SHAREKHAN LIMITED

Sharekhan

by BNP PARIBAS

Twenty-Ninth Annual Report

2023-2024

Company Information

<u>The Board of Directors:</u>
Mr. Jaideep Arora
Whole Time Director and Chief Executive Officer
Mr. Jean Christophe GOUGEON
Whole Time Director
Ms. Parminder Varma
Whole-Time Director
Mr. Stefan GROENING
Whole-Time Director and Chief Operating Officer
Mr. Arjun Mohan
Appointed as Independent Director w.e.f. April 19, 2023
Mr. Ashwani Kumar Sindhwani
Appointed as Independent Director w.e.f. October 30, 2023
Ms. Franciska Decuypere
Non-Executive Director
Mr. Jean-Philippe HUGUET
Non-Executive Director
Ms. Alagappan Selvalakshmi
Appointed as Non-Executive Director w.e.f. June 27, 2023
Mr. Hugues MAISONNIER
Resigned as a *Non-Executive Director w.e.f. June 8, 2023*
Mr. Ambareesh Murty
Ceased to be an Independent Director due to his sad and untimely demise on August 7, 2023

<u>Key Managerial Personnel (KMP):</u>
Mr. Sumeet Chugh
Chief Financial Officer
Mr. Vijay Sakali
Company Secretary

<u>Auditors:</u>
M/s. Kalyaniwalla & Mistry LLP
Chartered Accountants, Mumbai

<u>Registrar and Share Transfer Agent (RTA):</u>
Kfin Technologies Ltd
Selenium, Tower B, Plot No- 31 & 32, Financial District, Nanakramguda, Serili, Ngampally, Rangareddi, Hyderabad, Telangana, India, 500032

<u>Registered Office:</u>
The Ruby, 18th Floor, 29, Senapati Bapat Marg, Dadar (West), Mumbai 400028, Maharashtra, India

CIN: - U99999MH1995PLC087498

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Website: www.sharekhan.com

Contents:	Pg. No.

DIRECTORS' REPORT

To,
The Members,
Sharekhan Limited

Your Board of Directors ("Board") has pleasure in presenting the Twenty-Ninth Annual Report of Sharekhan Limited ("the Company"), along with the Audited Financial Statements for the financial year ended 31st March 2024.

1. FINANCIAL STATEMENTS & RESULTS:

a. FINANCIAL RESULTS:

The Company's financial performance during the year ended 31st March 2024 as compared to the previous financial year, is summarized below:

(Rs. in millions)

	Standalone		Consolidated	
Particulars	**31st March, 2024**	31st March, 2023	**31st March, 2024**	31st March, 2023
Income	**15,114**	11,540	**15,995**	12,551
Less: Expenses	**(9,333)**	(7,799)	**(9,753)**	(8,624)
Profit before Depreciation, Interest and Tax	**5,781**	3,741	**6,242**	3,927
Less: Depreciation and Amortization of assets	**(434)**	(412)	**(457)**	(439)
Less: Financial Charges	**(2,139)**	(1,077)	**(2,309)**	(1,392)
Profit before tax	**3,208**	2,252	**3,476**	2,096
Less: Provision for tax	**790**	543	**875**	585
Profit after Tax **(A)**	**2,418**	1,709	**2,601**	1,511
Other Comprehensive Income /(Loss) **(B)**	**(6)**	6	**(2)**	8
Total Comprehensive Income for the Year **(A+B)**	**2,412**	1,715	**2,599**	1,519
Balance carried to Balance sheet i.e. retained earning	**13,927**	11,515	**14,387**	11,788

APPROPRIATION:

Particulars	**31st March 2024**	31st March 2023
Interim Dividend	-	500
Final Dividend	-	-
Transfer of General Reserve	-	-
Balance carried to Balance sheet i.e. retained earnings	**13,927**	11,515

b. OPERATIONS:

The Company continues to be engaged in the pan India activities pertaining to stock broking, Portfolio Management Services and Depository Participants. The Company also offers commodity derivatives broking services along with the existing equity & currency broking services and is also a trading and clearing member in commodity segment with Multi Commodity Exchange of India Limited (MCX). The Company offers its services to all types of customers- individual investors and traders, corporate, institutional and NRIs; trade execution facilities for cash as well as derivatives, on BSE, NSE and MSEI, depository services (NSDL & CDSL), mutual funds, initial public offerings (IPOs), Research Analyst. The Company also provides market related news and updates, stock quotes fundamental and statistical information across equity, mutual funds, IPOs and much more.

On a standalone basis, the total income for F.Y. 2024 was Rs. 15,114 MN, which is 30.97% higher than Rs. 11,540 MN of the previous year. Our total income on consolidated basis was Rs. 15,995 MN as against the previous year of Rs. 12,551 MN recording an increase of 27.43% over the previous year.

On a standalone basis, the Profit after Tax and Comprehensive Income for F.Y. 2024 was Rs. 2,412 MN as against previous years' Rs. 1,715 MN, thereby recording an increase of 40.64%. Our net profits after

Tax and Comprehensive Income for the Year on consolidated basis amounted for Rs. 2,599 MN as compared to previous year's Rs. 1,519 MN which is 71.09% higher over the previous year.

There was no change in nature of the business of the Company, during the year under review.

c. REPORT ON PERFORMANCE OF SUBSIDIARIES, ASSOCIATES AND JOINT VENTURE COMPANIES:

The Company had Four subsidiaries and Two step down subsidiaries as on March 31, 2024. The Company does not have any joint venture or associate Company (ies) within the meaning of Section 2(6) of the Companies Act, 2013.

Pursuant to the provisions of Section 129 (3) of the Companies Act, 2013, a statement containing salient features of financial statements of the Company's subsidiaries in **Form AOC-1** is disclosed under **Annexure I** and forms part of this Report.

During the period under review, Company had the following companies as wholly owned subsidiary companies: -

- Sharekhan Commodities Private Limited;
- Wealthtiger Investment Advisors Private Limited.
- Espresso Financial Services Private Limited
- Sharekhan BNP Paribas Financial Services Limited: -
    - Sharekhan Consultants Private Limited;
    - Sharekhan.com India Private Limited.

Further, during the period under review, the NSE Member Core Settlement Guarantee Fund Committee (MCSGFC) of National Stock Exchange of India Limited *(hereinafter referred to as "NSE")* through its final order of joint inspection, with Securities and Exchange Board of India *(hereinafter referred to as "SEBI")* dated January 25, 2023, directed the Company to recover its investment made in one of the wholly owned subsidiaries i.e. Sharekhan BNP Paribas Financial Services Limited within 3 month from the date of aforesaid order. The said order directed the attention of the Company, to the Rule 8 of Securities Contracts (Regulation) Rules, 1957 read with the clarification issued by NSE, i.e. Circular No. NSE/COMP/50957 dated January 7, 2022 which *restricted the broking entities to have investments in NBFC entities.*

Accordingly, the Board of the Company at its meeting dated April 20, 2023 and subsequent meeting dated May 26, 2023 and thereafter, the Shareholders of the Company through a Special Resolution passed at their Extra-Ordinary General Meeting held on June 20, 2023 under Section 180(1)(a) of the Companies Act 2013, approved the proposal to sell/ transfer/ dispose of whole of its investment (held in the form of equity shares aggregating to Rs. 418.60 crores) in the wholly owned subsidiary Company i.e. Sharekhan BNP Paribas Financial Services Limited (Target Company), through off market trade to one of the group companies namely Human Value Developers Private Limited ("the Acquirer") for such consideration and on such terms and conditions as may be deemed fit by both the Companies, as a part of internal restructuring and subsequently, the Acquirer has received the approval Department of Economic Affairs ("**DEA**") dated January 3, 2024 for the infusion of capital from foreign based shareholder i.e. BNP Paribas to infuse the capital not exceeding up to Rs. 600 Crores to execute the aforesaid acquisition and subsequently, the Target Company has received the approval from Reserve Bank of India ("**RBI**") dated March 5, 2024 for change in control of the target company from Seller to the Acquirer.

Furthermore, pursuant to the approval of the Board of Directors in their meeting dated May 13, 2024, the Company has sold the 100% equity shares i.e. i.e. 41,86,00,000 (Forty-One Crores Eighty-Six Lakhs) equity shares of Target Company (including the beneficial ownership of the shares held by nominee shareholder) dated May 14, 2024 at overall consideration amounting to Rs. 578,42,00,000/- (Indian Rupees Five Hundred Seventy-Eight Crores Forty-Two Lakhs only).

d. DIVIDEND:

Your Directors are pleased to recommend the Interim dividend of Rs. 98.46 per equity share i.e. (@984.6%) for the financial year 2023-24 which if approved, will amount to Rs. 578,42,00,000/- (Rupees Five Hundred and Seventy-Eight Crores and Forty-Two Lakhs Only) (including taxes).

e. TRANSFER TO RESERVES:

The Board has not recommended transfer of any amount to the General Reserve out of the amount available for appropriation and an amount of Rs. 2,412 MN is proposed to be carried forward to the retained earnings.

f. CONSOLIDATED FINANCIAL STATEMENTS:

The Consolidated Financial Statements have been prepared as per the relevant Indian Accounting standards (Ind AS) as issued by the Institute of Chartered Accountants of India and notified under Section 133 of the Companies Act, 2013 with the rules made there under. The said consolidated financial statements form part of this Annual Report.

g. PARTICULARS OF CONTRACTS OR ARRANGEMENT WITH RELATED PARTIES:

During the year under review, the Company has entered into contract(s)/ arrangement(s)/ agreement(s) under provisions of Section 188 of the Companies Act 2013, with Sharekhan.Com India Private Limited (hereinafter referred to as "Sharekhan.Com"), a step-down subsidiary of the Company and a related party as defined under provisions of Section 2(76) of the Companies Act 2013. Details of the aforesaid transaction(s) are disclosed in **Form AOC-2** as **Annexure-II,** as per the format prescribed under the provisions of Section 134(3)(h) of the Companies Act 2013 read with Rule 8(2) of the Companies (Accounts) Rules, 2014 and forms part of this report.

Further, all the other transactions entered during the year with the Related Parties do not fall under the purview of Section 188 of the Companies Act 2013 and applicable rules made thereunder i.e. they were in the ordinary course of business and on an arms' length basis and weren't material in nature and hence does not required to be disclosed under the provisions of Section 134 (3) (h) of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014 i.e. AOC - 2.

Further, during the year under review, company has entered into transaction to sell / transfer / dispose off, the whole of the Company's investment in Sharekhan BNP Paribas Financial Services Limited comprising of 41,86,00,000 (Forty-One Crores Eighty-Six Lakhs) equity shares of Rs. 10/- each to Human Value Developers Private Limited ("the Acquirer"), for such consideration and on such terms and conditions as mutually decided by both parties, since the acquirer is a related party of the Company as per sub-clause (76) of Section 2 of Companies Act 2013 as Mr. Jaideep Arora, CEO & Whole Time Director, Mr. Stefan Groening, COO & Whole Time Director and Ms. Franciska Decuypere, Director being the common director(s) in acquirer Company.

The said transaction was not in the ordinary course of business but was at arm lengths price and the details of the same has been disclosed in **Annexure II** which forms part of this report in the prescribed **form AOC-2** as specified under the provisions of Section 134 (3) (h) of the Companies Act, 2013 and Rule 8 of the Companies (Accounts) Rules, 2014.

Apart from above, the Company has not entered into any contracts or arrangements or transactions with related party which are material in nature.

h. PARTICULARS OF LOANS, GUARANTEES, INVESTMENTS AND SECURITIES:

Particulars of loans, guarantees, investments and securities provided during the financial year under review along with the purposes for which such loans, guarantees, investment and securities are proposed to be utilized by the recipients thereof, has been furnished in **Annexure III** which forms part of this report.

i. DISCLOSURE UNDER SECTION 62(1)(b) OF THE COMPANIES ACT, 2013:

The Company has not issued any equity shares under Employees Stock Option Scheme during the year under review and hence no information as per provisions of Section 62(1)(b) of the Act read with Rule 12(9) of the Companies (Share Capital and Debenture) Rules, 2014 is furnished.

j. DISCLOSURES UNDER SECTION 134(3)(I) OF THE COMPANIES ACT, 2013:

Except as disclosed elsewhere in this report, no material changes and commitments which could affect the Company's financial position have occurred between the end of the financial year of the Company and date of this report.

k. SHARE CAPITAL:

The Authorized Share Capital of the Company as on 31st March 2024, is Rs. 90,00,00,000/- (Rupees Ninety Crores only) divided into 79,644,833 (Seven Crore Ninety-Six Lacs Forty-Four Thousand Eight Hundred and Thirty-Three) Equity Shares of Rs. 10/- each and 10,355,167 (One Crore Three Lacs Fifty-Five Thousand One Hundred and Sixty-Seven) Preference Shares of Rs. 10/- each. The paid - up capital of the Company is Rs. 587,461,780/- (Fifty-Eight Crore Seventy-Four Lacs Sixty-One Thousand Seven Hundred and Eighty) divided into 58,746,178 (Five Crore Eighty-Seven Lacs Forty-Six Thousand One Hundred and Seventy-Eight) Equity Shares of Rs. 10/- each.

2. MATTERS RELATED TO DIRECTORS AND KEY MANAGERIAL PERSONNEL:

a) BOARD OF DIRECTORS & KEY MANAGERIAL PERSONNEL:

As on March 31, 2024, the Board of the Company comprised of 9 (Nine) Directors, out of which 2 (Two) were Independent Directors. The constitution of the Board of the Company is in accordance with the provisions of Section 149 of the Companies Act, 2013.

During the year under review, Mr. Hugues Noel MAISONNIER (DIN: 07675507), resigned as Director of the Company, through his letter dated May 18, 2023, which was received by the Company on May 22, 2023, which was further subject to the prior approval of the Stock/Commodity Exchange. The Company received its last approval from National Stock Exchange of India Limited ('NSE') vide its letter dated June 08, 2023 for the same. The Company takes on record a deep sense of appreciation for the valuable contribution made by Mr. Hugues Noel MAISONNIER (DIN: 07675507) during his tenure on the Company's Board.

Further, Mr. Ambareesh Murty (DIN: 03279054), ceased to be the Independent Director of the Company due to his untimely demise on August 7, 2023, for which the Company received last approval from BSE Limited ('BSE') vide its letter dated September 01, 2023. The Company further takes on record a deep sense of appreciation for the valuable contribution made by Mr. Ambareesh Murty (DIN: 03279054) during his tenure as Independent Director of the Company and offer its condolences/ prayers for his sad and untimely demise.

Further, Mr. Arjun Mohan (DIN: 09465905), was appointed as Additional Director (*Non-Executive Independent Category*) vide Board resolution passed through circulation on April 05, 2023 for the period of Five (5) consecutive years, which was effect from April 19, 2023 *(date of approval from exchanges for the same)* and further he was regularized and/ or approved as Independent Director by the shareholders of the Company at the 28th Annual General Meeting held on September 29, 2023.

Ms. Alagappan Selvalakshmi (DIN: 08717432), was appointed as Additional Director (*Non-Executive Category*) on the Board of the Company on the recommendations of Nomination and Remuneration and vide Board resolution passed through circulation on June 20, 2023, which was further subject to the prior approval of the Stock/Commodity Exchange. The Company received its last approval from National Stock Exchange of India Limited ('NSE') vide its letter dated June 27, 2023 and further she was regularized and/ or approved as Director (*Non-Executive Category*) by the shareholders of the Company at the 28th Annual General Meeting held on September 29, 2023.

Further, during the year under review, pursuant to the provision of Section 196, 197 and 203 of the Companies Act, 2013, Mr. Jean Christophe Marie GOUGEON (DIN: 02561258) was re-appointed as Whole Time Director (WTD), for a period of 5 (Five) years w.e.f. May 3, 2024, by the shareholders of the Company at the 28th Annual General Meeting held on September 29, 2023. At the same meeting the shareholder also approved his remuneration and other terms of re-appointments.

Further, Board of Directors, through recommendation received from Nomination and Remuneration Committee (NRC) of the Company and pursuant to the provision of Section 149, 150 and 152 of the Companies Act, 2013, and as per the notice in writing received by the Company under section 160 of the Act, from one of the shareholders, and to fill the vacancy created due to the demise of Mr. Ambareesh Murty, Board member(s) through circular resolution dated October 17, 2023 approved the appointment of Mr. Ashwani Kumar Sindhwani, (DIN: 07555408) as Additional Director (*Non-Executive Independent Category*) which is further subject to the prior approval of the Stock/Commodity Exchange. The Company had received approval from exchanges vide their letter dated October 30, 2023. The Company is seeking approval of Shareholders for the regularizing the appointment of Mr. Ashwani Kumar Sindhwani, (DIN: 07555408) as Independent Director of the Company for a period of two consecutive years w.e.f. October 30, 2023 till October 29, 2025 and an agenda point to that effect is included in the Notice calling ensuing AGM of the Company.

Pursuant to the provisions of Section 152 of the Companies Act, 2013, One - Third of the Directors are liable to retire by rotation every year and if eligible offer themselves for re-appointment at the Annual General Meeting. Consequently, Mr. Jean Christophe Gougeon (DIN: 02561258), Whole – time Director, and Ms. Parminder Varma (DIN: 09492605), Whole time Director, being longest in the office, are liable to retire by rotation at the ensuing Annual General Meeting of the Company. However, being eligible, they have offered themselves for re-appointment. The Board of Directors recommends their re-appointment and the subject matter is being placed for the approval of the members at the ensuing Annual General Meeting (AGM) of the Company.

The above re-appointments also form a part of the Notice of the forthcoming 29th Annual General Meeting (AGM) and the resolutions for such re-appointment are recommended for the member's approval.

In relation to the Key Managerial Personnel (KMP), Mr. Sumeet Chugh and Mr. Vijay Sakali continue to act as Chief Financial Officer and Company Secretary of the Company respectively. *[pursuant to Section 203 of the Companies Act, 2013 read with Rule 8 of the Companies (Appointment and Remuneration) Rules, 2014]*

b) DECLARATIONS BY INDEPENDENT DIRECTORS:

The Company has received and taken on record the declarations received from the Independent Directors of the Company in accordance with Section 149 (6) of the Companies Act, 2013 confirming their independence.

3. DISCLOSURES RELATED TO BOARD, COMMITTEES AND POLICIES

a. BOARD MEETINGS:

The Board of Directors met 7 (Seven) times during the financial year under review i.e. on April 20, 2023, May 26, 2023, July 27, 2023, September 07, 2023, October 26, 2023, December 11, 2023 and February 07, 2024, respectively in accordance with the provisions of the Companies Act, 2013 and rules made there under.

b. EXTRA-ORDINARY GENERAL MEETINGS:

During the financial year 2023-24, 2 (Two) Extra-Ordinary General Meeting(s) (EGM-I and EGM-II respectively) of the Company, were held on June 20, 2023 and September 07, 2023 respectively at shorter notice, based on approval of its members, in accordance with the provisions of the Companies Act, 2013 and rules made there under.

The Agenda of the Extra-Ordinary General Meeting (EGM-I) dated June 20, 2023 includes item No 1.: - To alter existing Article 37 of the Articles of Association of the Company, (Special Resolution) item No. 2.: - To approve sale of investment held in Sharekhan BNP Paribas Financial Services Limited (Special Resolution) item No. 3.:- To consider and approve sale of investment held in Sharekhan BNP Paribas Financial Services Limited and approve the resultant related Party Transaction (Ordinary Resolution).

The Agenda of the Extra-Ordinary General Meeting (EGM-II) dated September 07, 2023 includes item No. 1.: To approve issuance of Non-Convertible Debentures (Special Resolution).

c. DIRECTORS' RESPONSIBILITY STATEMENT:

In terms of Section 134(5) of the Companies Act, 2013, in relation to the audited financial statements of the Company for the year ended 31st March 2024, the Board of Directors hereby confirms that: -

a. in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
b. such accounting policies have been selected and applied consistently and the Directors have 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 as at 31st March 2024 and of the profit of the Company for that year;
c. proper and sufficient care was taken for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
d. the annual accounts of the Company have been prepared on a going concern basis; and
e. proper systems have been devised to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

d. NOMINATION AND REMUNERATION COMMITTEE:

The composition of the Nomination and Remuneration Committee was modified by the Board of Directors by passing a resolution through circulation dated May 10, 2023, pursuant to the appointment of Mr. Arjun Mohan (09465905), Independent Director as a member of the Committee. Further, the composition of the Nomination and Remuneration Committee was again modified by the Board vide circular resolution(s) dated August 22, 2023 pursuant to the untimely demise and consequent cessation of Mr. Ambareesh Murty (DIN: 03279054) as Independent Director of the Company and as a member of the Committee and further on November 16, 2023 pursuant to, appointment of Mr. Ashwani Kumar Sindhwani, (DIN: 07555408), Independent Director of the Company as a member of the Committee, *by re-constituting the composition with 2 Non -Executive Director and 2 Independent Director*, and consequent amendment was updated in the Nomination and Remuneration Committee Policy. As on March 31, 2024, the composition of the committee was as under:

Sr. No.	Name	Designation
1	Mr. Arjun Mohan	Member
2	Mr. Ashwani Kumar Sindhwani	Member
3	Ms. Franciska Decuypere	Member
4	Mr. Jean Philippe HUGUET	Member

The Nomination and Remuneration Committee met once during the financial year under review i.e. on February 07, 2024.

The Composition of the Nomination and Remuneration Committee is in conformity with the provisions of Section 178 of the Companies Act, 2013.

The Committee is responsible for identifying the individual who could be qualified to become directors on the Board, KMP's and the senior management one level below the executive directors of the Company. The Board shall be responsible for reviewing the appointment of Directors which shall include, Executive Directors, Non-Executive Directors, Independent Directors, KMP's and the senior management One level below the executive directors.

During the year under review, the Board of Directors of the Company has accepted all the recommendations of the Committee.

The Company has placed the Nomination and Remuneration Policy for Board of Directors and Key Management Personnel (KMP) on its website https://www.sharekhan.com/footer/Investor-relations.html

e. <u>AUDIT COMMITTEE:</u>

The composition of the Audit Committee was modified by the Board of Directors by passing a resolution through circulation dated May 10, 2023, pursuant to the appointment of Mr. Arjun Mohan (09465905), Independent Director as the member of the Committee. Further the composition of the Audit Committee was again modified by the Board vide circular resolution(s) dated August 22, 2023 pursuant to the untimely demise and consequent cessation of Mr. Ambareesh Murty (DIN: 03279054) as Independent Director of the Company and as member of the Committee and vide circular resolution(s) passed by the Board dated October 23, 2023 pursuant to the appointment of appointing Mr. Jean Philippe HUGUET, Non-executive Director, (DIN: 07539502) as the member of the Committee. Lastly, the composition of the Audit Committee was further modified by the Board of Directors by passing a resolution through circulation dated November 16, 2023, pursuant to appointment of Mr. Ashwani Kumar Sindhwani, (DIN: 07555408) Independent Director of the Company as the member of the Committee and redesignating Mr. Jean Philippe HUGUET, as Permanent Invite, with immediate effect. As on March 31, 2024, the composition of the committee was as under: -

Sr. No.	Name	Designation
1	Mr. Arjun Mohan	Member
2	Mr. Ashwani Kumar Sindhwani	Member
3	Ms. Franciska Decuypere	Member
4	Mr. Jean Philippe HUGUET	Permanent Invitee

The composition of the Audit Committee is in conformity with the provisions of Section 177 of the Companies Act, 2013.

The Audit Committee met 4 (Four) times during the financial year under review i.e. May 26, 2023, July 27, 2023, October 26, 2023 and February 07, 2024, respectively.

The Members of the Audit Committee are financially literate and have requisite accounting and financial management expertise.

During the year under review, the Board of Directors of the Company has accepted all the recommendations of the Committee.

f. <u>STAKEHOLDERS RELATIONSHIP COMMITTEE:</u>

During the year under review, the total number of shareholders of our Company is below the limit of 1,000 shareholders, therefore, the Company is not required to constitute the Stakeholders Relationship Committee, pursuant to Section 178 of the Companies Act, 2013.

g. <u>VIGIL MECHANISM POLICY FOR THE DIRECTORS AND EMPLOYEES:</u>

The Board of Directors of the Company has, pursuant to the provisions of Section 178(9) of the Companies Act, 2013 read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014, framed "Whistle Blower Policy" for Directors and employees of the Company to provide a mechanism which ensures adequate safeguards to employees and Directors from any victimization on raising of concerns of any violations of legal or regulatory requirements, incorrect or misrepresentation of any, financial statements and reports, etc.

The employees of the Company have the right/option to report their concern/grievance to the Head of Compliance through the dedicated email ID whistleblowing@sharekhan.com.

The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations. As on March 31, 2024, the status of the cases of Whistle Blowing was as follows: -

No. of Cases	Status
01	Alerts received during March 2023
03	Alerts received during April 2023 - March 2024
02	Alerts closed during April 2023 - March 2024
02	*Alerts pending as on 31st March 2024

**As on date, these alerts are in its final stages of investigation.*

h. RISK MANAGEMENT COMMITTEE:

During the year under review, there was a change in the composition of the Risk Management Committee pursuant to the resignation of Mr. Hugues Noel MAISONNIER (DIN: 07675507) as the Director of the Company. The said modification in the Composition of the Risk Management Committee was approved by the Board in its meeting dated May 26, 2023 by changing the role of Mr. Hugues Noel MAISONNIER (DIN: 07675507) in the Committee from “Member” to “Permanent Invitee.”

As on March 31, 2024, the composition of the committee was as under: -

Sr. No.	Name	Designation
1.	Ms. Franciska Decuypere	Member
2.	Mr. Jean-Philippe HUGUET	Member
3.	Mr. Stefan Groening	Member
4.	Mr. Hugues Noel MAISONNIER	Permanent Invitee

The Risk Management Committee met once during the financial year under review i.e. May 23, 2023.

The Board of Directors of the Company has designed Risk Management Policy and Guidelines to avoid/ mitigate events, situations or circumstances which may lead to negative consequences on the Company's businesses and define a structured approach to manage uncertainty and to make use of these in their decision making pertaining to all business divisions and corporate functions. Key business risks and their mitigation are considered in the annual/strategic business plans and in periodic management reviews.

i. CORPORATE SOCIAL RESPONSIBILITY:

In accordance with the provisions of Section 135 of the Companies Act, 2013 read with Companies (Corporate Social Responsibility Policy) Rules, 2014, the Board of Directors of the Company have constituted Corporate Social Responsibility (CSR) Committee. The Committee is entrusted with the responsibilities of:

- Formulating and recommending to the Board, Corporate Social Responsibility Policy (CSR Policy) indicating the activities to be undertaken;
- Monitoring the implementation of the framework of the CSR Policy; and
- Recommending the CSR amount to be spent on the CSR activities.

The brief outline of the Company’s CSR initiatives undertaken during the year under review is disclosed in **Annexure IV** in the format as prescribed in the Companies (Corporate Social Responsibility Policy) Rules, 2014.

The Corporate Social Responsibility Committee constituted by the Board of Directors of the Company in accordance with the provisions of Section 135 of the Companies Act, 2013. The composition of the Corporate Social Responsibility Committee was modified by the Board of Directors in the meeting dated July 27, 2023 pursuant to addition of Ms. Amisha Dhutia along with Ms. Manisha Khosla Sinha as the as permanent Invitee/ authorized representative of BNP Paribas India Foundation. On the second instance, the composition of the Corporate Social Responsibility Committee was again modified by the Board of Directors vide resolution passed through circulation dated August 22, 2023 for appointing Mr. Arjun Mohan, Independent Director (DIN: 09465905) as the member of the Committee in place of Mr. Ambareesh Murty, Independent Director (DIN:03279054) pursuant to his untimely demise on August 7, 2023. As on March 31, 2024, the composition of the committee was as under: -

Sr. No.	Name	Designation
1	Mr. Arjun Mohan	Member

2	Ms. Franciska Decuypere	Member
3	Mr. Jaideep Arora	Member
4	Mr. Jean Christophe Marie GOUGEON	Member
5	Ms. Manisha Khosla Sinha	Permanent Invitee + CSR Coordinator
6	Ms. Amisha Dhutia	Permanent Invitee + CSR Coordinator

The Corporate Social Responsibility Committee once during the financial year under review i.e. on May 26, 2023.

