement containing the names, DP id/Clients Id number, number of share held and amount of those shareholders where the dividend is unpaid on the Company's website at https://anandrathiwealth.in/Investorrelations.php

4. AWARDS

In recognition to the services rendered in the wealth management space, the Company and the senior management team has recognised by the following awards during 2022-23:

Board’s Report (Contd.)

Award	Organiser	Awardee
Great Place to Work	Great Place to Work (Oct 2022 to Oct 2023)	Anand Rathi Wealth Limited
Most Influential Financial Services Marketing Professional	CMO Asia	Feroze Azeez
BFSI Most Admired Professionals	World BFSI Congress and Leadership	Amitabh Lara
BFSI Most Admired Professionals	World BFSI Congress and Leadership	Aarti Desikan

5. SHARE CAPITAL

The total paid-up share capital of the Company as on March 31, 2023, was ` 208,441,235/- divided into 41,688,247 equity shares of face value ` 5/- each, increased from ` 208,081,135/- divided into 41,616,227 equity shares of face value ` 5/- each, as on March 31, 2022. The increase in share capital was due to issue of 72,020 equity shares pursuant to exercise of employee stock options during the year.

6. EMPLOYEE STOCK OPTION SCHEMES

The Company had earlier implemented Two Employee Stock Options (ESOP) Schemes, namely “Employees Stock Option Plan 2017” (“ESOP 2017”), and “Employees Stock Option Plan 2018” (“ESOP 2018”). The schemes acts as a retention tool and helps to promote a culture of ownership among employees. There was no change in the aforesaid ESOP schemes during the financial year under review and no employee was granted options equal to or exceeding 1% of the issued share capital of the Company.

During the year under review, the Company has introduced a new Employees Stock Option Scheme named “ANAND RATHI - Employees Stock Option Plan 2022” and the nomination and remuneration committee, granted 88,030 options in aggregate under **ANAND RATHI - Employees Stock Option Plan 2022.**

All the aforesaid Schemes are in compliance with applicable ESOP Regulations. The Company has obtained a certificate from the M/s Rathi and Associates, Secretarial Auditor, to the effect that the Schemes have been implemented in accordance with the applicable ESOP Regulations, and the same shall be available on the Company’s website at https://anandrathiwealth.in/Investorrelations.php and for inspection without any fee by the members of the Company, on all working days at the registered office of the Company upto the date of the Annual General Meeting (“AGM”) and would also be placed at the ensuing AGM for inspection by members through electronic means.

The disclosure as required under the applicable ESOP regulations for the aforesaid schemes, in respect of the financial year ended March 31, 2023, is placed on the website of the Company at https://anandrathiwealth.in/Investorrelations.php

7. TRANSFER TO RESERVES

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

8. INDUSTRY OVERVIEW

For India, 2022-23 was special. It marked the 75th year of India's Independence. India became the world's fifth largest economy, measured in current dollars. In real terms, the economy is expected to grow at 7% for 2022-23, this follows an 8.7% real growth in 2021-22.

The Indian economy has made remarkable progress since the onset of the pandemic and has fully recovered in 2021-22. This sets India on a path to resume its pre-pandemic growth trajectory in 2022-23. However, India like other global economies has been having high inflation this year. Despite efforts by the government and RBI, and a decrease in global commodity prices, retail inflation only fell below the RBI's upper tolerance target in November 2022.

India has the lowest mutual fund penetration globally, the mutual fund industry in the country provides huge scope for growth and development. The total AUM to GDP ratio of India stands at a mere 16%, way below the global average of 63%. Countries like the US have AUM to GDP ratios of over 100%. Real estate and gold have become less attractive forms of investments post demonetisation.

Historically, Indian households have been quite risk-averse and wary of investing their savings into volatile or uncertain return-based assets. Pursuing safe bets has always driven India towards investing in physical assets like gold and real estate.

However, this pattern is slowly changing. Also, the country has seen a significant shift in attitude from capital preservation to wealth creation. Robust economic expansion and substantial growth in per-capita income will drive the pace of wealth creation in India, where financial savings are gradually increasing with an increase in GDP.

India enjoys one of the world's fastest-growing HNI populations both in terms of the number of individuals and wealth levels. The number of HNIs (US$ 1 Million+) is expected to almost double at a CAGR of 12% from 7.97 Lakhs in 2021 to 14.07 Lakhs in 2025.

HNIs in India are increasingly inclined towards equity and equity-linked Instruments. They are keen on reducing exposure to real estate and gold and even looking at reducing debt allocation in pursuit of higher returns that comfortably beat inflation.

Given the favourable macroeconomic climate and the rise of local millionaires and billionaires, we believe there is a significant untapped market for the wealth management sector.

9. BUSINESS OVERVIEW

We are one of the leading wealth solutions firms in India catering to high and ultra-high net-worth individuals (HNI & UHNI). We have evolved into providing well defined uncomplicated wealth solution to our clients. We offer well researched solutions by facilitating investments in financial instruments through an objective-driven process. We provide services primarily through our flagship Private Wealth ("PW") vertical where we manage ` 37,942 Crores of AUM as on March 31, 2023.

We have achieved a dominant position in wealth and mutual fund distribution services space, with a focus on the growing HNI segment through an uncomplicated, holistic and standardised offering, delivered through an entrepreneurial team of private wealth professionals, known as Relationship Managers ("RM").

As of March 31, 2023, our PW vertical caters to 8,352 active client families, serviced by a team of 293 RMs. As on March 31, 2023, 63% of our Clients have been associated with us for over 3 years, representing 80% of our total PW AUM, which shows our strength in vintage of both clients and their AUM in our business.

We are currently present across 15 locations in India, namely, Mumbai, Bengaluru, Delhi, Gurugram, Hyderabad, Kolkata, Chennai, Pune, Chandigarh, Jodhpur, Noida, Ahmedabad, Vishakaptnam, Nagpur and Coimbatore and we have a representative office in Dubai.

The HNI segment of clients (i.e., individuals with net-worth between ` 5 - 50 Crores), is an attractive and underserved segment in terms of quality of service and creating a platform to serve this segment is often time consuming and difficult to build. In our experience, Clients belonging to the HNI segment appreciate the quality of personalised services we offer. Our client families have consistently grown with new family additions of 1,270 (net) in 2022-23.

Our process driven approach, aims to achieve consistent Client outcomes through a standardised investment strategy, augmenting our RM capability. With regards to selection of mutual funds for distribution, we have devised in-house methodologies select such funds which are expected to outperforms as a portfolio.

Non-principal-protected (Non-PP) Structured Products (Non-PP SPs) form an integral part of our model portfolios enabling predictable returns, with lower risk as compared to equity investment over a medium to long term period.

Our product mix of mutual funds and Non-PP SPs, provide an excellent solutions to our target client.

As part of our holistic approach to clients, we also facilitate Estate Planning through trust and WILLs as part of our core objectives, without charging any cost to our Clients. We also have in-house team of experts for the estate an succession plans. We also provide strategic tax advisory related to their investment portfolios. We have helped clients write about 1,000+ WILLs and helped set up over 140 Private Family Trusts for them. This holistic approach to their wealth is highly appreciated by the clients. The events and vulnerabilities of the last Financial Year have increased our conviction on the importance of having a well-designed estate plan. Given the very strong strategic positioning and significant increase in high-net-worth individuals / families in the country, Our Company is well poised to register continuous growth in the years to come.

Total AUM of PW vertical have increased from ` 32,054 Crores as on March 31, 2022 to ` 37,942 Crores as on March 31, 2023, an increase of 18%. Our net active client families have increased from 7,082 as of March 31, 2022 to 8,352 as of March 31, 2023 – registering a growth of 18% and number of RMs increased from 271 as of March 31, 2022 to 293 as of March 31, 2023.

Objectives

Our objectives are as follows:

1. Wealth Creation for our clients by targeting a return ranging between 12% to 14% p.a. that beats HNWI Inflation of about 7.5%.
2. To advise on tax planning to improve overall portfolio returns.
3. Creating liability free asset to safeguard against external risks.
4. Establishing a clearly laid out estate plan to ensure near zero transmission loss of wealth from one generation to the next.

Strategy:

1. Asset Allocation: Asset Allocation Decision is the most critical;
2. Product Selection: Out of 17 Different type of instruments available in the market place, based on Returns, Risk and Cost, currently only 3 (Equity Mutual Funds, Debt Mutual Funds and Non-PP SPs) are chosen to make portfolio uncomplicated and still get the desired returns;
3. Selection of Equity Mutual Funds: 14 Equity Mutual funds are selected from a universe of 584 in order to target an alpha of 2-3% p.a. over and above NIFTY 50;
4. Non-PP SPs in the Portfolio bring down risk significantly;
5. Formulating Trust and Creation of WILL to meet clients' requirements in order to provide value addition by these ancillary services;
6. Policy of entrepreneurial culture for recruitment and retention of relationship managers.

Future Outlook

Indian equities have been one of the best-performing asset classes globally, supported by strong economic growth, good quality corporate earnings, and increasing investment in the Indian equity market both from foreign and domestic sources. Despite possibilities of near-term volatility, the outlook for the Indian equity market for the mid-term and long term looks very attractive. in spite of significant outflow of foreign portfolio flows from the secondary equity market in last two years, greater allocation of domestic households into equity assets has enabled the domestic institutions, especially the mutual funds, to largely compensate for the Foreign Institutional Investors (FII) outflow leading to resilience in the Indian equity market.

We offer wealth solutions to our clients from a long-term perspective, which has worked well in the past to achieve clients' objectives during volatile market scenarios. We are confident that our strategies will continue to help our clients achieve their objectives.

The wealth management industry is growing well due to changing demographics, the influx of new generation potential investors, transitional global scenarios, and most importantly the rampant digitalisation.

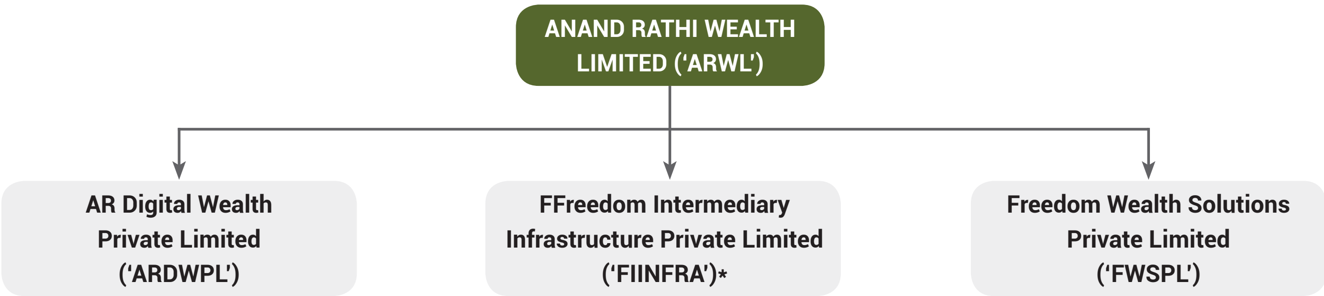
The roadmap to provide strong long term growth visibility by the Company can be placed as follows:

1) Penetration in the existing 8,350+ client's families. There is massive scope of increasing our wallet share.
2) Addition of new clients.
3) Addition of new relationship managers.
4) Return on investments get added to AUM.

All in all, with these 4 growth engines we expect to achieve growth of 20% or more.

10. DETAILS OF SUBSIDIARIES

The Company has following Subsidiary(ies):



**Wholly owned subsidiary*

1. **AR Digital Wealth Private Limited ('ARDWPL'); -** Digital Wealth (DW) Vertical

   Digital Wealth (DW) is a fin-tech extension of our proposition, based from the extensive learnings of our experience in the Private Wealth solutions space. With an idea to address the large mass affluent segment of the market with wealth solution delivered through a 'phygital channel' (a combination of human distributors empowered with technology), it seeks to build a scalable and profitable model using this blend of technological capabilities and human interface via online/ mobile based services delivered by employees and partners.

   We have witnessed encouraging results in our attempt to build a 'Partner'-led distribution model through which packaged wealth solutions are delivered. 'Partners' are Independent Financial Advisors (IFAs) and AMFI-registered Mutual Fund Distributors (MFDs) seeking to grow their business by taking the Anand Rathi brand, product research, selection and investment insights to their clients through an innovative, easy-to-use technology interface.

   During the period under review, your company witnessed strong growth in Assets under Management (AUM), which increased by 23.29% Y-o-Y from ` 852 Crores as on March 31, 2022 to ` 1,051 Crores as on March 31, 2023. The numbers of clients also increased from 3,907 as on March 31, 2022 to 4,249 as on March 31, 2023, registering growth of 8.75% Y-o-Y.

   Total revenue increased from ` 11.23 Crores in 2021-22 to ` 14.92 Crores in 2022-23. On account of benefit of operating leverage, the net profit increased by whopping 191% from ` 0.25 Crore in 2021-22 to ` 0.72 Crore in 2022-23.

2. **FFreedom Intermediary Infrastructure Private Limited ('FIINFRA') - Omni Financial Advisors ("OFA") Vertical**

   Ffreedom Intermediary Infrastructure Private Limited ("FIINFRA") has built a digital Platform-as-a-Service (PAAS) model, "Omni Financial Advisor (OFA)", for assisting mutual fund distributors (MFDs) and their clients. OFA is one of the India's leading technology platform for MFDs, in terms of number of subscribers, 5,650+ as of March 31, 2023.

   OFA vertical provides a technology platform for MFDs to service their clients and grow their business. Among other things, this platform enables MFDs with unique features such as:

   - Client reporting;
   - Business dashboard;
   - Client engagement;
   - Online mutual fund transactions; and
   - Goal planning

   Number of MFDs subscribers on OFA platform increased from 5,343 as of March 31, 2022 to 5,677 as of March 31, 2023. Platform clients increased from 17.14 Lakhs as of March 31, 2022 to 19.12 Lakhs as of March 31, 2023.

Board's Report (Contd.)

Total revenue grew by 6.65% Y-o-Y to ` 5.76 Crore in 2022-23 as compared to previous year revenue of ` 5.41 Crores. However, due to higher operating expenditure PBT declined from ` 1.16 Crore in 2021-22 to ` 0.58 Crore in 2022-23. On account of higher deferred tax adjustment, the Company reported net loss of ` 0.67 Crore in 2022-23 as compared to net profit of ` 0.87 Crore in 2021-22.

3. **Freedom Wealth Solutions Private Limited ('FWSPL');**

The Company does not have any business operations. Its revenue is comprised on interest income on fund deployments. The total Revenue increased from ` 0.41 Crore in 2021-22 to ` 0.58 Crore in 2022-23. Profit after Tax stood at ` 0.37 Crore for 2022-23 against ` 0.24 Crore in 2021-22.

The Board of directors of the Company at their meeting held on March 20, 2023, has decided to sell entire shareholding in freedom Wealth Solution Private Limited. Your company is in the process for identifying the investors or buyer.

As per the provisions of the Act, read with applicable rules framed thereunder and SEBI Listing Regulations, 2015 and applicable Indian Accounting Standards ("Ind AS"), the Board of Directors at its meeting held on April 12, 2023, approved the audited standalone financial statements of the Company for the financial year ended March 31, 2023 and the audited consolidated financial statements of the Company and its subsidiaries, for the financial year ended March 31, 2023. In accordance with Section 129 of the Act, the said audited financial statements form part of the Annual Report. The separate statement containing the salient features of the financial statements of the subsidiaries of the Company in the prescribed format **AOC-1**, is annexed as **Annexure - I**. The statement also provides highlights of the performance and financial position of each of the subsidiaries and their contribution to the overall performance of the Company.

In accordance with the provisions of Section 136 of the Act, the Annual Report, the audited financial statements including the aforesaid audited consolidated financial statements and other related documents, are placed on the website of the Company at http://anandrathiwealth.in/Investorrelations.php.

The audited financial statements of the subsidiaries of the Company for the financial year ended March 31, 2023, are also available on the website of the Company at http://anandrathiwealth.in/Investorrelations.php. The members may download the aforesaid documents from the Company's website or may write to the Company for obtaining a copy of the same. Further, the aforesaid documents shall also be available for inspection by the shareholders at the registered office of the Company, during business hours on working days and through electronic mode. The members may request the same by sending an email to csarwsl@rathi.com.

The Policy for Determining Material Subsidiary is available on the website of the Company at http://anandrathiwealth.in/Investorrelations.php. During the year under review, AR digital Wealth Private Limited **('ARDWPL')** was the material subsidiary of the Company.

The Company does not have any associate / joint venture / holding company.

11. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Pursuant to Regulation 34 of the SEBI Listing Regulations the Management Discussion and Analysis Report for the year under review, has been presented in a separate section forming part of this Report.

12. CORPORATE SOCIAL RESPONSIBILITY ("CSR")

In terms of Section 135 of the Act your Company has formed a Corporate Social Responsibility (CSR) Committee to approve activities to be undertaken, expenditure to be incurred and to monitor the performance of the CSR activities undertaken by the Company.

The CSR Committee comprises Mr Anand Rathi (Chairman), Mr Pradeep Kumar Gupta and Mrs Sudha Pravin Navandar. The Company Secretary acts as the secretary to the Committee.

The Board of Directors and the CSR Committee review and monitor from time to time all the CSR activities being undertaken by the Company.

During the year under review, Company's CSR activities were undertaken in accordance with the annual action plan approved by the Board, focused on critical and relevant thematic areas such as livelihood and financial inclusion, education and healthcare including COVID relief. The Company will continue to focus on the same, which will enable us to build resilience in various communities. As experts in financial sector, we would like to leverage our core competencies and expertise beyond providing mere funds as part of our responsibility to society. The Annual Report on CSR activities of the Company is annexed herewith as **Annexure - II**.

The Company's CSR policy provides guidelines and lays down the process to undertake CSR activities of the Company. the CSR Policy is also available on the website of the Company at http://anandrathiwealth.in/Investorrelations.php.

13. BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT ("BRSR")

Pursuant to Regulation 34(2)(f) of the SEBI Listing Regulations, the Business Responsibility and Sustainability Report ("BRSR") describing the initiatives taken by the Company, which forms part of this Annual report. In accordance with the SEBI Listing Regulations, 2015, the said report is placed on the website of the Company at http://anandrathiwealth.in.

14. CORPORATE GOVERNANCE

The Company is committed to pursue and adhere to the highest standard of Corporate Governance as set out by the Securities and Exchange Board of India (SEBI) and the Companies Act, 2013.

In compliance with Regulation 34 read with Schedule V of the SEBI Listing Regulations, a Report on Corporate Governance for the year under review is presented in a separate section forming part of this report.

A certificate from M/s. Dharmesh Bohra and Associates, Company Secretaries, Mumbai confirming compliance with the conditions of corporate governance, as stipulated under the SEBI Listing Regulations, is annexed as **Annexure - III** to this report.

15. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134(3)(c) and 134(5) of the Companies Act, 2013, the directors confirm that:

i) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;

ii) they had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for the period;

iii) they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other regularities;

iv) they had prepared the annual accounts on a going concern basis.

v) the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively;

vi) they had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

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

The information on energy conservation, technology absorption and foreign exchange earnings and outgo stipulated under Section 134(3)(m) of the Act, read with Rule 8 of the Companies (Accounts) Rules, 2014, is disclosed herein below:

a. Conservation of energy:

The Company is and its subsidiaries are mainly engaged in providing financial services and as such its operations do not account for substantial energy consumption.

b. Technology absorption and innovation:

Our Company functions on the technology driven operating model with digital platform and in-house technology team. We believe that technology will play an increasingly crucial role in delivering wealth management services as well building superior client servicing and engagement. Recognising that this would need to be a core capability, we have built an internal technology team. The entire stack from back office, middle office and RM and client front ends are proprietary and built internally on a modern technology stack. This provides us not only the ability to build a differentiated technology platform, but also the agility to build market leading capabilities and in responding to business and client needs.

We provide our RMs, a web and mobile solution called the "Workstation", which not only allows them to access client information, facilitate transactions, but also digitises most of their everyday internal workflows (for example, collaboration of RMs and product specialists for clients). This Workstation is a one-stop remote office.

Our current digital platforms cover the entire life cycle of our clients, from client on-boarding, creating and delivering customised advisory using proprietary algorithms, facilitating transactions, multi-channel reporting and engagement.

Our systems are completely cloud-based and engineered ground-up to scale significantly. We have also built monitoring systems to ensure rapid reaction times to such issues and therefore a seamless customer experience. We are currently focused on building more self-service capabilities through chat bots, leveraging platform generated insights that will allow our product teams to build better advisory as well as allow RMs to enhance client engagement further. We create and manage our data security infrastructure in-house and use reputed cloud and security vendors to continuously test and enhance our systems and practices in place to prevent security breaches and cyber-attacks.

c. Research and development (R&D):

The Company and its subsidiaries are mainly engaged in distribution of various financial products and providing wealth solutions to its clients. We have in-house 80+ members' product & research team which continuously engaged in thorough research on various financial products, economy & industry and delivering of these research to our clients with RMs.

d. Foreign exchange earnings and outgo:

- Foreign exchange (earnings): ` Nil Crores (previous year: ` Nil Crores)
- Foreign exchange (expenditure): ` 12.98 Crores (previous year: ` 4.10 Crore).

17. DISCLOSURE OF EMPLOYEES UNDER RULE 5(2) AND 5(3) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

Disclosure pertaining to remuneration and other details as required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is attached as **Annexure-IV** forming part of this Report.

Further, a statement showing names and other particulars of employees as specified pursuant to Rules 5(2) and 5(3) of the aforesaid Rules, forms part of this Report. However, in terms of Section 136 of the Act and the aforesaid Rules, the Annual Report and financial statements are being sent to the members and others entitled thereto, excluding the said statement. Members interested in obtaining a copy thereof, may write to the Company Secretary at csarwsl@rathi.com.

18. PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

The particulars of investment made, loans/ guarantees given and securities provided, if any, has been disclosed at respective places in Standalone Financial Statements under appropriate heading, which form part of the Annual Report.

19. ANNUAL RETURN

Pursuant to Section 92(3) and Section 134(3)(a) of the Act, read with Rule 12 of the Companies (Management and Administration) Rules, 2014, the Annual Return (MGT-7) of the Company as on March 31, 2023, is available on the website of the Company at http://anandrathiwealth.in/Investorrelations.php

20. VIGIL MECHANISM/ WHISTLE BLOWER POLICY

Pursuant to the provisions of Section 177(9) and (10) of the Companies Act, 2013 read with Rule 7 of the Companies (Meetings of Board and its Powers)

Rules, 2014, and the SEBI Listing Regulations 2015, the Company has in place the Vigil Mechanism and Whistle Blower Policy which provides mechanism to its directors, employees and other stakeholders to raise concerns about any wrong doing in the Company and provide for adequate safeguards against victimisation of the persons who avail this mechanism.

Your Company encourages its employees to come forward and express these concerns about unethical behaviour, actual or suspected fraud or violation of the Company's code of conduct or ethics policy without fear of any nature whatsoever, or fear of any unfair treatment.

While none of the whistle blowers are denied access to the Audit Committee, no whistle blower complaint was received by the Company during the year under review.

The whistle blower policy of the Company has been displayed on the Company's website at: http:// anandrathiwealth.in/Investor relations.php

21. DISCLOSURES PERTAINING TO THE SEXUAL HARASSMENT OF WOMEN AT THE WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company is committed to provide a work environment that ensures every woman employee is treated with dignity and respect and afforded equitable treatment. The Company is also committed to promote work environment that is conducive to the professional growth of its women employees and encourages equality of opportunity.

Your Directors further state that the Company has put in place the Policy for Prevention / Prohibition / Redressal of Sexual Harassment of Women at the Workplace and also constituted an Internal Complaint Committee in accordance with Section 4 of The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 to hear and dispose of the cases relating to sexual harassments.

During the year under review, there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

22. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

The Company has put in place a Policy on Related Party Transactions ("RPT Policy"), which is approved by the Board of Directors of the Company. The RPT Policy provides for identification of related party transactions, necessary approvals by the Audit Committee / Board / Shareholders, reporting and disclosure requirements in compliance with the provisions of the Act and SEBI Listing Regulations, 2015.

All contracts or arrangement or transactions that were entered into by the Company with the related parties during the year under review, were in ordinary course of the business of the Company and the same were on arm's length basis. Also, all those transactions were in accordance with the provisions of the Companies Act, 2013, read with the rules issued thereunder.

All Related Party Transactions were placed before the Audit Committee. Prior omnibus approval of the Audit Committee was obtained for the transactions which are of unforeseen or repetitive in nature.

Particulars of material contract or arrangements or transactions at arm's length basis is disclosed as per the prescribed form **AOC-2** and annexed as **Annexure-V** which forms an integral part of this Report.

Further, the detailed disclosure on related party transactions as per IND AS-24 and as per schedule V of the SEBI Listing Regulations containing name of the related party and details of the transactions entered with such related party have also been provided in the financial statements. For further details, members may refer to note to the Standalone Financial Statements.

23. INTERNAL FINANCIAL CONTROL

The Company has in place proper and adequate internal financial control systems commensurate with the nature of its business, size and complexity of operations. Internal control systems comprise policies and procedures that are designed to ensure reliability of financial reporting, compliance with applicable laws and regulations. Necessary policies and procedures are in place *inter-alia* to ensure that all assets and resources are acquired economically, used efficiently and protected adequately.

24. RISK MANAGEMENT POLICY AND ADEQUACY OF INTERNAL CONTROLS

Risk management is embedded in your Company's operating framework. Your Company believes that managing risks helps in maximising the returns. The

Board's Report (Contd.)

Company's approach to addressing business risks is comprehensive and includes periodic review of such risks and a framework for mitigating controls and reporting mechanism of such risks. Also, key business risks and their mitigation are considered on a regular basis in the annual/strategic business plans and in periodic management reviews. The Board of Directors have also constituted the Risk Management Committee to oversee the Risk Management process in compliance with the provisions of SEBI Listing Regulations. The Risk Management Committee shall oversee the entire risk management system and measures for risk mitigation.

25. RISK MANAGEMENT REPORT

In terms of the provisions of Section 134 of the Act, a risk management report is set out in the Management Discussion and Analysis Report.

26. BOARD, COMMITTEES, KEY MANAGERIAL PERSONNEL AND MEETINGS

Board of Directors

The Board of Directors ("Board") of the Company has an optimum combination of executive and non-executive Directors (including an Independent Woman Director). The Board composition is in conformity with the extant applicable provisions of Act and SEBI Listing Regulations, 2015. The Board of the Company represents an optimal mix of professionalism, knowledge and experience.

Further, the Independent Directors on the Board of the Company are highly respected for their professional integrity as well as rich experience and expertise. The Board provides leadership, strategic guidance and discharges its fiduciary duties of safeguarding the interest of the Company and its stakeholders.

Presently, Board consisted with the following members:

Sl. No.	Name of the Director	Designation	Date of Appointment
1.	Mr Anand Rathi	Chairman & Non-Executive Director	March 18, 2005
2.	Mr Pradeep Kumar Gupta	Non-Executive Director	March 18, 2005
3.	Mr Rakesh Rawal	Whole-time Director & CEO	April 01, 2017
4.	Mr Mohan Vasant Tanksale	Independent Director	February 06, 2018
5.	Mr Kishan Gopal Somani	Independent Director	March 15, 2018
6.	Mr Ramesh Chandak	Independent Director	March 15, 2018
7.	Mrs Sudha Pravin Navandar	Independent Director	March 15, 2018

Note : During the year Shri. Amit Rathi ceased to be a Director with effect from October 13, 2022

Board Committees

In accordance with applicable provisions of Companies Act, 2013, the Board has constituted following committees:

Sl. No.	Name of Committee	Name of Member	Category	Date of Appointment	Date of Cessation
1.	Audit Committee	Mr Mohan Vasant Tanksale	Non-Executive - Independent Director, Chairperson	March 15, 2018	-
		Mr Anand Nanakishore Rathi	Non-Executive - Non Independent Director, Member	October 12, 2021	-
		Mrs Sudha Pravin Navandar	Non-Executive - Independent Director, Member	March 15, 2018	-
		Mr Ramesh Chandak	Non-Executive - Independent Director, Member	October 12, 2021	-
		Mr Kishan Gopal Somani	Non-Executive - Independent Director, Member	October 12, 2021	-
		Mr Amit Rathi	Non-Executive – Non Independent Director, Member	March 15, 2018	October 13, 2022

Sl. No.	Name of Committee	Name of Member	Category	Date of Appointment	Date of Cessation
2.	Nomination and Remuneration Committee	Mr Kishan Gopal Somani	Non-Executive - Independent Director, Chairperson	March 15, 2018	-
		Mr Anand Rathi	Non-Executive - Non Independent Director, Member	March 15, 2018	-
		Mr Ramesh Chandak	Non-Executive - Independent Director, Member	March 15, 2018	-
		Mrs Sudha Pravin Navandar	Non-Executive - Independent Director, Member	October 13, 2022	-
3.	Stakeholders Relationship Committee	Mr Ramesh Chandak	Non-Executive - Independent Director, Chairperson	March 15, 2018	-
		Mr Anand Rathi	Non-Executive - Non Independent Director, Member	October 13, 2022	-
		Mr Pradeep Kumar Gupta	Non-Executive - Non Independent Director, Member	March 15, 2018	-
		Mr Amit Rathi	Non-Executive - Non Independent Director, Member	March 15, 2018	October 13, 2022
4.	Risk Management Committee	Mr Anand Rathi	Non-Executive - Non Independent Director, Chairperson	July 16, 2021	-
		Mr Pradeep Kumar Gupta	Non-Executive - Non Independent Director, Member	July 16, 2021	-
		Mrs Sudha Pravin Navandar	Non-Executive - Independent Director, Member	July 16, 2021	
		Mr Mohan Vasant Tanksale	Non-Executive - Independent Director, Member	July 16, 2021	-
		Mr Ramesh Chandak	Non-Executive - Independent Director, Member	July 16, 2021	-
		Mr Rajesh Bhutara	Chief Financial Officer, Member	July 16, 2021	-
5.	Corporate Social Responsibility Committee	Mr Anand Rathi	Non-Executive - Non-Independent Director, Chairperson	March 15, 2018	-
		Mr Pradeep Kumar Gupta	Non-Executive - Non-Independent Director, Member	March 15, 2018	-
		Mrs Sudha Pravin Navandar	Non-Executive - Independent Director, Member	March 15, 2018	-

The Composition including the role, terms of reference and the power of aforesaid committees are in conformity with the requirement of companies Act, 2013 and SEBI Listing Regulations.

Further, to manage day to day administrative and routine matters of the Company, the Board has also constituted various Management level Committees comprising of senior level executives of the Company/group.

Key Managerial Personnel (KMP)

As on the date of this Report, Mr Rakesh Rawal, Whole-time Director & Chief Executive Officer, Mr Rajesh Bhutara, Chief Financial Officer and Mr Nitesh Tanwar, Company Secretary and Compliance Officer are the Key Managerial Personnel of the Company in accordance with the provisions of Section 2(51) read with Section 203 of the Act.

Board's Report (Contd.)

Appointment/Re-appointment and cessation of Directors and Key Managerial Personnel

1. Mr Amit Rathi resigned as a Non-executive Director at the close of business hours on October 13, 2022.
2. Mr Ashish Chauhan resigned as a Company Secretary & Compliance Officer with effect from May 31, 2022. Mr Nitesh Tanwar was appointed as Company Secretary and Compliance Officer of the Company w.e.f. October 13, 2022. During the intermittent period Ms Jinal Trivedi was appointed as interin compliance officer of the Company.
3. Mr Rakesh Rawal was re-appointed as Whole-time director and Chief executive Officer of the Company for further period of 3 years with effect from April 01, 2023 subject to approval of shareholder in ensuing annual general meeting.

Directors retiring by rotation:

In accordance with the provisions of Section 152 of the Act read with Companies (Management & Administration) Rules, 2014 and Articles of Association of the Company, Mr Pradeep Kumar Gupta (DIN: 00040117), Non-Executive Director of the Company retires by rotation at the ensuing Annual General Meeting and being eligible, offer himself for re-appointment. Your Board of Directors recommend his appointment.

Details regarding Board/Committee Meetings

During the year under review, the Board, Committees of Board and Independent Directors met on multiple occasions to discuss, decide and gave directions on various issues concerning Company's business and the matters incidental thereto.

Details of the meetings held during the year is as under.

Sl. No.	Body	Numbers of times met during the year	Dates
1	Board	5	April 12, 2022, July 12, 2022 October 13, 2022, January 12, 2023 March 20, 2023
2	Audit Committee	4	April 12, 2022, July 12, 2022 October 13, 2022, January 12, 2023
3	CSR Committee	2	April 12, 2022, January 12, 2023
4	Nomination and Remuneration Committee	5	April 12, 2022, July 12, 2022 October 13, 2022, January 12, 2023 March 20, 2023
5	Stakeholders Relationship Committee	1	January 12, 2023
6	Risk Management Committee	2	October 13, 2022, January 12, 2023

Note: The numbers and frequency of aforesaid meetings are in compliance with applicable provisions of Companies Act, 2013.

A detailed disclosure on the Board, its committees, its composition, and terms of reference, number of board and committee meetings held, and attendance of the directors at each meeting is provided in the Report on Corporate Governance, which forms part of this report.

Annual General Meeting/Extra-Ordinary General Meetings:

During the year, the Annual General Meeting of the Company was held on August 12, 2022.

Annual Performance Evaluation

The Board has approved the policy for evaluating the performance of Board, its committees and individual Directors in compliances with the provision of Section 178 read with Schedule IV of the Companies Act, 2013 and SEBI Listing Regulations. In accordance with the evaluation criteria approved, the Nomination and Remuneration Committee have carried out the annual performance evaluation of the Board as a whole, its committees and individual Directors.

The Independent Directors carried out the annual performance evaluation of the Chairman, Non-Independent Directors and the Board as a whole.

A structured questionnaire covering various aspects of the Board's functioning was circulated to the Directors. The criteria for evaluation of Independent Directors included attendance at the meetings, inter personal skills, independent judgement, knowledge, compliance framework, etc.

The feedback and results of the questionnaire were collated and consolidated report was shared with the Nomination and Remuneration Committee and the Board for improvements of its effectiveness.

The Directors expressed their satisfaction with the evaluation process.

Declaration by Independent Directors under Sub-Section (6) Of Section 149

All independent directors have submitted requisite declarations confirming that they (i) continue to meet the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI Listing Regulations; and (ii) are compliant of the Code of Conduct laid down under Schedule IV of the Act. They have confirmed that they are not debarred from holding the office of director by virtue of any SEBI order or any other such authority and that they have registered their name in the database maintained by Indian institute of Corporate Affairs (IICA). In the opinion of the Board, all the independent directors have integrity, expertise and experience.

All the directors of the Company have confirmed that they are not disqualified for being appointed as directors pursuant to Section 164 of the Companies Act, 2013.

27. STATUTORY AUDITOR

Pursuant to Section 139 of the Act, M/s KKC & Associates LLP, Chartered Accountants, Mumbai (formally "Khimji Kunverji & Co. LLP") having Registration No. 105146W/W100621 were re-appointed as Statutory Auditors of the Company for second term of 5 years at the 27th Annual General Meeting of the members held on August 12, 2022 on a remuneration to be mutually agreed by the Board of Directors and the Statutory Auditors and shall continue to hold office till the conclusion of the 32nd Annual General Meeting of the Company to be held in year 2027.

M/s KKC & Associates LLP, Chartered Accountants, Mumbai (formally "Khimji Kunverji & Co. LLP") , have submitted their confirmation to the effect that they continue to satisfy the criteria provided in Section 141 of the Act and that their appointment is within the limits prescribed under Section 141(3)(g) of the Act.

28. STATUTORY AUDITORS' REPORT

The Statutory Auditors' Report issued by M/s KKC & Associates LLP, Chartered Accountants, Mumbai (formally "Khimji Kunverji & Co. LLP") for the year under review on standalone and consolidated financial statements of the Company form part of the Annual Report. The report does not contain any qualification, reservations or adverse remarks.

The Notes to the Accounts referred to in the Auditors' Report are self-explanatory and therefore do not call for any further clarifications under Section 134(3)(f) of the Act. Further, pursuant to Section 143(12) of the Act, the Statutory Auditors of the Company have not reported any instances of frauds committed in the Company by its officers or employees.

29. SECRETARIAL AUDITOR AND THEIR REPORT

(a) Anand Rathi Wealth Limited

Pursuant to the provisions of Section 204 of Companies Act, 2013 and rules made thereunder, M/s. Rathi and Associates, Company Secretaries were appointed as Secretarial Auditor of the Company to undertake the Secretarial Audit of the Company for the year under review. The report of secretarial audit is annexed herewith as **Annexure –VI** which forms an integral part of this Report and it does not contain any qualification.

(b) AR Digital Wealth Private Limited

In terms of the criteria mentioned under regulation 16 of the SEBI Listing Regulations, AR Digital Wealth Private Limited falls under definition of material subsidiary of the Company. Accordingly, as required under regulation 24A of the SEBI Listing Regulations, M/s. Shweta Mundra & Associates were appointed as Secretarial Auditors of AR Digital Wealth Private Limited to undertake its Secretarial Audit for the period under review. The Secretarial Audit Report for the financial year 2022-23 is also annexed herewith as **Annexure –VII** which forms an integral part of this Report and it does not contain any qualification.

30. COMPLIANCE WITH SECRETARIAL STANDARDS

The Board of Directors affirms that the Company is compliant with the applicable mandatory Secretarial Standards issued by the Institute of Company Secretaries of India.

31. PUBLIC DEPOSITS

During the year under review, the Company has neither invited nor accepted any deposits from the public within the meaning of Section 73 of the Act read with the Companies (Acceptance of Deposits) Rules, 2014.

32. MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT

Except as disclosed in the financial statements of the Company, no material changes and commitments affecting the financial position of the Company have occurred between the end of the financial year to which this report relates and the date of this report.

33. MATERIAL ORDERS OF JUDICIAL BODIES /REGULATORS

During the year under review, no significant and material orders have been passed by any Regulator or Court or Tribunal which could have impact on the going concern status and the operations of the Company in future.

34. POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION INCLUDING CRITERIA FOR DETERMINING QUALIFICATIONS, POSITIVE ATTRIBUTES, INDEPENDENCE OF A DIRECTOR

Your Directors have laid down criteria for appointment of Directors and remuneration including criteria for determining qualifications, positive attributes, independence of a director and other matters provided under sub-section (3) of Section 178 of the Act, as a part of the Nomination and Remuneration Policy ("NRC Policy") of the Company.

The Policy is directed towards a compensation philosophy and structure that will reward and retain talent and provides for a balance between fixed and incentive pay reflecting short- and long-term performance objectives appropriate to the working of the Company and its goals.

The NRC Policy is annexed herewith as **Annexure - VIII** and is also available on the website of the Company at http:// anandrathiwealth.in/Investorrelations.php

35. OTHER DISCLOSURES

During the year under review:

- There was no change in the nature of business of the Company;
- There was no revision in the financial statements of the Company;
- Maintenance of cost records and requirement of cost audit as prescribed under the provisions of Section 148(1) of the Act were not applicable for the business activities carried out by the Company;
- There was no application made or any proceeding pending under the Insolvency and Bankruptcy Code, 2016;
- There was no one-time settlement entered into with any Bank or financial institutions in respect of any loan taken by the Company.

36. ACKNOWLEDGEMENT

Your Directors would like to place on record their gratitude for the valuable contribution made by the employees with their efforts, teamwork and professionalism at all levels. Your Directors acknowledge the support of the members and also wish to place on record their sincere appreciation for the continued support, cooperation, guidance and encouragement received from the government, regulatory & statutory bodies including Company's bankers.

We are hopeful of receiving your continued support and cooperation in future as well.

For and on behalf of the Board
Anand Rathi Wealth Limited

Sd/-
Mr Anand Rathi
Chairman & Non-Executive Director
(DIN: 00112853)

Place : Mumbai
Date : April 12, 2023

Annexure – 1

Form No. AOC-1

Statement containing salient features of the financial statement of subsidiaries

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

Part "A": Subsidiaries

(` in Lakhs)

Sr. No	Particulars	AR DIGITAL WEALTH PRIVATE LIMITED	FREEDOM WEALTH SOLUTIONS PRIVATE LIMITED	FFREEDOM INTERMEDIARY INFRASTRUCTURE PRIVATE LIMITED
1	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	March 31, 2023	March 31, 2023	March 31, 2023
2	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	N.A.	N.A.	N.A.
3	Share Capital	537.30	249.64	82.93
4	Reserves & Surplus	4,196.65	286.32	1,496.25
5	Total Assets	5,034.64	540.72	1,917.33
6	Total Liabilities*	300.69	4.76	338.15
7	Investments	-	-	-
8	Turnover$	1,491.93	58.31	576.47
9	Profit before taxation	105.25	49.51	57.55
10	Taxation	33.23	12.85	124.50
11	Profit after taxation	72.02	36.66	(66.95)
12	Proposed Dividend	Nil	Nil	Nil
13	% of shareholding	75.51%	95.00%	100.00%

* *Excluding Share Capital and Reserves & Surplus*

$ *It includes other Incomes*

For and on behalf of the Board
Anand Rathi Wealth Limited

Sd/-
Mr Anand Rathi
Chairman & Non-Executive Director
(DIN: 00112853)

Place : Mumbai
Date : April 12, 2023

Annexure – 2

Annual Report on CSR Activities

For 2022-23

(To be Included in the Board's Report)

Sl No.	Particulars	Updates
1.	**Brief outline on CSR Policy of the Company:**	As a responsible organisation, Anand Rathi Group has always strived to make positive change in the society. In order to further this objectives, the Company has adopted a Policy on Corporate Social Responsibility (CSR Policy). The Policy *inter-alia* covers numbers of social driven areas in which the Company wishes to direct its resources as part its ongoing CSR programme. The scope of the Policy *inter-alia* includes, promoting gender equality, empowerment of women, promoting health care including preventive health care, education, environmental sustainability, rural developments, eradicating hunger, poverty & malnutrition, promoting rural sports, making contribution to various government sponsored funds, as notified from time to time including the registered organisation, established for above purpose etc. The Policy, among other things, provides for identification of CSR projects/programmes by CSR Committee and the process for its implementations and monitoring. For detailed policy, please refer to https://rathi.com/Wealth/Investorrelations.php
2.	**Composition of CSR Committee:**	

Sl. No.	Name of Director	Designation/Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1	Mr Anand Rathi	Chairman, Non-Executive Director	2	2
2	Mrs Sudha Pravin Navandar	Member, Independent Director	2	2
3	Mr Pradeep Kumar Gupta	Member, Non-Executive Director	2	2

Sl No.	Particulars	Updates
3	**Provide the web-link where Composition of CSR Committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the Company.**	https://anandrathiwealth.in/Investorrelations.php
4	**Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable (attach the report).**	Not applicable
5	**Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any**	

Sl. No.	Financial Year	Amount available for set-off from preceding financial years (` In Lakhs)	Amount required to be set-off for the financial year, if any (` In Lakhs)
1	2020-21	0.74	-
2	2021-22	-	0.10
3	2022-23	13.16	-
	Total	**13.90**	**0.10**

**The Company has spent in excess of the mandatory requirement under the Companies Act, 2013 and the same is proposed to be set off.*

Annexure 2 (Contd.)

Sl No.	Particulars	Updates
6	**Average net profit of the Company as per section 135(5).**	` 11,235.67 Lakhs
7	**(a) Two percent of average net profit of the Company as per section 135(5)**	` 224.71 Lakhs
	(b) Surplus arising out of the CSR projects or programmes or activities of the previous financial years.	Nil
	(c) Amount required to be set off for the financial year, if any	Nil
	(d) Total CSR obligation for the financial year (7a+7b-7c).	` 224.71 Lakhs
8	**(a) CSR amount spent or unspent for the financial year.**	

Total Amount Spent for the Financial Year. (in `)	Amount Spent (` In Lakhs)				
	Total Amount transferred to Unspent CSR Account as per section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5)		
	Amount.	Date of Transfer	Name of the Fund	Amount.	Date of Transfer
` 237.87 Lakhs	-	-	-	-	-

(b) Details of CSR amount spent against ongoing projects for the financial year. Not Applicable

Sr. No	Name of the Project	Item from the list of activities in Schedule VII to the Act.	Local area (Yes/ No).	Location of the project.		Project duration	Amount allocated for the project (in `)	Amount transferred to Unspent CSR Account for the project as per section 135(6) (in `).	Amount transferred to Unspent CSR Account for the project as per section 135(6) (in `).	Mode of Implementation - Direct (Yes/No).	Mode of Implementation - Through Implementing Agency	
				State	District						Name	CSR Registration Number
1												
2												

(c) Details of CSR amount spent other than ongoing projects for the financial year. Applicable

Sl. NO	Name of the Project	Item from the list of activities in Schedule VII to the Act.	Local area (Yes/No)	Location of the project.		Amount spent for the project (` In Lakhs)	Mode of Implementation - Direct (Yes/No)	Mode of Implementation - Through Implementing Agency	
				State	District			Name	CSR registration number.
1	Contribution towards Corpus	Education	No	Delhi		20.00	No	Rimcollian Old Boys Association Trust	CSR00011771
2	Contribution towards Corpus	Animal welfare	No	Bengaluru, Karnataka		5.00	No	Cartman Society	CSR00025004
3	Contribution towards Corpus	Education	Yes	Mumbai, Maharashtra		2.50	No	Rotary Club Ghatkopar Charitable	CSR00011194
4	Contribution towards Corpus	Education	Yes	Mumbai, Maharashtra		22.00	No	Rvg Educational Foundation	CSR00008361
5	Contribution towards Corpus	Health	No	New Delhi		20.00	No	Rotary Foundation India	CSR00008486
6	Contribution towards Corpus	Promote recognised sports	Yes	Solapur, Maharashtra		3.37	No	Bhuvaneshwari Jadhav	NA

Annexure 2 (Contd.)

Sl No.	Particulars	Updates

Sl. NO	Name of the Project	Item from the list of activities in schedule VII to the Act	Local area (Yes/No)	Location of the project		Amount spent for the project (in `)	Mode of implementation - Direct (Yes/No)	Mode of implementation - Through implementing agency	
				State	District			Name	CSR registration number
7	Contribution towards Corpus	Agriculture and Environment	Yes	Mumbai, Maharashtra		50.00	No	Global Vikas Trust	CSR00004400
8	Contribution towards Corpus	Community development	Yes	Mumbai, Maharashtra		100.00	No	ISKCON	CSR00005241
9	Contribution towards Corpus	Education	No	Delhi		10.00	No	Udayan Care	CSR00000619
10	Contribution towards Corpus	Skill development	No	Odisha		2.00	No	Mauna Dhwani Foundation	CSR00007025
11	Contribution towards Corpus	Community development	No	Bengaluru, Karnataka		3.00	No	Rotary Club of Bangalore Charitable Trust	CSR00022753

(d)	**Amount spent in Administrative overheads:**	Nil
(e)	**Amount spent on Impact Assessment, if applicable:**	Nil
(f)	**Total amount spent for the Financial Year (8b+8c+8d+8e):**	` 237.87 Lakhs
(g)	**Excess amount for set off, if any:**	

Sr. No	Particulars	Amount (in `)
(i)	Two percent of average net profit of the Company as per section 135(5)	` 224.71 Lakhs
(ii)	Total amount spent for the Financial Year	` 237.87 Lakhs
(iii)	Excess amount spent for the financial year [(ii)-(i)]	` 13.16 Lakhs
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	Nil
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	` 13.16 Lakhs

9 **(a) Details of Unspent CSR amount for the preceding three financial years:**

Sl. NO	Preceding Financial Year	Amount transferred to Unspent CSR Account under section 135 (6) (in `)	Amount spent in the reporting Financial Year (in `).	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any.			Amount remaining to be spent in succeeding financial years (in `)
				Name of the Fund	Amount (in `)	Date of transfer	
1.							
	Total						

(b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s):

Sl. NO	Project ID	Name of the Project	Financial Year in which the project was commenced	Project duration	Total amount allocated for the project (in `)	Amount spent on the project in the reporting Financial Year (in `)	Cumulative amount spent at the end of reporting Financial Year (in `)	Status of the project - Completed/ Ongoing
1								
2								
3								
	Total							

Annexure 2 (Contd.)

SL No.	Particulars	Updates
10	In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year (asset-wise details). (a) Date of creation or acquisition of the capital asset(s). (b) Amount of CSR spent for creation or acquisition of capital asset. (c) Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc. (d) Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset).	NIL
11	Specify the reason(s), if the Company has failed to spend two per cent of the average net profit as per section 135(5).	NOT APPLICABLE

Mr Anand Rathi
(Chairman CSR Committee)
DIN: 00112853

Mr Rakesh Rawal
(Whole-time Director and CEO)
DIN: 02839168

Annexure – 3

Certificate On Compliance With The Corporate Governance Requirements Under The SEBI (Listing Obligation And Disclosure Requirements) Regulations, 2015

To
The Members of
Anand Rathi Wealth Limited
Mumbai

We have examined all the relevant records of Anand Rathi Wealth Limited (formerly known as "Anand Rathi Wealth Services Limited" and hereinafter called as "the Company") for the purpose of certifying compliance of the disclosure requirements and corporate governance norms as specified for the Listed Companies as prescribed in Regulations 17 to 27, clauses (b) to (i) of sub-regulation (2) of Regulation 46 and Schedule V of Chapter IV of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('LODR'), for the financial year ended March 31, 2023. We have obtained all the information and explanations to the best of our knowledge and belief, which were necessary for the purpose of this certification.

We state that the compliance of conditions of Corporate Governance is the responsibility of the management, and our examination was limited to procedures and implementation thereof adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance.

It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion, and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as specified for listed company.

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

For and on behalf of
Dharmesh Bohra & Associates
Company Secretaries

Sd/-
Shruti Somani
Partner
C.P. No. 22487
UDIN: A049773E000066561

Place: Mumbai
Date: April 12, 2023

Annexure – 4

Details pertaining to remuneration as required under section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

i) The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year 2022-23 and the percentage increase in remuneration of each director, Chief Financial Officer and Company Secretary during the financial year 2022-23:

Name	Designation	Ratio to median remuneration	% increase in remuneration in 2022-23
Mr Anand Rathi	Chairman and Non-Executive Director	Not Applicable	Not Applicable
Mr Pradeep Kumar Gupta	Non-Executive Director	Not Applicable	Not Applicable
Mr Amit Rathi#	Non-Executive Director	Not Applicable	Not Applicable
Mr Rakesh Rawal	Executive Director and Chief Executive Officer	22.38	16.65%
Mr Mohan Vasant Tanksale	Independent Director	Not Applicable	Not Applicable
Mr Ramesh Chandak	Independent Director	Not Applicable	Not Applicable
Mr Kishan Gopal Somani	Independent Director	Not Applicable	Not Applicable
Mrs Sudha Pravin Navandar	Independent Director	Not Applicable	Not Applicable
Mr Rajesh Bhutara	Chief Financial Officer	4.42	22.21%
Mr Ashish Chauhan*	Company Secretary	Not Applicable as resigned during the year under review	
Mr Nitesh Tanwar$	Company Secretary	Not Applicable as appointed during the year under review	

** Mr Ashish Chauhan Resigned with effect from May 31, 2022*

$ Mr Nitesh Tanwar Appointed with effect from October 13, 2022

 # Mr Amit Rathi resigned as the Non-Executive director of the Company w.e.f. October 13, 2022.

Notes:

- *Remuneration payable to independent directors is based on the number of meetings of the Board and/or Committees attended by them during the year.*
- *There has been no change in the payment criteria for remuneration to independent directors. The variation reflected in the column % increase in remuneration in 2022-23 is due to the change in the committee compositions during the financial year.*
- *All the calculations in this annexure are excluding performance related bonus and ESOP*

ii) **The percentage increase in the median remuneration of employees in the financial year.**

For employees who were in employment for the whole of 2021-22 and 2022-23, increase in median remuneration is 33.90%.

iii) **Number of permanent employees on the rolls of the Company as on March 31, 2023: 834.**

iv) For the 2022-23, the average annual increase in the remuneration of employees (excluding the remuneration of managerial personnel and who were in employment for the whole of 2021-22 and 2022-23) was 17.97% and for the managerial remuneration (who were in employment for the whole of 2021-22 and 2022-23) there was an increase of 17.53%.

v) It is affirmed that the remuneration is as per the Nomination and Remuneration Policy of the Company.

For and on behalf of the Board
Anand Rathi Wealth Limited

Sd/-
Mr Anand Rathi
Chairman & Non-Executive Director
(DIN: 00112853)

Place: Mumbai
Date: April 12, 2023

Annexure – 5

Form No. AOC 2

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

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

Details of material contracts or arrangement or transactions at arm's length basis:

(` In Lakhs)

Maximum Value of Contract / Transaction (per annum) w.e.f. April 01, 2022										
Transaction defined u/s 188(1) of Companies Act, 2013										
Availing Or rendering Of any services-										
	Interest Paid	Support Services Taken	Interest Income	Support Services Given	Referral Fee	Rent Paid	Brand Charges	Rent Received	DEMAT Charges	Brokerage paid
Anand Rathi Financial Services Limited	-	47.46	-	-	-	14.40	263.86	-	-	-
Anand Rathi Global Finance Limited	-	-	-	-	-	2.40	-	-	-	-
Sapphire Human Solutions Private Limited	-	21.88	-	-	-	-	-	-	-	-
Anand Rathi Shares & Stock Brokers Limited	-	100.03	-	-	-	-	-	-	-	-
Anand Rathi IT Private Limited	-	608.89	-	-	-	6.00	-	-	-	-

For and on behalf of the Board
Anand Rathi Wealth Limited

Sd/-
Mr Anand Rathi
Chairman & Non-Executive Director
(DIN: 00112853)

Place: Mumbai
Date: April 12, 2023

Annexure – 6

SECRETARIAL AUDIT REPORT

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

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2023

To,
The Members
ANAND RATHI WEALTH LIMITED
Express Zone, A Wing,
10th Floor, Western Express Highway,
Goregaon (E), Mumbai- 400063

Dear Sirs,

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate governance practices by **Anand Rathi Wealth 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, minutes books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorised representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the Financial year ended on March 31, 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:

1. We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company as given in **Annexure I**, for the Financial year ended on March 31, 2023, according to the provisions of:
   (i) The Companies Act, 2013 ("the Act") and the rules made there under to the extent applicable;
   (ii) The Depositories Act, 1996 and the Regulations and Bye - laws framed thereunder;
   (iii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and rules made thereunder;
   (iv) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
   (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
      a. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
      b. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; and
      c. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. Provisions of the following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("SEBI Act") were not applicable to the Company during the audit period under report viz.:
   i. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment and Overseas Direct Investment and External Commercial Borrowings;
   ii. The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
   iii. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
   iv. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; and
   v. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
   vi. 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;
3. We further report that, having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance

Annexure 6 (Contd.)

thereof, on test-check basis, there were no laws specifically applicable to the Company.

We have also examined compliance with the applicable clauses of the Secretarial Standards including the amended Secretarial Standards applicable with effect from October 01, 2017 issued by The Institute of Company Secretaries of India under the provisions of the Act.

During the financial year under report, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors including one-woman director in compliance with the provisions of the Companies Act, 2013. There were no changes in the composition of the Board of 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 at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

None of the members have communicated dissenting views, in the matters/agenda proposed from time to time for consideration of the Board and its Committees thereof, during the year under the report, hence were not required to be captured and recorded as part of the minutes.

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

For RATHI & ASSOCIATES
COMPANY SECRETARIES

Sd/-
HIMANSHU S KAMDAR
PARTNER
Membership No: F5171
COP No. 3030
UDIN: F005171E000078585
Peer Review Cert. No: 668/2020

Date: April 12, 2023
Place: Mumbai

Note: This report should be read with our letter which is annexed as **Annexure II** and forms an integral part of this report

Annexure 6 (Contd.)

ANNEXURE - I

List of documents verified

1. Memorandum & Articles of Association of the Company.
2. Annual Report for the financial year ended March 31, 2022.
3. Minutes of the meetings of the Board of Directors Audit Committee, Nomination and Remuneration Committee, Stakeholders' Relationship Committee, and Corporate Social Responsibility Committee held during the financial year under report
4. Minutes of Annual General Meeting held during the financial year under report.
5. Proof of circulation & Delivery of notice for Board meetings and Committee Meetings.
6. Proof of circulation of draft Board and Committee meetings minutes as per Secretarial Standards.
7. Statutory registers applicable to the Company under the Companies Act, 2013.
8. Copies of Notice, Agenda and Notes to Agenda submitted to all the directors / members for the Board Meetings and Committee Meetings as well as resolutions passed by circulation.
9. Various Policies made under the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
10. Declarations received from the Directors of the Company pursuant to the provisions of Section 184(1), Section 164(2) and Section 149(7) of the Companies Act, 2013.
11. E-Forms filed by the Company, from time to time, under applicable provisions of the Companies Act, 2013 and attachments thereof during the financial year under report.
12. Intimations/documents/reports/returns filed with the Stock Exchanges pursuant to the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 during the financial year under report;
13. Confirmation related to payments of dividend made to its shareholders during the financial year under report;
14. E-mails evidencing dissemination of information related to closure of Trading window;
15. Internal Code of Conduct for prevention of Insider Trading by Employees / Directors / Designated Persons of the Company;
16. Statement of Related Party Transactions entered into by the Company during the financial year under report;
17. Compliance Certificate placed before the Board of Directors from time to time;
18. Details of Sitting Fees paid to all Non - Executive Directors for attending the Board Meetings and Committees.

Annexure 6 (Contd.)

ANNEXURE - II

To
The Members
ANAND RATHI WEALTH LIMITED
Express Zone, A Wing, 10th Floor,
Western Express Highway,
Goregaon (E), Mumbai-400063

Dear Sirs,

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

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

For RATHI & ASSOCIATES
COMPANY SECRETARIES

Sd/-
HIMANSHU S KAMDAR
PARTNER
Membership No: F5171
COP No. 3030
UDIN: F005171E000078585
Peer Review Cert. No: 668/2020

Date: April 12, 2023
Place: Mumbai

Annexure – 7

Form No. MR-3
Secretarial Audit Report
For the Financial Year ended March 31, 2023

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

To,
The Members,
AR Digital Wealth Private Limited
Mumbai

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **AR DIGITAL WEALTH PRIVATE LIMITED** (CIN: U65923MH1996PTC097270) and having its registered office at 11th Floor, Times Tower, Kamala City, Senapati Bapat Marg, Lower Parel, Mumbai City, MH-400013, (hereinafter called 'the Company').