The Company has placed its Corporate Social Responsibility (CSR) on its website https://www.sharekhan.com/footer/Investor-relations.html

j. INDEPENDENT DIRECTORS' MEETING:

During the period under review, One separate meeting of Independent Directors was held on March 26, 2024, where in both the Independent Directors of the Company i.e. Mr. Arjun Mohan (DIN: 09465905) and Mr. Ashwani Kumar Sindhwani (DIN: 07555408) were present. At the said meeting, the Independent Directors reviewed in detail the performance of Non-Independent Directors of the Company and of the Board as a whole and assessed quality, quantity and timeliness of flow of information between the Company's management and the Board of Directors of the Company which is necessary for the Board to effectively and reasonably perform their duties. The Independent Directors expressed overall satisfaction and provided suggestions relating to certain aspects in their assessment.

k. ANNUAL EVALUATION OF DIRECTORS, COMMITTEES AND BOARD AS A WHOLE:

Pursuant to the provisions of the Companies Act, 2013 and rules made there under, the formal annual evaluation needs to be made by the Board of its own performance and that of the Committees and individual directors. Schedule IV of the Companies Act, 2013 states that, the performance evaluation of Independent Directors shall be done by the Board of Directors of the Company, excluding the director being evaluated.

The formal evaluation of the Board as a whole, various committees of the Board and of the individual directors was conducted based on criteria and framework adopted by the Board. The evaluation process has been explained in the **Annexure V.** The evaluation results as collated by the Nomination and Remuneration Committee were placed in the meeting of the Board of directors dated February 07, 2024.

l. INTERNAL CONTROL SYSTEMS:

Adequate internal control systems commensurate with the nature of the Company's business and size and complexity of its operations are in place and have been operating satisfactorily. Internal control systems comprising of policies and procedures are designed to ensure reliability of financial reporting, timely feedback on achievement of operational and strategic goals, compliance with policies, procedure, applicable laws and regulations and that all assets and resources are acquired economically, used efficiently and adequately protected.

m. PAYMENT OF REMUNERATION/ COMMISSION TO DIRECTORS FROM HOLDING OR SUBSIDIARY COMPANIES:

Except Whole Time Directors, Independent Directors and Key Managerial Personnel, all the other directors of the Company are in receipt of remuneration from its Ultimate Foreign Holding Company. None of the Key Managerial Personnel is in receipt of remuneration/ commission from the Subsidiary Company.

4. AUDITORS AND REPORTS

The matters related to Auditors and their Reports are as under:

a. OBSERVATIONS OF STATUTORY AUDITORS ON ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 2024:

The observations made by the Statutory Auditors in their report for the financial year ended 31st March 2024 read with the explanatory notes therein are self-explanatory and therefore, do not call for any further explanation or comments from the Board under Section 134(3) of the Companies Act, 2013.

b. SECRETARIAL AUDIT REPORT FOR THE YEAR ENDED 31ST MARCH, 2024:

The Secretarial Audit Report, pursuant to the provisions of Section 204 read with Section 134 (3) of the Companies Act, 2013 was obtained from M/s. Rathi and Associates, Practicing Company Secretaries in Form MR-3 for the Financial Year 2023-24.

The said report is attached herewith under **Annexure VI** and forms part of this report.

c. INTERNAL AUDIT:

The Board of Directors in its Meeting dated May 26, 2023, and on receipt of eligibility certificate and consent letter, re-appointed M/s. M. M. Nissim & CO LLP, Chartered Accountants, (Firm Registration No. 107122W/W100672) as a "Internal Auditors" of the Company for the Financial Year 2023 – 2024 pursuant to Section 138 of the Companies Act, 2013 read with rule 13 of the Companies (Accounts) Rule, 2014.

d. STATUTORY AUDITORS:

Pursuant to the provisions of Section 139 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, M/s Kalyaniwalla and Mistry LLP, Chartered Accountants (Firm Registration No: 104607W/ W100166), Chartered Accountants, were re-appointed as the Statutory Auditors for a 2nd term of 5 years at the 27th Annual General Meeting (AGM) of the Company held on 28th September 2022 to hold office from the conclusion of the 27th Annual General Meeting (AGM) held in the calendar year 2022-23 till the conclusion of 32nd Annual General Meeting of the Company to be held in calendar year 2026 – 27.

Pursuant to Companies (Amendment), 2017 ratification of the said appointment of Statutory Auditor at every Annual General Meeting is not required.

5. OTHER DISCLOSURES:

Other disclosures as per provisions of Section 134 of the Act read with Companies (Accounts) Rules, 2014 are furnished as under:

a. ANNUAL RETURN:

Pursuant to the provisions of Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rule, 2014, a copy of Annual return is hosted on the website of the Company. The same shall be available on the link:
https://www.sharekhan.com/footer/Investor-relations.html

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

The particulars as required under the provisions of Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 in respect of conservation of energy and technology absorption have not been furnished considering the nature of activities undertaken by the Company during the financial year under review.

The particulars as required under the provisions of Section 134(3) (m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 in respect of foreign exchange earnings and outgo etc. is furnished in **Annexure VII** which forms part of this Report.

c. COMMERCIAL PAPER:

During the financial year under review, pursuant to Securities and Exchange Board of India (SEBI) Circular number SEBI/HO/IMD/DF2/CIR/P/2019/104 dated October 01, 2019 mandate listing of Commercial paper for CP issuers seeking investment from Mutual fund and accordingly, the Company have issued and listed their Commercial paper pursuant to the SEBI circular number SEBI/HO/DDHS/DDHS/CIR/P/2019/115 dated October 22, 2019 and amended circular number SEBI/HO/DDHS/DDHS/ CIR/P/2019/167 dated December 24, 2019 read with relevant circulars of the Exchanges and the details of all the commercial paper listed and outstanding during the year under review are set out in the **Annexure VIII**.

Further, the Company had complied with all the disclosures, declarations and undertaking to all the Regulatory and Statutory authorities including the Stock Exchanges, depositories etc., as prescribed under the aforesaid circulars and during the period the recommended penalty, fines and fees are paid to the exchanges on time and proper /timely action has been taken by the management to minimise the chances of non-compliances.

d. CHANGE IN CONTROL OF THE COMPANY:

During the year under review, the Board of Directors of the Company at its meeting held on December 11, 2023, has approved a proposal of the holding Company of the Company i.e. BNP Paribas S.A. ("**Seller**") for selling whole of its shareholding in the Company which stands at 72.76% of the paid-up equity share capital of the Company to Mirae Asset Capital Markets (India) Pvt. Ltd. ("MACM") ("**Proposed Transaction**"). Further, the Seller would also sell 100% of the paid-up share capital of Human Value Developers Private Limited (which currently holds 27.24% of the paid-up equity share capital of the Company) held by the Seller to Mirae Asset Securities Co. Ltd. ("MAS") (MAS and

MACM collectively referred to as the “Purchasers”). A Share Purchase Agreement to that effect has been executed between the Seller, Purchasers and the Company on December 13, 2023. The said transaction shall result in direct change in the control of the Company and at present, the Company/ parties involved is/ are at initial stages of due diligence and obtaining necessary approvals from regulatory authorities pertaining to the aforesaid transaction.

6. CORPORATE GOVERNANCE POLICY:

The Company had adopted Corporate Governance Policy issued by BNP Paribas i.e. Ultimate Holding Company for BNP Paribas Group Entities including Suitability Policy (“New CG Policy”) setting certain group governance standards in relation to the suitability of the Supervisory Function and the Management Function and the key missions of the Supervisory Function and in accordance with the New CG Policy, the Company, as a part of the BNP Paribas group needs to ensure that its Supervisory Function carries out the following key missions:

(i) supervision of risks;
(ii) assessment of the Supervisory Function; and
(iii) review of the governance of the Company.

7. SECRETARIAL STANDARDS COMPLIANCE:

The Directors state that applicable Secretarial Standards i.e. SS-1 & SS-2, relating to ‘Meetings of the Board of Directors’ and ‘General Meetings’, respectively, issued by Institute of Company Secretaries of India (ICSI) dated October 1, 2017 have been duly followed by the Company.

8. GENERAL:

a. Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:
   1. Details relating to deposits covered under Chapter V of the Act;
   2. Issue of equity shares with differential rights as to dividend, voting or otherwise as per the provisions of Section 43 (a)(ii) of the Companies Act read with Rule 4(4) of the Companies (Share Capital and Debentures) Rules, 2014 and under Employees Stock Option Scheme as per provisions of Section 62 (1)(b) of the Act read with Rule 12 (9) of the Companies (Share capital and Debentures) Rules, 2014:
   3. Information as per the provision of Section 54 (1)(d) of the Act read with Rule 8(13) of the Companies (Share Capital and Debenture) Rules, 2014 relating to issue of sweat equity shares during the year under review;
   4. Revision of the financial statements during the year under review;
   5. Maintenance of cost records as specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013, is not required for the Company;

b. Directors state that no instances relating to below mentioned items have taken place during the year under review and hence no disclosure or reporting is required in respect of such items:
   1. Exercising of voting rights in respect of shares purchased directly by employees under a scheme pursuant to Section 67 (3) of the Act read with Rule 16 (4) of the Companies (Share Capital and Debenture) Rules, 2014;
   2. Frauds reported as per Section 143 (12) of the Companies Act, 2013;

c. Further, the Board of Directors confirms that, during the financial year under review: -
   a) No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company’s operations in future;
   b) No application was made nor any proceeding is pending against the company under the Insolvency and Bankruptcy Code, 2018 (31 of 2016) along with their status as at the end of the financial year;
   c) During the period under review, the Company has taken loans from Banks and Financial Institutions but there are no details of difference between amount of the valuation done at the time of one time settlement and the valuation done while taking loan from the Banks or Financial Institutions along with the reasons thereof.

Your Directors further state that pursuant to the provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 an Internal Complaints Committee (ICC) has been constituted by the Company. Further, during FY 2023-24, only 1 (One) Case was registered by the ICC under the aforementioned Act and the said case stands resolved as on 31st March 2024.

9. ACKNOWLEDGEMENTS AND APPRECIATION:

We thank our customers, vendors, investors and bankers for their consistent support and encouragement to the Company during the year. We place on record our appreciation of contribution made by our employees at all levels. Our consistent growth was made possible by their hard work, solidarity, cooperation and support.

We thank the Government of India, particularly the Ministry of Finance, the Ministry of Corporate Affairs, the Income Tax Department, the Reserve Bank of India, Depositories and all the exchanges where the Company is having a membership, the State Governments and other government agencies for their support and look forward to their continued support in the future.

For and on behalf of the Board of Directors of
SHAREKHAN LIMITED

Sd/-	***Sd/-***
Jaideep Arora	**Stefan Groening**
Whole Time Director & CEO	***Whole Time Director & COO***
DIN: 00056252	**DIN: 07657587**

Date: May 23, 2024
Place: Mumbai

Registered Office
The Ruby, 18th Floor, 29 Senapati Bapat Marg,
Dadar (West), Mumbai-400028
CIN: - U99999MH1995PLC087498
Tel No.: - 022-6115 0000 Fax No.: 022-6748 1899
Mail: - companysecretarial@sharekhan.com;
Website: www.sharekhan.com

ANNEXURE I
FORM AOC-1

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

PERFORMANCE OF SUBSIDIARIES, ASSOCIATES AND JOINT VENTURE COMPANIES

(Information in respect of each subsidiary~~/ Associate Companies/ Joint Venture~~ Companies to be presented with amounts in Rupees)

(Rs. in thousands)

1	**Name of the subsidiary Companies**	**Sharekhan Commodities Private Limited**
2	Reporting period for the subsidiary concerned, if different from the holding Company's reporting period	Same as of Holding Company
3	Reporting currency and Exchange rate as on the last date of the relevant Financial Year in the case of foreign subsidiaries.	NA
4	Share capital	11,360
5	Reserves and Surplus	17,990
6	Total Assets	46,168
7	Total Liabilities	46,168
8	Investments	--
8	Turnover*	2,827
10	Profit before taxation	673
11	Provision for taxation	1,295
12	Profit after Taxation **(A)**	1,968
13	Other Comprehensive Income **(B)**	--
14	Total Comprehensive Income for the Year **(A+B)**	1,968
15	Proposed Dividend	NIL
16	% of shareholding	100%

(Rs. in thousands)

1	**Name of the subsidiary Companies**	**Wealthtiger Investment Advisors Private Limited**
2	Reporting period for the subsidiary concerned, if different from the holding Company's reporting period	Same as of Holding Company
3	Reporting currency and Exchange rate as on the last date of the relevant Financial Year in the case of foreign subsidiaries.	NA
4	Share capital	5,000
5	Reserves and Surplus	(84)
6	Total Assets	5,000
7	Total Liabilities	5,000
8	Investments	--
9	Turnover*	208
10	Profit before taxation	(411)
11	Provision for taxation	40
12	Profit after Taxation **(A)**	(451)
13	Other Comprehensive Income **(B)**	--
14	Total Comprehensive Income for the Year **(A+B)**	(451)
15	Proposed Dividend	NIL
16	% of shareholding	100%

(Rs. in Millions)

1	**Name of the subsidiary Companies**	**Sharekhan BNP Paribas Financial Services Limited**
2	Reporting period for the subsidiary concerned, if different from the holding Company's reporting period	Same as of Holding Company
3	Reporting currency and Exchange rate as on the last date of the relevant Financial Year in the case of foreign subsidiaries.	NA
4	Share capital	4,186.00
5	Reserves and Surplus	1,617.46
6	Total Assets	5,833.66
7	Total Liabilities	5,833.66
8	Investments	52.50
9	Turnover*	709.62
10	Profit before taxation	452.70
11	Provision for taxation	115.80
12	Profit after Taxation **(A)**	336.90
13	Other Comprehensive Income **(B)**	0.79
14	Total Comprehensive Income for the Year **(A+B)**	337.69
15	Proposed Dividend	NIL
16	% of shareholding	100%

(Rs. in thousands)

1	**Name of the subsidiary Companies**	**Espresso Financial Services Private Limited**
2	Reporting period for the subsidiary concerned, if different from the holding Company's reporting period	Same as of Holding Company
3	Reporting currency and Exchange rate as on the last date of the relevant Financial Year in the case of foreign subsidiaries.	NA

4	Share capital	10,90,076
5	Reserves and Surplus	(5,62,745)
6	Total Assets	12,51,556
7	Total Liabilities	12,51,556
8	Investments	--
9	Turnover	2,26,004
10	Profit/(Loss) before taxation	(58,634)
11	Provision for taxation	(14,524)
12	Profit /(Loss)after Taxation **(A)**	(44,110)
13	Other Comprehensive Income **(B)**	662
14	Total Comprehensive Income for the Year **(A+B)**	(43,448)
15	Proposed Dividend	NIL
16	% of shareholding	100%

(Rs. in thousands)

1	**Name of the subsidiary Companies**	**Sharekhan Consultants Private Limited**
2	Reporting period for the subsidiary concerned, if different from the holding Company's reporting period	Same as of Holding Company
3	Reporting currency and Exchange rate as on the last date of the relevant Financial Year in the case of foreign subsidiaries.	NA
4	Share capital	2,500
5	Reserves and Surplus	13,575
6	Total Assets	16,409
7	Total Liabilities	16,409
8	Investments	--
9	Turnover*	890
10	Profit before taxation	595
11	Provision for taxation	150
12	Profit after Taxation **(A)**	445
13	Other Comprehensive Income **(B)**	--
14	Total Comprehensive Income for the Year **(A+B)**	445
15	Proposed Dividend	NIL
16	% of shareholding	100% through Sharekhan BNP Paribas Financial Services Limited

(Rs. in thousands)

1	**Name of the subsidiary Companies**	**Sharekhan.com India Private Limited**
2	Reporting period for the subsidiary concerned, if different from the holding Company's reporting period	Same as of Holding Company
3	Reporting currency and Exchange rate as on the last date of the relevant Financial Year in the case of foreign subsidiaries.	NA
4	Share capital	1,00,000
5	Reserves and Surplus	(78,143)
6	Total Assets	63,761
7	Total Liabilities	63,761
8	Investments	--
9	Turnover*	1,53,567
10	Profit /(Loss)before taxation	4,068
11	Provision for taxation	(15,669)
12	Profit/(Loss) after taxation **(A)**	19,737

13	Other Comprehensive Income **(B)**	3,426
14	Total Comprehensive Income for the Year **(A+B)**	23,163
15	Proposed Dividend	NIL
16	% of shareholding	100% through Sharekhan BNP Paribas Financial Services Limited

**Turnover included income from operations and other income*

During the financial year under review, the Company did not incorporate any subsidiary or joint-venture or associate company.

For and on behalf of the Board of Directors of
SHAREKHAN LIMITED

Sd/-
Jaideep Arora
Whole Time Director & CEO
DIN: 00056252

Sd/-
Stefan Groening
Whole Time Director & COO
DIN: 07657587

Date: May 23, 2024
Place: Mumbai

Registered Office
The Ruby, 18th Floor, 29 Senapati Bapat Marg,
Dadar (West), Mumbai-400028
CIN: - U99999MH1995PLC087498
Tel No.: - 022-67502000 **Fax:** 022-24327343
Mail: - companysecretarial@sharekhan.com;
Website: www.sharekhan.com

ANNEXURE II
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:

1. **Details of contracts or arrangements or transactions not at Arm's length basis:** N.A.
2. **Details of material contracts or arrangements or transactions at Arm's length basis:** N.A.
3. **Details of contracts or arrangements or transactions not in the ordinary course of business:**

Name(s) of the related party and nature of relationship	Sharekhan.Com India Private Limited (hereinafter referred as "Sharekhan.Com") Sharekhan.com as on the date of this Agreement is a wholly owned subsidiary of Sharekhan BNP Paribas Financial Services Limited which in turn is a wholly owned subsidiary of Sharekhan Limited.
Nature of contracts/ arrangements/ transactions	**Intercompany Services Agreement-** Through this agreement, the Company bundles certain educational/ vocational courses offered by Sharekhan.Com with its own products that it offers to its customers and market, sell, and distribute such educational/ vocational courses to its customers/ clients in India and provides distribution services to Sharekhan.com.
Duration of the contracts/ arrangements/ transactions	The agreement shall remain in force until it is cancelled by either party. The Transaction / agreement is effective from April 1, 2023.
Salient terms of the contracts or arrangements or	As per the term mentioned in the Agreement.

transactions including the value, if any.	
Justification for entering into such contracts or arrangements or transactions	Sharekhan.Com to use the existing distribution channels of Sharekhan Limited to reach larger market/ prospective customers and thereby creating synergies and streamlining its business operations.
Date(s) of approval by the Board	February 07, 2024
Amount paid as advances, if any	Nil Amount of advance Payable and receivables between the parties will be calculated on monthly basis and will be billed by both the parties to each other. No advance payment will be made by either party.
Date on which the resolution was passed in general meeting as required under first proviso to section 188	Since transactions entered/ to be entered as per the aforesaid agreement, being in the nature of transaction(s) between a holding company and its wholly owned subsidiary, whose accounts are consolidated with such holding company and placed before the shareholders at the general meeting for approval, Consent of the Shareholders of the Company is not required for such transaction(s) as per fifth proviso to Sub-Section (1) of Section 188 of the Companies Act 2013.

4. Details of contracts or arrangements or transactions not in the ordinary course of business:

Sr.	Particulars	Remarks
1	the name of the related party and nature of relationship	Human Value Developers Private Limited, Investing entity in which reporting entity is an Associate & Company having common Directors
2	the nature, duration of the contract and particulars of the contract or arrangement	selling/ transferring/ disposing off whole of the Company's investment in Sharekhan BNP Paribas Financial Services Limited.
3	the material terms of the contract or arrangement including the value, if any	Material terms are yet to be arrived at mutually between the parties. Value of transaction not exceeding Rs. 600 Crores.
4	any advance paid or received for the contract or arrangement, if any	Nil
5	Date(s) of approval by the Board	May 26, 2023
6	the manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract	As may be mutually agreed between the parties.
7	whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors	Yes
8	any other information relevant or important for the Board/ Committee to take a decision on the proposed transaction	NA
9	Date on which the resolution was passed in general meeting as required under first proviso to section 188	With Extra – Ordinary General Meeting dated June 20, 2023

For and on behalf of the Board of Directors of
SHAREKHAN LIMITED

Sd/-
Jaideep Arora
Whole Time Director & CEO
DIN: 00056252

Sd/-
Stefan Groening
Whole Time Director & COO
DIN: 07657587

Date: May 23, 2024
Place: Mumbai

Registered Office
The Ruby, 18th Floor, 29 Senapati Bapat Marg,
Dadar (West), Mumbai-400028
CIN: - U99999MH1995PLC087498
Tel No.: - 022-67502000 **Fax:** 022-24327343
Mail: - companysecretarial@sharekhan.com;
Website: www.sharekhan.com

ANNEXURE III
PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

Details for Loan:

Name of the party	Nature & Purpose of transactions	Amount at the beginning of the year	Loan given/received during the year	Loan repaid (along with interest) during the year	Balance at the end of the year
Espresso Financial Services Private Limited	Inter-corporate Loan (given)	10,16,61,983	112,20,00,000	102,29,26,878	20,07,35,104

Details for Investment:

Name of the party	Nature & Purpose of transactions	Amount at the beginning of the year	Transaction during the year	Balance at the end of the year
Sharekhan Commodities Private Limited	Investment	200,00,000	Nil	200,00,000
Sharekhan BNP Paribas Financial Services Limited	Investment	4,18,60,00,000	Nil	4,18,60,00,000
Espresso Financial Services Private Limited	Investment	103,69,99,989	10,00,00,000	113,69,99,989
Wealthtiger Investment Advisors Private Limited	Investment	50,00,000	Nil	50,00,000

During the period under review, the Company has made investment(s) in wholly owned subsidiary i.e., Espresso Financial Services Private Limited, by subscribing 1,00,00,000 (One Crore) Equity shares of Rs. 10/- (Rupees Ten Only) each at par on March 1, 2024 issued on Rights basis.
Further, during the year under review, has not given any Corporate Guarantee to any party under Section 186 of the Companies Act, 2013 and rules made thereunder except its clients and the subsidiary company.

For and on behalf of the Board of Directors of
SHAREKHAN LIMITED

Sd/-
Jaideep Arora
Whole Time Director & CEO
DIN: 00056252

Sd/-
Stefan Groening
Whole Time Director & COO
DIN: 07657587

Date: May 23, 2024
Place: Mumbai

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The Ruby, 18th Floor, 29 Senapati Bapat Marg,
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ANNEXURE IV
TO THE BOARD'S REPORT
SHAREKHAN LIMITED

ANNUAL REPORT OF CORPORATE SOCIAL RESPONSIBILITY (CSR)
CSR ACTIVITIES FOR THE PERIOD FY 2023-24

CSR Activities for the period 1st April 2023 to 31st March 2024

1. **Brief outline on CSR Policy of the Company:**
   In accordance with the provisions of Section 135 of the Companies Act, 2013 (The Act), the Board of Directors has adopted the CSR Policy on November 10, 2022.
   For the BNP Paribas Group, implementing its Corporate Social Responsibility (CSR) policy means financing the real economy while striving to protect the environment and fight against exclusion. Accordingly, the main program areas identified by Sharekhan Limited which are in line with the activities listed in schedule VII of Section 135 of the Companies Act, 2013 are as follows:k
   - Education
   - Gender equality and women empowerment
   - Art & culture
   - Environment
   - Healthcare
   - Rural development; and
   - Contribution to the PM's relief fund or any other initiative that may be authorized by the Board of Directors.

   The CSR policy also defines the role and responsibilities of the members of the CSR Committee and its composition. The Committee is responsible for the preparation and implementation of the CSR Policy, review and approval of budgets, developing a monitoring framework for implementation and the preparation of the Annual Report.
2. **The Composition of the CSR Committee**

Sr. 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. Jaideep Arora *Director*	Committee Member	1	1
2	Late Mr. Ambareesh Murty *Independent Director* – up to August 7, 2023	Committee Member	1	1
3	Mr. Arjun Mohan *Independent Director* – w.e.f. August 22, 2023	Committee Member	NA	NA
4	Ms. Franciska Decuypere	Committee Member	1	1
5	Mr. Jean Christophe Gougeon	Committee Member	1	0
6	Amisha Dhutia -w.e.f. July 27, 2023	Permanent Invitee + CSR Co-Ordinator	NA	NA
7	Manisha Khosla Sinha	Permanent Invitee +	1	0

		CSR Co-Ordinator		

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.**
   The detailed CSR Policy can be found on the Company website at: **https://www.sharekhan.com/MediaGalary/Upload/BNPPSharekhanCSRPolicy.pdf#toolbar=0&navpanes=0&scrollbar=0**
4. **Provide the executive summary along with web-link(s) of Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8, if applicable.**
   Not Applicable
5.
   a) **Average net profit of the company as per section 135(5) –** INR 245 Cr
   b) **Two per cent of the average net-profit of the company as per section 135(5)** - INR 4.09 Cr
   c) **Surplus arising out of the CSR projects or programme or activities of the previous financial years** - Nil
   d) **Amount required to be set off for the financial year, if any** - Nil
   e) **Total CSR obligation for the financial year (b+c-d)** – INR 4.09 Cr
6.
   a) **Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project)** – INR 4.09 Cr
   b) **Amount spent in Administrative Overheads. -** Nil
   c) **Amount spent on Impact Assessment, if applicable. -** Nil
   d) **Total amount spent for the Financial Year** [(a)+(b)+(c)]. – INR 4.09 Cr
   e) **CSR amount spent or unspent for the Financial Year:**

Total Amount Spent for the Financial Year. (in Rs.)	**Amount Unspent (in Rs.)**				
	Total Amount transferred to Unspent CSR Account as per sub-section (6) of section 135.		**Amount transferred to any fund specified under Schedule VII as per second proviso to sub-section (5) of section 135.**		
	Amount.	**Date of transfer.**	**Name of the Fund**	**Amount.**	**Date of transfer.**
4.91 Cr	Not Applicable				

   f) **Excess amount for set-off, if any:**

Sl. No.	**Particular**	**Amount (in Rs.)**
(1)	(2)	(3)
(i)	Two percent of average net profit of the company as per sub-section (5) of section 135	INR 4.91 Cr
(ii)	Total amount spent for the Financial Year	INR 4.91 Cr
(iii)	Excess amount spent for the Financial Year [(ii)-(i)]	Nil
(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)]	Nil

7.
   a) **Details of Unspent Corporate Social Responsibility amount for the preceding three Financial Years:**

1	2	3	4	5	6		7	8
Sl. No.	**Preceding Financial Year(s)**	**Amount transferred to Unspent CSR Account under sub-section (6) of section 135 (in Rs.)**	**Balance Amount in Unspent CSR Account under sub-section (6) of section 135 (in Rs.)**	**Amount Spent in the Financial Year (in Rs)**	**Amount transferred to a Fund as specified under Schedule VII as per second proviso to sub-section (5) of section 135, if any**		**Amount remaining to be spent in succeeding Financial Years (in Rs)**	**Deficiency, if any**
					Amount (in Rs)	Date of Transfer		
1	Nil							
2								
3								

8. **Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year. If Yes, enter the number of Capital assets created/ acquired**
   Not Applicable
   Furnish the details relating to such asset(s) so created or acquired through Corporate Social Responsibility amount spent in the Financial Year:

Sl. No.	**Short particulars of the property or asset(s) [including complete address and location of the property]**	**Pincode of the property or asset(s)**	**Date of creation**	**Amount of CSR amount spent**	**Details of entity/ Authority/ beneficiary of the registered owner**		
(1)	(2)	(3)	(4)	(5)	(6)		
					CSR Registration Number, if applicable	**Name**	**Registered address**
Not applicable							

(All the fields should be captured as appearing in the revenue record, flat no, house no, Municipal Office/Municipal Corporation/ Gram panchayat are to be specified and also the area of the immovable property as well as boundaries)

9. **Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per sub- section (5) of section 135:**
   During the year, the company has spent that entire amount prescribed.

For and on behalf of the Board of Directors of
SHAREKHAN LIMITED

Sd/- ***Sd/-***

Jaideep Arora
DIN: 00056252
(CSR Committee Member)

Jean Christophe GOUGEON
DIN: 02561258
(CSR Committee Member)

Date: May 23, 2024
Place: Mumbai

Registered Office
The Ruby, 18th Floor, 29 Senapati Bapat Marg,
Dadar (West), Mumbai-400028
CIN: - U99999MH1995PLC087498
Tel No.: - 022-67502000 **Fax:** 022-24327343
Mail: - companysecretarial@sharekhan.com;
Website: www.sharekhan.com

ANNEXURE V

STATEMENT ON MANNER OF EVALUATION OF BOARD OF DIRECTORS, COMMITTEES AND INDIVIDUAL DIRECTORS:

One of the key functions of the Board is to monitor and review the board evaluation framework. The Board works with the Nomination and Remuneration Committee to lay down the evaluation criteria for the performance of executive/non-executive/independent directors through a peer-evaluation. The key part of the process of reviewing the functioning and effectiveness of the Board dynamics and relationships, information flow, decision making of the directors, involvement in the Board proceedings and proceedings of the other committee meetings, relationship to stakeholders, company performance, company strategy, and the effectiveness of the whole board and its various committees.

In Order to comply with this Act, the Board evaluated its own performance and that of its committees, Individual directors and Independent Directors in its Board meeting dated February 07, 2024 based on the recommendations of Nomination and Remuneration Committee.

The Company have an optimum combination of executive as well as non – executive Director(s) with 4 (Four) Director being Executive Director, 3 (Three) Director(s) being non-executive director(s) and rest 2 (Two) being Independent Director(s) out of total 9 (Nine) Board of Directors of the Company as on March 31, 2024. The Board of Directors has various statutory committees constituted as per the various provisions of Companies Act, 2013 and which carry out in depth analysis of any issue as referred to them and further note that, the executive director oversees the day to day functioning of the Company while the non-executive (non-independent) directors and Independent Directors are acting as "Guide" to the Board of the Company.

The Board of Directors with their expertise in the different aspects of the industry as well as their countless experiences ensures that the Company is successful in all its ventures. The Independent Directors ensure that proper Corporate Governance practices are well imbibed within the Company and thereby create an environment of transparency which promotes investors' confidence.

During the year under review, Mr. Hugues Noel MAISONNIER (DIN: 07675507), Director of the Company resigned as such w.e.f. June 08, 2023. Further, Mr. Ambareesh Murty (DIN: 03279054) ceased to be the Independent Director of the Company due to his untimely demise on August 7, 2023.

Further, Mr. Arjun Mohan (DIN: 09465905), was appointed as Additional Director (*Non-Executive Independent Category*) for the period of Five consecutive years with effect from April 19, 2023 *(date of approval from exchanges for the same)* whereas Ms. Alagappan Selvalakshmi (DIN: 08717432) was appointed as Additional Director (*Non-Executive Category*) on the Board of the Company w.e.f. June 27, 2023.

After considering all the resignation(s)/ vacation(s) and appointment(s) the present composition of the Board of directors as given below: -

Sr. No	Name	Designation
1	Ms. Alagappan Selvalakshmi	Director
2	Mr. Arjun Mohan *w.e.f. April 19, 2023*	Independent Director
3	Mr. Ashwani Sindhwani *w.e.f. October 30, 2023*	Independent Director
4	Ms. Franciska Decuypere	Director

5	Mr. Jaideep Arora	Whole Time Director & CEO
6	Mr. Jean Christophe Marie Gougeon	Whole Time Director
7	Mr. Jean Philippe Huguet	Director
8	Ms. Parminder Varma	Whole Time Director
9	Mr. Stefan Johannes Groening	Whole Time Director & COO

For and on behalf of the Board of Directors of
SHAREKHAN LIMITED

Sd/-
Jaideep Arora
Whole Time Director & CEO
DIN: 00056252

Sd/-
Stefan Groening
Whole Time Director & COO
DIN: 07657587

Date: May 23, 2024
Place: Mumbai

<u>Registered Office</u>
The Ruby, 18th Floor, 29 Senapati Bapat Marg,
Dadar (West), Mumbai-400028
CIN: - U99999MH1995PLC087498
Tel No.: - 022-67502000 **Fax:** 022-24327343
Mail: - companysecretarial@sharekhan.com;
Website: www.sharekhan.com

Annexure VI
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 31ST MARCH 2024

To,
The Members,
Sharekhan Limited
The Ruby, 18th Floor, 29 Senapati Bapat Marg,
Dadar (West), Mumbai 400 028

Dear Sirs,

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Sharekhan Limited** (hereinafter called "the Company"). The 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 authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended 31st March, 2024, 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, for the financial year ended on 31st March, 2024, 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 (Regulations) Act, 1956 ('SCRA') and the rules made there under;
   - (iv) The Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment;

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') were applicable to the Company: -
   a) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended and to the extent applicable;
   b) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; to the extent of applicable provisions for companies which has listed its commercial papers;
   c) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 to the extent of applicable provisions for companies which has listed its commercial papers;
   d) Operational Circular for issue and listing of Non-Convertible Securities, Securitised Debt Instruments, Security Receipts, Municipal Debt Securities and Commercial Paper dated April 13, 2022 to the extent applicable to the company which has listed its commercial papers;
   e) Operational Circular for listing obligations and disclosure requirements for Non- Convertible Securities, Securitized Debt Instruments and/or Commercial Paper dated July 29, 2022 to the extent applicable to the company which has listed its commercial papers; and
   f) The relevant rules and regulations, circulars and notifications as issued by SEBI, exchanges and depositories.

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 under the financial year under report:
   i. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
   ii. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
   iii. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021;
   iv. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
   v. 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;
   vi. The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
3. Provisions of the Foreign Exchange Management Act, 1999 and the rules and regulations made for External Commercial Borrowings and Overseas Direct Investment were not attracted to the Company under the financial year under report.
4. 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 thereof, on test- check basis, the Company has complied with the following laws specifically applicable to the Company:
   i. The Securities and Exchange Board of India (Stock-Brokers & Sub-Brokers) Regulations, 1992;
   ii. The Securities and Exchange Board of India (Portfolio Managers) Regulations, 2020;
   iii. The Securities and Exchange Board of India (Research Analyst) Regulations,2014
   iv. Arbitration and Conciliation Act, 1996;
   v. Rules, Regulations and Bye-laws of the Securities and Exchange Board of India and all the Stock Exchanges with whom the Company has executed Agreement with;
   vi. Rules, Regulations and Bye-laws of Central Depository Services (India) Limited an d National Securities Depository Limited; and
   vii. Rules, Regulations and Bye-laws applicable for Intellectual Property Rights of the Company.

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

(i) Secretarial Standards – 1 and 2 issued by the Institute of Company Secretaries of India under the provisions of Companies Act, 2013.

(ii) The listing agreements entered into by the Company with BSE Limited for listing of Commercial Papers.

During the financial year under report, the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above, except delay in submission of declaration pursuant to Regulation 52(3)(a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchange in case of unmodified opinion with regard to annual financial results for quarter and year ended 31st March, 2023.

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors and Non-Executive Directors including Independent Directors. The changes in the composition of the Board of Directors took place during the year under report were carried out in compliance with the provisions of the Act.

Except meetings convened at a shorter notice, adequate notice is given to all Directors for scheduled 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 had communicated dissenting views, in the matters / agenda proposed from time to time for consideration of the Board and its Committees thereof, during the financial year under the report, hence were not required to capture and recorded as part of the minutes.

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

We further report that following event(s)/action(s) had a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to hereinabove:

1. The Company has obtained the Shareholders' approval vide special resolution passed at their Extra-Ordinary General Meeting held on 20th June 2023 for sale of an investment held in Sharekhan BNP Paribas Financial Services Limited, comprising of 41,86,00,000 (Forty-One Crores Eighty-Six Lakhs Only) equity shares of Rs. 10/- (Rupees Ten) each aggregating Rs. 418.60 Crores through off market transaction to Human Value Developers Private Limited, in accordance with the provisions of Section 179(3) read with Section 180(1)(a) of the Companies Act, 2013 and rules made thereunder;
2. The Shareholders of the Company in their Extra-Ordinary General Meeting held on 7th September, 2023, approved the offer, issue and allotment of Non-Convertible Debentures on private placement basis, upto an amount not exceeding Rs. 2500,00,00,000/- (Rupees Two Thousand Five Hundred Crores Only) in one or more tranches, to eligible investors/ institutions.

   Subsequently, the Operations Committee of the Board, through its circular resolution passed on October 10, 2023, has allotted 500 (Five Hundred) senior, rated, unlisted, unsecured, redeemable, Non-Convertible Debentures having face value of Rs.10,00,000/- (Rupees Ten Lakhs) each aggregating Rs. 50,00,00,000/- (Rupees Fifty Crores Only) to BNP Paribas SA, on private placement basis.
3. The Board of Directors at its meeting held on December 11, 2023, noted that the Holding Company of the Company i.e. BNP Paribas SA has proposed to sell its entire stake in the Company to Mirae Asset Capital Markets (India) Private Limited, which will result in change in control of the Company.

For RATHI & ASSOCIATES
COMPANY SECRETARIES

Sd/-
HIMANSHU S KAMDAR
PARTNER
M. NO: F5171
C.P. NO: 3030

DATE: May 23, 2024
PLACE: MUMBAI
UDIN: F005171F000409531
PEER REVIEW CER. NO. 668/2020

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

ANNEXURE

To,
The Members of
Sharekhan Limited
The Ruby, 18th Floor, 29 Senapati Bapat Marg,
Dadar (West), Mumbai 400 028

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

1. Maintenance of Secretarial record is the responsibility of the management of the Company our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. 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
M. NO: F5171
C.P. NO: 3030

DATE: May 23, 2024
PLACE: MUMBAI
UDIN: F005171F000409531
PEER REVIEW CER. NO. 668/2020

ANNEXURE VII

DISCLOSURE PURSUANT TO SECTION 134 (3) (m) OF THE COMPANIES ACT 2013 READ WITH RULE 8 OF THE COMPANIES (ACCOUNTS), RULES 2014

(A) Foreign exchange earnings and Outgo:

(Rs. In millions)

	1st April 2023 to 31st March 2024 ***[Current F.Y.]***	1st April 2022 to 31st March 2023 *[Previous F.Y.]*
Actual Foreign Exchange earnings	**0**	0
Actual Foreign Exchange outgo	**256.25**	192.79

For and on behalf of the Board of Directors of
SHAREKHAN LIMITED

Sd/-	***Sd/-***
Jaideep Arora	**Stefan Groening**
Whole Time Director & CEO	***Whole Time Director & COO***
DIN: 00056252	**DIN: 07657587**

Date: May 23, 2024
Place: Mumbai

<u>Registered Office</u>
The Ruby, 18th Floor, 29 Senapati Bapat Marg,
Dadar (West), Mumbai-400028
CIN: - U99999MH1995PLC087498
Tel No.: - 022-67502000 **Fax:** 022-24327343

Mail: -companysecretarial@sharekhan.com;
Website: www.sharekhan.com

ANNEXURE VIII
DISCLOSURE PERTAINING TO COMMERCIAL PAPERS AS ON MARCH 31, 2024:

ISIN	Issue Date	Amount (in Rupees)	Maturity Date	Amount O/S (in Rupees)	CRA	Rating
INE211H14765	11-12-2023	1,50,00,00,000	26-06-2024	1,50,00,00,000	CARE/ICRA	A1+
INE211H14765	11-12-2023	50,00,00,000	26-06-2024	50,00,00,000	CARE/ICRA	A1+
INE211H14757	11-12-2023	1,00,00,00,000	27-11-2024	1,00,00,00,000	CARE/ICRA	A1+
INE211H14757	11-12-2023	1,50,00,00,000	27-11-2024	1,50,00,00,000	CARE/ICRA	A1+
INE211H14740	07-12-2023	1,50,00,00,000	06-12-2024	1,50,00,00,000	CARE/ICRA	A1+
INE211H14740	07-12-2023	2,50,00,00,000	06-12-2024	2,50,00,00,000	CARE/ICRA	A1+
INE211H14740	07-12-2023	3,00,00,00,000	06-12-2024	3,00,00,00,000	CARE/ICRA	A1+
INE211H14740	07-12-2023	2,50,00,00,000	06-12-2024	2,50,00,00,000	CARE/ICRA	A1+
INE211H14732	11-12-2023	1,50,00,00,000	10-12-2024	1,50,00,00,000	CARE/ICRA	A1+
INE211H14732	11-12-2023	50,00,00,000	10-12-2024	50,00,00,000	CARE/ICRA	A1+
INE211H14732	11-12-2023	30,00,00,000	10-12-2024	30,00,00,000	CARE/ICRA	A1+
INE211H14732	11-12-2023	4,00,00,000	10-12-2024	4,00,00,000	CARE/ICRA	A1+
INE211H14732	11-12-2023	9,00,00,000	10-12-2024	9,00,00,000	CARE/ICRA	A1+
INE211H14732	11-12-2023	1,07,00,00,000	10-12-2024	1,07,00,00,000	CARE/ICRA	A1+
INE211H14732	11-12-2023	1,00,00,00,000	10-12-2024	1,00,00,00,000	CARE/ICRA	A1+
INE211H14732	11-12-2023	1,50,00,00,000	10-12-2024	1,50,00,00,000	CARE/ICRA	A1+
INE211H14732	11-12-2023	2,50,00,00,000	10-12-2024	2,50,00,00,000	CARE/ICRA	A1+
INE211H14732	11-12-2023	12,00,00,000	10-12-2024	12,00,00,000	CARE/ICRA	A1+
INE211H14732	11-12-2023	25,00,00,000	10-12-2024	25,00,00,000	CARE/ICRA	A1+
INE211H14732	11-12-2023	5,00,00,000	10-12-2024	5,00,00,000	CARE/ICRA	A1+
INE211H14732	11-12-2023	5,00,00,000	10-12-2024	5,00,00,000	CARE/ICRA	A1+
INE211H14732	11-12-2023	3,00,00,000	10-12-2024	3,00,00,000	CARE/ICRA	A1+
Total		**23,00,00,00,000**	**-**	**23,00,00,00,000**	**-**	**-**

For and on behalf of the Board of Directors of
SHAREKHAN LIMITED

Sd/-
Jaideep Arora
Whole Time Director & CEO
DIN: 00056252

Sd/-
Stefan Groening
Whole Time Director & COO
DIN: 07657587

Date: May 23, 2024
Place: Mumbai

Registered Office
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INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF SHAREKHAN LIMITED

Report on the Audit of the Standalone Ind AS Financial Statements

Opinion

We have audited the accompanying standalone Ind AS financial statements of **Sharekhan Limited** ("the Company"), which comprise the Standalone Balance Sheet as at March 31, 2024, the Standalone Statement of Profit and Loss (including Other Comprehensive Income), Standalone Statement of Changes in Equity and the Standalone Cash flow Statement for the year then ended, and standalone notes to the financial statements, including a summary of material accounting policies and other explanatory information (hereinafter referred to as the "standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2024, the profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with 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.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. 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.

We have determined the matters described below to be the key audit matters to be communicated in our report.

Description of Key Audit Matter and how the matter was addressed in our audit

Information Technology (IT) - IT systems and controls

The Company's key financial accounting and reporting processes are dependent on the automated controls in information systems. The Company uses Hercules and Eternity systems as the General Ledger for overall financial reporting and other IT systems which process transactions, which impacts significant account balances. We have identified 'IT systems and controls' as Key audit matter since for revenue recognition (brokerage and interest income), the Company relies on automated processes and controls for recording of revenue.

We have focused on IT General Controls (ITGC) (i.e. access management controls, change management controls, logical security controls, back-up and continuity controls and IT operations control) and IT application controls (ITAC) (i.e. controls on system reconciliation, system generated reports and system application controls over key financial accounting and reporting systems).

Our audit procedures to assess the effectiveness of IT systems included the following:

- Obtaining an understanding of entity's IT environment and key changes if any during the audit period that may be relevant to the audit.
- Performed walkthroughs to evaluate the design and implementation of key automated controls. Involved our IT specialist to test the effectiveness of identified IT automated controls and IT systems. IT specialist tested relevant key controls operating over IT in relation to financial accounting and reporting systems, including IT general controls.

- IT specialists tested design and operating effectiveness of key controls over access management which includes granting access right, new user creation, removal of user rights and other preventive controls.
- Other independently assessed areas included password policies, security configuration, system generated reports and application interface controls.
- Evaluating the design, implementation and operating effectiveness of identified significant accounts related IT automated controls which are relevant for accuracy of system logic and consistency of data transmission.

Information Other than the Standalone Financial Statements and Auditor's Report Thereon

The Company's Board of Directors are responsible for the preparation of the other information. The other information comprises the Director's report but does not include the standalone financial statements and our auditor's report thereon.

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

In connection with our audit of the 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. We have nothing to report in this regard.

Responsibility of Management and Those Charged with Governance for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) prescribed 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 the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, the Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs, will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

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

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current 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

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in Annexure 'A' a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by section 143 (3) of the Act, we report, that:
   (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
   (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
   (c) The Standalone Balance Sheet, the Standalone Statement of Profit and Loss (including Other Comprehensive Income), Standalone Statement of Changes in Equity and the Standalone Cash Flow Statement dealt with by this report are in agreement with the books of account.
   (d) In our opinion, the aforesaid standalone financial statements comply with the Indian Accounting Standards specified under section 133 of the Act, read with relevant rules issued thereunder.
   (e) On the basis of written representations received from the Directors as on March 31, 2024 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2024 from being appointed as a Director in terms of section 164(2) of the Act.

(f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate report in Annexure 'B'.

(g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014 (the "Rules"), in our opinion and to the best of our information and according to the explanations given to us, we further report that:

i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements – Refer Note 5 to the standalone financial statements.

ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

iv. The Management has represented that:

a. to the best of it's knowledge and belief, 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 entity(ies) ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

b. to the best of it's knowledge and belief, no funds have been received by the Company from any person(s) or entity(ies), including foreign entity(ies) ("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;

Based on audit procedures performed by us that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e) of the Rules, as provided under (a) and (b) above, contain any material misstatement.

v. (a) As stated in Note 22 to the standalone financial statements, the Board of Directors have declared an interim dividend for the year and the same is in compliance with Section 123 of the Act.

(b) The Board of Directors of the Company have not proposed a final dividend for the year.

vi. Based on our examination which included test checks, the Company have used accounting software programs for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with.

As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from April 1, 2023, reporting under Rule 11 (g) of the Rules on preservation of audit trail as per the statutory requirements for record retention is not applicable for the year ended March 31, 2024.

3. In our opinion and according to the information and explanations given to us and based on our examination of the records of the Company, the Company has paid / provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 of the Act.

For KALYANIWALLA & MISTRY LLP

Chartered Accountants

Firm Registration No: 104607W / W100166

Sd/-
Roshni R. Marfatia

Partner

Membership No: 106548

UDIN: 24106548BKCSUE7183

Place: Mumbai

Date: May 23, 2024

Annexure 'A' to the Independent Auditor's Report

Referred to in Para 1 under 'Report on Other Legal and Regulatory Requirements' of our Report to the members of the Company on the standalone financial statements for the year ended March 31, 2024:

Statement on Matters Specified in paragraphs 3 and 4 of the Companies (Auditors Report) Order, 2020

1. (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment and relevant details of right-of-use assets.

   (B) The Company has maintained proper records showing full particulars of intangible assets.

   (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has a program of physical verification of property, plant and equipment and right-of-use assets so as to cover all the assets once every three years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain property, plant and equipment were due for verification during the year and were physically verified by the Management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.

   (c) According to the information and explanations given to us and based on our examination of the registered sale deeds provided to us, we report that, the title deeds of all other 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 included under property, plant and equipment are held in the name of the Company as at the balance sheet date.

   (d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued any of its property, plant and equipment (including right-of-use assets) and intangible assets during the year.

   (e) 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 during the year or are pending against the Company as at March 31, 2024 for holding any benami property under the Prohibition of Benami Transactions Act, 1988 (as amended in 2016) and rules made thereunder.

2. (a) The Company's business does not involve any inventories and hence reporting under clause 3(ii)(a) of the Order is not applicable.

   (b) As disclosed in note 3.14 to the standalone financial statements, the Company has been sanctioned working capital limits in excess of INR 5 crore, in aggregate, at a given point in time during the year, from banks and financial institutions on the basis of security of current assets. The quarterly returns or statements filed by the Company with such banks and financial institutions are in agreement with the books of account of the Company.

3. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not provided any guarantee or security or granted any advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties during the year. The Company has made investments in mutual fund schemes and has granted secured and unsecured loans during the year.

   (a) (A) The Company has not provided any advances in the nature of loans or stood guarantee or provided security to any of its subsidiaries. The Company has provided unsecured loans aggregating to INR 1,122 million during the year to its subsidiary and the balance outstanding as at the balance sheet date is INR 201 million. The Company does not have any joint ventures or associates.

   (B) The Company has given secured loans to clients as part of their exchange margin funding facility of INR 394,491 million during the year and the outstanding balance as at the balance sheet date is INR 14,300 million. The Company has also given unsecured loans to staff and retainers aggregating INR 5 million during the year, and balance outstanding at the balance sheet date with respect of such unsecured loans is INR 1 million.

(b) In our opinion, the investments made by the Company and the terms and conditions of the grant of loans, during the year are, prima facie, not prejudicial to the Company's interest, except for subsidized interest rates given on staff loans.

(c) In respect of loans granted by the Company, the schedule of repayment of principal and payment of interest has been stipulated and the repayments of principal amounts and receipts of interest are generally regular as per stipulation.

(d) There is no overdue amount for more than ninety days in case of loans granted by the Company.

(e) No loans granted by the Company which has fallen due during the year, has been renewed or extended or fresh loans granted to settle the overdues of existing loans given to same parties.

(f) The Company has granted loans repayable on demand to its related party as defined in clause (76) of section 2 of the Companies Act, 2013 aggregating to INR 1,122 million and the percentage to the total loan granted during the year is 0.28%. The Company has not granted advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment to its promoters or its related parties as defined in clause (76) of section 2 of the Companies Act, 2013.

4. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has complied with the provisions of Section 186 of the Companies Act, 2013 in respect of loans granted and investments made. The Company has not provided any loans to directors covered under section 185, guarantees or security to parties covered under section 185 and 186 of the Companies Act, 2013.

5. The Company has not accepted any deposits from the public as per the directives issued by Reserve Bank of India and the provisions of sections 73 to 76 or any other applicable provisions of the Act and the rules framed there under. Hence, reporting under clause 3 (v) of the Order is not applicable.

6. The Central Government has not prescribed the maintenance of cost records under section 148 (1) of the Companies Act, 2013 for any of the services rendered by the Company. Hence, reporting under clause 3 (vi) of the Order is not applicable.

7. (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company is generally regular in depositing undisputed statutory dues, including Goods and Services Tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues applicable to it with the appropriate authorities during the year.

There are no undisputed dues which have remained outstanding as at the end of the financial year, for period of more than six months from the date they became payable.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no statutory dues of Goods and Services Tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues applicable to it which have not been deposited on account of any disputes except the following –

Name of the Statute	**Nature of the Dues**	**Amount (INR in million)**	**Period to which the amount relates to**	**Forum where dispute is pending**
Income Tax Act, 1961	Income Tax Demand	5	AY 2017-18	CIT (Appeals)
Income Tax Act, 1961	Income Tax Demand	6	AY 2018-19	CIT (Appeals)
Income Tax Act, 1961	Income Tax Demand	87	AY 2020-21	Assessing Officer
Income Tax Act, 1961	Income Tax Demand	5	AY 2022-23	Assessing Officer

Goods and Service Tax Act	Goods and Service Tax Demand	30	AY 2018-19	Goods and Services Tax Appellate Tribunal (GSTAT)
Goods and Service Tax Act	Goods and Service Tax Demand	26	AY 2019-20	Goods and Services Tax Appellate Tribunal (GSTAT)
Goods and Service Tax Act	Goods and Service Tax Demand	1	AY 2020-21	Goods and Services Tax Appellate Tribunal (GSTAT)

8. According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).
9. (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not defaulted in repayment of loans or other borrowings or in payment of interest thereon to any lenders during the year.
   (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been declared a wilful defaulter by any bank or financial institution or government or any government authority.
   (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not taken any term loans and hence, reporting under clause 3 (ix)(c) of the Order is not applicable.
   (d) According to the information and explanations given to us and on an overall examination of the financial statements of the Company, no funds raised on short-term basis have been used for long-term purposes during the year 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, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries during the year. The Company does not have any associates or joint ventures.
   (f) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not raised any loans during the year on pledge of securities held in subsidiaries, joint ventures or associate companies and hence reporting on clause 3 (ix)(f) of the Order is not applicable.
10. (a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) and hence reporting under clause 3 (x)(a) of the Order is not applicable to the Company.
    (b) During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting on clause 3 (x)(b) of the Order is not applicable.
11. (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, no fraud by the Company or no material fraud on the Company has been noticed or reported during the year.
    (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, no report under sub-section (12) of section 143 of the Companies Act, 2013 has been filed in form ADT-4 as prescribed under rule 13 of the Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of the audit report.
    (c) We have taken into consideration the whistle-blower complaints received by the Company during the year while determining the nature, timing and extent of audit procedures.
12. The Company is not a Nidhi Company and hence reporting under clause 3 (xii) of the Order is not applicable to the Company.
13. In our opinion and according to the information and explanations given to us, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 with respect to applicable transactions with the

related parties and the details of related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.

14. (a) In our opinion and based on our examination of the records of the Company, the Company has an adequate internal audit system commensurate with the size and nature of business.

    (b) Internal audit is carried out for key areas on a cyclical basis. All the internal audit reports provided by the management have been considered by us.

15. In our opinion and according to the information and explanations given to us, during the year, the Company has not entered into any non-cash transactions with its directors or persons connected with its directors and hence provisions of Section 192 of the Companies Act, 2013 is not applicable to the Company.

16. (a) The provisions of Section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934) is not applicable to the Company. Hence reporting under clause 3 (xvi)(a), (b) and (c) of the Order is not applicable.

    (b) The Company has not conducted any Non-Banking Financial or Housing Financial activities without obtaining a valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934.

    (c) The Company is not a Core Investment Company as defined in the regulations made by Reserve Bank of India. Hence reporting under clause 3 (xvi) (c) of the Order is not applicable.

    (d) According to the information and explanation given to us by the management, the Group has two core investment companies which is not required to be registered with the Reserve Bank of India.

17. The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.

18. There has been no resignation of statutory auditors of the Company during the year.

19. According to the information and explanation given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that 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.

20 (a) There are no unspent amounts towards Corporate Social Responsibility (CSR) on other than ongoing projects, requiring a transfer to a Fund specified in Schedule VII to the Companies Act in compliance with second proviso to sub-section (5) of Section 135 of the said Act. Hence, reporting under clause 3(xx)(a) of the Order is not applicable for the year.

   (b) There are no amount remaining unspent on ongoing projects by the Company, hence, reporting under clause 3 (xx) (b) of the Order is not applicable.