In terms of the criteria mentioned under Regulation 16 of the SEBI LODR (Listing Obligations and Disclosure Requirements) the Company is a material subsidiary Company of M/s, Anand Rathi Wealth Limited, which is a listed Entity. As per Regulation 24A of the SEBI Listing Regulation applicable to the Holding entity, its material subsidiary Company has to undergo the Secretarial Audit, hence, the Secretarial Audit Report has to be annexed with the Annual Report for the reporting period. 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 upon our verification of Company's books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its office agents and authorised representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 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 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 thereunder;

(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under: NA

(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 thereunder to extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial borrowings: NA

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): -

A. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011: NA

B. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015: NA

C. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (effective up to November 09, 2018) and The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (effective from November 10, 2018): NA

D. Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (Not applicable to the Company during the audit period): NA

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): NA

F. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client.

G. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009-

Annexure 7 (Contd.)

(Not applicable to the Company during the audit period): NA

H. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018- (Not applicable to the Company during the audit period): NA

I. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including amendments: NA

(vi) The list of the laws that are specifically applicable to the Company based on their sector/ industries are attached herewith as **Annexure-B**. As per Management Representative letter and confirmed by the authorised representative of the Company and the statutory auditor's report, the Company is regular in the compliance related to those specific laws.

We have also examined compliance with the applicable clauses of the Secretarial Standards issued by The Institute of Company Secretaries of India. We have relied on the representation made by the Company and its officers for the systems and mechanisms formed by the Company for compliances under applicable Acts, Rules, Laws and Regulations to the Company.

1. **We report that,** having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, on test-check basis, the Company has complied with other Acts, Laws and Regulations applicable specifically to the Company as per the list given in **Annexure-B**. Further, we have observed that the Company has filed its financial statement and its annual return during the reporting period with Additional fees.

2. **We further report that:**

   I. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors and Non-Executive Directors. There is no applicability of Woman Director and Independent Directors in the Company;

   II. Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

   III. None of the members have communicated dissenting views, in the matters / agenda proposed from time to time for consideration of the Board, during the year under the report, hence were not required to be captured and recorded as part of the minutes.

3. **We further report that,** the compliance by the Company of applicable financial laws such as Direct and Indirect Tax Laws, and Maintenance of Financial Records and Books of Accounts has not been reviewed in this Audit since the same has been subject to review by the Statutory Financial Audit and other designated professionals. Further, we have examined on test-check basis, the compliance by the Company With other industry specific laws (as informed in the **Annexure-B** and certified by the management of the Company which are specifically applicable to the Company based on its industry/sector), since the compliance and monitoring of the said laws are to be ensured by the management of the Company;

4. **We further report that** there is no qualified opinion in the report of Financial Auditors.

5. **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, guidelines and standards.

6. **We further report that** during the audit period there were no major corporate events having a major bearing on the Company's affairs.

   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.

For **Shweta Mundra & Associates**
Practicing Company Secretaries

Sd/-
CS Shweta Mundra
ACS- 38115, COP – 15387
UDIN: A038115E000213631

Place: Mumbai
Date: April 28, 2023

Annexure 7 (Contd.)

ANNEXURE A

To,
The Members,
AR Digital Wealth Private Limited
Mumbai

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

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

For **Shweta Mundra & Associates**
Practicing Company Secretaries

Sd/-
CS Shweta Mundra
ACS- 38115, COP – 15387
UDIN: A038115E000213631

Place: Mumbai
Date: April 28, 2023

Annexure 7 (Contd.)

ANNEXURE B

A. List of documents verified

1. Memorandum & Articles of Association of the Company;
2. Annual Report for the financial year ended March 31, 2022;
3. Minutes of the meetings of the Board of Directors held during the said audit period;
4. Minutes of General Meetings held during the financial year under report;
5. Statutory Registers viz.
   - Register of Members
   - Register of Directors and Key Managerial Personnel and their Shareholding
   - Register of Contracts with Related Party and Contracts and Bodies etc. in which Directors' are interested
   - Register of loans, guarantees and security and acquisition made by the Company
6. Agenda papers submitted to all the Directors/members for the Board meeting;
7. Declarations/ Disclosures received from the Directors/ Secretary of the Company pursuant to the provisions of 184, 164 of the Companies Act, 2013;
8. e-Forms filed by the Company from time to time under applicable provisions of the Companies Act, 2013 and attachments thereof during the financial year under report.

****

List of applicable laws to the Company

Under the Major Group and Head

- Competition Act, 2002
- Shops and Establishment Act and Rules
- Companies Act, 2013 and Rules made thereunder
- Negotiable Instruments Act, 1881
- Income Tax Act, 1961
- Indian Stamp Act and Stamp 1899 and stamp duties prescribed for respective states;
- The Goods and Services Tax Act, 2017
- Minimum Wages Act, 1948
- Employees State Insurance Act, 1948
- Payment of Bonus Act, 1985
- Payment of Gratuity Act, 1972
- Employee Provident Fund and Miscellaneous Provisions Act, 1952
- The Maternity Benefits Act, 1961
- Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

Annexure – 8

Nomination and Remuneration Policy

Your company has formulated and adopted the following Nomination and Remuneration Policy.

1. PREAMBLE

The Nomination and Remuneration Policy of Anand Rathi Wealth Limited, (the "Company") is designed to attract, motivate, improve productivity and retain manpower, by creating a congenial work environment, encouraging initiatives, personal growth and teamwork, and inculcating a sense of belonging and involvement, besides offering appropriate remuneration packages and superannuation benefits. The policy reflects the Company's objectives for good corporate governance as well as sustained long term value creation for shareholders.

This Policy applies to Directors, Senior Management including its Key Managerial Personnel (KMP) and other employees of the Company.

2. OBJECTIVE

The Nomination and Remuneration Committee and this Policy is in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

The Key Objectives of the Committee are:

a. To guide the Board in relation to the appointment and removal of Directors, Key Managerial Personnel and Senior Management.

b. To evaluate the performance of the members of the Board and provide necessary report to the Board for further evaluation.

c. To recommend to the Board on Remuneration payable to the Directors, Key Managerial Personnel and Senior Management.

3. DEFINITION

a. **Act:** The Companies Act, 2013 and Rules framed thereunder, as amended from time to time.

b. **Board:** Board of Directors of the Company.

c. **Directors:** Directors of the Company.

d. **Independent Director:** Independent Director of the Company appointed in pursuance of the Companies Act and Listing Regulations.

e. **Key Managerial Personnel:**

   i. Managing Director;

   ii. Whole-time Director;

   iii. Chief Executive Officer;

   iv. Chief Financial Officer;

   v. Company Secretary; and

   vi. Such other officer as may be prescribed from time to time.

f. **Senior Management:** Senior Management means officers/personnel of the Company who are members of its core management team excluding the Board of Directors and shall comprise of all members of management one level below the chief executive officer/managing director/whole time director/manager and shall specifically include company secretary and chief financial officer.

g. **Nomination & Remuneration Committee:** Committee of the Board, constituted, in accordance with provisions of Section 178 of the Act and Listing Regulations.

h. **Employees Stock Option:** The option given to the Directors, officers or employees of a company or of its holding company or subsidiary company or companies, if any, which gives such Directors, officers or employees, the benefit or right to purchase, or to subscribe for, the shares of the Company at a future date at a pre-determined price.

i. **Rules:** Rules framed under the Act

j. **Remuneration:** Any money or its equivalent given or passed on to any person for services rendered which included perquisites and other benefits.

4. ROLE OF COMMITTEE

The role of the Committee are following:

a. To formulate a criteria for determining qualifications, positive attributes and independence of a Director.

b. To recommend to the Board, the appointment and removal of Senior Management.

Annexure 8 (Contd.)

c. To carry out evaluation of Director's performance and recommend to the Board appointment/ removal based on his/ her performance.

d. To recommend to the Board on (i) policy relating to remuneration for Directors, Key Managerial Personnel and Senior Management; (ii) Executive Directors' remuneration and incentive; and (iii) all remuneration, in whatever form, payable to senior management.

e. To make recommendations to the Board concerning any matters relating to the continuation in office of any Director at any time including the suspension or termination of service of an Executive Director as an employee of the Company subject to the provision of the law and their service contract;

f. Ensure that level and composition of remuneration is reasonable and sufficient, relationship of remuneration to performance is clear and meets appropriate performance benchmarks,

g. To devise a policy on Board diversity;

h. To consider and approve the ESOP policies and address issues relating to the same including for ESOP 2017, ESOP 2018 and ESOP 2022.

5. MEMBERSHIP

a. The Committee consists of a minimum 3 Directors, with all directors being non-executive directors and majority of them being independent.

b. Either two (2) members or one third of the members of the committee, whichever is greater, including at least one independent director in attendance, constitutes a quorum for the Committee meeting.

c. Membership of the Committee is disclosed in the Annual Report.

d. Term of the Committee is continued unless terminated by the Board of Directors.

6. TERMS/ TENURE

a. Managing Director/Whole-time Director:

The Company appoints or re-appoint any person as its Executive Chairman, Managing Director or Executive Director for a term not exceeding five years at a time. No re-appointment is made earlier than one year before the expiry of term.

b. Independent Director:

An Independent Director holds the office for a term up to five consecutive years on the Board of the Company and is eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report. No Independent Director holds office for more than two consecutive terms, but such Independent Director is eligible for appointment after expiry of three years of ceasing to become an Independent Director. Provided that an Independent Director is not, during the said period of three years, appointed in or associated with the Company in any other capacity, either directly or indirectly.

At the time of appointment of Independent Director it is ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director/Managing Director of a listed company or such other number as may be prescribed under the Act or Listing Regulations.

7. CHAIRPERSON

a. Chairman of the Committee is an Independent Director.

b. Chairperson of the Company may be appointed as a member of the Committee but shall not be a Chairman of the Committee.

c. In the absence of the Chairman, the members of the Committee present at the meeting, choose another independent Director amongst them to act as Chairman.

d. Chairman of the Nomination and Remuneration Committee meeting is entitled to be present at the Annual General Meeting, but if not, may nominate some other member to answer the shareholders' queries.

8. FREQUENCY OF MEETING

The meeting of the Committee shall be held at least once in a year.

9. COMMITTEE MEMBER INTEREST

a. A member of the Committee is not entitled to be present when his or her own remuneration is discussed at a meeting or when his or her performance is being evaluated.

b. The Committee may invite such executives, as it considers appropriate, to be present at the meetings of the Committee.

10. SECRETARY

The Company Secretary of the Company acts as Secretary of the Committee.

11. VOTING

Matters arising for determination at Committee meetings are decided by a majority of votes of members present and voting and any such decision shall for all purposes be deemed a decision of the Committee. In the case of equality of votes, the Chairman of the meeting has a casting vote.

12. NOMINATION DUTIES

The duties of the Committee in relation to nomination matters include:

a. Ensuring that there is an appropriate induction & training programe in place for new Directors and members of Senior Management and reviewing its effectiveness;

b. Ensuring that on appointment to the Board, Independent Directors receive a formal letter of appointment in accordance with the Guidelines provided under the Companies Act, 2013;

c. Determining the appropriate size, diversity and composition of the Board;

d. Setting a formal and transparent procedure for selecting new Directors for appointment to the Board;

e. Evaluating the performance of the Board members and

Senior Management in the context of the Company's performance from business and compliance perspective through independent party. Making recommendations to the Board concerning any

Annexure 8 (Contd.)

(c) To delegate any of its powers to one or more of its members or the Secretary of the Committee to consider any other matters as may be requested by the Board;

(d) Professional indemnity and liability insurance for Directors and senior management.

15. MINUTES OF THE COMMITTEE MEETINGS

Proceedings of all meetings are recorded in the minutes and are signed by the Chairman of the Committee at the subsequent meeting. Minutes of the Committee meetings are tabled at the following Board and Committee meeting.

16. AMENDMENT

Any change in the Policy shall be approved by the Board of Directors/Nomination and Remuneration Committee. The Board / Nomination and Remuneration Committee shall have the right to withdraw and / or amend any part of this Policy or the entire Policy, at any time, as it deems fit, or from time to time, and the decision in this respect shall be final and binding. Any subsequent amendment / modification in the Listing Regulations and / or any other laws in this regard shall automatically apply to this Policy.

Corporate Governance Report

In accordance with the provisions of Regulation 34(3) read with Schedule V and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**the Listing Regulations**"), the Directors of Anand Rathi Wealth Limited ("ARWL" or "**the Company**") have pleasure in presenting the Company's Report on Corporate Governance for the Financial Year 2022-23.

1. A BRIEF STATEMENT ON LISTED ENTITY'S PHILOSOPHY ON CODE OF GOVERNANCE.

Anand Rathi Wealth Limited ('**the Company**') has always been committed to developing sustainable value for all its stakeholders including clients, employees, shareholders, suppliers, regulatory authorities and the communities that it operates in. In this pursuit, the Company believes in managing and conducting business by adopting strong value systems. This involves institutionalising the highest standards of corporate governance across business activities, which is based on the principles of accountability, transparency, responsibility and fairness in all aspects of its operations. This is the corner stone of Anand Rathi Wealth Limited's business philosophy.

The Company has an active and independent Board of Directors that provide supervisory and strategic advice and direction. The entire governance system is supported by well-structured systems and procedures that ensure well informed decision making across different levels of management.

2. BOARD OF DIRECTORS:

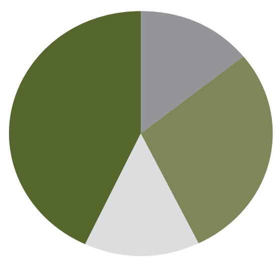
(a) Composition of the Board of Directors

The Board of Directors is the apex body constituted by the Shareholders for overseeing the Company's overall functioning. The Board provides and evaluates the Company's strategic directions, management policies and their effectiveness, and ensures that Shareholders' long-term interests are being served. The whole-time director is assisted by senior managerial personnel in overseeing the functional matters of the Company.

The Board of Directors of the Company comprises of 7 (Seven) Directors as on March 31, 2023 and as on the date of this Report, which is an optimum mix of Executive, Non-Executive and Independent Directors, diverse in terms of qualifications, competence, professional experience and expertise.

The composition of the Board of Directors is summarised below:-

Category	Number of Directors
Chairman & Non-Executive Director - Promoter	1
Executive Director	1
Non-Executive Director - Promoter	1
Independent Woman Director	1
Independent Director	3



Detailed profile of the Directors is provided herein below:

- **Mr Anand Rathi,** the founder and torch-bearer of the Anand Rathi Group (ARG), is one of the leading financial and investment experts in India and South-East Asia. The gold medallist Chartered Accountant is an esteemed member of the ICAI. He is the Chairman and Non- Executive Director of our Company and has been associated with our Company since March 18, 2005.

  Before establishing his own enterprise, Mr Anand Rathi had a long and illustrious career as a core member of Birla Group. He was the youngest president of Indian Rayon (now known as Aditya Birla Nuvo). He was instrumental in shaping the group's cement business and spearheading its foray into diverse businesses in manufacturing and services.

  In 1999, Mr Rathi became the president of BSE (Bombay Stock Exchange). He was the driving force behind the expansion of BOLT - the BSE Online Trading System. He also set up the Trade Guarantee Fund and played a vital role in setting up the Central Depository Services (CDS).

- **Mr Pradeep Kumar Gupta** is a Non-Executive Director of our Company. He has been with our Company since March 18, 2005. Mr Pradeep Gupta has an all-embracing industry experience acquired from running

Corporate Governance Report (Contd.)

a wide-range of businesses in the past. He started his professional journey with a family-owned textiles business. He stepped into financial service industry with Navratan Capital & Securities Pvt Limited and later joined hands with Mr Anand Rathi to establish the Anand Rathi Group.

With over two decades of rich experience in financial markets, he has played a pivotal role in laying the foundation of the Institutional Broking and Investment Services arm of the group. His ground-breaking spirit has driven the firm's rapid growth — successful expansion into a strong network of franchisees and branches across India. Under his dynamic leadership the group has bagged several prestigious awards and accolades.

An avid investor and trusted advisor, Mr Pradeep Gupta is often seen sharing his views and insights in the media on macroeconomic aspects, domestic and international markets. He is also an active member of Rotary Club of Bombay..

- **Mr Rakesh Rawal** is an Executive Director and the Chief Executive Officer of our Company. He has been associated with the wealth management business of Anand Rathi Group since April 02, 2007. He holds a Bachelor of Technology degree in Mechanical Engineering from the Indian Institute of Technology, Kanpur and a Masters' in Management Studies degree from Jamnalal Bajaj Institute of Management Studies. Prior to joining our Company, he worked with Deutsche Bank and Hindustan Lever Limited. He currently focusses on the business development and client acquisition for the private wealth management business of our Company.
- **Mr Mohan Vasant Tanksale** is an Independent Director of our Company. He has been associated with our Company since February 06, 2018. He has a Bachelor's degree in Science from Bhopal University and Master's degree in Arts (English) from Awadhesh Pratap Singh University and Diploma in Russian language from Bhopal University. He is a Fellow Member of Institute of Cost Accountants of India and a Certified Associate of the Indian Institute of Bankers. He has more than 42 years of experience having served three major public sector banks being, Union Bank of India, Punjab National Bank as Executive Director and Central Bank of India in the capacity of chairman and managing director. He has also served on the board of various subsidiaries of Punjab National Bank and Central Bank of India and Life Insurance Corporation of India. He has also served as chief executive of Indian Banks Association and has been on the board of International Banking Federation. He has also been engaged as a Consultant to SWIFT India Domestic Services Private Limited. He was awarded as 'Person of the year' by SKOCH Foundation in year 2012.
- **Mr Ramesh Chandak** is an Independent Director of our Company. He has been associated with our Company since March 15, 2018. He is the CEO of RDC Business Advisory, which provides individualised leadership coaching, strategy, succession planning and management services. Prior to starting his Advisory practice, he was the MD & CEO of KEC International Limited. He has had a successful career spanning over 40 years across Engineering, infrastructure edible oils and textiles industries having global corporate experience working in India, Malaysia and USA. He currently serves on the Boards of various listed companies and not for profit organisations. He is a recipient of CA Business leader Award in 2008 by the Institute of Chartered Accountants of India. He is a former President of Indian Electrical & Electronics Manufacturers Association (IEEMA).
- **Mr Kishan Gopal Somani** is an Independent Director of our Company. He has been associated with our Company since March 15, 2018. He is a qualified Chartered Accountant from the ICAI. He is also an associate member of the Institute of Company Secretaries of India. Additionally, he is also a fellow member of the Institution of Valuers and has qualified the Limited Insolvency Exams of IBBI under IBC, 2016. He has around 50 years of experience. Prior to joining our Company, he was a president of ICAI. He had previously served as a director on the board of Delhi Stock Exchange Association Limited. He is partner at M/s K.G. Somani & Co., Chartered Accountants, Delhi.
- **Mrs Sudha Pravin Navandar** is an Independent Director of our Company. She

Corporate Governance Report (Contd.)

has been associated with our Company since March 15, 2018. She is a qualified Chartered Accountant from the ICAI and a certified Public Accountant, USA. She is also an insolvency professional registered with the Insolvency and Bankruptcy Board of India. She is currently a partner in M/s. Pravin R. Navandar & Co., Chartered Accountants, with main focuses on corporate audits (internal and statutory), bank audits, company law cases, income leakage and corporate leakage and corporate advisory services. She is also a designated partner at Saksham Insolvency Resolution LLP.

(b) Attendance of Directors at Board meetings, last annual general meeting ("AGM") and number of other Directorship(s) and chairmanship(s) / Membership (s) of Committees of each director in various Companies:

Name of the Director (DIN)	Category of Directorship	Date of Appointment	No. of shares held by the Director	Attendance at Board meetings during the year		Attendance at Last AGM	No. of Directorship (including the Company)	No. of Membership(s) in Committee(s) of Company (ies) (including the Company)$	No. of Chairmanship(s) in Committee(s) of Company (ies) (including the Company)#
				No of Meetings held	No of Meetings attended				
Mr Anand Rathi (00112853)	Promoter, Chairman and Non-Executive Director	March 18, 2005	6,396,390	5	5	Yes	14	3	1
Mr Pradeep Kumar Gupta (00040117)	Promoter and Non-Executive Director	March 18, 2005	1,902,012	5	5	Yes	17	2	1
Mr Rakesh Rawal (02839168)	Whole-time Director & Chief Executive Officer	April 01, 2017	-	5	3	Yes	2	0	0
Mr Mohan Vasant Tanksale (02971181)	Independent Director	February 06, 2018	-	5	5	Yes	15	6	4
Mr Ramesh Chandak (00026581)	Independent Director	March 18, 2005	1,500	5	5	Yes	6	7	2
Mr Kishan Gopal Somani (00014648)	Independent Director	March 15, 2018	-	5	2	Yes	5	1	0
Mrs Sudha Pravin Navandar (02804964)	Independent Women Director	March 15, 2018	1,500	5	5	Yes	11	4	1
Mr Amit Rathi*	Non-Executive Director		-	5	0	No	5	0	0

**Mr Amit Rathi resigned with effect from October 13, 2022*

$In accordance with Regulation 26 of SEBI Listing Regulation, 2015, Membership of only Audit Committee and Stakeholders' Relationship Committee in all public limited Companies are considered.

#Chairmanship includes committee membership and in accordance with Regulation 26 of SEBI Listing Regulation, 2015, Chairmanship of only Audit Committee and Stakeholders' Relationship Committee in all public limited Companies are considered.

Additional Information related to directorship in other listed entities as on March 31, 2023 as required under SEBI Listing Regulations.

Sr. No.	Name of the Director	Name of other Listed entities	Category of Directorship
1	Mr Anand Rathi	Emami Limited	Independent Director
2	Mr Pradeep Kumar Gupta	Nil	N.A
3	Mr Rakesh Rawal	Nil	N.A
4	Mr Kishan Gopal Somani	KEI Industries Limited	Independent Director
5	Mr Ramesh Chandak	1. Summit Securities Limited 2. Kec International Limited 3. Ram Ratna Wires Limited 4. Prince Pipes and Fittings Limited	Independent Director
6	Mr Mohan Vasant Tanksale	1. Raja Bahadur International Limited 2. Ladderup Finance Limited 3. India Pesticides Limited	Independent Director
7	Mrs Sudha Pravin Navandar	1. Tribhovandas Bhimji Zaveri Limited 2. Kolte-Patil Developers Limited 3. Route Mobile Limited 4. Yasho Industries Limited	Independent Director

Corporate Governance Report (Contd.)

(c) Information to the Board

The Company provides information as set out in Regulation 17 read with Part A of Schedule II of the SEBI Listing Regulations to the Board and the Board Committees to the extent applicable.

A detailed agenda folder is sent to each Director seven days in advance of the Board Meetings. All the agenda items are appended with necessary supporting information and documents (except for price sensitive information, which are circulated separately before the meeting) to enable the Board to take informed decisions.

Further, the Board also reviews the financial statements of the Subsidiary Companies. Pursuant to Regulation 24 of the SEBI Listing Regulations, the Minutes of the Board Meetings of the Company's Unlisted Subsidiary Companies are also placed before the Board.

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

During the period the Board of directors meet 5 (Five) times viz. April 12, 2022, July 12, 2022, October 13, 2023, January 12, 2023 and March 20, 2023.

(e) Disclosure of relationships between directors inter-se;

Except for Mr Pradeep Kumar Gupta who is Son-in Law of Mr Anand Rathi none of the directors are relatives of any other director.

(f) Number of Shares held by Non-Executive Directors at March 31, 2023

The direct shareholding of non-executive:

Sr. No.	Name	No. of shares held
1	Mr Anand Rathi	6,396,390
2	Mr Pradeep Kumar Gupta	1,902,012
3	Mr Ramesh Chandak	1,500
4	Mrs Sudha Pravin Navandar	1,500
5	Mr Mohan Vasant Tanksale	Nil
6	Mr Kishan Gopal Somani	Nil

(g) Meeting of Independent Directors:

Section 149(8) read with Schedule IV of the Act requires the Independent Directors of the Company to hold at least one meeting in a Financial Year, without the attendance of non-independent directors and members of management. The Independent Directors of the Company met once i.e. on March 20, 2023 during the year under review, pursuant to the provisions of the Act and the Listing Regulations. The leading Independent Director of aforesaid Meeting of Independent Directors was Mr Mohan Vasant Tanksale.

(h) Familiarisation Programme for Independent Directors

The Company has familiarisation programme for the Independent Directors with regard to their roles, rights and responsibilities in the Company, nature of the industry in which the Company operates, the business models of the Company etc. It aims to provide insight to the Independent Directors to understand the business of the Company. The Independent Directors are familiarised with their roles, rights and responsibilities.

The Board members are provided with necessary documents, reports and internal policies to enable them to familiarise with the Company's procedures and practices. Periodic presentations are made at the Board and committee meetings on business and performance updates of the Company, overview of business operations of subsidiaries, business strategy etc.

Updates on relevant statutory/regulatory changes are periodically informed to the Directors. The details of familiarisation programme of independent directors is available under the investor section on the Company's website https://anandrathiwealth.in/Investorrelations.php

(i) **Board Skill Matrix:**

Sr. No.	Name of Directors	Skills/Expertise/Competency
1.	Mr Anand Rathi	Leadership / Operational Experience | Strategic Planning| Global Economics| Finance and Accounts, Regulatory / Legal & Risk Management | Industrial & Stakeholders Relations | Corporate Governance|
2.	Mr Pradeep Kumar Gupta	Leadership / Operational Experience | Strategic Planning| Global Economics| Finance and Accounts, Regulatory / Legal & Risk Management | Industrial & Stakeholders Relations | Corporate Governance|
3.	Mr Rakesh Rawal	Leadership / Operational Experience | Strategic Planning Finance and Accounts, Regulatory / Legal & Risk Management Industrial & Stakeholders Relations | Corporate Governance|
4.	Mr Mohan Vasant Tanksale	Strategic Planning I Finance and Accounts I Regulatory I Risk Management| Corporate Governance|
5.	Mr Ramesh Chandak	Strategic Planning I Finance and Accounts I Regulatory I Risk Management| Corporate Governance|
6.	Mr Kishan Gopal Somani	Strategic Planning I Finance and Accounts I Regulatory I Risk Management| Corporate Governance|
7.	Mrs Sudha Pravin Navandar	Strategic Planning I Finance and Accounts I Regulatory I Risk Management| Corporate Governance|

(j) **Confirmation of the Board for Independent Directors:**

Based on the declarations received from the Independent Directors, the Board of Directors has confirmed that they meet the criteria of independence as mentioned under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and that they are independent of the management.

The Independent Directors have also registered their names in the Data Bank maintained by the Indian Institute of Corporate Affairs as mandated in the Companies (Appointment and Qualification of Directors), Rules, 2014 as amended. Further, none of the Independent Directors have any other material pecuniary relationship or transaction with the Company, its Promoters, or Directors, or Senior Management which, in their judgment, would affect their independence.

3. BOARD COMMITTEES

The Board has five committees i.e. Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee, Corporate Social Responsibility Committee, Risk Management Committee and Management Committee. The committees operate under the direct supervision of the Board. Generally, the committee meetings are held prior to the board meeting and the chairperson of the respective committee reports to the Board about the deliberations and decisions taken by the committees.

Details of the role and composition of these Committees, including the number of meetings held during the financial year and attendance at meetings, are provided below.

(a) **Audit Committee**

As on March 31, 2023, the Audit Committee comprises of Four Independent Directors and One Non-Executive Directors as under:

Sr. No.	Name	Category	Designation
1	Mr Mohan Vasant Tanksale	Non-Executive - Independent Director	Chairman
2	Mr Anand Rathi	Non-Executive - Non Independent Director	Member
3	Mrs Sudha Pravin Navandar	Non-Executive - Independent Director	Member
4	Mr Kishan Gopal Somani	Non-Executive - Independent Director	Member
5	Mr Ramesh Chandak	Non-Executive - Independent Director	Member

All Members of the Audit Committee possess accounting and financial management knowledge. Due to resignation of Mr Amit Anand Rathi with effect from October 13, 2022, the Audit Committee was reconstituted by Board in their meeting held on October 13, 2022. The Company Secretary is the Secretary to the Committee.

The scope of the Audit Committee includes the references made under Regulation 18 read with Part C of Schedule II of SEBI Listing Regulations, 2015, read with Section 177 and other applicable provisions of the Companies Act, 2013, besides the other terms that may be referred by the Board of Directors.

The power and brief description of terms of reference of the Audit Committee are:

A. Powers of the Audit Committee

The Audit Committee shall have powers, including the following:

1. to investigate any activity within its terms of reference;
2. to seek information from any employee;
3. to obtain outside legal or other professional advice; and
4. to secure attendance of outsiders with relevant expertise, if it considers necessary.

B. Terms of reference

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

9. Approval of any subsequent modification of transactions of the Company with related parties;
10. Scrutiny of inter-corporate loans and investments;
11. Valuation of undertakings or assets of the Company, wherever it is necessary;
12. Evaluation of internal financial controls and risk management systems;
13. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
14. 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;
15. Discussion with internal auditors of any significant findings and follow up there on;
16. 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;
17. 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;
18. Looking into the reasons for substantial defaults in the payment to depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
19. Reviewing the functioning of the whistle blower mechanism;
20. Overseeing the vigil mechanism established by the Company, with the Chairman;
21. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
22. Review of utilisation of loans and / or advances from investment by the holding company in the subsidiary exceeding ` 100 Crores or 10% of the asset size of the subsidiary, whichever is lower including existing loans/ advances/investments;
23. Consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders; and
24. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee and any other terms of reference as may be decided by the board of directors of the Company or specified/provided under the Companies Act, 2013 or by the SEBI Listing Regulations or by any other regulatory authority.

During the year under review, the Audit Committee met four times on April 12, 2022, July 12, 2022, October 13, 2022 and January 12, 2023. The necessary quorum was present at respective and the gap between two Audit Committee Meetings was not more than 120 days.

Corporate Governance Report (Contd.)

The attendance of each member of the Audit Committee at its Meeting(s) held during financial year 2022-23 is given below:

Name of the Member	Designation	Non-Executive / Executive / Independent Director	No. of meetings held	Committee meeting(s) attended
Mr Mohan Vasant Tanksale	Chairman	Independent Director	4	4
Mr Anand Rathi	Member	Non-Executive Director	4	4
Mrs Sudha Pravin Navandar	Member	Independent Director	4	4
Mr Kishan Gopal Somani	Member	Independent Director	4	2
Mr Ramesh Chandak	Member	Independent Director	4	4
Mr Amit Rathi*	Member	Non-Executive Director	4	0

** Mr Amit Rathi ceased to be the member of the Committee w.e.f. October 13, 2022.*

The Chairperson of the Audit Committee was present at the last Annual General Meeting of the Company held on August 12, 2022.

(b) Nomination and Remuneration Committee

As on March 31, 2023, the Nomination and Remuneration Committee comprises of three Independent Directors and One Non-Executive Directors as under:

Sr. No.	Name	Category	Designation
1	Mr Kishan Gopal Somani	Non-Executive - Independent Director	Chairman
2	Mr Anand Rathi	Non-Executive - Non-Independent Director	Member
3	Mrs Sudha Pravin Navandar	Non-Executive - Independent Director	Member
4	Mr Ramesh Chandak	Non-Executive - Independent Director	Member

During the period under review, the Board in their meeting held on October 13, 2022 was inducted Mrs Sudha Pravin Navandar as member of the Nomination and Remuneration Committee. Accordingly, the Committee was re-constituted.

The composition of the Nomination and Remuneration Committee is in conformity with the applicable provisions of Companies Act, 2013 and SEBI Listing Regulations, 2015, as amended from time to time.

The scope of the Nomination and remuneration Committee is as set out in regulation 19 of SEBI Listing Regulations, 2015, read with Section 178 and other applicable provisions of the Companies Act, 2013, and other applicable provisions of SEBI (Share Based Employees Benefits and Sweat Equity), regulation, 2021 and the nomination and remuneration policy of the Company, besides the other terms that may be referred by the Board of Directors.

The brief description of terms of reference of the Nomination and remuneration Committee are:

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the remuneration of the directors, key management personnel, Senior Management and other employees;
2. The Nomination and Remuneration Committee, while formulating the above policy, should ensure that –
   i. the level and composition of remuneration be reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Company successfully;
   ii. relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
   iii. remuneration to directors, key management personnel and senior management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals.
3. Formulation of criteria for evaluation of independent directors and the Board;
4. Devising a policy on Board diversity;

5. 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 their appointment and removal and shall carry out evaluation of every director's performance (including independent director);
6. Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of directors;
7. Recommend to the Board all remuneration, in whatever form, payable to senior management;
8. Frame suitable policies, procedures and systems to ensure that there is no violation of securities laws, as amended from time to time, including:
   i. the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
   ii. the Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices Relating to the Securities Market) Regulations, 2003, by the trust, the Company and its employees, as applicable. And
   iii. perform such other activities as may be delegated by the Board or specified/ provided under the Companies Act, 2013 to the extent notified and effective, or by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, in each case as amended, or by any other applicable laws or regulatory authority.

During the year under review, the Nomination and remuneration Committee met five (5) times on April 12, 2022, July 12, 2022, October 13, 2022, January 12, 2023 and March 20, 2023. The necessary quorum was present at respective meetings.

The attendance of each member of the Nomination and remuneration Committee at its Meeting(s) held during financial year 2022-23 is given below:

Name of the Member	Designation	Non-Executive / Executive / Independent Director	No. of meetings held	Committee meeting(s) attended
Mr Kishan Gopal Somani	Chairman	Independent Director	5	2
Mr Anand Rathi	Member	Non-Executive Director	5	5
Mr Ramesh Chandak	Member	Independent Director	5	5
Mrs Sudha Pravin Navandar*	Member	Independent Director	5	2

**appointed as member of the Committee with effect from October 13, 2022 and after her appointment two committee meeting were held.*

The Chairperson of the Nomination and Remuneration was present at the last Annual General Meeting of the Company held on August 12, 2022.

Performance Evaluation criteria for Board Directors

In terms of provisions of the Act read with Rules made there under and Regulations 17 and 19 of the Listing Regulations, the Board, on recommendation of the Nomination and Remuneration Committee, have evaluated the effectiveness of the Board. Accordingly, the performance evaluation of the Board, each Director and the Committees was carried out for the Financial Year ended March 31, 2023. The evaluation of the Directors was based on various aspects which, *inter alia*, included the level of participation in the Board Meetings, inputs provided to executive management on matters of strategic importance, familiarisation with the business of the Company and its subsidiaries, etc.

The Nomination and Remuneration Committee has devised a criteria for evaluation of the performance of the Directors including the Independent Directors. The said criteria provides certain parameters like attendance, acquaintance with business, communication inter se between board members, effective participation, domain knowledge, compliance with code of conduct, vision and strategy, etc., which is in compliance with applicable laws, regulations and guidelines.

Nomination and Remuneration Policy

The success of the organisation in achieving good performance and good governing practice depends on its ability to attract and retain individuals with requisite knowledge and excellence as Executive and Non-Executive Directors. With this objective, the Board and the Nomination and Remuneration Committee decides on the appointment and remuneration to be paid to the Non-Executive Directors.

The Nomination and Remuneration Policy of the Company including the criteria for making payments to Directors including Non-executive Directors, Key Managerial Personnel ("KMP") and Senior Management is uploaded on the Website of the Company at https://anandrathiwealth.in/wealthpdf/13dec/7NominationandRemunerationPolicy pdf

The Independent Directors are paid sitting fees for attending the Meetings of the Board of Directors and the Board Committees, which are within the limits laid down by the Companies Act, 2013 read with relevant Rules thereunder. The Company pays sitting fees of ` 50,000/- to each Independent Director for their attendance at every Board meeting and ` 25,000/- for the Board constituted Committee Meetings.

(C) Stakeholders Relationship Committee

As on March 31, 2023, the Stakeholders Relationship Committee comprises of one Independent Directors and Two Non-Executive Directors as under:

Sr. No.	Name	Category	Designation
1	Mr Ramesh Chandak	Non-Executive - Independent Director	Chairman
2	Mr Anand Rathi	Non-Executive - Non Independent Director	Member
3	Mr Pradeep Kumar Gupta	Non-Executive - Independent Director	Member

During the period under review, Mr Anand Rathi was inducted as member of the Committee due to resignation of Mr Amit Anand Rathi with effect from October 13, 2022, the Committee was reconstituted by Board in their meeting held on October 13, 2022. The Company Secretary is the Secretary to the Committee.

The composition of the Committee is in conformity with the applicable provisions of Companies Act, 2013 and SEBI Listing Regulations, 2015, as amended from time to time.

The scope of the Stakeholders Relationship Committee includes the reference made under regulation 20 read with para B of Part C of Schedule II of SEBI Listing Regulations, 2015, read with Section 178 and other applicable provisions of the Companies Act, 2013, besides the other terms that may be referred by the Board of Directors.

The brief description of terms of reference of the Stakeholders Relationship Committee are:

1. considering and resolving grievances of shareholders', debenture holders and other security holders;
2. redressal of grievances of the security holders of the Company, including complaints in respect of, allotment of Equity Shares, transfer/transmission of Shares, non-receipt of declared dividends, annual reports, balance sheets of the Company, general meetings, etc.;
3. approval of transfer or transmission of Equity Shares, debentures or any other securities;
4. resolving the grievances of the security holders of the listed entity including complaints related to transfer/ transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/ duplicate certificates, general meetings, etc.;
5. review of measures taken for effective exercise of voting rights by shareholders;
6. review of adherence to the service standards adopted in respect of various services being rendered by the registrar and share transfer agent;
7. review of the various measures and initiatives taken for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/ statutory notices by the shareholders of the Company
8. issue of duplicate certificates and new certificates on split/consolidation/renewal, etc.; and
9. carrying out any other functions required to be undertaken by the Stakeholders Relationship Committee under applicable laws. All other matters related to shares/debentures

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 at www.scores.gov.in. It also enables the market intermediaries and listed companies to receive the complaints from investors against them, redress such complaints and report redressal of such complaints. All the activities starting from lodging of a 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 complaints received through SCORES.

During the financial year 2022-23, 3 (three) queries / complaints were received by the Company from members / investors / authorities, all of which have been redressed / resolved to date, satisfactorily.

During the year under review, the Stakeholders Relationship Committee met one time on January 12, 2023. The necessary quorum was present at the meeting.

The attendance of each member of the Stakeholders Relationship Committee at its Meeting(s) held during financial year 2022-23 is given below:

Name of the Member	Designation	Non-Executive / Executive / Independent Director	No. of meetings held	Committee meeting(s) attended
Mr Ramesh Chandak	Chairman	Independent Director	1	1
Mr Anand Rathi$	Member	Non-Executive Director	1	1
Mr Pradeep Kumar Gupta	Member	Non-Executive Director	1	1
Mr Amit Rathi*	Member	Non-Executive Director	1	0

**resigned as member of the Committee with effect from October 13, 2022.*

$appointed as member of the Committee with effect from October 13, 2022.

The Chairperson of the Stakeholders Relationship Committee was present at the last Annual General Meeting of the Company held on August 12, 2022.

(D) Risk Management Committee:

As on March 31, 2023, the Risk Management Committee comprises of three Independent Directors, two non-executive directors and one key managerial personnel as under:

Sr. No.	Name	Category	Designation
1	Mr Anand Rathi	Non-Executive - Non-Independent Director	Chairman
2	Mr Pradeep Kumar Gupta	Non-Executive - Non-Independent Director	Member
3	Mrs Sudha Pravin Navandar	Non-Executive - Independent Director	Member
4	Mr Ramesh Chandak	Non-Executive - Independent Director	Member
5	Mr Mohan Vasant Tanksale	Non-Executive - Independent Director	Member
6	Mr Rajesh Bhutara	Chief Financial Officer	Member

During the period under review, there was no change in the composition of the Risk Management committee. The composition of the Risk Management Committee is in conformity with the applicable provisions of SEBI Listing regulation, 2015, as amended from time to time.

The Scope of the Risk Management committee includes the references made under regulation 21 read with para C of part D of Schedule II of SEBI Listing regulation, 2015, beside the other terms that may be referred by the Board of Directors.

Corporate Governance Report (Contd.)

The brief description of the Terms of Reference of the Committee is as under:

(1) To formulate a detailed risk management policy which shall include:

(a) A framework for identification of internal and external risks specifically faced by the listed entity, in particular including financial, operational, sectoral, sustainability (particularly, ESG related risks), information, cyber security risks or any other risk as may be determined by the Committee.

(b) Measures for risk mitigation including systems and processes for internal control of identified risks.

(c) Business continuity plan.

(2) To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;

(3) To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;

(4) To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;

(5) To keep the board of directors informed about the nature and content of its discussions, recommendations and actions to be taken;

(6) The appointment, removal and terms of remuneration of the Chief Risk Officer (if any) shall be subject to review by the Risk Management Committee.

(7) Monitoring and reviewing of the risk management plan of the Company

(8) Review of cyber security and related risks

During the year under review, the Risk Management committee of the Company met Two times on October 13, 2022 and January 12, 2023. The necessary quorum was present at the meetings.

The attendance of each member of the Risk Management committee at its Meeting(s) held during financial year 2022-23 is given below:

Name of the Member	Designation	Non-Executive / Executive / Independent Director	No. of meetings held	Committee meeting(s) attended
Mr Anand Rathi	Chairman	Non-Executive Director	2	2
Mr Pradeep Kumar Gupta	Member	Non-Executive Director	2	2
Mrs Sudha Pravin Navandar	Member	Independent Director	2	2
Mr Mohan Vasant Tanksale	Member	Independent Director	2	2
Mr Ramesh Chandak	Member	Independent Director	2	2
Mr Rajesh Bhutara	Member	Chief Financial Officer	2	2

The Chairperson of the Risk Management was present at the last Annual General Meeting of the Company held on August 12, 2022.

(E) Corporate Social Responsibility Committee

As on March 31, 2023, the Corporate Social Responsibility Committee comprises of three Independent Directors and One Non-Executive Directors as under:

Sr. No.	Name	Category	Designation
1	Mr Anand Rathi	Non-Executive - Non-Independent Director	Chairman
2	Mr Pradeep Kumar Gupta	Non-Executive - Non-Independent Director	Member
3	Mrs Sudha Pravin Navandar	Non-Executive - Independent Director	Member

During the period under review, there was no change in the composition of the CSR Committee. The composition of the CSR Committee is in conformity with the applicable provisions of Companies Act, 2013, as amended from time to time.

The Scope of the CSR Committee includes the references made under section 135 and other applicable provisions of the Companies Act, 2013, and Corporate Social Responsibility policy of the Company, beside the other terms that may be referred by the Board of Directors.

The brief description of terms of reference of the CSR Committee are:

1) To formulate and recommend to the board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013 and make any revisions therein as and when decided by the Board;
2) To recommend the amount of expenditure to be incurred on the activities referred to in clause (a);
3) To monitor the Corporate Social Responsibility Policy of the Company from time to time;
4) To do such other acts, deeds and things as may be required to comply with the applicable laws; and
5) To perform such other activities as may be delegated by the Board or specified/ provided under the Companies Act, 2013 or by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, or statutorily prescribed under any other law or by any other regulatory authority.

During the year under review, the CSR Committee of the Company met Two times on April 12, 2022 and January 12, 2023. The necessary quorum was present at the meetings.

The attendance of each member of the CSR Committee at its Meeting(s) held during financial year 2022-23 is given below:

Name of the Member	Designation	Non-Executive / Executive / Independent Director	No. of meetings held	Committee meeting(s) attended
Mr Anand Rathi	Chairman	Non-Executive Director	2	2
Mr Pradeep Kumar Gupta	Member	Non-Executive Director	2	2
Mrs Sudha Pravin Navandar	Member	Independent Director	2	2

The Chairperson of the CSR Committee was present at the last Annual General Meeting of the Company held on August 12, 2022.

(F) Management Committee of Board

As on March 31, 2023, the Management Committee comprises of three non-independent Directors, Deputy Chief Executive officer and Chief financial officer as under:

Sr. No.	Name	Category	Designation
1	Mr Anand Rathi	Non-Executive - Non-Independent Director	Chairman
2	Mr Pradeep Kumar Gupta	Non-Executive - Non-Independent Director	Member
3	Mr Rakesh Rawal	Whole-time Director & CEO	Member
4	Mr Feroze Azeez	Deputy Chief Executive Officer	Member
5	Mr Rajesh Bhutara	Chief Financial Officer	Member

During the period under review, there was change in the composition of the Management Committee due to resignation of Mr Amit Rathi, Non-executive director and Mr Ashish Chauhan, Company Secretary of the Company.

The brief description of terms of reference of the Management Committee are:

1. To borrow monies;
2. To invest the funds of the Company;

Corporate Governance Report (Contd.)

3. To grant loans or give guarantee or provide security in respect of loans;
4. To apply / avail any kind of loans, facilities from any Bank/Financial Institutions/Body Corporate and provide security for such loans;
5. To open, operate, close, change in authorisation / signatory for any current / deposit / cash credit account(s), safe deposit vault(s), electronic bank account(s), internet bank account(s) / facility, dematerialisation / depository account(s) and any other account(s) with any nationalised bank(s), scheduled bank(s), cooperative bank(s) in any part of the country including foreign bank(s) authorised by Reserve Bank of India to do banking business in India and in any country outside India with bank(s) authorised to do banking business in that country;
6. To grant approval for setting up, administration and closure of branch office of the Company and nominate managers for such office;
7. To approve, finalise and authorise the execution of any deed, document, letter or writing in connection with any of the aforesaid activities, including borrowing / credit facilities, creation of charge, etc;
8. To authorise officials in various legal cases to attend and represent company in front of various authorities;
9. To grant 'no objection certificate' for using the name of Company;
10. To provide authorisation for attending and voting at various general meetings / court convened meetings on behalf of company to it's authorised person;
11. To grant authority for furnishing / submitting applications for telephone / internet or other utility connections for various offices / branch offices;
12. To Obtain / renew / surrender license / Letter of Permission or such other registration of the Company with any regulatory / statutory authorities and execute legal undertaking / legal agreement or any document required for this purpose;
13. To grant / give Power of Attorney in favour of its employees / officials for the various business purposes and applying license and approval on behalf of the Company;
14. To purchase, sell, enter into / sign leave and license / rent agreement or otherwise deal with any movable / immovable assets or property for and on behalf of company;
15. Empanelment with any other companies / associations / body corporate for development of business operation of company;
16. To buy / sell / invest from time to time by way of subscription, purchase, conversion or otherwise Equity Shares, Preference Shares, Debentures (whether convertible or non-convertible), mutual fund or any other financial instruments of one or more bodies corporate, whether in India or outside, including into subsidiary(ies) of the Company as the Committee may think fit.
17. To provide loan / Advances / Security Corporate Guarantee to / for its Subsidiary / Associate / Group Companies.
18. To make applications for becoming member at various institutions / organisations.
19. To constitute, reconstitute, modify, dissolve any trust or association for Company / business related matters and to appoint, reappoint, remove, replace the trustees or representatives.
20. To authorise affixing the common seal of the Company and re-locate / move the common seal to any place other than the registered office of the Company.
21. To grant / revoke general and specific power of attorney / letter of authorisation in favour of employees of the Company as and when required for business purposes.
22. To register / de-register the Company with any Central / State Government authorities, Semi Government authorities, regulatory authorities, statutory authorities, quasi-judicial authorities, local authorities, tax authorities, administrative authorities, business associations and any other bodies as required for business operations of the Company.

23. To authorise and submit various documents, details and e-forms with Ministry of Corporate Affairs.
24. To do all such acts, deeds and things as may be required for the smooth conduct of the operations of the Company and which does not require specific approval of the Board of Directors of the Company or which has not been delegated by the Board specifically to any other Committee of the Board.
25. To delegate any of the terms mentioned hereinabove to any officer / employee of the Company or to any other person."

During the year under review, the Management Committee of the Company met 6 (Six) times on May 09, 2022, July 12, 2022, September 28, 2022, October 15, 2022, November 15, 2022 and January 18, 2023. The nec

Corporate Governance Report (Contd.)

Service Contract, Notice Period and severance Fee

The Contract of the Executive Directors of the Company is for a period of three years and can be terminated by giving notice of 90 days from either side. The term of the Executive Director is subject to retirement, in accordance with the provisions of the Act.

Subsidiary Companies

In accordance with Regulation 24 of the SEBI Listing Regulations, during this financial year none of the companies fall under the category of material non-listed Indian subsidiaries.

The financial statements of the unlisted subsidiary companies, are reviewed by the Audit Committee and the Board of Directors of the Company.

The Minutes of the Board Meetings of the subsidiary companies are placed before the Board of Directors of the Company.

Details of all significant transactions and arrangements entered into by the unlisted subsidiary companies are periodically placed before the Board of Directors of the Company.

Policy for determining "Material Subsidiaries" is available on the website of the Company at www.rathi.com/wealth/investorrelations.

5. GENERAL BODY MEETINGS

Given below are the details of Annual General Meetings for the previous three financial years:

Financial Year	Day, Date & Time	Venue of meeting	Particulars of special resolution passed
2021-22	Friday, August 12, 2022 at 2:30 pm	Held through V.C and deemed venue is Express Zone, A - Wing, 10th floor, Western Express Highway, Goregaon East, Mumbai – 400 063	Approve 'ANAND RATHI - Employees Stock Option Plan 2022'
			Extend approval of 'ANAND RATHI - Employees Stock Option Plan 2022' to the present and future employees of Holding Company, Associate Companies, Group Companies and its Subsidiary Companies.
2020–21	Thursday, July 15, 2021 at 11.30 am	Express Zone, A - Wing, 8th floor, Western Express Highway, Goregaon East, Mumbai – 400 063	Continuation of Mr Anand Rathi, Non-Executive Director, after attaining the age of 75 years, pursuant to Regulation 17 of SEBI Listing Regulations.
			Continuation of Mr Ramesh D. Chandak, Independent Director, after attaining the age of 75 years, pursuant to Regulation 17 of SEBI Listing Regulations.
			Increase in Authorised Share Capital of the Company from ` 20 Crores to ` 25 Crores and amendment to the Capital Clause in the Memorandum of Association.
2019–20	Monday, September 28, 2020 at 11.00 am	Express Zone, A - Wing, 10th floor, Western Express Highway, Goregaon East, Mumbai – 400 063	Appointment of Mr Rakesh Rawal as an Executive Director and Chief Executive Officer of the Company for a period of 3 years w.e.f. April 01, 2020.
			Re-appointment of Mr Mohan Vasant Tanksale as an Independent Director of the Company for second term of 5 consecutive years.
			Re-appointment of Mr Ramesh D. Chandak as an Independent Director of the Company for second term of 5 consecutive years.
			Re-appointment of Mr Kishan Gopal Somani as an Independent Director of the Company, for second term of 5 consecutive years and his continuation as Independent Director, after attaining the age of 75 years
			Re-appointment of Mrs Sudha Pravin Navandar as an Independent Director of the Company for second term of 5 consecutive years.

Postal Ballot:

During the year, no Special Resolutions were passed through postal ballot. There is no immediate proposal for passing any resolution through postal ballot

6. MEANS OF COMMUNICATION

Quarterly results: The Company's quarterly / half-yearly / annual financial results are sent to the Stock Exchanges and published in 'Business Standard' (English) and 'Maharashtra Times' (Marathi). They are also available on the website of the Company.

News releases, presentations: Official news releases and official media releases are generally sent to the Stock Exchanges and are also available on the website of the Company.

Presentations to institutional investors / analysts: Presentations made to institutional investors and analysts are sent to the Stock Exchanges and are also uploaded on the website of the Company. No unpublished price sensitive information is discussed in meeting with institutional investors and analysts.

Website: The Company's website (https://anandrathiwealth.in/Investorrelations.php) contains a separate dedicated section 'Investor Relations' where shareholders' information is available

Annual Report: The Annual Report containing, inter alia, Audited Financial Statement, Audited Consolidated Financial Statement, Board's Report, Auditors' Report and other important information is circulated to the members and others entitled thereto. The Management Discussion and Analysis Report forms part of the Annual Report. The Annual Report is also available in downloadable form on the website of the Company.

Designated exclusive e email-IDs:

The Company has designated the following email-IDs exclusively for investor servicing:

- For Investor Contacts: rajeshbhutra@rathi.com; vishalsanghavi@rathi.com
- For queries in respect of shares: csarwsl@rathi.com

Disclosures:

The Company informs BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") about all price sensitive matters or such other matters which in its opinion are material and of relevance to the members and the same are also displayed on the Company's website. Further, in compliance to the provisions of Regulation 30 of the Listing Regulations, the Company has disclosed on its website, a duly approved Policy on Determination of Materiality of Events. NSE Electronic Application Processing System ("NEAPS"), NSE Digital Portal and BSE Corporate Compliance & Listing Centre ("Listing Centre") are a web-based application designed by NSE and BSE for corporates. All periodical compliance filings like shareholding pattern, corporate governance report, media releases, among others are filed electronically on NEAPS and the Listing Centre.

7. GENERAL SHAREHOLDER INFORMATION:

a. Annual General Meeting

Date	:	June 05, 2023
Day	:	Monday
Time	:	02:30 P.M.
Venue	:	Meeting is being conducted through VC / OAVM pursuant to pursuant to MCA Circular dated May 05, 2020, General Circular No. 02/2022 dated May 05, 2022 and General Circular No. 10 dated December 28, 2022 issued by Ministry of Corporate Affairs (MCA) read with Securities and Exchange Board of India Circular dated May 13, 2022 there is no requirement to have a venue for the AGM. The registered office of the Company shall be deemed to be the venue for the AGM.

b. Corporate Identification Number:

Corporate Identity Number (CIN) of the Company is L67120MH1995PLC086696.

c. Financial Year

The financial year of the Company covers the financial period from April 01, 2022 to March 31, 2023.

During the financial year under review, the Board Meetings for approval of quarterly and annual financial results were held on the following dates:

1st Quarter Results	:	July 12, 2022
2nd Quarter Results	:	October 13, 2022
3rd Quarter Results	:	January 12, 2023
4th Quarter & Annual Results	:	April 12, 2023

d. Dividend

During the year under review, the Board of Directors have declared dividend as follows:

Dividend	Date of Declaration	Date of Payment
Final Dividend of 2021-22	August 12, 2022	August 18, 2022
Interim Dividend of 2022-23	October 13, 2022	October 29, 2022

Corporate Governance Report (Contd.)

e. **Listing on Stock Exchanges**

Name of Stock Exchange	Address of Stock Exchange
BSE Limited	Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai - 400 001
National Stock Exchange of India Limited	Exchange Plaza Bldg., 5th Floor, Plot No. C- 1, 'G' Block, Bandra- Kurla Complex, Mumbai - 400 051

The requisite Annual listing fees for financial year 2023-24 have been paid in full to BSE and NSE.

Name of Stock Exchange	Address of Stock Exchange

None of the securities of the Company have been suspended for trading at any point of time during the year.

f. **Stock Code Equity**

ISIN (Equity Shares) in NSDL & CDSL	**INE463V01026**
BSE Code	543415
NSE Code	ANANDRATHI

g. **Market price data- high, low during each month in last financial year;**

Stock Market Price Data

Month	BSE Limited			National Stock Exchange of India Limited (NSE)		
	High Price	Low Price	Number of Equity Shares Traded	High Price	Low Price	Number of Equity Shares Traded
April 2022	712.00	605.00	497,830	721.35	605.20	6,402,355
May 2022	669.95	607.50	173,291	669.70	607.25	1,342,448
June 2022	686.00	612.25	70,932	689.65	612.00	930,066
July 2022	682.45	627.00	115,189	683.95	627.10	1,604,741
August 2022	693.30	639.75	69,590	693.85	639.50	956,194
September 2022	674.00	643.05	49,004	675.00	644.00	1,152,857
October 2022	737.05	654.00	103,320	739.40	654.00	2,557,775
November 2022	729.45	696.40	34,968	729.75	697.75	604,183
December 2022	718.95	655.60	41,062	716.00	655.75	753,269
January 2023	854.00	689.20	160,227	854.25	700.85	2,915,353
February 2023	861.25	737.00	106,635	862.50	735.55	1,861,587
March 2023	828.65	742.50	403,549	827.90	742.00	791,203

Share Price Performance as compared with Performance index of National Stock Exchange of India Limited and BSE Limited:

Month	BSE Limited (S&P BSE Sensex)		National Stock Exchange of India Limited (Nifty)	
	High Price	Low Price	High Price	Low Price
April 2022	60,845.10	56,009.07	18,114.65	16,824.70
May 2022	57,184.21	52,632.48	17,132.85	15,735.75
June 2022	56,432.65	50,921.22	16,793.85	15,183.40
July 2022	57,619.27	52,094.25	17,172.80	15,511.05
August 2022	60,411.20	57,367.47	17,992.20	17,154.80
September 2022	60,676.12	56,147.23	18,096.15	16,747.70
October 2022	60,786.70	56,683.40	18,022.80	16,855.55

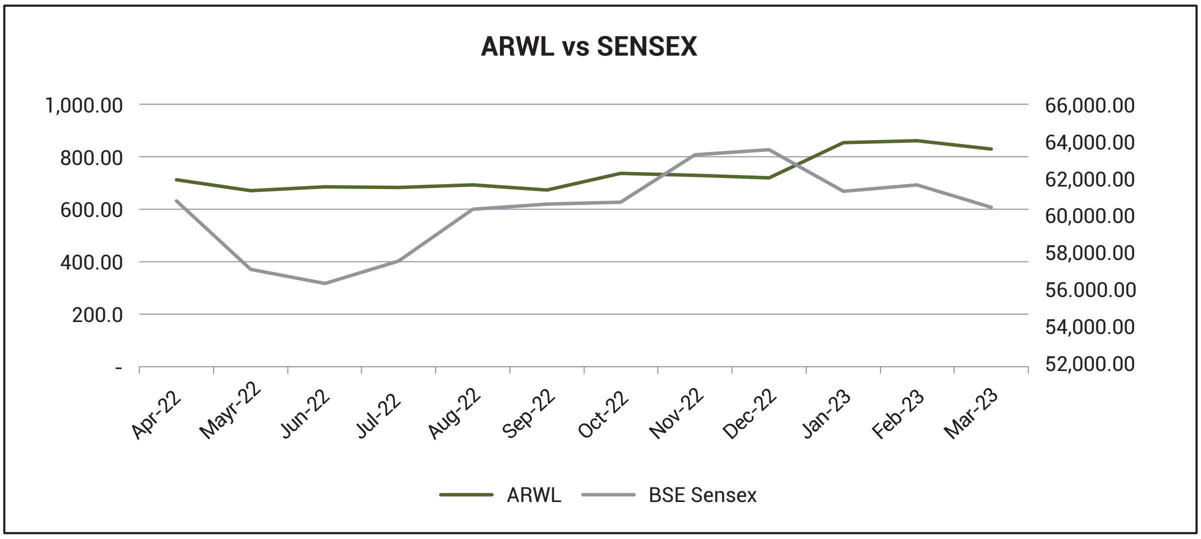
Corporate Governance Report (Contd.)