For KALYANIWALLA & MISTRY LLP

Chartered Accountants

Firm Registration No: 104607W / W100166

Sd/-
Roshni R. Marfatia

Partner

Membership No: 106548

UDIN: 24106548BKCSUE7183

Place: Mumbai

Date: May 23, 2024

Annexure 'B' to the Independent Auditor's Report

The Annexure referred to in Para 2 (f) under 'Report on Other Legal and Regulatory Requirements' of our Independent Auditors' Report to the members of the Company on the standalone financial statements for the year ended March 31, 2024:

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

We have audited the internal financial controls with reference to financial statements of **SHAREKHAN LIMITED** ("the Company") as at March 31, 2024 in conjunction with our audit of the standalone Ind AS financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Board of Directors of the Company is responsible for establishing and maintaining internal financial controls based on the internal control with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

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

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

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

Meaning of Internal Financial Controls with reference to financial statements

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

Because of the inherent limitations of internal financial controls with reference to 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 financial statements to future periods are subject to the risk that the internal financial control with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of out information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at March 31, 2024, based on the internal control with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

For KALYANIWALLA & MISTRY LLP

Chartered Accountants

Firm Registration No: 104607W / W100166

Sd/-
Roshni R. Marfatia

Partner

Membership No: 106548

UDIN: 24106548BKCSUE7183

Place: Mumbai

Date: May 23, 2024

SHAREKHAN LIMITED

STANDALONE BALANCE SHEET AS AT 31 MARCH 2024

(Currency: ₹ in million)

Particulars	Note No.	As at 31.03.2024	As at 31.03.2023
ASSETS			
Financial Assets			
Cash and cash equivalents	3.01	829	1,078
Bank Balance other than cash and cash equivalents	3.02	49,225	32,599
Receivables			
(i)Trade Receivables	3.03	2,753	1,229
(ii)Other Receivables	3.04	1,152	1,095
Loans	3.05	14,473	9,888
Investments	3.06	1,207	5,290
Other Financial assets	3.07	692	192
Asset held for sale	27	4,186	-
Non-financial Assets			
Current tax assets (Net of provision for tax)		146	126
Deferred tax assets (net)	3.32	322	307
Property, Plant and Equipment	3.08	739	782
Capital work-in-progress	3.09(a)	17	9
Intangible asset under development	3.09(b)	1	1
Other intangible assets	3.10	19	29
Right-of-use assets	3.11	606	602
Other non-financial assets	3.12	229	271
Total Assets		**76,596**	**53,498**
LIABILITIES AND EQUITY			
LIABILITIES			
Financial Liabilities			
Payables	3.13		
Trade Payables			
(i) total outstanding dues of micro enterprises and small enterprises		14	30
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises		27,290	18,627
Other Payables			
(i) total outstanding dues of micro enterprises and small enterprises		-	-
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises		16	-
Borrowing (Debt securities)		-	
Borrowing (Other than Debt securities)	3.14	28,472	16,642
Lease liabilities	3.15	675	659
Other financial liabilities	3.16	345	363
		56,812	**36,321**
Non-financial liabilities			
Current tax liabilities (Net of advance tax)		82	72
Provisions	3.17	483	457
Other non-financial liabilities	3.18	582	423
		1,147	**952**
EQUITY			
Equity share capital	3.19	587	587
Other equity	3.20	18,050	15,638
Total equity		**18,637**	**16,225**
Total Liabilities and Equity		**76,596**	**53,498**

The accompanying notes are an integral part of the standalone financial statements - 1 to 29

For Kalyaniwalla & Mistry LLP
Chartered Accountants
Firm Registration No. : 104607W / W100166

Sd/-

Roshni R. Marfatia
Partner
Membership no. : 106548

Mumbai
Date : 23 May 2024

For and on behalf of the Board of directors of
Sharekhan Limited
CIN: U99999MH1995PLC087498

Sd/-

Jaideep Arora
CEO & Whole Time Director
DIN: 00056252

Sd/-

Stefan Groening
Whole Time Director
DIN: 07657587

Sd/-

Sumeet Chugh
Chief Financial Officer

Sd/-

Vijay Sakali
Company Secretary
FCS No: 11793

Mumbai
Date : 23 May 2024

SHAREKHAN LIMITED

STANDALONE STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31 MARCH, 2024

(Currency: ₹ in million)

Particulars	Note No.	Year Ended 31.03.2024	Year Ended 31.03.2023
Revenue from operations			
Interest Income	3.21	4,470	2,994
Dividend Income	3.22	133	255
Fee and Commission Income	3.23	10,439	8,168
Net gain on fair value changes	3.24	27	91
Total Revenue from operations		**15,069**	**11,508**
Other Income	3.25	45	32
Total Income		**15,114**	**11,540**
Expenses			
Finance Cost	3.26	2,139	1,077
Fee and Commission Expenses	3.27	3,050	2,163
Impairment of financial instruments	3.28	(34)	28
Employee Benefits Expenses	3.29	3,068	2,594
Depreciation, amortization and impairment	3.30	434	412
Other Expenses	3.31	3,249	3,014
Total Expenses		**11,906**	**9,288**
Profit Before Tax		3,208	2,252
Tax Expense:	3.32		
(1) Current Tax		796	510
(2) Prior year income tax		7	27
(3) Deferred Tax		(13)	6
		790	**543**
Profit After Tax	A	**2,418**	**1,709**
Other Comprehensive Income			
(A) (i) Items that will not be reclassified to profit or loss :			
- Remeasurement gain / (loss) on defined benefit plans		(8)	8
(ii) Income tax relating to items that will not be reclassified to profit or loss		2	(2)
Other Comprehensive Income	B	**(6)**	**6**
Total Comprehensive Income for the year	(A + B)	**2,412**	**1,715**
Earnings per equity share	4		
Basic and Diluted (₹)		**41.18**	29.10

The accompanying notes are an integral part of the standalone financial statements - 1 to 29

For Kalyaniwalla & Mistry LLP
Chartered Accountants
Firm Registration No. : 104607W / W100166

For and on behalf of the Board of directors of
Sharekhan Limited
CIN: U99999MH1995PLC087498

Sd/-
Roshni R. Marfatia
Partner
Membership no. : 106548

Sd/-
Jaideep Arora
CEO & Whole Time Director
DIN: 00056252

Sd/-
Stefan Groening
Whole Time Director
DIN: 07657587

Sd/-
Sumeet Chugh
Chief Financial Officer

Sd/-
Vijay Sakali
Company Secretary
FCS No: 11793

Mumbai
Date : 23 May 2024

Mumbai
Date : 23 May 2024

SHAREKHAN LIMITED
Registered Office: The Ruby, 18th Floor, 29, Senapati Bapat Marg, Dadar (West), Mumbai - 400028
Tel: 022-67502000 Fax: 022-24327343; E-mail: - companysecretarial@sharekhan.com;
website: www.sharekhan.com, CIN: - U99999MH1995PLC087498

STANDALONE CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MARCH, 2024

(Currency: ₹ in million)

	31.03.2024	31.03.2023
Cash flows from operating activities		
Net profit before taxation	3,208	2,252
Adjustment for :		
Depreciation on property, plant and equipment and intangible assets	235	232
Depreciation on right of use asset	199	180
Net gain on fair value changes	(27)	(91)
Exchange differences on translation of foreign currency cash and cash equivalents *	-	-
Dividend income	(133)	(255)
Interest expense on borrowings	1,933	931
Interest on lease liabilities	57	46
Provision for litigation	28	-
Provision for doubtful deposits	8	-
Provision of expected credit loss	(45)	28
Net loss on sale of property, plant and equipment	1	14
Operating cash flow before working capital changes	**5,464**	**3,337**
Changes in working capital:		
Adjustments for		
(Increase)/Decrease in Trade receivables and other receivables	(1,526)	1,044
(Increase) in Deposits kept as margin money and placed with exchange	(16,626)	(6,009)
(Increase) in Loans	(4,495)	(686)
(Increase) /Decrease in Other financial assets	(508)	4
Decrease /(Increase)in Other non-financial assets	48	(65)
Increase/(Decrease) in Trade and other payables	8,663	(3,838)
(Decrease) in Other financial liabilities	(18)	(578)
Increase/(Decrease) in Other non-financial liabilities	160	(58)
(Decrease) in Provisions	(10)	(13)
Cash generated (used in) operations	**(8,848)**	**(6,862)**
Income tax paid	(813)	(570)
Net cash flow (used in) operating activities (A)	**(9,661)**	**(7,432)**
Cash flow from investing activities		
Purchase of Property, Plant and Equipment	(183)	(287)
Purchase of Intangibles	(17)	(4)
Proceeds from sale of Property, Plant and Equipment	1	9
Proceeds from sale of intangibles	-	-
Purchase of investments	(5,800)	(24,060)
Proceeds on redemption of investments	5,824	26,208
Investment in subsidiary	(100)	(430)
Dividend income	133	255
Loan given to subsidiary company	(1,122)	(1,290)
Loan repaid by subsidiary company	1,023	1,218
Net cash flow (used in) investing activities (B)	**(241)**	**1,619**
Cash flow from financing activities		
Loan taken from subsidiary company	-	9,900
Loan repaid to subsidiary company	-	(9,909)
Issue NCD	500	-
Redemption of NCD	(500)	-
Dividend paid	-	(500)
Proceeds from commercial paper	47,250	53,070
Repayment of commercial paper	(41,196)	(47,238)
Proceeds from working capital demand loan	11,720	1,100
Repayment of working capital demand loan	(6,322)	(1,550)
Proceeds from bank overdraft	350	-
Interest paid on borrowings	(1,906)	(931)
Rent payment towards lease liabilities	(186)	(180)
Interest on lease liability	(57)	(46)
Net cash flow genearated from financing activities (C)	**9,653**	**3,716**
Effect of exchange differences on translation of foreign currency cash and cash equivalents * (D)	-	-

SHAREKHAN LIMITED
Registered Office: The Ruby, 18th Floor, 29, Senapati Bapat Marg, Dadar (West), Mumbai - 400028
Tel: 022-67502000 Fax: 022-24327343; E-mail: - companysecretarial@sharekhan.com;
website: www.sharekhan.com, CIN: - U99999MH1995PLC087498

STANDALONE CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MARCH, 2024

Net increase in cash and cash equivalents (A+B+C+D)	**(249)**	**(2,097)**
Cash and cash equivalents at the beginning of the year	1,078	3,175
Cash and cash equivalents at the end of the year	**829**	**1,078**

* Amount disclosed as '-' on account of rounding off to million.

Notes:

1) Cash and cash equivalents comprises of:

Cash in hand	2	3
Balances with banks in current account	827	6,796
	829	**6,799**

2) The above statement of cash flow has been prepared under the 'Indirect Method' as set out in Ind AS 7 - 'Statement of Cash Flows'.

3) Since the Company is engaged in stock broking services, interest income have been considered as part of 'Cash flow from operating activities'.

4) Direct taxes paid is treated as arising from operating activities and is not bifurcated between investing and financing activities.

For Kalyaniwalla & Mistry LLP
Chartered Accountants
Firm Registration No. : 104607W / W100166

For and on behalf of the Board of directors of
Sharekhan Limited
CIN: U99999MH1995PLC087498

Sd/-
Roshni R. Marfatia
Partner
Membership no. : 106548

Sd/-
Jaideep Arora
CEO & Whole Time Director
DIN: 00056252

Sd/-
Stefan Groening
Whole Time Director
DIN: 07657587

Sd/-
Sumeet Chugh
Chief Financial Officer

Sd/-
Vijay Sakali
Company Secretary
FCS No: 11793

Mumbai
Date : 23 May 2024

Mumbai
Date : 23 May 2024

SHAREKHAN LIMITED

STANDALONE STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 March 2024

(Currency: ₹ in million)

A. Share Capital (Refer Note 3.19)

	Equity Share Capital	
	Number	**Balance**
Balance as at 1st April 2022	5,87,46,178	587
Changes in equity share capital during the year	-	-
Balance as at 31st March 2023	**5,87,46,178**	**587**
Issue of share capital during the year	-	-
Balance as at 31st March 2024	**5,87,46,178**	**587**

B. Other Equity (Refer Note 3.20)

	Reserves and Surplus			Other Comprehensive Income	Total
	Securities premium	**Capital redemption reserve**	**Retained Earnings**		
Balance as at April 1, 2022	**4,093**	**30**	**10,300**	-	**14,423**
Profit for the year	-	-	1,709	-	1,709
Dividend paid	-	-	(500)	-	(500)
Other Comprehensive Income for the year	-	-	6	-	6
Balance as at March 31, 2023	**4,093**	**30**	**11,515**	**-**	**15,638**
Profit for the year	-	-	2,418	-	2,418
Dividend Paid	-	-	-	-	-
Other Comprehensive Income for the year	-	-	(6)	-	(6)
Balance as at March 31, 2024	**4,093**	**30**	**13,927**	**-**	**18,050**

The accompanying notes are an integral part of the standalone financial statements - 1 to 29

As per our report attached
For KALYANIWALLA & MISTRY LLP
Chartered Accountants
Registration No.: 104607W / W100166

Sd/-
Roshni R. Marfatia
Partner
Membership No.:106548

Mumbai
Date : 23 May 2024

For and on behalf of the Board of directors of
Sharekhan Limited
CIN: U99999MH1995PLC087498

Sd/-
Jaideep Arora
CEO & Whole Time Director
DIN: 00056252

Sd/-
Stefan Groening
Whole Time Director
DIN: 07657587

Sd/-
Sumeet Chugh
Chief Financial Officer

Sd/-
Vijay Sakali
Company Secretary
FCS No: 11793

Mumbai
Date : 23 May 2024

1) Background

Sharekhan Limited ('the Company') is a public limited company incorporated under the provisions of the Companies Act, 1956 and is domiciled in India. The Company's registered office is at The Ruby, 18th Floor, 29 Senapati Bapat Marg, Dadar West, Mumbai, 400 028. The Company provides research based stock and commodity broking services predominantly to non-institutional investors, distributes Mutual funds, renders depository services & portfolio management services. The Company is subsidiary of BNP Paribas SA.

2) Basis of Preparation & Material Accounting Policies

2.01 Basis of Preparation

a) Statement of compliance

The standalone financial statements of the Company have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') prescribed under section 133 of the Companies Act, 2013 ('Act') read with of the Companies (Indian Accounting Standards) Rules,2015 as amended and other relevant provisions of the Act. The accounting policies have been applied consistently to all the periods presented in these Standalone financial statements.

b) Basis of preparation and presentation of Standalone Financial Statements

The standalone financial statements have been prepared on a historical cost basis, except certain financial assets and liabilities that are measured at fair value.

The standalone financial statements are presented in INR / ₹ and all values are rounded to the nearest million, except when otherwise indicated.

The Company presents its balance sheet in order of liquidity. An analysis regarding recovery or settlement within 12 months after the reporting date (current) and more than 12 months after the reporting date (non–current) is presented in note 11.

c) Use of accounting judgements, estimates and assumptions

The preparation of standalone financial statements in conformity with Ind AS requires management of the Company to make judgments, estimates and assumptions. These judgments, estimates and assumptions affect the reported amounts of assets and liabilities, the disclosures including disclosures of contingent liabilities as at the date of the standalone financial statements and the reported amounts of revenues and expenses during the period. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in future periods which are affected.

Information about significant areas of estimation uncertainty and critical judgments in applying accounting policies that have the most significant effect to the carrying amounts of assets and liabilities within the next financial year are:

(i) Fair value measurements

When the fair value of financial assets or financial liabilities recorded or disclosed in the standalone financial statements cannot be measured at the quoted price in the active markets, their fair value is measured using the valuation techniques that include the use of valuation models. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgment is required in establishing fair values, judgments includes consideration of inputs such as liquidity risk , credit risk and volatility.

(ii) Provisions, liabilities and contingencies

Provisions and liabilities are recognized in the period when it becomes probable that there will be a future outflow of funds resulting from past operations or events that can reasonably be estimated. The timing of recognition requires application of judgments to existing facts and circumstances which may be subject to change. The amounts are determined by discounting the expected future cash flows at a pre – tax rate that reflects current market assessments of the time value of money and the risks specific to the liability.

In the normal course of business, contingent liabilities may arise from litigation and other claims against the Company. Potential liabilities that are possible to quantify reliably are treated as contingent liabilities. Such liabilities are disclosed in the notes but are not recognized.

2.01 Basis of Preparation (continued)

c) Significant accounting judgements, estimates and assumptions *(Continued)*

(iii) Recognition and Measurement of defined benefit obligation

The obligation arising from defined benefit plans is determined on the basis of actuarial assumptions. Key actuarial assumptions include discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

(iv) Impairment of financial assets

The measurement of impairment losses across all categories of financial assets requires judgement, in particular, the estimation of the amount and timing of future cash flows and collateral values when determining impairment losses and the assessment of a significant increase in credit risk. These estimates are driven by a number of factors, changes in which can result in different levels of allowances.

d) Recent accounting pronouncements

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended March 31, 2024, MCA has not notified any new standards or amendments to the existing standards applicable to the Company.

2.02 Material Accounting Policies

a) Revenue recognition
Recognition of income

Revenue (other than for those items to which Ind AS 109 Financial Instruments are applicable) is measured at fair value of the consideration received or receivable. Ind AS 115 Revenue from contracts with customers outlines a single comprehensive model of accounting for revenue arising from contracts with customers and supersedes current revenue recognition guidance found within Ind ASs.

The Company recognises revenue from contracts with customers based on a five step model as set out in Ind AS 115:

Step 1 : Identify contract(s) with a customer: A contract is defined as an agreement between two or more parties that creates enforceable rights and obligations and sets out the criteria for every contract that must be met.

Step 2 : Identify performance obligations in the contract: A performance obligation is a promise in a contract with a customer to transfer a good or service to the customer.

Step 3 : Determine the transaction price: The transaction price is the amount of consideration to which the Company expects to be entitled in exchange for transferring promised goods or services to a customer, excluding amounts collected on behalf of third parties.

Step 4 : Allocate the transaction price to the performance obligations in the contract: For a contract that has more than one performance obligation, the Company allocates the transaction price to each performance obligation in an amount that depicts the amount of consideration to which the Company expects to be entitled in exchange for satisfying each performance obligation.

Step 5 : Recognise revenue when (or as) the Company satisfies a performance obligation.

i Interest income

Under Ind AS 109 interest income is recorded using the effective interest rate (EIR) method for all financial instruments measured at amortised cost. The EIR is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset or, when appropriate, a shorter period, to the net carrying amount of the financial asset.

The internal rate of return on financial assets after netting off the fees received approximates the effective interest rate method of return for the financial assets.

ii Fees & Commission income

1 Broking fees income

Brokerage is recognised at point in time as per contracted rates on the excution of the transaction in Exchanges on behalf of clients on trade dates. Brokerage is net of Goods & Service tax (GST).

2 Depository income

Depository income (net of GST) pertains to income from depository services rendered by the Company and is recognised after ascertaining recoverability of the same.

3 Portfolio management fee

Portfolio management fee (net of GST) is recognised on an accrual basis in accordance with the terms of contract between the Company and Portfolio Management Scheme (PMS) clients. Fees which are based on the performance of the respective portfolios are recognised on completion of the performance period at point in time.

4 Income from Initial Public Offer (IPO) / Mutual Fund (MF) services

Service income (net of GST), viz distribution of Initial Public Offer (IPO) and Mutual Fund is recognised on accrual basis as and when services are performed at point in time.

b) Foreign currency transactions and translation

The management of the Company has determined Indian Rupee ("INR") as the functional currency of the Company. In preparing the standalone financial statements, transactions in currencies other than the entity's functional currency are recorded at the rates of exchange prevailing on the date of the transaction. At the end of each reporting period, monetary items denominated in foreign currencies are re-translated at the rates prevailing at the end of the reporting period. Non-monetary items carried at fair value that are denominated in foreign currencies are re-translated at the rates prevailing on the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not translated.

Exchange differences arising on the translations/settlement of monetary items in foreign currency are recognised in the Standalone Statement of Profit and Loss.

c) Taxation

Income tax expense comprises both current and deferred tax. Current and deferred taxes are recognised in the standalone statement of profit and loss.

Current Tax

Current tax assets and liabilities for the current and prior years are measured at the amount expected to be recovered from, or paid to, the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted, or substantively enacted, by the reporting date in the countries where the Company operates and generates taxable income.
Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred tax

Deferred tax assets and liabilities are recognised on temporary differences arising between the tax base of assets and liabilities and their carrying amounts in the standalone financial statements.

Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are recognised to the extent it is probable that taxable profit will be available against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilised.

The carrying amount of deferred tax assets is reviewed at the end of each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the deferred tax asset to be utilised.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

2.02 Material Accounting Policies *(Continued)*

d) Financial Instruments

i) Classification

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

Financial assets, other than equity, are classified into finanical assets at fair value through other comprehensive income (FVOCI) or fair value through profit and loss account (FVTPL) or at amortised cost. Financial assets that are equity instruments are classified as FVTPL or FVOCI. Financial liabilities are classifed as amortised cost category and FVTPL.

ii) Business Model assessment and Solely payments of principal and interest (SPPI) test:

Classification and measurement of financial assets depends on the business model and results of SPPI test. The Company determines the business model at a level that reflects how groups of financial assets are managed together to achieve a particular business objective. As a second step of its classification process the Company assesses the contractual terms of financial to identify whether they meet the SPPI test. Based on the above, financial assets are either classified as:

1. Amortised cost,
2. Fair value through other comprehensive income and
3. Fair value through profit and loss.

iii) Initial recognition:

The classification of financial instruments at initial recognition depends on their contractual terms and the business model for managing the instruments.

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 FVTPL) 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 FVTPL are recognised immediately in statement of profit and loss.

Financial assets and financial liabilities are initially recognised on the trade date i.e. the date when a Company becomes party to the contractual provisions of the instruments. At initial recognition, the Company measures trade receivables at their transaction price if the trade receivables do not contain a significant financing component.

iv) Subsequent measurement:

Financial assets at amortised cost:

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

The company measures bank balances, loans, trade receivables and financial investments at amortised cost.

Fair value through Profit and loss account:

Financial assets are measured at FVTPL unless it is measured at amortised cost or at FVOCI on initial recognition. The transaction costs directly attributable to the acquisition of financial assets at fair value through profit or loss are immediately recognised in profit or loss.

v) Financial Liabilities and equity instruments:

Classification as debt or equity

Financial liabilities and equity instruments issued by the Company are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of the Company after deducting all of its liabilities. Equity instruments are recorded at the proceeds received, net of direct issue costs.

Financial Liabilities

Trade and other payables are initially measured at fair value, net of transaction costs, and These are subsequently measured at amortised cost using effective interest rate method where the time value of money is significant. For trade and other payables maturing within one year from the Balance Sheet date, the carrying amounts approximate the fair value due to the short maturity of these instruments.

2.02 Material Accounting Policies *(Continued)*

d) Financial Instruments *(Continued)*

vi) Reclassification of Financial assets and Financial liabilities:

The Company does not re-classify its financial assets subsequent to their initial recognition, apart from the exceptional circumstances when the Company changes its business model for managing such financial assets. The Company does not re-classify its financial liabilities.

vii) Impairment of financial assets:

The Company recognises loss allowances using the Expected Credit Loss (ECL) model for the financial assets which are at amortised cost. Expected credit losses are measured at an amount equal to the 12-month ECL, unless there has been a significant increase in credit risk or the assets have become credit impaired from initial recognition in which case, those are measured at lifetime ECL. The amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date is recognised as an impairment gain or loss in the Statement of Profit and Loss.

Trade receivables:

The Company follows the 'Simplified approach' for recognition of impairment loss allowance on trade receivables. The Company recognises impairment loss allowance based on lifetime expected credit losses('ECL') on all credit impaired trade receivables at each reporting date. For trade receivables which are not credit impaired, impairment loss allowance are recognised based on management's best estimate of default rates at each reporting date.

Collateral valuation

To mitigate credit risks on Financial assets, the Company seeks to use collateral where possible. The collateral comes in form of cash & securities. Collaterals unless repossessed are not recorded on the Company's Balance Sheet. However, the fair value of the collateral affects the calculation of ECL. Collateral relating to margin requirements is valued daily. The Company uses active market data for valuing the securities held as collateral.

Loans to Customers and other financial assets

The Company recognizes impairment allowances using Expected Credit Losses method on all the financial assets that are not measured at FVTPL.

The Company has established a policy for the purpose of ECL calculation under Ind AS 109 and loans are classified in 3 stages (mentioned below) based on change in credit risk of the loan from the initiation of the loan. Depending on the stage at which a loan or a group of loans are classified, level of ECL provision and method of calculation of ECL differs as stated in the policy.

Stage 1 is where credit risk has not increased significantly since initial recognition. For financial assets in stage 1, the Company recognises 12 month expected credit loss as ECL provision and recognizes interest income on a gross basis – this means that interest will be calculated on the gross carrying amount of the financial asset before adjusting for ECL provision.

Stage 2 is where credit risk has increased significantly since initial recognition. When a loan transfers to stage 2 the Company recognises lifetime expected credit loss on such loans/group of loans at the same time interest income will continue to be recognised on a gross basis.

Stage 3 is where the financial asset is credit impaired. This is effectively the point at which there has been expected credit loss event under Ind AS 109. For financial assets in stage 3, the Company will recognise lifetime expected credit loss at loan level.

Financial assets are written off / fully provided for when there is no reasonable of recovering a financial assets in its entirety or a portion thereof.

However, financial assets that are written off could still be subject to enforcement activities under the Company's recovery procedures, taking into account legal advice where appropriate. Any recoveries made are recognised in the Statement of Profit and Loss.

viii) Derecognition of Financial assets and Financial liabilities:

The Company derecognizes a financial asset only when the contractual rights to the cash flows from the asset expires or it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity.

A financial liability is derecognised when, and only when, the obligation under the liability is discharged, cancelled or expired.

2.02 Material Accounting Policies *(Continued)*

e) Cash and cash equivalents :

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value.

f) Property, Plant and Equipment

Property, plant and equipment are stated at cost of acquisition less accumulated depreciation and accumulated impairment loss, if any. Cost includes all expenses incidental to the acquisition of the property, plant and equipment and any attributable cost of bringing the asset to its working condition for its intended use. Subsequent costs are capitalised only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. All other repair and maintenance costs are recognized in statement of profit and loss as incurred.

Capital work in progress and Capital advances

Cost of assets not ready for intended use, as on the Balance Sheet date, is shown as capital work in progress. Advances given towards acquisition of property, plant and equipment outstanding at each Balance Sheet date are disclosed in Other Non-Financial Assets.

Depreciation of property, plant and equipment

Depreciation on property, plant and equipment, other than premises and leasehold improvements, is provided on a straight line method based on estimated useful life. Premises are depreciated over its estimated useful life on a straight line basis. Leasehold improvements are amortised over the primary period of lease on a straight line basis or useful life whichever is less.

As per the requirement of the Act, the Company has evaluated the useful lives of its property, plant and equipment and has computed depreciation according to the provisions of Schedule II of the Act. The useful life of the following assets are as follows :

Tangible assets	**As per Companies Act**
Furniture and fixtures	10 years
Vehicles	10 Years
Office equipments	5 Years
Electric fittings and generator	10 Years
Computer hardware	3 - 6 Years

Further as disclosed in the table below, the estimated useful life of certain property, plant and equipment of the Company is different from useful life prescribed in Schedule II of the Act.

Nature of property, plant and equipment	**Management Estimate of Useful Life (in years)**	**Useful life as per the limits prescribed in Schedule II of the Act (in years)**
Office Premises	20	60
Air Conditioners	10	15

For these class of assets, based on internal technical assessment, the management believes that the useful lives as given above best represent the period over which management expects to use these assets. Hence the useful lives for these assets is different from the useful lives as prescribed under Part C of Schedule II of the Act.

Assets individually costing INR 5,000/- or less are fully depreciated in the year of purchase or acquisition.

Depreciation in respect of leasehold improvements is provided on straight-line method over a period of 10 years since the management is reasonably certain of renewal of lease terms.

The Company provides pro-rata depreciation from the date the asset is ready for its intended use and in respect of assets sold, depreciation is provided upto the date of disposal.

The residual values, estimated useful lives and method of depreciation of property, plant and equipment are reviewed at end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

2.02 Material Accounting Policies *(Continued)*

f) Property, Plant and Equipment (*Continued)*

Property, plant and equipment are derecognised on disposal or when no future economic benefits are expected to arise from its continuous use. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is recognised in other income / expense in the statement of profit and loss in the year the asset is derecognised. The date of disposal of an item of property, plant and equipment is the date the recipient obtains control of that item in accordance with the requirements for determining when a performance obligation is satisfied in Ind AS 115.

g) Intangible Assets:

Intangible assets are carried at cost less accumulated amortisation.

Capital work in progress and Capital advances

Cost of assets not ready for intended use, as on the Balance Sheet date, is shown as capital work in progress. Advances given towards acquisition of intangible assets outstanding at each Balance Sheet date are disclosed in Other Non-Financial Assets.

Amortisation of intangible assets

Intangible assets are amortized on a straight line basis over the useful life of the assets commencing from the year in which such assets are first ready for its intended use. The estimated useful life and amortization method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis.

Intangible assets are amortised as follows:
- Membership rights of the BSE Limited ('BSEL') over a period of 10 years;
- Computer software and web development cost over a period of 3 years;
- Goodwill and trademark over a period of 3 years;
- Non-compete fees over the agreement period subject to maximum of 3 years.

Intangible assets are derecognised on disposal or when no future economic benefits are expected to arise from its continuous use. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is recognised in other income / expense in the statement of profit and loss in the year the asset is derecognised. The date of disposal of an item of intangible asset is the date the recipient obtains control of that item in accordance with the requirements for determining when a performance obligation is satisfied in Ind AS 115.

h) Right of Use (ROU) and Lease Liability

As a lessee

The company recognises a right-of-use asset (ROU) and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date.