Month	BSE Limited (S&P BSE Sensex)		National Stock Exchange of India Limited (Nifty)	
	High Price	Low Price	High Price	Low Price
November 2022	63,303.01	60,425.47	18,816.05	17,959.20
December 2022	63,583.07	59,754.10	18,887.60	17,774.25
January 2023	61,343.96	58,699.20	18,251.95	17,405.55
February 2023	61,682.25	58,795.97	18,134.75	17,255.20
March 2023	60,498.48	57,084.91	17,799.95	16,828.35

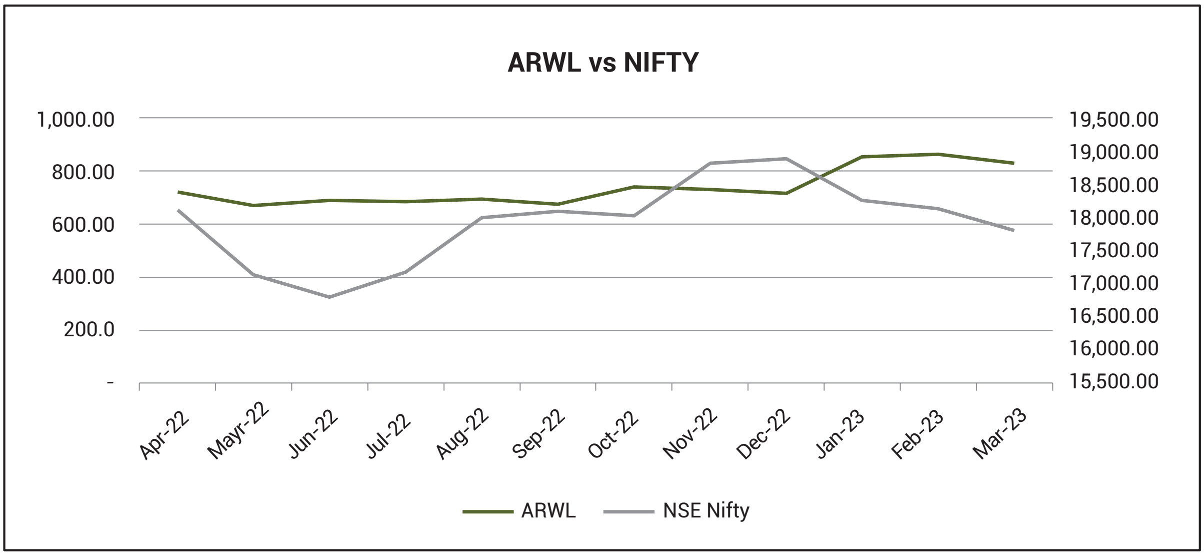
STOCK PERFORMANCE vs S&P BSE 500 AND NSE NIFTY 500

The Chart below plots the monthly high price of the equity shares of the Company versus the BSE-Sensex and NSE Nifty 50 for the financial year ended March 31, 2023

a. **The performance of your company's shares relative to the BSE –Sensex index is given in the chart below:**



b. **The performance of your company's shares relative to the NSE – Nifty 50 index is given in the chart below:**



h. **Registrars and Share Transfer Agents**

Link Intime India Private Limited
C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai 400083
Telephone: 91 22 4918 6000
Email: rnt.helpdesk@linkintime.com Website: www.linkintime.co.in

i. **Share Transfer System**

Share Transfer and related operations for the Company are processed by the Company's RTA viz. Link Intime India Private Limited.

The Registrars and Share Transfer Agent have put in place an appropriate Share Transfer system to ensure timely share transfers. Share transfers are registered and returned in the normal course within an average period of 30 days from the date of receipt, if the documents are clear in all respects. Requests for dematerialisation of shares are processed and confirmation is given to the respective depositories i.e. NSDL and CDSL within 21 days.

j. **Distribution of shareholding:**

a) **Distribution of shareholding by Size as on March 31, 2023**

Distribution of shareholding as on March 31, 2023 No. of Shares	No. of Holders	% of Total	No. of Shares	Percentage to Total Holder
1 - 500	34,424	95.82	1,386,636	3.3262
501 – 1,000	537	1.49	400,039	0.9596
1,001 – 2,000	360	1.00	529,140	1.2693
2,001 – 3,000	111	0.31	280,586	0.6731
3,001 – 4,000	84	0.23	294,925	0.7075
4,001 – 5,000	55	0.15	252,698	0.6062
5,001 – 10,000	127	0.35	934,110	2.2407
10,001 – 99,999,999,999	227	0.63	37,610,113	90.2175
Total	**35,925**	**100.00**	**41,688,247**	**100.00**

b) **Shareholding pattern by Ownership as on March 31, 2023:**

Sr. no.	Ownership	No. of Shares held	Percentage of Holding
A.	**Promoter and Promoter Group Shareholders**		
1.	Promoter	16,629,525	39.28
2.	Promoters Group	3,688,981	8.86
	Total A	**20,318,506**	**48.74**
B.	**Public Shareholders**		
1.	Public	9,813,776	23.54
2.	Mutual Funds	4,111,732	9.86
3.	Other Bodies Corporate	3,180,333	7.63
4.	Trusts	1,779,791	4.27
5.	Other than promoter director/KMP and relatives	1,152,405	2.76
6.	Foreign Portfolio Investors (Corporate)	711,360	1.71
7.	Non-Resident Indians (including Non Repatriable)	392,014	0.94
8.	Hindu Undivided Family	119,402	0.29
9.	Alternate Invst Funds	52,562	0.12
10.	Body Corporate - Limited Liability Partnership	27,309	0.07
11.	Clearing Members	29,001	0.07
12.	NBFCs registered with RBI	56	0.00
	Total B	**21,369,741**	**51.26**
	Grand Total	**41,688,247**	**100.00**

c) **Shareholding –Top 10 Shareholders as on March 31, 2023:**

Sr. No	Name	No of Shares held	Percentage of Holding
1	ANAND RATHI FINANCIAL SERVICES LIMITED	8,331,123	19.98
2	ANAND RATHI	6,396,590	15.34
3	PRADEEP KUMAR GUPTA	1,902,012	4.56
4	PRITI PRADEEP GUPTA	1,162,500	2.79
5	SUPRIYA RATHI	1,125,000	2.70
6	DSP SMALL CAP FUND	823,417	1.98
7	FEROZE AZEEZ	781,230	1.87
8	FEROZE AZEEZ TRUST	774,920	1.86
9	ECHJAY INDUSTRIES PRIVATE LIMITED	760,821	1.83
10	PRADEEP KUMAR GUPTA HUF	750,000	1.80

k. Dematerialisation of shares and liquidity

Break-up of shared held in physical and dematerialised form as on March 31, 2023 is as follows:

Shareholding	2022-23	
	No. of Shares	% of Total
Physical	1	0.00
Demat Segment:		
NSDL	9,384,795	22.51
CDSL	32,303,451	77.49
Total	**41,688,246**	**100.00**

The equity shares of the Company are liquid and traded on BSE Limited and National Stock Exchange of India Limited. The Company has executed agreements with both NSDL and CDSL for dematerialisation of its shares.

ISIN numbers in NSDL and CDSL for equity shares	INE463V01026

l. Outstanding global depository receipts or american depository receipts or warrants or any convertible instruments, conversion date and likely impact on equity;

The Company has not issued any ADRs/GDRs/ Warrants or any Convertible instruments.

m. Foreign Exchange Risk and Hedging activities: Nil

n. Plant Location:

The Company is in the business of Mutual Fund Distribution, therefore, it does not have any manufacturing plants.

o. Address for members' correspondence

Members are requested to correspond with the Registrars and Share Transfer Agents at the below given address on all matters relating to transfer/ dematerialisation of shares, payment of dividend and any other query relating to Equity Shares of the Company.

Compliance Officer:
Mr Nitesh Tanwar, Company Secretary
Anand Rathi Wealth Limited
Express Zone, A Wing, 10th Floor, Western Express Highway, Goregaon (E), Mumbai 400063.
Tel: +91-22-6281 7000
Website: https://anandrathiwealth.in
Email: csarwsl@rathi.com

Investor Relations Officer:
Mr Rajesh Bhutara
Anand Rathi Wealth Limited
Express Zone, A Wing, 10th Floor, Western Express Highway, Goregaon (E), Mumbai 400063.
Tel: +91-22-6281 7000
Website: https://anandrathiwealth.in
Email:- rajeshbhutra@rathi.com

Mr Vishal Sanghvi
Anand Rathi Wealth Limited
Express Zone, A Wing, 10th Floor, Western Express Highway, Goregaon (E), Mumbai 400063.
Tel: +91-22-6281 7000
Website: https://anandrathiwealth.in
Email:- vishalsanghavi@rathi.com

p. List of all credit ratings obtained by the entity along with any revisions thereto during the

in line with the amendments made from time to time, is placed on the website of the Company at https://anandrathiwealth.in/Investorrelations.php

g) **Commodity Price risks and Hedging Activities:**

Company is not dealing in Commodity Trading, so Price risks and hedging activities are not applicable to Company.

h) **Details of Utilisation of funds:**

The Company has not raised any funds through preferential allotment or Qualified Institutional Placement as specified under Regulation 32 (7A).

i) **Certificate from a Practicing Company Secretary on non-disqualification of Directors:**

The Company has obtained a Certificate from M/s. Dharmesh Bohra & Associates, Company Secretaries, Mumbai to the effect that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by SEBI / Ministry of Corporate Affairs or any such statutory authority (Refer Annexure - 1).

j) **Recommendations of the Committees:**

All recommendations of the committees have been considered by the Board of Directors, from time to time, while arriving at any decision, and there has been no instance during the year under review, where any such recommendation which is mandatory in nature has not been abide with.

k) **Total Fees to Statutory Auditors for 2022-23**

The total fees for 2022-23, payable by the Company and its subsidiary companies to the Statutory Auditors i.e. M/s. Kkc & associates LLP and Company and all the entities in the network firm of which the statutory auditor is a part, is ` **5,081,900/-**

l) **Disclosure in relation to The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013**

The Company has constituted Internal Complaints Committee (ICC) to consider and resolve all sexual harassment complaints. The Constitution of ICC is as per Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

The details of number of complaints filed and resolved during the Financial Year is as follows:

Number of complaints filed during the FY	Nil
Number of complaints disposed of during the FY	Nil
Number of complaints pending as on the end of the FY	Nil

m) **Loans and advances by the Company and Its Subsidiaries**

Loans and advances forms part of the related party disclosures in the notes to the financial statements for the financial year ended March 31, 2023.

n) **Details of material subsidiaries of the listed entity; including the date and place of incorporation and the name and date of appointment of the statutory auditors of such subsidiaries.**

Sl. No.	Name of Material Subsidiary	Date & Place of Incorporation	Name & date of appointment of Statutory Auditor
1	AR Digital Wealth Private Limited	February 14, 1996 & Mumbai, Maharashtra	M/s Bagaria & Co. LLP July 15, 2021 for period of 5 years)

9. NON-COMPLIANCE OF ANY REQUIREMENT OF CORPORATE GOVERNANCE REPORT OF SUB-PARAS (2) TO (10) ABOVE, WITH REASONS THEREOF SHALL BE DISCLOSED.

There have been no instances of non-compliance of any requirements of the Corporate Governance as prescribed by SEBI Listing Regulations.

10. THE DISCLOSURES OF THE COMPLIANCE WITH CORPORATE GOVERNANCE REQUIREMENTS SPECIFIED IN REGULATION 17 TO 27 AND CLAUSES (B) TO (I) OF SUB-REGULATION (2) OF REGULATION 46 SHALL BE MADE IN THE SECTION ON CORPORATE GOVERNANCE OF THE ANNUAL REPORT.

The Company has complied with the Corporate Governance requirements specified in Regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of the SEBI Listing Regulations and paras (2) to (10) mentioned in part 'C' of Schedule V of the Listing Regulations during the year under review.

Corporate Governance Report (Contd.)

CODE OF CONDUCT

The Board of Directors has laid down a Code of Conduct, which is applicable to all Directors and Senior Management personnel of the Company. The Code has also been posted on the website of the Company.

All Board Members and Senior Management Executives have affirmed compliance with the Code of Conduct for the Financial Year 2022-23. An annual declaration signed by the Executive Director & Chief Executive Officer of the Company affirming compliance to the Code by the Board of Directors and the Senior Management forms part of the report. The Code of Conduct is placed on the website of the Company https://anandrathiwealth.in/Investorrelations.php

CEO/ CFO CERTIFICATION

In compliance with Regulation 17(8) of the SEBI Listing Regulations, a certificate from Chief Executive Officer and Chief Financial Officer of the Company to the Board of Directors as specified in Part B of Schedule II of the said regulations forms part of the report (Refer Annexure - 2).

For and on behalf of Board of Directors

Sd/-

Place: Mumbai
Date: April 12, 2023

Mr Anand Rathi
DIN: 00112853

DECLARATION BY THE EXECUTIVE DIRECTOR & CEO UNDER REGULATION 34(3) READ WITH PART D OF SCHEDULE V THE SEBI LISTING REGULATIONS

To,

The Members of

Anand Rathi Wealth Limited

I hereby declare that all the Board Members and the Senior Management Personnel of the Company have affirmed compliance with the Code of Conduct of the Company for the year ended March 31, 2023.

For **Anand Rathi Wealth Limited**

Sd/-

Place: Mumbai
Date: April 12, 2023

Mr Rakesh Rawal
Whole-time Director & CEO

Annexure – 1

Certificate on 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 ("SEBI Listing Regulations")

To,
The Members,
Anand Rathi Wealth Limited,
Express Zone, A Wing, 10th Floor,
Western Express Highway, Goregaon (E),
Mumbai – 400 063

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Anand Rathi Wealth Limited, having CIN L67120MH1995PLC086696 and having registered office at Express Zone, A Wing, 10th Floor, Western Express Highway, Goregaon (E), Mumbai – 400 063 (formerly known as "Anand Rathi Wealth Services Limited" and hereinafter called 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 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 on the portal of Ministry of Corporate Affairs ("MCA") at 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 statutory authority:

Sl. No.	Name of Directors	DIN	Date of Appointment
1.	Mr Anand Rathi	00112853	March 18, 2005
2.	Mr Pradeep Kumar Gupta	00040117	March 18, 2005
3.	Mr Rakesh Rawal	02839168	March 01, 2017
4.	Mr Mohan Vasant Tanksale	02971181	February 06, 2018
5.	Mr Ramesh Chandak	00026581	March 15, 2018
6.	Mr Kishan Gopal Somani	00014648	March 15, 2018
7.	Mrs Sudha Pravin Navandar	02804964	March 15, 2018

**Note – Date of appointment of all the directors are original date of appointment as per MCA records.*

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

For and on behalf of
Dharmesh Bohra & Associates
Company Secretaries

Sd/-
Shruti Somani
Partner
C.P. No. 22487
UDIN: A049773E000066636

Place: Mumbai
Date: April 12, 2023

Annexure – 2

Certification by CEO and CFO under Regulation 17(8) of SEBI Listing Regulations

To,
The Board of Directors,
Anand Rathi Wealth Limited

We have reviewed the financial statements and the cash flow statement of Anand Rathi Wealth Limited for the year ended March 31, 2023 and that to the best of our knowledge and belief:

(a) (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

(ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing Accounting Standards, applicable laws and regulations.

(b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.

(c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take for rectifying these deficiencies.

(d) We have indicated to the Auditors and the Audit Committee that during the year under reference:

(i) There have not been any significant changes in internal control over financial reporting;

(ii) There have not been any significant changes in accounting policies made during the year except that mandated under the Companies Act 2013 read with Rule 3 of the Companies (Indian Accounting Standard) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016; and

(iii) There have not been any instances of significant fraud of which we have become aware of and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Mr Rakesh Rawal
Whole-time Director & Chief Executive Officer

Mr Rajesh Bhutara
Chief Financial Officer

Place: Mumbai
Date: April 12, 2023

Business Responsibility & Sustainability Report 2022-23

INTRODUCTION

Anand Rathi Wealth Limited ('the Company' or 'ÁRWL'), registered AMFI as a Mutual Fund Distributor, has, since 2002, been in the business of Private Wealth, catering to high and ultra-high net worth individuals (HNIs & UHNIs). Since December 2021, the Company has been listed on the National Stock Exchange of India Limited and BSE Limited.

Our Vision: To be a leader in investment strategy, provide innovative financial solutions & be the first choice for clients and employees.

Our Mission: We are client-centric, with a clear focus on providing long-term value addition to clients, while maintaining the highest standards of excellence, ethics & professionalism.

SEBI has, vide its Gazette Notification dated May 05, 2021, and Circular dated May 10, 2021, mandated the top 1000 listed entities to disclose their performance against the nine principles of the 'National Guidelines on Responsible Business Conduct' (NGBRCs) in '**Business Responsibility and Sustainability Report**' from the financial year 2022-23.

Therefore, the Company has prepared the Business Responsibility and Sustainability Report for 2022-23.

SECTION A GENERAL DISCLOSURES

I Details of the listed entity:

Sr. No.	Particulars	Details
1.	Corporate Identity Number (CIN)	L67120MH1995PLC086696
2.	Name of the listed entity	ANAND RATHI WEALTH LIMITED
3.	Year of incorporation	1995 (Date of Incorporation: March 22, 1995)
4.	Registered office address	Express Zone, A Wing, 10th Floor, Western Express Highway, Goregaon (E), Mumbai - 400063
5.	Corporate address	Floor No. 2 & 3, Block B & C, E-wing, Trade Link, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai - 400013
6.	E-mail	csarwsl@rathi.com
7.	Telephone	022-62817000
8.	Website	https://anandrathiwealth.in
9.	Financial year (FY) for which reporting is being done	Financial year 2022-23
10.	Name of the Stock Exchange(s) where shares are listed	a. National Stock Exchange of India Limited (NSE) b. BSE Limited (BSE)
11.	Paid-up Capital	` 208,441,235/- comprising 4,16,88,247 equity shares of ` 5/- each (As on March 31, 2023)
12.	Name and contact details (telephone, email address) of the person who may be contacted in case of any queries on the BRSR report	Mr Nitesh Tanwar Company Secretary and Compliance Officer E-mail address: niteshtanwar@rathi.com Telephone No.: 022 6981 5400
13.	Reporting boundary - Are the disclosures under this report made on a standalone basis (i.e. only for the entity) or on a consolidated basis (i.e. for the entity and all the entities which form a part of its consolidated financial statements, taken together).	Disclosures made in this report are on a standalone basis and pertain to the Company only.

II Products / Services

14. Details of business activities (accounting for 90% of the turnover):

Description of Main Activity	Description of Business Activity	% of Turnover of the Entity
Financial and Insurance Service	Other Financial Services - Mutual Fund Distributors	100.00%

Other financial service

IV Employees

18. Details as at the end of Financial Year:

a. Employees and workers (including differently abled):

	Sr. No.	Particulars	Total (A)	Male		Female	
				No. (B)	% (B / A)	No. (C)	% (C / A)
Employees	1.	Permanent (D)	834	545	65%	289	35%
	2.	Other than Permanent (E)	0	0	0%	0	0%
	3.	**Total employees (D + E)**	**834**	**545**	**65%**	**289**	**35%**
Workers	4.	Permanent (F)	Not Applicable				
	5.	Other than Permanent (G)					
	6.	**Total workers (F + G)**					

b. Differently abled employees and workers:

	Sr. No.	Particulars	Total (A)	Male		Female	
				No. (B)	% (B / A)	No. (C)	% (C / A)
Employees	1.	Permanent (D)	Not Applicable				
	2.	Other than Permanent (E)					
	3.	**Total employees (D + E)**					
Workers	4.	Permanent (F)	Not Applicable				
	5.	Other than Permanent (G)					
	6.	**Total workers (F + G)**					

* Anand Rathi Wealth Limited doesn't have any differently abled employee or workers.

19. Participation / Inclusion / Representation of women:

	Total (A)	No. and Percentage of Females	
		No. (B)	% (B / A)
Board of Directors$	7	1	14.29%
Key Management Personnel*	3	-	-

$ Includes Whole-time Director & CEO (KMP).

* Key Managerial Personnel means as per section 2(51) of the Companies Act, 2013.

VII 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 the complaint is received	Grievance Redressal Mechanism in place (Yes/No) (If yes, then provide weblink for grievance redressal policy)	2022-23 Current Financial Year			2021-22 Previous Financial Year		
		Number of complaints filed during the year	Number of complaints with pending resolutions at the close of the year	Remarks	Number of complaints filed during the year	Number of complaints with pending resolution at the end of the year	Remarks
Communities	Yes	Nil	Nil		Nil	Nil	
Investors (other than shareholders)	Yes rnt.helpdesk@linkintime.co.in	Nil	Nil		Nil	Nil	
Shareholders	Yes, the Company offers a means to handle any issues or complaints raised by its shareholders. Link Intime India Private Limited serves as the appointed Share Transfer Registrars / Agents, tasked with addressing shareholder inquiries, requests, and grievances. www.scores.gov.in/admin	3	Nil		Nil	Nil	
Employees and workers	Yes, the Company's Whistleblower Mechanism is accessible to all employees, and there are different ways to communicate concerns through this system, such as utilising an e-mail address or submitting written complaints. These communication channels help address grievances raised (if any) through the Whistleblower Mechanism. http://anandrathiwealth.in wealthpdf/13dec/13VigilMechanismWhistleBlowerPolicy.pdf	Nil	Nil		Nil	Nil	

Stakeholder group from whom the complaint is received	Grievance Redressal Mechanism in place (Yes/No) (If yes, then provide weblink for grievance redressal policy)	2022-23 Current Financial Year			2021-22 Previous Financial Year		
		Number of complaints filed during the year	Number of complaints with pending resolutions at the close of the year	Remarks	Number of complaints filed during the year	Number of complaints with pending resolution at the end of the year	Remarks
Customers	Yes, customers have several ways to express their complaints, which include sending an e-mail or using courier services. clientredressal@rathi.com enquiry@rathi.com support.wm@rathi.com	Nil	Nil		Nil	Nil	
Value Chain Partners	Yes	Nil	Nil		Nil	Nil	
Other (please specify)	Nil	Nil	Nil		Nil	Nil	

24. Overview of the entity's material responsible business conduct issues:

The responsible business conduct and sustainability issues pertaining to environmental and social matters that present a risk or an opportunity to the business, the rationale for identifying the same, approach to adapt or mitigate the risk, along with its financial implications, are indicated below:

Sr. No.	Material issue identified*	Indicate whether risk or opportunity (R / O)	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.	Climate Change	Risk and Opportunity	- The emergence of climate change has created new material risks and heightened reputational risks for businesses. - Huge untapped opportunity as the country builds resilience to climate risk. - A rise in shareholder activism regarding governance practices.	• The investment team of the Company monitors the investee companies' ESG-related factors. • The Company is aligned with the regulatory requirements by adopting a stewardship code. • ARWL remains committed to identifying and pursuing opportunities to minimise its environmental impact. The Company continues to identify and act on opportunities to reduce the impact on the environment.	**Negative:** - Physical and transition risks. **Positive:** - Drives better risk management and value creation.

Sr. No.	Material issue identified*	Indicate whether risk or opportunity (R / O)	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)
2.	Increasing Financial Literacy	Opportunity	Indians follow the conventional mindset of saving money and investing in more secure instruments. However, increasing financial literacy can open up more avenues and give a new investment perspective.	• The Company aims to encourage financial savings and invest more in non-conventional/other instruments.	**Positive:** - Wealth creation for Indian investors. - Businesses can connect with wider audiences. - Can cross sell different products to client and increase the Company's business revenue.
3.	Digitisation	Risk	There is a continuous increase in demand for digital transactions led by low-cost internet data, high smartphone penetration and India's biometric identity card.	• The Company has consistently invested in technology and built a robust digital environment in the organisation to ensure minimum use of paper-based transactions and communications.	**Positive:** - Cost efficient. - Better service to customers.
4.	Date Security and Customer Privacy	Risk	The Company's technology infrastructure is expanding, heightening the risk of privacy breaches and data security.	• The Company has an extensive Information Security Management System in place to protect the systems and safeguard the information to avoid the material financial impact.	**Negative:** - Data breaches can damage the reputation of the Company and lead to litigation and financial risk.
5.	Corporate Governance	Opportunity	The Company emphasises growth with compliance, asset quality with ethical and transparent practices, and makes the required disclosures to all. This includes the regulators and stakeholders, to upkeep their trust and to maintain & improve the reputation and goodwill of the Company.	• The Company takes all efforts to comply with the reviews by regulators, Board, among others, to ensure compliances and succession plans and required discussions / notes are presented at periodical intervals.	**Positive:** - Illustrious Board and transparency of operations will increase confidence in investors and other stakeholders.
6.	Customer Satisfaction	Risk	The Company provides financial products and services to its large client base. Any undesirable customer experience could result in loss of customers or even reputational loss.	• The Company has created a robust platform for the timely identification of customer grievances and resolving them on priority. • The Company caters to customer needs through customer satisfaction surveys to help retain the customer base and provide timely solutions.	**Positive:** - The deeper the satisfaction of a customer, the lower the churn rate, and the higher the brand loyalty. AWRL's goal is to provide hassle-free smooth wealth management experience to its customers.

Sr. No.	Material issue identified*	Indicate whether risk or opportunity (R / O)	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)
7.	Human Capital Development	Risk	- To manage the ability, competency and power of employees within an organisation. - Everything done to recruit, develop, retain, reward and make employees perform better is part of the Company's Talent Management. - A successful Talent Management system, which is well-directed, can take the organisation to a higher level providing a base to foster leadership. - The main objective of the Talent Management process is to hire the best talent for the organisation.	• The Company invests in its employees through training and development programmes, provides competitive compensation and benefits, and fosters a positive work culture.	

SECTION B MANAGEMENT AND PROCESS DISCLOSURES

P1 Businesses should conduct and govern themselves with integrity and in a manner that is ethical, transparent and accountable.

P2 Businesses should provide goods and services in a manner that is sustainable and safe.

P3 Businesses should respect and promote the well-being of all employees, including those in their value chains.

P4 Businesses should respect the interests of and be responsive to all their stakeholders.

P5 Businesses should respect and promote human rights.

P6 Businesses should respect and make efforts to protect and restore the environment.

P7 Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent.

P8 Businesses should promote inclusive growth and equitable development.

P9 Businesses should engage with and provide value to their consumers in a responsible manner.

Disclosure Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
Policy and management processes									
1. a. Whether your entity's policy / policies cover each principle and its core elements of the NGRBCs. (Yes/No)	Y	Y	Y	Y	Y	Y	Y	Y	Y
b. Has the policy been approved by the Board? (Yes/No)	Y	Y	Y	Y	Y	Y	Y	Y	Y
c. Weblink of the Policies, if available	**https://anandrathiwealth.in/Investorrelations.php**								
2. Whether the entity has translated the policy into procedures. (Yes / No)	Y	Y	Y	Y	Y	Y	Y	Y	Y
3. Do the enlisted policies extend to your value chain partners? (Yes/No)	Y	Y	Y	Y	Y	Y	Y	Y	Y
4. Name of the national and international codes / certifications / labels / standards (e.g., Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trustea) standards (e.g. SA 8000, OHSAS, ISO, BIS) adopted by your entity and mapped to each principle.	N	N	N	N	N	N	N	N	N
5. Specific commitments, goals and targets set by the entity with defined timelines, if any.	Y	Y	Y	Y	Y	Y	Y	Y	Y
6. Performance of the entity against the specific commitments, goals and targets along with reasons in case the same are not met.	• The Company acknowledges its responsibility to make a positive impact on communities by pinpointing the main areas of focus and accomplishing these commitments and objectives through investor education initiatives and corporate social responsibility initiatives								

Disclosure Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
	• The Company fosters an inclusive workplace and does not exhibit any form of discrimination towards individuals based on their gender, race/caste, religion/beliefs, disability, marital status, or any other category. Additionally, the Company values hiring individuals based on their merit and qualifications. • The Company is dedicated to reducing the carbon footprint.								
Governance, leadership and oversight									
7. Statement by the Director responsible for the Business Responsibility Report, highlighting ESG-related challenges, targets and achievements.	ARWL recognises that sustainability objectives are integral to its financial objectives and has therefore integrated ESG factors into its business decisions and operations. The Company is dedicated to implementing a robust ESG strategy in collaboration with all stakeholders.								
8. Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy (ies).	Mr Rakesh Rawal – Whole-Time Director & CEO 022-62817003, rakeshrwal@rathi.com								
9. Does the entity have a specified Committee of the Board / Director responsible for decision-making on sustainability related issues? (Yes / No). If yes, provide details.	1. Mr Rakesh Rawal – Whole-Time Director & CEO 022-62817003, rakeshrwal@rathi.com 2. Mr Rajesh Bhutara – Chief Financial Officer 022-62817003, rajeshbhutara@rathi.com								

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)								
	P1	P2	P3	P4	P5	P6	P7	P8	P9	P1	P2	P3	P4	P5	P6	P7	P8	P9
Performance against above policies and follow-up action	The Board of Directors, its committees meet periodically for evaluating the performance of the Company on various aspects including NGRBC Principles to the extent applicable.																	
Compliance with statutory requirements of relevance to the principles, and rectification of any non-compliances	The Company complies with statutory requirements of relevance to the principle and also ensures rectification of any non-compliance.									Quarterly								

11. Has the entity carried out independent assessment / evaluation of the working of its policies by an external agency? (Yes/No). If yes, provide name of the agency.	P1	P2	P3	P4	P5	P6	P7	P8	P9
	Evaluation is a continuous process and the Company's senior management regularly reviews the policy.								

12. If answer to question (1) above is "No" i.e. not all Principles are covered by a policy, reasons to be stated:

Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
The entity does not consider the Principles material to its business (Yes/No)	**Not Applicable**								
The entity is not at a stage where it is in a position to formulate and implement the policies on specified principles (Yes/No)									
The entity does not have the financial or / human and technical resources available for the task (Yes/No)									
It is planned to be done in the next financial year (Yes/No)									
Any other reason (please specify)									

SECTION C PRINCIPLE-WISE PERFORMANCE DISCLOSURE

This section is aimed at helping entities demonstrate their performance in integrating the Principles and Core Elements with key processes and decisions. The information sought is categorised as 'Essential' and 'Leadership'. While the essential indicators are expected to be disclosed by every entity mandated to file this report, the Leadership indicators may be voluntarily disclosed by entities that aspire to progress to a higher level in their quest to be socially, environmentally and ethically responsible.

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 training and awareness programmes held	Topics / principles covered under the training and its impact	% age of persons in respective category covered by the awareness programmes
Board of Directors (BoD)	At the time of appointment of a new independent Director, the Company arranges a meeting to familiarise Independent Director about business operation of the Company. The Company makes presentation in Board and Committee meetings to familiarise independent director & non-executive directors with the strategy, financial performance, overview of business operation and regulatory compliances During the year, the independent directors of the Company spent an average of Two (2) Man hours on various familiarisation programmes. For more details, please refer to the link below: https://anandrathiwealth.in/wealthpdf/23march/familarizationofProgrammeofIDs-2022-23.pdf		100%
Key Managerial Personnel (KMP)	1	Insider Trading	100%
Employee other than BoD and KMPs	1	Awareness of POSH Act	63%
Workers	Not Applicable		

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 BASED ON MATERIALITY AS SPECIFIED IN REGULATION 30 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE OBLIGATIONS) REGULATIONS, 2015 AND AS DISCLOSED ON THE ENTITY'S WEBSITE):

Monetary	NGRBC Principle	Name of the regulatory / enforcement agencies / judicial institutions	Amount (in `)	Brief of the Case	Has an appeal been preferred? (Yes/No)
Penalty / Fine	Nil				
Settlement					
Compounding Fee					

Non-Monetary	NGRBC Principle	Name of the regulatory / enforcement agencies / judicial institutions	Brief of the Case	Has an appeal been preferred? (Yes/No)
Imprisonment	Nil			
Punishment				

Note: No fines / penalties / punishments / award / compounding fees / settlement amount were paid in 2022-23

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 → Not Applicable ← Name of the regulatory / enforcement agencies / judicial institutions

4. DOES THE ENTITY HAVE AN ANTI-CORRUPTION OR ANTI-BRIBERY POLICY? IF YES, PROVIDE DETAILS IN BRIEF AND IF AVAILABLE, PROVIDE A WEBLINK TO THE POLICY.

The Company strictly follows ethical practices and complies with applicable laws, rules, and regulations. It has implemented an anti-corruption and bribery policy that serves as a guiding principle for all Directors and Employees at every level within the organisation. Additionally, the Company has established appropriate control systems to address issues in line with the policy's principles which help the Company to act in accordance with highest standard of personal and professional integrity, honesty and ethical conduct in the discharge of duties and promote professionalism in the Company

5. NUMBER OF DIRECTORS / KMPS / EMPLOYEES / WORKERS AGAINST WHOM DISCIPLINARY ACTION WAS TAKEN BY ANY LAW ENFORCEMENT AGENCY FOR THE CHARGES OF BRIBERY / CORRUPTION:

		Directors	KMPs	Employees	Workers
2022–23 (Current Financial Year)	Number	Nil	Nil	Nil	Nil
	Remarks	-	-	-	-
2021–22 (Previous Financial Year)	Number	Nil	Nil	Nil	Nil
	Remarks	-	-	-	-

6. DETAILS OF COMPLAINTS WITH REGARD TO CONFLICT OF INTEREST:

	2022–23 (Current Financial Year)		2021–22 (Previous Financial Year)	
	Number	Remarks	Number	Remarks
Number of complaints received in relation to issues of Conflict of Interest of the Directors	Nil	N.A.	Nil	N.A.
Number of complaints received in relation to issues of Conflict of Interest of the KMPs				

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 training	% age of value chain partners covered (by value of business done with such partners) under the awareness programmes
No initiatives were undertaken in 2022-23	No initiatives were undertaken in 2022-23	No initiatives were undertaken in 2022-23

2. **DOES THE ENTITY HAVE PROCESSES IN PLACE TO AVOID / MANAGE CONFLICT OF INTERESTS INVOLVING MEMBERS OF THE BOARD? (YES/NO) IF YES, PROVIDE DETAILS OF THE SAME. : YES**

The Company's Code of Conduct for the Board of Directors and Senior Management Personnel mandates that the Directors and Senior Management should avoid getting involved in any business, relationship, or activity that could create an unfavorable Conflict of Interest with the interests of the Company.

The Company has obtained disclosures from its Directors under Sections 149 and 184 of the Companies Act, 2013, which includes information on any entities where the director has an interest or concern and their shareholding, if applicable. As per the Company's Policy on materiality of related party transactions and dealing with related party transactions, any entity where the director holds an interest or concern are considered related parties of the Company. The Company's Committee/Board takes necessary approvals before entering into transactions with such related parties.

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 PRODUCTS AND PROCESSES TO TOTAL R&D AND CAPEX INVESTMENTS MADE BY THE ENTITY, RESPECTIVELY.**

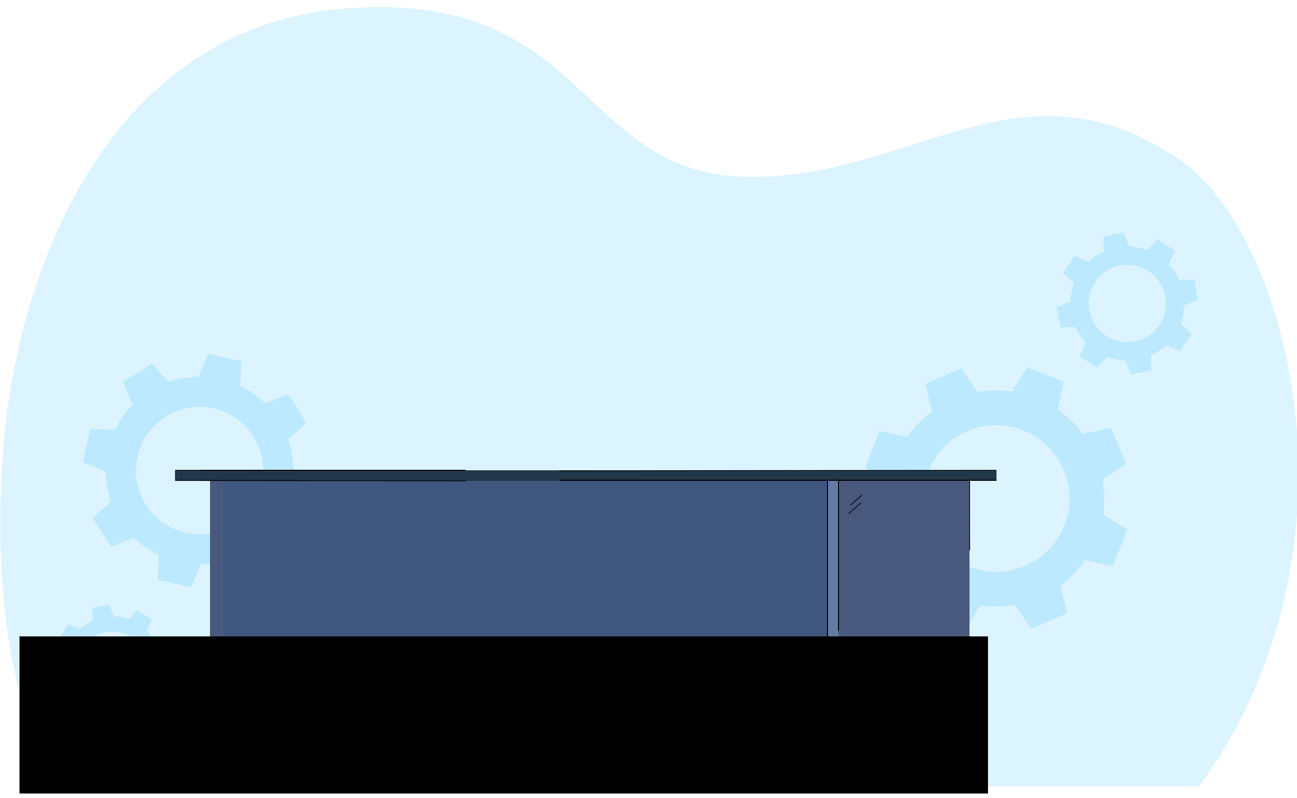
	Current Financial Year	Previous Financial Year	Details of improvements in environmental and social impacts
R&D spent	Refer note below		
CAPEX			

Note: Since the Company's primary business is Distribution of mutual funds and financial products, only capital investments in information technology are relevant. During the year, the Company invested ` 184.46 Lakhs in the upliftment of technology, which was 11.11% of CAPEX in Information Technologies.

2. a. **Does the entity have procedures in place for sustainable sourcing? (Yes/No): No**

   b. **If yes, what percentage of inputs were sourced sustainably?**

Leadership Indicators



PRINCIPLE 3

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

Essential Indicators

1.

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

Category	Total (A)	% of employees covered by									
		Health Insurance		Accident Insurance		Maternity Benefits		Paternity Benefits		Day Care Facilities	
		Number (B)	% (B/A)	Number (C)	% (C/A)	Number (D)	% (D/A)	Number (E)	% (E/A)	Number (F)	% (F/A)
Permanent Employees											
Male	545	545	100%	545	100%	NA	NA	NA	NA	NA	NA
Female	289	289	100%	289	100%	289	100%	NA	NA	NA	NA
Total	**834**	**834**	**-**	**834**	**-**	**289**	**-**	**NA**	**NA**	**NA**	**NA**
Other than Permanent Employees											
Male	Not Applicable										
Female											
Total											

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

Not Applicable

2. DETAILS OF RETIREMENT BENEFITS FOR THE CURRENT FINANCIAL YEAR AND PREVIOUS FINANCIAL YEAR.

Benefits	2022-23 Current Financial Year			2021-22 Previous Financial Year		
	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/NA)	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/NA)
PF	88.13%	NA	Yes	90.24%	NA	Yes
Gratuity	100%	NA	NA	100%	NA	NA
ESI	5.99%	NA	NA	7.11%	NA	NA
Others	-	-	-	-	-	-

7. MEMBERSHIP OF EMPLOYEES AND WORKERS IN ASSOCIATION(S) OR UNIONS RECOGNISED BY THE LISTED ENTITY:

Category	2022-23 Current Financial Year			2021-22 Previous Financial Year		
	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)	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)
Total Permanent Employees						
- Male	Although ARWL does not have a labour union, the Company recognises and respects the employees' right to engage in peaceful association and collective bargaining. Furthermore, the Company fosters open communication and direct engagement between management and employees, promoting a healthy working environment.					
- Female						
Total Permanent Workers						
- Male						
- Female						

8. DETAILS OF TRAINING GIVEN TO EMPLOYEES AND WORKERS:

9. DETAILS OF PERFORMANCE AND CAREER DEVELOPMENT REVIEWS OF EMPLOYEES AND WORKERS:

Category	2022-23 Current Financial Year			2021-22 Previous Financial Year		
	Total (A)	No. (B)	% (B/A)	Total (C)	No. (D)	% (D/C)
Employees						
- Male	545	291	53%	451	223	49%
- Female	289	179	62%	272	163	60%
Total	**834**	**470**	**56%**	**723**	**386**	**53%**
Workers						
- Male	Not Applicable					
- Female						
Total						

10. HEALTH AND SAFETY MANAGEMENT SYSTEM:

a. Whether an occupational health and safety management system has been implemented by the entity? (Yes/No). If yes, what is the coverage of this system?

ARWL has put in place a system for managing occupational health and safety. The Company's top priority is to provide its employees with a safe and healthy working environment that is suitable for carrying out its duties. The system encompasses all areas that the Company can control or influence and could impact its occupational health and safety performance. To achieve this, the system ensures the following:

i. **Compliance –** The Company complies with all legal and other health and safety requirements.

ii. **Control of Risks –** The Company carefully assesses and reduces risks and hazards related to workplace health and safety.

iii. **Competency –** The Company ensures that all its staff receive adequate orientation and job-specific health and safety training. Employees in crucial positions also receive specialised training in health and safety.

iv. **Collaboration –** The Company lays out an annual plan for execution which involves establishing objectives that require consultation, participation of employees, and engagement with stakeholders as an integral part of the process.

b. What are the processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the entity?

Given the nature of the Company's business, this is not directly applicable. However, hazard identification is a continuous process and is regularly conducted by the identified employees of the Company.

c. Whether you have processes for workers to report the work-related hazards and to remove themselves from such risks. (Yes/No):

Not Applicable

d. Do the employees / workers of the entity have access to non-occupational medical and healthcare services? (Yes/No)

Yes. All of the Company's employees are covered under its health insurance and personal accident policy.

11. DETAILS OF SAFETY-RELATED INCIDENTS:

Safety Incident / Number	Category	2022-23 Current Financial Year	2021-22 Previous Financial Year
Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked)		Nil	
		Not Applicable	
Total recordable work-related injuries		Nil	
		Not Applicable	
No. of fatalities		Nil	
		Not Applicable	
High-consequence work-related injury or ill-health (excluding fatalities)		Nil	
		Not Applicable	

12. DESCRIBE THE MEASURES TAKEN BY THE ENTITY TO ENSURE A SAFE AND HEALTHY WORKPLACE.

Acknowledging the significant influence a healthy work environment has on employee motivation, productivity, and overall well-being, the Company has taken substantial measures to ensure that its offices are secure and conducive to good health. These measures include keeping fire safety equipment in good condition through an annual maintenance contract and regularly testing them to ensure their efficacy.

13. NUMBER OF COMPLAINTS ON THE FOLLOWING MADE BY EMPLOYEES AND WORKERS:

	2022-23 Current Financial Year			2021-22 Previous Financial Year		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Health & Safety	Nil			Nil		
Working Conditions	Nil			Nil		

14. ASSESSMENTS FOR THE YEAR:

	% of your plants and offices that were assessed (by the entity or statutory authorities or third parties)
Health and Safety Practices	During 2022-23, ARWL did not assess the offices, however, for the 2023-24, the Company has formed an internal committee for assessing the workplace.

4. DOES THE ENTITY PROVIDE TRANSITION ASSISTANCE PROGRAMMES TO FACILITATE CONTINUED EMPLOYABILITY AND THE MANAGEMENT OF CAREER ENDINGS RESULTING FROM RETIREMENT OR TERMINATION OF EMPLOYMENT?

No

5. DETAILS ON ASSESSMENT OF VALUE CHAIN PARTNERS:

Health and Safety Practices

Working Conditions

These parameters are currently not explicitly assessed or measured.

% of value chain partners (by value of business done with such partners) that were assessed

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 PARTNERS.

Not Applicable.

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.

The Company offers services for distributing mutual funds and financial products, and its stakeholders include a diverse range of groups, such as clients, employees, banks, custodians, business associates, shareholders, regulators, and communities.

The Company endeavours to maintain strong relationships with all of its stakeholder groups, which are identified based on their potential to add value to the Company's business. Following are the key stakeholders identified by the Company:

a. Employees;

b. Clients / Customers;

c. Shareholders;

d. Beneficiaries of CSR Projects; and

e. Regulatory Bodies

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 & Marginalised Group (Yes/No)	Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Other	Frequency of engagement (Annually / Half Yearly / Quarterly / Others	Purpose and scope of engagement including key topics and concerns raised during such engagement
Employees	No	One-on-One interactions, e-mail, senior management meet, internal communication platforms	Quarterly & annually (but also as and when required)	Career development salary and other perquisites, work ethics, policy communication, team building
Clients/ Customers	No	Branch assistance, e-mails, website, advertisements, newspaper and other digital platforms, customer helplines and toll-free numbers, customer satisfaction surveys	Ongoing & need-based	Superior customer service throughout the life cycle
Shareholders	No	Quarterly earnings calls, e-mails, SMS, newspaper, advertisement, notices, website, Annual General Meeting, intimation to stock exchanges, quarter financials and investor meetings / conferences, investor presentations, press releases, annual reports, audio recording of the earnings call, and transcripts, among others	At least quarterly and need-based	To stay abreast of developments in the Company, performance of the Company and the sector, address concerns / grievances
Beneficiaries of CSR Projects	Yes	Partnership with local charities, community visits	Quarterly & Need-based	Monitoring & implementing the CSR projects and activities
Regulatory Bodies	No	E-mails, one-on-one meetings, conference calls, video conferencing, websites	Need-based	Discussions regarding various approvals, circulars, guidelines, suggestions, amendments, among others

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 Company promotes continuous and proactive engagement with its stakeholders to enhance the communication of its performance and strategies. The Board is regularly updated on different developments, and the Directors are requested to provide feedback on these updates.

2. DETAILS OF MINIMUM WAGES PAID TO EMPLOYEES AND WORKERS:

Category	2022-23 Current Financial Year					2021-22 Previous Financial Year				
	Total (A)	Equal to Minimum Wage		More than Minimum Wage		Total (D)	Equal to Minimum Wage		More than Minimum Wage	
		No. (B)	% (B / A)	No. (C)	% (C / A)		No. (E)	% (E / D)	No. (F)	% (F / D)
Employees										
Permanent										
Male	545	46	8.44	499	91.56	451	40	8.87	411	91.13
Female	289	7	2.42	282	97.57	272	9	3.31	263	96.69
Other than Permanent										
Male	-	-	-	-	-	-	-	-	-	-
Female	-	-	-	-	-	-	-	-	-	-
Workers										
Permanent	Not Applicable									
Male										
Female										
Other than Permanent										
Male										
Female										

3. DETAILS OF REMUNERATION / SALARY / WAGES:

Category	Male		Female	
	Number	Median Remuneration / Salary / Wages of Respective Category	Number	Median Remuneration / Salary / Wages of Respective Category
Board of Directors (BoD)				
- Executive Director*	1	50,000,000	-	NA
- Non-Executive Director	2	NA	-	NA
- Independent Director**	3	NA	1	NA
Key Managerial Personnel	3	30,000,000#	-	-
Employees other than BoD and KMP	554	1,000,000	277	700,000
Workers	N.A			

* There is only one Executive Director drawing remuneration.

** The Independent Directors are only paid sitting fees for attending Board or Committee meetings in person or through VC / OAVM.

the remuneration paid to CEO and CFO has been considered while calculating median remuneration for category of Key Managerial Personnel.

Note: Median remuneration is calculated based on cost to the Company as on March 31, 2023 excluding Performance Bonus.

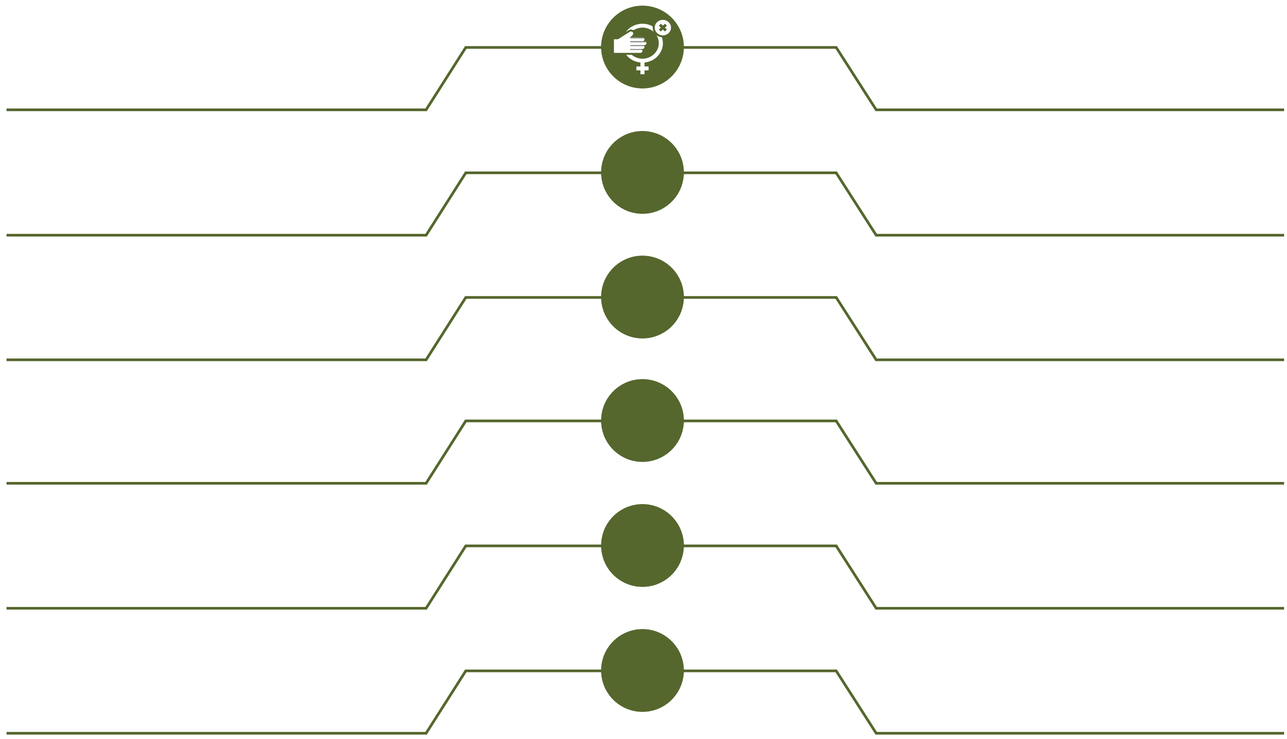
4. DO YOU HAVE A FOCAL POINT (INDIVIDUAL / COMMITTEE) RESPONSIBLE FOR ADDRESSING HUMAN RIGHTS IMPACTS OR ISSUES CAUSED OR CONTRIBUTED TO BY THE BUSINESS? (YES/NO)

Yes. The Company has established policies on Whistleblower protection and the Prevention of Sexual Harassment of Women at the workplace, among others, that address human rights issues and their impact including the promotion of the basic rights and freedoms of individuals. Furthermore, the Company ensures that it does not violate common human rights issues such as discrimination, violence, forced labor, and privacy and freedom of speech violations.

5. DESCRIBE THE INTERNAL MECHANISMS IN PLACE TO REDRESS GRIEVANCES RELATED TO HUMAN RIGHTS ISSUES.

The Company is committed to upholding human rights, promoting non-discrimination among its employees, and providing a redressal mechanism for its key constituents. Its Code of Conduct is designed to respect and promote human rights, and the Company fully complies with all human rights laws and guidelines set forth by the Constitution of India, national laws, and policies. The Company treats all stakeholders and customers with dignity, respect, and understanding.

6. NUMBER OF COMPLAINTS ON THE FOLLOWING MADE BY EMPLOYEES AND WORKERS:



7. MECHANISMS TO PREVENT ADVERSE CONSEQUENCES TO THE COMPLAINANT IN DISCRIMINATION AND HARASSMENT CASES.

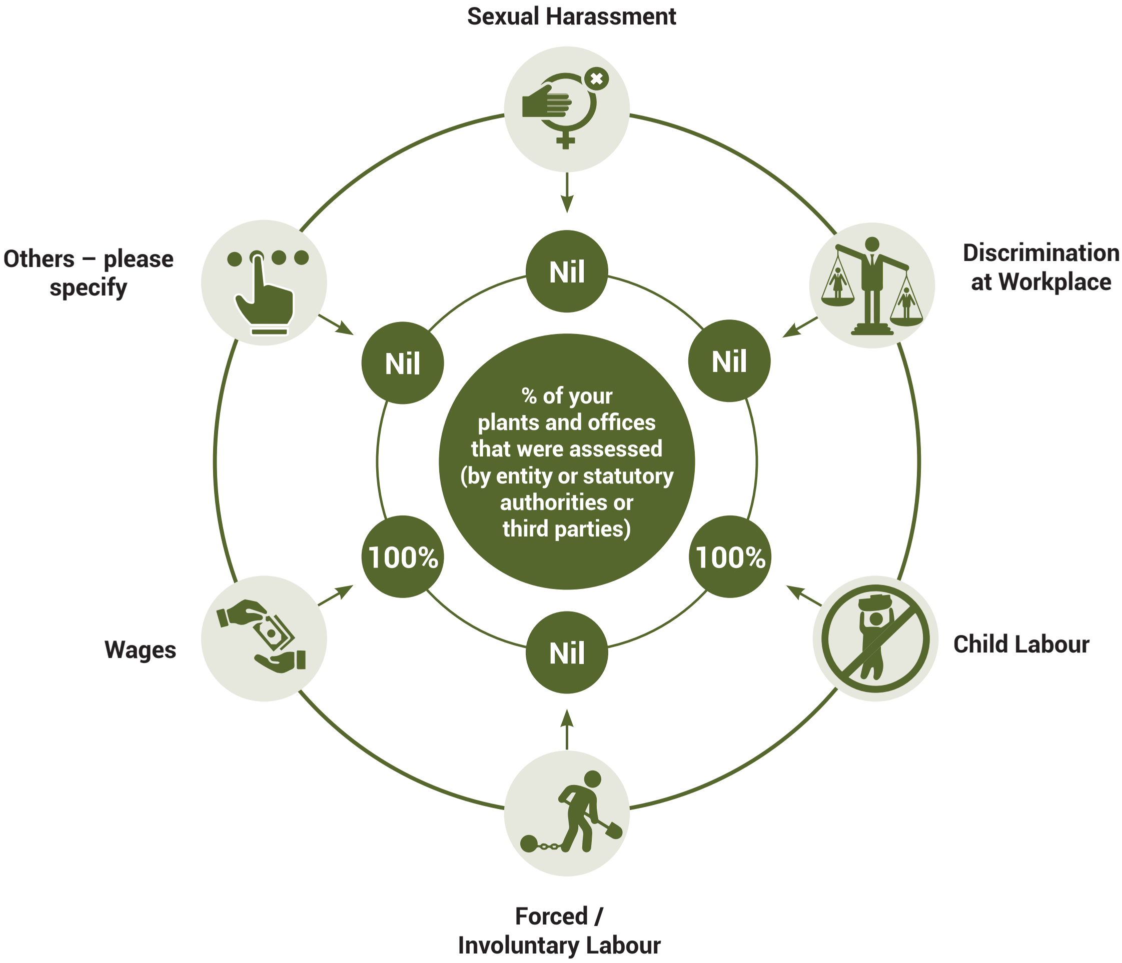
The protection of confidentiality and the well-being of the complainant are ensured by ARWL during the investigation process. The complainant is also subjected to regular follow-ups to ensure that no negative consequences are being imposed.

Moreover, the Company is dedicated to offering fair opportunities to all staff, contractors, and visitors and preventing any discriminatory behaviour. As part of its Policy on Prevention of Sexual Harassment of Women at Workplace, an internal Complaints Committee has been established by the Company. The Committee guarantees that the complainants are safeguarded against any adverse consequences that may occur as a result of reporting complaints, while also preserving the anonymity of the complaints.

8. DO HUMAN RIGHTS REQUIREMENTS FORM PART OF YOUR BUSINESS AGREEMENTS AND CONTRACTS? (YES/NO):

No

9. ASSESSMENTS FOR THE YEAR:



*Note: During 2022-23, ARWL did not assess the offices on certain matters which includes Forced / Involuntary Labour, Sexual Harassment, Discrimination at Workplace. However, for the 2023-24, the Company has formed an internal committee who is assessing the workplace.

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.

To conduct Human Rights due diligence, the assessment of current and possible human rights impacts is undertaken. The findings are then integrated and acted upon, with responses being tracked and communication made regarding the measures taken to address the impacts.

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?

Yes. Please refer question no. 3 under essential indicators of Principle 3 of this report.

4. DETAILS ON ASSESSMENT OF VALUE CHAIN PARTNERS:

Sexual Harassment

Discrimination at Workplace

Child Labour

% of value chain partners (by value of business done with such partners) that were assessed

In all of its dealings, the Company expects its value chain partners to uphold the same values, beliefs, and business ethics as the Company. However, no formal examination of value chain partners was conducted.