The right-of-use asset is subsequently depreciated using the straight-line method of the lease term. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain re-measurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the average borrowing rate at the commencement date of the lease for the estimated term of the obligation.

Lease payments included in the measurement of the lease liability comprise the amounts expected to be payable over the period of the lease. The lease liability is measured at amortised cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in an index or rate.

When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments have been classified as financing activity.

2.02 Material Accounting Policies *(Continued)*

i) Impairment of non - financial assets

The Company assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount.

Recoverable amount is the higher of fair value less costs of disposal and value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or Companys of assets. When the carrying amount of an asset exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators.

An impairment loss is recognised whenever the carrying amount of an asset exceeds its recoverable amount. The impairment loss, if any, is recognised in the statement of profit and loss in the period in which impairment takes place.
A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, however subject to the increased carrying amount not exceeding the carrying amount that would have been determined (net of amortisation or depreciation) had no impairment loss been recognised for the asset in prior accounting periods. A reversal of an impairment loss is recognised immediately in the statement of profit and loss.

j) Employee benefits

Defined contribution plans
(i)Provident fund

The Company contributes to a recognised provident fund and family pension fund which is a defined contribution scheme. The contributions are accounted for on an accrual basis and recognised in the statement of profit and loss. The eligible employees of the Company are entitled to receive post-employment benefits in respect of provident and family pension fund. The contributions made to state managed retirement benefit schemes are dealt with as payments to defined contribution schemes where the Company's obligations under the schemes are equivalent to those arising in a defined contribution retirement benefit scheme.

Defined Benefit Plan
(i) Gratuity

The Company's gratuity scheme is a defined benefit plan. The Company's net obligation in respect of the gratuity benefit is calculated by estimating the amount of future benefit that the employees have earned in return for their service in the current and prior periods, that benefit is discounted to determine its present value, and the fair value of plan assets, if any, is deducted from such determined present value.

The discount rate used for determining the present value is based on the Indian Government Securities yields prevailing as at the balance sheet date that have maturity date equivalent to the tenure of the obligation.

The cost of providing benefits under the defined benefit plan is determined using the projected unit credit method with actuarial valuations being carried out at the end of each annual reporting period.

All other expenses related to defined benefit plans is recognised in employee benefit expenses in statement of profit and loss. Remeasurements are not reclassified to profit or loss in subsequent periods.

When the benefits of the plan are changed, or when a plan is curtailed or settlement occurs, the portion of the changed benefit related to past service by employees, or the gain or loss on curtailment or settlement, is recognized immediately in the profit or loss account when the plan amendment or when a curtailment or settlement occurs.

(ii) Compensated absences

Compensated absences are recognised as a liability at the present value of the defined benefit obligation at the balance sheet date. The Company's liability towards compensated absences is determined on the basis of valuations, as at balance sheet date, carried out by an independent actuary using Projected Unit Credit Method. Actuarial gains and losses comprise experience adjustments and the effects of changes in actuarial assumptions and are recognised immediately in the statement of profit and loss.

2.02 Material Accounting Policies *(Continued)*

j) Employee benefits *(Continued)*

Other Short-term employee benefits

All employee benefits payable wholly within twelve months of rendering the service are classified as short-term employee benefits. The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees is recognised during the year.

Long term incentive plan (LTIP)

The company has launched 'Group Sustainability and Incentive Scheme' (GSIS), 'Contingent Sustainable and International Scheme' (CSIS) and 'Growth Technology Sustainability Scheme' (GTSS) for various future ending periods which is a defined benefit and is accrued based on an actuarial valuation at the balance sheet date carried out by an independent actuary.

k) Accounting for provisions, contingent liabilities and contingent assets

Provisions are recognised in the balance sheet when the Company has a present obligation (legal or constructive) as a result of a past event, which is expected to result in an outflow of resources embodying economic benefits which can be reliably estimated. Each provision is based on the best estimate of the expenditure required to settle the present obligation at the balance sheet date. Where the time value of money is material, the amount of a provision shall be the present value of the expenditures expected to be required to settle the obligation.

Provisions shall be reviewed at the end of each reporting period and adjusted to reflect the current best estimate. If it is no longer probable that an outflow of resources embodying economic benefits will be required to settle the obligation, the provision shall be reversed.

Contingent liabilities are not recognised in the standalone financial statements. Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made.

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity. The Company does not recognise contingent asset.

l) Earnings per share

The basic earnings per share is computed by dividing the net profit attributable to the equity shareholders by weighted average number of equity shares outstanding during the reporting period.

Diluted earnings per equity share is computed by dividing the net profit attributable to the equity holders of the Company by the weighted average number of equity shares considered for deriving basic earnings per equity share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. In computing diluted earnings per share, only potential equity shares that are dilutive are included.

m) Borrowing cost

All borrowing cost are expensed in the period when they occur. Borrowing cost consists of interest and other cost that an entity incurs in connection with the borrowing of the funds.

n) Segment Report

Based on the ‘management approach’ as defined in Ind AS 108, the Chief Operating Decision Maker (CODM) evaluates the Company’s performance and allocates resources based on an analysis of various performance indicators by business segments and geographic segments. The accounting principles used in the preparation of the standalone financial statements are consistently applied to record revenue and expenditure in individual segments, and are as set out in the significant accounting policies.

The Company's business segment is "brokerage activities in the secondary market on behalf of clients, services rendered as a depository participant, services for primary market subscriptions on behalf of clients, distribution of third party product and includes income incidental and consequential to such activities" and it has no other primary reportable segments. Accordingly, the segment revenue, segment results, total carrying amount of segment assets and segment liabilities, total cost incurred to acquire segment assets and total amount of charge for depreciation during the year, is as reflected in the Standalone Financial Statements as of and for the year ended March 31, 2024. The Company caters to the needs of only domestic market and hence there are no reportable geographical segments”.

(Currency: ₹ in million)

3.01 Cash and cash equivalents

	As at 31.03.2024	As at 31.03.2023
Cash on hand	2	3
Balances with Banks		
- in current accounts	827	1,075
Total	**829**	**1,078**

3.02 Bank Balance other than cash and cash equivalents

	As at 31.03.2024	As at 31.03.2023
Deposits with banks (Refer Note (a) below)	48,420	32,187
Interest receivable on bank deposits	805	412
Total	**49,225**	**32,599**
(a) Deposits with bank includes the following:		
- Fixed deposit on margin money for availing overdraft facilities and guarantees issued by banks;	8,557	10,270
- Fixed Deposit placed with exchanges towards capital adequacy and membership fees;	39,863	21,917

3.03 Trade receivables

	As at 31.03.2024	As at 31.03.2023
Receivables considered good- Secured*	2,599	1,110
Receivables considered good- Unsecured	160	137
Receivables which have significant increase in credit risk	-	-
Receivables- credit impaired	236	278
	2,995	1,525
Less: Allowance for impairment loss	242	296
Total	**2,753**	**1,229**

* secured against securities given as collateral by the customers

(Currency: ₹ in million)

3.03 Trade receivables *(Continued)*

Trade receivables Ageing Schedule:-
For the year ended 31 March 2024

Particulars	Outstanding for following periods from due date of payment						Loss Allowance	Total
	Not due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years		
(i) Undisputed Trade receivables – considered good	73	2,675	4	3	*	4	(6)	2,753
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-	-
(iii)Undisputed Trade Receivables – credit impaired	-	-	8	16	4	208	(236)	-
(iv)Disputed Trade Receivables –considered good	-	-	-	-	-	-	-	-
(v)Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-	-
(vi)Disputed Trade Receivables – credit impaired	-	-	-	-	-	-	-	-

For the year ended 31 March 2023

Particulars	Outstanding for following periods from due date of payment						Loss Allowance	Total
	Not due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years		
(i) Undisputed Trade receivables – considered good	51	1,140	28	21	-	7	(18)	1,229
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-	-
(iii)Undisputed Trade Receivables – credit impaired	-	-	33	15	32	198	(278)	-
(iv)Disputed Trade Receivables –considered good	-	-	-	-	-	-	-	-
(v)Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-	-
(vi)Disputed Trade Receivables – credit impaired	-	-	-	-	-	-	-	-

Notes:

(a) No trade receivable are due from directors or other officers of the company either severally or jointly with any other person. Nor any trade receivable are due from firms including limited liability partnerships (LLPs) or private companies respectively in which any director is a partner, a director or a member.

3.04 Other receivables

	As at 31.03.2024	As at 31.03.2023
Unsecured - considered good		
Exchange receivable	1,123	1,075
Receivable from related party:		
- Espresso Financial Services Private Limited	17	13
- Sharekhan BNP Paribas Financial Services Limited	4	3
- Sharekhan.com India Private Limited*	2	-
- BNP Paribas SA	1	1
Other receivable	5	3
Total	**1,152**	**1,095**

* represents amount less than 1 million

(a) The above receivables do not have any significant increase in credit risk and are not credit impaired.
(b) The outstanding balance as on 31 March 2024 and as on 31 March 2023 is fully undisputed and less than six months.
(c) No receivables are due from directors or other officers of the company either severally or jointly with any other person. Nor any receivables are due from firms including limited liability partnerships (LLPs) or private companies respectively in which any director is a partner, a director or a member.

(Currency: ₹ in million)

3.05 Loans

		As at 31.03.2024	As at 31.03.2023
Loans - at amortised cost			
Loan repayable on demand to subsidiary			
- Espresso Financial Services Private Limited		201	102
Exchange margin funding to customers		14,300	9,805
Loans to employees		1	1
Total - Gross		14,502	9,908
Less: Impairment loss allowance		29	20
Total - Net	A	**14,473**	**9,888**
Secured/ Unsecured			
(a) Secured by investments made by customers in securities		14,300	9,805
(b) Unsecured		202	103
Total - Gross		14,502	9,908
Less: Impairment loss allowance		29	20
Total - Net	B	**14,473**	**9,888**
Loans in India			
Public Sector		-	-
Others		14,502	9,908
Total - Gross		**14,502**	**9,908**
Less: Impairment loss allowance		29	20
Total - Net	C	**14,473**	**9,888**
Stage wise break up of Loans			
Low credit Risk (Stage 1)		**14,473**	9,888
Significant increase in credit risk (Stage 2)		-	-
Credit impaired (Stage 3)		-	-
	D	14,473	9,888

No loans have been granted to promoters, directors, key managerial personnel and the related parties either severally or jointly with any other person that are :
a) Repayable on demand
b) Without specifying any terms or period of repayment

3.06 Investments

Investments	Amortised cost	At Fair Value: Through other comprehensive income	At Fair Value: Through profit or loss	At Fair Value: Designated at fair value through profit or loss	Others (At cost)	Total
As at 31.03.2024						
Investments						
Mutual funds	-	-	-	-	-	-
Subsidiaries						
- Sharekhan Commodities Private Limited	-	-	-	-	20	20
- Espresso Financial Services Private Limited	-	-	-	-	1,137	1,137
- Wealthtiger Investment Advisors Private Limited	-	-	-	-	5	5
Other - Aviva Life Insurance Company India Limited	-	-	45	-	-	45
Total	**-**	**-**	**45**	**-**	**1,162**	**1,207**
(i) Investments outside India	-	-	-	-	-	-
(ii) Investments in India	-	-	45	-	1,162	1,207
Total	**-**	**-**	**45**	**-**	**1,162**	**1,207**
As at 31.03.2023						
Investments						
Mutual funds	-	-	-	-	-	-
Subsidiaries						
- Sharekhan Commodities Private Limited	-	-	-	-	20	20
- Sharekhan BNP Paribas Financial Services Limited	-	-	-	-	4,186	4,186
- Espresso Financial Services Private Limited					1,037	1,037
- Wealthtiger Investment Advisors Private Limited	-	-	-	-	5	5
Other - Aviva Life Insurance Company India Limited	-	-	42	-	-	42
Total	**-**	**-**	**42**	**-**	**5,248**	**5,290**
(i) Investments outside India	-	-	-	-	-	-
(ii) Investments in India	-	-	42	-	5,248	5,290
Total	**-**	**-**	**42**	**-**	**5,248**	**5,290**

Investment - others comprises of investment in subsidiaries which are held at cost.

More information regarding the valuation methodologies can be found in note 12

Reclassification
During the current or previous reporting periods the company has not reclassified any investments since its initial classification.

Details of investments made scripwise are as follows:

	At fair value		At cost	
Investments in mutual funds	**31.03.2024**	**31.03.2023**	**31.03.2024**	**31.03.20223**
1,233,616 (31 March 2023: 1,233,616) Aviva Life Insurance Company India Ltd.#	45	40	25	25
	45	**40**	**25**	**25**

Investment is earmarked against compensated absences

(Currency: ₹ in million)

3.07 Other Financial Assets

	As at 31.03.2024	As at 31.03.2023
Unsecured, considered good (unless otherwise stated)		
Security and other deposits (Refer note (a) below)		
(a) considered good	689	189
(b) considered doubtful	80	87
	769	276
Less: Allowance for credit losses	80	87
	689	**189**
Others		
Advance to staff	3	3
Total	**692**	**192**

		31.03.2024	31.03.2023
(a)	Of the above,		
	Deposits kept under arbitration (net of provision ₹ 76 (31 March 2023 ₹ 69))	16	18
	Deposits kept with exchange (net of provision NIL)	57	37

(b) No advances in the nature of loans have been granted to promoters, directors, key managerial personnel and the related parties either severally or jointly with any other person:-

a) Repayable on demand

b) Without specifying any terms or period of repayment

(Currency: ₹ in million)

3.08 Property, Plant and Equipment

Description	Office Premises	Furniture and Fixtures	Vehicles *	Office Equipments	Computers	Leasehold Improvements - Furniture and Fixtures	Electrical fitting and generator	Air conditioners	Total
I. Gross Block									
Balance as at April 1, 2022	624	200	-	69	1,160	164	107	78	2,402
Additions	-	24	-	19	144	59	28	24	298
Disposals	-	19	-	3	65	22	9	7	125
Balance as at March 31, 2023	**624**	**205**	**-**	**85**	**1,239**	**201**	**126**	**95**	**2,575**
Additions	-	6	-	11	132	17	5	5	176
Disposals	-	61	-	21	51	22	36	19	210
Balance as at March 31, 2024	**624**	**150**	**-**	**75**	**1,320**	**196**	**95**	**81**	**2,541**
II. Accumulated Depreciation and impairment									
Balance as at April 1, 2022	372	148	-	63	885	114	72	48	1,702
Depreciation / amortisation charge for the year	29	17	-	5	123	8	6	6	194
Eliminated on disposal of assets	-	13	-	3	65	13	5	4	103
Balance as at March 31, 2023	**401**	**152**	**-**	**65**	**943**	**109**	**73**	**50**	**1,793**
Depreciation / amortisation charge for the year	29	10	-	6	143	13	8	7	216
Eliminated on disposal of assets	-	60	-	21	51	22	36	17	207
Balance as at March 31, 2024	**430**	**102**	**-**	**50**	**1,035**	**100**	**45**	**40**	**1,802**
III. Net block (I-II)									
Balance as at March 31, 2024	**194**	**48**	**-**	**25**	**285**	**96**	**50**	**41**	**739**
Balance as at March 31, 2023	**223**	**53**	**-**	**20**	**296**	**92**	**53**	**45**	**782**

* represents amount less than 1 million

(a) The title deeds of all immovable properties are held in the name of Sharekhan Limited and are not held in the name of any promoter, director or relative of promoter/ director or employee of promoter / director. The details of immovable properties are as follows:

Name of the Registered Property	**Date since held**
Ruby office	14.July.2011
Lodha Office	01.March.2010

(b) There have been no acquisitions through business combinations and no revaluation of Property, plant and equipment during the year ended 31 March 2024 and 31 March 2023.

3.09 (a) Capital work-in-progress (CWIP)

Ageing schedule

Particulars	Outstanding as at March 31, 2024				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in Progress *	17	-	-	-	17
Projects temporarily suspended	-	-	-	-	-
	17	-	-	-	17

Particulars	Outstanding as at March 31, 2023				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in Progress	9	-	-	-	9
Projects temporarily suspended	-	-	-	-	-
	9	-	-	-	9

3.09 (b) Intangible asset under development

Ageing schedule

Particulars	Outstanding as at March 31, 2024				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in Progress *	1	*	-	-	1
Projects temporarily suspended	-	-	-	-	-
	1	-	-	-	1

Particulars	Outstanding as at March 31, 2023				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in Progress	1	-	-	-	1
Projects temporarily suspended	-	-	-	-	-
	1	-	-	-	1

* represents amount less than 1 million

(Currency: ₹ in million)

3.10 Other intangible assets

Description	Computer Software	Web development infrastructure	Goodwill and non compete fees (Refer note 7)	Membership rights	Trademark	Total
I. Gross Block						
Balance as at April 1, 2022	698	162	78	2	*	**940**
Additions	4	-	-	-	-	**4**
Disposals	1	-	-	-	-	**1**
Balance as at March 31, 2023	**701**	**162**	**78**	**2**	*****	**943**
Additions	9	-	-	-	-	**9**
Disposals	1	-	-	-	-	**1**
Balance as at March 31, 2024	**709**	**162**	**78**	**2**	*****	**951**
II. Accumulated amortisation						
Balance as at April 1, 2022	634	162	78	2	*	**876**
Amortisation charge for the year	39	-	-	-	-	**39**
Eliminated on disposal of assets	1	-	-	-	-	**1**
Balance as at March 31, 2023	**672**	**162**	**78**	**2**	*****	**914**
Amortisation charge for the year	19	-	-	-	-	**19**
Eliminated on disposal of assets	1	-	-	-	-	**1**
Balance as at March 31, 2024	**690**	**162**	**78**	**2**	*****	**932**
III. Net block (I-II)						
Balance as at March 31, 2024	**19**	-	-	-	*	**19**
Balance as at March 31, 2023	**29**	-	-	-	*	**29**

* represents amount less than 1 million

(a) There have been no acquisitions through business combinations and no revaluation of intangible assets during the year ended 31 March 2024 and 31 March 2023.

3.11 Right-of-use assets

	Total	
I. Gross Block		
Balance as at April 1, 2022	1,020	
Additions	356	
Disposals	324	
Balance as at March 31, 2023	**1,052**	
Additions	208	
Disposals	163	
Balance as at March 31, 2024	**1,097**	
II. Accumulated amortisation		
Balance as at April 1, 2022	585	
Amortisation charge for the year	179	
Eliminated on disposal of assets	314	
Balance as at March 31, 2023	**450**	
Amortisation charge for the year	199	
Eliminated on disposal of assets	158	
Balance as at March 31, 2024	**491**	
III. Net block (I-II)		
Balance as at March 31, 2024	**606**	
Balance as at March 31, 2023	**602**	-

3.12 Other non-financial assets

	As at 31.03.2024	As at 31.03.2023
Unsecured and considered good, unless otherwise stated		
Capital advances		
(a) considered good	8	1
(b) considered doubtful	27	12
	35	13
Less: Allowance for credit loss	27	12
	8	1
Prepaid Expenses	157	232
Stamps in hand*	-	1
Others	64	37
Total	**229**	**271**

* represents amount less than 1 million

(Currency: ₹ in million)

3.13 Payables

	As at 31.03.2024	As at 31.03.2023
(I) Trade Payables		
(i) total outstanding dues of micro enterprises and small enterprises (Refer note 20)	14	30
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises	27,290	18,627
(II) Other Payables		
(i) total outstanding dues of micro enterprises and small enterprises	-	-
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises	16	-
Total	**27,320**	**18,657**

Payables Ageing Schedule:-
For the year ended 31 March 2024

Particulars		Outstanding for following periods from due date of payment				
	Unbilled	**Less than 1 year**	**1-2 years**	**2-3 years**	**More than 3 years**	**Total**
(i)MSME	-	14	-	-	-	14
(ii)Others	484	26,606	64	29	122	27,306
(iii)Disputed Dues - MSME	-	-	-	-	-	-
(iv)Disputed Dues - Others	-	-	-	-	-	-

For the year ended 31 March 2023

Particulars		Outstanding for following periods from due date of payment				
	Unbilled	**Less than 1 year**	**1-2 years**	**2-3 years**	**More than 3 years**	**Total**
(i)MSME		30	-	-	-	30
(ii)Others	604	17,653	200	49	121	18,627
(iii)Disputed Dues - MSME	-	-	-	-	-	-
(iv)Disputed Dues - Others	-	-	-	-	-	-

Disclosure of amounts due to Micro, Small and Medium enterprises is based on information available with the Company regarding the status of the suppliers as defined under 'The Micro, Small and Medium Enterprises Development Act, 2006' (MSMED). This has been relied upon by the auditors.

3.14 Borrowing (Other than Debt securities)

	As at 31.03.2024	As at 31.03.2023
At amortised cost		
Commercial Paper (unsecured)	21,696	15,642
Loan from financial institutions(secured)	6,426	1,000
Bank overdraft(secured)	350	
Total	**28,472**	**16,642**
Borrowing in India (at amortised cost)	28,472	16,642
Borrowing outside India (at amortised cost)	-	-
	28,472	**16,642**

External commercial borrowings Unsecured*

Nature	As at	Repayment Term	Tenure	Interest Range	Balance as at March 31, 2024	Balance as at March 31, 2023
Commercial Paper	31-Mar-24	At Maturity	88 Days to 366 days	7.2% -9.75%	21,696	-
Commercial Paper	31-Mar-23	At Maturity	19 Days to 294 days	7.8% -8.75%	-	15,642

Loan from NBFC/Bank : Secured*

Nature	Nature of Security	Repayment Term	Tenure	Interest Range	Balance as at March 31, 2024	Balance as at March 31, 2023
Working Capital Demand Loan	Exchange Margin Funding/Trade Receivables	At Maturity	3 days to 365 days	7.5% -10.25%	6,426	-
Working Capital Demand Loan	Exchange Margin Funding/Trade Receivables	At Maturity	3 days	7.50%	-	1,000

Bank overdraft : Secured*

Nature	Nature of Security	Repayment Term	Tenure	Interest Range	Balance as at March 31, 2024	Balance as at March 31, 2023
Bank overdraft	Trade receivable	On Demand	On Demand	9.25%	350	-

* All the borrowings are utilised for the pupose for which there were borrowed
There are no default in repayment of borrowings and interest as on 31 March 2024 and as on 31 March 2023.

3.15 Lease liabilities (at amortised cost)

	As at 31.03.2024	As at 31.03.2023
Balance at the beginning	659	491
Addition	198	348
Finance cost accrued during the period	57	46
Deletion	(5)	(13)
Payment of Lease liabilities	(234)	(213)
Total	**675**	**659**

3.16 Other financial liabilities

	As at 31.03.2024	As at 31.03.2023
Margin Money	342	358
Payable for capital expenditure	3	5
Total	**345**	**363**

In order to secure the performance by the clients of their obligations, commitments and liabilities to the Company, securities are placed as margins by creation of pledge in favour of / transfer to the Company's depository account. Such securities are held by the Company in fiduciary capacity on behalf of its clients and are not recognised in the standalone financial statements. In case such margin is received in form of funds, the same is disclosed under other financial liabilities.

3.17 Provisions

	As at 31.03.2024	As at 31.03.2023
Provisions for employee benefits		
Gratuity (funded)	206	199
Compensated absences (funded)	149	137
Long term incentive plan (unfunded)	100	121
	455	457
Other provisions		
Provision for litigation* (refer note (a) below)	28	-
	28	-
Total	**483**	**457**

(a) Movement of other provisions		
Opening	**-**	**-**
Arising during the year	**28**	**-**
Utilised	-	**-**
Settled	-	**-**
Closing	**28**	**-**

Litigation provisions arise out of current or potential claims or pursuits alleging non-compliance with contractual or other legal or regulatory responsibilities, which have resulted or may arise in claims from customers, counterparties or other parties in civil litigations.

3.18 Other Non-Financial Liabilities

	As at 31.03.2024	As at 31.03.2023
Revenue received in advance	88	16
Statutory liabilities	279	239
Employee related expenses payable	214	167
Others	1	1
Total	**582**	**423**

(Currency: ₹ in million)

3.19 Equity share capital

Particulars	As at 31.03.2024		As at 31.03.2023	
	No. of Shares	Amount	No. of Shares	Amount
Authorised Capital				
Equity Shares of par value ₹10/- each	7,96,44,833	796	7,96,44,833	796
Preference shares of ₹ 10/- each	1,03,55,167	104	1,03,55,167	104
	9,00,00,000	**900**	**9,00,00,000**	**900**
Issued, subscribed and fully paid up				
Equity Shares of par value ₹10/- each fully paid up	5,87,46,178	587	5,87,46,178	587
	5,87,46,178	**587**	**5,87,46,178**	**587**

(a) Reconciliation of the number of shares outstanding at the beginning and at the end of the year

Particulars	As at 31.03.2024		As at 31.03.2023	
	No. of Shares	Amount	No. of Shares	Amount
Equity Shares of par value ₹10/- fully paid up				
Outstanding at the beginning of the year	5,87,46,178	587	5,87,46,178	587
Add: Issued during the year	-	-	-	-
Less: Bought back during the year	-	-	-	-
Outstanding at the end of the year	**5,87,46,178**	**587**	**5,87,46,178**	**587**

(b) Rights, preferences and restrictions attached to each class of shares including restrictions on the distribution of dividends and the repayment of capital:

The Company has issued only one class of shares (i.e. equity shares) having a par value of ₹10/- per share. Each holder of equity share is entitled to one vote for every share held in the meeting of equity shareholders. Accordingly, all equity shares rank equally with regard to dividends and share in the Company's residual assets. The equity shareholders are entitled to receive dividend as declared from time to time. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In case of liquidation of the Company, the holders of equity shares will be entitled to receive the residual assets of the Company, after distribution of all preferential amounts in proportion to the number of equity shares held.

(c) Shares held by Promoters

Particulars	As at 31.03.2024		As at 31.03.2023	
	No. of Shares held	Amount	No. of Shares held	Amount
BNP Paribas SA, Holding company	**4,27,46,033**	**427**	**4,27,46,033**	**427**
Human Value Developers Private Limited, Subsidiary of holding company	**1,60,00,140**	**160**	**1,60,00,140**	**160**

(d) Shares held by its holding company or subsidiary of holding company:

Particulars	Name & Nature of Relationship	As at 31.03.2024 Amount	As at 31.03.2023 Amount
42,746,033 (March 31, 2023: 42,746,033) equity shares of ₹10/- each	BNP Paribas SA, Holding company	427	427
16,000,140 (March 31, 2023: 16,000,140) equity shares of ₹ 10/- each	Human Value Developers Private Limited, Subsidiary of holding company	160	160

(e) Details of the Shareholders holding more than 5 % of the shares in the Company:

Particulars	As at 31.03.2024		As at 31.03.2023	
	% of Holding	No. of Shares held	% of Holding	No. of Shares held
Equity Shares				
BNP Paribas SA, Holding company	72.76%	4,27,46,033	72.76%	4,27,46,033
Human Value Developers Private Limited, Subsidiary of holding company	27.24%	1,60,00,140	27.24%	1,60,00,140

(f) For the period of five years immediately preceding the date at which the Balance Sheet is prepared:

(i) Aggregate number and class of shares allotted as fully paid up pursuant to contract without payment being received in cash - Nil

(ii) Aggregate number and class of shares allotted as fully paid up by way of bonus shares - NIL; and

(iii) Aggregate number and class of shares bought back - Nil

(Currency: ₹ in million)

3.20 Other Equity

Particulars	As at 31.03.2024	As at 31.03.2023
Capital Redemption Reserve		
Balance at the end of the year	**30**	**30**
Securities Premium account		
Balance at the end of the year	**4,093**	**4,093**
Retained Earnings		
Retained Earnings		
Balance at the begining of the year	**11,596**	**10,387**
Less: Dividend Paid	-	(500)
Add: Profit for the year	2,418	1,709
Balance at the end of the year	**14,014**	**11,596**
Other Comprehensive Income		
Other Comprehensive Income		
Balance at the begining of the year	**(81)**	**(87)**
Remeasurement of defined benefit plans	(8)	8
Tax on remeasurement of defined benefit plans	2	(2)
Balance at the end of the year	**(87)**	**(81)**
	18,050	**15,638**

Nature of reserves

a) Capital Redemption Reserve

Capital Redemption Reserve was created by the Company in 2009 when it had bought back its own shares in circumstance that resulted in a reduction of Share capital. It is a reserve that cannot be distributed to the shareholders.

b) Securities premium reserve

Securities premium reserve represent premium on issue of shares. The reserve will be utilised in accordance with the provisions of the Companies Act, 2013.

c) Retained Earnings

Retained earnings are the profits that the Company has earned till date, less any transfers to general reserve, dividends or other distributions paid to shareholders.

(Currency: ₹ in million)

3.21 Interest Income

Particulars	Year Ended 31.03.2024	Year Ended 31.03.2023
Interest income on financial asset measured at amortised cost		
- Interest charge to clients	425	375
- Interest on exchange margin funding	1,580	1,222
- Interest on deposits with banks	2,439	1,384
- Interest on inter-corporate deposits	20	4
- Interest on security deposits	6	9
- Interest on staff loans *	-	-
Total	**4,470**	**2,994**

* represents amount less than 1 million

3.22 Dividend Income

Particulars	Year Ended 31.03.2024	Year Ended 31.03.2023
Dividend Income from subsidiaries	133	255
	133	**255**

3.23 Fee and commission Income

Particulars	Year Ended 31.03.2024	Year Ended 31.03.2023
Brokerage income	9,407	7,326
Management fees from portfolio management services	83	20
Depository income	362	311
Income from initial public offer / mutual fund services	581	507
Other revenue from operations	6	4
Total	**10,439**	**8,168**

3.24 Net gain / (loss) on fair value changes

Particulars	Year Ended 31.03.2024	Year Ended 31.03.2023
Net gain/ (loss) on financial instruments at fair value through profit or loss		
(i) On trading portfolio	-	-
(ii) On financial instruments designated at fair value through profit or loss	27	91
Total Net gain/(loss) on fair value changes	**27**	**91**
Fair Value changes:		
-Realised	24	97
-Unrealised	3	(6)
Total Net gain/(loss) on fair value changes	**27**	**91**

3.25 Other income

Particulars	Year Ended 31.03.2024	Year Ended 31.03.2023
Income from shared service costs	22	18
Miscellaneous income	23	14
Total	**45**	**32**

3.26 Finance Cost

Particulars	Year Ended 31.03.2024	Year Ended 31.03.2023
On financial liabilities measured at amortised cost		
Interest on margin deposit	26	42
Interest paid on inter-corporate deposits	-	41
Bank guarantee charges	64	46
Interest on lease liability	57	46
Bank interest	229	3
Other finance cost	59	12
Discount on commercial paper	1,704	887
Total	**2,139**	**1,077**

(Currency: ₹ in million)

3.27 Fee and Commission expenses

Particulars	Year Ended 31.03.2024	Year Ended 31.03.2023
Introductory fees	3,050	2,163
Total	**3,050**	**2,163**

3.28 Impairment of financial instruments

Particulars	Year Ended 31.03.2024	Year Ended 31.03.2023
On financial instruments measured at amortised cost:		
(a) Loans	9	2
(b) Others		
- On trade receivables	(54)	26
(c) Recovery of bad debt	-	-
(d) Bad debt written off	11	-
Total	**(34)**	**28**

3.29 Employee benefits

Particulars	Year Ended 31.03.2024	Year Ended 31.03.2023
Salaries and wages	2,726	2,270
Gratuity	51	52
Compensated absences	23	8
Contribution to provident and other funds	154	139
Staff welfare expenses	51	57
Long term incentive plan	17	41
Other employee cost	80	74
	3,102	2,641
Less: Reimbursed from group companies	(46)	(61)
Add: Reimburesd to group companies	12	14
Total	**3,068**	**2,594**

3.30 Depreciation, amortization and impairment

Particulars	Year Ended 31.03.2024	Year Ended 31.03.2023
Depreciation on property, plant and equipment	216	194
Amortisation on intangible assets	19	39
Depreciation on right -of -use asset	199	179
Total	**434**	**412**

(Currency: ₹ in million)

3.31 Other expenses

Particulars	**Year Ended 31.03.2024**	**Year Ended 31.03.2023**
Rent	39	27
Electricity	62	53
Repairs and maintenance :		
Building	41	29
Machinery	27	23
Others	7	7
Insurance	5	5
Clearing house expenses (includes stamp duty and transaction charges)	870	760
Depository expenses	148	77
Provision against Litigation	28	-
Provision against Deposit	8	-
Provision against capital advance	-	12
Settlement loss #	61	188
Securities and Exchange Board of India fees	12	11
Legal and professional fees	49	55
Information technology related expenses	574	560
Training courses	25	-
Travelling and conveyance	115	148
Communication expenses	31	36
Staff recruitment charges	16	17
Rates and taxes	6	5
Membership and subscriptions	28	32
Net loss on sale of property, plant and equipment	1	14
Bank charges	7	5
Postage, courier, printing and stationery	30	21
Marketing and sales promotion	372	310
Retainership fees	417	474
Corporate Social Responsibility	49	41
Loss on foreign currency transactions (net)*	-	-
Payments to auditors		
Audit fees	5	5
Reimbursement of out of pocket expenses*	-	-
Goods and service tax expenditure	101	
Miscellaneous expenses	115	99
Total	**3,249**	**3,014**

* represents amount less than 1 million

Settlement loss represents the loss incurred in normal course of the business due to system / employee errors or loss on account of trades not confirmed by clients.

(Currency: ₹ in million)

3.32 Tax reconciliations

A Tax expense from continuing operations

	Year Ended 31.03.2024	Year Ended 31.03.2023
Current tax		
- Current period	796	510
- Changes in estimates related to prior years	7	27
Deferred tax	(13)	6
Total	**790**	**543**

Effective tax rate reconciliation

	Year Ended 31.03.2024	Year Ended 31.03.2023
Profit before tax	3,208	2,252
Company's domestic tax rate:	25.17%	25.17%
Tax using the Company's domestic tax rate	807	567
Adjustment in respect of current income tax of prior years	7	27
Effect of:		
Non-deductible expenses	12	13
Change in unrecognised temporary differences	(3)	-
Dividend income	(33)	(64)
TOTAL	**790**	**543**

B Deferred tax asset (net)

Particulars	As at 31.03.2024	As at 31.03.2023
Tax effect of items constituting deferred tax liabilities		
Unrealised gain on securities carried at fair value through profit or loss	(5)	(4)
	(5)	**(4)**
Tax effect of items constituting deferred tax assets		
Property, plant and equipment and intangibles	41	42
Provision for compensated absences, gratuity and other employee benefits	161	146
Provision for impairment loss on receivables, loans and deposits	102	104
Right to use asset and Lease liabilities (net)	18	14
Security Deposit	5	5
	327	**311**
Deferred tax assets (net)	**322**	**307**

Reconciliation

Particulars	As at 31.03.2024	As at 31.03.2023
Opening Balance of Deferred tax	307	315
(Debit) / Credit to Profit & Loss/ retained earnings	13	(6)
Recognised in/ reclassified from other comprehensive income	2	(2)
Closing balance of Deferred tax	**322**	**307**

(Currency: ₹ in million)

		Year ended 31.03.2024	Year ended 31.03.2023
4	**Earnings per share ('EPS')**		
	The computation of EPS is given below :		
	Profit for the year from total operations	2,418	1,709
	a) Basic EPS		
	Number of shares at the beginning of the year	5,87,46,178	5,87,46,178
	Total number of equity shares outstanding as at year end	5,87,46,178	5,87,46,178
	Weighted average number of equity shares outstanding during the year	5,87,46,178	5,87,46,178
	Basic earnings per equity share from total operations (in ₹)	**41.17**	**29.09**
	b) Diluted EPS		
	Weighted average number of equity shares outstanding during the year	5,87,46,178	5,87,46,178
	Weighted average number of diluted equity shares	5,87,46,178	5,87,46,178
	Diluted earnings per equity share from total operations (in ₹)	**41.17**	**29.09**

5 **Contingent liabilities**

(to the extent not provided for)

The company has contingent liabilities of ₹179 (31st March, 2023: ₹121) in respect of direct indirect tax matters and ₹46 towards show cause notice on MCX inspection.The Company has reviewed all its pending litigations and has adequately provided for where provisions are required and disclosed the contingent liabilities where applicable, in its standalone financial statements.

		As at 31.03.2024	As at 31.03.2023
6	**Capital commitments** *(to the extent not provided for)*		
	Estimated value of contracts in capital account to be executed and not provided for (net of capital advances ₹8 (31 March 2023: ₹ 1))	49	50

7 **Intangible assets**

Goodwill

The goodwill represents the amount paid by the Company, for acquisition of business of franchisees, over and above the fair value of tangible assets.

Non-compete fees

The non-compete fees represents the amount paid by the Company to respective franchisees for not undertaking any transactions of purchase and sale of securities on any stock exchange for, or on behalf of any clients, through any stock broker other than the Company for the period mutually agreed.

8 **Operating leases - Ind AS 116**

Assets taken on Lease :

Maturity Analysis of Lease Liabilities

The Company has taken office premises on operating lease.

Contractual undiscounted cash flows	As at 31.03.2024	As at 31.03.2023
In less than a year	231	203
In 1 year to 5 years	544	568
In more than 5 years	7	8
Total undiscounted lease liabilities	**782**	**779**
Lease liabilities included in the statement of financial position	**675**	**659**
Current	183	156
Non-current	492	503

Amount recognised in profit or loss

Particulars	Year ended 31.03.2024	Year ended 31.03.2023
Depreciation on right -of -use asset	199	179
Interest on lease liabilities	57	46
Expenses relating to short-term leases	39	27
	295	**252**

(Currency: ₹ in million)

9 Employee retirement benefits

A. Defined contribution plans

The Company makes contributions, determined as a specified percentage of employee salaries, in respect of qualifying employees towards Provident Fund which is a defined contribution plan. The Company has no other obligations. The contribution is charged to the statement of profit and loss as it accrues. The amount recognised as an expense towards contribution to Provident Fund for the year are summarised below.

	31.03.2024	31.03.2023
Company's contribution to:		
Provident Fund	154	139
	154	**139**

B. Defined benefit plan

Retirement Gratuity (Funded)

The Company has a defined benefit gratuity plan in India (funded). Gratuity is a lump sum plan. The company's defined benefit gratuity plan is a final salary plan for employees, which requires contributions to be made to a separately administered fund. The fund is managed by an insurance company and the assets are invested in their unit linked group gratuity product. The Trustees are responsible for the investment of the assets of the Trust as well as the day to day administration of the scheme.

The Company accounts for the liability for gratuity benefits payable in the future based on an actuarial valuation. Actuarial gains/losses are recognized in the period of occurrence under Other Comprehensive Income (OCI). The following tables summarise the components of net benefit expense recognised in the statement of profit or loss and the funded status and amounts recognised in the balance sheet for the respective plans:

	31.03.2024	31.03.2023
Principal actuarial assumptions a the balance sheet date :		
Mortality table	Indian Assured Lives Mortality (2006-08)	Indian Assured Lives Mortality (2006-08)
Discount rate	6.90%	7.10%
Salary escalation (p.a.)	10.00%	10.00%
Employee attrition rate	28.00%	23.00%
Changes in the defined benefit obligation :		
Opening defined benefit obligation	456	455
Current service cost	39	41
Past service cost	-	-
Interest on defined benefit obligation	30	26
Acquisition (credit)/cost	10	(3)
Remeasurements due to:		
Actuarial loss / (gain) arising from changes in demographic assumptions	(6)	(7)
Actuarial loss / (gain) arising from changes in financial assumptions	3	10
Actuarial loss / (gain) arising on account of experience changes	14	(16)
Benefits paid	(62)	(50)
Closing defined benefit obligation	**484**	**456**
Change in fair value of plan assets :		
Opening fair value of plan assets	257	247
Contribution by employer	-	-
Interest on plan asset	18	15
Remeasurements due to:		-
Actual return on plan assets less interest on plan assets	3	(5)
Benefits paid	-	-
Fair value of plan assets as at end of the year	**278**	**257**
Amount recognised in Balance Sheet :		
Present value of funded defined benefit obligation	484	456
Fair value of plan assets	(278)	(257)
Net liability recognised in Balance Sheet	**206**	**199**
Profit and loss account expense :		
Current service cost	39	41
Past service cost	-	-
Interest on net defined liability	12	11
Total expense charged to profit and loss account	**51**	**52**

(Currency: ₹ in million)

9 Employee retirement benefits *(Continued)*

B. Defined benefit plan *(Continued)*	**31.03.2024**	**31.03.2023**
Principal actuarial assumptions a the balance sheet date *(Continued)* :		
Amount recorded in Other Comprehensive Income (OCI)		
Remeasurements during the period due to:		
Changes in financial assumptions	3	(16)
Changes in demographic assumptions	(6)	(7)
Experience adjustments	14	10
Actual return on plan assets less return on plan assets	(3)	5
Amount recognised in OCI	**8**	**(8)**
Category of Assets		
Investments quoted in active market	278	257
Unquoted investments :		
Insurer managed funds	-	-
	278	**257**

Sensitivity Analysis :

The following table summarizes the change in defined benefit obligation and impact in percentage terms compared with the reported defined benefit obligation at the end of the reporting period arising on account of an increase or decrease in the reported assumption by 100 basis points.

	31.03.2024	**31.03.2023**
Projected Benefit Obligation on Current Assumptions	484	456
Delta Effect of +1% Change in Rate of Discounting	(13)	(15)
Delta Effect of -1% Change in Rate of Discounting	14	16
Delta Effect of +1% Change in Rate of Salary Increase	11	13
Delta Effect of -1% Change in Rate of Salary Increase	(11)	(12)
Delta Effect of +1% Change in Rate of Employee Turnover	(1)	(1)
Delta Effect of -1% Change in Rate of Employee Turnover	1	1

Method used for sensitivity analysis: The sensitivity results above determine their individual impact on the Plan's end of year Defined Benefit Obligation. In reality, the Plan is subject to multiple external experience items which may move the Defined Benefit Obligation in similar or opposite directions, while the Plan's sensitivity to such changes can vary over time.

Projected Plan Cash Flow :

The table below shows the expected cash flow profile of the benefits to be paid to the current membership of the plan based on past service of the employees as at the valuation date :

Maturity Profile		
Expected benefits for year 1	148	116
Expected benefits for year 2	122	106
Expected benefits for year 3	104	91
Expected benefits for year 4	90	85
Expected benefits for year 5	76	77
Expected benefits for 6 to 10 years	224	265
Beyond 10 years	-	-

Risk Associated with Defined Benefit Plan

Gratuity is a defined benefit plan and is exposed to the following risks :

Interest Rate Risk : The defined benefit obligation calculated uses a discount rate based on government bonds. If bond yields fall, the defined benefit obligation will tend to increase.

Salary Inflation Risk : Higher than expected increases in salary will increase the defined benefit obligation.

Demographic Risk: This is the risk of variability of results due to unsystematic nature of decrements that include mortality, withdrawal, disability and retirement. The effect of these decrements on the defined benefit obligation is not straight forward and depends upon the combination of salary increase, discount rate and vesting criteria. It is important not to overstate withdrawals because in the financial analysis the retirement benefit of a short career employee typically costs less per year as compared to a long service employee.

Investment Risk and Asset Liability Risk : The fund value is subject to market risk as the price of the units may go up or down on any given day. Although we know that the fund manager invests the funds as per products approved by IRDA and investment guidelines as stipulated under section 101 of IT Act, the exact asset mix is unknown and not publicly available. The trust assets managed by the fund manager are highly liquid in nature and we do not expect any significant liquidity risks.

During the year, there were no plan amendments, curtailments and settlements.

C. Other long term benefits

1) Amount recognised as a liability in respect of compensated leave absence as per actuarial valuation as on 31st March, 2024 is ₹ 149 (31st March, 2023 - ₹ 137).

2) Amount recognised as a liability in respect of long term incentive plan as per management estimates / actuarial valuation as on 31st March, 2024 is ₹100 (31st March 2023 - ₹ 121)

(Currency: ₹ in million)

10 Disclosures pursuant to Ind AS 115 "Revenue from Contracts with Customers"

Set out below is the disaggregation of the Group's revenue from contracts with customers and reconciliation to profit and loss account:

Particulars	For the year ended 31st March, 2024					For the year ended 31st March, 2023				
	Brokerage income	Management fees from portfolio management services	Depository income	Income from other services	Total	Brokerage income	Management fees from portfolio management services	Depository income	Income from other services	Total
Total revenue from operations	9,407	83	362	587	10,439	7,326	20	311	511	8,168
Geographical markets:										
India	9,407	83	362	587	10,439	7,326	20	311	511	8,168
Outside India	-	-	-	-	-	-	-	-	-	-
Total revenue from operations	**9,407**	**83**	**362**	**587**	**10,439**	**7,326**	**20**	**311**	**511**	**8,168**
Timing of revenue recognition:										
Services transferred at a point in time	9,407	83	362	587	10,439	7,326	20	311	511	8,168
Services transferred over time	-	-	-	-	-	-	-	-	-	-
Total revenue from operations	**9,407**	**83**	**362**	**587**	**10,439**	**7,326**	**20**	**311**	**511**	**8,168**

Contract balances:	As at 31st March, 2024	As at 31st March, 2023
Trade receivables	2,753	1,229
Contract assets	-	-
Contract liabilities	-	-
Revenue recognised in the period from:		
Amounts included in contract liability at the beginning of the period	-	-
Performance satisfied in previous periods	-	-

Information of Revenue from Major customers

There are no customer contributing in excess of 10% of the total revenue of the Company.

(Currency: ₹ in million)

11 Maturity analysis of assets and laibilities

The table below shows an analysis of assets and liabilities analysed according to when they are expected to be recovered or settled. With regard to loans and advances to customers, the Company uses the same basis of expected repayment behaviour as used for estimating the EIR.

Particulars	As at March 31, 2024			As at March 31, 2023		
	Within 12 months	After 12 months	Total	Within 12 months	After 12 months	Total
Financial Assets						
Cash and cash equivalents	829	-	829	1,078	-	1,078
Bank Balance other than cash and cash equivalents	49,225	-	49,225	32,599	-	32,599
Trade receivables	2,753	-	2,753	1,229	-	1,229
Other Receivables	1,152	-	1,152	1,095	-	1,095
Loans	14,473	-	14,473	9,888	-	9,888
Investments	45	1,162	1,207	42	5,248	5,290
Other financial assets	589	103	692	65	127	192
Asset held for sale	4,186	-	4,186	-	-	-
Non-financial assets						
Current tax assets (Net of provision for tax)	-	146	146	-	126	126
Deferred tax assets (net)	-	322	322	-	307	307
Property, Plant and Equipment	-	739	739	-	782	782
Capital work-in-progress	17	-	17	9	-	9
Intangible asset under development	1		1	1	-	1
Other intangible assets	-	19	19	-	29	29
Right to use asset	202	404	606	269	333	602
Other non financial assets	207	22	229	237	34	271
Total Assets	**73,678**	**2,917**	**76,596**	**46,512**	**6,985**	**53,498**
Financial Liabilities						
Trade payables						
(i) total outstanding dues of micro enterprises and small enterprises	14	-	14	30	-	30
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises	27,290	-	27,290	18,627	-	18,627
Other Payables						
(i) total outstanding dues of micro enterprises and small enterprises	-	-	-	-	-	-
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises	16	-	16	-	-	-
Borrowing (Debt securities)	-		-	-	-	-
Borrowing (Other than Debt securities)	28,472	-	28,472	16,642	-	16,642
Lease Liabilities	183	492	675	156	503	659
Other financial liabilities	345	-	345	363	-	363
Non-financial liabilities						
Current tax liabilities (Net of advance tax)	82	-	82	72	-	72
Provisions	178	305	483	70	387	457
Other non-financial liabilities	582	-	582	423	-	423
Total Liabilities	**57,162**	**796**	**57,959**	**36,383**	**890**	**37,273**
Net	16,515	2,121	18,637	10,129	6,096	16,225

(Currency: ₹ in million)

12 Disclosure on Financial Instruments

A. Accounting classification and fair values

The following tables presents the carrying value and fair value of each category of financial assets and liabilities as at March 31, 2024 and March 31, 2023.

As at 31st March, 2024

Particulars	Financial instruments at amortised cost	Fair value through profit or loss	Fair value through other comprehensive income	Total
Financial Assets				
Cash and cash equivalents	829	-	-	829
Bank Balance other than cash and cash equivalents	49,225	-	-	49,225
Trade receivables	2,753	-	-	2,753
Other receivables	1,152	-	-	1,152
Loans	14,473	-	-	14,473
Investments	1,162	45	-	1,207
Other financial assets	692	-	-	692
Asset held for sale	4,186	-	-	4,186
	74,472	**45**	**-**	**74,517**
Financial Liabilities				
Trade payables				
(i) total outstanding dues of micro enterprises and small enterprises	14	-	-	14
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises	27,290	-	-	27,290
Other Payables				
(i) total outstanding dues of micro enterprises and small enterprises	-	-	-	-
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises	16	-	-	16
Borrowing (Other than Debt securities)	28,472	-	-	28,472
Lease Liabilities	675	-	-	675
Other financial liabilities	345	-	-	345
	56,812	**-**	**-**	**56,812**

As at 31st March, 2023

Particulars	Financial instruments at amortised cost	Fair value through profit or loss	Fair value through other comprehensive income	Total
Financial Assets				
Cash and cash equivalents	1,078	-	-	1,078
Bank Balance other than cash and cash equivalents	32,599	-	-	32,599
Trade receivables	1,229	-	-	1,229
Other receivables	1,095	-	-	1,095
Loans	9,888	-	-	9,888
Investments	5,248	42	-	5,290
Other financial assets	192	-	-	192
	51,329	**42**	**-**	**51,371**
Financial Liabilities				
Trade payables				-
(i) total outstanding dues of micro enterprises and small enterprises	30	-	-	30
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises	18,627	-	-	18,627
Other Payables				
(i) total outstanding dues of micro enterprises and small enterprises	-	-	-	-
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises	-	-	-	-
Borrowing (Other than Debt securities)	16,642	-	-	16,642
Lease Liabilities	659	-	-	659
Other financial liabilities	363	-	-	363
	36,321	**-**	**-**	**36,321**

Investments in mutual funds are mandatorily classified as fair value through statement of profit and loss.

12 Disclosure on Financial Instruments *(Continued)*

B. Fair Value Heirarchy

The fair value hierarchy is based on inputs to valuation techniques that are used to measure fair value that are either observable or unobservable and consist of the following three levels:

Level 1 - Quoted prices in an active market: This level of hierarchy includes financial assets and liabilities that are measured by reference to quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 - Valuation techniques with observable inputs: This level of hierarchy includes financial assets and liabilities, measured using inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e.; as prices) or indirectly (i.e.; derived from prices).

Level 3 - Valuation techniques with significant unobservable inputs: This level of hierarchy includes financial assets and liabilities measured using inputs that are not based on observable market data (unobservable inputs). Fair values are determined in whole or in part, using a valuation model based on assumptions that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data.

The financial instruments included in Level 2 of fair value hierarchy have been valued using quotes available for similar assets and liabilities in the active market.

The following table summarises financial assets and liabilities measured at fair value on a recurring basis and the financial asset and liabilities that are not measured at fair value are measured at amortised cost on recurring basis.

As at March 31, 2024

	Level 1	**Level 2**	**Level 3**
Financial Assets			
Investments in other funds	-	45	-
	-	**45**	**-**

As at March 31, 2023

	Level 1	**Level 2**	**Level 3**
Financial Assets			
Investments in other funds	-	42	-
	-	**42**	**-**

The following table shows the valuation techniques used in measuring Level 1, Level 2 and Level 3 fair values for financial instruments measured at fair value in the balance sheet, as well as the significant unobservable inputs used.

Type	**Valuation technique**
Investments in other funds	Published Net Asset Value

There have been no transfers between Level 1 and Level 2 for the years ended 31st March, 2024 and 31st March, 2023.

(Currency: ₹ in million)

13 Financial instruments and associated risks

The Company has exposure to the following risks from its use of financial instruments:
a) market risk
b) credit risk
c) interest rate risk
d) liquidity risk

This note presents information about the Company's exposure to each of the above risks, the Company's objectives, policies and processes for measuring and managing risk, and the related impact in the standalone financial statements.

The Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework.

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

a) Market risk

Market risk is the risk of any loss in future earnings, in realisable fair values or in future cash flows that may result from a change in the price of a financial instrument. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

Foreign currency exchange rate risk

The Company's functional currency is Indian Rupees (INR). Majority of the Company transactions are undertaken in INR. The Company has foreign currency trade payables and deposits and is therefore exposed to some foreign exchange risk.

The carrying amounts of the Company's foreign currency denominated monetary assets and monetary liabilities at the end of the reporting period are as follows:

Foreign currency risk exposure:
The Company's exposure to foreign currency risk at the end of the reporting period expressed in INR are as follows :

		As at 31-Mar-24		As at 31-Mar-23	
		Foreign Currency	**INR in million**	**Foreign Currency**	**INR in million**
Financial assets					
Deposits	USD	3,142.86	0.22	3,142.86	0.22
Deposits	AED	56,250.00	1.25	56,250.00	1.24
Cash and cash equivalent	AED	53,531.99	1.22	16,812.10	0.38
	TOTAL	**1,12,924.85**	**2.68**	**76,204.96**	**1.83**

		As at 31-Mar-24		As at 31-Mar-23	
		Foreign Currency	**INR in million**	**Foreign Currency**	**INR in million**
Financial liabilities					
Trade payable	EURO	11,38,634.63	102.41	10,82,805.00	97.55
	TOTAL	**11,38,634.63**	**102.41**	**10,82,805.00**	**97.55**

Sensitivity analysis

The sensitivity of profit or loss to changes in the exchange rates arises mainly from foreign currency denominated financial instruments.

Particulars	**INR in million**			
	Year ended 31-Mar-24		**Year ended 31-Mar-23**	
	1% strengthening	**1% weakening**	**1% strengthening**	**1% weakening**
USD	0.00	(0.00)	0.00	(0.00)
AED	0.02	(0.02)	0.02	(0.02)
EURO	1.02	(1.02)	0.98	(0.98)

b) Credit risk

Credit risk refers to the risk of default on its obligation by the counterparty resulting in a financial loss to the Company. As Company is a stock broking Company, Company's credit risk arises principally from the trade receivables and margin funding to trading clients.
Majority of company's receivables and full margin funding is secured with the security cover in the form of securities.
Credit risk also arises from cash and cash equivalents and deposits held. Such assets are held majorly with reputable financial institutions and stock exchanges.

(Currency: ₹ in million)

13 Financial instruments and associated risks *(Continued)*

c) Interest rate risk

Interest rate risk is the risk of any loss in future earnings, in realisable fair values or in future cash flows that may result from a change in the interest rate. To effectively counter interest rate risk, the Company has diversified its portfolio of yielding assets, within the applicable regulatory requirements. Further majority of yielding assets of the Company are short tenured with maturity of a year or less, thereby minimising interest rate risk.

d) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation. The Company invests its surplus funds in bank fixed deposits and in liquid mutual funds, which carry no or low market risk.