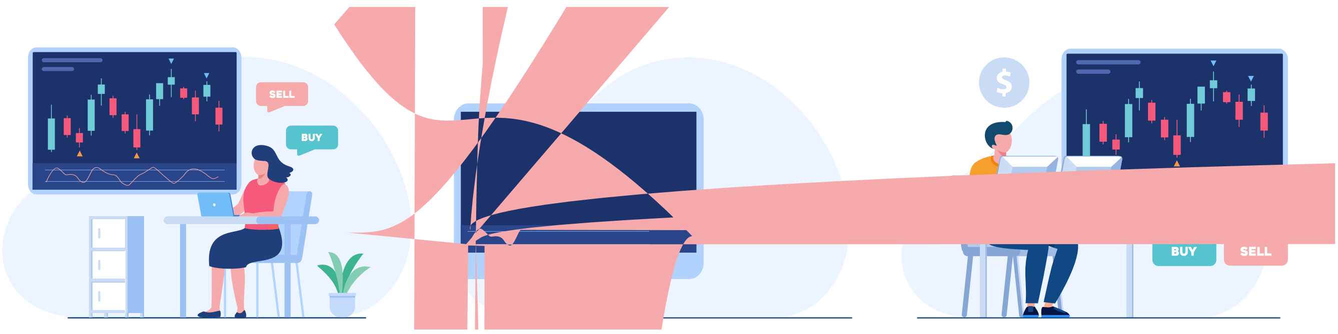
Forced / Involuntary Labour

Wages

Others – please specify

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



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:

2022-23 Previous Financial Year	Parameter	2021-22 Previous Financial Year
2,560.23 GJ	Total electricity consumption (A)	1,740.82 GJ
51.39 GJ	Total fuel consumption (B)	44.76 GJ
-	Energy consumption through other sources (C)	-
2,611.62 GJ	**Total energy consumption (A+B+C)**	1,785.58 GJ
4.85/Crore GJ	**Energy intensity per rupee of turnover** (Total energy consumption / turnover in rupees)	4.37/Crore GJ

Note: Indicate if any independent assessment / evaluation / assurance has been carried out by an external agency? (Yes/No) – No

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? (Y/N) 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, IF ANY.

Not Applicable. The Company doesn't belong to any of the sectors provided under the PAT Scheme.

3. DETAILS OF THE FOLLOWING DISCLOSURES RELATED TO WATER:

Parameter	2022-23 Current Financial Year	2021-22 Previous Financial Year
Water withdrawal by source (in kilolitres)		
(i) Surface water	NA	NA
(ii) Groundwater	NA	NA
(iii) Third party water	1,058.08	549.14
(iv) Seawater / Desalinated water	NA	NA
(v) Others	NA	NA
Total volume of water withdrawal (in kilolitres) (i + ii + iii + iv + v)	1,058.08	549.14
Total volume of water consumption (in kilolitres)	1,058.08	549.14
Water intensity per rupee of turnover (Water consumed / turnover)	1.97/Crore	1.34/Crore

Note: Indicate if any independent assessment / evaluation / assurance has been carried out by an external agency? (Yes/No) – No

4. HAS THE ENTITY IMPLEMENTED A MECHANISM FOR ZERO LIQUID DISCHARGE? IF YES, PROVIDE DETAILS OF ITS COVERAGE AND IMPLEMENTATION.

Not Applicable.

5. DETAILS OF AIR EMISSIONS (OTHER THAN GHG EMISSIONS) BY THE ENTITY:

Parameter	Please Specify Unit	2022-23 Current Financial Year	2021-22 Previous Financial Year
NOx	Not Applicable		
Sox			
Particulate Matter (PM)			
Persistent Organic Pollutants (POP)			
Volatile Organic Compounds (VOC)			
Hazardous Air Pollutants (HAP)			
Others			

Note: Indicate if any independent assessment / evaluation / assurance has been carried out by an external agency? (Yes/No) – No

6. DETAILS OF GREENHOUSE GAS EMISSIONS (SCOPE 1 AND SCOPE 2 EMISSIONS) & ITS INTENSITY:

Parameter	Unit	2022-23 Current Financial Year	2021-22 Previous Financial Year
Total Scope 1 emissions	T CO2e	3.23	2.82
Total Scope 2 emissions	T CO2e	576.05	391.68
Total Scope 1 & 2 emissions	**T CO2e**	**579.29**	**394.50**
Total Scope 1 and Scope 2 emissions per rupee of turnover	**T CO2e**	**1.07/Crore**	**0.96/Crore**

Note: Indicate if any independent assessment / evaluation / assurance has been carried out by an external agency? (Yes/No) – No

7. DOES THE ENTITY HAVE ANY PROJECT RELATED TO REDUCING GREEN HOUSE GAS EMISSION? IF YES, THEN PROVIDE DETAILS.

Not Applicable

8. DETAILS RELATED TO WASTE MANAGEMENT BY THE ENTITY:

Parameter	2022-23 Current Financial Year	2021-22 Previous Financial Year
Total Waste Generated (in metric tonnes)		
Plastic waste **(A)**	Please refer note below	
E-waste **(B)***		
Bio-medical waste **(C)**		
Construction and demolition waste **(D)**		
Battery waste **(E)***		
Radioactive waste **(F)**		
Other Hazardous waste **(G)**		
Other Non-hazardous waste generated **(H)** (Break-up by composition i.e. by materials relevant to the sector)		
Total (A + B + C + D + E + F + G + H)		
For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tonnes)		
Category of waste		
(i) Recycled	NA	
(ii) Re-used		
(iii) Other recovery operations		
Total		
For each category of waste generated, total waste disposed by nature of disposal method (in metric tonnes)		
Category of waste		
(i) Incineration	NA	
(ii) Landfilling		
(iii) Other disposal operations		
Total		

*Note: Battery and E-waste is dumped through recognised vendors

NA - Not Applicable

Note: Indicate if any independent assessment / evaluation / assurance has been carried out by an external agency? (Yes/No) – No

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.

Due to the intangible nature of ARWL's business activities, there are limited opportunities to incorporate recycled materials as processed inputs. Consequently, the Company disposes of waste, including paper and dustbin bags, through the state's municipal authorities, while e-waste is discarded via authorised vendors. In an effort to minimise the usage of plastics in offices and branches, ARWL is actively exploring alternative options. Furthermore, the Company implemented the use of furniture made from recycled materials, which is sourced from authorised suppliers.

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) WHERE ENVIRONMENTAL APPROVALS / CLEARANCES ARE REQUIRED:

Location of operations/offices	Type of operations	Whether the conditions of environmental approval / clearance are being complied with? (Yes/No) If no, the reasons thereof and corrective action taken, if any.
Not Applicable		

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 (Yes / No)	Results communicated in public domain (Yes / No)	Relevant Weblink

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 (YES/NO). IF NOT, PROVIDE DETAILS OF ALL SUCH NON-COMPLIANCES:

Specify the law / regulation / guidelines which was not complied with	Provide details of the non-complaince	Any fines / penalties / action taken by regulatory agencies such as pollution control boards or by courts	Corrective action taken, if any
Not Applicable			

Leadership Indicators

1. BREAK-UP OF THE TOTAL ENERGY CONSUMED (IN JOULES OR MULTIPLES) FROM RENEWABLE AND NON-RENEWABLE SOURCES:

2022-23 Current Financial Year	Parameter	2021-22 Previous Financial Year
-	**From renewable sources**	-
-	Total electricity consumption (A)	-
-	Total fuel consumption (B)	-
-	Energy consumption through other sources (C)	-
-	**Total energy consumed from renewable sources (A+B+C)**	-
-	**From non-renewable sources**	-
2,560.23 GJ	Total electricity consumption (D)	1,740.82 GJ
51.39 GJ	Total fuel consumption (E)	44.76 GJ
-	Energy consumption through other sources (F)	-
2,611.62 GJ	**Total energy consumed from non-renewable sources (D+E+F)**	1,785.58 GJ

Note: Indicate if any independent assessment / evaluation / assurance has been carried out by an external agency? (Yes/No) – No


BUY
SELL

3. WATER WITHDRAWAL, CONSUMPTION AND DISCHARGE IN AREAS OF WATER STRESS (IN KILOLITRES):

Not Applicable

For each facility / plant located in areas of water stress, provide the following information:

(i) Name of the area: Not Applicable

(ii) Nature of operations

(iii) Water withdrawal, consumption and discharge:

Parameter	2022-23 Current Financial Year	2021-22 Previous Financial Year
Water withdrawal by source (in kilolitres)		
(i) Surface water	Not Applicable	
(ii) Groundwater		
(iii) Third party water		
(iv) Seawater / Desalinated water		
(v) Others		
Total volume of water withdrawal (in kilolitres)		
Total volume of water consumption (in kilolitres)		
Water intensity per rupee of turnover (Water consumed / turnover)		
Water intensity (optional) – the relevant metric may be selected by the entity		
Water discharge by destination and level of treatment (in kilolitres)		
(i) Into Surface water	Not Applicable	
- No treatment		
- With treatment – level of treatment		
(ii) Into Groundwater		
- No treatment		
- With treatment – level of treatment		
(iii) Into Seawater		
- No treatment		
- With treatment – level of treatment		
(iv) Sent to third-parties		
- No treatment		
- With treatment – level of treatment		
(v) Others		
- No treatment		
- With treatment – level of treatment		
Total water discharged (in kilolitres)		

Note: Indicate if any independent assessment / evaluation / assurance has been carried out by an external agency? (Yes/No) – NA

4. DETAILS OF TOTAL SCOPE 3 EMISSIONS & ITS INTENSITY:

Parameter	Unit	2022-23 Current Financial Year	2021-22 Previous Financial Year
Total Scope 3 emissions		-	-
Total Scope 3 emissions per rupee of turnover*		-	-

*Note: The Company is mainly focused on providing mutual funds and financial products distribution as a service-based business, while also being aware of the harmful effects of both direct and indirect emissions on the environment. However, Scope 3 emissions are not monitored by the Company.

Note: Indicate if any independent assessment / evaluation / assurance has been carried out by an external agency? (Yes/No) – No

5. WITH RESPECT TO THE ECOLOGICALLY SENSITIVE AREAS REPORTED AT QUESTION 10 OF ESSENTIAL INDICATORS ABOVE, PROVIDE DETAILS OF SIGNIFICANT DIRECT & 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:

Not Applicable.

Sr. No.	Initiative undertaken	Details of the initiative (Weblink, if any, may be provided along with summary)	Outcome of the initiative
Not Applicable			

7. DOES THE ENTITY HAVE A BUSINESS CONTINUITY AND DISASTER MANAGEMENT PLAN?

Yes. The Company has a business continuity strategy and framework in place, which is also compliant with relevant regulatory requirements. ARWL anticipates potential disruptive events and evaluates their likelihood and impact on business operations via business impact analysis. The objective of these measures is to eradicate or reduce any potential disruption to critical business operations.

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 REGARDS?

Not Applicable.

9. PERCENTAGE OF VALUE CHAIN PARTNERS (BY VALUE OF BUSINESS DONE WITH SUCH PARTNERS) THAT WERE ASSESSED FOR ENVIRONMENTAL IMPACTS.

Not Applicable.

PRINCIPLE 7

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

Essential Indicators

1.

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

1 (One)

b. **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 (State / National)
Association of Mutual Funds in India	India

2. **PROVIDE DETAILS OF CORRECTIVE ACTION TAKEN OR UNDERWAY ON ANY ISSUES RELATED TO ANTI-COMPETITIVE CONDUCT BY THE ENTITY, BASED ON ADVERSE ORDERS FROM REGULATORY AUTHORITIES.**

Name of Authority	Brief of the Case	Corrective Action Taken
Not Applicable		

Leadership Indicators

1. **DETAILS OF PUBLIC POLICY POSITIONS ADVOCATED BY THE ENTITY:**

Not Applicable.

Sr. No.	Public Policy advocated	Method resorted for such advocacy	Whether information available in public domain? (Yes / No)	Frequency of review by Board (Annually / Half yearly / Quarterly / Others)	Weblink, if available

The Company is committed to following AMFI guidelines by participating in educational initiatives aimed at educating investors about mutual funds and financial products. Additionally, the Company has utilised AMFI to endorse a variety of reforms related to governance, administration, economics, and education.

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.**

Name and brief details of project	SIA notification no.	Date of notification	Whether conducted by independent external agency (Yes / No)	Results communicated in public domain (Yes / No)	Relevant Weblink
Not Applicable					

2. **INFORMATION ON PROJECT(S) FOR WHICH ONGOING REHABILITATION AND RESETTLEMENT (R&R) IS BEING UNDERTAKEN BY THE COMPANY:**

Name of Project for which R&R is ongoing	State	District	No. of Project Affected Families (PAFs)	% of PAFs covered by R&R	Amounts paid to PAFs in the FY (in `)
Not Applicable					

3. **DESCRIBE THE MECHANISMS TO RECEIVE AND REDRESS GRIEVANCES OF THE COMMUNITY.**

Given the nature of the Company's business, this is not applicable. Also, the Company carries its CSR activities through various implementing agencies.

4. **PERCENTAGE OF INPUT MATERIAL (INPUTS TO TOTAL INPUTS BY VALUE) SOURCED FROM SUPPLIERS:**

2022-23 Current Financial Year	Parameter	2021-22 Previous Financial Year
Not Applicable	Directly sourced from MSMEs / small producers	Not Applicable
	Sourced directly from within the district and neighbouring districts	

*Not applicable taking the nature of business into consideration

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 `)
The Company has conducted CSR activities in different districts or states, but it has not yet taken any initiatives in the aspirational districts.		

3.

(a) Do you have a preferential procurement policy where you give preference to purchase from suppliers comprising marginalised / vulnerable groups?	No. Given, the nature of the Company's business, there are limitations on the purchases made from suppliers.
(b) From which marginalised / vulnerable groups do you procure?	Not Applicable
(c) What percentage of total procurement (by value) does it constitute?	Not Applicable

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 (Yes/No)	Benefit shared (Yes/No)	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:

Sr. No.	CSR Project	No. of persons benefitted from CSR Projects	% of beneficiaries from vulnerable and marginalised groups
1	Contribution towards Corpus for various projects related to Education, Health, Animal welfare, Community & Skill Development, Agriculture & Environment and recognised sports.	-	100

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 clients may lodge their complainants or provide their feedback to below mail ID of the Company:

clientredressal@rathi.com

2. TURNOVER OF PRODUCTS AND / OR SERVICES AS A PERCENTAGE OF TURNOVER FROM ALL PRODUCTS/ SERVICE THAT CARRY INFORMATION ABOUT:

Environmental and social parameters relevant to the product

Safe and responsible usage

Recycling and / or safe disposal

Not Applicable

As a percentage to total turnover

* The Company is engaged in the business of Distribution of Mutual funds and financial products services and earns distribution commissions on a trial basis from asset management companies.

3. NUMBER OF CONSUMER COMPLAINTS IN RESPECT OF THE FOLLOWING:

	2022-23 (Current Financial Year)		Remarks	2021-22 (Previous Financial Year)		Remarks
	Received during the year	Pending resolution at the end of the year		Received during the year	Pending resolution at the end of the year	
Data Privacy	NIL	NA	-	NIL	NA	-
Advertising	NIL	NA	-	NIL	NA	-
Cyber-security	NIL	NA	-	NIL	NA	-
Delivery of Essential Services	NIL	NA	-	NIL	NA	-
Restrictive Trade Practices	NIL	NA	-	NIL	NA	-
Unfair Trade Practices	NIL	NA	-	NIL	NA	-
Other	NIL	NA	-	NIL	NA	-

4. DETAILS OF INSTANCES OF PRODUCT RECALLS ON ACCOUNT OF SAFETY ISSUES:

Voluntary recalls

Forced recalls

Not Applicable

Number

Reasons for recall

5. DOES THE ENTITY HAVE A FRAMEWORK / POLICY ON CYBER SECURITY AND RISKS RELATED TO DATA PRIVACY? (YES/NO) IF AVAILABLE, PROVIDE A WEBLINK OF THE POLICY.

The Company has implemented policies for Information Security (IS) and Cyber Security and Cyber Resilience (CSRP) which are accessible to all employees via the Company's intranet.

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.

Not Applicable

Leadership Indicators

1. CHANNELS / PLATFORMS WHERE INFORMATION ON PRODUCTS AND SERVICES OF THE ENTITY CAN BE ACCESSED (PROVIDE WEBLINK, IF AVAILABLE).

Information relating to products and other services is available on the Company's website,
https://anandrathiwealth.in/pwm.php
https://anandrathiwealth.in/dwm.php

2. STEPS TAKEN TO INFORM AND EDUCATE CONSUMERS ABOUT SAFE AND RESPONSIBLE USAGE OF PRODUCTS AND/OR SERVICES.

The Company complies with all disclosure requirements relating to its products and services, as per AMFI/SEBI guidelines.

3. MECHANISMS IN PLACE TO INFORM CONSUMERS OF ANY RISK OF DISRUPTION / DISCONTINUATION OF ESSENTIAL SERVICES.

In the event of any planned or unplanned disruption of services related to our digital platforms (e.g., website) we promptly inform clients about the cause of the unavailability and provide an estimated time for resolution. Additionally, we proactively notify clients about the availability of alternative channels.

4. DOES THE ENTITY DISPLAY PRODUCT INFORMATION ON THE PRODUCT OVER AND ABOVE WHAT IS MANDATED AS PER LOCAL LAWS? (YES/NO/NOT APPLICABLE) 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/NO)

The Company has always believed in being transparent with its clients by providing all the relevant details. Product communication is done through SMS, mails and other platforms. Further, the product related informations are available on the Company's website as well.

5. INFORMATION RELATING TO DATA BREACHES:

a. The number of instances of data breaches along with impact:	No data breaches were reported during the 2022-23.
b. Percentage of data breaches involving personally identifiable information of customers:	Not Applicable

STANDALONE FINANCIAL STATEMENTS

Independent Auditor's Report

To
The Members of
Anand Rathi Wealth Limited

Report on the audit of the Standalone Financial Statements

OPINION

1. We have audited the accompanying standalone Ind AS financial statements of **Anand Rathi Wealth Limited** ('the Company'), which comprise the standalone balance sheet as at 31 March 2023, and the standalone statement of profit and loss (including other comprehensive income), standalone statement of changes in equity and standalone 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 ('the Standalone Financial Statements').

2. 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 ('Act') in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2023, and its profit and other comprehensive income, changes in equity and its cash flows for the year then ended.

BASIS FOR OPINION

3. 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 Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ('ICAI') together with 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 we have obtained is sufficient and appropriate to provide a basis for our opinion on the Standalone Financial Statements.

KEY AUDIT MATTERS

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

OTHER INFORMATION

5. The Company's Board of Directors are responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the Standalone Financial Statements and our auditors' report thereon. The Other Information is expected to be made available to us after the date of this auditor's report.

6. Our opinion on the Standalone Financial Statements does not cover the other information and we do not express any form of assurance conclusion thereon.

7. In connection with our audit of the Standalone Financial Statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Standalone Financial Statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

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

8. 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 state of affairs, profit and other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian accounting standards ('Ind AS') 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.

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

10. The 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

11. 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.

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

    12.1. 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.

    12.2. 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.

    12.3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Management.

    12.4. Conclude on the appropriateness of the 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.

    12.5. 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.

13. 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.

14. 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.

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

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

16. As required by the Companies (Auditor's Report) Order, 2020 ('the Order'), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the 'Annexure A' a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

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

    17.1. 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.

    17.2. 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.

    17.3. The standalone balance sheet, the standalone statement of profit and loss including other comprehensive income, the statement of changes in equity and the standalone cash flow statement dealt with by this Report are in agreement with the books of account.

    17.4. In our opinion, the aforesaid Standalone Financial Statements comply with the Ind AS specified under Section 133 of the Act.

    17.5. On the basis of the written representations received from the directors as on 31 March 2023 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2023 from being appointed as a director in terms of Section 164(2) of the Act.

    17.6. 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'.

    17.7. In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act.

18. 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:

    18.1. The Company does not have any pending litigations which would impact its financial position.

    18.2. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

    18.3. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

    18.4. The Management has represented, to best of their knowledge and belief, that no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ('Intermediaries'), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ('Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

18.5. The Management has represented, to best of their knowledge and belief, that no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ('Funding Parties'), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ('Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

18.6. Based on such audit procedures, that has been considered reasonable and appropriate in the circumstances, performed by us, nothing has come to our notice that has caused us to believe that the representation under para 18.4 and 18.5 contain any material misstatement.

18.7. In our opinion and according to the information and explanations given to us,

(a) The final dividend paid by the Company during the year, in respect of the same declared for the previous year, is in accordance with Section 123 of the Act to the extent it applies to payment of dividend.

(b) The interim dividend declared and / or paid by the Company during the year byand until the Companydate of this report is in compliance with Section 123 of the Act.

(c) As stated in Note 42 to the standalone financial statements, the Board of Directors of the Company have proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The dividend declared is in accordance with Section 123 of the Act to the extent it applies to declaration of dividend.

18.8 Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 (as amended), provides for the feature of recording of audit trail (edit log) facility in the accounting software used by the Company for maintenance of books of account, which is applicable to the Company from financial year beginning 1 April 2023. The reporting under clause (g) of Rule 11 of Companies (Audit and Auditors) Rules, 2014 would be done from financial year 2023-2024 onwards.

For **KKC & Associates LLP**
Chartered Accountants
(formerly Khimji Kunverji & Co LLP)
Firm Registration Number: 105146W/W100621

Devang Doshi
Partner
ICAI Membership No: 140056
UDIN: 23140056BGZQQD2049
Place: Mumbai
Date: 12 April 2023

Annexure 'A' to the Independent Auditor's Report on the Standalone Financial Statements of Anand Rathi Wealth Limited for the year ended 31 March 2023

(Referred to in paragraph 16 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

i. (a) The Company has maintained proper records showing full particulars including quantitative details and situation of Property, Plant and Equipment ('PPE').

The Company is maintaining proper records showing full particulars of intangible assets.

(b) The Company has a regular programme of physical verification of its PPE by which all PPE are verified in a phased manner over a period of three years. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the programme, certain PPE were physically verified by the Management during the year. In our opinion, and according to the information and explanations given to us, no material discrepancies were noticed on such verification.

(c) In our opinion and 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 all the immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) disclosed in the financial statements are held in the name of the Company.

(d) In our opinion and according to the information and explanations given to us, the Company has not revalued its PPE (including Right of Use assets) or intangible assets or both during the year.

(e) In our opinion and according to the information and explanations given to us and on the basis of our examination of the records of the Company, no proceedings have been initiated or are pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.

ii. (a) In our opinion and according to the information and explanations given to us, the nature of business of the Company does not require it to have any inventory. Hence, the reporting under Clause 3(ii)(a) of the Order is not applicable to it.

(b) In our opinion and according to the information and explanations given to us, the Company has been sanctioned working capital limits in excess of rupees five crore, in aggregate, from banks or financial institutions which are secured on the basis of security of current assets. As informed to us, the Company is not required to file any quarterly returns or statements with such banks or financial institutions.

iii. (a) In our opinion and according to the information and explanations given to us, the Company has granted loans or advances in the nature of unsecured loans to parties, and the details are mentioned in the following table

Particulars	Advances in the nature of loans (` in lakhs)
Aggregate amount granted/ provided during the year	
Others (Employees)	2,345.57
Balance outstanding as at balance sheet date in respect of above cases	
Others (Employees)	1,828.22

(b) In our opinion and according to the information and explanations given to us, the investments made and the terms and conditions of the grant of all loans and advances in the nature of loans provided are not prejudicial to the Company's interest.

(c) In our opinion and according to the information and explanations given to us, in respect of loans and advances in the nature of loans, the schedule of repayment of principal and payment of interest has been stipulated and the repayments or receipts are regular during the year.

(d) No amount is overdue in respect of loans and advances in the nature of loans.

(e) In our opinion and according to the information and explanations given to us, neither loans or advances in nature of loans have been renewed or extended nor any fresh loans have been granted to settle the overdue of existing loans.

(f) In our opinion and according to the information and explanations given to us, the Company has not granted any loans or advances in the nature of loans to Promoters/Related Parties (as defined in section 2(76) of the Act) which are either repayable on demand or without specifying any terms or period of repayment.

Annexure A (Contd.)

iv. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of sections 185 and 186 of the Act with respect to the loans given, investments made, guarantees given and security provided.

v. In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits or amounts which are deemed to be deposits from the public during the year in terms of directives issued by the Reserve Bank of India or the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the rules framed there under. Accordingly, paragraph 3(v) of the Order is not applicable to the Company.

vi. To the best of our knowledge and according to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under Section 148(1) of the Act in respect of services rendered by the Company.

vii. (a) In our opinion and according to the information and explanations given to us, amounts deducted/accrued in the books of account in respect of undisputed statutory dues including Goods and Services Tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, value added tax, cess and any other statutory dues have been regularly deposited by the Company with the appropriate authorities. The duty of customs and duty of excise is not applicable to the Company.

According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees' state insurance, income-tax, Goods and Services Tax, cess and other material statutory dues were in arrears as at 31 March 2023 for a period of more than six months from the date they became payable.

(b) In our opinion and according to the information and explanations given to us, we confirm that there are no dues of Goods and Services Tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, value added tax, cess and any other statutory dues, which have not been deposited to/with the appropriate authority on account of any dispute. The duty of customs and duty of excise is not applicable to the Company.

viii. In our opinion and according to the information and explanations given to us and on the basis of our examination of the records of the Company, we confirm that we have not come across any transactions not recorded in the books of account which have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.

ix. (a) In our opinion, the Company has not defaulted in repayment of loans or other borrowings to financial institutions, banks or in the payment of interest thereon to any lender. The Company has not obtained loans or borrowings from government and has not issued any debentures during the year.

(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 or any other lender.

(c) In our opinion and according to the information and explanations given to us, the Company has utilized the money obtained by way of term loans for the purposes for which they were obtained.

(d) According to the information and explanations given 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 and explanations given to us and on an overall examination of the financial statements of the Company, we report that the Company has not taken any funds from 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.

x. (a) The Company did not raise money by way of initial public offer or further public offer (including debt instruments) during the year.

(b) The Company has not made any preferential allotment / private placement of shares / fully / partly / optionally convertible debentures during the year.

Annexure A (Contd.)

xi. (a) In our opinion and according to the information and explanations given to us, there has been no fraud by the Company or any fraud on the Company that has been noticed or reported during the year.

(b) No report under sub-section (12) of section 143 of the Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.

(c) As represented to us by the Management, there are no whistle blower complaints received by the Company during the year.

xii. (a) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi company. Accordingly, paragraph 3(xii) of the Order is 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 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 the internal audit reports of the Company issued till date, for the period under audit.

xv. According to the information and explanations given to us, in our opinion during the year the Company has not entered into any non-cash transactions with its directors or persons connected with its directors. Accordingly, paragraph 3(xv) of the Order is not applicable to the Company. and hence provisions of section 192 of the Act, are not applicable to the Company.

xvi. (a) In our opinion, the Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, paragraph 3(xvi) of the Order is not applicable to the Company.

(b) The Company has not conducted any Non-Banking Financial or Housing Finance activities without obtaining a valid CoR from the Reserve Bank of India as per the Reserve Bank of India Act, 1934.

(c) The Company is not a CIC as defined in the regulations made by Reserve Bank of India.

(d) The Group has no CIC as part of the Group.

xvii. The Company has not incurred any cash losses in the financial year and in the immediately preceding financial year.

xviii. There has been no resignation of the statutory auditors during the year and accordingly this clause is not applicable / paragraph 3(xviii) of the Order is not applicable.

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 financial statements, our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is 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. There are no amount unspent on the Corporate Social Responsibilities activities and hence this clause 3(xx) (a) and (b) of the Order are not applicable.

For **KKC & Associates LLP**
Chartered Accountants
(formerly Khimji Kunverji & Co LLP)
Firm Registration Number: 105146W/W100621

Devang Doshi
Partner
ICAI Membership No: 140056
UDIN: 23140056BGZQQD2049
Place: Mumbai
Date: 12 April 2023

Annexure 'B' to the Independent Auditors' report on the Standalone Financial Statements of Anand Rathi Wealth Limited for the year ended 31 March 2023

(Referred to in paragraph '17.6' under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Report on the Internal Financial Controls with reference to the aforesaid Standalone Financial Statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act').

OPINION

1. We have audited the internal financial controls with reference to the Standalone Financial Statements of **Anand Rathi Wealth Limited** ('the Company') as at 31 March 2023 in conjunction with our audit of the Standalone Financial Statements of the Company for the year ended on that date.

2. In our opinion, the Company has, in all material respects, an adequate internal financial controls with reference to the Standalone Financial Statements and such internal financial controls were operating effectively as at 31 March 2023, based on the internal controls over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India ('the Guidance Note').

Management's responsibility for Internal Financial Controls

3. The Company's management is responsible for establishing and maintaining internal financial controls based on the internal controls over financial reporting 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 the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's responsibility

4. Our responsibility is to express an opinion on the Company's internal financial controls with reference to the Standalone Financial Statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing ('SA'), prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to the Standalone Financial Statements. Those SAs and the Guidance Note require that we comply with the ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to the Standalone Financial Statements were established and maintained and whether such controls operated effectively in all material respects.

5. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system with reference to the Standalone Financial Statements and their operating effectiveness. Our audit of internal financial controls with reference to the Standalone Financial Statements included obtaining an understanding of internal financial controls with reference to the 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.

6. 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 the Standalone Financial Statements.

Meaning of Internal Financial Controls with reference to the Standalone Financial Statements

7. A company's internal financial controls with reference to the 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 controls with reference to the Standalone Financial Statements include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of Standalone Financial Statements in accordance with generally accepted accounting principles, and that receipts and expenditures of

Annexure B (Contd.)

the Company are being made only in accordance with authorisations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the Company's assets that could have a material effect on the Standalone Financial Statements.

Inherent Limitations of Internal Financial Controls with reference to the Standalone Financial Statements

8. Because of the inherent limitations of internal financial controls with reference to the 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 the Standalone Financial Statements to future periods are subject to the risk that the internal financial controls with reference to the 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 **KKC & Associates LLP**
Chartered Accountants
(formerly Khimji Kunverji & Co LLP)
Firm Registration Number: 105146W/W100621

Devang Doshi
Partner
ICAI Membership No: 140056
UDIN: 23140056BGZQQD2049
Place: Mumbai
Date: 12 April 2023

Ind AS Standalone Balance Sheet

As at march 31, 2023

(` in Lakhs)

Particulars		Notes	As at March 31, 2023	As at March 31, 2022
I	ASSETS			
	Non-Current Assets			
	Property, Plant and Equipment	3	9,189.64	8,038.66
	Right-of-use Asset	3	1,823.75	1,278.40
	Capital Work in Progress	4	-	-
	Other Intangible Assets	5	5.04	11.89
	Financial Assets			
	- Investments	6	19,296.26	19,333.17
	- Other Financial Assets	7(i)	356.51	417.51
	Deferred Tax Assets (Net)	8	-	170.96
	Other Non Current Assets	9	3,045.42	4,226.60
	Total Non-Current Assets		**33,716.62**	**33,477.19**
	Current Assets			
	Financial Assets			
	- Trade Receivables	10	1,631.54	1,419.10
	- Cash and cash equivalents	11	5,750.57	5,724.47
	- Other Financial Assets	7(ii)	22,430.41	8,808.80
	Other Current Assets	12	600.16	692.82
	Total Current Assets		**30,412.68**	**16,645.19**
	Assets Classified as Held for Sale			
	Investments	13	237.16	-
	Total Assets Classified as Held for Sale		**237.16**	**-**
	TOTAL ASSETS		**64,366.46**	**50,122.38**
II	EQUITY AND LIABILITIES			
	Equity			
	Equity Share Capital	14	2,084.41	2,080.81
	Other Equity	15	48,417.97	35,977.99
	Total Equity		**50,502.38**	**38,058.80**
	Liabilities			
	Non-Current Liabilities			
	Financial Liabilities			
	- Borrowings	16(i)	831.53	1,660.70
	- Lease Liability	17(i)	1,401.31	830.23
	Deferred Tax Liabilities (Net)	8	7.69	-
	Provisions	21(i)	347.74	185.63
	Total Non-Current Liabilities		**2,588.27**	**2,676.56**
	Current Liabilities			
	Financial liabilities			
	- Borrowings	16(ii)	829.18	834.44
	- Lease Liability	17(ii)	564.86	561.27
	- Trade Payables	18		
	Total Outstanding dues of micro enterprises and small enterprises		-	-
	Total Outstanding dues of creditors other than micro enterprises and small enterprises		31.49	-
	- Other Financial Liabilities	19	966.26	2,051.92
	Other Current Liabilities	20	925.21	622.51
	Provisions	21(ii)	7,958.81	5,316.88
	Total Current Liabilities		**11,275.81**	**9,387.02**
	TOTAL EQUITY AND LIABILITIES		**64,366.46**	**50,122.38**
	Notes Forming Part of IND AS Standalone Financial Statements	1-45		

As per our attached report of even date.
For and on Behalf of
KKC & Associates LLP
Chartered Accountants
(formerly Khimji Kunverji & Co LLP)
Registration No.:105146W/W100621

Devang Doshi
Partner
Membership No: 140056

Mumbai
Date: April 12, 2023

For and on Behalf of Board of Directors

Anand Rathi
Chairman and Non-Executive Director
DIN : 00112853

Rakesh Rawal
Whole-time Director and CEO
DIN : 02839168

Nitesh Tanwar
Company Secretary

Rajesh Bhutara
Chief Financial Officer

Ind AS Standalone Statement of Profit and Loss

For the year ended March 31, 2023

(` in Lakhs)

	Particulars	Notes	For the year ended March 31, 2023	For the year ended March 31, 2022
I	Revenue From Operations	22	52,997.04	40,365.50
II	Other Income	23	767.12	529.36
	Total Income		**53,764.16**	**40,894.86**
III	Expenses:			
	Employee Benefit Expenses	24	23,533.03	18,700.18
	Finance Cost	25	389.86	200.98
	Depreciation and Amortisation Expenses	3 & 5	1,155.18	1,073.10
	Other Expenses	26	6,059.77	4,325.15
	Total Expenses		**31,137.84**	**24,299.41**
IV	**Profit Before Tax**		**22,626.32**	**16,595.45**
V	Tax Expenses:	27		
	1. Current Tax		5,597.34	4,031.50
	2. Prior Year Taxes		31.97	12.72
	3. Deferred Tax		178.65	6.40
	Total Tax Expenses		**5,807.96**	**4,050.62**
VI	**Profit for the year**		**16,818.36**	**12,544.83**
VII	Other Comprehensive Income/(loss)			
	(A) (i) Items that will be reclassified subsequently to profit or loss Exchange difference on translation from functional currency to presentation currency		(17.80)	(9.31)
	(ii) Income tax relating to items that will be reclassified to profit or loss		4.48	2.34
	(B) (i) Items that will not be reclassified to Profit or Loss			
	Remeasurements of the defined employee benefit plans		(82.28)	21.23
	(ii) Income tax relating to items that will not be reclassified to profit or loss		20.71	(5.34)
	Total Other comprehensive Income/(Loss)		**(74.89)**	**8.92**
	TOTAL COMPREHENSIVE INCOME FOR THE YEAR		**16,743.47**	**12,553.75**
VIII	Earnings Per Equity Share of Face Value of ` 5 each (Refer Note 31)	31		
	Basic		40.36	30.18
	Diluted		40.18	30.05
	Notes Forming Part of IND AS Standalone Financial Statements	1-45		

As per our attached report of even date.
For and on Behalf of
KKC & Associates LLP
Chartered Accountants
(formerly Khimji Kunverji & Co LLP)
Registration No.:105146W/W100621

Devang Doshi
Partner
Membership No: 140056
Mumbai
Date: April 12, 2023

For and on Behalf of Board of Directors

Anand Rathi
Chairman and Non-Executive Director
DIN : 00112853

Rakesh Rawal
Whole-time Director and CEO
DIN : 02839168

Nitesh Tanwar
Company Secretary

Rajesh Bhutara
Chief Financial Officer

Ind AS Standalone Cash Flow Statement

For the year ended on March 31, 2023

(` in Lakhs)

Particulars		For the year ended March 31, 2023	For the year ended March 31, 2022
A.	CASH FLOW FROM OPERATING ACTIVITIES		
	NET PROFIT BEFORE TAX	**22,626.32**	**16,595.45**
	Add / (Less) :		
	Depreciation & Amortisation	1,155.18	1,073.10
	Interest Income	(540.65)	(196.78)
	Finance Costs	389.86	200.98
	Gain on Sale of Investments	(17.92)	(257.45)
	Net Fair Value (Gain)/Loss on Financial instruments	(372.27)	(14.59)
	Dividend	-	(0.82)
	Stock Compensation Expenses	282.21	291.02
	(Gain) or Loss on Sale of Fixed Assets/Asset written off	-	4.20
	Gratuity	167.19	205.02
	Leave	62.36	89.26
		1,125.96	**1,393.94**
	OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	**23,752.28**	**17,989.39**
	Adjustment for :		
	Decrease/(Increase) in Other Financial Assets	(9,602.04)	(841.81)
	Decrease/(Increase) in Trade Receivables	(212.45)	(418.16)
	Decrease/(Increase) in Other Current Assets	92.65	(555.82)
	(Decrease)/Increase in Trade Payables	31.49	(16.50)
	(Decrease)/Increase in Other Financial Liabilities	(1,082.86)	2,594.27
	(Decrease)/Increase in Provisions	2,478.90	3,185.37
	(Decrease)/Increase in Other Current Liabilities	302.70	(289.36)
		(7,991.61)	**3,657.99**
	CASH GENERATED FROM OPERATIONS	**15,760.67**	**21,647.38**
	Add / (Less) :		
	Direct Taxes Paid (Net)	(4,882.73)	(6,949.21)
	NET CASH (USED IN) FROM OPERATING ACTIVITIES	**10,877.94**	**14,698.17**
B.	CASH FLOW FROM INVESTING ACTIVITIES :		
	Purchase of Property Plant and Equipment	(1,660.99)	(1,512.97)
	Proceeds from Sale of Property Plant and Equipment	-	14.08
	Dividend received	-	0.82
	Interest Received	522.02	110.36
	Security Deposit (Given)/Received	(9.75)	(632.39)
	Payments to acquire Investments	(389,000.00)	(259,305.16)
	Proceeds on sale of Investments	389,017.92	259,686.84
	Capital Advance	455.32	(320.32)
	Bank Deposits placed	(3,758.17)	(5,904.72)
	NET CASH (USED IN)/ FROM INVESTING ACTIVITIES	**(4,433.65)**	**(7,863.46)**

Ind AS Standalone Cash Flow Statement

For the year ended on March 31, 2023 (Contd.)

(` in Lakhs)

Particulars		For the year ended March 31, 2023	For the year ended March 31, 2022
C.	CASH FLOW FROM FINANCING ACTIVITIES :		
	Repayment of Borrowings	(834.43)	(840.85)
	Interest paid	(221.95)	(324.66)
	Issue of Shares	3.59	11.53
	Dividends paid	(4,585.71)	(2,774.41)
	Repayment of Lease liabilities	(779.69)	(963.74)
	NET CASH (USED IN)/ FROM FINANCING ACTIVITIES	**(6,418.19)**	**(4,892.13)**
	NET INCREASE / (DECREASE) IN CASH AND CASH EQUIVALENTS	**26.10**	**1,942.58**
	CASH AND CASH EQUIVALENTS - Opening Balance	**5,724.47**	**3,781.89**
	CASH AND CASH EQUIVALENTS - Closing Balance	**5,750.57**	**5,724.47**

Details of Cash and Cash equivalents at the end of the year

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
- Cash in Hand	4.08	7.53
- Balance in Current Account	5,746.49	716.94
- Balance in Deposit Account (Maturity less than 3 Months)	-	5,000.00
Total	**5,750.57**	**5,724.47**

Cash Flow Statement has been prepared under the Indirect Method as set out in Ind AS-7 Statement of Cash flows.

As per our attached report of even date.

For and on Behalf of Board of Directors

For and on Behalf of
KKC & Associates LLP
Chartered Accountants
(formerly Khimji Kunverji & Co LLP)
Registration No.:105146W/W100621

Anand Rathi
Chairman and Non-Executive Director
DIN : 00112853

Rakesh Rawal
Whole-time Director and CEO
DIN : 02839168

Devang Doshi
Partner
Membership No: 140056
Mumbai
Date: April 12, 2023

Nitesh Tanwar
Company Secretary

Rajesh Bhutara
Chief Financial Officer

Ind AS Standalone Statement of Changes in Equity

For the year ended March 31, 2023

A. EQUITY SHARE CAPITAL

Particulars	Nos.	` in Lakhs
Equity shares of ` 5 each issued, subscribed and fully paid as at March 31, 2021	27,513,560	1375.68
Shares issued for consideration of ` 5 each	230,580	11.53
Shares issued as bonus	13,872,087	693.60
Equity shares of ` 5 each issued, subscribed and fully paid as at March 31, 2022	41,616,227	2,080.81
Equity shares of ` 5 each issued, subscribed and fully paid as at April 01, 2022	41,616,227	2,080.81
Shares issued for consideration of ` 5 each	72,020	3.60
Equity shares of ` 5 each issued, subscribed and fully paid as at March 31, 2023	**41,688,247**	**2,084.41**

B. OTHER EQUITY

(` in Lakhs)

Particulars	Reserves and Surplus			Other Comprehensive Income	Total Other Equity
	Securities Premium	Retained Earnings	Share Options Outstanding		
Balance as at April 01, 2021	**3,789.48**	**22,500.23**	**439.25**	**(127.73)**	**26,601.23**
Addition in during the year	212.00	12,544.83	-	8.92	12,765.75
Total	**4,001.48**	**35,045.06**	**439.25**	**(118.81)**	**39,366.98**
Addition in Share Options during the year	-	-	291.02	-	291.02
Less : Utilisation during the year	-	-	(212.00)	-	(212.00)
Less : Utilisation during the period for issue of Bonus	-	(693.60)	-	-	(693.60)
Transfer on account of options not exercised	-	0.06	(0.06)	-	-
Less : Dividend Paid	-	(2,774.41)	-	-	(2,774.41)
Balance as at March 31, 2022	**4,001.48**	**31,577.11**	**518.21**	**(118.81)**	**35,977.99**
Balance as at April 01, 2022	**4,001.48**	**31,577.11**	**518.21**	**(118.81)**	**35,977.99**
Addition in during the year	286.84	16,818.36	-	(74.89)	17,030.31
Total	**4,288.32**	**48,395.47**	**518.21**	**(193.70)**	**53,008.31**
Addition in Share Options during the year	-	-	282.21	-	282.21
Less : Utilisation during the year	-	-	(286.84)	-	(286.84)
Less : Dividend Paid	-	(4,585.71)	-	-	(4,585.71)
Balance as at March 31, 2023	**4,288.32**	**43,809.76**	**513.58**	**(193.70)**	**48,417.97**

As per our attached report of even date.

For and on Behalf of
KKC & Associates LLP
Chartered Accountants
(formerly Khimji Kunverji & Co LLP)
Registration No.:105146W/W100621

Devang Doshi
Partner
Membership No: 140056

Mumbai
Date: April 12, 2023

For and on Behalf of Board of Directors

Anand Rathi
Chairman and Non-Executive Director
DIN : 00112853

Rakesh Rawal
Whole-time Director and CEO
DIN : 02839168

Nitesh Tanwar
Company Secretary

Rajesh Bhutara
Chief Financial Officer

Notes to Ind AS Standalone Financial Statements

For the year ended March 31, 2023 (Contd.)

1. CORPORATE INFORMATION

Anand Rathi Wealth Limited ("the Company") having CIN L67120MH1995PLC086696 was incorporated on March 22, 1995. On March 08, 2017, the Company was converted from Private Company to Public Company. Its registered office is at Express Zone, A Wing, 10th Floor, Western Express Highway, Goregaon (E), Mumbai - 400 063, Maharashtra. With effect from January 07, 2021 the name of the Company was changed from Anand Rathi Wealth Services Limited to Anand Rathi Wealth Limited. It is engaged in business of Services for Distribution and Sale of Financial products.

2. SIGNIFICANT ACCOUNTING POLICIES

(a) Statement of Compliance

These Ind AS Standalone Financial Statements for the year ended March 31, 2023 have been prepared in accordance with the Indian Accounting Standards ("Ind AS") as per the Companies (Indian Accounting Standards) Rules, 2015 notified under Section 133 of the Companies Act, 2013 ("the Act''), amendments thereto and other relevant provisions of the Act. The Ind AS Standalone Financial Statements were approved for issue by the Board of Directors of the Company at their meeting held on April 12, 2023.

(b) Basis of preparation of Ind AS Standalone Financial Statements

These Ind AS Standalone Financial Statements have been prepared on historical cost basis, except for certain financial instruments, which are measured at fair values at the end of each reporting period, as explained in the accounting policies below. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these Ind AS standalone financial statements is determined on such a basis, except for share based payment transactions that are within the scope of Ind AS 102 and leasing transactions that are within the scope of Ind AS 116

The accounting policies adopted in the preparation of the Ind AS Financial Statements are consistent with those followed in the previous year by the Company.

Fair Value Measurement

In addition, for financial reporting purpose, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurements in its entirety, which are described as follows:

- Level 1 inputs are quoted prices in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the assets or liability.

Presentation of financial statements

The Balance Sheet and the Statement of Profit and Loss are prepared and presented in the format prescribed in the Schedule III to the Act, as amended. The statement of cash flows has been prepared and presented as per the requirements of Ind AS 7 "Statement of Cash flows". The disclosure requirements with respect to items in the Balance Sheet and Statement of Profit and Loss, as prescribed in the Schedule III to the Act as amended, are presented by way of notes forming part of the financial statements along with the other notes required to be disclosed under the notified Accounting Standards. Amounts in the financial statements are presented in Indian Rupees in Lakh [1 Lakh = 1,00,000] rounded off to two decimal places as permitted by Schedule III to the Act as amended. Per share data are presented in Indian Rupees to two decimals places.

Functional and presentation of currency

The financial statements are presented in Indian Rupees, which is the Company's functional and presentation currency and all amounts are rounded to the nearest rupees in thousand; except when otherwise stated.

Foreign Currency Translation

The financial statements are presented in Indian currency (`), which is the Company's presentation currency. It is necessary for the results and financial position of each individual entity included in the reporting entity to be translated into the currency in which the reporting entity presents its financial statements. As the reporting entity presents its financial statement in `, the financial statements of foreign representative office in Dubai are aslo translated into `.

Foreign currency transactions are translated into presentation currency using the exchange rates at the dates of the transactions. 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 at the year end exchange rates are recognised in other comprehensive income.

Non-monetary items that are measured at fair value in the foreign currency are translated using the exchange rates at the date when the fair value was determined. Translation differences on assets and liabilities carried at fair value are reported as part of the fair value gain or loss. For example translation differences on non-monetary assets and liabilities such as equity instruments held at fair value through profit or loss are recognised in profit or loss as part of the fair value gain or loss and translation differences or non-monetary assets such as equity investments classified as FVTOCI are recognised in other comprehensive income.

The financial statements are translated from functional currency to presentation currency by using the following procedures:

(a) assets and liabilities for each balance sheet presented (ie including comparatives) shall be translated at the closing rate at the date of that balance sheet;

(b) income and expenses for each statement of profit and loss presented (ie including comparatives) shall be translated at average exchange rates during the year; and

(c) all resulting exchange differences shall be recognised in other comprehensive income.

(c) Critical Accounting Judgments and key Sources of Estimation Uncertainty

The preparation of the Company's Ind AS Standalone Financial Statements requires management to make judgement, estimates and assumptions that affect the reported amount of revenue, expenses, assets and liabilities and the accompanying disclosures. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in next financial years.

Estimates and underlying assumptions are reviewed on an on going basis. Revisions to accounting estimates are recognised in the year in which the estimates are revised and future periods are affected.

(i) Depreciation / Amortisation and useful lives of property, plant and equipment: Company depreciates its tangible assets over the useful life of an Asset as prescribed under Part C of Schedule II of the Act. Company remeasures remaining useful life of an asset at the end of each reporting date.

(ii) Fair value measurement: Fair Value is a price of orderly transaction between market participants at the measurement date under current market conditions. Company determines Fair Value of Quoted Investment from available market price. When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using appropriate valuation techniques. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility.

Notes to Ind AS Standalone Financial Statements
For the year ended March 31, 2023 (Contd.)

(iii) Provisions: Provisions are recognised when there is a present obligation (legal or constructive) as a result of past event; and it is probable that an outflow of resources will be required to settle the obligation. Management estimates it by using its best judgement of future cash outflow.

(iv) Taxes: The Company periodically assesses its liabilities and contingencies related to income taxes for all years open to scrutiny based on latest information available. For matters where it is probable that an adjustment will be made, the Company records its best estimates of the tax liability in the current tax provision. The Management believes that it has adequately provided for the probable outcome of these matters.

Deferred tax assets are recognised for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits.

(v) Recognition and measurement of defined benefit obligations

The obligation arising from defined benefit plan is determined on the basis of actuarial assumptions. Key actuarial assumptions include discount rate, trends in salary escalation and attrition rate. The discount rate is determined by reference to market yields at the end of the reporting period on government securities.

(vi) Leases: The Company evaluates if an arrangement qualifies to be a lease as per the requirements of Ind AS 116. Identification of a lease requires significant judgment. The Company uses significant judgement in assessing the lease term (including anticipated renewals) and the applicable discount rate. The Company determines the lease term as the non-cancellable period of a lease, together with both periods covered by an option to extend the lease if the Company is reasonably certain to exercise that option; and periods covered by an option to terminate the lease if the Company is reasonably certain not to exercise that option. In assessing whether the Company is reasonably certain to exercise an option to extend a lease, or not to exercise an option to terminate a lease, it considers all relevant facts and circumstances that create an economic incentive for the Company to exercise the option to extend the lease, or not to exercise the option to terminate the lease. The Company revises the lease term if there is a change in the non-cancellable period of a lease.

The discount rate is generally based on the incremental borrowing rate specific to the lease being evaluated or for a portfolio of leases with similar characteristics.

(d) Current and Non-Current Classification

An asset shall be classified as current when it satisfies any of the following criteria:—

(a) it is expected to be realised in, or is intended for sale or consumption in, the Company's normal operating cycle;

(b) it is held primarily for the purpose of being traded;

(c) it is expected to be realised within twelve months after the reporting date; or

(d) it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting date.

All other assets shall be classified as non-current.

A liability shall be classified as current when it satisfies any of the following criteria:—

(a) it is expected to be settled in the Company's normal operating cycle;

(b) it is held primarily for the purpose of being traded;

(c) it is due to be settled within twelve months after the reporting date; or

(d) the Company does not have an unconditional right to defer settlement of the liability for at least twelve months after the reporting date. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification. All other liabilities shall be classified as non-current.

(e) Property, Plant and Equipment & Intangible Assets and Depreciation & Amortisation

Property, Plant and Equipment

Property, plant and equipment are stated at cost, less accumulated depreciation and impairment, if any. Direct costs in relation to the fixed assets are capitalised until such assets are ready for use.

(i) **Tangible Assets:** Depreciation on tangible assets is provided on the straight-line method over the useful lives of assets estimated by the Management. Depreciation for assets purchased during a period is proportionately charged. The Management estimates the useful lives and residual values of the fixed assets as prescribed under Part C of Schedule II of the Act as follows.

Fixed Assets	Useful Life
Office Equipments	5 years
Computer Equipments	
a. Server	6 years
b. Other Computer Equipments	3 years
Motor Car	8 years
Furniture and Fixtures	10 years
Building	60 years

(ii) Improvements on leased premised are depreciated over the lease period or useful life of the fixtures, whichever is lower.

(iii) **Intangible Assets:** Intangible assets are recorded at the consideration paid for the acquisition of such assets and are carried at cost less accumulated amortisation and impairment, if any. Software cost is amortised over the period of 3 years in straight line basis. Amortisation is recognised in profit & loss on a straight line basis over the estimated useful lives of respective intangible assets, but not exceeding the useful lives given hereunder:

(iv) Capital work-in-progress comprises cost of property, plant and equipment that are not yet ready for their intended use as at the year end

(f) Financials Instruments

Financial assets and financial liabilities are recognised when a Company becomes a party to the contractual provisions of the instruments.

Initial Recognition :

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss and ancillary costs related to borrowings) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in Statement of Profit and Loss. Trade receivables that do not contain a significant financing component are measured at transaction price.

Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

(i) Classification & Measurement of Financial Assets

Financial assets are classified as 'Amortised Cost', 'Fair Value through Profit and Loss' (FVTPL) and 'Fair Value through Other Comprehensive Income' (FVTOCI) in the following categories:

Debt Instruments at amortised cost: Debt instruments that meet the following conditions are subsequently measured at amortised cost (except for those designated at FVTPL on initial recognition)

- the asset is held within a business model whose objective is to hold asset to collect contractual cash flows; and

Notes to Ind AS Standalone Financial Statements
For the year ended March 31, 2023 (Contd.)

- the contractual terms of the instrument give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding

Debt Instruments at FVTOCI: Debt instruments that meet the following conditions are subsequently measured at FVTOCI (except for those designated at FVTPL on initial recognition)

- the asset is held within a business model whose objective is achieved both by collecting contractual cash flows and selling financial assets; and
- the contractual terms of the instrument give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding

Debt Instruments at FVTPL: Any debt instrument which is either initially designated at FVTPL or which does not meets the criteria for Amortised cost or FVTOCI is measured at FVTPL.

Effective Interest Rate Method: Interest income from security deposits and debt instruments is recognised using the effective interest rate method. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset. When calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses.

Equity Instruments at FVTOCI: On initial recognition, the Company can make an irrevocable election (on an instrument by instrument basis) to present the subsequent changes in fair value in other comprehensive income pertaining to investments in equity instruments. This election is not permitted if the instrument is held for trading. The cumulative gain or loss is not reclassified to the Statement of Profit and Loss on disposal of the investment.

Equity Instruments at amortised cost: The Company's investment in its subsidiaries are carried at cost net of accumulated impairment loss, if any. On disposal of the Investment, the difference between the net disposal proceeds and the carrying amount is charged or credited to the Statement of Profit and Loss.

Financial Assets at FVTPL: Investments in equity instruments are classified at FVTPL, unless they were irrevocably elected on initial recognition as FVOCI. Financial Assets at FVTPL are measured at Fair Value at the end of each reporting period, with any gains or losses arising on remeasurement recognised in the Statement of Profit and Loss.

Dividends are recognised in statement of profit and loss only when the right to receive payment is established, it is probable that the economic benefits associated with the dividend will flow to the Company, and the amount of the dividend can be measured reliably.

(ii) *Impairment of financial assets*

The Company assesses on a forward looking basis the expected credit losses associated with its assets carried at amortised cost, FVOCI debt instruments, and other financial assets. The impairment methodology applied depends on whether there has been a significant increase in credit risk. Note 41 details how the Company determines whether there has been a significant increase in credit risk.

For trade receivables, the Company applies the simplified approach permitted by Ind AS 109 "Financial Instruments" which requires expected lifetime losses to be recognised from initial recognition of the receivables.

(iii) *Derecognition of financial assets*

A financial asset is derecognised only when:

- The Company has transferred the rights to receive cash flows from the financial asset or
- retains the contractual rights to receive the cash flows of the financial asset,

but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the entity has transferred an asset, the Company evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognised. Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognised.

Where the entity has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognised if the Company has not retained control of the financial asset. Where the Company retains control of the financial asset, the asset is continued to be recognised to the extent of continuing involvement in the financial asset.

(iv) *Financial Liabilities:*

Financial liabilities which are held for trading or are designated at FVTPL are measured at fair value with changes being recognised in the statement of Profit and Loss. Financial liabilities that are not held for trading and are not designated as at FVTPL, are measured at amortised cost. The carrying amounts of financial liabilities that are subsequently measured at amortised cost are determined based on the effective interest method.

(v) *Derecognition of financial liabilities*

Company derecognises financial liabilities when, and only when, the Company's obligations are discharged, cancelled or have expired. A substantial modification in the terms of an existing financial liability is accounted as a discharge of original financial liability and recognition of new financial liability. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised as profit or loss.

(vi) *Offsetting financial assets and liabilities*

Financial assets and liabilities are offset and the net amount presented in the statement of financial position when, and only when, the Company has a legal right and ability to offset the amounts and intends either to settle on a net basis or to realise the asset and settle the liability simultaneously.

(g) Derivatives financial instruments

Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured to their fair value at the end of each reporting period. The resulting gain or loss is recognised in the Statement of Profit and Loss.

(h) Impairment of non-financial assets

Property, plant or equipment and intangible assets with finite life are evaluated for recoverability whenever there is any indication that their carrying amount may not be recoverable. If any such indication exists, the recoverable amount (i.e. 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 to those from other assets.

The Carrying Amount of Assets is reviewed at each Balance Sheet date if there is any indication of impairment based on internal/external factors. An asset is treated as impaired when the carrying cost of assets exceeds its recoverable value. An impairment loss, if any, is charged to Statement of Profit and Loss in the year in which an asset is identified as impaired. Reversal of impairment losses recognised in prior years is recorded when there is an indication that the impairment losses recognised for the assets no longer exists or have decreased

(i) Cash and cash equivalents

(i) Cash and cash equivalents in the balance sheet comprise cash at bank and on hand and short-term deposit with original maturity upto three months, which are subject to insignificant risk of changes in value.

(ii) For the purpose of presentation in the statement of cash flows, cash and cash equivalents consists of cash and short-

Notes to Ind AS Standalone Financial Statements
For the year ended March 31, 2023 (Contd.)

term deposit, as defined above, as they are considered as an integral part of Company's cash management.

(j) Borrowing Cost and Finance Charges

Borrowing cost attributable to acquisition and construction of qualifying assets are capitalised as a part of the cost of such assets up to the date when such assets are ready for its intended use. Other borrowing cost are charged to the statement of profit and loss in the year in which they are incurred. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds and is measured with reference to the effective interest rate applicable to the respective borrowings.

(k) Assets/ Disposal Group classified as held for sale

The Company classifies assets as held for sale if their carrying amounts will be recovered principally through a sale transaction rather than through continuing use. This condition is regarded as met only when the asset is available for immediate sale in its present condition subject only to terms that are usual and customary for sales of such asset and its sale is highly probable. Such assets or group of assets / liabilities are presented separately in the Balance Sheet, in the line "Assets/ Disposal Group held for sale" and "Liabilities/ Disposal Group held for sale" respectively. Once classified as held for sale, intangible assets and PPE are no longer amortised or depreciated. Such assets or disposal groups held for sale are stated at the lower of carrying amount and fair value less costs to sell.

(l) Leases

The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether: (i) the contract involves the use of an identified asset (ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Company has the right to direct the use of the asset.At the date of commencement of the lease, the Company recognises a right-of-use asset and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Company recognises the lease payments as an operating expense on a straight-line basis over the term of the lease.

Certain lease arrangements 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 right-of-use assets are initially recognised at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses. Right-of-use assets are depreciated on a straight-line basis over the lease term. Right of use 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.

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

(m) Employee Benefits

Defined Contribution plan – Retirement benefit in the form of Provident Fund is a defined contribution scheme. The Company is statutorily required to contribute a specified portion of the basic salary of an employee to a provident fund as a part of retirement benefits to its employees. The contributions during the year are charged to statement of profit and loss. The Company recognises contribution payable to the Provident Fund scheme as an expenditure when an employee renders related service.

Defined Benefit Plan – Gratuity, which is in the nature of Defined Benefit Schemes, are payable only to employees and accounted for on accrual basis. The Cost of providing benefits is determined using the projected unit credit method, with actuarial valuations being carried out at the end of each annual reporting period. Remeasurement, comprising actuarial gains and losses are recognised in other comprehensive income in the period in which they occur and are not reclassified to the Statement of Profit and Loss. The Company has funded its Gratuity liability under group scheme with an Insurer. The retirement benefit obligation recognised in the balance sheet represents the present value of the defined benefit obligations reduced by the fair value of the scheme assets. Any asset resulting from this calculation is limited to the present value of any economic benefits available in the form of refunds from the plans or reductions in future contributions to the scheme.

Short Term Employee Benefits - The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees are recognised during the year when the employees render the service. These benefits include incentive and Annual Leave which are expected to occur within twelve months after the end of the year in which the employee renders the related service.

(n) Revenue Recognition

Revenue is recognised to the extent that is probable that the economic benefits will flow to the Company and the amount based on performance obligation can be reliably measured. Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price (net of variable consideration) allocated to that performance obligation.

The Company assesses the nature, timing and extent of revenue based on performance obligations in its contracts/understanding/ trade customs with customers & clients. Income from Distribution and sale of Financial product includes Distribution income on Mutual Fund, Portfolio Management Service (PMS), Referral fees, Consultancy income, Gain/ Loss on sale of Investment (Structured Product), Commission income and Marketing Support charges.

1. Income related with Distribution income on Mutual Fund, PMS, Advisory activities, Referral fees, Consultancy, commission Income and Marketing Support charges is accounted on accrual basis.
2. Dividend income is accounted for when the right to receive the payment is established.
3. Difference between the sale price and the carrying value of investment is recognised as profit or loss on sale/ redemption on investment on trade date of transaction. Carrying value of investments is determined based on first in first out value of investments sold.
4. Interest income is recognised using the effective interest method.

(o) Taxes on Income

Current Tax: Provision for Income Tax is determined in accordance with the provisions of the Income Tax Act, 1961.

Deferred Tax: Deferred tax is provided, on all temporary differences at the reporting date between the tax base of assets and liabilities and their carrying amounts for financial reporting purposes. Deferred tax assets and liabilities are measured at the tax rates that are expected to be applied to the temporary differences when they reverse, based on the laws that have been enacted or substantively enacted at the reporting date. Tax relating to items recognised directly in equity or OCI is recognised in equity or OCI and not in the Statement of Profit and Loss.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority,

Notes to Ind AS Standalone Financial Statements
For the year ended March 31, 2023 (Contd.)

but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously

A deferred tax asset is recognised to the extent that it is probable that future taxable profits will be available against which the temporary difference can be utilised. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable.

(p) Provisions, Contingent Liabilities and Contingent Assets

Provisions are recognised when there is a present obligation (legal or constructive) as a result of past event; and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made.

Provisions (excluding retirement benefits) are not discounted to its present value and are determined based on best estimate required to settle the obligation at the Balance Sheet date, taking into account the risks and uncertainties surrounding the obligation.

Contingent Liabilities are possible but not probable obligations as on the Balance Sheet date, based on the available evidence. Contingent Liabilities are not recognised in the Ind AS Standalone Financial Statements.

Contingent Assets are neither recognised nor disclosed.

(q) Earnings per share

Basic earnings per share are calculated by dividing the net profit or loss for the year attributable to equity shareholders of the Company by the weighted average number of equity shares outstanding during the year.

The Weighted average number of equity shares outstanding during the year is adjusted for events such as issue of shares, bonus issue, bonus element in a rights issue, share split, and reverse share split (consolidation of shares), without a corresponding change in resources.

Diluted earnings per share are computed using the weighted average number of equity shares and dilutive potential equity shares outstanding during the year. For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

(r) Cash Flow Statement

Cash flows statement is prepared using the indirect method, whereby profit before tax is adjusted for the effects of transactions of a non-cash nature item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

(s) Share Based payment Arrangements

Equity settled share based payments to employees and others are measured at the fair value of equity instruments at the grant date. The fair value determined at the grant date of the equity settled share based payments is expensed on a straight line basis over the vesting period, based on the Company's estimate of equity instrument that will eventually vest, with a corresponding increase in equity.

(t) Segment Reporting:

An operating segment is a component of the Company that engages in business activities from which it may earn revenues and incur expenses, whose operating results are regularly reviewed by the Company's Chief Operating Decision Maker ("CODM") to make decisions for which discrete financial information is available. Based on the management approach as defined in Ind AS 108, the CODM evaluates the Company's performance based on only one segment i.e. Services for distributions and sale of financial products within India. The CODM has been identified as CEO/CFO of the Company.

(u) Rounding of amounts

All amounts disclosed in the Ind AS Standalone Financial Statements and notes have been rounded off to the nearest thousand as per the requirement of Schedule III to the Act, unless otherwise stated.

Notes to Ind AS Standalone Financial Statements
For the year ended March 31, 2023 (Contd.)

3. PROPERTY, PLANT AND EQUIPMENT

(` in Lakhs)

Description	Building	Right-of-Use Asset	Leasehold Improvements	Computer equipment	Vehicles	Office equipments	Furniture and Fixtures	Total
Gross Block April 01, 2022	7,144.47	3,900.08	52.36	720.30	262.48	84.58	443.06	12,607.33
Additions	480.99	1,183.65	-	184.46	36.15	594.04	365.35	2,844.64
Disposals/Written off	-	-	-	-	-	-	-	-
Gross Block March 31, 2023	7,625.46	5,083.73	52.36	904.76	298.63	678.62	808.41	15,451.97
Accumulated depreciation April 01, 2022	9.30	2,621.67	16.24	419.81	71.70	46.96	104.58	3,290.25
Depreciation for the year	119.75	638.31	33.45	151.82	33.37	106.79	64.82	1,148.33
Less : Disposals/Written off	-	-	-	-	-	-	-	-
Accumulated depreciation March 31, 2023	129.05	3,259.98	49.69	571.63	105.07	153.75	169.40	4,438.58
Net Carrying Amount March 31, 2023	7,496.41	1,823.75	2.67	333.13	193.56	524.87	639.01	11,013.39

(` in Lakhs)

Description	Building	Right-of-Use Asset	Leasehold Improvements	Computer equipment	Vehicles	Office equipments	Furniture and Fixtures	Total
Gross Block as at April 01, 2021	-	3,070.37	52.36	567.73	164.43	70.15	303.01	4,228.05
Additions	7,144.47	829.70	-	152.87	135.35	14.44	140.05	8,416.88
Disposals/Written off	-	-	-	0.31	37.30	-	-	37.61
Gross Block March 31, 2022	7,144.47	3,900.07	52.36	720.30	262.48	84.58	443.06	12,607.32
Accumulated depreciation as at April 01, 2021	-	1,778.31	11.27	297.07	72.76	32.17	72.44	2,264.02
Depreciation for the year	9.30	843.36	4.97	123.00	18.00	14.79	32.14	1,045.56
Less : Disposals/Written off	-	-	-	0.26	19.06	-	-	19.32
Accumulated depreciation March 31, 2022	9.30	2,621.67	16.24	419.81	71.70	46.96	104.58	3,290.25
Net Carrying Amount March 31, 2022	7,135.17	1,278.40	36.12	300.48	190.78	37.63	338.48	9,317.06

Notes to Ind AS Standalone Financial Statements
For the year ended March 31, 2023 (Contd.)

4. CAPITAL WORK IN PROGRESS

(` in Lakhs)

Description	Office equipments	Furniture & Fixtures	Building	Total
As at April 01, 2022	-	-	-	-
Additions	40.71	77.76	-	118.47
Disposals / Transfer	40.71	77.76	-	118.47
As at March 31, 2023	-	-	-	-

(` in Lakhs)

Description	Office equipments	Furniture & Fixtures	Building	Total
As at April 01, 2021	-	-	6,903.92	6,903.92
Additions	-	-	240.55	240.55
Disposals / Transfer	-	-	7,144.47	7,144.47
As at March 31, 2022	-	-	-	-

5. OTHER INTANGIBLE ASSETS

(` in Lakhs)

Description	Software	Total
Gross Block April 01, 2022	101.06	101.06
Additions	-	-
Disposals/Written off	-	-
Gross Block March 31, 2023	101.06	101.06
Accumulated depreciation April 01, 2022	89.17	89.17
Depreciation for the year	6.85	6.85
Less : Disposals/Written off	-	-
Accumulated depreciation March 31, 2023	96.02	96.02
Net Carrying Amount March 31, 2023	5.04	5.04

(` in Lakhs)

Description	Software	Total
Opening Gross Block as at April 01, 2021	101.06	101.06
Additions	-	-
Disposals	-	-
Gross Block March 31, 2022	101.06	101.06
Accumulated amortisation as at April 01, 2021	61.63	61.63
Amortisation for the year	27.54	27.54
Disposals	-	-
Accumulated amortisation March 31, 2022	89.17	89.17
Net Carrying Amount March 31, 2022	11.89	11.89

Notes to Ind AS Standalone Financial Statements
For the year ended March 31, 2023 (Contd.)

6. INVESTMENTS

(` in Lakhs)

Description	As at March 31, 2023	As at March 31, 2022	As at March 31, 2023	As at March 31, 2022
	Qty. in Nos.	Qty. in Nos.	Amount	Amount
Investments - Non current				
Un-Quoted - Fully Paid				
Investment in Equity Shares of Subsidiaries at Cost				
AR Digital Wealth Private Limited	4,057,059	4,057,059	5,147.06	5,147.06
Freedom Wealth Solutions Private Limited (Refer Note 13)	-	2,371,625	-	237.16
Ffreedom Intermediary Infrastructure Private Limited*	829,252	829,252	3,598.95	3,598.95
Investment in Equity Shares of Other Companies at Fair Value through Profit and Loss				
Anand Rathi Global Finance Limited**	6,750,000	2,250,000	10,550.25	10,350.00
			19,296.26	**19,333.17**
Aggregate amount of Un quoted Investment			19,296.26	19,333.17
Aggregate provision made for unquoted Investment			-	-

* During the 2019-20, Company had purchased 829,252 shares of Ffreedom Intermediary Infrastructure Private Limited for consideration of ` 3,598.95 Lakhs .

**During the 2019-20, Company has purchased 2,250,000 shares of Anand Rathi Global Finance Limited for consideration of ` 10,125.00 Lakhs and during the 2022-23, Anand Rathi Global Finance Limited has issued bonus shares in the ratio of 1 share for every 2 shares held and the face value has been split to ` 5 each from ` 10/- each.

Aggregate amount of Quoted Investment and market value thereof	-	-
Aggregate amount of impairment in value of investments.	-	-

7. OTHER FINANCIAL ASSETS

(` in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
(i) Other Financial Assets - Non current		
Fixed Deposit with Bank (Lien against Bank Overdraft)	200.00	199.00
Security Deposit	156.51	218.51
	356.51	**417.51**

Notes to Ind AS Standalone Financial Statements
For the year ended March 31, 2023 (Contd.)

(` in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
(ii) Other Financial Assets - Current		
Accrued Interest	80.04	88.67
Fixed Deposit with Bank (Lien against Bank Overdraft and Bank Guarantee)	10,014.89	6,257.72
Securities Held as Stock in trade		
Un-Quoted - Fully Paid up		
Debentures at Fair Value through Profit and Loss		
- In Anand Rathi Global Finance Limited	9,590.29	693.58
- In Edelweiss Broking Limited	65.28	23.11
Other Receivables	-	2.85
Staff Advances	1,828.22	990.21
Security Deposit	851.69	752.66
	22,430.41	**8,808.80**
		-
Aggregate amount of Quoted Securities and market value thereof	-	-
Aggregate amount of Un-quoted Debentures	**9,655.57**	**716.69**
Aggregate provision made for unquoted Securities	-	-

8. DEFERRED TAX ASSETS/(LIABILITIES)

(` in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Depreciation on Property Plant & Equipments	(145.37)	(6.43)
Long Term Capital Loss	9.86	9.86
Employee Benefit Expenses	145.42	132.87
Fair Valuation of Financial Instruments	(93.69)	(26.96)
Impact on recognition of Right-of-Use Asset and Lease Liability	76.09	61.61
	(7.69)	**170.96**

9. OTHER NON CURRENT ASSETS

(` in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Advance Tax (Net of Provision)	3,045.42	3,771.28
Capital Advances	-	455.32
	3,045.42	**4,226.60**

10. TRADE RECEIVABLES

(` in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
(Unsecured, Considered good)		
Trade Receivables*	1,631.54	1,419.10
Refer Note No.41(i)		
	1,631.54	**1,419.10**

Notes to Ind AS Standalone Financial Statements
For the year ended March 31, 2023 (Contd.)

Trade Receivables ageing schedule

As at March 31, 2023

(` in Lakhs)

Particulars	Outstanding for following periods from due date of payment						
	Unbilled	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables – considered good	1,626.23	5.31	-	-	-	-	1,631.54
(ii) Undisputed Trade receivables – which have significant increase in Credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables considered good	-	-	-	-	-	-	-
(v) Disputed Trade Receivables - which have significant increase in Credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables credit impaired	-	-	-	-	-	-	-
Total	**1,626.23**	**5.31**	**-**	**-**	**-**	**-**	**1,631.54**

As at March 31, 2022

(` in Lakhs)

Particulars	Outstanding for following periods from due date of payment						
	Unbilled	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables – considered good	1,412.90	6.20	-	-	-	-	1,419.10
(ii) Undisputed Trade receivables – which have significant increase in Credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables considered good	-	-	-	-	-	-	-
(v) Disputed Trade Receivables - which have significant increase in Credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables credit impaired	-	-	-	-	-	-	-
Total	**1,412.90**	**6.20**	**-**	**-**	**-**	**-**	**1,419.10**

* Trade receivables are pledged against the overdraft facility availed from ICICI Bank.

11. CASH AND CASH EQUIVALENTS

(` in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Balances with Banks		
- in Current Accounts	5,746.49	716.94
- in Deposit Accounts (Maturity less than 3 Months)	-	5,000.00
Cash in Hand	4.08	7.53
	5,750.57	**5,724.47**

Notes to Ind AS Standalone Financial Statements
For the year ended March 31, 2023 (Contd.)

12. OTHER CURRENT ASSETS

(` in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
(Unsecured, Considered good)		
Prepaid Expenses	221.95	224.59
Input Tax Credit Receivable	264.61	211.54
TCS Recoverable	30.38	49.78
Other Receivables	68.75	21.24
Advance to Others	14.47	185.67
	600.16	**692.82**

13. ASSETS CLASSSIFIED AS HELD FOR SALE

Investments

(` in Lakhs)

Description	As at March 31, 2023	As at March 31, 2022	As at March 31, 2023	As at March 31, 2022
	Qty. in Nos.	Qty. in Nos.	Amount	Amount
Un-Quoted - Fully Paid				
Freedom Wealth Solutions Private Limited	2,371,625	-	237.16	-
			237.16	**-**

The Board of Director at their meeting held on March 20, 2023, has approved sale of the entire shareholding in Freedom Wealth Solutions Private Limited. An active programme to locate the buyer and complete planned sale has been initiated.

It is highly probable that the said sale transaction will be completed in the next 12 months. Accordingly the investment in Freedom Wealth Solution Private Limited is classified as assets held for sale as on March 31, 2023.

14. EQUITY SHARE CAPITAL

(` in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Authorised		
50,000,000 (Previous Year - 50,000,000 Equity Shares of ` 5/- each) Equity Shares of ` 5/- each	2,500.00	2,500.00
	2,500.00	**2,500.00**
Issued, Subscribed and Paid Up		
41,688,247 (Previous Year - 41,616,227 Equity Shares of ` 5/- each) Equity Shares of ` 5/-each Fully Paid Up	2,084.41	2,080.81
	2,084.41	**2,080.81**

(i) Reconciliation for No. of shares outstanding as on reporting date

Equity Shares	April 2022 to March 2023		April 2021 to March 2022	
	No. of Shares	(` in Lakhs)	No. of Shares	(` in Lakhs)
Shares outstanding at the beginning of the year	41,616,227	2,080.81	27,513,560	1,375.68
Shares Issued during the year for consideration of ` 5 each	72,020	3.60	230,580	11.53
Shares Issued during the year as bonus	-	-	13,872,087	693.60
Shares outstanding as on year end	**41,688,247**	**2,084.41**	**41,616,227**	**2,080.81**

The face value of equity shares of the Company has been subdivided from ` 10 per equity share to ` 5 per equity share vide approval of shareholders in extraordinary general meeting held on August 14, 2018.

Notes to Ind AS Standalone Financial Statements
For the year ended March 31, 2023 (Contd.)

(ii) Terms/Rights attached to the Equity Shares

Equity Shares

The Company has only one class of shares referred to as Equity Shares having a face value of ` 5 per share. Each holder of equity share is entitled to one vote per share.

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

(iii) Details of shares held by shareholders holding more than 5% of the aggregate shares in the Company:

Name of Shareholders	As at March 31, 2023		As at March 31, 2022	
	No. of shares held	% of Holdings	No. of shares held	% of Holdings
Anand Rathi Financial Services Limited	8,331,123	19.98	8,661,123	20.81
Anand Rathi	6,396,390	15.34	4,971,390	11.95

(iv) Aggregate number of bonus shares issued, share issued for consideration other than cash and shares bought back during the period of five years immediately preceding the reporting date:

	Bonus shares issued by the Company	Issue of shares for consideration other than cash	Shares bought back
March 31, 2023	-	-	-
March 31, 2022	13,872,087	-	-
March 31, 2021	-	-	-
March 31, 2020	-	-	-
March 31, 2019	-	-	-
March 31, 2018	-	-	-

(v) Shares held by promoters

As at March 31, 2023

Name of the Promoter	No. of Shares	% of Total Shares	% Change during the year*
Anand Rathi Financial Services Limited	8,331,123	19.98	(0.83)
Anand Rathi	6,396,390	15.34	3.40
Pradeep Kumar Gupta	1,902,012	4.56	(0.01)

As at March 31, 2022

Name of the Promoter	No. of Shares	% of Total Shares	% Change during the year*
Anand Rathi Financial Services Limited	8,661,123	20.81	(22.67)
Anand Rathi	4,971,390	11.95	(1.35)
Pradeep Kumar Gupta	1,902,012	4.57	(0.92)

(vi) Share reserved for issue under options

For details of shares reserved for issue under the employee stock option (ESOP) plan of the Company, please refer Note No. 32

Notes to Ind AS Standalone Financial Statements
For the year ended March 31, 2023 (Contd.)

15. OTHER EQUITY

(` in Lakhs)

Particulars		As at March 31, 2023	As at March 31, 2022
(a)	**Securities Premium**		
	Opening balance	4,001.48	3,789.48
	Add: Addition during the year	286.84	212.00
	Balance as at year end	**4,288.32**	**4,001.48**
(b)	**Share Options Outstanding Account**		
	Opening Balance	518.21	439.25
	Add: Addition during the year	282.21	291.02
	Less : Transferred to Securities Premium	(286.84)	(212.00)
	Less : Reversal during the year	-	(0.06)
	Balance as at year end	**513.58**	**518.21**
(c)	**Retained Earnings**		
	Opening Balance	31,577.11	22,500.23
	Less: Utilised for Bonus Issue	-	(693.60)
	Add: Profit during the year	16,818.36	12,544.83
	Add : Reversal of ESOP	-	0.06
	Less: Dividend Paid	(4,585.71)	(2,774.41)
	Balance as at year end	**43,809.76**	**31,577.11**
(d)	**Other Comprehensive Income**		
	Opening Balance	(118.81)	(127.73)
	Remeasurement of defined employee benefit plan & Translation gain/(loss)	(74.89)	8.92
	Balance as at year end	**(193.70)**	**(118.81)**
	TOTAL OTHER EQUITY	**48,417.97**	**35,977.99**

Nature & Purpose of Reserves :

Securities Premium

Balance of Securities premium consist of issue of share over its face value. The balance will be utilised for issue of as per provisions of Section 52 of the Companies Act, 2013.

Share Option Outstanding Account

The share option outstanding account is used to record the value of equity-settled share based payment transactions with employees.

Retained earnings

Retained earnings comprises of the amounts that can be distributed by the Company as dividends to its equity share holders.

Other Comprehensive Income (OCI)

OCI includes remeasurement of defined employee benefit plan on account of actuarial gains and losses as per Ind AS 19 Employee Benefits and translation gain / loss.

Notes to Ind AS Standalone Financial Statements
For the year ended March 31, 2023 (Contd.)

16. BORROWINGS

(` in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
(i) Borrowings - Non current		
Term Loan - Loan against Property	831.53	1,660.70
(Secured against 8th & 9th Floor (2nd & 3rd Office Floor), Block 'B' & 'C' of Wing E, Trade Link, Kamala City, Senapati Bapat Marg, Lower Parel, Mumbai)		
Terms of repayment - Repayable in 5 Years (20 quarters), last instalment falling due on March 18, 2025		
The rate of interest will be I-MCLR 1 Year + Spread, determined at the date of disbursement and reset at end of every 12 months from the date of disbursement.		
The Company has made regular repayment of principal & interest due over the year		
	831.53	**1,660.70**

(` in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
(ii) Borrowings - Current		
Current Maturity of Secured Loan from Banks		
Term Loan - Loan against Property	829.18	827.04
Term Loan - Vehicle Loan	-	7.40
	829.18	**834.44**

17. LEASE LIABILITIES

(` in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
(i) Non Current		
Lease Liability	1,401.31	830.23
	1,401.31	**830.23**
(ii) Current		
Lease Liability	564.86	561.27
	564.86	**561.27**

18. TRADE PAYABLES

(` in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Total outstanding dues of micro, small and medium enterprises*	-	-
Total outstanding dues to other than micro, small and medium enterprises	31.49	-
	31.49	**-**

*The above disclosure is based on the responses received by the Company to its inquiries with suppliers with regard to applicability under the Micro, Small and Medium Enterprise Development Act, 2006 (Refer Note - 38)

Notes to Ind AS Standalone Financial Statements
For the year ended March 31, 2023 (Contd.)

Trade Payables Ageing Schedule:

Trade payables as at March 31, 2023

(` in Lakhs)

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	-	-	-	-	-
(ii) Others	31.49	-	-	-	31.49
(iii) Disputed dues – MSME	-	-	-	-	-
(iv) Disputed dues – Others	-	-	-	-	-
Total	**31.49**	**-**	**-**	**-**	**31.49**

Trade payables as at March 31, 2022

(` in Lakhs)

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	-	-	-	-	-
(ii) Others	-	-	-	-	-
(iii) Disputed dues – MSME	-	-	-	-	-
(iv) Disputed dues – Others	-	-	-	-	-
Total	**-**	**-**	**-**	**-**	**-**

19. OTHER FINANCIAL LIABILITIES

(` in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Other Financial Liabilities - Current		
Accrued Salaries and Benefits	63.16	27.09
Provision for Expenses	202.13	450.51
Advance from Customers	700.97	1,574.32
	966.26	**2,051.92**

20. OTHER CURRENT LIABILITIES

(` in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Statutory Dues	925.21	621.67
Other Payables	-	0.84
	925.21	**622.51**

21. PROVISIONS

(` in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
(i) Employee Benefit Liabilities - Non Current		
Gratuity Provision (Refer Note 24)	347.74	185.63
	347.74	**185.63**
(ii) Employee Benefit Liabilities - Current		
Leave Provision	464.98	439.88
Incentive Provision	7,493.83	4,877.00
	7,958.81	**5,316.88**

Notes to Ind AS Standalone Financial Statements
For the year ended March 31, 2023 (Contd.)

22. REVENUE FROM OPERATIONS

(` in Lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Mutual Fund Distribution Income	18,202.57	14,774.44
Income from Distribution & Sale of Financial Product	34,794.47	25,591.06
	52,997.04	**40,365.50**

23. OTHER INCOME

(` in Lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Interest Income	540.65	196.78
Gain on sale of Investments		
Realised	17.92	32.45
Unrealised	200.25	225.00
Dividend Received	-	0.82
Miscellaneous and Other Income	8.30	74.31
	767.12	**529.36**

24. EMPLOYEE BENEFIT EXPENSES

(` in Lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Salaries, Incentive & Allowances	21,933.95	17,302.85
Contribution to Provident and Other Funds	989.51	945.75
Share based Payments to Employees	282.21	291.02
Staff Welfare Expenses	327.36	160.56
	23,533.03	**18,700.18**

The Company is recognising and accruing the retirement benefits as per Indian Accounting Standard (Ind AS) 19 on "Employee Benefits". The details are as enunciated below as certified by an Independent Actuary.

A. Defined Benefit Plans

Gratuity:

The gratuity payable to employees is based on the employee's service and last drawn salary at the time of leaving the services of the Group and is in accordance with the Rules of the Company for payment of gratuity.

Inherent Risk

The plan is defined benefit in nature which is sponsored by the Company and hence it underwrites all the risks pertaining to the plan. In particular, this exposes the Company to actuarial risk such as adverse salary growth, change in demographic experience, inadequate return on underlying plan assets. This may result in an increase in cost of providing these benefits to employee in future. Since the benefits are lump sum in nature the plan is not subject to any longevity risks.

(` in Lakhs)

Amounts recognised in the Balance Sheet in respect of gratuity:	As at March 31, 2023	As at March 31, 2022
Present value of the funded defined benefit obligation at the end of the year	952.13	788.38
Less: Fair value of plan assets	717.19	692.66
Net Liability/(Asset)	**234.94**	**95.72**

Notes to Ind AS Standalone Financial Statements
For the year ended March 31, 2023 (Contd.)

(` in Lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Amounts recognised in Salary, Wages and Employee Benefits in the Statement of Profit and Loss in respect of gratuity:		
Current Service cost	121.95	112.78
Interest on Defined Benefit Obligations	54.57	45.91
Expected return on plan assets	(50.22)	(41.73)
Past Service Cost – Vested Benefit recognised during the year	-	-
Net Gratuity Cost	**126.30**	**116.96**
Amount recognised in Other Comprehensive Income (OCI)		
Amount recognised in OCI in beginning of the year	106.49	127.72
Remeasurement due to:		
Effect of Change in financial assumptions	5.39	(32.40)
Effect of Change in demographic assumptions	-	-
Effect of experience adjustments	77.61	34.62
Actuarial (Gains)/Losses	**83.00**	**2.22**
Less : Return on plan assets (excluding interest)	(25.64)	23.45
Total remeasurements recognised in OCI	**108.64**	**(21.23)**
Amount recognised in OCI, End of year	**215.13**	**106.49**
Actual Return on Plan Assets :		
Expected Return on Plan Assets	50.22	41.73
Actuarial gain/(loss) on Plan Assets	(25.64)	23.45
Actual Return on Plan Assets	**24.58**	**65.18**
Reconciliation of present value of the obligation and the fair value of the plan assets:		
Change in present value of obligation:		
Opening Defined Benefit Obligation	788.38	700.34
Current Service Cost	121.95	112.78
Interest Cost	54.57	45.91
Liability Transferred out	-	-
Actuarial (Gain)/loss	83.00	2.22
Benefits Paid	(95.77)	(72.87)
Past Service Cost	-	-
Closing Defined Benefit Obligation	**952.13**	**788.38**
Change in fair value plan assets:		
Opening Fair Value of the plan assets	692.66	604.81
Expected return on plan assets	50.22	41.73
Actual Enterprise's Contribution	95.72	95.54
Actual Benefits Paid	(95.77)	(72.87)
Actuarial Gain/(loss)	(25.64)	23.45
Closing Fair value of the plan assets	**717.19**	**692.66**
Investment details of plan assets		
Government of India Securities	-	-
Corporate Bonds	-	-
Special Deposit Scheme	-	-
Insurer Managed Fund	100%	100%
Others	-	-
Total	**100%**	**100%**

Notes to Ind AS Standalone Financial Statements
For the year ended March 31, 2022 (Contd.)

(` in Lakhs)

Experience Adjustment	For the year ended March 31, 2023	For the year ended March 31, 2022
Defined Benefit Obligation	952.13	788.38
Plan Assets	717.19	692.66
(Surplus)/deficit	234.94	95.72
Actuarial (Gains)/Losses on Obligations - Due to Experience	83.00	2.22
Actuarial Gains/(Losses) on Plan Assets - Due to Experience	(25.64)	23.45
Weighted average duration of Define benefit obligation	13.73 Yrs	13.81 Yrs
Maturity profile of defined benefit obligation		
Within next 12 months	59.83	71.40
Between 1 and 5 Years	195.60	144.30
Between 5 and 10 Years	291.93	237.41

The estimates of rate of escalation in salary considered in actuarial valuation, take into account inflation, seniority, promotion and other relevant factors including supply and demand in the employment market. The above information is certified by the actuary.

There are no amounts included in the fair value of plan assets for:

i) Company's own financial instrument

ii) Property occupied by or other assets used by the Company

Discount Rate:

Discount Rate for this valuation is based on Yield to Maturity (YTM) available on Government bonds having similar term to decrement-adjusted estimated term of liabilities.

For valuation as at March 31, 2023 the estimated term of liabilities is 13.73 years, corresponding to which YTM on government bonds is 7.20%, after rounding to nearest 0.05%

Expected rate of return on assets:

It is the average long term rate of return expected on investments of the Trust Fund.

Salary Escalation Rate:

Salary escalation assumption is based on estimates of over all long-term salary growth rates after taking in to consideration expected earnings inflation as well as performance and seniority related increases.

Withdrawal Rate:

Assumptions regarding withdrawal rates is based on the estimates of expected long term employee turnover within the organisation.

Mortality Rate

It is based on Indian Assured Lives Mortality (2012-14) Ult. as issued by Institute of Actuaries of India for the actuarial valuation.

General Description fair value of the plan:

The Company has insurer Managed Fund.

Notes to Ind AS Standalone Financial Statements
For the year ended March 31, 2022 (Contd.)

(` in Lakhs)

Principal Actuarial Assumptions:	For the year ended March 31, 2023	For the year ended March 31, 2022
Discount rate	7.20%	7.25%
Salary Escalation Rate	5.00%	5.00%
Attrition Rate	For Service 4 yrs. & Below 20.00 % p.a. & service 5 yrs. and above 2.00 % p.a.	For Service 4 yrs. & Below 20.00 % p.a. & service 5 yrs. and above 2.00 % p.a.
Mortality Table	Indian Assured Lives Mortality (2012-14) Ult.	Indian Assured Lives Mortality (2012-14) Ult.
Retirement Age	60 years	60 years

Sensitivity Analysis

The sensitivity analysis have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the year and may not be representative of the actual change. It is based on a change in the key assumption while holding all other assumptions constant. When calculating the sensitivity to the assumption, the same method used to calculate the liability recognised in the Balance Sheet has been applied. The methods and types of assumptions used in preparing the sensitivity analysis did not change compared with the previous year.

(` in Lakhs)

Principal Actuarial Assumptions:	For the year ended March 31, 2023	For the year ended March 31, 2022
Defined Benefit Obligation (Base)	952.13	788.38
Discount Rate		
Increase by 50 bps	900.21	745.31
Impact of increase by 50 bps in Percentage	(5.45)%	(5.46)%
Decrease by 50 bps	1008.57	835.28
Impact of decrease by 50 bps in Percentage	5.93%	5.95%
Salary Growth Rate		
Increase by 50 bps	970.80	805.33
Impact of increase by 50 bps in Percentage	1.96%	2.15%
Decrease by 50 bps	935.22	774.47
Impact of decrease by 50 bps in Percentage	(1.78)%	(1.76)%
Expected contribution for the next financial year	59.83	71.40
Weighted Average duration	13.73	13.81

Asset Liability Matching Strategy

The money contributed by the Company to the Gratuity fund to finance the liabilities of the plan has to be invested. The trustees of the plan have outsourced the investment management of the fund to an Insurance Company. The Insurance Company in turn manages these funds as per the mandate provided to them by the trustees and the asset allocation which is within the permissible limits prescribed in the insurance regulations. Due to the restrictions in the type of investments that can be held by the fund, it is not possible to explicitly follow an asset liability matching strategy. There is no compulsion on the part of the Company to fully prefund the liability of the Plan. The Company's philosophy is to fund these benefits based on its own liquidity and the level of underfunding of the plan.

For Representative Office at Dubai

Defined Benefit Plans

Gratuity:

The gratuity payable to employees is based on the employee's service and last drawn salary at the time of leaving the services of the Company and is in accordance with the Rules of the Company for payment of gratuity.

Inherent Risk

The plan is defined benefit in nature which is sponsored by the Company and hence it underwrites all the risks

Notes to Ind AS Standalone Financial Statements
For the year ended March 31, 2023 (Contd.)

Amounts recognised in Salary, Wages and Employee Benefits in the Profit and Loss Account in respect of gratuity (funded by the Company):	For the year ended March 31, 2023	For the year ended March 31, 2022
Reconciliation of present value of the obligation and the fair value of the plan assets:		
Change in present value of obligation:		
Opening Defined Benefit obligation	4.35	-
Current Service Cost	1.71	4.35
Interest Cost	0.16	-
Liability Transferred out	-	-
Actuarial (Gain)/loss	(1.17)	-
Benefits Paid	-	-
Past Service Cost	-	-
Closing Defined Benefit Obligation	**5.05**	**4.35**
Experience Adjustment		
Defined Benefit Obligation	5.05	4.35
Plan Assets	-	-
(Surplus)/deficit	5.05	4.35
Actuarial (Gains)/Losses on Obligations - Due to Experience	-	-
Actuarial Gains/(Losses) on Plan Assets - Due to Experience	-	-
Weighted average duration of Define benefit obligation	14.02 Yrs	14.32 Yrs
Maturity profile of defined benefit obligation		
Within next 12 months	0.21	0.11
Between 1 and 5 Years	0.75	0.43
Between 5 and 10 Years	0.98	0.58

The estimates of rate of escalation in salary considered in actuarial valuation, take into account inflation, seniority, promotion and other relevant factors including supply and demand in the employment market. The above information is certified by the actuary.

There are no amounts included in the fair value of plan assets for:

i) Company's own financial instrument

ii) Property occupied by or other assets used by the Company

Discount Rate:

Discount Rate for this valuation is based on Yield to Maturity (YTM) available on Government bonds having similar term to decrement-adjusted estimated term of liabilities.

For valuation as at March 31, 2023 the estimated term of liabilities is 14.02 years, corresponding to which YTM on Dubai bonds is 6.6%.

Expected rate of return on assets:

It is the average long term rate of return expected on investments of the Trust Fund.

Notes to Ind AS Standalone Financial Statements
For the year ended March 31, 2023 (Contd.)

Salary Escalation Rate:

Salary escalation assumption is based on estimates of over all long-term salary growth rates after taking in to consideration expected earnings inflation as well as performance and seniority related increases.

Withdrawal Rate:

Assumptions regarding withdrawal rates is based on the estimates of expected long term employee turnover within the organisation.

Mortality Rate

It is based on Indian Assured Lives Mortality (2012-14) Ult. as issued by Institute of Actuaries of India for the actuarial valuation.

General Description fair value of the plan:

The Company has insurer Managed Fund.

Principal Actuarial Assumptions:	For the year ended March 31, 2023	For the year ended March 31, 2022
Discount rate	6.00%	3.70%
Salary Escalation Rate	5.00%	5.00%
Attrition Rate	For Service 4 yrs. & Below 20.00 % p.a. & service 4 yrs. and above 2.00 % p.a.	For Service 4 yrs. & Below 20.00 % p.a. & service 4 yrs. and above 2.00 % p.a.
Mortality Table	Indian Assured Lives Mortality (2012-14) Ult.	Indian Assured Lives Mortality (2012-14) Ult.
Retirement Age	60 years	60 years

Sensitivity Analysis

The sensitivity analysis have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the year and may not be representative of the actual change. It is based on a change in the key assumption while holding all other assumptions constant. When calculating the sensitivity to the assumption, the same method used to calculate the liability recognised in the Balance Sheet has been applied. The methods and types of assumptions used in preparing the sensitivity analysis did not change compared with the previous year.

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Defined Benefit Obligation (Base)	5.05	4.35
Discount Rate		
Increase by 50 bps DBO	4.69	3.99
Impact of increase by 50 bps in Percentage	(7.04%)	(8.18%)
Decrease by 50 bps DBO	5.43	4.75
Impact of decrease by 50 bps in Percentage	7.77%	9.11%
Salary Growth Rate		
Increase by 50 bps DBO	5.43	4.74
Impact of increase by 50 bps in Percentage	7.81%	8.95%
Decrease by 50 bps DBO	4.68	4.00
Impact of decrease by 50 bps in Percentage	(7.13%)	(8.12%)
Expected contribution for the next financial year	0.00	0.00
Weighted Average duration	14.02	14.32

Notes to Ind AS Standalone Financial Statements
For the year ended March 31, 2023 (Contd.)

B Total amount recognised in balance sheet in respect of gratuity

(` in Lakhs)

Amounts recognised in the Balance Sheet in respect of gratuity:	As at March 31, 2023	As at March 31, 2022
Net Liability / (Asset) in India	234.94	95.72
Net Liability / (Asset) in Dubai	112.80	89.91
Total	**347.74**	**185.63**

C Defined Contribution Plans

Amount recognised as an expense under the head "Contribution to Provident and other Funds in Note 24 "Employee Benefit Expenses" of Statement of Profit and Loss towards Company's Contribution to Provident Fund is ` 819.34 Lakhs (2021-22 ` 738.64 Lakhs).

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

25. FINANCE COST

(` in Lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Interest Expense	389.86	200.98
	389.86	**200.98**

26. OTHER EXPENSES

(` in Lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Business Support Charges (Refer Note No.43)	47.46	447.24
Data Processing and IT enabled services	608.89	631.46
Legal & Professional Charges	277.87	172.32
Director Sitting Fees	16.50	19.75
Electricity Expenses	110.77	79.39
Communication Expenses	194.86	134.55
Printing and Stationery	238.31	118.07
Postage and Telegram	61.53	39.78
Rent, Rates and Taxes	735.61	513.92
Repairs and Maintenance	96.51	75.39
Recruitment & Training	89.96	133.21
Business Promotion and Marketing Expenses	1,593.00	604.66
Computer & Software Maintenance Charges	112.40	97.27
Client Claim	71.12	93.32
Travelling & Conveyance Expenses	382.51	215.00
Insurance Charges	5.41	0.36
Office Expenses	218.35	157.54
Brand Charges	263.86	199.01
Payment to Auditors		
Audit Fees	50.00	45.75
Reimbursement	0.82	0.40
Tax Audit fees	1.25	0.75
Others Services/Certification	-	0.61
Donation	214.48	110.20
CSR Expenses	237.88	191.72
Miscellaneous & General Expenses	430.42	243.48
	6,059.77	**4,325.15**

Notes to Ind AS Standalone Financial Statements
For the year ended March 31, 2023 (Contd.)

27. INCOME TAX EXPENSES

(` in Lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Current Tax		
Current tax on profit for the year	5,597.34	4,031.50
Adjustments for current tax of prior years	31.97	12.72
Total Current tax expenses	**5,629.31**	**4,044.22**
Deferred Tax		
Decrease / (Increase) in deferred tax assets	178.65	6.40
(Decrease) / Increase in deferred tax liabilities	-	-
Total deferred tax expenses / benefit	**178.65**	**6.40**
Total Income Tax Expenses	**5,807.96**	**4,050.62**

Effective Tax Rate Reconciliation

(` in Lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Applicable Tax Rate (%)	25.17	25.17
Profit before tax	22,626.32	16,595.45
Tax Expenses as per above rate	5,694.59	4,176.74
Tax Impact Due to:		
Expenses Disallowed	121.96	76.50
Exempt Income	(33.82)	(6.01)
On Account of Previous Year Adjustments	31.97	(172.98)
Others	(6.73)	(23.63)
Total Tax Expenses	**5,807.96**	**4,050.62**
Effective Tax Rate %	**25.67**	**24.41**

For the current financial year and previous financial year tax is charged @ 25.17% (i.e. 22% Basic Tax, 10% Surcharge on Basic Tax and 4% Cess on Basic Tax and Surcharge).

28. OPERATING SEGMENTS

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker ("CODM") of the Company. The CODM, who is responsible for allocating resources and assessing performance of operating segments, has been identified as CEO/CFO of the Company. The Company operates only in one business segment i.e. Services for distribution and sale of financial products within India, hence does not have any reportable segment as per Indian Accounting Standard 108 "operating segments"

29. LEASES - IND AS 116

The incremental borrowing rate applied to lease liabilities as at April 01, 2020 is 9.30%, as at April 01, 2021 is 8.45% and as at April 01, 2022 is 8.40%.

Following is the information pertaining to leases :

Particulars	March 31, 2023	March 31, 2022
(a) Depreciation Charge for Right-of-Use Asset	638.31	843.36
(b) Interest Expense on Lease Liability	167.29	123.19
(c) Expense relating to short term leases accounted in profit & loss	567.11	291.12
(d) Total Cash Outflow for Leases for the year (includes expense relating to short term lease and rent expense recognised	779.69	963.74
(e) Additions to Right-of-Use Asset	1,183.65	829.70
(f) Deletions from Right-of-Use Asset (Gross Block)	-	-
(g) Deletions from Right-of-Use Asset (Provision for Depreciation)	-	-
(h) Carrying Amount of Right-of-Use Asset	1,823.75	1,278.40

Notes to Ind AS Standalone Financial Statements
For the year ended March 31, 2023 (Contd.)

Maturity Analysis of Lease Liabilities (on Undiscounted basis):

Due	As at March 31, 2023	As at March 31, 2022
Not later than 1 year	702.24	656.91
Later than 1 year and not later than 5 years	1,462.19	911.23
Later than 5 years	203.96	-
Total	**2,368.39**	**1,568.14**

30. RELATED PARTY DISCLOSURE

(a) List of Related Parties

(i) Subsidiary Companies

AR Digital Wealth Private Limited
Freedom Wealth Solutions Private Limited
Freedom Intermediary Infrastructure Private Limited

(ii) Entity of which the Company was an Associate

Anand Rathi Financial Services Limited (upto March 22, 2023)

(iii) Key Managerial Persons (KMP)

Amit Rathi, Director, Managing Director (upto July 16, 2021)
Rakesh Rawal, Whole-time Director & CEO
Rajesh Bhutara, CFO
Nitesh Tanwar, Company Secretary (w.e.f October 13, 2022)
Ashish Chauhan, Company Secretary (upto May 31, 2022)

(iv) Other Related Parties with whom there were transactions

Anand Rathi Global Finance Limited
Anand Rathi Financial Services Limited (w.e.f March 23, 2023)
Anand Rathi Share and Stock Brokers Limited
Anand Rathi IT Private Limited
Sapphire Human Solution Private Limited
Anand Rathi Insurance Brokers Limited
Anand Rathi Advisors Limited (Subsidiary of Anand Rathi Global Finance Limited)

(v) Other Related Parties with whom there were no transactions

Anand Rathi Commodities Limited
Anand Rathi International Ventures (IFSC) Private Limited (Subsidiary of Anand Rathi Share and Stock Brokers Limited)

(vi) Transactions with Promoter and Entity foring part of our Promoter Group

Pradeep Kumar Gupta

Priti Pradeep Gupta

Aqua Proof Wall Plast Private Limited

(b) The following transactions were carried out with the related parties in the ordinary course of business:

(` in Lakhs)

Nature of Transaction/Relationship		For the year ended March 31, 2023	For the year ended March 31, 2022
(i)	**Loan Taken**		
	Entity of which the Company was an Associate	-	31,580.00

Notes to Ind AS Standalone Financial Statements
For the year ended March 31, 2023 (Contd.)

(` in Lakhs)

	Nature of Transaction/Relationship	For the year ended March 31, 2023	For the year ended March 31, 2022
(iii)	**Purchase of Debentures**		
	Entity of which the Company was an Associate	10,255.88	1,861.32
	Subsidiary	1,721.22	827.76
	Other Related Parties	305,552.45	221,193.34
(iv)	**Sale of Debentures**		
	Entity of which the Company was an Associate	791.38	1,860.43
	Subsidiary	4,332.17	1,748.45
	Other Related Parties	2,092.47	4,304.90
	Transactions with Promoter and Entity forming part of our Promoter Group	998.45	-
(v)	**Support Services Given**		
	Other Related Parties	-	36.30
(vi)	**Support Services Taken**		
	Subsidiary	-	5.47
	Entity of which the Company was an Associate	43.39	493.38
	Other Related Parties	735.02	241.30
(vii)	**Interest Expense**		
	Entity of which the Company was an Associate	-	25.63
	Other Related Parties	-	11.89
(viii)	**Rent Expense**		
	Entity of which the Company was an Associate	13.20	14.40
	Other Related Parties	9.60	2.40
(ix)	**Brand Charges**		
	Entity of which the Company was an Associate	196.25	200.13
	Other Related Parties	67.61	
(x)	**Rent Income**		
	Other Related Parties	-	0.45
(xi)	**Referral fees Expense**		
	Subsidiary	-	31.31
(xii)	**Demat Charges**		
	Other Related Parties	0.43	-
(xiii)	**Remuneration paid to KMP**		
	Short Term Employee Benefits	751.62	642.88

* The value of post employment benefit for all the employees is determined collectively by the appointed actuary and therefore not separately identifiable.

Note 1: Terms of Loan Given to related parties

Loan given to related parties at the interest rate in the range of 10% to 12% and it is receivable on demand.

Note 2: Related party relationships have been identified by the Management and relied upon by the Auditors.

Notes to Ind AS Standalone Financial Statements
For the year ended March 31, 2023 (Contd.)

31. EARNING PER SHARE

(` in Lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Net Profit after tax	16,818.36	12,544.83
Number of equity shares	41,688,247	41,616,227
Face Value Per Share (in `)	5	5
Weighted Average number of equity shares	41,668,066	41,569,351
Diluted Weighted Average number of equity shares	41,858,297	41,743,293
Earnings Per Share (in `)*		
– Basic	40.36	30.18
– Diluted	40.18	30.05

* Adjusted for the effect of bonus shares issued in 2021-22

32. SHARE BASED PAYMENTS

Employees Share Option Plans

The Employee Stock Option Scheme ('the Scheme') provides for grant of share options to the eligible employees and/or directors ("the Employees") of the Holding Company. The Share Options are granted at an exercise price, which is either equal to the fair market price, or at a premium, or at a discount to market price as may be determined by the Board. Each Share Option converts into two equity shares of the Company.

ESOP Scheme 2017

During the financial year 2016-17, the Board had approved the Policy and the no. of options to be granted to the Employees that will vest in a graded manner and which can be exercised within a specified period. The Board had approved 3,20,000 Options at an exercise price of 10/- per option to the Employees.

The details of options are as under:

Particulars	For the year ended March 31, 2023 (Nos.)	For the year ended March 31, 2022 (Nos.)
Outstanding at the beginning of the year	-	91,350
Add: Granted during the year		
Less: Exercised and shares allotted during the year	-	89,280
Less: Exercised but pending allotment	-	-
Less: Forfeited/cancelled during the year	-	-
Less: Lapsed during the year	-	2,070
Outstanding as at the end of the year	-	-
Exercisable at the end of the year	-	-

Fair Value of Options granted

The estimated fair value of each stock option granted is ` 2.82 as on January 01, 2017. The fair value has been calculated by applying Black-Scholes-Merton model. The model inputs the share price at respective grant dates, exercise price of ` 10 per option, Standard Deviation of 52.44%, life of option being 6 months from date of grant, and a risk-free interest rate of 6.51%.

Standard deviation has been derived based on the one year historical numbers of the peer group companies adjusted with appropriate illiquidity discount.

Notes to Ind AS Standalone Financial Statements
For the year ended March 31, 2023 (Contd.)

The options granted on January 01, 2017 under ESOP 2017 have an exercise price of ` 10 per option and would vest over the period as under

Options Granted (in Nos.)	Vesting Date
52,740	December 31, 2017
11,260	March 31, 2018
64,000	December 31, 2018
96,000	December 31, 2019
96,000	December 31, 2020

ESOP Scheme 2018

During the financial year 2018-19, the Board had approved the Policy and the no. of options to be granted to the Employees that will vest in a graded manner and which can be exercised within a specified period. The Board has approved 2,60,100 options at an exercise price of ` 5/- per option to the employees. During the meeting held on June 14, 2021, the Board has approved 20,000 options at an exercise price of ` 5/- per option.

The details of options are as under:

Particulars	For the year ended March 31, 2023 (Nos.)	For the year ended March 31, 2022 (Nos.)
Outstanding at the beginning of the year	176,060	208,080
Add: Granted during the year	-	20,000
Less: Exercised and shares allotted during the year	72,020	52,020
Less: Exercised but pending allotment	-	-
Less: Forfeited/cancelled during the year	-	-
Less: Lapsed during the year	-	-
Outstanding as at the end of the year	104,040	176,060
Exercisable at the end of the year	-	-

Fair Value of Options granted

The estimated fair value of each stock option granted is ` 407 as on March 11, 2019. The fair value has been calculated by applying Black-Scholes-Merton model. The model inputs the share price at respective grant dates, exercise price of ` 5/- per option, Standard Deviation of 51.15%, life of option being 3 months from the date of grant, and a risk-free interest rate of 7.35%

The options were approved by the Board on March 11, 2019 under ESOP 2018 and were communicated to employees on April 01, 2020. 20,000 options approved by the Board on June 14, 2021 under ESOP 2018 were communicated to the employees on June 14, 2021. ESOP 2018 has an exercise price of ` 5 per option, and would vest over the period as under:

Options Granted (in Nos.)	Vesting Date
52,020	April 01, 2020
52,020	April 01, 2021
72,020	April 01, 2022
52,020	April 01, 2023
52,020	April 01, 2024

Notes to Ind AS Standalone Financial Statements
For the year ended March 31, 2023 (Contd.)

ESOP Scheme 2022

During the financial year 2022-23, the Board had approved the Policy and the no. of options to be granted to the Employees that will vest in a graded manner and which can be exercised within a specified period. The Board has approved 88,030 options at an exercise price of ` 5/- per option to the employees during the meeting held on January 12, 2023.

The details of options are as under:

Particulars	For the year ended March 31, 2023 (Nos.)	For the year ended March 31, 2022 (Nos.)
Outstanding at the beginning of the year	-	-
Add: Granted during the year	88,030	-
Less: Exercised and shares allotted during the year	-	-
Less: Exercised but pending allotment	-	-
Less: Forfeited/cancelled during the year	-	-
Less: Lapsed during the year	-	-
Outstanding as at the end of the year	88,030	-
Exercisable at the end of the year	-	-

Fair Value of Options granted

The estimated fair value of each stock option granted is ` 749.91 as on January 12, 2023. The fair value has been calculated by applying Black-Scholes-Merton model. The model inputs the share price at respective grant dates, exercise price of ` 5/- per option, Standard Deviation of 40.76%, life of option being 3 months from the date of grant, and a risk-free interest rate of 7.44%.

Options Granted (in Nos.)	Vesting Date
88,030	January 12, 2024

Details of the commitments arising from the Share based payments were as follows:

(` in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Total Carrying Amount of ESOP Outstanding	513.58	518.21
Amount debited to Statement of Profit & Loss	282.21	291.02

33. CORPORATE SOCIAL RESPONSIBILITY (CSR)

As per Section 135 of the Companies Act, 2013, a company, meeting the applicability threshold, needs to spend at least 2% of its average net profit for the immediately preceding three financial years on corporate social responsibility (CSR) activities.

A CSR committee has been formed by the Company as per the Act. The funds were primarily allocated to a corpus and utilised through the year on the activities which are specified in Schedule VII of the Companies Act, 2013:

(` in Lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Details of corporate social responsibility expenditure		
(a) amount required to be spent by the Company during the year	224.71	191.82
(b) amount of expenditure incurred		
(i) Construction/ acquisition of any asset	-	-
(ii) On purposes other than (i) above	237.88	191.72
(c) Surplus/ (shortfall) at the end of the year	13.16	(0.10)
(d) total of previous years surplus / (shortfall)	0.64	0.74
(e) surplus carried forward as per proviso to section 135 (5)	13.80	0.64
(f) reason for shortfall during the year ended :	NA	NA

Notes to Ind AS Standalone Financial Statements
For the year ended March 31, 2023 (Contd.)

Nature of CSR activities :

The Company has primarily spent the CSR expenditure for the purpose:

Promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly and the differently abled and livelihood enhancement projects.

Training to promote rural sports, nationally recognised sports, paralympic sports and olympic sports.

Ensuring environmental sustainability, ecological balance, protection of flora and fauna, animal welfare.

The expenditure incurred during the year has been recommended by the CSR Committee and approved by the board of directors.

34. CAPITAL MANAGEMENT

For the purpose of Company's capital management, capital includes issued equity capital, share premium and all other equity reserves attributable to equity holders of company. The Company manages its capital to ensure that it continues as going concern while maximising the return to stakeholders through the optimisation of the debt and equity balance

The Company monitors capital using a gearing ratio. Capital gearing ratio of company is as follows :

(` in Lakhs)

Particulars	March 31, 2023	March 31, 2022
Equity	2,084.41	2,080.81
Other Equity	48,417.97	35,977.99
Total Equity (A)	**50,502.38**	**38,058.80**
Borrowings	1,660.71	2,495.14
Total Debt (B)	**1,660.71**	**2,495.14**
Total Debt and Equity (C=A+B)	**52,163.09**	**40,553.94**
Capital Gearing Ratio (B/C)	**0.032**	**0.062**

35. BUSINESS COMBINATIONS

The Company had acquired following equity shares at fair value during earlier year(s). Purchase consideration for acquisition of shares in below mentioned entities was paid by mode of cash only. The acquisitions were made to enhance the presence in Wealth Management space. The other disclosures with respect to acquisition are as under.

AR Digital Wealth Private Limited (ARDWPL) is engaged in the business of Digital Wealth Management. The consideration paid for shares of ARDWPL in July 2016 was ` 252.00 Lakhs, in March 2018 was ` 690.25 Lakhs and in Financial Year 2018-19 was ` 4,204.81 Lakhs. The fair value per share for the aforesaid acquisitions was `10, ` 256 and ` 332 (Average price of 3 lots purchased during the year) respectively.

Freedom Wealth Solutions Private Limited (FWSPL) is engaged in the business of Wealth Management. The consideration paid for shares of FWSPL in September 2017 was ` 237.16 Lakhs. The fair value per share for the aforesaid acquisitions was ` 10.

Ffreedom Intermediary Infrastructure Private Limited (FIINFRA) is engaged in the business of providing IT enabled services. The consideration paid for shares of FIINFRA in 2019-20 was ` 3,598.95 Lakhs. The fair value per share for the aforesaid acquisitions was ` 434.

2,99,419 shares purchased on February 13, 2020 and 299,418 shares purchased on March 31, 2020 were acquired from AR Digital Wealth Private Limited and 2,30,415 shares purchased on March 31, 2020 were acquired in a Right issue by Ffreedom Intermediary Infrastructure Private Limited.

Notes to Ind AS Standalone Financial Statements
For the year ended March 31, 2023 (Contd.)

Details of Share acquired/(sold) is tabulated as below -

Name of Company	No. of Shares	% of Shares Acquired
AR Digital Wealth Private Limited		
July 13, 2016	2,520,000	60.30%
March 14, 2018	5,574	0.13%
March 16, 2018	170,246	4.07%
March 16, 2018	51,074	1.22%
March 16, 2018	39,157	0.94%
March 22, 2018	5,574	0.13%
May 03, 2018	58,361	1.40%
February 05, 2019	1,194,029	7.07%
March 27, 2019	13,044	0.24%
Freedom Wealth Solutions Private Limited		
September 25, 2017	2,371,625	95.01%
Ffreedom Intermediary Infrastructure Private Limited		
February 13, 2020	299,419	50.00%
March 31, 2020	299,418	36.11%
March 31, 2020	230,415	13.89%

36. (a) The Company does not have any pending litigation which would impact its financial position.

(b) The Company, as a process, reviews and ensures to make adequate provisions for material foreseeable loss, if any, on all long-term contracts. As on the reporting date there is no material foreseeable loss on any long-term contract. The Company does not have any open derivative contracts at the reporting date.

37. CAPITAL COMMITMENTS

(` in Lakhs)

Particulars	March 31, 2023	March 31, 2022
Capital commitment for furnishing of Trade Link Office, Lower Parel Mumbai	-	387.97

38. DUES TO MICRO, SMALL AND MEDIUM ENTERPRISES

(` in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
The principal amount remaining unpaid to any supplier at the end of each accounting year;	-	-
The interest due thereon remaining unpaid to any supplier at the end of each accounting year;	-	-
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;	-	-
The amount of interest due and payable for the year 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;	-	-
The amount of interest accrued and remaining unpaid at the end of each accounting year; and	-	-
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	-	-
	-	-

Notes to Ind AS Standalone Financial Statements
For the year ended March 31, 2023 (Contd.)

39. FINANCIAL RATIOS

Particulars	March 31, 2023	March 31, 2022	Variation
1. Current Ratio (1)	2.70	1.77	52%
2. Debt Equity Ratio (2)	0.03	0.07	(50%)
3. Debt Service Coverage Ratio (3)	10.19	6.69	52%
4. Return on Equity Ratio	37.98%	37.99%	0%
5. Net capital turnover ratio (4)	2.77	5.56	(50%)
6. Profit ratio	31.73%	31.08%	2%
7. Return on Capital Employed	44.13%	41.43%	7%

(1) Current ratio increased due to increase in stock of un-quoted debentures.

(2) Debt equity ratio decreased due to repayment of debt during the 2022-23 of ` 833 Lakhs

(3) Profit for the 2023-23 increased hence debt service ratio has increased

(4) Working capital increased due to increase in un-quoted debenture stock and consequently net working capital to turnover has reduced.