The following are the contractual maturities of financial liabilities:

	31-Mar-24			
	Less then one year	**Between one to five years**	**More than five years**	**Total**
Trade payables	27,088	216	-	27,304
Other payables	16	-	-	16
Borrowing (Other than Debt securities)	28,472	-	-	28,472
Lease Liabilities	183	485	7	675
Other financial liabilities	345	-	-	345
	56,105	**701**	**7**	**56,812**

	31-Mar-23			
	Less then one year	**Between one to five years**	**More than five years**	**Total**
Trade payables	18,287	370	-	18,657
Other payables	-	-	-	-
Borrowing (Other than Debt securities)	16,642			16,642
Lease Liabilities	156	496	7	659
Other financial liabilities	363	-	-	363
	35,448	**866**	**7**	**36,321**

(Currency: ₹ in million)

14 Related parties

A Related parties where control exists

a. Holding company
BNP Paribas SA

b. Subsidiary companies
1 Sharekhan Commodities Private Limited (SCPL)
2 Sharekhan BNP Paribas Financial Services Limited (SFSL) (*Formerly Sharekhan BNP Paribas Financial Services Private Limited*)
3 Wealthtiger Investment Advisors Private Limited (WTIAPL)
4 Espresso Financial Services Private Limited *(Formerly Sharekhan Comtrade Private Limited)* (EFSPL)

c. Sub - subsidiary companies
1 Sharekhan.com India Private Limited (SK.com)
2 Sharekhan Consultants Private Limited (SKCPL)

B Other related parties

a. Fellow subsidiaries with whom transactions have taken place
1 BNP Paribas Asset Management India Pvt Ltd
2 BNP Paribas Net limited
3 BNP Paribas Procurement Tech Pvt Ltd

b. Investing entity in which reporting entity is an Associate
Human Value Developers Private Limited. (Subsidiary of BNP Paribas SA)

c. Trust set up by Ultimate Holding Company
BNP Paribas India Foundation

d. Key management personnel ('KMP')
1 Jaideep Arora (Whole Time Director & CEO)
2 Stefan Groening (Whole Time Director & COO)
3 Jean Christophe Gougeon (Whole Time Director)
4 Parminder Varma (Whole Time Director)

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2024 (continued)

14 Related parties (*Continued*)

C Transactions with related parties

	With Holding Company		With subsidiary companies		Trust		With Fellow Subsidiaries		Entity in which reporting entity is an Associate		With KMP		Total	
	31 March 2024	31 March 2023	**31 March 2024**	31 March 2023	**31 March 2024**	31 March 2023	**31 March 2024**	31 March 2023	**31 March 2024**	31 March 2023	**31 March 2024**	31 March 2023	**31 March 2024**	31 March 2023
Brokerage earned	-	-	*	-	-	-	-	-	-	-	*	*	*	*
Depository income	*	*	-	-	-	-	-	-	-	-	*	*	*	*
Income from mutual fund services - BNP Paribas Asset Management India Private Limited	-	-	-	-	-	-	78	68	-	-	-	-	78	68
Dividend income	-	-	133	255	-	-	-	-	-	-	-	-	133	255
- SFSL	-	-	133	255	-	-	-	-	-	-	-	-		
Income from shared service costs received from EFSPL	-	-	22	18	-	-	-	-	-	-	-	-	22	18
Dividend Paid	-	364	-	-	-	-	-	-	-	136	-	-	-	500
Rent Income	2	2		-		-		-		-		-	2	2
Received towards reimbursement of expenses from	-	-	78	124	-	-	-	-	-	-	-	-	78	124
- SFSL	-	-	16	9	-	-	-	-	-	-	-	-		
- SK.com	-	-	22	17	-	-	-	-	-	-	-	-		
- WTIPL	-	-	*	-	-	-	-	-	-	-	-	-		
- EFSPL	-	-	39	98	-	-	-	-	-	-	-	-		
Paid towards reimbursement of expenses to	-	-	39	16	-	-	-	-	-	-	-	-	39	16
- EFSPL	-	-	7	14	-	-	-	-	7	-	-	-		
- SFSL	-	-	-	2	-	-	-	-	-	-	-	-		
- SK.com	-	-	32	*	-	-	-	-	-	-	-	-		
Training Courses	*	*	25	-	-	-	-	-	-	-	-	-	25	*
Software expense	65	7	-	-	-	-	11	6	-	-	-	-	75	13
- BNP Paribas SA	65	7	-	-	-	-	-	-	-	-	-	-		
- BNP Paribas Net limited	-	-	-	-	-	-	2	-	-	-	-	-		
- BNP Paribas Procurement Tech Pvt Ltd	-	-	-	-	-	-	9	6	-	-	-	-		
Miscelleneous Expense	90	79	*	*	-	-	*	*	-	-	-	-	90	79
- BNP Paribas SA	90	79	-	-	-	-	-	-	-	-	-	-		
- BNP Paribas Net limited	-	-	-	-	-	-	*	-	-	-	-	-		
- BNP Paribas Procurement Tech Pvt Ltd	-	-	-	-	-	-	-	*	-	-	-	-		
Other allowance expat	9	11	-	-	-	-	-	-	-	-	-	-	9	11
Corporate Social Responsibilty expenditure	-	-	-	-	49	41	-	-	-	-	-	-	49	41
Interest income	-	-	20	4	-	-	-	-	-	-	-	-	20	4
- EFSPL	-	-	20	4	-	-	-	-	-	-	-	-		
Interest expense	10	-	-	41	-	-	-	-	-	-	-	-	10	41
- BNP Paribas SA	10	-	-	-										
- SFSL	-	-	-	41										
Margin money received from SK.com	-	-	3	1	-	-	-	-	-	-	-	-	3	1
Margin money paid to SK.com	-	-	2	1	-	-	-	-	-	-	-	-	2	1
Leave encashment received towards employees transferred from subsidiaries	-	-	7	-	-	-	-	-	-	-	-	-	7	-
- SFSL	-	-	2	-	-	-	-	-	-	-	-	-		
- EFSPL	-	-	2	-	-	-	-	-	-	-	-	-		
- SK.com	-	-	3	-	-	-	-	-	-	-	-	-		
Gratuity received towards employees transferred from subsidiaries	-		11	-	-	-	-	-	-	-	-	-	11	-
- SFSL	-	-	*	-	-	-	-	-	-	-	-	-		
- EFSPL	-	-	6	-	-	-	-	-	-	-	-	-		
- SK.com	-	-	5	-	-	-	-	-	-	-	-	-		
Leave encashment paid towards employees transferred to subsidiaries	-		1	-	-	-	-	-	-	-	-	-	1	-
- SFSL	-	-	1	-	-	-	-	-	-	-	-	-		
- EFSPL	-	-	*	-	-	-	-	-	-	-	-	-		
- SK.com	-	-	*	-	-	-	-	-	-	-	-	-		
Gratuity paid towards employees transferred to subsidiaries	-	-	1	-	-	-	-	-	-	-	-	-	1	-
- SFSL	-	-	*	-	-	-	-	-	-	-	-	-		
- EFSPL	-	-	*	-	-	-	-	-	-	-	-	-		
- SK.com	-	-	1	-	-	-	-	-	-	-	-	-		
Remuneration paid to KMPs	-	-	-	-	-	-	-	-	-	-	163	145	163	145
Loan given to	-	-	1,122	1,290	-	-	-	-	-	-	-	-	1,122	1,290
- EFSPL	-	-	1,122	1,290	-	-	-	-	-	-	-	-		
Loan received back	-	-	1,023	1,218	-	-	-	-	-	-	-	-	1,023	1,218
- EFSPL		-	1,023	1,218	-	-	-	-	-	-	-	-		
Loan taken from SFSL	-	-	-	9,900	-	-	-	-	-	-	-	-	-	9,900
Loan repaid to SFSL	-	-	-	9,909	-	-	-	-	-	-	-	-	-	9,909
Balances					-		-							
Trade payables	102	98	7	-	-	-	-	-	-	-	-	-	109	98
- BNP Paribas SA	102	98	-	-	-	-	-	-	-	-	-	-		
- SFSL	-	-	6	-	-	-	-	-	-	-	-	-		
- SK.com	-	-	1	-	-	-	-	-	-	-	-	-		
Other receivables	1	1	23	23	-	-	-	-	-	-	-	-	24	24
- EFSPL	-	-	17	13	-	-	-	-	-	-	-	-		
- SFSL		-	4	9	-	-	-	-	-	-	-	-		
- SK.com	-	-	2	1	-	-	-	-	-	-	-	-		
- BNP Paribas SA	1	1	-	-	-	-	-	-	-	-	-	-		
Trade Receivables	-	-	-	-	-	-	7	6	-	-	-	-	7	6
- BNP Paribas Asset Management India Pvt Ltd	-	-	-	-	-	-	7	6	-	-	-	-		
Loan Receivable from EFSPL	-	-	201	102	-	-	-	-	-	-	-	-	201	102
Bank Fixed Deposit	5	-	-	-	-	-	-	-	-	-	-	-	5	-
Bank Balance	6	1	-	-	-	-	-	-	-	-	-	-	6	1

* represents amount less than 1 million

Note:
During the year, there was no material transaction with any related parties as per the Related Party Transactions Policy of the Company and all the related party transactions entered into by the Company were in the ordinary course of business and on an arm's length basis.

(Currency: ₹ in million)

15 Corporate Social Responsibility (CSR)

As per the provisions of the Section 135 of the Act,

a Gross amount required to be spent by the Company during the year ₹ 49 (31 March 2023: ₹41)

b

Amount spent during the year ending on 31 March 24	**Amount Spent**	**Provision during the year**	**Total**
i) Construction/acquisition of any asset	-	-	-
ii) On the purpose other than (i) above	49	-	49

Amount spent during the year ending on 31 March 23	**Amount Spent**	**Provision during the year**	**Total**
i) Construction/acquisition of any asset	-	-	-
ii) On the purpose other than (i) above	41	-	41

c There are no previous year's shortfall amounts.

d Full CSR amount has been contribution to BNP Paribas India Foundation which is classified as related party under Ind AS 24 - "Related Party Disclosures".

16 Segment Reporting

As per Ind AS 108 - Operating Segments, if a financial report contains both the consolidated financial statements of a parent that is within the scope of this Ind AS as well as the parent's separate financial statements, segment information is required only in the consolidated financial statements. Accordingly, information required to be presented under Ind AS 108 - Operating Segments has been given in the consolidated financial statements of Sharekhan Limited.

17 The Company has a process whereby periodically all long term contracts, if any, are assessed for material foreseeable losses. At the year end, the Company has reviewed and ensured that adequate provision as required under any law / accounting standards for material foreseeable losses on such long term contracts, if any has been made in the books of account.

18 Due to micro and small suppliers

Under the Micro, Small and Medium Enterprises Development Act, 2006, (MSMED) which came into force from 2 October 2006, certain disclosures are required to be made relating to Micro, Small and Medium enterprises. On the basis of the information and records available with the management, the following disclosures are made for the amounts due to the Micro, Small and Medium enterprises, who have registered with the competent authorities.

	31.03.2024	31.03.2023
Principal amount remaining unpaid to any supplier as at the year end	14	30
Interest due thereon	Nil	Nil
Amount of interest paid by the Company in terms of section 16 of the MSMED Act, along with the amount of the payment made to the supplier beyond the appointed day during the accounting year	Nil	Nil
Amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act	Nil	Nil
Amount of interest accrued and remaining unpaid at the end of the accounting year	Nil	Nil
Amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprises, for the purpose of disallowance of a deductible expenditure under Section 23 of the MSMED Act	Nil	Nil

19 Information related to disclosures prescribed under Schedule III of Act 2013, which are not applicable to the Company have not been disclosed above.

20 Capital Management

Equity share capital and other equity are considered for the purpose of Company's capital management. The Company manages its capital so as to safeguard its ability to continue as a going concern and to optimise returns to the Shareholders. The capital structure of the Company is based on management's judgement of its strategic and day-to-day needs with a focus on total equity so as to maintain investor and market confidence. The funding requirements are met through equity and operating cash flows generated. The management monitors the return on capital and the Board of Directors monitors the level of dividends to shareholders of the Company. The Company may take appropriate steps in order to maintain, or if necessary adjust, its capital structure.

21 Bank Guarantee

The Company has provided bank guarantees of ₹ 9,200 as on 31 March 2024 (31 March 2023 – ₹15,400) to the stock exchanges for meeting the margin requirements by giving fixed deposit as collateral with banks (Refer Note 3.02 (a) on bank balance other than cash and cash equivalents).

(Currency: ₹ in million)

22 Dividend

The Board of directors at its meeting held on 23 May 2024, declared an interim dividend of ₹ 98.46/- per equity share (fully paid up) which will be paid during the 1st quarter of Financial Year 2024-25. The total payout on account of the equity dividend will be ₹ 5,784 (31st March, 2023 – ₹ 500)

23 Financial Information:

Pursuant to Regulation 52(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, SEBI's Operational circular SEBI/HO/DDHS/P/CIR/2021/613 dated August 10, 2021 to the extent applicable to Commercial Papers, information as required for the year ended March 31, 2024 in respect of Commericial Papers of the Company is as mentioned below:

A. Details of Credit Rating:

Rating Agency	ICRA Limited	CARE Ratings
Rating	ICRA A1+	CARE A1+

B. Key Financial Information

Particulars	Year ended 31 March 2024	Year ended 31 March 2023
Debt Equity Ratio	1.53	1.03
Debt Service Coverage Ratio	0.17	0.18
Interest Service Coverage Ratio	2.69	3.47
Outstanding redeemable preference shares	Nil	Nil
Capital redemption reserve (INR in million)	30	30
Debenture Redemption Reserve	Nil	Nil
Net Worth (INR in million)	18,637	16,225
Net Profit after tax (INR in million)	2,418	1,709
Earnings per share (Basic / Diluted) (INR)	41.17	29.09
Current ratio	1.26	1.28
Long term debt to working capital ratio	Nil	Nil
Bad debts to Account receivable ratio	Nil	Nil
Current liability ratio	0.75	0.68
Total debts to total assets	0.37	0.31
Debtors turnover ratio	5.24	4.49
Inventory turnover ratio	Not Applicable	Not Applicable
Operating margin (%)	21%	20%
Net profit margin (%)	16%	15%

Formula for computation of Ratios are as follows:
1. Debt Equity Ratio = Debt (Borrowings + Accrued interest) / Equity (Equity share capital + Other Equity)
2. Debt Service Coverage Ratio = Profit before interest and tax (excludes interest costs on leases as per Ind AS 116 on Leases) / (Interest expenses (excludes interest costs on leases as per Ind AS 116 on Leases) + Outstanding borrowing)
3. Interest Service Coverage Ratio = Profit before interest and tax (excludes interest costs on leases as per Ind AS 116 on Leases)/ Interest expenses (excludes interest costs on leases as per Ind AS 116 on Leases)
4. Net Worth = Equity Share capital + Other Equity
5. Company does not have any Long Term Debt and hence the ratio is Nil
6. Debtors Turnover Ratio = Fee and Commission Income / Average Trade Receivables
7. Operating Margin = Profit before tax / Total Revenue from operations
8. Net Profit Margin = Profit after tax / Total Revenue from operations

24 Additional regulatory information required under (WB) (xvi) of Division III of Schedule III amendment, disclosure of ratios, is not applicable to the Company as it is in broking business and not an NBFC registered under Section 45-IA of Reserve Bank of India Act, 1934.

25 Other statutory information

(i) The Company does not have any Benami property, where any proceeding has been initiated or pending against the Group for holding any Benami property.

(ii) The Company does not have any transactions with companies struck off.

(iii) The Company does not have any charges or satisfaction which is yet to be registered with Registrar of Companies beyond the statutory period.

(iv) The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.

(v) The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

(a) 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

(b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

(vi) The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:

(a) 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

(b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(vii) The Company has not entered into any such transaction which is not recorded in the books of account 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).

(viii) There are no unspent amounts in respect of ongoing projects, that are required to be transferred to a special account in compliance of provision of sub section (6) of section 135 of Companies Act, 2013.

(ix) In respect of other than ongoing projects, there are no unspent amounts that are required to be transferred to a fund specified in Schedule VII of the Companies Act, 2013 (the Act), in compliance with second proviso to sub section 5 of section 135 of the Act.

(Currency: ₹ in million)

26 BNP Paribas SA, the parent entity, has proposed to liquidate it's holdings in the shares of Sharekhan Limited ('SKL') and Human Value Developers Private Limited ('HVDPL') (collectively referred as Target Company(ies)) to Mirae Asset group companies and accordingly, the aforesaid parties have entered into a Share Purchase Agreement dated December 13, 2023. The Board of the Directors of SKL have also noted the proposed change in ownership in their meeting dated December 11, 2023. The proposed change in ownership is subject to requisite approvals from the regulatory authorities

27 Sharekhan Limited ('SKL'/ 'the Company'), as mandated by the regulatory requirement, has initiated the process of transferring its holding in Sharekhan BNP Paribas Financial Services Limited ('NBFC') by selling 100% of its equity shares to Human Value Developers Private Limited ('HVDPL') (a BNP Group entity in India). The said sale was approved by the Board of Directors and Shareholders of the Company in their respective meetings dated May 26, 2023 and June 20, 2023.

HVDPL has obtained approval from Department of Economic Affairs (DEA) for infusion of capital by the existing foreign shareholders to fund the acquisition of the NBFC. The NBFC entity has also obtained approval from Reserve Bank of India (RBI) for change in control/ shareholding pursuant to the transfer of its shares from SKL to HVDPL.

The proposed sale of shares of the NBFC entity at consideration of ₹5,784 has been approved by the Board of Directors of the Company at their meeting on May 13, 2024.

Accordingly, the investments in the NBFC entity have been disclosed under 'Assets held for Sale' in the standalone financial statements.

28 **Subsequent events**

There are no significant subsequent events that would require adjustments or disclosures in the standalone financial statements as on the balance sheet date.

29 The standalone financial statements are authorised for issue by the Board of Directors on 23rd May, 2024.

For Kalyaniwalla & Mistry LLP
Chartered Accountants
Firm Registration No. : 104607W / W100166

Sd/-
Roshni R. Marfatia
Partner
Membership no. : 106548

Mumbai
Date : 23 May 2024

For and on behalf of the Board of directors of
Sharekhan Limited
CIN: U99999MH1995PLC087498

Sd/-
Jaideep Arora
CEO & Whole Time Director
DIN: 00056252

Sd/-
Stefan Groening
Whole Time Director
DIN: 07657587

Sd/-
Sumeet Chugh
Chief Financial Officer

Sd/-
Vijay Sakali
Company Secretary
FCS No: 11793

Mumbai
Date : 23 May 2024

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF SHAREKHAN LIMITED

Report on the Audit of the Consolidated Ind AS Financial Statements

Opinion

We have audited the accompanying consolidated Ind AS financial statements of **Sharekhan Limited** (hereinafter referred to as the 'Holding Company') and its subsidiary companies (the Holding Company and its subsidiary companies together referred to as the 'Group'), as listed in Annexure 1, which comprise the Consolidated Balance Sheet as at March 31, 2024, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), Consolidated Statement of Changes in Equity and the Consolidated Cash Flow Statement for the year then ended, and notes to the consolidated Ind AS financial statements, including a summary of material accounting policies and other explanatory information (hereinafter referred to as the "consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of report of the other auditor referred to in the Other Matter paragraph below, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 (the 'Act') in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at March 31, 2024, the consolidated profit, consolidated total comprehensive income, consolidated changes in equity and its consolidated cash flows for the year then ended.

Basis for Opinion

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in India in terms of the Code of Ethics issued by the Institute of Chartered Accountants of India ('ICAI') and the relevant provisions of the Act, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained along with the consideration of audit report of the other auditor referred to in the 'Other Matter' paragraph below, is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements, as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined the matters described below to be the key audit matters to be communicated in our report.

Description of Key Audit Matters and how the matter was addressed in our audit

1. Information Technology (IT) - IT systems and controls – Holding Company

The Holding Company's key financial accounting and reporting processes are dependent on the automated controls in information systems. The Holding Company uses Hercules and Eternity systems as the General Ledger for overall financial reporting and other IT systems which process transactions, which impacts significant account balances. We have identified 'IT systems and controls' as Key audit matter since for revenue recognition (brokerage and interest income), the Holding Company relies on automated processes and controls for recording of revenue.

We have focused on IT General Controls (ITGC) (i.e. access management controls, change management controls, logical security controls, back-up and continuity controls and IT operations control) and IT application controls (ITAC) (i.e. controls on system reconciliation, system generated reports and system application controls over key financial accounting and reporting systems).

Our audit procedures to assess the effectiveness of IT systems included the following:

- Obtaining an understanding of entity's IT environment and key changes if any during the audit period that may be relevant to the audit.
- Performed walkthroughs to evaluate the design and implementation of key automated controls. Involved our IT specialist to test the effectiveness of identified IT automated controls and IT systems.

IT specialist tested relevant key controls operating over IT in relation to financial accounting and reporting systems, including IT general controls.

- IT specialists tested design and operating effectiveness of key controls over access management which includes granting access right, new user creation, removal of user rights and other preventive controls.
- Other independently assessed areas included password policies, security configuration, system generated reports and application interface controls.
- Evaluating the design, implementation and operating effectiveness of identified significant accounts related IT automated controls which are relevant for accuracy of system logic and consistency of data transmission.

2. **Information Technology (IT) - IT systems used in financial reporting process – Subsidiary Company audited by the other auditor.**

The subsidiary company's operational and financial processes are dependent on IT systems due to large volume of transactions that are processed daily. Therefore, IT systems and controls over financial reporting have been identified as a key audit matter for the subsidiary company.

Audit procedures to assess the effectiveness of IT systems included the following:

- Obtained an understanding of the Company's IT control environment relevant to the audit.
- Tested the design, implementation, and operating effectiveness of the subsidiary company's General IT controls over the key IT systems which are critical to financial reporting.
- Tested key automated and manual controls and logic for system generated reports relevant to the audit that would materially impact the financial statements.
- Have also relied on the work of the internal auditors.

3. **Impairment of Financial assets held at amortised cost in the subsidiary company audited by the other auditor.**

Since the loans and advances form a major portion of the subsidiary company's assets, and due to the significance of the judgments used in classifying loans and advances into various stages as stipulated in Indian Accounting Standard (Ind AS) 109, and the management estimation of the related impairment provisions this is a key audit matter.

The determination of impairment loss allowance is judgemental and relies on the management's best estimate due to the following:

- Internal indicators of impairment to classify loan under various stages
- Criteria selected to identify significant increase in credit risk
- Estimation of losses for loans with no/minimal historical defaults

Audit procedures included the following:

- Evaluated appropriateness of the impairment principles used by management based on the requirements of Ind AS 109, our business understanding.
- Assessed the company's policy on impairment indicators for lending exposure and computation of ECL allowance for such exposure.
- Evaluated management's basis and controls over collation of relevant information used for determining estimates for management overlays.
- Tested review controls over measurement of impairment allowances and disclosures in financial statements.

Information Other than the Consolidated Financial Statements and Auditor's Report Thereon

The Holding Company's Board of Directors are responsible for the other information. The other information comprises the Director's Report but does not include the consolidated financial statements and our auditor's report thereon.

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above 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, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

The Holding Company's Board of Directors are responsible for the preparation and presentation of these consolidated financial statements in terms of the requirements of the Act that give a true and fair view of the consolidated financial position, consolidated financial performance including consolidated 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 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; 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 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 Board of Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the Group'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 respective Board of Directors either intend to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

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

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

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs, will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

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

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

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For one entity included in the consolidated financial statements, which have been audited by other auditor, such other auditor remains responsible for the direction, supervision and performance of the audit carried out by it. We remain solely responsible for our audit opinion.

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

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

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

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 Matter

We did not audit the financial statements of one subsidiary company included in the consolidated financials of the Group, whose financial statements (before consolidation adjustments) reflect total assets of INR 5,834 million as at March 31, 2024, total revenue of INR 710 million and net cash outflow of INR 51 million for the year ended on that date, as considered in the consolidated financial statements. These financial statements have been audited by other auditor whose report has 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 this one subsidiary company, and our report in terms of sub-section (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiary company, is based solely on the report of the other auditor.

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 report of the other auditor.

Report on Other Legal and Regulatory Requirements

1. As required by section 143 (3) of the Act, we report, to the extent applicable, and on the consideration of the report of the other auditor as noted in the 'Other Matter' paragraph above that:
   (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
   (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the report of the other auditor.
   (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), Consolidated Statement of Changes in Equity and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
   (d) In our opinion, the aforesaid consolidated financial statements comply with the Indian Accounting Standards specified under section 133 of the Act, read with relevant rules issued thereunder.
   (e) On the basis of the written representations received from the directors of the Holding Company as on March 31, 2024 and taken on record by the Board of Directors of the Holding Company and the report of the statutory auditor of its subsidiary company incorporated in India, none of the directors of

the Group companies incorporated in India are disqualified as on March 31, 2024 from being appointed as a director in terms of Section 164(2) of the Act.

(f) With respect to the adequacy of the internal financial controls with reference to consolidated financial statements of the Group and the operating effectiveness of such controls, refer to our separate report in Annexure ‘A’.

(g) With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014 (the “Rules”), in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the report of the other auditor as noted in the ‘Other Matter’ section above, we further report that:

i. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group. (Refer Note 5 to the consolidated financial statements)

ii. The Group did not have any material foreseeable losses on long - term contracts including derivative contracts.

iii. 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.

iv. The respective Managements of the Holding Company and its subsidiary companies incorporated in India, whose financial statements have been audited under the Act, have represented to us and the other auditor of such subsidiary company, respectively that:

(a) to the best of their knowledge and belief, 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 its subsidiary companies to or in any other person(s) or entity(ies), including foreign entity(ies) (“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 its subsidiary companies (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(b) to the best of their knowledge and belief, no funds have been received by the Holding Company or its subsidiary companies from any person(s) or entity(ies), including foreign entity(ies) (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Holding Company or its subsidiary companies 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;

Based on audit procedures that have been considered reasonable and appropriate in the circumstances performed by us on the Holding Company and its subsidiary companies audited by us and that performed by the auditor of one subsidiary company whose financial statements have been audited under the Act, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e) of the Rules, as provided under (a) and (b) above, contain any material misstatement.

v. Based on the consideration of the report of the other auditor, as noted in the ‘Other Matter’ paragraph above, the interim dividend declared and paid by the subsidiary company during the year is in accordance with Section 123 of the Act, as applicable.

The Board of Directors of the Holding Company has proposed an interim dividend for the year and the same is in compliance with Section 123 of the Act.

The Board of Directors have not proposed a final dividend for the year.

vi. Based on our examination which included test checks and that performed by the respective auditor of the subsidiary company incorporated in India whose financial statements have been audited under the Act, the Holding Company and subsidiaries have used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit, we and the respective auditor of the above referred subsidiary company did not come across any instance of audit trail feature being tampered with.

As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014, is applicable from April 1, 2023, reporting under Rule 11 (g) of the Rules on preservation of audit trail as per the statutory requirements for record retention is not applicable for the year ended March 31, 2024.

2. With respect to the matters specified in paragraphs 3(xxi) and 4 of the Companies (Auditor's Report) Order, 2020 (the "Order"/ "CARO") issued by the Central Government in terms of Section 143(11) of the Act, to be included in the Auditor's report, according to the information and explanations given to us, based on the CARO report issued by us for the Holding Company and the subsidiary companies and the CARO report issued by the other auditor of one subsidiary company, included in the consolidated financial statements of the Group, to which reporting under CARO is applicable, we report that there are no qualifications or adverse remarks in these CARO reports.
3. In our opinion and according to the information and explanations given to us and based on the consideration of the report of the other auditor, as noted in the 'Other Matter' paragraph above, where applicable, managerial remuneration has been paid / provided in accordance with the requisite approvals mandated by the provisions of section 197 of the Act except in case of one step-down subsidiary wherein the remuneration paid to its whole time director during the year is in excess of the limits prescribed under section 197 read with Schedule V of the Act and is subject to approval of shareholders in the ensuing general meeting.

For KALYANIWALLA & MISTRY LLP
Chartered Accountants
Firm Registration No: 104607W / W100166

Sd/-
Roshni R. Marfatia
Partner
Membership No: 106548
UDIN: 24106548BKCSUF6695
Place: Mumbai
Date: May 23, 2024

Annexure 1

List of subsidiary companies including step down subsidiary companies included in the Consolidated Financial Statement

1 Sharekhan BNP Paribas Financial Services Limited
2 Espresso Financial Services Private Limited (formerly known as Sharekhan Comtrade Private Limited)
3 Sharekhan Commodities Private Limited
4 Wealthtiger Investment Advisors Private Limited
5 Sharekhan.com India Private Limited (Step down Subsidiary Company)
6 Sharekhan Consultants Private Limited (Step down Subsidiary Company)

Annexure 'A' to the Independent Auditor's Report

The Annexure referred to in Para 1 (f) under 'Report on Other Legal and Regulatory Requirements' of our Independent Auditors' Report to the members of the Holding Company on the consolidated Ind AS financial statements for the year ended March 31, 2024:

Report on the Internal Financial Controls with reference to Consolidated Financial Statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (the 'Act')

We have audited the internal financial controls with reference to consolidated financial statements of **Sharekhan Limited** (the 'Holding Company') and its subsidiary companies (the Holding Company and its subsidiary companies together referred to as the 'Group'), as listed in Annexure 1 as at March 31, 2024 in conjunction with our audit of the consolidated Ind AS financial statements of the Group for the year ended on that date.