Explanations to items included in computing the above ratios

1. Current Ratio: Current Asset (excluding assets held for sales) over Current Liabilities
2. Debt-Equity Ratio: Debt (includes Current & Non-Current Borrowings excluding lease liabilities) over total share holders equity (Includes average of opening and closing equity capital and other equity).
3. Debt Service Coverage Ratio: Earnings available for debt service (includes profit after tax, depreciation and finance cost) over debt service (includes interest on borrowings - car loan and property loan, principal repayment made and lease payments).
4. Return on Equity Ratio: Profit After Tax over Equity (includes average of opening and closing equity capital and other equity).
5. Net capital turnover ratio: Revenue from operations over average working capital (current assets net of current liabilities).
6. Net profit ratio: Profit After Tax over Revenue from operations
7. Return on Capital employed: Earnings Before Interest & Tax over Capital Employed (which includes tangible net worth and total debt).

Note:

a. Considering the nature of business activities, only ratios applicable to the Company are provided.

The Non-GAAP measures presented may not be comparable to similarly titled measures reported by other companies.

40. FINANCIAL INSTRUMENT - FAIR VALUES

Accounting classification and fair values

The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy.

Notes to Ind AS Standalone Financial Statements
For the year ended March 31, 2023 (Contd.)

(` in Lakhs)

March 31, 2023	Carrying Amount	Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)	Total Fair Value
Financial assets					
FVTPL					
(i) Unquoted Debentures	9,655.57	-	-	9,655.57	9,655.57
	(716.69)	-	-	(716.69)	(716.69)
(ii) Equity Shares of Other Companies	10,550.25	-	-	10,550.25	10,550.25
	(10,350.00)	-	-	(10,350.00)	(10,350.00)

(` in Lakhs)

March 31, 2023	Amortised Cost	Fair Value through Profit or loss	Fair Value through OCI	Total carrying value	Total fair value
Financial assets					
(i) Security Deposit	1,008.20	-	-	1,008.20	1,008.20
	(971.17)	-	-	(971.17)	(971.17)
(ii) Trade receivables	1,631.54	-	-	1,631.54	1,631.54
	(1,419.10)	-	-	(1,419.10)	(1,419.10)
(iii) Cash and cash equivalents	5,750.57	-	-	5,750.57	5,750.57
	(5,724.47)	-	-	(5,724.47)	(5,724.47)
(iv) Other Financial Assets	12,123.15	9,655.57	-	21,778.72	21,778.72
	(7,538.45)	(716.69)	-	(8,255.14)	(8,255.14)
(v) Investments in equity instruments	8,746.01	10,550.25	-	19,296.26	19,296.26
	(8,983.17)	(10,350.00)	-	(19,333.17)	(19,333.17)
(vi) Investment held for sale	237.16	-	-	237.16	237.16
	-	-	-	-	-
Total	**29,496.63**	**20,205.82**	**-**	**49,702.45**	**49,702.45**
Total	**(24,636.36)**	**(11,066.69)**	**-**	**(35,703.05)**	**(35,703.05)**

(` in Lakhs)

March 31, 2023	Amortised Cost	Fair Value through Profit or loss	Fair Value through OCI	Total carrying value	Total fair value
Financial liabilities					
(i) Borrowings	1,660.71	-	-	1,660.71	1,660.71
	(2,495.14)	-	-	(2,495.14)	(2,495.14)
(ii) Trade payables	31.49	-	-	31.49	31.49
	-	-	-	-	-
(iii) Other Financial Liabilities	966.26	-	-	966.26	966.26
	(2,051.92)	-	-	(2,051.92)	(2,051.92)
(iv) Lease Liabilities	-	1,966.17	-	1,966.17	1,966.17
	-	(1,391.50)	-	(1,391.50)	(1,391.50)
Total	**2,658.46**	**1,966.17**	**-**	**4,624.63**	**4,624.63**
Total	**(4,547.06)**	**(1,391.50)**	**-**	**(5,938.56)**	**(5,938.56)**

Note 1 - Figures in brackets in the above table represent previous year numbers.

Note 2 - Valuation techniques used to determine the fair values:

Notes to Ind AS Standalone Financial Statements
For the year ended March 31, 2023 (Contd.)

a. Discounted cash flow method has been used to determine the fair value of unquoted equity shares of other companies. The discount rate is used based on management estimates.

b. The Company has made necessary adjustments to the observable and unobservable inputs used for the purpose of valuation

Fair value measurements using significant unobservable inputs (level 3)

The following table presents the changes in level 3 items for the year ended March 31, 2023 and year ended March 31, 2022.

Particulars	Unquoted Debentures	PMS	Equity Shares in Other Companies	Mutual Fund
Opening Balance as on April 01, 2022	716.69	-	10,350.00	
Acquisitions	807,357.54	-	-	389,000.00
Realised/unrealised Gains / (Losses) recognised	34,627.12	-	200.25	17.92
Realisations	833,045.78	-	-	389,017.92
Closing Balance as on March 31, 2023	**9,655.57**	**-**	**10,550.25**	**-**

Particulars	Unquoted Debentures	PMS	Equity Shares in Other Companies	Mutual Fund
Opening Balance as on April 01, 2021	836.19	95.55	10,181.48	
Acquisitions	528,533.48	-	-	-
Realised/unrealised Gains / (Losses) recognised	25,400.55	86.99	168.52	-
Realisations	554,053.53	182.54	-	-
Closing Balance as on March 31, 2022	**716.69**	**-**	**10,350.00**	**-**

Sensitivity analysis of Level 3 instruments

Nature of instrument	Fair Value as at March 31, 2023	Significant unobservable inputs	Increase/ decrease in the unobservable input	Sensitivity Impact for year ended January 31, 2023 for FV increase	Sensitivity Impact for year ended January 31, 2023 for FV decrease
(i) Unquoted Debentures	9,655.57	Impact estimated by the management.	5%	482.78	(482.78)
(ii) Equity Shares of Other Companies	10,550.25		5%	527.51	(527.51)

Investment in Equity Shares of Subsidiaries of ` 8,746.01 Lakhs (PY ` 8,983.17 Lakhs) have been measured at cost. The Board of Directors at their meeting held on March 20, 2023, has approved sale of the entire shareholding in Freedom Wealth Solutions Private Limited. An active programmeme to locate the buyer and complete planned sale has been initiated. It is highly probable that the said sale transaction will be completed in the next 12 months. Accordingly the investment in Freedom Wealth Solution Private Limited is classified as assets held for sale as on March 31, 2023.

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

(ii) Financial instruments carried at amortised cost such as cash and margin money deposits, trade and other receivables, trade payables, borrowings and other current financial instruments approximate at their fair values largely due to short term maturities of these instruments.

Notes to Ind AS Standalone Financial Statements
For the year ended March 31, 2023 (Contd.)

41. FINANCIAL INSTRUMENTS – RISK MANAGEMENT

Risk management framework

The Company's activities expose it to a variety of financial risks, including market risk, credit risk, liquidity risk and currency risk. The Company's primary risk management focus is to minimise potential adverse effects on revenue. The Company's risk management assessment and policies and processes are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls, and to monitor such risks and compliance with the same. Risk assessment and management policies and processes are reviewed regularly to reflect changes in market conditions and the Company's activities. The Board of Directors and the Audit Committee is responsible for overseeing the Company's risk assessment and management policies and processes.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company manages liquidity risk by maintaining sufficient cash and marketable securities. The cash flows, funding requirements and liquidity of Company is regularly monitored by Management of the Company. The objective is to optimise the efficiency and effectiveness of Company's capital resources.

Exposure to liquidity risk

The table below analyses the Company's financial liabilities into relevant maturity groupings based on their contractual maturities for all financial liabilities

March 31, 2023	Contractual cash flows (` in Lakhs)					
	Carrying amount	Total	On Demand	Less than 3 months	3-12 months	1-5 years
Borrowings	1,660.71	1,660.71	-	207.09	622.09	831.53
Lease Liabilities	1,966.17	1,966.17	-	180.41	384.45	1,401.31
Trade Payables	31.49	31.49	-	31.49	-	-
Other Financial Liabilities	966.26	966.26	-	966.26	-	-

March 31, 2022	Contractual cash flows (` in Lakhs)					
	Carrying amount	Total	On Demand	Less than 3 months	3-12 months	1-5 years
Borrowings	2,495.14	2,495.14	-	209.68		

Notes to Ind AS Standalone Financial Statements
For the year ended March 31, 2023 (Contd.)

Customer credit risk is managed by company as per its policy, procedures and control relating to customer credit risk. Credit quality of a customer credit risk is assessed based on an extensive credit rating scoreboard and individual credit limits are defined in accordance with this assessment. Outstanding customer receivables are regularly monitored and all possible steps taken to timely realise them.

The credit risk on Fixed Deposits with Banks, Bank Balances, Investments in Mutual Fund is limited because the counterparties are Banks, Exchanges and Mutual Fund houses who are structured market players.

As on reporting date credit risk exposure are as on following:

(` in Lakhs)

Particulars	March 31, 2023	March 31, 2022
Security Deposit	1,008.20	971.17
Trade Receivables	1,631.54	1,419.10
Investment in Debentures	9,655.57	716.69
Fixed Deposits with Banks	10,214.89	11,456.72
Bank Balances in Current Account	5,746.49	716.94
Staff Advances	1,828.22	990.21
Other Receivables	80.04	88.67

(i) AGE OF TRADE RECEIVABLES

(` in Lakhs)

Particulars	March 31, 2023	March 31, 2022
Within the credit period	1,626.23	1,412.90
1-30 days Past Dues	2.48	6.20
31-60 days Past Dues	-	-
61-90 days Past Dues	2.83	-
91-180 days Past Dues	-	-
More than 180 days past due	-	-
	1,631.54	1,419.10

(ii) MOVEMENT IN THE EXPECTED CREDIT LOSS ALLOWANCE

(` in Lakhs)

Particulars	March 31, 2023	March 31, 2022
Balance at end of the year	-	-
Movement in the expected credit loss allowance on trade receivables calculated at lifetime expected credit loss	-	-
Balance at end of the year	-	-

Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market Risk comprises three types of risk: a.) Interest Rate Risk, b.) Currency Risk and c.) Other Price Risk such as equity price risk etc.

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 changes in interest rates relates primarily to the Company's outstanding floating rate debt included in borrowings.

Notes to Ind AS Standalone Financial Statements
For the year ended March 31, 2023 (Contd.)

Sensitivity Analysis:

(` in Lakhs)

Particulars	March 31, 2023	March 31, 2022
Floating Rate Liability	1666.00	2487.74
A hypothetical 1% shift in underlying benchmark rates will have the below impact:		
Impact on Profit and Loss		
Increase of 1%	(0.30)	(9.94)
Decrease of 1%	0.30	9.94

Price Risk

The Company's Board of Directors reviews and approves all equity investment decisions. Reports on the equity portfolio are submitted to the Company's senior management on a regular basis.

(` in Lakhs)

Particulars	March 31, 2023	March 31, 2022
Impact on Profit and Loss		
Investment in Other Entities		
Increase by 1%	105.50	103.50
Decrease by 1%	(105.50)	(103.50)

At the reporting date, the exposure to equity securities of other entities is as under:

(` in Lakhs)

Particulars	March 31, 2023	March 31, 2022
Investment in Other Entities	10,550.25	10,350.00

Currency Risk

The Company has a Foreign Representative Office in Dubai since March 07, 2021 vide its approval from UAE Government and renewed till March 06, 2024. The Company has Fixed Assets, Current Assets, Current liabilities and Expenses of Foreign Representative office situated at Dubai (UAE):

The Company is exposed to foreign exchange risk arising from foreign currency transactions with respect to the AED. Foreign Currency Risk is the risk that the Fair Value or Future Cash Flows of an exposure will fluctuate because of changes in foreign currency rates. Exposures can arise on account of the various assets and liabilities which are denominated in currencies other than Indian Rupee.

At the reporting date, the exposure to foreign currency is as under:

(AED in Lakhs)

Particulars	March 31, 2023	March 31, 2022
Bank Balances in Current Account	1.78	9.60
Staff Advances	2.87	0.45
Prepaid Expenses	0.66	0.20
	5.31	**10.25**

At the reporting date, the exposure to foreign currency is as under:

(` in Lakhs)

Particulars	March 31, 2023	March 31, 2022
Bank Balances in Current Account	39.88	198.42
Staff Advances	64.16	9.30
Prepaid Expenses	14.70	4.18
	118.74	**211.90**

Notes to Ind AS Standalone Financial Statements
For the year ended March 31, 2023 (Contd.)

A reasonably possible strengthening (weakening) against all currencies at March 31 would have affected the measurement of financial instruments denominated in a foreign currency and affected equity and profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular interest rates, remain constant.

(` in Lakhs)

Particulars	Profit or loss	
	Strengthening	Weakening
March 31, 2023		
AED (1% movement)	1.19	(1.19)
March 31, 2022		
AED (1% movement)	2.12	(2.12)

42. DIVIDENDS

The final dividends on shares is recorded as a liability on the date of approval by the shareholders and interim dividends are recorded as a liability on the date of declaration by the Company's Board of Directors. Income Tax consequences of dividends on financial instruments classifies as equity will be recognised according to where the entity originally recognised those past transactions or events that generated distributable profits.

The Company declares and pay the dividends in Indian rupee. Companies are required to pay/distribute dividend after deducting applicable withholding income taxes. The remittance of dividends outside India is governed by Indian law on foreign exchange and is also subject to withholding tax at applicable rates.

The amount of per share dividend recognised as distribution to equity shareholders in accordance with Companies Act 2013 is as follows:

(` in Amount)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Interim Dividend for 2021-22	-	5.00
Final dividend for 2020-21	-	2.50
Interim Dividend for 2022-23	5.00	-
Final dividend for 2021-22	6.00	-

During the year ended March 31, 2023 on account of the final dividend for 2021-22, and interim for 2022-23 the Company has incurred net cash outflow of ` 4,585.71 Lakhs.

The Board of Directors in their meeting on April 12, 2023 recommend a final dividend of ` 7 per equity share for the financial year ended March 31, 2023. This pay-out is subject to the approval of shareholders in the Annual General Meeting (AGM) of the Company and if approved would result in a net cash outflow of approximately ` 2,918.18 Lakhs.

43. COST SHARING

Anand Rathi Financial Services Limited, Anand Rathi Global Finance Limited, Anand Rathi Share & Stock Brokers Limited, Anand Rathi Advisors Limited and AR Digital Wealth Private Limited incurs expenditure in the nature of Business support costs, etc. which is for the benefit of the Company. The cost so expended is reimbursed by the Company on the basis of number of employees, time spent by employees, actual billings, etc. Accordingly, the expenditure noted under the head 'Business Support charges' in Note No. 26 are inclusive of the reimbursements.

CONSOLIDATED FINANCIAL STATEMENTS

Independent Auditor's Report

To
The Members of
Anand Rathi Wealth Limited

Report on the audit of the Consolidated Financial Statements

OPINION

1. We have audited the accompanying consolidated Ind AS financial statements of Anand Rathi Wealth Limited ('the Holding Company' or 'the Parent' or 'the Company') and its subsidiaries (the parent and its subsidiaries together referred to as 'the Group'), which comprise the consolidated balance sheet as at 31 March 2023 and the consolidated statement of profit and loss (including other comprehensive income), the consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies and other explanatory information ('the Consolidated Financial Statements').

2. In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of reports of other auditors on separate financial statements of such subsidiaries, as were audited by the other auditors, 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 accounting principles generally accepted in India, of the consolidated state of affairs of the Group, as at 31 March 2023, and its consolidated profit and other comprehensive income, consolidated changes in equity and its consolidated cash flows for the year then ended.

BASIS FOR OPINION

3. 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, in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ('ICAI') together with the ethical requirements that are relevant to our audit of the Consolidated Financial Statements under the provisions of the Act, and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained along with the consideration of audit reports of the other auditors referred to in the 'Other Matters' paragraph below is sufficient and appropriate to provide a basis for our opinion on the Consolidated Financial Statements.

KEY AUDIT MATTERS

4. Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Consolidated Financial Statements of the current year. We have determined that there are no key audit matters to communicate in our report.

OTHER INFORMATION

5. The Holding Company's Board of Directors are responsible for the other information. The other information comprises the information included in the Holding Company's annual report, but does not include the Consolidated Financial Statements and our auditors' report thereon. The Other Information is expected to be made available to us after the date of this auditor's report.

6. Our opinion on the Consolidated Financial Statements does not cover the other information and we do not express any form of assurance conclusion thereon.

7. In connection with our audit of the Consolidated Financial Statements, our responsibility is to read the other information 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. If, based on the work we have performed and based on the work done / audit report of other auditors, we conclude that there is a material misstatement of this other information, we are required to report that fact.

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

8. The Holding Company's Board of Directors are responsible for the preparation and presentation of these Consolidated Financial Statements, that give a true and fair view of the consolidated state of affairs, consolidated profit and other comprehensive income, consolidated changes in equity and consolidated cash flows of the Group in accordance with the

accounting principles generally accepted in India, including the Indian Accounting Standards ('Ind AS') specified under section 133 of the Act. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding 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.

9. In preparing the Consolidated Financial Statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of each company 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 Group or to cease operations, or has no realistic alternative but to do so.

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

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

11. 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 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.

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

    12.1. 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.

    12.2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Holding Company has adequate internal financial controls with reference to the Consolidated Financial Statements and the operating effectiveness of such controls.

    12.3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Management.

    12.4. Conclude on the appropriateness of Management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Consolidated Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

12.5. 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.

12.6. Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the Consolidated Financial Statements. We are responsible for the direction, supervision and performance of the audit of 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.

13. 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.

14. 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.

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

OTHER MATTERS

16. We did not audit the financial statements of three subsidiaries, whose financial statements reflect total assets of Rs. 7,492.70 lakhs as at 31 March 2023, total revenues of Rs. 2,068.40 lakhs and net cash outflows amounting to Rs. 2,260.85 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 section 143(3) of the Act, in so far as it relates to the aforesaid subsidiaries, is based solely on the reports of the other auditors.

17. 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

18. As required by section 143(3) of the Act, based on our audit and on the consideration of audit reports of the other auditors on separate financial statements of such subsidiaries, as were audited by other auditors, as noted in the 'Other Matters' paragraph, we report, to the extent applicable, that:

18.1. 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.

18.2. 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.

18.3. 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.

18.4. In our opinion, the aforesaid Consolidated Financial Statements comply with the Ind AS specified under Section 133 of the Act.

18.5. On the basis of the written representations received from the directors of the Holding Company as on 31 March 2023, taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies, incorporated in India, none of the directors of the Group companies, incorporated in India are disqualified as on 31 March 2023 from being appointed as a director in terms of Section 164(2) of the Act.

18.6. With respect to the adequacy of internal financial controls with reference to the Consolidated Financial Statements of the Holding Company and its subsidiary companies, incorporated in India and the operating effectiveness of such controls, refer to our separate report in 'Annexure A'.

18.7. In our opinion and according to the information and explanations given to us and based on the reports of the statutory auditors of such subsidiary companies, incorporated in India which were not audited by us, the remuneration paid during the current year by the Holding Company and its subsidiary companies, incorporated in India to its directors is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director by the Holding Company and its subsidiary companies, incorporated in India is not in excess of the limit laid down under Section 197 of the Act.

19. 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 and based on the consideration of audit reports of the other auditors on separate financial statements of such subsidiaries, as noted in the 'Other Matters' paragraph:

19.1. The Consolidated Financial Statements disclose the impact of pending litigations as at 31 March 2023 on the consolidated financial position of the Group, – Refer Note 37 to the consolidated financial statements.

19.2. The Group did not have any material foreseeable losses on long-term contracts including derivative contracts.

19.3. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company, and its subsidiary companies incorporated in India.

19.4. The respective managements of the Holding Company and its subsidiaries, incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiaries to best of their knowledge and belief, that 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 any of such subsidiaries to or in any other person(s) or entity(ies), including foreign entities ('Intermediaries'), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Holding Company or any of such subsidiaries ('Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

19.5. The respective managements of the Holding Company and its subsidiaries which are companies incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiaries to best of their knowledge and belief, that no funds have been received by the Holding Company or any of such subsidiaries 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 any of such subsidiaries shall, whether, Independent Auditor's Report (Contd.)

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.

19.6. Based on such audit procedures, that has been considered reasonable and appropriate in the circumstances, performed by us and those performed by auditors of the subsidiaries incorporated in India whose financial statements have been audited under the Act, nothing has come to our or other auditor's notice that has caused us or other auditors to believe that the representation under para 19.4 and 19.5 contain any material misstatement.

19.7. In our opinion and according to the information and explanations given to us,

(a) The final dividend paid by the Parent during the year, in respect of the same declared for the previous year, is in accordance with Section 123 of the Act to the extent it applies to payment of dividend.

(b) The interim dividend declared and paid by the Parent during the year and until the date of this report is in compliance with Section 123 of the Act.

(c) As stated in Note 45 to the consolidated financial statements, the Board of Directors of the Parent have proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The dividend declared is in accordance with Section 123 of the Act to the extent it applies to declaration of dividend.

20. Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 (as amended), provides for the feature of recording of audit trail (edit log) facility in the accounting software used by the Parent for maintenance of books of account, which is applicable to the Parent from financial year beginning 1 April 2023. The reporting 1. under clause (g) of Rule 11 of Companies (Audit and Auditors) Rules, 2014 would be done from financial year 2023-2024 onwards.

21. With respect to the matters specified in paragraphs 3(xxi) and 4 of the Companies (Auditor's Report) Order, 2020 ('CARO') issued by Central Government in terms of Section 143(11) of the Act, to be included in Auditor's report, according to the information and explanations given to us, and based on the CARO reports issued by us for the Company and based on our consideration of CARO reports issued by respective auditors of the companies included in consolidated financial statements, we report that there are no qualifications or adverse remarks in these CARO reports.

For **KKC & Associates LLP**
Chartered Accountants
(formerly Khimji Kunverji & Co LLP)
Firm Registration Number: 105146W/W100621

Devang Doshi
Partner
ICAI Membership No: 140056
UDIN: 23140056BGZQQE6010
Place: Mumbai
Date: 12 April 2023

Annexure 'A' to the Independent Auditors' report on the Consolidated Financial Statements of Anand Rathi Wealth Limited for the year ended 31 March 2023

(Referred to in paragraph '18.6' under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Report on the Internal Financial Controls with reference to the aforesaid Consolidated Financial Statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act')

OPINION

1. In conjunction with our audit of the Consolidated Financial Statements of **Anand Rathi Wealth Limited** as of and for the year ended 31 March 2023, we have audited the internal financial controls with reference to the Consolidated Financial Statements of **Anand Rathi Wealth Limited** ('the Holding Company') and its subsidiary companies, which are companies incorporated in India, as of that date.

2. In our opinion, the Holding Company and its subsidiary companies, which are companies incorporated in India, have, in all material respects, an adequate internal financial controls with reference to the Consolidated Financial Statements and such internal financial controls were operating effectively as at 31 March 2023, based on the internal controls over financial reporting criteria established by the respective companies considering the essential components of such internal controls stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India ('the Guidance Note').

MANAGEMENT'S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

3. The respective Board of Directors of the Holding Company, its subsidiary companies, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls with reference to consolidated financial statements based on the internal controls over financial reporting 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

4. Our responsibility is to express an opinion on the Holding Company, its subsidiaries, which are companies incorporated in India, internal financial controls with reference to the Consolidated Financial Statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing ('SA'), prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to the Consolidated Financial Statements. Those SAs 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 the Consolidated Financial Statements were established and maintained and if such controls operated effectively in all material respects.

5. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to the Consolidated Financial Statements and their operating effectiveness. Our audit of internal financial controls with reference to the Consolidated Financial Statements included obtaining an understanding of internal financial controls with reference to the Consolidated Financial Statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of the internal controls 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.

6. 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 Matters' paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to the Consolidated Financial Statements.

MEANING OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE CONSOLIDATED FINANCIAL STATEMENTS

7. A company's internal financial controls with reference to the Consolidated Financial Statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation

Annexure A (Contd.)

of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to the Consolidated Financial Statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE CONSOLIDATED FINANCIAL STATEMENTS

8. Because of the inherent limitations of internal financial controls with reference to the 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 the Consolidated Financial Statements to future periods are subject to the risk that the internal financial controls with reference to the 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 MATTERS

9. Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls system with reference to the Consolidated Financial Statements in so far as it relates to three subsidiary companies, which are companies incorporated in India, is based on the corresponding reports of the auditors of such subsidiaries incorporated in India.

For **KKC & Associates LLP**
Chartered Accountants
(formerly Khimji Kunverji & Co LLP)
Firm Registration Number: 105146W/W100621

Devang Doshi
Partner
ICAI Membership No: 140056
UDIN: 23140056BGZQQE6010
Place: Mumbai
Date: 12 April 2023

Ind AS Consolidated Balance Sheet

As at March 31, 2023

(` in Lakhs)

Particulars		Notes No.	As at March 31, 2023	As at March 31, 2022
I	**ASSETS**			
	Non-Current Assets			
	Property, Plant and Equipment	3	9,245.87	8,076.44
	Right-of-use Asset	3	1,846.67	1,316.60
	Capital Work in Progress	4	-	-
	Goodwill	36	290.11	290.11
	Other Intangible Assets	5	2,225.79	2,712.34
	Financial Assets			
	- Investments	6	10,550.25	10,350.00
	- Other Financial Assets	7(i)	356.51	417.51
	Deferred Tax Assets (Net)	8	47.56	380.70
	Other Non Current Assets	9	3,062.18	4,353.83
	Total Non-Current Assets		**27,624.94**	**27,897.53**
	Current Assets			
	Financial Assets			
	- Trade Receivables	10	1,712.80	1,489.89
	- Cash and cash equivalents	11	6,016.51	8,710.90
	- Other Financial Assets	7(ii)	25,859.20	9,200.01
	Other Current Assets	12	657.69	717.66
	Total Current Assets		**34,246.20**	**20,118.46**
	Assets directly associated with disposal group classified as held for sale	46	540.73	-
	Total Assets directly associated with disposal group classified as held for sale		**540.73**	**-**
	TOTAL ASSETS		**62,411.87**	**48,015.99**
II	**EQUITY AND LIABILITIES**			
	Equity			
	Equity Share Capital	13	2,084.41	2,080.81
	Other Equity	14	44,738.79	32,285.87
	Non Controlling Interest	15	1,186.15	1,166.93
	Total Equity		**48,009.35**	**35,533.61**
	Liabilities			
	Non-Current Liabilities			
	Financial Liabilities			
	- Borrowings	16(i)	848.53	1,660.70
	- Lease Liability	18(i)	1,416.82	854.00
	Provisions	20(i)	388.55	212.55
	Total Non-Current Liabilities		**2,653.90**	**2,727.25**
	Current Liabilities			
	Financial liabilities			
	- Borrowings	16(ii)	833.13	834.44
	- Lease Liability	18(ii)	573.11	575.53
	- Trade Payables	17		
	Total Outstanding dues of micro enterprises and small enterprises		-	-
	Total Outstanding dues of creditors other than micro enterprises and small enterprises		31.49	-
	- Other Financial Liabilities	19	1,078.47	2,117.59
	Other Current Liabilities	21	1,203.74	865.43
	Provisions	20(ii)	8,023.92	5,362.14
	Total Current Liabilities		**11,743.86**	**9,755.13**
	Liabilities directly associated with disposal group classified as held for sale	46	4.76	-
	Total Liabilities directly associated with disposal group classified as held for sale		**4.76**	**-**
	TOTAL EQUITY AND LIABILITIES		**62,411.87**	**48,015.99**
Notes Forming Part of the IND AS Consolidated Financial Statements		1-49		

As per our attached report of even date.
For and on Behalf of

KKC & Associates LLP
Chartered Accountants
(formerly Khimji Kunverji & Co LLP)
Registration No.:105146W/W100621

Devang Doshi
Partner
Membership No: 140056

Mumbai
Date: April 12, 2023

For and on Behalf of Board of Directors

Anand Rathi
Chairman and Non-Executive Director
DIN : 00112853

Rakesh Rawal
Whole-time Director and CEO
DIN : 02839168

Nitesh Tanwar
Company Secretary

Rajesh Bhutara
Chief Financial Officer

Ind AS Consolidated Statement of Profit and Loss

For the year ended on March 31, 2023

(` in Lakhs)

	Particulars	Notes No.	For the year ended March 31, 2023	For the year ended March 31, 2022
I	Revenue From Operations	22	54,863.16	41,748.51
II	Other Income	23	969.43	773.40
	Total Income		**55,832.59**	**42,521.91**
III	Expenses:			
	Employee Benefit Expenses	24	24,182.44	19,204.36
	Finance Cost	25	393.42	201.86
	Depreciation and Amortisation Expenses	3 & 5	1,661.22	1,565.07
	Other Expenses	26	6,806.36	4,815.58
	Total Expenses		**33,043.44**	**25,786.87**
IV	**Profit before tax from continuing operations**		**22,789.15**	**16,735.04**
V	Tax Expenses:	27		
	1. Current Tax		5,597.34	4,031.50
	2. Prior Year Taxes		31.97	12.72
	3. Deferred Tax		336.39	34.75
	Total Tax Expenses		**5,965.70**	**4,078.97**
VI	**Profit for the Year after tax from continuing operations for the year**		**16,823.45**	**12,656.07**
VII	Discontinued operations: (refer note 46)			
	Profit from discontinued operations		49.51	32.12
	Tax expense of discontinued operations		12.85	8.33
	Net Profit from discontinued operations		**36.66**	**23.79**
VIII	**Net Profit for the year**		**16,860.11**	**12,679.86**
IX	Other Comprehensive Income/(Loss)			
	(A) (i) Items that will be reclassified to profit or loss Exchange difference on translation from functional currency to presentation currency		(17.80)	(9.31)
	(ii) Income tax relating to items that will be reclassified to profit or loss		4.48	2.34
	(B) (i) Items that will not be subsequently reclassified to profit or loss			
	Remeasurement of the net defined benefit liability		(95.12)	20.18
	(ii) Less : Income tax relating to items that will not be reclassified to profit or loss		23.94	(5.08)
	Total Other comprehensive income/(loss)		**(84.50)**	**8.13**
	TOTAL COMPREHENSIVE INCOME FOR THE YEAR		**16,775.61**	**12,687.99**
	Profit for the year attributable to :			
	Owners of the Company			
	i. From Continuing Operations		16,805.82	12,650.03
	ii. From Discontinued Operations		34.83	22.60
	Non- Controlling Interest		19.47	7.25
	Other Comprehensive income for the year attributable to :			
	Owners of the Company			
	i. From Continuing Operations		(84.24)	8.48
	ii. From Discontinued Operations		-	-
	Non- Controlling Interest		(0.25)	(0.35)
	Total Comprehensive income for the year attributable to :			
	Owners of the Company			
	i. From Continuing Operations		16,721.58	12,658.51
	ii. From Discontinued Operations		34.83	22.60
	Non- Controlling Interest		19.22	6.90
X	Earnings Per Equity Share of Face Value of ` 5 each	32		
	Basic - Continuing Operations (`)		40.37	30.44
	Diluted - Continuing Operations (`)		40.19	30.32
	Basic - Discontinued Operations (`)		0.09	0.06
	Diluted - Discontinued Operations (`)		0.09	0.06
	Basic - Continuing & Discontinued Operations (`)		40.46	30.50
	Diluted - Continuing & Discontinued Operations (`)		40.28	30.38
	Notes Forming Part of the IND AS Consolidated Financial Statements	1-49		

As per our attached report of even date.
For and on Behalf of

KKC & Associates LLP
Chartered Accountants
(formerly Khimji Kunverji & Co LLP)
Registration No.:105146W/W100621

Devang Doshi
Partner
Membership No: 140056

Mumbai
Date: April 12, 2023

For and on Behalf of Board of Directors

Anand Rathi
Chairman and Non-Executive Director
DIN : 00112853

Rakesh Rawal
Whole-time Director and CEO
DIN : 02839168

Nitesh Tanwar
Company Secretary

Rajesh Bhutara
Chief Financial Officer

Ind As Consolidated Cash Flow Statement

For the year ended on March 31, 2023

(` in Lakhs)

Particulars		For the year ended March 31, 2023	For the year ended March 31, 2022
A.	CASH FLOW FROM OPERATING ACTIVITIES :		
	NET PROFIT BEFORE TAX	**22,789.15**	**16,735.04**
	Adjustment for :		
	Depreciation & Amortisation	1,661.22	1,565.07
	Interest Income	(742.92)	(450.09)
	Finance Costs	393.42	201.86
	Gain on Sale of Investments	(17.92)	(257.45)
	Net Fair Value (Gain)/Loss on Financial instruments	(372.27)	(28.33)
	Dividend	-	(0.82)
	Stock Compensation Expenses	282.21	291.02
	(Gain) or Loss on Sale of Fixed Assets/Asset written off	2.18	4.20
	Gratuity	175.01	211.89
	Leave	61.06	88.73
		1,441.99	**1,626.08**
	OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	**24,231.14**	**18,361.12**
	Adjustment for :		
	Decrease/(Increase) in Other Financial Assets	(12,636.37)	(1,126.86)
	Decrease/(Increase) in Trade Receivables	(222.91)	(401.93)
	Decrease/(Increase) in Other Current Assets	54.31	(565.43)
	(Decrease)/Increase in Trade Payables	31.49	(20.23)
	(Decrease)/Increase in Other Financial Liabilities	(1,035.69)	2,406.49
	(Decrease)/Increase in Provisions	2,518.30	3,189.96
	(Decrease)/Increase in Other Current Liabilities	340.44	(357.92)
		(10,950.43)	**3,124.08**
	CASH GENERATED FROM OPERATIONS	**13,280.71**	**21,485.20**
	Add / (Less) :		
	Direct Taxes Paid (Net)	(4,861.86)	(6,966.52)
	NET CASH (USED IN) / FROM OPERATING ACTIVITIES	**8,418.85**	**14,518.68**
B.	CASH FLOW FROM INVESTING ACTIVITIES :		
	Proceeds from sale of disposal group classified as held for sale		
	Proceeds from Sale /(Purchase) of Property, Plant and Equipment	(1,692.68)	(1,544.59)
	Interest Income	723.16	384.54
	Dividend received	-	0.82
	Payments to acquire Investments	(389,000.00)	(259,305.16)
	Proceeds on sale of Investments	389,017.92	259,686.84
	Capital Advance	455.32	(320.32)
	Security Deposit (Given)/Received	(9.75)	(631.72)
	Bank Deposits placed	(3,760.28)	(5,987.10)
	NET CASH (USED IN)/ FROM INVESTING ACTIVITIES	**(4,266.31)**	**(7,716.69)**

Ind As Consolidated Cash Flow Statement

For the year ended on March 31, 2023 (Contd.)

(` in Lakhs)

Particulars		For the year ended March 31, 2023	For the year ended March 31, 2022
C.	CASH FLOW FROM FINANCING ACTIVITIES :		
	Borrowings (Repaid)/ Taken Net	(813.47)	(840.85)
	Interest Paid	(223.60)	(77.85)
	Issue of Shares	3.60	11.53
	Dividends paid	(4,585.71)	(2,774.41)
	Repayment of Lease liabilities	(796.49)	(967.94)
	NET CASH (USED IN)/ FROM FINANCING ACTIVITIES	**(6,415.67)**	**(4,649.52)**
	NET INCREASE / (DECREASE) IN CASH AND CASH EQUIVALENTS	**(2,263.13)**	**2,152.47**
	CASH AND CASH EQUIVALENTS - Opening Balance*	**8,279.64**	**6,127.17**
	CASH AND CASH EQUIVALENTS - Closing Balance (From Continuing Operations)	**6,016.51**	**8,279.64**
	CASH FLOW FROM DISCONTINUED OPERATIONS (refer note 46)		
	Opening Cash and Cash Equivalent	431.26	404.65
	Cash flow from operating activities of discontinued operations	(29.92)	(13.99)
	Cash flow from investing activities of discontinued operations	58.31	40.60
	Cash flow from financing activities of discontinued operations	-	-
	NET CASH FLOW FROM DISCONTINUED OPERATIONS	**459.65**	**431.26**
	NET CASH FLOW FROM CONTINUING AAND DISCONTINUED OPERATIONS	**6,476.16**	**8,710.90**

Details of Cash and Cash equivalents at the end of the year

(` in Lakhs)

Particulars		For the year ended March 31, 2023	For the year ended March 31, 2022
-	Cash in Hand	4.56	8.65
-	Balance in Current Account	6,011.95	762.25
-	Balance in Deposit Account (Maturity less than 3 Months)	-	7,940.00
Total		**6,016.51**	**8,710.90**

* Opening cash and cash equivalent includes ` 431.26 Lakhs and closing cash and cash equivalent includes ` 459.65 Lakhs in respect of subsidiary classified as held for sale.

Cash Flow Statement has been prepared under the Indirect Method as set out in Ind AS-7 Statement of Cash flows.

As per our attached report of even date.
For and on Behalf of
KKC & Associates LLP
Chartered Accountants
(formerly Khimji Kunverji & Co LLP)
Registration No.:105146W/W100621

Devang Doshi
Partner
Membership No: 140056

Mumbai
Date: April 12, 2023

For and on Behalf of Board of Directors

Anand Rathi
Chairman and Non-Executive Director
DIN : 00112853

Rakesh Rawal
Whole-time Director and CEO
DIN : 02839168

Nitesh Tanwar
Company Secretary

Rajesh Bhutara
Chief Financial Officer

Ind AS Consolidated Statement of Changes in Equity

For the year ended on March 31, 2023

A. EQUITY SHARE CAPITAL

(` in Lakhs)

Particulars	Nos.	` in Lakh
Equity shares of ` 5 each issued, subscribed and fully paid as at March 31, 2021	27,513,560	1,375.68
Shares Issued during the year for consideration of ` 5 each	2,30,580	11.53
Shares Issued during the year as bonus	13,872,087	693.60
Equity shares of ` 5 each issued, subscribed and fully paid as at March 31, 2022	41,616,227	2,080.81
Shares Issued during the year for consideration of ` 5 each	72,020	3.60
Equity shares of ` 5 each issued, subscribed and fully paid as at March 31, 2023	**41,688,247**	**2,084.41**

B. OTHER EQUITY

(` in Lakhs)

Particulars	Reserve and Surplus				Other Comprehensive Income	Movement in Non Controlling Interest due to change in Shareholding	Total Other Equity attributable to Owners of the Company	Attributable to Non Controlling Interest
	Capital Reserve	Securities Premium	Retained Earnings	Share Options Outstanding				
Balance as at April 01, 2021	**249.54**	**3,789.48**	**20,489.08**	**439.25**	**(109.91)**	**(2,075.68)**	**22,781.76**	**1,160.03**
Profit for the year	-	-	12,672.63	-	-	-	12,672.63	7.25
Remeasurement of defined employee benefit plan and translation gain / (loss)	-	-	-	-	8.48	-	8.48	(0.35)
Total	**249.54**	**3,789.48**	**33,161.71**	**439.25**	**(101.43)**	**(2,075.68)**	**35,462.87**	**1,166.93**
Issue of shares on premium	-	212.00	-	(212.00)	-	-	-	-
Total	**249.54**	**4,001.48**	**33,161.71**	**227.25**	**(101.43)**	**(2,075.68)**	**35,462.87**	**1,166.93**
Addition in Share Options during the year	-	-	-	291.02	-	-	291.02	-
Less : Utilisation during the year	-	-	(693.60)		-	-	(693.60)	-
Less : Dividend Paid	-	-	(2,774.41)		-	-	(2,774.41)	-
Transfer on account of options not exercised	-	-	0.06	(0.06)	-	-	-	-
Balance as at March 31, 2022	249.54	4,001.48	29,693.76	518.21	(101.43)	(2,075.68)	32,285.87	1,166.93
Balance as at April 01, 2022	249.54	4,001.48	29,693.76	518.21	(101.43)	(2,075.68)	32,285.87	1,166.93
Profit for the year	-	-	**16,840.64**	-	-	-	**16,840.64**	**19.47**
Remeasurement of defined employee benefit plan and translation gain / (loss)	-	-	-	-	(84.24)	-	(84.24)	(0.25)
Total	**249.54**	**4,001.48**	**46,534.41**	**518.21**	**(185.67)**	**(2,075.68)**	**49,042.28**	**1,186.15**
Issue of shares on premium	-	286.84	-	(286.84)	-	-	-	-
Total	**249.54**	**4,288.32**	**46,534.41**	**231.37**	**(185.67)**	**(2,075.68)**	**49,042.28**	**1,186.15**
Addition in Share Options during the year	-	-	-	282.21	-	-	282.21	-
Less : Dividend Paid	-	-	(4,585.71)		-	-	(4,585.71)	-
Balance as at March 31, 2023	**249.54**	**4,288.32**	**41,948.70**	**513.58**	**(185.67)**	**(2,075.68)**	**44,738.79**	**1,186.15**

As per our attached report of even date.
For and on Behalf of
KKC & Associates LLP
Chartered Accountants
(formerly Khimji Kunverji & Co LLP)
Registration No.:105146W/W100621

Devang Doshi
Partner
Membership No: 140056

Mumbai
Date: April 12, 2023

For and on Behalf of Board of Directors

Anand Rathi
Chairman and Non-Executive Director
DIN : 00112853

Rakesh Rawal
Whole-time Director and CEO
DIN : 02839168

Nitesh Tanwar
Company Secretary

Rajesh Bhutara
Chief Financial Officer

Notes to Ind As Consolidated Financial Statements

For The Year Ended March 31, 2023 (Contd.)

1 CORPORATE INFORMATION

Anand Rathi Wealth Limited (the "Holding Company" or "the Company") (Previously known as Anand Rathi Wealth Services Limited) having CIN L67120MH1995PLC086696 was incorporated on March 22, 1995. On March 08, 2017, the Holding Company was converted from Private Company to Public Company. With effect from January 07, 2021 the name of the holding company was changed from Anand Rathi Wealth Services Limited to Anand Rathi Wealth Limited. Its registered office is at Express Zone, A Wing, 10th Floor, Western Express Highway, Goregaon (E), Mumbai - 400 063, Maharashtra. The Holding Company and its subsidiaries are engaged in the business of providing Services for Distribution and Sale of Financial Products. The Holding Company and its subsidiaries are together referred to as the "Group" and the Holding Company is referred as Anand Rathi Wealth Limited.

2 SIGNIFICANT ACCOUNTING POLICIES

(a) Statement of Compliance

These Ind AS Consolidated Financial Statements (hereinafter referred to as "financial statements") are prepared in accordance with the Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015 notified under Section 133 of Companies Act, 2013 ("the Act"), amendments thereto and other relevant provisions of the Act. The Ind AS consolidated financial statements were approved for issue by the Board of Directors of the Company at their meeting held on April 12, 2023.

(b) Basis of preparation of Ind AS Consolidated Financial Statements

These Ind AS Consolidated Financial Statements have been prepared on historical cost basis, except for certain financial instruments, which are measured at fair values at the end of each reporting period, as explained in the accounting policies below. The group has considered the amendments to Schedule III of the Act as amended notified by Ministry of Corporate Affairs ("MCA") via notification dated March 24, 2021 in the Ind AS Financial Statement disclosures, wherever applicable. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these Ind AS financial statements is determined on such a basis, except for share based payment transactions that are within the scope of Ind AS 102 and leasing transactions that are within the scope of Ind AS 116. The accounting policies adopted in the preparation of the Ind AS Consolidated Financial Statements are consistent with those followed in the previous year by the group.

Fair Value Measurement

In addition, for financial reporting purpose, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurements in its entirety, which are described as follows:

- Level 1 inputs are quoted prices in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the assets or liability.

Presentation of financial statements

The Balance Sheet and the Statement of Profit and Loss are prepared and presented in the format prescribed in the Schedule III to the Act as amended. The statement of cash flows has been prepared and presented as per the requirements of Ind AS 7 "Statement of Cash flows". The disclosure requirements with respect to items in the Balance Sheet and Statement of Profit and Loss, as prescribed in the Schedule III to the Act as amended, are presented by way of notes forming part of the financial statements along with the other notes required to be disclosed under the notified Accounting Standards. Amounts in the financial statements are presented in Indian Rupees in Lakh [1 Lakh = 1,00,000] rounded off to two decimal places as permitted by Schedule III to the Act as amended. Per share data are presented in Indian Rupees to two decimals places.

Functional and presentation of currency

The financial statements are presented in Indian Rupees, which is the Group's functional and presentation currency and all amounts are rounded to the nearest rupees in thousand; except when otherwise stated.

Foreign Currency Translation

The financial statements are presented in Indian currency (`), which is the Company's presentation currency. It is necessary for the results and financial position of each individual entity included in the reporting entity to be translated into the currency in which the reporting entity presents its financial statements. As the reporting entity presents its financial statement in `, the financial statements of foreign representative office in Dubai are aslo translated into `.

Foreign currency transactions are translated into presentation currency using the exchange rates at the dates of the transactions. 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 at the year end exchange rates are recognised in other comprehensive income.

Non-monetary items that are measured at fair value in the foreign currency are translated using the exchange rates at the date when the fair value was determined. Translation differences on assets and liabilities carried at fair value are reported as part of the fair value gain or loss. For example translation differences on non-monetary assets and liabilities such as equity instruments held at fair value through profit or loss are recognised in profit or loss as part of the fair value gain or loss and translation differences or non-monetary assets such as equity investments classified as FVTOCI are recognised in other comprehensive income.

The financial statements are translated from functional currency to presentation currency by using the following procedures:

(a) assets and liabilities for each balance sheet presented (ie including comparatives) shall be translated at the closing rate at the date of that balance sheet;

(b) income and expenses for each statement of profit and loss presented (ie including comparatives) shall be translated at average exchange rates during the year; and

(c) all resulting exchange differences shall be recognised in other comprehensive income.

(c) Principles of Consolidation

The Ind AS Consolidated Financial Statements of the Holding Company and its subsidiaries are combined on a line by line basis by adding together like items of assets, liabilities, equity, incomes, expenses and cash flows, after fully eliminating intra-group balances and intra-group transactions. Profits or losses resulting from intra-group transactions that are recognised in assets, such as Property, Plant and Equipment, are eliminated in full. The Ind AS Consolidated Financial Statements have been prepared using uniform accounting policies.

Goodwill represents the difference between the Holding Company's share in the net worth of subsidiaries and the cost of acquisition at each point of time of making the investment in the subsidiaries.

Non-Controlling Interest's share of profit / loss of consolidated subsidiaries for the year is identified and adjusted against the income of the Group in order to arrive at the net income attributable to shareholders of the Holding Company. Non-Controlling Interest's share of net assets of consolidated subsidiaries is identified and presented in the Ind AS Consolidated Balance Sheet.

(d) Critical Accounting Judgements and key Sources of Estimation Uncertainty

The preparation of the Group's Ind AS Consolidated Financial Statements requires the Group's Management to make judgement, estimates and

Notes to Ind AS Consolidated Financial Statements
For the year ended March 31, 2023 (Contd.)

assumptions that affect the reported amount of revenue, expenses, assets and liabilities and the accompanying disclosures. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in next financial years.

Estimates and underlying assumptions are reviewed on an on going basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and future periods are affected.

(i) Depreciation / Amortisation and useful lives of property, plant and equipment: The Group depreciates its tangible assets over the useful life of an Asset as prescribed under Part C of Schedule II of the Act. The Group remeasures remaining useful life of an asset at the end of each reporting date.

(ii) Fair value measurement: Fair Value is a price of orderly transaction between market participants at the measurement date under current market conditions. The Group determines Fair Value of Quoted Instruments from available market price. When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using appropriate valuation techniques. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility.

(iii) Provisions: Provisions are recognised when there is a present obligation (legal or constructive) as a result of past event; and it is probable that an outflow of resources will be required to settle the obligation. The Management estimates it by using its best judgement of future cash outflow.

(iv) Taxes: The Group periodically assesses its liabilities and contingencies related to income taxes for all years open to scrutiny based on latest information available. For matters where it is probable that an adjustment will be made, the Group records its best estimates of the tax liability in the current tax provision. The Management believes that it has adequately provided for the probable outcome of these matters.

Deferred tax assets are recognised for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits.

(v) Recognition and measurement of defined benefit obligations

The obligation arising from defined benefit plan is determined on the basis of actuarial assumptions. Key actuarial assumptions include discount rate, trends in salary escalation and attrition rate. The discount rate is determined by reference to market yields at the end of the reporting period on government securities.

(vi) Leases: The Group evaluates if an arrangement qualifies to be a lease as per the requirements of Ind AS 116. Identification of a lease requires significant judgment. The Group uses significant judgement in assessing the lease term (including anticipated renewals) and the applicable discount rate. The Group determines the lease term as the non-cancellable period of a lease, together with both periods covered by an option to extend the lease if the Group is reasonably certain to exercise that option; and periods covered by an option to terminate the lease if the Group is reasonably certain not to exercise that option. In assessing whether the Group is reasonably certain to exercise an option to extend a lease, or not to exercise an option to terminate a lease, it considers all relevant facts and circumstances that create an economic incentive for the Group to exercise the option to extend the lease, or not to exercise the option to terminate the lease. The Group revises the lease term if there is a change in the non-cancellable period of a lease. The discount rate is generally based on the incremental borrowing rate specific to the lease being evaluated or for a portfolio of leases with similar characteristics.

(e) Current and Non-Current Classification

An asset shall be classified as current when it satisfies any of the following criteria:—

(a) it is expected to be realised in, or is intended for sale or consumption in, the Group's normal operating cycle;

(b) it is held primarily for the purpose of being traded;

(c) it is expected to be realised within twelve months after the reporting date; or

(d) it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting date.

All other assets shall be classified as non-current.

A liability shall be classified as current when it satisfies any of the following criteria:—

(a) it is expected to be settled in the Group's normal operating cycle;

(b) it is held primarily for the purpose of being traded;

(c) it is due to be settled within twelve months after the reporting date; or

(d) the Group does not have an unconditional right to defer settlement of the liability for at least twelve months after the reporting date. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

All other liabilities shall be classified as non-current.

(f) Property, Plant and Equipment & Intangible Assets and Depreciation & Amortisation

Property, Plant and Equipment

Property, plant and equipment are stated at cost, less accumulated depreciation and impairment, if any. Direct costs in relation to the property, plant and equipment are capitalised until such assets are ready for use.

(i) Tangible Assets: Depreciation on tangible assets is provided on the straight-line method over the useful lives of assets estimated by the Management. Depreciation for assets purchased during the year is proportionately charged. The Management estimates the useful lives and residual values of the property, plant and equipment as prescribed under Part C of Schedule II of the Act as follows.

Fixed Assets	Useful Life
Office Equipments	5 years
Computer Equipments	
a. Server	6 years
b. Other Computer Equipments	3 years
Vehicles	8 years
Furniture and Fixtures	10 years
Building	60 years

(ii) Improvements on leased premised are depreciated over the lease period or useful life of the fixtures, whichever is lower.

(iii) Intangible Assets: Intangible assets are recorded at the consideration paid for the acquisition of such assets and are carried at cost less accumulated amortisation and impairment, if any. Amortisation is recognised in profit & loss on a straight line basis over the estimated useful lives of respective intangible assets, but not exceeding the useful lives given hereunder:

Software of Holding Company is amortised over a period of 3 Years on the straight-line method.

Software (OFA Plus) of a subsidiary i.e. Ffreedom Intermediary Infrastructure Private Limited had been amortised over a period of 5 Years till 2018-19 and 7 years in 2019-20 and in the 2020-21 the same has been amortised for the period of 10 years. The estimation of amortisation period for software had been reviewed by Management during the current financial year and the amortisation period has been revised to 10 years accordingly.

Notes to Ind AS Consolidated Financial Statements
For the year ended March 31, 2023 (Contd.)

Software of a subsidiary A R Digital Wealth Private Limited is amortised over a period of 7 Years on the straight-line method till 2019-20. The estimation of amortisation period for software had been reviewed by Management during the current financial year and the amortisation period has been revised to 10 years accordingly.

Trade mark of one of the subsidiary i.e. Ffreedom Intermediary Infrastructure Private Limited is amortised over a period of 10 Years on the straight-line method.

(iv) Capital work-in-progress comprises cost of property, plant and equipment that are not yet ready for their intended use as at the year end

(g) Financials Instruments

Financial assets and financial liabilities are recognised when a Group becomes a party to the contractual provisions of the instruments.

Initial Recognition :

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss and ancillary costs related to borrowings) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in Statement of Profit and Loss. Trade receivables that do not contain a significant financing component are measured at transaction price.

Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

(i) Classification & Subsequent Measurement of Financial Assets

Financial assets are classified as 'Amortised Cost', 'Fair Value through Profit and Loss' (FVTPL) and 'Fair Value through Other Comprehensive Income' (FVTOCI) on the basis of following:

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

Financial assets are classified in the following categories :

Debt Instruments at amortised cost: Debt instruments that meet the following conditions are subsequently measured at amortised cost (except for those designated at FVTPL on initial recognition)

- the asset is held within a business model whose objective is to hold asset to collect contractual cash flows; and
- the contractual terms of the instrument give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding

Debt Instruments at FVTOCI: Debt instruments that meet the following conditions are subsequently measured at FVTOCI (except for those designated at FVTPL on initial recognition)

- the asset is held within a business model whose objective is achieved both by collecting contractual cash flows and selling financial assets; and
- the contractual terms of the instrument give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding

Debt Instruments at FVTPL: Any debt instrument which is either initially designated at FVTPL or which does not meets the criteria for amortised cost or FVTOCI is measured at FVTPL.

Effective Interest Rate Method: Interest income from security deposits and debt instruments is recognised using the effective interest rate method. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset. When calculating the effective interest rate, the Group estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses.

Equity Instruments at FVTOCI: On initial recognition, the Group can make an irrevocable election (on an instrument by instrument basis) to present the subsequent changes in fair value in other comprehensive income pertaining to investments in equity instruments. This election is not permitted if the instrument is held for trading. The cumulative gain or loss is not reclassified to the Statement of Profit and Loss on disposal of the investment.

Equity Instruments at Amortised Cost: The company has accounted for its Investment in subsidiaries at cost less impairment loss (if any).

Financial Assets at FVTPL: Investments in equity instruments are classified at FVTPL, unless they were irrevocably elected on initial recognition as FVOCI. Financial Assets at FVTPL are measured at Fair Value at the end of each reporting period, with any gains or losses arising on remeasurement recognised in the Statement of Profit and Loss.

Dividends are recognised in statement of profit and loss only when the right to receive payment is established, it is probable that the economic benefits associated with the dividend will flow to the Group, and the amount of the dividend can be measured reliably.

(ii) *Impairment of financial assets*

The Group assesses on a forward looking basis the expected credit losses associated with its assets carried at amortised cost, FVOCI debt instruments, and other financial assets. The impairment methodology applied depends on whether there has been a significant increase in credit risk. Note 43 details how the Group determines whether there has been a significant increase in credit risk.

For trade receivables, the Company applies the simplified approach permitted by Ind AS 109 "Financial Instruments" which requires expected lifetime losses to be recognised from initial recognition of the receivables.

(iii) *Derecognition of financial assets*

A financial asset is derecognised only when :

- The Group has transferred the rights to receive cash flows from the financial asset or
- retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the entity has transferred an asset, the group evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognised. Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognised.

Where the entity has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognised if the Group has not retained control of the financial asset. Where the Group retains control of the financial asset, the asset is continued to be recognised to the extent of continuing involvement in the financial asset.

(iv) *Financial Liabilities:*

Financial liabilities which are held for trading or are designated at FVTPL are measured at fair value with changes being recognised in the Statement of Profit and Loss. Financial liabilities that are not held for trading and are not designated as at FVTPL, are measured at amortised cost. The carrying amounts of financial liabilities that are subsequently measured at amortised cost are determined based on the effective interest method.

Notes to Ind AS Consolidated Financial Statements
For the year ended March 31, 2023 (Contd.)

(v) *Derecognition of financial liabilities*

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired. A substantial modification in the terms of an existing financial liability is accounted as a discharge of original financial liability and recognition of new financial liability. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised as profit or loss.

(vi) *Offsetting financial assets and liabilities*

Financial assets and liabilities are offset and the net amount presented in the statement of financial position when, and only when, the Group has a legal right and ability to offset the amounts and intends either to settle on a net basis or to realise the asset and settle the liability simultaneously.

(h) Derivatives financial instruments

Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured to their fair value at the end of each reporting period. The resulting gain or loss is recognised in the Statement of Profit and Loss.

(i) Impairment of Non-Financial Assets

Property, plant or equipment and intangible assets with finite life are evaluated for recoverability whenever there is any indication that their carrying amount may not be recoverable. If any such indication exists, the recoverable amount (i.e. 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 to those from other assets.

The Carrying Amount of Assets is reviewed at each Balance Sheet date if there is any indication of impairment based on internal/external factors. An asset is treated as impaired when the carrying cost of assets exceeds its recoverable value. An impairment loss, if any, is charged to Statement of Profit and Loss in the year in which an asset is identified as impaired. Reversal of impairment losses recognised in prior years is recorded when there is an indication that the impairment losses recognised for the assets no longer exists or have decreased.

(j) Cash and cash equivalents

(i) Cash and cash equivalents in the balance sheet comprise cash at bank and on hand and short-term deposit with original maturity upto three months, which are subject to insignificant risk of changes in value.

(ii) For the purpose of presentation in the statement of cash flows, cash and cash equivalents consists of cash and short-term deposit, as defined above, as they are considered as an integral part of the Group's cash management.

(k) Borrowing Cost and Finance Charges

Borrowing cost attributable to acquisition and construction of qualifying assets are capitalised as a part of the cost of such assets up to the date when such assets are ready for its intended use. Other borrowing cost are charged to the statement of profit and loss in the year in which they are incurred. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds and is measured with reference to the effective interest rate applicable to the respective borrowings.

(l) Assets/ Disposal Group classified as held for sale

The Company classifies assets as held for sale if their carrying amounts will be recovered principally through a sale transaction rather than through continuing use. This condition is regarded as met only when the asset is available for immediate sale in its present condition subject only to terms that are usual and customary for sales of such asset and its sale is highly probable. Such assets or group of assets / liabilities are presented separately in the Balance Sheet, in the line "Assets/ Disposal Group held for sale" and "Liabilities/ Disposal Group held for sale" respectively. Once classified as held for sale, intangible assets and PPE are no longer amortised or depreciated. Such assets or disposal groups held for sale are stated at the lower of carrying amount and fair value less costs to sell.

Notes to Ind AS Consolidated Financial Statements
For the year ended March 31, 2023 (Contd.)

(m) Leases

The Group assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Group assesses whether: (i) the contract involves the use of an identified asset (ii) the Group has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Group has the right to direct the use of the asset. At the date of commencement of the lease, the Group recognises a right-of-use asset and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Group recognises the lease payments as an operating expense on a straight-line basis over the term of the lease.

Certain lease arrangements 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 right-of-use assets are initially recognised at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses. Right-of-use assets are depreciated on a straight-line basis over the lease term. Right of use 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.

The lease liability is initially measured at amortised cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of these leases. Lease liabilities are remeasured with a corresponding adjustment to the related right of use asset if the Group changes its assessment if whether it will exercise an extension or a termination option. Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

(n) Goodwill

Goodwill arising out of Consolidation of financial statements of subsidiaries is tested for impairment at each reporting date.

(o) Business Combination:

The Holding Company applies the acquisition method in accounting for business combinations. The consideration transferred by the Holding Company to obtain control of a business is calculated as the sum of the fair values of assets transferred, liabilities incurred and the equity interests issued by the Holding Company as at the acquisition date i.e. date on which it obtains control of the acquire which includes the fair value of any asset or liability arising from a contingent consideration arrangement. Acquisition-related costs are recognised in the Statement of Profit and Loss as incurred, except to the extent related to the issue of debt or equity securities.

Identifiable assets acquired and liabilities assumed in a business combination are measured initially at their fair values on acquisition-date.

Intangible Assets acquired in a Business Combination and recognised separately from Goodwill are initially recognised at their fair value at the acquisition date (which is regarded as their cost). Subsequent to initial recognition, intangible assets acquired in a Business Combination are reported at cost less accumulated amortisation and accumulated impairment losses, on the same basis as intangible assets that are acquired separately.

Goodwill is measured as the excess of the aggregate of the consideration transferred and the amount recognised for non-controlling interests, and any previous interest held, over the net identifiable assets acquired and liabilities assumed. If the fair value of the net

Notes to Ind AS Consolidated Financial Statements
For the year ended March 31, 2023 (Contd.)

assets acquired is in excess of the aggregate consideration transferred, the excess is termed as Gain on Bargain Purchase/Capital reserve.

(p) Employee Benefits

Defined Contribution plan – Retirement benefit in the form of Provident Fund is a defined contribution scheme. The Group is statutorily required to contribute a specified portion of the basic salary of an employee to a provident fund as a part of retirement benefits to its employees. The contributions during the year are charged to Statement of Profit and Loss. The Group recognises contribution payable to the Provident Fund scheme as an expenditure when an employee renders related service.

Defined Benefit Plan – Gratuity, which is in the nature of Defined Benefit Schemes, are payable only to employees and accounted for on accrual basis. The Cost of providing benefits is determined using the projected unit credit method, with actuarial valuations being carried out at the end of each annual reporting period. Remeasurement, comprising actuarial gains and losses are recognised in other comprehensive income in the year in which they occur and are not reclassified to the Statement of Profit and Loss. The Holding Company has funded its Gratuity liability under group scheme with an Insurer. The retirement benefit obligation recognised in the balance sheet represents the present value of the defined benefit obligations reduced by the fair value of the scheme assets. Any asset resulting from this calculation is limited to the present value of any economic benefits available in the form of refunds from the plans or reductions in future contributions to the scheme.

Short Term Employee Benefits - The undiscounted amount of short term employee benefits expected to be paid in exchange for the services rendered by employees are recognised during the year when the employees render the service. These benefits include incentive and Annual Leave which are expected to occur within twelve months after the end of the year in which the employee renders the related service.

(q) Revenue Recognition

Revenue is recognised to the extent that is probable that the economic benefits will flow to the Group and the amount can be reliably measured. Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price (net of variable consideration) allocated to that performance obligation. The Group assesses the nature, timing and extent of revenue based on performance obligations in its contracts/understanding/trade customs with customers & clients.

1. Income related with Distribution and sale of Financial product including Distribution income on Mutual Fund, Portfolio Management Service (PMS), Advisory activities, Referral fees, Gain/Loss on sale of Investment(Structured Product), Consultancy, Commission Income, Software license & Subscription fees and Marketing Support charges is accounted on accrual basis.
2. In respect of financial planning fees since entire work is done at the initial stage entire revenue is recognised at the time of contract 3. Dividend income is accounted for when the right to receive the payment is established.
4. Difference between the sale price and the carrying value of investment is recognised as profit or loss on sale/ redemption on investment on trade date of transaction. Carrying value of investments is determined based on first in first out value of investments sold.
5. Interest income is recognised using the effective interest method.

(r) Taxes on Income

Current Tax: Provision for Income Tax is determined in accordance with the provisions of the Income Tax Act, 1961. Deferred Tax: Deferred tax is provided, on all temporary differences at the reporting date between the tax base of assets and liabilities and their carrying amounts for financial reporting purposes. Deferred tax assets and liabilities are measured at the tax rates that are expected to be applied to the temporary differences when they reverse, based on the laws that have been enacted or substantively enacted at the reporting date. Tax relating to items recognised directly in equity or OCI is recognised in equity or OCI and not in the Statement of Profit and Loss.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously A deferred tax asset is recognised to the extent that it is probable that future taxable profits will be available against which the temporary difference can be utilised. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable.

(s) Provisions, Contingent Liabilities and Contingent Assets

Provisions are recognised when there is a present obligation (legal or constructive) as a result of past event; and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made.

Provisions (excluding retirement benefits) are not discounted to its present value and are determined based on best estimate required to settle the obligation at the Balance Sheet date, taking into account the risks and uncertainties surrounding the obligation.

Contingent Liabilities are possible but not probable obligations as on the Balance Sheet date, based on the available evidence. Contingent Liabilities are not recognised in the Ind AS Consolidated Financial Statements.

Contingent Assets are neither recognised nor disclosed.

(t) Earnings per share

Basic earnings per share are calculated by dividing the net profit or loss for the year attributable to equity shareholders of the Holding company by the weighted average number of equity shares outstanding during the year.

The Weighted average number of equity shares outstanding during the year is adjusted for events such as issue of shares, bonus issue, bonus element in a rights issue, share split, and reverse share split (consolidation of shares), without a corresponding change in resources.

Diluted earnings per share are computed using the weighted average number of equity shares and dilutive potential equity shares outstanding during the year. For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

(u) Cash Flow Statement

Cash flow statement is prepared using the indirect method, whereby profit before tax is adjusted for the effects of transactions of a non-cash nature item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Group are segregated.

(v) Share Based payment Arrangements

Equity settled share based payments to employees and others are measured at the fair value of equity instruments at the grant date. The fair value determined at the grant date of the equity settled share based payments is expensed on a straight line basis over the vesting period, based on the Holding Company's estimate of equity instrument that will eventually vest, with a corresponding increase in equity.

(w) Segment Reporting:

An operating segment is a component of the Company that engages in business activities from which it may earn revenues and incur expenses, whose operating results are regularly reviewed by the Company's Chief Operating Decision Maker ("CODM") to make decisions for which discrete financial information is available. Based on the management approach as defined in Ind AS 108, the CODM evaluates the Company's performance based on only one segment i.e. Services for distributions and sale of financial products within India. The CODM has been identified as CEO/CFO of the Company.

(x) Rounding of amounts

All amounts disclosed in the Ind AS Consolidated Financial Statements and notes have been rounded off to the nearest thousand as per the requirement of Schedule III to the Act, unless otherwise stated.

Notes to Ind AS Consolidated Financial Statements
For the year ended March 31, 2023 (Contd.)

3. PROPERTY, PLANT AND EQUIPMENT

Property, plant and equipment consist of the following:

(` in Lakhs)

Description	Building	Right-of-Use Asset	Leasehold Improvements	Computer equipment	Vehicles	Office Equipment	Furniture & Fixtures	Total
Gross Block as at April 01, 2022	7,144.47	3,942.10	52.36	785.89	262.48	112.64	503.24	12,803.18
Additions	480.99	1,183.65	-	188.59	63.13	594.84	365.35	2,876.56
Less : Disposals	-	-	-	30.05	-	17.56	-	47.61
Gross Block as at March 31, 2023	7,625.47	5,125.75	52.36	944.44	325.61	689.92	868.59	15,632.13
Accumulated depreciation as at April 01, 2022	9.30	2,625.49	16.25	479.15	71.70	71.04	137.20	3,410.13
Depreciation for the year	119.75	653.59	33.45	155.17	34.82	107.43	70.46	1,174.67
Less : Disposals	-	-	-	28.55	-	16.66	-	45.21
Accumulated depreciation as at March 31, 2023	129.05	3,279.08	49.70	605.77	106.53	161.81	207.66	4,539.60
Net carrying amount as at March 31, 2023	7,496.42	1,846.67	2.66	338.67	219.08	528.11	660.93	11,092.54

Description	Building	Right-of-Use Asset	Leasehold Improvements	Computer equipment	Vehicles	Office Equipment	Furniture & Fixtures	Total
Gross Block as at April 01, 2021	-	3,070.37	52.36	630.18	164.43	97.67	363.19	4,378.20
Additions	7,144.47	871.73	-	156.02	135.35	14.97	140.05	8,462.59
Less : Disposals	-	-	-	0.31	37.30	-	-	37.61
Gross Block as at March 31, 2022	7,144.47	3,942.10	52.36	785.89	262.48	112.64	503.24	12,803.18
Accumulated depreciation as at April 01, 2021	-	1,778.31	11.27	354.41	72.77	54.27	99.36	2,370.39
Depreciation for the year	9.30	847.18	4.97	125.00	18.00	16.77	37.84	1,059.06
Less : Disposals	-	-	-	0.26	19.06	-	-	19.32
Accumulated depreciation as at March 31, 2022	9.30	2,625.49	16.25	479.15	71.70	71.04	137.20	3,410.13
Net carrying amount as at March 31, 2022	7,135.17	1,316.60	36.11	306.74	190.78	41.60	366.05	9,393.04

Notes to Ind AS Consolidated Financial Statements
For the year ended March 31, 2023 (Contd.)

4. CAPITAL WORK IN PROGRESS

(` in Lakhs)

Description	Office equipments	Furniture & Fixtures	Building	Total
As at April 01, 2022	-	-	-	-
Additions	40.71	77.76	-	118.47
Less : Disposals	40.71	77.76	-	118.47
As at March 31, 2023	**-**	**-**	**-**	**-**

(` in Lakhs)

Description	Office equipments	Furniture & Fixtures	Building	Total
As at April 01, 2021	-	-	6,903.92	6,903.92
Additions	-	-	240.55	240.55
Less : Disposals	-	-	7,144.47	7,144.47
As at March 31, 2022	-	-	-	-

5. OTHER INTANGIBLE ASSETS

(` in Lakhs)

Description	OFA Plus*	Software	Trademark	Total
Gross Block as at April 01, 2022	398.17	4,413.69	1.92	4,813.79
Additions	-	-	-	-
Less : Disposals	-	-	-	-
Gross Block as at March 31, 2023	398.17	4,413.69	1.92	4,813.79
Accumulated depreciation as at April 01, 2022	119.72	1,980.65	1.08	2,101.45
Depreciation for the year	38.43	447.94	0.18	486.55
Less : Disposals	-	-	-	-
Accumulated depreciation as at March 31, 2023	158.15	2,428.57	1.26	2,588.00
Net carrying amount as at March 31, 2023	240.03	1,985.12	0.66	2,225.79

(` in Lakhs)

Description	OFA Plus*	Software	Trademark	Total
Gross Block as at April 01, 2021	398.17	4,413.69	1.92	4,813.79
Additions	-	-	-	-
Less : Disposals	-	-	-	-
Gross Block as at March 31, 2022	398.17	4,413.69	1.92	4,813.79
Accumulated depreciation as at April 01, 2021	81.29	1,513.25	0.90	1,595.45
Depreciation for the year	38.43	467.40	0.18	506.01
Less : Disposals	-	-	-	-
Accumulated depreciation as at March 31, 2022	119.72	1,980.65	1.08	2,101.45
Net carrying amount as at March 31, 2022	278.45	2,433.05	0.84	2,712.34

*OFA Plus- Omni Financial Advisor Plus

Notes to Ind AS Consolidated Financial Statements
For the year ended March 31, 2023 (Contd.)

6. INVESTMENTS

(` in Lakhs)

Description	As at March 31, 2023 Qty. in Nos.	As at March 31, 2022 Qty. in Nos.	As at March 31, 2023 Amount	As at March 31, 2022 Amount
Investment - Non Current				
Un-Quoted - Fully Paid				
Investment in Equity Shares of Other Companies at Fair Value through Profit and Loss				
Anand Rathi Global Finance Limited	6,750,000	2,250,000	10,550.25	10,350.00
(During the year Anand Rathi Global Finance Limited has issued bonus shares in the ratio of 1 share for every 2 shares held and the face value has been split to ` 5 each from ` 10/- each)				
			10,550.25	**10,350.00**
Aggregate amount of Quoted Investment and market value there of				
Aggregate amount of Un-quoted Investment			10,550.25	10,350.00
Aggregate provision made for unquoted Investment			-	-

7. OTHER FINANCIAL ASSETS

(` in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
(i) Other Financial Assets - Non current		
Fixed Deposit with Bank (Lien against Bank Overdraft)	200.00	199.00
Security Deposits	156.51	218.51
	356.51	**417.51**

(` in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
(ii) Other Financial Assets - Current		
Accrued Interest	81.73	89.45
Fixed Deposit with Bank (Lien against Bank Overdraft)	10,104.04	6,344.76
Securities Held as Stock in trade		
Un-Quoted - Fully Paid up		
Debentures at Fair Value through Profit and Loss		
- In Anand Rathi Global Finance Limited	12,909.43	911.97
- In Edelweiss Broking Limited	65.28	23.11
Other Receivables	-	2.85
Staff Advances	1,843.89	1,072.27
Security Deposits	854.83	755.60
	25,859.20	**9,200.01**
Aggregate amount of Un-quoted Debentures	12,974.71	935.08

Notes to Ind AS Consolidated Financial Statements
For the year ended March 31, 2023 (Contd.)

8. DEFERRED TAX ASSETS / (LIABILITIES)

(` in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Depreciation on Property Plant & Equipments	(475.78)	(265.71)
Long Term Capital Loss	9.86	(53.26)
Business Loss	364.03	518.35
Leave Provision	148.63	114.24
Gratuity Provision	10.79	6.81
Fair Valuation of Financial Instruments	(86.06)	(1.34)
Impact on recognition of Right-of-use Asset and Lease Liability	76.09	61.61
	47.56	**380.70**

9. OTHER NON CURRENT ASSETS

(` in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Capital Advances	-	455.32
Advance Tax including Tax Deducted at Source	3,062.18	3,898.51
	3,062.18	**4,353.83**

10. TRADE RECEIVABLES

(` in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
(Unsecured, Considered good)		
Trade Receivables*	1,712.80	1,489.89
Refer Note No.43(i)		
	1,712.80	**1,489.89**

Trade Receivables ageing schedule

As at March 31, 2023

(` in Lakhs)

Particulars	Outstanding for following periods from due date of payment						
	Unbilled	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables – considered good	1,697.95	11.74	3.11	-	-	-	1,712.80
(ii) Undisputed Trade receivables – which have significant increase in Credit risk		-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired		-	-	-	-	-	-
(iv) Disputed Trade Receivables considered good		-	-	-	-	-	-
(v) Disputed Trade Receivables - which have significant increase in Credit risk		-	-	-	-	-	-
(vi) Disputed Trade Receivables credit impaired		-	-	-	-	-	-
Total	**1,697.95**	**11.74**	**3.11**	**-**	**-**	**-**	**1,712.80**

Notes to Ind AS Consolidated Financial Statements
For the year ended March 31, 2023 (Contd.)

As at March 31, 2022

(` in Lakhs)

Particulars	Outstanding for following periods from due date of payment						
	Unbilled	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables – considered good	1,471.06	6.20	12.63	-	-	-	1,489.89
(ii) Undisputed Trade receivables – which have significant increase in Credit risk		-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired		-	-	-	-	-	-
(iv) Disputed Trade Receivables considered good		-	-	-	-	-	-
(v) Disputed Trade Receivables - which have significant increase in Credit risk		-	-	-	-	-	-
(vi) Disputed Trade Receivables credit impaired		-	-	-	-	-	-
Total	**1,471.06**	**6.20**	**12.63**	**-**	**-**	**-**	**1,489.89**

* Trade receivables are pledged against the overdraft facility availed from ICICI Bank.

11. CASH AND CASH EQUIVALENTS

(` in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Balances with Banks		
- in Current Accounts	6,011.95	762.25
- in Deposit Accounts (Maturity less than 3 Months)	-	7,940.00
Cash on Hand	4.56	8.65
	6,016.51	**8,710.90**

12. OTHER CURRENT ASSETS

(` in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
(Unsecured, Considered good)		
Advances to Vendors	-	0.57
Prepaid Expenses	233.09	235.18
TCS Recoverable	30.38	49.78
Input Tax Credit Receivable	271.39	222.89
Advance to Others	14.47	188.00
Others	108.36	21.24
	657.69	**717.66**

Notes to Ind AS Consolidated Financial Statements
For the year ended March 31, 2023 (Contd.)

13. EQUITY SHARE CAPITAL

(` in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Authorised		
50,000,000 (Previous Year - 50,000,000 Equity Shares of ` 5/- each) Equity Shares of ` 5/-each	2,500.00	2,500.00
	2,500.00	**2,500.00**
Issued, Subscribed and Paid Up		
41,688,247 (Previous Year - 41,616,227 Equity Shares of ` 5/- each) Equity Shares of ` 5/-each Fully Paid Up	2,084.41	2,080.81
	2,084.41	**2,080.81**

(i) Reconciliation for No. of shares outstanding during the year

Equity Shares	April 2022 to March 2023		April 2021 to March 2022	
	No. of Shares	(` in Lakhs)	No. of Shares	(` in Lakhs)
Shares outstanding at the beginning of the year	41,616,227	2,080.81	27,513,560	1,375.68
Shares Issued during the year for consideration of ` 5 each	72,020	3.60	2,30,580	11.53
Shares Issued during the year as bonus	-	-	13,872,087	693.60
Shares outstanding at the end of the year	**41,688,247**	**2,084.41**	**41,616,227**	**2,080.81**

The face value of equity shares of the Holding Company has been subdivided from ` 10 per equity share to ` 5 per equity share vide approval of shareholders in extraordinary general meeting held on August 14, 2018.

(ii) Terms/Rights attached to the Equity Shares

Equity Shares

The Holding Company has only one class of shares referred to as Equity Shares having a face value of ` 5 per share. Each holder of equity share is entitled to one vote per share.

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 in proportion to the number of equity shares held by the Shareholders.

(iii) Details of shares held by shareholders holding more than 5% of the aggregate shares in the Company:

Name of Shareholders	As at March 31, 2023		As at March, 2022	
	No. of shares held (of ` 5 each)	% of Holdings	No. of shares held (of ` 5 each)	% of Holdings
Anand Rathi Financial Services Limited	8,331,123	19.98	8,661,123	20.81
Anand Rathi	6,396,390	15.34	4,971,390	11.95

(iv) Aggregate number of bonus shares issued, share issued for consideration other than cash and shares bought back during the period of five years immediately preceding the reporting date:

	Bonus shares issued by the Company	IIssue of shares for consideration other than cash	Shares bought back
March 31, 2023	-	-	-
March 31, 2022	13,872,087	-	-
March 31, 2021	-	-	-
March 31, 2020	-	-	-
March 31, 2019	-	-	-
March 31, 2018	-	-	-

Notes to Ind AS Consolidated Financial Statements
For the year ended March 31, 2023 (Contd.)

(v) Shares held by promoters

As on March 31, 2023

Promoter Name	No. of Shares	% of total shares	% Change during the year*
Anand Rathi Financial Services Limited	8,331,123	19.98	(0.83)
Anand Rathi	6,396,390	15.34	3.40
Pradeep Kumar Gupta	1,902,012	4.56	(0.01)

As on March 31, 2022

Promoter Name	No. of Shares	% of total shares	% Change during the year*
Anand Rathi Financial Services Limited	8,661,123	20.81	(22.67)
Anand Rathi	4,971,390	11.95	(1.35)
Pradeep Kumar Gupta	1,902,012	4.57	(0.92)

*Percentage change has been computed with respect to the number at the beginning of the year

(vi) Share reserved for issue under options

For details of shares reserved for issue under the employee stock option (ESOP) plan of the Company, please refer Note No. 33

14. OTHER EQUITY

(` in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
(a) Capital Reserve		
Opening balance	249.54	249.54
Less: Changes during the year	-	-
Balance as at the end	**249.54**	**249.54**
(b) Securities Premium		
Opening balance	4,001.48	3,789.48
Add: Addition during the year	286.84	212.00
Balance as at the end	**4,288.32**	**4,001.48**
(c) Share Options Outstanding Account		
Opening Balance	518.21	439.25
Add : Addition during the year	282.21	291.02
Less : Transferred to Securities Premium	(286.84)	(212.00)
Less : Reversal during the year	-	(0.06)
Balance as at the end	**513.58**	**518.21**
(d) Retained Earnings		
Opening Balance	29,693.76	20,489.08
Less: Utilised for Bonus Issue	-	(693.60)
Add: Profit during the year	16,840.64	12,672.63
Add : Reversal of ESOP	-	0.06
Less: Dividend Paid	(4,585.71)	(2,774.41)
Balance as at the end	**41,948.69**	**29,693.76**

Notes to Ind AS Consolidated Financial Statements
For the year ended March 31, 2023 (Contd.)

(` in Lakhs)

Particulars		As at March 31, 2023	As at March 31, 2022
(e)	**Other Comprehensive Income**		
	Opening Balance	(101.43)	(109.91)
	Remeasurement of defined employee benefit plan and translation gain / (loss)	(84.24)	8.48
	Balance as at the end	**(185.67)**	**(101.43)**
(f)	**Movement in Non Controlling Interest due to change in Shareholding**		
	Opening balance	(2,075.68)	(2,075.68)
	Add: Changes during the year	-	-
	Balance as at the end	**(2,075.68)**	**(2,075.68)**
	TOTAL OTHER EQUITY	**44,738.79**	**32,285.87**

Nature & Purpose of Reserves :

Capital Reserve

Capital Reserve is created at the time of acquisition of business, on account of net assets acquired in excess of the consideration paid to the acquire.

Securities Premium

Balance of Securities premium consist of issue of share over its face value. The balance will be utilised for issue of as per provisions of Section 52 of the Companies Act,2013.

Share Option Outstanding Account

The share option outstanding account is used to record the value of equity-settled share based payment transactions with employees.

Retained earnings

Retained earnings comprises of the amounts that can be distributed by the Company as dividends to its equity share holders.

Other Comprehensive Income (OCI)

OCI includes remeasurement of defined employee benefit plan on account of Actuarial Gains and Losses as per Ind AS 19 Employee Benefits and translation gain / loss.

15. NON CONTROLLING INTEREST

(` in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Opening Balance	1,166.93	1,160.03
Add: Share in Profit for the year	19.47	7.25
Add: Share in Other Comprehensive Income	(0.25)	(0.35)
	1,186.15	**1,166.93**

Notes to Ind AS Consolidated Financial Statements
For the year ended March 31, 2023 (Contd.)

16. BORROWINGS

(` in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
(i) Borrowings - Non current		
Term Loan - Loan against Property	831.53	1,660.70
(Secured against 8th & 9th Floor (2nd & 3rd Office Floor), Block 'B' & 'C' of Wing E, Trade Link, Kamala City, Senapati Bapat Marg, Lower Parel, Mumbai)		
Terms of repayment - Repayable in 5 Years (20 quarters), last instalment falling due on March 18, 2025		
The rate of interest will be I-MCLR 1 Year + Spread, determined at the date of disbursement and reset at end of every 12 months from the date of disbursement.		
The Company has made regular repayment of principal & interest due over the year		
Term Loan - Vehicle Loan	17.00	-
(Secured against hypothecation of vehicle purchased)		
Terms of repayment - Repayable in 60 equal monthly instalments, last instalment falling due on July 10, 2027		
The rate of interest is 7.9% p.a.		
The Company has made regular repayment of principal & interest due over the year		
	848.53	**1,660.70**
(ii) Borrowings - Current		
Current Maturity of Secured Loan from Banks		
Term Loan - Loan against Property	829.18	827.04
Term Loan - Vehicle Loan	3.95	7.40
	833.13	**834.44**

Terms of repayment - Repayable in 60 equal monthly instalments, last instalment falling due on July 10, 2027.

The rate of interest ranges between 8% to 11% p.a.

The Company has not defaulted in repayment of principal & interest due over the reporting period

17. TRADE PAYABLES

(` in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Total outstanding dues of micro, small and medium enterprises*	-	-
Total outstanding dues to other than micro, small and medium enterprises	31.49	-
	31.49	**-**

* The above disclosure is based on the responses received by the Company to its inquiries with suppliers with regard to applicability under the Micro, Small and Medium Enterprise Development Act, 2006

Trade Payables Ageing Schedule:

Trade payables as at March 31, 2023

(` in Lakhs)

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	-	-	-	-	-
(ii) Others	31.49	-	-	-	31.49
(iii) Disputed dues – MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-
Total	**31.49**	**-**	**-**	**-**	**31.49**

Notes to Ind AS Consolidated Financial Statements
For the year ended March 31, 2023 (Contd.)

Trade payables as at March 31, 2022

(` in Lakhs)

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	-	-	-	-	-
(ii) Others	-	-	-	-	-
(iii) Disputed dues – MSME	-	-	-	-	-
(iv) Disputed dues – Others	-	-	-	-	-
Total	-	-	-	-	-

18. LEASE LIABILITIES

(` in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
(i) Non Current		
Lease Liability	1,416.82	854.00
	1,416.82	**854.00**
(ii) Current		
Lease Liability	573.11	575.53
	573.11	**575.53**

19. OTHER FINANCIAL LIABILITIES

(` in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Employee Benefit Payable	66.42	35.49
Provision for Expenses	311.08	507.78
Advance from Customers	700.97	1,574.32
	1,078.47	**2,117.59**

20. PROVISIONS

(` in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
(i) Provisions - Non Current		
Employee Benefit Liabilities		
Gratuity Provision (Refer Note 24)	388.55	212.55
	388.55	**212.55**
(ii) Provisions - Current		
Employee Benefit Liabilities		
Gratuity Provision (Refer Note 24)	1.37	0.14
Leave Provision	477.72	453.91
Incentive Provision	7,544.83	4,907.00
Provision for Income Tax	-	1.09
	8,023.92	**5,362.14**

21. OTHER CURRENT LIABILITIES

(` in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Statutory Dues	961.77	648.22
Revenue Received in Advance from Customer	241.97	216.37
Other Liabilities	-	0.84
	1,203.74	**865.43**

Notes to Ind AS Consolidated Financial Statements
For the year ended March 31, 2023 (Contd.)

22 . REVENUE FROM OPERATIONS

(` in Lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Mutual Fund Distribution Income	18,987.10	15,396.61
Income from Distribution & Sale of Financial Product	35,389.91	25,876.01
IT Enabled Services	486.15	475.89
	54,863.16	**41,748.51**

23. OTHER INCOME

(` in Lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Interest Income	742.92	409.49
Gain on Sale of Investments		
Realised	17.92	32.45
Unrealised	200.25	225.00
Dividend	-	0.82
Miscellaneous and Other Income	8.34	105.64
	969.43	**773.40**

24. EMPLOYEE BENEFITS EXPENSES

(` in Lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Salaries, Incentive & Allowances	22,542.55	17,771.28
Contribution to Provident and Other Funds	1,025.21	979.20
Share Based Payments to Employees	282.21	291.02
Staff Welfare Expenses	332.47	162.86
	24,182.44	**19,204.36**

The Group is recognising and accruing the retirement benefits as per Indian Accounting Standard (Ind AS) 19 on "Employee Benefits". The details are as enunciated below as certified by an independent actuary.

A. Defined Benefit Plans

Gratuity:

The gratuity payable to employees is based on the employee's service and last drawn salary at the time of leaving the services of the Group and is in accordance with the Rules of the Group for payment of gratuity.

Inherent Risk

The plan is defined benefit in nature which is sponsored by the Holding company and its subsidiary company AR Digital Wealth Private Limited and Ffreedom Intermediary Infrastructures Private Limited hence it underwrites all the risks pertaining to the plan. In particular, this exposes the Group to actuarial risk such as adverse salary growth, change in demographic experience, inadequate return on underlying plan assets. This may result in an increase in cost of providing these benefits to employee in future. Since the benefits are lump sum in nature the plan is not subject to any longevity risks.

(` in Lakhs)

Amounts recognised in the Balance Sheet in respect of gratuity (funded by the group):	As at March 31, 2023	As at March 31, 2022
Present value of the funded defined benefit obligation at the end of the year	994.31	815.45
Fair value of plan assets	717.19	692.66
Net Liability/(Asset)	**277.12**	**122.79**

Notes to Ind AS Consolidated Financial Statements
For the year ended March 31, 2023 (Contd.)

(` in Lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Amounts recognised in Salary, Wages and Employee Benefits in the Profit and Loss Account in respect of gratuity (funded by the group):		
Current Service cost	127.83	118.19
Interest on Defined Benefit Obligations	56.51	47.36
Expected return on plan assets	(50.22)	(41.73)
Past Service Cost – Vested Benefit recognised during the year	-	-
Net Gratuity Cost	**134.12**	**123.83**
Amount recognised in Other Comprehensive Income (OCI)		
Amount recognised in OCI in beginning of the year	92.18	112.35
Remeasurement due to:	-	-
Effect of Change in financial assumptions	5.61	(33.71)
Effect of Change in demographic assumptions	-	-
Effect of experience adjustments	90.22	36.99
Actuarial (Gains)/Losses	**95.83**	**3.28**
Return on plan assets (excluding interest)	(25.64)	23.45
Total remeasurement recognised in OCI	**121.47**	**(20.17)**
Amount recognised in OCI, End of year	**213.65**	**92.18**
Actual Return on Plan Assets :		
Expected Return on Plan Assets	51.60	41.73
Actuarial gain/(loss) on Plan Assets	(22.26)	23.45
Actual Return on Plan Assets	**29.33**	**65.19**
Reconciliation of present value of the obligation and the fair value of the plan assets:		
Change in present value of obligation:		
Opening Defined Benefit Obligation	815.44	721.57
Current Service Cost	127.83	118.19
Interest Cost	56.51	47.36
Liability Transferred out	-	-
Actuarial (Gain)/loss	95.83	3.28
Benefits Paid / Reversals	(101.31)	(74.97)
Past Service Cost	-	-
Closing Defined Benefit Obligation	**994.30**	**815.44**
Change in fair value plan assets:		
Opening Fair Value of the plan assets	692.66	604.80
Expected return on plan assets	50.22	41.73
Actuarial (Gain)/loss	(25.64)	95.54
Contributions by the Employer	95.72	(72.87)
Benefits Paid	(95.77)	23.45
Closing Fair value of the plan assets	**717.19**	**692.66**
Investment details of plan assets		
Government of India Securities	-	-
Corporate Bonds	-	-
Special Deposit Scheme	-	-
Insurer Managed Fund	100%	100%
Others	-	-
Total	**100%**	**100%**

Notes to Ind AS Consolidated Financial Statements
For the year ended March 31, 2023 (Contd.)

(` in Lakhs)

Experience Adjustment	For the year ended March 31, 2023	For the year ended March 31, 2022
Defined Benefit Obligation	994.30	815.44
Plan Assets	717.19	692.66
(Surplus)/deficit	277.12	122.79
Actuarial (Gains)/Losses on Obligations - Due to Experience	95.83	3.28
Actuarial (Gains)/Losses on Plan Assets - Due to Experience	(25.64)	95.54

The estimates of rate of escalation in salary considered in actuarial valuation, take into account inflation, seniority, promotion and other relevant factors including supply and demand in the employment market. The above information is certified by the actuary.

There are no amounts included in the fair value of plan assets for:

i) Company's own financial instrument

ii) Property occupied by or other assets used by the Company

Discount Rate:

Discount Rate for this valuation is based on Yield to Maturity(YTM) available on Government bonds having similar term to decrement-adjusted estimated term of liabilities.

For valuation as at March 31, 2023 the estimated term of liabilities is 13.73 years, corresponding to which YTM on government bonds is 7.20%, after rounding to nearest 0.05%.

Expected rate of return on assets:

It is the average long term rate of return expected on investments of the Trust Fund.

Salary Escalation Rate:

Salary escalation assumption is based on estimates of over all long-term salary growth rates after taking in to consideration expected earnings inflation as well as performance and seniority related increases.

Withdrawal Rate:

Assumptions regarding withdrawal rates is based on the estimates of expected long term employee turnover within the organisation.

Mortality Rate

It is based on Indian Assured Lives Mortality (2012-14) Ult. as issued by Institute of Actuaries of India for the actuarial valuation.

General Description fair value of the plan:

The holding company has Insurer Managed Fund.

(` in Lakhs)

Principal Actuarial Assumptions:	For the year ended March 31, 2023	For the year ended March 31, 2022
Discount rate	7.20%	7.25%
Salary Escalation Rate	5.00%	5.00%
Attrition Rate	For Service 4 yrs. & Below 20.00 % p.a. & service 5 yrs. and above 2.00 % p.a.	For Service 4 yrs. & Below 20.00 % p.a. & service 5 yrs. and above 2.00 % p.a.
Mortality Table	Indian Assured Lives Mortality (2012-14) Ult.	Indian Assured Lives Mortality (2012-14) Ult.
Retirement Age	60 years	60 years

Notes to Ind AS Consolidated Financial Statements
For the year ended March 31, 2023 (Contd.)

Sensitivity Analysis

The sensitivity analyses have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the year and may not be representative of the actual change. It is based on a change in the key assumption while holding all other assumptions constant. When calculating the sensitivity to the assumption, the same method used to calculate the liability recognised in the Balance Sheet has been applied. The methods and types of assumptions used in preparing the sensitivity analysis did not change compared with the previous year.

(` in Lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Defined Benefit Obligation (Base)	994.31	815.45
Discount Rate		
Increase by 50 bps	940.22	770.66
Impact of increase by 50 bps in Percentage	(5.45%)	(5.46%)
Decrease by 50 bps	1,053.12	864.24
Impact of decrease by 50 bps in Percentage	5.93%	5.95%
Salary Growth Rate		
Increase by 50 bps	1,014.52	834.15
Impact of increase by 50 bps in Percentage	1.96%	2.15%
Decrease by 50 bps	975.56	800.04
Impact of decrease by 50 bps in Percentage	(1.78%)	(1.76%)
Expected contribution of holding company for the next financial year	59.83	71.40
Weighted Average duration of Holding Company	13.73	13.81
Maturity profile of defined benefit obligation		
Within next 12 months	61.20	72.05
Between 1 and 5 Years	201.76	148.06
Between 6 and 10 Years	326.39	250.59

Asset Liability Matching Strategy

The Holding Company has funded its gratuity liability. The money contributed by the Holding Company to the Gratuity fund to finance the liabilities of the plan has to be invested.

The trustees of the plan have outsourced the investment management of the fund to an Insurance Company. The Insurance Company in turn manages these funds as per the mandate provided to them by the trustees and the asset allocation which is within the permissible limits prescribed in the insurance regulations. Due to the restrictions in the type of investments that can be held by the fund, it is not possible to explicitly follow an asset liability matching strategy.

There is no compulsion on the part of the Group to fully prefund the liability of the Plan. The Group's philosophy is to fund these benefits based on its own liquidity and the level of underfunding of the plan.

Notes to Ind AS Consolidated Financial Statements
For the year ended March 31, 2023 (Contd.)

For Representative Office

Defined Benefit Plans

Gratuity:

The gratuity payable to employees is based on the employee's service and last drawn salary at the time of leaving the services of the Group and is in accordance with the Rules of the Company for payment of gratuity.

Inherent Risk

The plan is defined benefit in nature which is sponsored by the Company and hence it underwrites all the risks pertaining to the plan. In particular, this exposes the Company to actuarial risk such as adverse salary growth, change in demographic experience, inadequate return on underlying plan assets. This may result in an increase in cost of providing these benefits to employee in future. Since the benefits are lump sum in nature the plan is not subject to any longevity risks.

(AED in Lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Amounts recognised in the Balance Sheet in respect of gratuity:		
Present value of the funded defined benefit obligation at the end of the year	5.05	4.35
Less: Fair value of plan assets	0.00	0.00
Net Liability/(Asset)	**5.05**	**4.35**

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Amounts recognised in Salary, Wages and Employee Benefits in the Profit and Loss Account in respect of gratuity:		
Current Service cost	1.71	4.35
Interest on Defined Benefit Obligations	0.16	-
Expected return on plan assets	-	-
Past Service Cost – Vested Benefit recognised during the year	-	-
Net Gratuity Cost	**1.87**	**4.35**
Amount recognised in Other Comprehensive Income (OCI)	(1.18)	-
Amount recognised in OCI in beginning of the year	-	-
Remeasurement due to:		
Effect of Change in financial assumptions	(2.18)	-
Effect of Change in demographic assumptions	-	-
Effect of experience adjustments	1.01	-
Actuarial (Gains)/Losses	(1.18)	-
Less : Return on plan assets (excluding interest)	-	-
Total remeasurements recognised in OCI	(1.18)	-
Amount recognised in OCI, End of year	**(1.18)**	**-**
Reconciliation of present value of the obligation and the fair value of the plan assets:		
Change in present value of obligation:		
Opening Defined Benefit Obligation	4.35	
Current Service Cost	1.71	
Interest Cost	0.16	4.35
Liability Transferred out	-	-
Actuarial (Gain)/loss	(1.18)	-
Benefits Paid	-	-
Past Service Cost	-	-
Closing Defined Benefit Obligation	5.04	4.35

Notes to Ind AS Consolidated Financial Statements
For the year ended March 31, 2023 (Contd.)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Experience Adjustment		
Defined Benefit Obligation	5.04	4.35
Plan Assets	-	-
(Surplus)/deficit	5.05	4.35
Actuarial (Gains)/Losses on Obligations - Due to Experience	-	-
Actuarial Gains/(Losses) on Plan Assets - Due to Experience	-	-
Weighted average duration of Define benefit obligation	14.02 Yrs	14.32 Yrs
Maturity profile of defined benefit obligation		
Within next 12 months	0.21	0.11
Between 1 and 5 Years	0.75	0.43
Between 5 and 10 Years	0.98	0.58

The estimates of rate of escalation in salary considered in actuarial valuation, take into account inflation, seniority, promotion and other relevant factors including supply and demand in the employment market. The above information is certified by the actuary.

There are no amounts included in the fair value of plan assets for:

i) Company's own financial instrument

ii) Property occupied by or other assets used by the Company

Discount Rate:

Discount Rate for this valuation is based on Yield to Maturity (YTM) available on Government bonds having similar term to decrement-adjusted estimated term of liabilities.

For valuation as at March 31, 2023 the estimated term of liabilities is 14.02 years, corresponding to which YTM on Dubai bonds is 6.6%

Expected rate of return on assets:

It is the average long term rate of return expected on investments of the Trust Fund.

Salary Escalation Rate:

Salary escalation assumption is based on estimates of over all long-term salary growth rates after taking in to consideration expected earnings inflation as well as performance and seniority related increases.

Withdrawal Rate:

Assumptions regarding withdrawal rates is based on the estimates of expected long term employee turnover within the organisation.

Mortality Rate

It is based on Indian Assured Lives Mortality (2012-14) Ult. as issued by Institute of Actuaries of India for the actuarial valuation.

General Description fair value of the plan:

The Company has insurer Managed Fund.

Notes to Ind AS Consolidated Financial Statements
For the year ended March 31, 2023 (Contd.)

Principal Actuarial Assumptions:	For the year ended March 31, 2023	For the year ended March 31, 2022
Discount rate	6.00%	3.70%
Salary Escalation Rate	5.00%	5.00%
Attrition Rate	For Service 4 yrs. & Below 20.00 % p.a. & service 5 yrs. and above 2.00 % p.a.	For Service 4 yrs. & Below 20.00 % p.a. & service 5 yrs. and above 2.00 % p.a.
Mortality Table	Indian Assured Lives Mortality (2012-14) Ult.	Indian Assured Lives Mortality (2012-14) Ult.
Retirement Age	60 years	60 years

Sensitivity Analysis

The sensitivity analysis have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the year and may not be representative of the actual change. It is based on a change in the key assumption while holding all other assumptions constant. When calculating the sensitivity to the assumption, the same method used to calculate the liability recognised in the Balance Sheet has been applied. The methods and types of assumptions used in preparing the sensitivity analysis did not change compared with the previous year.

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Defined Benefit Obligation (Base)	5.04	4.35
Discount Rate		
Increase by 50 bps DBO	4.69	3.99
Impact of increase by 50 bps in Percentage	(7.04%)	(8.18%)
Decrease by 50 bps DBO	5.43	4.75
Impact of decrease by 50 bps in Percentage	7.77%	9.11%
Salary Growth Rate		
Increase by 50 bps DBO	5.43	4.74
Impact of increase by 50 bps in Percentage	7.81%	8.95%
Decrease by 50 bps DBO	4.68	4.00
Impact of decrease by 50 bps in Percentage	(7.13%)	(8.12%)
Expected contribution for the next financial year	0.00	0.00
Weighted Average duration	14.02	14.32

B Total amount recognised in balance sheet in respect of gratuity

(` in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Net Liability / (Asset) in India	277.12	122.79
Net Liability / (Asset) in Dubai	112.80	89.90
Total	**389.92**	**212.69**

Notes to Ind AS Consolidated Financial Statements
For the year ended March 31, 2023 (Contd.)

C Defined Contribution Plans

Amount recognised as an expense under the head Contribution to Provident and other Funds in note 26 Employee Benefit Expenses of Statement of Profit and Loss towards Group's Contribution to Provident Fund is ` 843.77 Lakhs (2021-22 ` 761.23 Lakhs).

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

25. FINANCE COSTS

(` in Lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Interest Expense	393.42	201.86
	393.42	**201.86**

26. OTHER EXPENSES

(` in Lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Business Support Charges	47.46	441.77
Data Processing and IT enabled services	620.84	631.46
Legal & Professional Charges	282.54	194.62
Director Sitting Fees	16.50	19.75
Electricity Expenses	117.26	82.76
Communication Expenses	229.46	163.29
Printing and Stationery	239.15	118.18
Postage and Telegram	61.53	39.78
Rent, Rates and Taxes	735.61	524.72
Repairs and Maintenance	103.05	77.62
Recruitment & Training	90.52	135.83
Business Promotion and Marketing Expenses	2,201.86	985.68
Computer & Software Maintenance Charges	133.92	114.59
Client Claim	72.05	93.32
Travelling & Conveyance Expenses	388.66	218.14
Insurance Charges	11.25	4.51
Office Expenses	218.52	158.58
Brand Charges	263.86	199.01
Payment to Auditors		
Audit Fees	54.71	50.96
Reimbursement	0.82	0.40
Tax Audit fees	1.25	0.75
Other Services/Certification	1.00	2.36
Donation	214.48	110.20
CSR Expenses	237.88	191.72
Miscellaneous & General Expenses	462.18	255.59
	6,806.36	**4,815.58**

27. INCOME TAX EXPENSES

(` in Lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Current Tax		
Current tax on profit for the year	5,597.34	4,031.50
Prior Year Taxes	31.97	12.72
Total Current tax expenses	**5,629.31**	**4,044.22**
Deferred Tax		
Decrease / (Increase) in deferred tax assets	325.15	(17.30)
(Decrease) / Increase in deferred tax liabilities	11.24	52.05
MAT credit	-	-
Total deferred tax expenses / benefit	**336.39**	**34.75**
Total Income Tax Expenses charged to Profit & Loss	**5,965.70**	**4,078.97**

Effective Tax Rate Reconciliation

(` in Lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Applicable Tax Rate (%)	25.17	25.17
Profit before tax	22,789.15	16,735.04
Tax Expenses as per above rate	5,735.57	4,211.88
Expenses Disallowed	129.43	78.22
Exempt Income	(33.82)	(6.01)
Deductions u/s 80G & 35AC	31.97	-
On Account of Previous Year Adjustments	-	(172.98)
Others	102.55	(32.14)
Total Tax Expenses Recognised	**5,965.70**	**4,078.97**
Effective Tax Rate %	**26.18**	**24.37**

For the current financial year and previous financial year tax is charged @ 25.17% (i.e. 22% Basic Tax, 10% Surcharge on Basic Tax and 4% Cess on Basic Tax and Surcharge).

28. BASIS OF CONSOLIDATION

The Ind AS Consolidated Financial Statements are comprised of the financial statements of the members of the Group as under:

Notes to Ind AS Consolidated Financial Statements
For the year ended March 31, 2023 (Contd.)

30. LEASE - IND AS 116

The incremental borrowing rate applied to lease liabilities as at April 01, 2020 is 9.30%, as at April 01, 2021 is 8.45% and as at April 01, 2022 is 8.40%.

Following is the information pertaining to leases for the year ended

Particulars	March 31, 2023	March 31, 2022
(a) Depreciation Charge for Right-of-Use Asset	653.59	847.18
(b) Interest Expense on Lease Liability	169.83	124.01
(c) Expense relating to short term leases accounted in profit & loss	567.11	301.92
(d) Total Cash Outflow for Leases for the year (includes expense relating to short term lease also)	779.69	963.74
(e) Additions to Right-of-Use Asset	1,183.65	871.73
(f) Deletions from Right-of-Use Asset (Gross Block)	-	-
(g) Deletions from Right-of-Use Asset (Provision for Depreciation)	-	-
(h) Carrying Amount of Right-of-Use Asset	1,846.67	1,316.60

Maturity Analysis of Lease Liabilities (on Undiscounted basis) :

Due	As at March 31, 2023	As at March 31, 2022
Not later than 1 year	719.04	673.71
Later than 1 year and not later than 5 years	1,470.59	936.43
Later than 5 years	203.96	-
Total	**2,393.59**	**1,610.14**

31. RELATED PARTY DISCLOSURE

(a) List of Related Parties

(i) Entity of which the Holding Company was an Associate

Anand Rathi Financial Services Limited (upto March 22, 2023)

(ii) Key Managerial Persons

Amit Rathi, Director, Managing Director (upto July 16, 2021)

Rakesh Rawal, Whole-time Director & CEO

Rajesh Bhutara, CFO

Nitesh Tanwar, Company Secretary (from October 13, 2022)

Ashish Chauhan, Company Secretary (upto May 31, 2021)

(iii) Other Related Parties :

Anand Rathi Global Finance Limited

Anand Rathi Financial Services Limited (w.e.f March 23, 2023)

Anand Rathi Share and Stock Brokers Limited

Anand Rathi IT Private Limited

Sapphire Human Solution Private Limited

Anand Rathi Commodities Limited

Anand Rathi Insurance Brokers Limited

Anand Rathi Advisors Limited
(Subsidiary of Anand Rathi Global Finance Limited)

Anand Rathi International Ventures (IFSC) Private Limited
(Subsidiary of Anand Rathi Share and Stock Brokers Limited)

(iv) Transactions with Promoter and Entity forming part of our Promoter Group:

Pradeep Kumar Gupta
Priti Pradeep Gupta
Aqua Proof Wall Plast Private Limited

Notes to Ind AS Consolidated Financial Statements
For the year ended March 31, 2023 (Contd.)

(b) **The following transactions were carried out with the related parties in the ordinary course of business:**

(` in Lakhs)

	Nature of Transaction/Relationship	For the year ended March 31, 2023	For the year ended March 31, 2022
(i)	**Loan Given**		
	Other Related Parties	17,721.00	8,571.00
(ii)	**Loan Repayment Received**		
	Other Related Parties	17,721.00	8,571.00
(iii)	**Loan Taken**		
	Entity of which the Company was an Associate	-	31,580.00
	Other Related Parties	-	11,167.00
(iv)	**Loan Repaid**		
	Entity of which the Company was an Associate	-	31,580.00
	Other Related Parties	-	11,167.00
(v)	**Purchase of Debentures**		
	Entity of which the Company was an Associate	10,255.88	1,861.32
	Other Related Parties	312,704.37	221,193.34
(vi)	**Sale of Debentures**		
	Entity of which the Company was an Associate	791.38	1,860.43
	Other Related Parties	2,092.47	4,304.90
	Transactions with Promoter and Entity forming part of our Promoter Group	998.45	-
(vii)	**Support Service Given**		
	Other Related Parties	13.18	36.30
(viii)	**Support Service Taken**		
	Entity of which the Company is an Associate	43.98	497.27
	Other Related Parties	739.78	249.30
(ix)	**Interest Income**		
	Other Related Parties	230.20	246.41
(x)	**Interest Expense**		
	Entity of which the Company was an Associate	-	25.63
	Other Related Parties	-	11.89
(xi)	**Rent Expense**		
	Entity of which the Company was an Associate	13.20	14.40
	Other Related Parties	10.23	3.00
(xii)	**Brand Charges**		
	Entity of which the Company was an Associate	196.25	200.13
	Other Related Parties	67.61	-

Notes to Ind AS Consolidated Financial Statements
For the year ended March 31, 2023 (Contd.)

(` in Lakhs)

Nature of Transaction/Relationship		For the year ended March 31, 2023	For the year ended March 31, 2022
(xiii)	**Rent Income**		
	Other Related Parties	-	0.45
(xiv)	**Demat Charges**		
	Other Related Parties	-	0.47
(xv)	**Remuneration paid to KMP**		
	Short Term Employee Benefits	793.38	642.88

Note 1: Terms of Loan Given to related parties

Loan given to related parties at the interest rate is in the range of 10% to 12% and it is receivable on demand.

Note 2: Related party relationships have been identified by the Management and relied upon by the Auditors.

32. EARNING PER SHARE

(` in Lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Net Profit after tax from Continuing Operations	16,823.45	12,656.07
Net Profit after tax from Discontinued Operations	36.66	23.79
Net Profit after tax from Continuing & Discontinued Operations	16,860.11	12,679.86
Number of equity shares	41,688,247	41,270,340
Face Value Per Share (in `)	5	5
Weighted Average number of equity shares	41,668,066	41,569,351
Diluted Weighted Average number of equity shares	41,858,297	41,743,293
Earnings Per Share (in `)*		
Basic - Continuing Operations (`)	40.37	30.44
Diluted - Continuing Operations (`)	40.19	30.32
Basic - Discontinued Operations (`)	0.09	0.06
Diluted - Discontinued Operations (`)	0.09	0.06
Basic - Continuing & Discontinued Operations (`)	40.46	30.50
Diluted - Continuing & Discontinued Operations (`)	40.28	30.38

* Adjusted for the effect of bonus shares issued in 2021-22

33. SHARE BASED PAYMENTS

Employees Share Option Plans

The Employee Stock Option Scheme ('the Scheme') provides for grant of share options to the eligible employees and/or directors ("the Employees") of the Company and/or its subsidiaries. The Share Options are granted at an exercise price, which is either equal to the fair market price, or at a premium, or at a discount to market price as may be determined by the Board. Each Share Option converts into two equity shares of the Holding Company.

ESOP Scheme 2017

During the financial year 2016-17, the Board had approved the Policy and the no. of options to be granted to the Employees that will vest in a graded manner and which can be exercised within a specified period. The Board had approved 320,000 Options at an exercise price of ` 10/- per option to the Employees.

Notes to Ind AS Consolidated Financial Statements
For the year ended March 31, 2023 (Contd.)

The details of options are as under:

Particulars	For the year ended March 31, 2023 (Nos.)	For the year ended March 31, 2022 (Nos.)
Outstanding at the beginning of the year	-	91,350
Add: Granted during the year		
Less: Exercised and shares allotted during the year	-	89,280
Less: Exercised but pending allotment	-	-
Less: Forfeited/cancelled during the year	-	-
Less: Lapsed during the year	-	2,070
Outstanding at the end of the year	-	-
Exercisable at the end of the year	-	-

Fair Value of Options granted

The estimated fair value of each stock option granted is ` 2.82 as on January 01, 2017. The fair value has been calculated by applying Black-Scholes-Merton model. The model inputs the share price at respective grant dates, exercise price of ` 10 per option, Standard Deviation of 52.44%, life of option being 6 months from date of grant, and a risk-free interest rate of 6.51%.

Standard deviation has been derived based on the one year historical numbers of the peer group companies adjusted with appropriate illiquidity discount.

The options granted on January 01, 2017 under ESOP 2017 have an exercise price of ` 10 per option and would vest over the period as under:

Options Granted (in Nos.)	Vesting Date
52,740	December 31, 2017
11,260	March 31, 2018
64,000	December 31, 2018
96,000	December 31, 2019
96,000	December 31, 2020

ESOP Scheme 2018

During the financial year 2018-19, the Board had approved the Policy and the no. of options to be granted to the Employees that will vest in a graded manner and which can be exercised within a specified period. The Board has approved 260,100 options at an exercise price of ` 5/- per option to the employees. During the meeting held on June 14, 2021, the Board has approved 20,000 options at an exercise price of ` 5/- per option.

The details of options are as under:

Particulars	For the year ended March 31, 2023 (Nos.)	For the year ended March 31, 2022 (Nos.)
Outstanding at the beginning of the year	176,060	208,080
Add: Granted during the year	-	20,000
Less: Exercised and shares allotted during the year	72,020	52,020
Less: Exercised but pending allotment	-	-
Less: Forfeited/cancelled during the year	-	-
Less: Lapsed during the year	-	-
Outstanding at the end of the year	104,040	176,060
Exercisable at the end of the year	-	-

Notes to Ind AS Consolidated Financial Statements
For the year ended March 31, 2023 (Contd.)

Fair Value of Options granted

The estimated fair value of each stock option granted is ` 407 as on March 11, 2019. The fair value has been calculated by applying Black-Scholes-Merton model. The model inputs the share price at respective grant dates, exercise price of ` 5/- per option, Standard Deviation of 51.15%, life of option being 3 months from the date of grant, and a risk-free interest rate of 7.35%.

The options were approved by the Board on March 11, 2019 under ESOP 2018 and were communicated to employees on April 01, 2020. 20,000 options approved by the Board on June 14, 2021 under ESOP 2018 were communicated to the employees on June 14, 2021. ESOP 2018 has an exercise price of ` 5 per option, and would vest over the period as under:

Options Granted (in Nos.)	Vesting Date
52,020	April 01, 2020
52,020	April 01, 2021
72,020	April 01, 2022
52,020	April 01, 2023
52,020	April 01, 2024

ESOP Scheme 2022

During the financial year 2022-23, the Board had approved the Policy and the no. of options to be granted to the Employees that will vest in a graded manner and which can be exercised within a specified period. The Board has approved 88,030 options at an exercise price of ` 5/- per option to the employees during the meeting held on January 12, 2023.

The details of options are as under:

Particulars	For the year ended March 31, 2023 (Nos.)	For the year ended March 31, 2022 (Nos.)
Outstanding at the beginning of the year	-	-
Add: Granted during the year	88,030	-
Less: Exercised and shares allotted during the year	-	-
Less: Exercised but pending allotment	-	-
Less: Forfeited/cancelled during the year	-	-
Less: Lapsed during the year	-	-
Outstanding as at the end of the year	88,030	-
Exercisable at the end of the year	-	-

Fair Value of Options granted

The estimated fair value of each stock option granted is ` 749.91 as on January 12, 2023. The fair value has been calculated by applying Black-Scholes-Merton model. The model inputs the share price at respective grant dates, exercise price of ` 5/- per option, Standard Deviation of 40.76%, life of option being 3 months from the date of grant, and a risk-free interest rate of 7.44%.

Options Granted (in Nos.)	Vesting Date
88,030	January 12, 2024

Details of the commitments arising from the Share based payments were as follows:

(` in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Total Carrying Amount	513.58	518.21
Amount debited to Statement of Profit & Loss	282.21	291.02

Notes to Ind AS Consolidated Financial Statements
For the year ended March 31, 2023 (Contd.)

34. CORPORATE SOCIAL RESPONSIBILITY (CSR)

As per Section 135 of the Companies Act, 2013, a company, meeting the applicability threshold, needs to spend at least 2% of its average net profit for the immediately preceding three financial years on corporate social responsibility (CSR) activities.

A CSR committee has been formed by the Company as per the Act. The funds were primarily allocated to a corpus and utilised through the year on the activities which are specified in Schedule VII of the Companies Act, 2013:

(` in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Details of corporate social responsibility expenditure		
(a) amount required to be spent by the Company during the year	224.71	191.82
(b) amount of expenditure incurred		
(i) Construction/ acquisition of any asset	-	-
(ii) On purposes other than (i) above	237.88	191.72
(c) Surplus/ (shortfall) at the end of the year	13.16	(0.10)
(d) total of previous years surplus / (shortfall)	0.64	0.74
(e) surplus carried forward as per proviso to section 135 (5)	13.80	0.64
(f) reason for shortfall during the year ended :	NA	NA

Nature of CSR activities :

The Holding Company has primarily spent the CSR expenditure for the purpose:

Promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly and the differently abled and livelihood enhancement projects.

Training to promote rural sports, nationally recognised sports, paralympic sports and olympic sports.

Ensuring environmental sustainability, ecological balance, protection of flora and fauna, animal welfare.

The expenditure incurred during the year has been recommended by the CSR Committee and approved by the board of directors.

35. CAPITAL MANAGEMENT

For the purpose of the Group's capital management, capital includes issued equity capital, share premium and all other equity reserves attributable to equity holders of the Group. The Group manages its capital to ensure that it continues as a going concern while maximising the return to stakeholders through the optimisation of the debt and equity balance.

The Group monitors capital using a gearing ratio. Capital gearing ratio of the Group is as follows :

(` in Lakhs)

Particulars	For the year ended March 31, 2023 (Nos.)	For the year ended March 31, 2022 (Nos.)
Equity	2,084.41	2,080.81
Other Equity	44,738.79	32,285.87
Non Controlling Interest	1,186.15	1,166.93
Total Equity (A)	**48,009.35**	**35,533.61**
Borrowings	1,681.66	2,495.14
Total Debt (B)	**1,681.66**	**2,495.14**
Total Debt and Equity (C=A+B)	**49,691.01**	**38,028.75**
Capital Gearing Ratio (B/C)	0.034	0.066

36. BUSINESS COMBINATIONS

The Holding Company had acquired following equity shares at fair value in earlier year(s). Purchase consideration for acquisition of shares in below mentioned entities was paid by mode of cash only. The acquisitions were made to enhance the presence in Wealth Management space. The other disclosures with respect to acquisition are as under.

AR Digital Wealth Private Limited (ARDWPL) is engaged in the business of Digital Wealth Management. The consideration paid for shares of ARDWPL in July 2016 was ` 252.00 Lakh, in March 2018 was ` 690.25 Lakh and in Financial Year 2018-2019 was ` 4,204.81 Lakh. The fair value per share for the aforesaid acquisitions was ` 10, ` 256 and ` 332 (Average price of 3 lots purchased during the year) respectively.

Freedom Wealth Solutions Private Limited (FWSPL) is engaged in the business of Wealth Management. The consideration paid for shares of FWSPL in September 2017 was ` 237.16 Lakh. The fair value per share for the aforesaid acquisitions was ` 10.

Ffreedom Intermediary Infrastructure Private Limited (FIINFRA) is engaged in the business of providing IT enabled services. The consideration paid for shares of FIINFRA in 2019 20 was ` 3,598.95 Lakh. The fair value per share for the aforesaid acquisitions was ` 434. 299,419 shares purchased on February 13, 2020 and 29,418 shares purchased on March 31, 2020 were acquired from AR Digital Wealth Private Limited and 230,415 shares purchased on March 31, 2020 were acquired in a Right issue by Ffreedom Intermediary Infrastructure Private Limited.

Details of Share acquired/(sold) is tabulated as below-

Name of Company	No. of Shares	% of Shares Acquired
Name of Company		
AR Digital Wealth Private Limited		
July 13, 2016	2,520,000	60.30%
March 14, 2018	5,574	0.13%
March 16, 2018	170,246	4.07%
March 16, 2018	51,074	1.22%
March 16, 2018	39,157	0.94%
March 22, 2018	5,574	0.13%
May 03, 2018	58,361	1.40%
February 05, 2019	1,194,029	7.07%
March 27, 2019	13,044	0.24%
Freedom Wealth Solutions Private Limited		
September 25, 2017	2,371,625	95.01%
Ffreedom Intermediary Infrastructure Private Limited		
February 13, 2020	299,419	50.00%
March 31, 2020	299,418	36.11%
March 31, 2020	230,415	13.89%

At the time of acquisition of business, investment made in equity shares of acquiree over and above net assets of acquiree company is treated as Goodwill and net assets acquired in excess of the consideration paid to the acquiree is treated as Capital Reserve. Details of Goodwill and Capital Reserve is as below :

Notes to Ind AS Consolidated Financial Statements
For the year ended March 31, 2023 (Contd.)

(` in Lakhs)

	ARDWPL	FIINFRA	Total
Consideration Paid	252.00	25.00	277.00
Less: Net Assets Acquired	249.51	(262.62)	(13.11)
Goodwill	**2.49**	**287.62**	**290.11**

(` in Lakhs)

	FWSPL
Net Assets Acquired	330.29
Less : Consideration Paid	80.75
Capital Reserve	**249.54**

Total Profit / (Loss) After Tax in Consolidated Financial Statements is ` 16,860.11 Lakhs (P.Y. ` 12,679.88 Lakhs) which includes profit/(loss) of subsidiaries also, i.e. ` 72.02 Lakhs (P.Y. ` 24.72 Lakhs) of AR Digital Wealth Private Limited, ` 36.66 Lakhs (P.Y. 23.79 Lakhs) of Freedom Wealth Solutions Private Limited and ` (66.95) Lakhs (P.Y. ` 86.51 Lakhs) of Ffreedom Intermediary Infrastructure Private Limited for year ended March 31, 2023.

37. Contingent liability in respect of Income Tax Demand of one of the subsidiary - Freedom Wealth Solutions Private Limited is as under:

(` in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Liabilities disputed - appeals filed with respect to:		
Income tax demand for Assessment year 2013-14 (Penalty Order Under Sec 271(1)(c))	46.24	46.24
Total	**46.24**	**46.24**

* Addition on account of difference in consideration which is received more in comparison to fair market value of shares issued u/s 56(2)(vii)(b).

Appeal decided in favour of the Company, effect of the same is given by the assessing officer, however the penalty order has not been withdrawn.

Since disputed matter was decided by ITAT in favour of the Company, the penalty provision will be withdrawn.

38. (a) The Group does not have any other pending litigation which would impact its financial position.

(b) The Group does not have any open derivative contracts at the reporting date.

39. CAPITAL COMMITMENTS

(` in Lakhs)

Particulars	March 31, 2023	March 31, 2022
Capital commitment for furninshing of Trade Link Office, Lower Parel Mumbai	-	387.97

40. DUES TO MICRO, SMALL AND MEDIUM ENTERPRISES

(` in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
The principal amount remaining unpaid to any supplier at the end of each accounting year;	-	-
The interest due thereon remaining unpaid to any supplier at the end of each accounting year;	-	-
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;	-	-

Notes to Ind AS Consolidated Financial Statements
For the year ended March 31, 2023 (Contd.)

Particulars	As at March 31, 2023	As at March 31, 2022
The amount of interest due and payable for the year 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;	-	-
The amount of interest accrued and remaining unpaid at the end of each accounting year; and	-	-
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	-	-
	-	-

41. FINANCIAL RATIOS

Particulars	March 31, 2023	March 31, 2022	Variation
1. Current Ratio (1)	2.92	2.06	41%
2. Debt Equity Ratio (2)	0.04	0.07	(51%)
3. Debt Service Coverage Ratio (3)	10.48	6.98	50%
4. Return on Equity Ratio	41.44%	43.33%	(4%)
5. Net capital turnover ratio (4)	2.44	4.03	(39%)
6. Profit ratio	30.66%	30.32%	1%
7. Return on Capital Employed	50.41%	50.02%	1%

(1) Current ratio incresed due to increase in stock of un-quoted debentures.

(2) Debt equity ratio decreased due to repayment of debt during the 2022-23 of ` 833 Lakh

(3) Profit for the 2023-23 increased hence debt service ratio has increased

(4) Working capital increased due to increase in un-quoted debenture sotck and consequently net working capital to turnover has reduced.

Explanations to items included in computing the above ratios

1. Current Ratio: Current Asset over Current Liabilities (excluding assets and liabilities directly associated with disposal group classified as held for sales)
2. Debt-Equity Ratio: Debt (includes Current & Non-Current Borrowings excluding lease liabilities) over total share holders equity (Includes average of opening and closing equity capital and other equity).
3. Debt Service Coverage Ratio: Earnings available for debt service (includes profit after tax, depreciation and finance cost) over debt service (includes interest on borrowings - car loan and property loan, principal repayment made and lease payments).
4. Return on Equity Ratio: Profit After Tax over Equity (includes average of opening and closing equity capital and other equity).
5. Net capital turnover ratio: Revenue from operations over average working capital (current assets net of current liabilities).
6. Net profit ratio: Profit After Tax over Revenue from operations
7. Return on Capital employed: Earnings Before Interest & Tax over Capital Employed (which includes tangible net worth and total debt).

   Note:

   (a). Considering the nature of business activities, only ratios applicable to the group are provided.

   (b). The Non-GAAP measures presented may not be comparable to similarly titled measures reported by other companies.

Notes to Ind AS Consolidated Financial Statements
For the year ended March 31, 2023 (Contd.)

42. FINANCIAL INSTRUMENT - FAIR VALUES

Accounting classification and fair values

The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy.

(` in Lakhs)

March 31, 2023	Fair value				
	Carrying Amount	Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)	Total Fair Value
Financial assets					
FVTPL					
(i) Unquoted Debentures	12,974.71	-	-	12,974.71	12,974.71
	(935.08)	-	-	(935.08)	(935.08)
(ii) Equity Shares of Other Companies	10,550.25	-	-	10,550.25	10,550.25
	(10,350.00)	-	-	(10,350.00)	(10,350.00)

(` in Lakhs)

March 31, 2023	Amortised Cost	Fair Value through Profit or loss	Fair Value through OCI	Total carrying value	Total fair value
Financial assets					
(i) Security Deposit	1,011.34	-	-	1,011.34	1,011.34
	(974.11)	-	-	(974.11)	(974.11)
(ii) Trade receivables	1,712.80	-	-	1,712.80	1,712.80
	(1,489.89)	-	-	(1,489.89)	(1,489.89)
(iii) Cash and cash equivalents	6,016.51	-	-	6,016.51	6,016.51
	(8,710.90)	-	-	(8,710.90)	(8,710.90)
(iv) Investments in equity instruments	-	10,550.25	-	10,550.25	10,550.25
	-	(10,350.00)	-	(10,350.00)	(10,350.00)
(v) Other Financial Assets	12,229.65	12,974.71	-	25,204.36	25,204.36
	(7,708.33)	(935.08)	-	(8,643.41)	(8,643.41)
Total	**20,970.30**	**23,524.96**	**-**	**44,495.26**	**44,495.26**
Total	**(18,883.23)**	**(11,285.08)**	**-**	**(30,168.31)**	**(30,168.31)**

March 31, 2023	Amortised Cost	Fair Value through Profit or loss	Fair Value through OCI	Total carrying value	Total fair value
Financial liabilities					
FVTPL					
Amortised Cost					
(i) Borrowings	1,681.66	-	-	1,681.66	1,681.66
	(2,495.14)	-	-	(2,495.14)	(2,495.14)
(ii) Trade payables	31.49	-	-	31.49	31.49
	-	-	-	-	-
(iii) Lease Liability	-	1,989.93	-	1,989.93	1,989.93
	-	(1,429.53)	-	(1,429.53)	(1,429.53)
(iii) Other Financial Liabilities	1,078.48	-	-	1,078.48	1,078.48
	(2,117.59)	-	-	(2,117.59)	(2,117.59)
Total	**2,791.63**	**1,989.93**	**-**	**4,781.56**	**4,781.56**
Total	**(4,612.73)**	**(1,429.53)**	**-**	**(6,042.26)**	**(6,042.26)**

Notes to Ind AS Consolidated Financial Statements
For the year ended March 31, 2023 (Contd.)

Note 1 - Figures in brackets in the above table represent previous year numbers.

. Note 2 - Valuation techniques used to determine the fair values:

a. Discounted cash flow method has been used to determine the fair value of unquoted equity shares of other companies. The discount rate is used based on management estimates.

b. The Company has made necessary adjustments to the observable and unobservable inputs used for the purpose of valuation.

Fair value measurements using significant unobservable inputs (level 3)

The following table presents the changes in level 3 items for the year ended March 31, 2023 and March 31, 2022.

Particulars	Unquoted Debentures	PMS	Equity Shares in Other Companies	Mutual Fund
Opening Balance as on April 01, 2022	940.09	-	10,350.00	-
Acquisitions	824,705.20	-	-	389,000.00
Gains / (Losses) recognised	35,219.04	-	200.25	17.92
Realisation	847,889.62	-	-	389,017.92
Closing Balance as on March 31, 2023	**12,974.71**	**-**	**10,550.25**	**-**

Notes to Ind AS Consolidated Financial Statements
For the year ended March 31, 2023 (Contd.)

and management policies and processes are reviewed regularly to reflect changes in market conditions and the Group's activities. The Board of Directors and the Audit Committee of the Holding Company is responsible for overseeing the Group's risk assessment and management policies and processes.

Liquidity risk

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they become due. The Group manages liquidity risk by maintaining sufficient cash and marketable securities. The cash flows, funding requirements and liquidity of Group is regularly monitored by Management of the Group. The objective is to optimise the efficiency and effectiveness of Group's capital resources.

Exposure to liquidity risk

The table below analyses the Group's financial liabilities into relevant maturity groupings based on their contractual maturities for all financial liabilities.

March 31, 2023	Contractual Cash Flows (` in Lakhs)					
	Carrying amount	Total	On Demand	Less than 3 months	3-12 months	1-5 years
Borrowings	1,681.65	1,681.65	-	208.13	625.00	848.52
Lease Liabilities	1,989.93	1,989.93	-	184.17	395.26	1,410.50
Trade Payables	31.49	31.49	-	31.49	-	-
Other Financial Liabilities	1,078.46	1,078.46	-	1,078.46	-	-

March 31, 2022	Contractual Cash Flows (` in Lakhs)					
	Carrying amount	Total	On Demand	Less than 3 months	3-12 months	1-5 years
Borrowings	2,495.15	2,495.15	-	209.26	209.41	2,076.48
Lease Liabilities	1,429.53	1,429.54	-	140.96	434.58	854.00
Trade Payables	-	-	-	-	-	-
Other Financial Liabilities	2,117.59	2,117.59	-	2,117.59	-	-

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Group's receivables from customers, security deposits, capital advances and investment securities.

Customer credit risk is managed by the Group as per its policy, procedures and control relating to customer credit risk. Credit quality of a customer credit risk is assessed based on an extensive credit rating scoreboard and individual credit limits are defined in accordance with this assessment. Outstanding customer receivables are regularly monitored and all possible steps taken to timely realise them.

The credit risk on Fixed Deposits with Banks, Bank Balances, Investments in Mutual Fund is limited because the counterparties are Banks, Exchanges and Mutual Fund houses who are structured market players.

As on reporting date credit risk exposure are as on following:

(` in Lakhs)

Particulars	March 31, 2023	March 31, 2022
Security Deposit	1,011.34	974.11
Trade Receivables	1,712.80	1,489.89
Purchase of Debentures	12,974.71	935.08
Fixed Deposits with Banks	10,304.04	14,483.76
Bank Balances in Current Account	6,011.95	762.25
Other Financial Assets	1,843.89	1,075.12
Accrued Interest	81.73	89.45

Notes to Ind AS Consolidated Financial Statements
For the year ended March 31, 2023 (Contd.)

(i) AGE OF TRADE RECEIVABLES

(` in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Within the credit period	1,697.95	1,483.69
1-30 days Past Dues	11.74	6.20
31-60 days Past Dues	3.11	-
61-90 days Past Dues	-	-
More than 90 days past dues	-	-
	1,712.80	**1,489.89**

(ii) MOVEMENT IN THE EXPECTED CREDIT LOSS ALLOWANCE

(` in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Balance at end of the year	-	-
Movement in the expected credit loss allowance on trade receivables calculated at lifetime expected credit loss	-	-
Balance at end of the year	-	-

There is no expected credit loss as per past trend and hence no ageing in terms of percentage loss is available.

Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market Risk comprises three types of risk: a.) Interest Rate Risk, b.) Currency Risk and c.) Other Price Risk such as equity price risk etc.

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 Holding Company's exposure to changes in interest rates relates primarily to the Company's outstanding floating rate debt included in borrowings.

Sensitivity Analysis:

Particulars	As at March 31, 2023	As at March 31, 2022
Floating Rate Liability	1,666.00	2,487.74
A hypothetical 1% shift in underlying benchmark rates will have the below impact :		
Impact on Profit and Loss		
Increase of 1%	(0.39)	(9.94)
Decrease of 1%	0.39	9.94

Notes to Ind AS Consolidated Financial Statements
For the year ended March 31, 2023 (Contd.)

Price Risk

The Group's Board of Directors reviews and approves all equity investment decisions. Reports on the equity portfolio are submitted to the Group's senior management on a regular basis.

At the reporting date, the exposure to equity securities is as under:

(` in Lakhs)

Impact on Profit and Loss	March 31, 2023	March 31, 2022
Investment in Other Entities		
Increase by 1%	105.50	103.50
Decrease by 1%	(105.50)	(103.50)

At the reporting date, the exposure to equity securities of other entities is as under:

Particulars	March 31, 2023	March 31, 2022
Investment in Other Entities	10,550.25	10,350.00

Currency Risk

The Holding Company has a Foreign Representative Office in Dubai since March 07, 2021 vide its approval from UAE Government and renewed till March 06, 2024. The Holding Company has Fixed Assets, Current Assets, Current Liabilities and Expenses of Foreign Representative office situated at Dubai (UAE):

The Holding Company is exposed to foreign exchange risk arising from foreign currency transactions with respect to the AED. Foreign Currency Risk is the risk that the Fair Value or Future Cash Flows of an exposure will fluctuate because of changes in foreign currency rates. Exposures can arise on account of the various assets and liabilities which are denominated in currencies other than Indian Rupee.

At the reporting date, the exposure to foreign currency is as under:

(AED in Lakhs)

Particulars	March 31, 2023	March 31, 2022
Bank Balances in Current Account	1.78	9.60
Staff Advances	2.87	0.45
Prepaid Expenses	0.66	0.20
	5.31	**10.25**

(` in Lakhs)

Particulars	March 31, 2023	March 31, 2022
Bank Balances in Current Account	39.88	198.42
Staff Advances	64.16	9.30
Prepaid Expenses	14.70	4.18
	118.74	**211.90**

Sensitivity analysis

A reasonably possible strengthening (weakening) against all currencies at 31st March would have affected the measurement of financial instruments denominated in a foreign currency and affected equity and profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular interest rates, remain constant.

Notes to Ind AS Consolidated Financial Statements
For the year ended March 31, 2023 (Contd.)

(` in Lakhs)

Particulars	Profit or loss	
	Strengthening	Weakening
March 31, 2023		
AED (1% movement)	1.19	(1.19)
March 31 2022		
AED (1% movement)	2.12	(2.12)

44. COST SHARING

Anand Rathi Financial Services Limited, Anand Rathi Global Finance Limited, Anand Rathi Share & Stock Brokers Limited and Anand Rathi Advisors Limited incurs expenditure in the nature of Business support costs, etc. which is for the benefit of the group. The cost so expended is reimbursed by the group on the basis of number of employees, time spent by employees, actual billings, etc. Accordingly, the expenditure noted under the head 'Business Support charges' in note 28 are inclusive of the reimbursements.

45. DIVIDENDS

The final dividends on shares of holding company is recorded as a liability on the date of approval by the shareholders of the holding company and interim dividends are recorded as a liability on the date of declaration by the Company's Board of Directors. Income Tax consequences of dividends on financial instruments classifies as equity will be recognised according to where the entity originally recognised those past transactions or events that generated distributable profits.

The Holding Company declares and pay the dividends in Indian rupee. Companies are required to pay/distribute dividend after deducting applicable withholding income taxes. The remittance of dividends outside India is governed by Indian law on foreign exchange and is also subject to withholding tax at applicable rates.

The amount of per share dividend recognised as distribution to equity shareholders in accordance with Companies Act 2013 is as follows:

(` in Amount)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Interim Dividend for 2021-22	-	5.00
Final dividend for 2020-21	-	2.50
Interim Dividend for 2022-23	5.00	-
Final dividend for 2021-22	6.00	-

During the year ended March 31, 2023 on account of the final dividend for 2021-22, and interim for 2022-23 the Company has incurred net cash outflow of ` 4,585.71 Lakhs.

The Board of Directors in their meeting on April 12, 2023 recommend a final dividend of ` 7 per equity share for the financial year ended March 31, 2023. This pay-out is subject to the approval of shareholders in the Annual General Meeting (AGM) of the Company and if approved would result in a net cash outflow of approximately ` 2,918.18 Lakhs.

46. DISCONTINUED OPERATIONS

The Board of Directors of the Holding Company at their meeting held on March 20, 2023, has approved sale of the entire shareholding in Freedom Wealth Solution Private Limited. An active programme to locate the buyer and complete planned sale has been initiated.

It is highly probable that the said sale transaction will be completed in the next 12 months. Accordingly the assets and Liabilities of Freedom Wealth Solution Private Limited is classified as assets held for sale as on March 31, 2023.

Figures for the quarter and the year ended March 31, 2023 include ` 17.35 Lakhs and ` 36.66 Lakhs as net profit from discontinued operations pertaining to the entity.

Financial performance and cash flow information from discontinuing operation

(` in Lakhs)

	March 31, 2023	March 31, 2022
Revenue	58.31	40.60
Expenses	8.80	8.48
Profit before tax	49.51	32.12
Tax Expense	12.85	8.33
Profit after tax	36.66	23.79
Other Comprehensive income	-	-
Total comprehensive income	36.66	23.79
Total comprehensive income attributable to owners	34.83	22.60
Total comprehensive income attributable to minority holders	1.83	1.18
Total profit from discontinued operation attributable to owners	34.83	22.60
Net cash inflow from operating activities	(29.92)	(13.99)
Net cash inflow (outflow) from investing activities	58.31	40.60
Net cash (outflow) from financing activities	-	-
Net increase in cash generated from discontinued operation	28.39	26.61

Assets and Liabilities of discontinuing operation

(` in Lakhs)

Assets	March 31, 2023
Other Non Current Assets	80.82
Cash and Cash Equivalents	459.65
Other Current Assets	0.26
Total - (A)	**540.73**
Liabilities	
Other Financial Liabilities	0.81
Other Current Liabilities	0.08
Provisions	3.87
Total - (B)	**4.76**
Net Assets (A-B)	**535.97**

47. ADDITIONAL REGULATORY INFORMATION

a) No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the group to or in any other person(s) or entity(entities), including foreign entities (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the group (“Ultimate Beneficiaries”) or provide any guar[illegible] or v

Notes to Ind AS Consolidated Financial Statements
For the year ended March 31, 2023 (Contd.)

d) The group does not have any Benami property and no proceedings have been initiated or pending against the group for holding any Benami property, under the Benami Transactions (Prohibitions) Act, 1988 (45 of 1988) and the rules made thereunder

e) The group has not traded or invested in Crypto currency or Virtual Currency during the current and previous financial year.

f) The group has not undertaken any transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

g) The group has not been declared a 'Wilful Defaulter' by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India.

48. The figures of the previous years have been regrouped / rearranged wherever necessary. There are no significant regrouping / re-classification during the year under report, also refer note 46 above.

49. ADDITIONAL NOTES FOR IND AS CONSOLIDATED FINANCIAL STATEMENTS :

Sr. No.	Name of the entity in the group	As at March 31, 2023 (2022-23)							
		Net Assets i.e. total assets minus total liabilities		Share in profit or loss		Share in Other Comprehensive Income (OCI)		Share in Total Comprehensive Income (TCI)	
		As % of consolidated net assets	Amount (` in Lakhs)	As % of consolidated profit/loss	Amount (` in Lakhs)	As % of consolidated OCI	Amount (` in Lakhs)	As % of consolidated TCI	Amount (` in Lakhs)
(i)	**Parent**								
	Anand Rathi Wealth Limited	85.73%	41,160.26	99.68%	16,768.91	88.65%	(74.90)	99.73%	16,694.01
(ii)	**Subsidiaries**								
(a)	AR Digital Wealth Private Limited	7.45%	3,574.60	0.32%	54.37	0.92%	(0.78)	0.32%	53.58
(b)	Freedom Wealth Solutions Private Limited	1.06%	508.53	0.28%	47.04	0.00%	-	0.28%	47.04
(c)	Ffreedom Intermediary Infrastructure Private Limited	3.29%	1,579.17	(0.40%)	(66.98)	10.13%	(8.56)	(0.45%)	(75.54)
(iii)	**Non Controlling Interest in Subsidiaries**								
(a)	AR Digital Wealth Private Limited	2.41%	1,159.35	0.10%	17.64	0.30%	(0.25)	0.10%	17.38
(b)	Freedom Wealth Solutions Private Limited	0.06%	27.44	0.01%	2.48	0.00%	-	0.01%	2.48
(c)	Ffreedom Intermediary Infrastructure Private Limited	0.00%	0.00	0.00%	-	0.00%	-	0.00%	-
	Total	**100.00%**	**48,009.35**	**100.00%**	**16,823.45**	**100.00%**	**(84.50)**	**100.00%**	**16,738.96**

Notes to Ind AS Consolidated Financial Statements
For the year ended March 31, 2023 (Contd.)

Sr. No.	Name of the entity in the group	As at March 31, 2022 (2021-22)							
		Net Assets i.e. total assets minus total liabilities		Share in profit or loss		Share in Other Comprehensive Income (OCI)		Share in Total Comprehensive Income (TCI)	
		As % of consolidated net assets	Amount (` in Lakhs)	As % of consolidated profit/loss	Amount (` in Lakhs)	As % of consolidated OCI	Amount (` in Lakhs)	As % of consolidated net assets	Amount (` in Lakhs)
(i)	**Parent**								
	Anand Rathi Wealth Limited	80.82%	28,716.65	98.94%	12,544.87	109.68%	8.92	98.94%	12,553.79
(ii)	**Subsidiaries**								
(a)	AR Digital Wealth Private Limited	9.91%	3,520.99	0.15%	18.66	(13.17%)	(1.07)	0.14%	17.59
(b)	Freedom Wealth Solutions Private Limited	1.33%	474.34	0.18%	22.60	0.00%	-	0.18%	22.60
(c)	Ffreedom Intermediary Infrastructure Private Limited	4.66%	1,654.70	0.68%	86.50	7.76%	0.63	0.69%	87.13
(iii)	**Non Controlling Interest in Subsidiaries**								
(a)	AR Digital Wealth Private Limited	3.21%	1,141.97	0.05%	6.06	(4.27%)	(0.35)	0.04%	5.71
(b)	Freedom Wealth Solutions Private Limited	0.07%	24.96	0.01%	1.19	0.00%	-	0.01%	1.19
(c)	Ffreedom Intermediary Infrastructure Private Limited	0.00%	0.00	0.00%	-	0.00%	-	0.00%	-
	Total	**100.00%**	**35,533.61**	**100.00%**	**12,679.88**	**100.00%**	**8.13**	**100.00%**	**12,688.01**

As per our attached report of even date.
For and on Behalf of
KKC & Associates LLP
Chartered Accountants
(formerly Khimji Kunverji & Co LLP)
Registration No.:105146W/W100621

Devang Doshi
Partner
Membership No: 140056

Mumbai
Date: April 12, 2023

For and on Behalf of Board of Directors

Anand Rathi
Chairman and Non-Executive Director
DIN : 00112853

Rakesh Rawal
Whole-time Director and CEO
DIN : 02839168

Nitesh Tanwar
Company Secretary

Rajesh Bhutara
Chief Financial Officer

ANAND RATHI WEALTH LIMITED

"AMFI-Registered Mutual Fund Distributor"
(CIN No: L67120MH1995PLC086696)
Regd. Office: Express Zone, A Wing, 10th Floor, Western Express Highway, Goregaon East, Mumbai – 400063
Tel. No: 022-62817000 | Email-csarwsl@rathi.com | URL: https://anandrathiwealth.in/

NOTICE IS HEREBY GIVEN THAT THE 28TH ANNUAL GENERAL MEETING OF THE MEMBERS OF ANAND RATHI WEALTH LIMITED (formerly known as "Anand Rathi Wealth Services Limited") WILL BE HELD ON MONDAY, JUNE 05, 2023 AT 02.30 P.M. (IST) THROUGH VIDEO CONFERENCING (VC)/OTHER AUDIO VISUAL MEANS (OAVM) TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

To consider, and if thought fit, to pass resolution nos. 1 to 3 as ***Ordinary resolutions***:

1. **To receive, consider and adopt Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2023 and the Reports of the Board of Directors and Statutory Auditors thereon.**

   "RESOLVED THAT the Audited standalone and consolidated financial statements of the Company comprising of the Balance Sheet as at March 31, 2023, Statement of Profit and Loss, Cash Flow Statement and Statement of change in equity for the year ended on that date along with schedules and notes thereon and the Board's Report and Auditors' Report thereon, as circulated to the members with the Notice of Annual General Meeting and submitted to this meeting, be and are hereby received, considered and adopted."

2. **To approve payment of final dividend and to confirm interim dividend paid during 2022-23.**

   "RESOLVED THAT the final dividend of ` 7/- per equity share for the financial year 2022-23 be and is hereby declared and approved and the same be paid to those shareholders whose names appear in the register of members of the Company as on May 29, 2023, being the record date for the purpose of final dividend.

   RESOLVED FURTHER THAT the interim dividend of ` 5 per equity share paid during 2022-23, be and is hereby noted and confirmed."

3. **To re-appoint Mr. Pradeep Kumar Gupta (DIN: 00040117), the Director, liable to retire by rotation at this meeting, who being eligible, has offered himself for re-appointment.**

   "RESOLVED THAT Mr. Pradeep Kumar Gupta (DIN: 00040117), Director of the Company, who retires by rotation at this meeting and who being eligible has offered himself for re-appointment, be and is hereby re-appointed as Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS

4. **To re-appoint Mr Rakesh Rawal (DIN: 02839168) as Executive Director of the Company designated as "Whole-time Director and Chief Executive Officer" for a further period of 3 years w.e.f. April 01, 2023.**

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

   "RESOLVED THAT pursuant to the provisions of Section 196, 197 and any other applicable provisions of the Companies Act, 2013 ("Act") and the rules made there under, as amended from time to time, read with Schedule V to the Act, and Articles of Association of the Company and pursuant to the recommendations as received from the Nomination & Remuneration Committee and the Board of Directors and subject to the approval of Central Government or other Government authority/agency/board, if any, the consent of the Members of the Company be and is hereby accorded to re-appoint Mr Rakesh Rawal as Executive Director of the Company designated as "Whole-time Director and Chief Executive Officer" for a period of 3 Years with effect from April 01, 2023, who shall not be liable to retire by rotation, upon the terms and conditions set out in the Explanatory Statement annexed to the Notice convening this meeting (including remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the period of 3 years from the date of his appointment), with liberty to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to alter and vary terms and conditions of the said appointment in such manner as may be agreed to between the Board and Mr Rakesh Rawal."

   RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall deem to include any Committee of the Board) shall, in accordance with the statutory limits/ approvals as may be applicable for the time being in force, be at full liberty to revise/alter/modify/amend the terms and conditions of the said appointment and/ or remuneration, from time to time, as it may deem fit and to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this Resolution;

5. **To approve Material Related Party Transaction with Anand Rathi Global Finance Limited.**

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

"RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 ('Act') and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, to the extent applicable, Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the SEBI Listing Regulations'), including any statutory modification(s) or re-enactment(s) thereof for the time being in force and the Company's Policy on Related Party Transactions ('RPT') and subject to such approval(s)/consent(s)/ permission(s) as may be necessary from time to time and basis the approval and recommendation of the Audit Committee and the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded to the Board of Directors ('the Board', which term shall include any Committee) or Key Managerial Personnel of the Company to enter into RPT with Anand Rathi Global Finance Limited ('ARGFL'), a Group Company and a 'Related Party' under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, for the Financial Year 2023-24 up to a maximum value of ` 4,000 Crores, in the ordinary course of business of the Company and on arm's length basis, in the nature of:

"Purchase of Debentures or securities on such terms and conditions as detailed in the explanatory statement to this Resolution and as may be mutually agreed to between Anand Rathi Global Finance Limited and the Company."

RESOLVED FURTHER THAT the Board or Key Managerial Personnel of the Company, be and are hereby authorised to sign, execute, alter and/or negotiate all such deeds, agreements, contracts, transactions, applications, documents, papers, forms and writings that may be required, for and on behalf of the Company and to do all such acts, deeds, matters and things as they may deem fit at their absolute discretion, to give effect to this resolution and for resolving all such issues, questions, difficulties or doubts whatsoever that may arise in this regard."

6. **To approve Material Related Party Transaction with Anand Rathi Financial Services Limited.**

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

"RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 ('Act') and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, to the extent applicable, Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the SEBI Listing Regulations'), including any statutory modification(s) or re-enactment(s) thereof for the time being in force and the Company's Policy on Related Party Transactions ('RPT') and subject to such approval(s)/consent(s)/ permission(s) as may be necessary from time to time and basis the approval and recommendation of the Audit Committee and the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded to the Board of Directors ('the Board', which term shall include any Committee) or Key Managerial Personnel of the Company to enter into RPT with Anand Rathi Financial Services Limited ('ARFSL'), the promoter of the Company and a 'Related Party' under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, for the Financial Year 2023-24 up to a maximum value of ` 1,500 Crores, in the ordinary course of business of the Company and on arm's length basis, in the nature of:

"Purchase of Debentures or securities on such terms and conditions as detailed in the explanatory statement to this Resolution and as may be mutually agreed between Anand Rathi Financial Services Limited and the Company."

RESOLVED FURTHER THAT the Board or Key Managerial Personnel of the Company, be and are hereby authorised to sign, execute, alter and/or negotiate all such deeds, agreements, contracts, transactions, applications, documents, papers, forms and writings that may be required, for and on behalf of the Company and to do all such acts, deeds, matters and things as they may deem fit at their absolute discretion, to give effect to this resolution and for resolving all such issues, questions, difficulties or doubts whatsoever that may arise in this regard."

BY ORDER OF THE BOARD OF DIRECTORS
FOR **ANAND RATHI WEALTH LIMITED**

Sd/-
Anand Rathi
Chairman & Non-Executive
(DIN: 00112853)

Date: April 12, 2023
Place: Mumbai

Registered Office:
Express Zone, A-Wing, 10th Floor,
Western Express Highway, Goregaon (East),
Mumbai-400063
CIN: L67120MH1995PLC086696
Tel. No: 022-62817000
Email: csarwsl@rathi.com
Website: https://anandrathiwealth.in/

Notes:

1. Pursuant to the Circular Nos. 14/2020, 17/2020, 20/2020 and 02/2021 dated April 08, 2020, April 13, 2020, May 05, 2020 and January 13, 2021, respectively, and all other relevant circulars issued from time to time by the Ministry of Corporate Affairs ("the MCA Circulars") read with the SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/CMD2/ CIR/P/2021/11 dated January 15, 2021 (the SEBI Circulars) and in terms of the recent General Circular No. 10/2022 dated December 28, 2022 & General Circular No. 11/2022 dated December 28, 2022, the Ministry of Corporate Affairs has extended the time period for holding of AGM / EGM or passing of Ordinary/ Special Resolution through Video Conferencing(VC) / other audio visual means (OAVM) till September 30, 2023.

   Hence, the AGM of the Company is being held through VC/ OAVM. The deemed venue for AGM shall be the registered office of the Company, i.e. Express Zone, A Wing, 10th Floor, Western Express Highway, Goregaon (E), Mumbai – 400 063

2. Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.

3. Since this AGM is being held pursuant through VC/OAVM, physical attendance of members has been dispensed with, accordingly, the facility for appointment of proxies by the members will not be available for the AGM.

4. The Members can join the AGM in the VC / OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC / OAVM will be made available for 1000 members on first come first served basis.

5. Pursuant to Section 113 of the Act, representatives of Corporate Members may be appointed for the purpose of voting through remote e-voting or for participation and voting in the Meeting to be conducted through VC/ OAVM.

   Corporate Members intending to attend the Meeting through their authorised representatives are requested to send a Certified True Copy of the Board Resolution and Power of Attorney (PDF/JPG Format), if any, authorising its representative to attend and vote on their behalf at the Meeting. The said Resolution/Authorisation shall be sent to the Company by email through its registered email address to csarwsl@rathi.com.

6. Institutional investors, who are Members of the Company, are encouraged to attend and vote at the Meeting of the Company.

7. An Explanatory Statement, pursuant to Section 102(1) of the Companies Act, 2013 ('the Act'), relating to the business set out under Item Nos. 4 to 6 of the accompanying Notice are annexed hereto. Further, additional information with respect to Item No. 3 & 4 also forms part of the explanatory statement as required under Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('the Listing Regulations') and as per the provisions of Secretarial Standard -2 on General Meetings as issued by the Institute of Company Secretaries of India (ICSI).

8. Members

ii) In physical mode, if their names appear in the Company's Register of Members as on May 29, 2023.

12. Pursuant to the Income Tax Act, 1961 as amended, dividend income is taxable in the hands of the shareholders and the Company is required to deduct tax at source on dividend paid to the Members at the prescribed rates. The Members of the Company are requested to kindly go through the important communication of the Company with respect to deduction of tax at source on dividend.

13. SEBI vide its notification dated January 24, 2022 has mandated that all request for transfer of securities including transmission and transposition request shall be processed only in dematerialised form. Accordingly, Members are advised to dematerialise the shares held by them in physical form. Members can contact the Company or Link Intime for assistance in this regard.

14. Members holding shares in dematerialised form may please note that, in accordance with the direction of the stock exchanges, bank details as furnished by the respective depositories will be used for the purpose of distribution of dividend. For members who have not updated their bank account details, dividend warrants / demand drafts / cheques will be sent out to their registered addresses. To avoid delay in receiving dividend, members are requested to update their KYC with their depositories (where shares are held in dematerialised mode) and with the Company's Registrar and Transfer Agent ("RTA") (where shares are held in physical mode) to receive dividend directly into their bank account on the pay-out date. The Company or the Share Transfer Agent will not act on any direct request from such members for change/deletion in bank details.

15. The Register of Members and the Share Transfer Books of the Company will remain closed from May 30, 2023 to June 05, 2023, both days inclusive.

16. The requisite Statutory Registers such as Register of Directors and Key Managerial Personnel, the Register of contracts or arrangements in which the Directors are interested and relevant documents referred to in the accompanying notice are open for inspection by the members at the Registered Office of the Company on all working days, except Saturday and Sunday between 11.00 A.M. and 5.00 P.M. from the date hereof up to the date of the AGM.

17. Members are requested to send all communications relating to shares and unclaimed dividends, change of address, bank details, e-mail address etc. to the RTA at the following address:

    Link Intime India Private Limited

    C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai 400 083.

    Telephone: +91 22 4918 6000

    Email - rnt.helpdesk@linkintime.co.in

    Website - www.linkintime.co.in

    If the shares are held in electronic form, then change of address and change in the bank accounts etc. should be furnished to their respective Depository Participants.

18. Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to send their queries at an early date so as to enable the Management to keep the information ready at the Meeting.

19. Members are requested to send their queries, if any, at least 7 days in advance of the meeting so that the information can be made available at the meeting.

20. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified.

21. SEBI has mandated furnishing of Permanent Account Number (PAN), KYC details (i.e. Postal Address with pin code, email address, mobile number, bank account details) and nomination details by holders of securities. Effective from January 01, 2022, any service requests or complaints received from the Member will not be processed by RTA till the aforesaid details/documents are provided to RTA. On or after October 01, 2023, in case any of the above cited documents/details are not available in the Folio(s), RTA shall be constrained to freeze such Folio(s).

22. Information of Directors seeking appointment/ re-appointment at the Meeting, as required under Regulation 36(3) of the Listing Regulations and Secretarial Standard 2 issued by the Institute of Company Secretaries of India, is annexed to the Notice as **Annexure - A**.

Notice (Contd.)

23. VOTING THROUGH ELECTRONIC MEANS:

a) Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI Listing Regulations and the aforementioned Circulars, the Company is providing the facility of remote e-voting to its members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Link Intime India Private Limited for facilitating voting through electronic means, as the authorised agency. The facility of casting votes by a member using remote e-voting system as well as voting on the date of the AGM will be provided by Link Intime.

b) The Board of Directors of the Company has appointed Mr Himanshu S Kamdar, Partner of M/s. Rathi & Associates, Practicing Company Secretaries as the Scrutiniser to scrutinise the remote e-voting process and e-voting in a fair and transparent manner.

c) The members, whose names appear in the Register of Members/ Beneficial Owners as on May 29, 2023, are entitled to vote on the resolutions set forth in this notice. A person who is not a member as on the cut-off date should treat this notice of AGM for information purpose only.

d) The remote e-voting period begins on Thursday, June 01, 2023 at 9.00 A.M. and ends on Sunday, June 04, 2023 at 5.00 P.M. The remote e-voting module shall be disabled by Link Intime for voting thereafter. Members, whose names appear in the Register of Members / Beneficial Owners as on the cut-off date i.e. May 29, 2023 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date.

e) In addition, the facility for voting through electronic voting system will also be made available during the AGM. Members attending the AGM who have not cast their vote by remote e-voting will be eligible to cast their vote through e-voting during the AGM. Members who have voted through remote e-voting will be eligible to attend the AGM, however, they will not be eligible to vote at the meeting. Members holding shares in physical form are requested to access the remote e-voting facility provided by the Company through Link Intime e-voting system.

f) Members who are holding shares in physical form or non-individual Members who acquire shares of the Company and becomes a Member of the Company after the Notice has been sent electronically by the Company, and holds shares as on the cut-off date i.e. Monday, May 29, 2023 may obtain the User ID and Password by sending a request at rnt.helpdesk@linkintime.co.in.

However, if they are already registered with Link Intime for remote e-voting, then they can use their existing User ID and Password for casting the vote.

g) In case of individual Member holding securities in demat mode and who acquires shares of the Company after the Notice has been sent electronically by the Company, and holds shares as on the cut-off date i.e. Monday, May 29, 2023 may follow steps mentioned in the Notice of the AGM under "Information and other instructions relating to remote e-voting."

h) In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the Meeting.

i) The Scrutiniser, after scrutinising the votes, within two (2) working days from the conclusion of the Meeting; make a consolidated scrutiniser's report which shall be placed on the website of the Company i.e. https://anandrathiwealth.in. The results shall simultaneously be communicated to the Stock Exchanges.

j) Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the Meeting i.e. Monday, June 05, 2023.

24. INFORMATION AND OTHER INSTRUCTIONS RELATING TO REMOTE E-VOTING ARE AS UNDER:

As per the SEBI circular dated December 09, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

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

1. **Individual Shareholders holding securities in demat mode with NSDL**

    1. Existing IDeAS user can visit the e-Services website of NSDL viz... https://eservices.nsdl.com either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login"" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.
    2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com Select «Register Online for IDeAS Portal» or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp
    3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon «Login» which is available under ‹Shareholder/Member› section. A new screen will open. You will have to enter your User ID (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 i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

2. **Individual Shareholders holding securities in demat mode with CDSL**

    1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.
    2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by the Company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider i.e. LINKINTIME for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are 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, the option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.
    4. Alternatively, the user can directly access the e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, the user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

3. **Individual Shareholders (holding securities in demat mode) login through their depository participants**

    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,

Notice (Contd.)

wherein you can see e-Voting feature. Click on the Company name or e-Voting service provider name i.e. LinkIntime and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

b. Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:

Individual Shareholders of the Company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Open the internet browser and launch the URL: https://instavote.linkintime.co.in
2. Click on **"Sign Up"** under **'SHARE HOLDER'** tab and register with your following details: -

   A. User ID: Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

   B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

   C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

   D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

   **Shareholders holding shares in physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above*

   **Shareholders holding shares in NSDL form, shall provide 'D' above*

   ➢ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#$&*), at least one numeral, at least one alphabet and at least one capital letter).

   ➢ Click "confirm" (Your password is now generated).

3. Click on 'Login' under **'SHARE HOLDER'** tab.
4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on **'Submit'**.

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select 'View' icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option **'Favour / Against'** (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
4. After selecting the desired option i.e. Favour / Against, click on **'Submit'**. A confirmation box will be displayed. If you wish to confirm your vote, click on **'Yes'**, else to change your vote, click on 'No' and accordingly modify your vote.

Guidelines for Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIIPL at https://instavote.linkintime.co.in and register themselves as **'Custodian / Mutual Fund / Corporate Body'**. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the **'Custodian / Mutual Fund / Corporate Body'** login for the Scrutiniser to verify the same.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutionalshareholders:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.

Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e. NSDL and CDSL.

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

Individual Shareholders holding securities in Physical mode has forgotten the password:

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: https://instavote.linkintime.co.in

- Click on **'Login'** under **'SHARE HOLDER'** tab and further Click '**forgot password**?'
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain minimum 8 characters, at least one special character (@!#$&*), at least one numeral, at least one alphabet and at least one capital letter.

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company.

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- ➢ It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ➢ For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- ➢ During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

Process and manner for attending the Annual General Meeting through InstaMeet:

1. Open the internet browser and launch the URL: https://instameet.linkintime.co.in & Click on "Login".

- ► Select the **"Company"** and **'Event Date'** and register with your following details: -
  - **A. Demat Account No. or Folio No:** Enter your 16 digit Demat Account No. or Folio No
    - Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
    - Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
    - Shareholders/ members holding shares in **physical form shall provide** Folio Number registered with the Company
  - **B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/

    Company shall use the sequence number provided to you, if applicable.
  - **C. Mobile No.:** Enter your mobile number.
  - **D. Email ID:** Enter your email id, as recorded with your DP/Company.
- ► Click "Go to Meeting" (You are now registered for InstaMeet and your attendance is marked for the meeting).

Notice (Contd.)

Instructions for Shareholders/ Members to Speak during the Annual General Meeting through InstaMeet:

1. Shareholders who would like to speak during the meeting must register their request with the Company for the general meeting.
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
3. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

Instructions for Shareholders/ Members to Vote during the Annual General Meeting through InstaMeet:

Once the electronic voting is activated by the scrutiniser during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting "Cast your vote"
2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on 'Submit'.
3. After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
4. Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.
5. After selecting the appropriate option i.e. Favour/ Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/ Members, who will be present in the Annual General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/ participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-FI or LAN connection to mitigate any kind of aforesaid glitches.

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to instameet@linkintime.co.in or contact on: - Tel: 022-49186175.

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

1. ITEM NO. 4: ORDINARY RESOLUTION

To approve re-appointment of Mr Rakesh Rawal (DIN: 02839168) as the Whole-time Director & Chief Executive Officer of the Company for a further period of 3 years commencing from April 01, 2023

The Shareholders of the Company, at their Annual General Meeting held in the year 2020 had appointed Mr Rakesh Rawal (DIN: 02839168) as the "Whole-time Director & CEO" of the Company for a term of 3 years commencing from April 01, 2020, not being liable to retire by rotation.

Mr Rakesh Rawal, aged 67 years, qualified B.Tech from Indian Institute of Technology, Kanpur and MBA from JBIMS, joined Anand Rathi Group in 2007 and was instrumental in setting up the Private Wealth Management (PWM) business of the Anand Rathi Group, after an innings of 8 years with Deutsche Bank where he last served as Vice President, Private Wealth Management. Prior to financial services, he has held key positions in exalted organisations like Hindustan Unilever and Ranbaxy Laboratories.

His current term of appointment as the Whole-time Director & CEO of the Company shall expire on March 31, 2023. Since Mr Rakesh Rawal has rich and varied experience in the Industry and has been involved in the operations of the Company over a period of time, the Members of the Nomination and Remuneration Committee and the Board of Directors at their respective meeting held on Monday, March 20, 2023, recommended and approved re-appointment of Mr Rakesh Rawal (DIN: 02839168), for further period of 3 years commencing from April 01, 2023, not being liable to retire by rotation, subject to approval of the shareholders at the ensuing 28th Annual General Meeting.

Mr Rakesh Rawal has granted his consent for the proposed re-appointment as the Whole-time Director & CEO of the Company. Further, as per confirmation received from him, he is not disqualified from being re-appointed as a Director in terms of provisions of Section 164 of the Companies Act, 2013.

Broad particulars of the terms of re-appointment and remuneration payable to Mr Rakesh Rawal are as under –

a) **Tenure of appointment:** From April 01, 2023 to March 31, 2026

b) **Remuneration:**

Current Salary of ` 50,000,000 per Annum (exclusive of incentives, perquisites, and the Employee Provident Fund (EPF) Contribution of the employer); The annual increments which will be effective from such date as decided by the Board based on the recommendation of the Nomination and Remuneration Committee (hereinafter called the "NRC") and will be performance-based and take into account the Company's performance as well, within the maximum amount which shall not exceed ` 100,000,000 per Annum (exclusive of incentives, perquisites, and the Employee Provident Fund (EPF) Contribution of the employer).

Remuneration in case of loss or inadequate profits: Not with standing anything to the contrary herein contained, where in any financial year during the currency of the tenure of Mr Rakesh Rawal, the Company has no profits or its profits are inadequate, the Company may pay remuneration as decided by Board of Director which shall not exceed such amount of ` 100,000,000/- per annum or limits prescribed in schedule V of the Act, whichever is higher for a remaining period of his tenure, by way of Salary, Benefits, Perquisites and Allowances (exclusive of incentives, perquisites, and the Employee Provident Fund (EPF) Contribution of the employer) as specified above, subject to further approvals as required under Schedule V of the Act, or any modification(s) thereto after obtaining necessary approval, if any and as may be required.

c) **Nature of Duties:**

Mr Rakesh Rawal will perform his Duties subject to overall supervision, control and direction of the Board of the Company and in particular, he will manage and attend to such business requirements and carry out such orders and directions as may be given by the Board from time to time. He shall act in accordance with the Articles of Association of the Company and shall all time abide by the provisions contained in Section 166 of the Companies Act, 2013 with regard to duties of directors. He shall adhere to the Company's code of conduct and Policies in force from time to time.

d) **Other general terms and conditions:**

1. The terms and conditions of the re-appointment of the Whole-time Director & CEO may be altered and varied from time to time by the Board/its committee as it may, in its discretion, deem fit, irrespective of the limits stipulated under Schedule V to the Act, or any amendments made hereinafter in this regard in such manner as may be agreed between the Board/its committee and the Whole-time Director & CEO, subject to such approvals as may be required.
2. Either party may terminate this agreement by giving to the other party 3 months' notice of

Notice (Contd.)

such termination or by surrendering 3 months' remuneration in lieu thereof.

3. Such other terms and conditions as provided in appointment letter.

In accordance with the provisions of Sections 196, 197 & other applicable provisions of the Act, read with Schedule V to the said Act, the proposed re-appointment and the terms of remuneration payable to Mr Rakesh Rawal require approval of members by passing ordinary Resolution. Hence, the members are requested to pass the ordinary Resolution accordingly.

Mr Rakesh Rawal satisfies all the conditions set out in Part-I of Schedule V of the Act as also conditions set out under subsection (3) of Section 196 of the Companies Act, 2013, for his re-appointment. Copy of the draft letter of re-appointment setting out the detailed terms and conditions are available for inspection at the Registered Office of the Company between 11:00 A.M. to 5:00 P.M. on all working days.

Except Mr. Rakesh Rawal, none of the Directors, Key Managerial Personnel of the Company or their relatives are deemed to be interested or concerned in the said resolution.

The Board recommends the Resolution at Item No. 4 for approval of the shareholders.

2. ITEM NOS. 5 AND 6: ORDINARY RESOLUTIONS

To approve Material Related Party Transaction with Anand Rathi Global Finance Limited and Anand Rathi Financial Services Limited

Anand Rathi Global Finance Limited ("ARGFL") is a group Company of Anand Rathi Wealth Limited ("ARWL") and is also the part of the Promoter Group of ARWL.

ARGFL is a registered Non-Banking Finance Company – Non Deposit taking – Systematically Important (NBFC-ND-SI). Its main objects are to act as financial consultants, provide advice, services, consultancy in various fields, to carry on the business of financing, investing funds in various financial instruments, to provide all kinds of loans excluding banking business, subject to compliance with law in this regard.

Anand Rathi Financial Services Limited ("ARFSL") is the Promoter of Anand Rathi Wealth Limited ("ARWL"). ARFSL carries on the business of financial services, investment in securities of Group Companies and other companies and distribution of financial products.

The Company has entered into various Related Party Transactions ("RPTs") with ARGFL and ARFSL from time to time which are pre-approved by the Audit Committee pursuant to Section 188 of the Act and Regulation 23 of the SEBI Listing Regulations.

One of the RPT's include purchase of debentures/ Securities by ARWL from ARGFL and ARFSL. For 2023-24, the Audit Committee at its meeting held on April 12, 2023, has approved the RPT transactions for purchase of debentures/Securities by ARWL from ARGFL and ARFSL, subject to maximum value of ` 4,000 Crores and 1,500 Crores respectively during 2023-24.

Pursuant to the provisions of Regulation 23 of the SEBI Listing Regulations, Material Related Party Transaction ('Material RPT') is defined as a transaction entered/ to be entered into with a related party, individually or taken together with previous transactions, during a financial year, exceeding ` 1,000 Crores or 10% of the consolidated turnover of ARWL, whichever is lower. The said Material RPTs requires prior approval of shareholders of the Company.

Since the aggregate value of the RPT of ARWL with ARGFL and ARFSL for the said transaction of purchase of debentures/securities is expected to exceed the threshold of 10% of the consolidated turnover of ARWL, the Company is approaching the Members for approval of the said Material RPT transactions with ARGFL and ARFSL for 2023-24.

The Company will ensure that the value of the said RPT transactions of ARWL with ARGFL and ARFSL does not exceed the materiality threshold up to the date of this 28th Annual General Meeting of the Company.

The said RPT transactions with ARGFL and ARFSL will be in the best interest of the shareholders and the same is also commercially beneficial to the Company. The Company has benefitted from such transactions with ARGFL and ARFSL in the past. The quantum of the benefits realised are subject to multiple variables and hence may vary based on time, market conditions and opportunities. Accordingly, the said Material RPT transactions is recommended for approval of the Members.

The RPT transactions carried out with ARGFL and ARFSL will be reported and reviewed on a quarterly basis by the Audit Committee.

As per Regulation 23 of the SEBI Listing Regulations, all Related Parties, irrespective of the fact that they are a party to the proposed Material RPTs or not, shall not vote to approve the proposed resolutions.

The relevant information pertaining to transaction with ARGFL and ARFSL as required under Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended and SEBI circular No. SEBI/HO/ CFD/CMD1/CIR/P/2021/662 dated November 22, 2021 is given below:

Notice (Contd.)

Sr. No	Particulars	Information	
		ARGFL	ARFSL
1	Type, material terms and particulars of the proposed transactions	As detailed above. The transaction is at arm's length.	
2	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Anand Rathi Global Finance Limited, Group Company. The Company holds 7.97% in ARGFL	Anand Rathi Financial Services Limited, Promoter of the Company. The ARFSL holds 19.98% Shares in the Company.
3	Tenure of the proposed transactions	2023-24 i.e., upto March 31, 2024	
4	Value of the proposed transactions	Purchase of Debentures/ Securities Upto ` 4,000 Crores.	Purchase of Debentures/ Securities Upto ` 1,500 Crores.
5	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transactions (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	53.73% (approx.) (calculated based on revenue generated on purchased of debentures)	19.70% (approx.) (calculated based on revenue generated on purchased of debentures)
6	If the transactions relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary i) details of the source of funds in connection with the proposed transactions ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments - nature of indebtedness - cost of funds – tenure iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security iv) the purpose for which the funds will be utilised by the ultimate beneficiary of such funds pursuant to the RPTs	Not Applicable	Not Applicable
7	Justification as to why the RPTs are in the interest of the listed entity	Transaction is commercially beneficial to the Company.	
8	A copy of the valuation or other external party report, if any such report has been relied upon	Not Applicable	
9	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transactions will be made available through the registered e-mail address of the shareholders;	Not Applicable	

The proposed RPTs to be entered with ARGFL and ARFSL are in the ordinary course of business and on arm's length basis.

The Directors, Key Managerial Personnel or their relatives holding shares of the Company may be deemed to be concerned or otherwise interested in the said Ordinary Resolutions to the extent of their shareholding in the respective companies.

The Board recommends the Ordinary Resolutions as set out under Item Nos. 5 and 6 in this AGM Notice for approval by the Members.

BY ORDER OF THE BOARD OF DIRECTORS
FOR **ANAND RATHI WEALTH LIMITED**

Sd/-
Anand Rathi
Chairman & Non-Executive Director
(DIN: 00112853)

Date: April 12, 2023
Place: Mumbai

Registered Office:
Express Zone, A-Wing, 10th Floor,
Western Express Highway, Goregaon (East),
Mumbai-400063
CIN: L67120MH1995PLC086696
Tel. No: 022-62817000
Email: csarwsl@rathi.com
Website: https://anandrathiwealth.in/

Notice (Contd.)

ANNEXURE - A TO THE NOTICE OF ANNUAL GENERAL MEETING

Details of Directors seeking appointment / re-appointment pursuant to Regulation 36(3) of the SEBI Listing Regulations, and as required under Secretarial Standard – 2 issued by the Institute of Company Secretaries of India:

Name of Director	Mr Pradeep Gupta	Mr Rakesh Rawal
DIN	00040117	02839168
Date of Birth	July 20, 1967	January 07, 1956
Age	55 years	67 years
Qualifications	He holds a Bachelor of Commerce degree from University of Rajasthan	B. Tech from Indian Institute of Technology, Kanpur and MBA from JBIMS
Date of first appointment on the Board	March 18, 2005	April 01, 2017
A Brief Resume of the Director & Nature of his Expertise in Specific Functional Areas	He started his professional journey as a stock broker at Jaipur in 1992, besides being associated with textiles business at Daman Ganga Textiles Private Limited. He has promoted Anand Rathi Share and Stock Brokers Limited (formerly known as Navratan Capital and Securities Private Limited) and thereafter he joined ARFSL (formerly known as Anand Rathi Securities Private Limited) with Mr Anand Rathi in the year 1998. He has over 30 years of experience in capital markets. He has been selected as a member of Who's Who Historical Society, International Who's Who of Professionals in 2009.	He joined Anand Rathi Group in 2007 and was instrumental in setting up the Private Wealth Management (PWM) business of the Anand Rathi Group, after an innings of 8 years with Deutsche Bank where he last served as Vice President, Private Wealth Management. Prior to financial services, he has held key positions in exalted organisations like Hindustan Unilever and Ranbaxy Laboratories.
Relationship with other Directors and KMP	Mr Gupta is Son-in-law of Mr Anand Rathi, Chairman of the Company	Not related to any Director / Key Managerial Personnel of the Company
Directorships / Designated Partnerships held in other Companies or LLPs as on March 31, 2023	1. Anand Rathi Global Finance Limited 2. Anand Rathi Share And Stock Brokerslimited 3. Anand Rathi Financial Services Limited 4. Anand Rathi Advisors Limited 5. Anand Rathi Home Finance Limited 6. Anand Rathi International Ventures(IFSC) Private Limited 7. Anand Rathi Wealth Advisors Limited 8. LXME Money Private Limited 9. AR Trustee Company Private Limited 10. Jaipur Securities Private Limited 11. Network Synthetics Private Limited 12. Daman Ganga Textiles Private Limited 13. Jakhetia Finances Private Limited 14. PKG Finstock Private Limited 15. Navratan Mal Gupta Memorial Foundation 16. Navratan Foundation LLP	1. Anand Rathi Wealth Advisors Limited
Chairman/Member in the committees of the other public companies [includes only audit committee and stakeholders relationship committee] (As on March 31, 2023)	1. Anand Rathi Share and Stock Brokers Limited - Member - Audit Committee; 2. Anand Rathi Global Finance Limited - Chairman - Stakeholders Relationship Committee	NIL
Remuneration last drawn / sought to be paid (including sitting fees)	NIL	` 50,000,000/- (exclusive of incentives, perquisites, and the Employee Provident Fund (EPF) Contribution of the employer)
No. of Shares held in the Company as on March 31, 2023	1,902,012 Equity shares. 750,000 Equity shares held through Pradeep Kumar Gupta HUF	953,600 Equity shares held through Trusts
No. of Board meetings attended during last Financial Year	Attended all 5(Five) Board Meetings	Attended 3 out of total 5 Board Meetings.

NOTES

Registered Office:
([SUHVV =RQH $:LQJ WK)ORRU :HVWHUQ ([SUHVV +LJKZD\
*RUHJDRQ (0XPEDL
0DKDUDVKWUD ,QGLD

Corporate Office:
7UDGH /LQN QG DQG UG)ORRU (:LQJ % DQG & %ORFN
.DPOD 0LOO &RPSRXQG 6HQDSDWL %DSDW 0DUJ
/RZHU 3DUHO : 0XPEDL å
0DKDUDVKWUD ,QGLD

http://anandrathiwealth.in/