Responsibilities of Management and Those Charged with Governance for Internal Financial Controls

The respective Board of Directors of the Holding Company and its subsidiary companies are responsible for establishing and maintaining internal financial controls based on the internal control with reference to financial statements criteria established by the Holding Company and its subsidiary companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. 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 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 Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the internal financial controls with reference to consolidated financial statements of the Holding Company and its subsidiary companies, incorporated in India, based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") issued by ICAI and the Standards on Auditing prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to consolidated financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to consolidated financial statements was established and maintained and if such controls operated effectively in all material respects.

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

We believe that the audit evidence we have obtained, and the audit evidence obtained by the other auditor in terms of their report referred to in the Other Matter paragraph below is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to consolidated financial statements.

Meaning of Internal Financial Controls with reference to consolidated financial statements

A Company's internal financial control with reference to consolidated financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control with reference to consolidated financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

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

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

Opinion

In our opinion, to the best of our information and according to the explanations given to us and based on the consideration of the report of the other auditor referred to in Other Matter paragraph below, the Holding Company and its subsidiary companies which are incorporated in India, have, in all material respects, an adequate internal financial controls with reference to consolidated financial statements and such internal financial controls with reference to consolidated financial statements were operating effectively as at March 31, 2024, based on the internal control with reference to consolidated financial statements criteria established by the respective companies considering the essential components of internal control stated in the Guidance

Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

Other Matter

Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to consolidated financial statements in so far as it relates to one subsidiary company, which is company incorporated in India, is based on the corresponding report of the auditor of such company incorporated in India.

Our opinion on the consolidated financial statements is not modified in respect of the above matters with respect to our reliance on the work done and the report of the other auditor.

For **KALYANIWALLA & MISTRY LLP**

Chartered Accountants
Firm Registration No. 104607W/W100166

Sd/-
Roshni R. Marfatia
Partner
Membership No.: 106548
UDIN: 24106548BKCSUF6695
Place: Mumbai
Date: May 23, 2024

SHAREKHAN LIMITED

CONSOLIDATED BALANCE SHEET AS AT 31 MARCH, 2024

(Currency: ₹ in million)

Particulars	Note No.	As at 31.03.2024	As at 31.03.2023
ASSETS			
Financial Assets			
Cash and cash equivalents	3.01	1,706	2,006
Bank Balance other than cash and cash equivalents	3.02	50,075	33,343
Receivables			
(i)Trade Receivables	3.03	2,765	1,257
(ii)Other Receivables	3.04	1,153	1,090
Loans	3.05	19,156	16,839
Investments	3.06	45	42
Other Financial assets	3.07	798	234
Non-financial Assets			
Current tax assets (Net)		172	147
Deferred tax assets (Net)	3.31	564	525
Property, Plant and Equipment	3.08	745	796
Capital work-in-progress	3.09 (a)	17	9
Intangible asset under development	3.09 (b)	3	1
Other intangible assets	3.10	22	37
Right -of-use assets	3.11	605	633
Other non financial assets	3.12	341	374
Total assets		**78,167**	**57,333**
LIABILITIES AND EQUITY			
LIABILITIES			
Financial Liabilities			
Payables	3.13		
Trade Payables			
(i) total outstanding dues of micro enterprises and small enterprises		14	30
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises		27,799	19,104
Other Payables			
(i) total outstanding dues of micro enterprises and small enterprises		-	-
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises		16	-
Borrowing (Other than Debt securities)	3.14	28,472	19,048
Lease Liabilities	3.15	675	698
Other financial liabilities	3.16	358	363
		57,334	**39,243**
Non-financial liabilities			
Current tax liabilities (Net)		99	111
Provisions	3.17	511	505
Other non-financial liabilities	3.18	598	448
		1,208	**1,064**
Equity			
Equity share capital	3.19	587	587
Other equity	3.20	19,038	16,439
		19,625	**17,026**
Total liabilities and equity		**78,167**	**57,333**

The accompanying notes are an integral part of the consolidated financial statements - 1 to 31

For Kalyaniwalla & Mistry LLP
Chartered Accountants
Firm Registration No. : 104607W / W100166

Sd/-
Roshni R. Marfatia
Partner
Membership no. : 106548

Mumbai
Date : 23 May 2024

For and on behalf of the Board of directors of
Sharekhan Limited
CIN: U99999MH1995PLC087498

Sd/-
Jaideep Arora
CEO & Whole Time Director
DIN: 00056252

Sd/-
Stefan Groening
Whole Time Director
DIN: 07657587

Sd/-
Sumeet Chugh
Chief Financial Officer

Sd/-
Vijay Sakali
Company Secretary
FCS No: 11793

Mumbai
Date : 23 May 2024

SHAREKHAN LIMITED

STATEMENT OF CONSOLIDATED PROFIT AND LOSS FOR THE YEAR ENDED 31 MARCH, 2024

(Currency: ₹ in million)

Particulars	Note No.	Year Ended 31.03.2024	Year Ended 31.03.2023
Revenue from operations			
Interest Income	3.21	5,183	3,859
Dividend Income		-	-
Fee and commission Income	3.22	10,728	8,560
Net gain on fair value changes	3.23	40	112
Total Revenue from operations		**15,951**	**12,531**
Other Income	3.24	44	20
Total Income		**15,995**	**12,551**
Finance cost	3.25	2,309	1,392
Fee and commission expenses	3.26	3,059	2,172
Impairment of financial instruments	3.27	(45)	37
Employee Benefits Expenses	3.28	3,260	2,893
Depreciation, amortization and impairment	3.29	457	439
Other expenses	3.30	3,479	3,522
Total Expenses		**12,519**	**10,455**
Profit Before Tax		3,476	2,096
Tax Expense:	3.31		
(1) Current Tax		913	631
(2) Prior year income tax		-	27
(3) Deferred Tax		(38)	(73)
		875	**585**
Profit After Tax	A	**2,601**	**1,511**
Other Comprehensive Income			
(A) (i) Items that will not be reclassified to profit or loss :			
- Remeasurement gain / (loss) on defined benefit plans		(2)	10
(ii) Income tax relating to items that will not be reclassified to profit or loss		-	(2)
Other Comprehensive Income	B	**(2)**	**8**
Total Comprehensive Income for the year	(A + B)	**2,599**	**1,519**
Earnings per equity share	4		
Basic and Diluted (₹)		44.28	25.72

The accompanying notes are an integral part of the consolidated financial statements - 1 to 31

For Kalyaniwalla & Mistry LLP
Chartered Accountants
Firm Registration No. : 104607W / W100166

Sd/-
Roshni R. Marfatia
Partner
Membership no. : 106548

Mumbai
Date : 23 May 2024

For and on behalf of the Board of directors of
Sharekhan Limited
CIN: U99999MH1995PLC087498

Sd/-
Jaideep Arora
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Vijay Sakali
Company Secretary
FCS No: 11793

Mumbai
Date : 23 May 2024

SHAREKHAN LIMITED

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MARCH, 2024

		(Currency: ₹ in million)
	Year Ended 31.03.2024	**Year Ended 31.03.2023**
Cash flows from operating activities		
Net profit before taxation	3,476	2,096
Adjustment for :		
Depreciation on property, plant and equipment and intangible assets	243	242
Depreciation on right of use asset	214	197
Interest expense on borrowings	2,101	1,241
Interest on Lease liabilities	58	50
Net gain on fair value changes	(40)	(112)
Provision for litigation	28	-
Provision for doubtful deposits	8	-
Allowance for credit losses	(56)	37
Net loss on sale of property, plant and equipment	5	14
Operating cash flow before working capital changes	**6,037**	**3,765**
Changes in working capital:		
Adjustments for		
Decrease / (Increase) in Trade receivables and other receivables	(1,517)	1,025
Increase in Deposits kept as margin money and placed with exchange	(16,732)	(6,262)
Increase in Loans	(2,315)	3,395
Decrease in Other financial assets	(574)	(2)
Increase in Other non-financial assets	44	(91)
Increase in Trade and other payables	8,695	(3,732)
Increase in Other financial liabilities	(5)	(583)
Increase / (Decrease) in Other non-financial liabilities	150	(55)
Increase in Provisions	(23)	(7)
Cash (used in) operations	**(6,240)**	**(2,548)**
Income tax paid (net)	(950)	(662)
Net cash flow (used in) operating activities (A)	**(7,190)**	**(3,210)**
Cash flow from investing activities		
Purchase of Property, Plant and Equipment	(187)	(289)
Purchase of intangibles	(17)	(4)
Proceeds from sale of Property, Plant and Equipment	2	9
Proceeds from sale of intangibles	-	-
Purchase of investments	(7,800)	(24,130)
Proceeds on redemption of investments	7,837	26,299
Purchase of fixed deposits	(5)	(78)
Proceeds from maturity of fixed deposits	5	64
Net cash generated from investing activities (B)	**(165)**	**1,871**
Cash flow from financing activities		
Issue NCD	500	-
Redemption of NCD	(500)	-
Borrowings through commercial papers	51,332	71,766
Repayment of borrowings through commercial papers	(47,684)	(70,298)
Proceeds from working capital demand loan	11,720	1,100
Repayment of working capital demand loan	(6,321)	(1,550)
Proceeds from bank overdraft	350	-
Interest paid on borrowings	(2,074)	(1,241)
Dividend paid	-	(500)
Cash payments for the principal portion of the lease liability	(210)	(200)
Cash payments for the interest portion of the lease liability	(58)	(50)
Net cash flow generated from financing activities (C)	**7,055**	**(973)**
Effect of exchange differences on translation of foreign currency cash and cash equivalents * (D)	-	-
Net increase in cash and cash equivalents (A+B+C+D)	**(300)**	**(2,312)**
Cash and cash equivalents at the beginning of the year	2,006	4,318
Cash and cash equivalents at the end of the year	**1,706**	**2,006**

* Amount disclosed as '-' on account of rounding off to million.

Notes:

1) Cash and cash equivalents comprises of:

Cash in hand	3	3
Balances with banks in current account	1,703	1,998
Deposits with bank with maturity less than three months	-	5
	1,706	**2,006**

(Currency: ₹ in million)

2) The above statement of cash flow has been prepared under the 'Indirect Method' as set out in Ind AS 7 - 'Statement of Cash Flow'.

3) Since the Holding Company is engaged in stock broking services and lending business, interest income have been considered as part of 'Cash flow from operating activities'.

4) Direct taxes paid is treated as arising from operating activities and is not bifurcated between investing and financing activities.

For Kalyaniwalla & Mistry LLP
Chartered Accountants
Firm Registration No. : 104607W / W100166

Sd/-
Roshni R. Marfatia
Partner
Membership no. : 106548

Mumbai
Date : 23 May 2024

For and on behalf of the Board of directors of
Sharekhan Limited
CIN: U99999MH1995PLC087498

Sd/-
Jaideep Arora
CEO & Whole Time Director
DIN: 00056252

Sd/-
Stefan Groening
Whole Time Director
DIN: 07657587

Sd/-
Sumeet Chugh
Chief Financial Officer

Sd/-
Vijay Sakali
Company Secretary
FCS No: 11793

Mumbai
Date : 23 May 2024

SHAREKHAN LIMITED

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 MARCH, 2024

(Currency: ₹ in million)

A. Share Capital (Refer Note 3.19)

	Equity Share Capital	
	Number	**Balance**
Balance as at 1st April 2022	5,87,46,178	587
Changes in equity share capital during the year	-	-
Balance as at 31st March 2023	**5,87,46,178**	**587**
Changes in equity share capital during the year	-	-
Balance as at 31st March 2024	**5,87,46,178**	**587**

B. Other Equity (Refer Note 3.20)

	Reserves and Surplus				Total
	Securities premium	**Capital redemption reserve**	**Statutory reserve**	**Retained Earnings**	
Balance as at April 1, 2022	**4,093**	**30**	**462**	**10,835**	**15,420**
Profit for the year	-	-	-	1,511	1,511
Other Comprehensive Income for the year	-	-	-	8	8
Transfererd to Statutory reserve	-	-	66	(66)	-
Dividend paid	-	-		(500)	(500)
Total Comprehensive Income for the year	**-**	**-**	**66**	**953**	**1,019**
Balance as at March 31, 2023	**4,093**	**30**	**528**	**11,788**	**16,439**
Profit for the year	-	-	-	2,601	2,602
Other Comprehensive Income for the year	-	-	-	(2)	(2)
Transfererd to Statutory reserve	-	-	67	(67)	-
Dividend paid	-	-	-	-	-
Total Comprehensive Income for the year	**-**	**-**	**67**	**2,532**	**2,600**
Balance as at March 31, 2024	**4,093**	**30**	**595**	**14,320**	**19,038**

The accompanying notes are an integral part of the consolidated financial statements - 1 to 31

As per our report attached
For KALYANIWALLA & MISTRY LLP
Chartered Accountants
Registration No.: 104607W / W100166

Sd/-
Roshni R. Marfatia
Partner
Membership No.:106548

Mumbai
Date : 23 May 2024

For and on behalf of the Board of directors of
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Sd/-
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Chief Financial Officer

Sd/-
Vijay Sakali
Company Secretary
FCS No: 11793

Mumbai
Date : 23 May 2024

1) Background

Sharekhan Limited ('the Holding Company') is a public limited company incorporated under the provisions of the Companies Act, 1956 and is domiciled in India. The Holding Company's registered office is at The Ruby, 18th Floor, 29 Senapati Bapat Marg, Dadar West, Mumbai, 400 028. The Consolidated Financial Statements comprise financial statements of the Holding Company and its subsidiaries (collectively referred to as 'the Group') for the year ended 31st March 2024.

The Holding Company provides research based stock broking services predominantly to non-institutional investors, distributes Mutual funds, renders depository services & portfolio management services. Sharekhan Commodities Private Limited ('SCPL') provided research based commodity broking services to non-institutional investors. The same has been discontinued since 5 November 2016. Sharekhan BNP Paribas Financial Services Limited (formerly known as Sharekhan BNP Paribas Financial Services Private Limited) ('SFSL') is a Non Banking Finance Company which provides financing services primarily against securities. Sharekhan.com India Private Limited ('S.Com') is primarily engaged in trader education and training business and Sharekhan Consultants Private Limited ('SCTPL') was engaged in the business of referral services. Wealthtiger Investment Advisors Private Limited ('WTPL') was engaged in investment advisory services. Espresso Financial Services Private Limited (EFSPL) (formerly known as Sharekhan Comtrade Private Limited) is engaged in the business of stock broking services and depository services to its clients.

The Holding Company is a subsidiary of BNP Paribas SA.

2) Basis of Preparation & Material Accounting Policies

2.01 Basis of Preparation

a) Statement of compliance

The Consolidated financial statements of the Group have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') prescribed under section 133 of the Companies Act, 2013 ('Act') read with of the Companies (Indian Accounting Standards) Rules, 2015 as amended and other relevant provisions of the Act. The accounting policies have been applied consistently to all the periods presented in these Consolidated financial statements.

b) Basis of preparation and presentation of Consolidate Financial Statements

The consolidated financial statements have been prepared on a historical cost basis, except certain financial assets and liabilities that are measured at fair value.

The consolidated financial statements are presented in INR / ₹ and all values are rounded to the nearest million, except when otherwise indicated.

The Group presents its consolidated balance sheet in order of liquidity. An analysis regarding recovery or settlement within 12 months after the reporting date (current) and more than 12 months after the reporting date (non–current) is presented in note 11.

c) Basis of consolidation

The consolidated financial statements comprises of Sharekhan Limited and all its subsidiaries, being the entities that it controls. Controls are assessed in accordance with the requirement of Ind AS 110 - Consolidated Financial Statements.

Sharekhan Limited holds 100% share capital in SCPL,SFSL,EFSPL and WTPL. SFSL holds 100% share capital in S.Com and SCTPL.
The consolidated financial statements of the Group have been prepared on following basis:

•In respect of subsidiaries, the financial statements have been consolidated on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses, after eliminating intra-group balances and intra-group transactions resulting in unrealised profits or losses.
•The consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented in the same manner as the Holding Company's separate financial statements.

d) Use of accounting judgements, estimates and assumptions

The preparation of consolidated financial statements in conformity with Ind AS requires management of the Group to make judgments, estimates and assumptions. These judgments, estimates and assumptions affect the reported amounts of assets and liabilities, the disclosures including disclosures of contingent liabilities as at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the period. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in future periods which are affected.

Information about significant areas of estimation uncertainty and critical judgments in applying accounting policies that have the most significant effect to the carrying amounts of assets and liabilities within the next financial year are:

(i) Fair value measurements

When the fair value of financial assets or financial liabilities recorded or disclosed in the consolidated financial statements cannot be measured at the quoted price in the active markets, their fair value is measured using the valuation techniques that include the use of valuation models. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgment is required in establishing fair values, judgments includes consideration of inputs such as liquidity risk, credit risk and volatility.

(ii) Provisions, liabilities and contingencies

Provisions and liabilities are recognized in the period when it becomes probable that there will be a future outflow of funds resulting from past operations or events that can reasonably be estimated. The timing of recognition requires application of judgments to existing facts and circumstances which may be subject to change. The amounts are determined by discounting the expected future cash flows at a pre – tax rate that reflects current market assessments of the time value of money and the risks specific to the liability.
In the normal course of business, contingent liabilities may arise from litigation and other claims against the Group. Potential liabilities that are possible to quantify reliably are treated as contingent liabilities. Such liabilities are disclosed in the notes but are not recognized.

2.01 Basis of Preparation (continued)

d) Use of accounting judgements, estimates and assumptions (continued)

(iii) Recognition and Measurement of defined benefit obligation

The obligation arising from defined benefit plans is determined on the basis of actuarial assumptions. Key actuarial assumptions include discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

(iv) Impairment of financial assets

The measurement of impairment losses across all categories of financial assets requires judgement, in particular, the estimation of the amount and timing of future cash flows and collateral values when determining impairment losses and the assessment of a significant increase in credit risk. These estimates are driven by a number of factors, changes in which can result in different levels of allowances.

e) Recent accounting pronouncements

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended March 31, 2024, MCA has not notified any new standards or amendments to the existing standards applicable to the Company.

2.02 Material Accounting Policies

a) Revenue recognition

i Recognition of income

Revenue (other than for those items to which Ind AS 109 Financial Instruments are applicable) is measured at fair value of the consideration received or receivable. Ind AS 115 Revenue from contracts with customers outlines a single comprehensive model of accounting for revenue arising from contracts with customers and supersedes current revenue recognition guidance found within Ind ASs.

The Group recognises revenue from contracts with customers based on a five step model as set out in Ind AS 115:
Step 1 : Identify contract(s) with a customer: A contract is defined as an agreement between two or more parties that creates enforceable rights and obligations and sets out the criteria for every contract that must be met.

Step 2 : Identify performance obligations in the contract: A performance obligation is a promise in a contract with a customer to transfer a good or service to the customer.
Step 3 : Determine the transaction price: The transaction price is the amount of consideration to which the Group expects to be entitled in exchange for transferring promised goods or services to a customer, excluding amounts collected on behalf of third parties.
Step 4 : Allocate the transaction price to the performance obligations in the contract: For a contract that has more than one performance obligation, the Group allocates the transaction price to each performance obligation in an amount that depicts the amount of consideration to which the Group expects to be entitled in exchange for satisfying each performance obligation.

Step 5 : Recognise revenue when (or as) the Group satisfies a performance obligation.

ii Interest income

Under Ind AS 109 interest income is recorded using the effective interest rate (EIR) method for all financial instruments measured at amortised cost. The EIR is the rate that exactly discounts estimated future cash receipts through the expected life of the financial instrument or, when appropriate, a shorter period, to the net carrying amount of the financial asset.

The Group calculates interest income by applying the EIR to the gross carrying amount of financial assets other than credit-impaired assets. When a financial asset becomes credit-impaired, the Group calculates interest income by applying the effective interest rate to the net amortised cost of the financial asset. If the financial assets cures and is no longer credit-impaired, the Group reverts to calculating interest income on a gross basis.

iii Fees & Commission income

1 Broking fees income

Brokerage fees is recognised at point in time as per contracted rates on the excution of the transaction in Exchanges on behalf of clients on trade dates. Brokerage fees is net of Goods & Service tax (GST).

2 Depository income

Depository income (net of GST) pertains to income from depository services rendered by the Group and is recognised after ascertaining recoverability of the same.

2.02 Material Accounting Policies (Continued)

3 Portfolio management fee

Portfolio management fee (net of GST) is recognised on an accrual basis in accordance with the terms of contract between the Group and Portfolio Management Scheme (PMS) clients. Fees which are based on the performance of the respective portfolios are recognised on completion of the performance period at point in time

4 Income from Initial Public Offer (IPO) / Mutual Fund services

Service income (net of GST), viz distribution of Initial Public Offer (IPO) and Mutual Fund is recognised on accrual basis as and when services are performed at point in time.

5 Advisory fees

Advisory fees are charged to clients based on the investment corpus allocated and in accordance with the contract entered into with the clients. Fees are recognized on accrual basis.

6 Training fees

Training fee is recognized as income, earlier of :-
a) when the student meets all the conditions precedent to the training program;
b) on actual attendance of the program;
c) one year from the receipt of the fee or part thereof.

b) Foreign currency transactions and translation

The management of the Group has determined Indian Rupee ("INR") as the functional currency of the Group. In preparing the consolidated financial statements, transactions in currencies other than the entity's functional currency are recorded at the rates of exchange prevailing on the date of the transaction. At the end of each reporting period, monetary items denominated in foreign currencies are re-translated at the rates prevailing at the end of the reporting period. Non-monetary items carried at fair value that are denominated in foreign currencies are re-translated at the rates prevailing on the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not translated.

Exchange differences arising on the translations/settlement of monetary items in foreign currency are recognised in the Consolidated Statement of Profit and Loss.

2.02 Material Accounting Policies (continued)

c) Taxation

Income tax expense comprises both current and deferred tax. Current and deferred taxes are recognised in the consolidated statement of profit and loss.

Current Tax

Current tax assets and liabilities for the current and prior years are measured at the amount expected to be recovered from, or paid to, the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted, or substantively enacted, by the reporting date in the countries where the Group operates and generates taxable income.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in Other Comprehensive Income (OCI) or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred tax

Deferred tax assets and liabilities are recognised on temporary differences arising between the tax base of assets and liabilities and their carrying amounts in the consolidated financial statements.

Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are recognised to the extent it is probable that taxable profit will be available against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilised.

The carrying amount of deferred tax assets is reviewed at the end of each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the deferred tax asset to be utilised.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

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

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

d) Financial Instruments

i) Classification

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

Financial assets, other than equity, are classified into finanical assets at fair value through other comprehensive income (FVOCI) or fair value through profit and loss account (FVTPL) or at amortised cost. Financial assets that are equity instruments are classified as FVTPL or FVOCI. Financial liabilities are classifed as amortised cost category and FVTPL.

ii) Business Model assessment and Solely payments of principal and interest (SPPI) test:

Classification and measurement of financial assets depends on the business model and results of SPPI test. The Group determines the business model at a level that reflects how groups of financial assets are managed together to achieve a particular business objective. As a second step of its classification process the Group assesses the contractual terms of financial to identify whether they meet the SPPI test. Based on the above, financial assets are either classified as:

1. Amortised cost,
2. Fair value through other comprehensive income and
3. Fair value through profit and loss.

iii) Initial recognition:

The classification of financial instruments at initial recognition depends on their contractual terms and the business model for managing the instruments.

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 FVTPL) 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 FVTPL are recognised immediately in statement of profit and loss.

Financial assets and financial liabilities are initially recognised on the trade date i.e. the date when a the Group becomes a party to the contractual provisions of the instruments. At initial recognition, the Group measures trade receivables at their transaction price if the trade receivables do not contain a significant financing component.

iv) Subsequent measurement:

Financial assets at amortised cost:

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

The Group measures bank balances, loans, trade receivables and financial investments at amortised cost.

Fair value through Profit and loss account:

Financial assets are measured at FVTPL unless it is measured at amortised cost or at FVOCI on initial recognition. The transaction costs directly attributable to the acquisition of financial assets at fair value through profit or loss are immediately recognised in profit or loss.

2.02 Material Accounting Policies (continued)

d) Financial Instruments (continued)

v) Financial Liabilities and equity instruments:

Classification as debt or equity

Financial liabilities and equity instruments issued by the Group are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities. Equity instruments are recorded at the proceeds received, net of direct issue costs.

Financial Liabilities

Trade and other payables are initially measured at fair value, net of transaction costs, and These are subsequently measured at amortised cost using effective interest rate method where the time value of money is significant. For trade and other payables maturing within one year from the Balance Sheet date, the carrying amounts approximate the fair value due to the short maturity of these instruments.

vi) Reclassification of Financial assets and Financial liabilities:

The Group does not re-classify its financial assets subsequent to their initial recognition, apart from the exceptional circumstances when the Group changes its business model for managing such financial assets. The Group does not re-classify its financial liabilities.

vii) Impairment of financial assets:

The Group recognises loss allowances using the Expected Credit Loss (ECL) model for the financial assets which are at amorised cost. Expected credit losses are measured at an amount equal to the 12-month ECL, unless there has been a significant increase in credit risk or the assets have become credit impaired from initial recognition in which case, those are measured at lifetime ECL. The amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date is recognised as an impairment gain or loss in the Statement of Profit and Loss.

viii) Trade receivables/Loans:

The Group follows 'Simplified approach' for recognition of impairment loss allowance on trade receivables. The Group recognises impairment loss allowance based on lifetime expected credit losses('ECL') on all credit impaired trade receivables at each reporting date. For trade receivables which are not credit impaired, impairment loss allowance are recognised based on management's best estimate of default rates at each reporting date.

Loans to Customers and other financial assets

The Group recognizes impairment allowances using Expected Credit Losses (“ECL”) method on all the financial assets that are not measured at FVPTL:

The Group has established a policy for the purpose of ECL calculation under Ind AS 109 and loans are classified in 3 stages based on change in credit risk of the loan from the initiation of the loan. Depending on the stage at which a loan or a group of loans are classified, level of ECL provision and method of calculation of ECL differs as stated in the policy.

Stage 1 is where credit risk has not increased significantly since initial recognition. For financial assets in stage 1, the Group recognises 12 month expected credit loss as ECL provision and recognizes interest income on a gross basis – this means that interest will be calculated on the gross carrying amount of the financial asset before adjusting for ECL provision.

Stage 2 is where credit risk has increased significantly since initial recognition. When a loan transfers to stage 2 the Group recognises lifetime expected credit loss on such loans/group of loans at the same time interest income will continue to be recognised on a gross basis.

Stage 3 is where the financial asset is credit impaired. This is effectively the point at which there has been expected credit loss event under Ind AS 109. For financial assets in stage 3, the Group will recognise lifetime expected credit loss at loan level

Financial assets are written off / fully provided for when there is no reasonable of recovering a financial assets in its entirety or a portion thereof.

However, financial assets that are written off could still be subject to enforcement activities under the Group’s recovery procedures, taking into account legal advice where appropriate. Any recoveries made are recognised in the Consolidated Statement of Profit and Loss.

Collateral valuation

To mitigate credit risks on Financial assets, the Group seeks to use collateral where possible. The collateral comes in form of cash & securities. Collaterals unless repossessed are not recorded on the Group's Balance Sheet. However, the fair value of the collateral affects the calculation of Expected Credit Loss (ECL). Collateral relating to margin requirements is valued daily. The Group uses active market data for valuing the securities held as collateral.

ix) Derecognition of Financial assets and Financial liabilities:

The Group derecognizes a financial asset only when the contractual rights to the cash flows from the asset expires or it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity.

A financial liability is derecognised when, and only when, the obligation under the liability is discharged, cancelled or expired.

e) Cash and cash equivalents :

Cash and cash equivalent in the consolidated balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value.

f) Property, Plant and Equipment

Property, plant and equipment are stated at cost of acquisition less accumulated depreciation and accumulated impairment loss, if any. Cost includes all expenses incidental to the acquisition of the property, plant and equipment and any attributable cost of bringing the asset to its working condition for its intended use. Subsequent costs are capitalised only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. All other repair and maintenance costs are recognized in statement of profit and loss as incurred.

Capital work in progress and Capital advances

Cost of assets not ready for intended use, as on the Balance Sheet date, is shown as capital work in progress. Advances given towards acquisition of property, plant and equipment outstanding at each Balance Sheet date are disclosed in Other Non-Financial Assets.

2.02 Material Accounting Policies (continued)

Depreciation of property, plant and equipment

Depreciation on property, plant and equipment, other than premises and leasehold improvements, is provided on a straight line method based on estimated useful life. Premises are depreciated over its estimated useful life on a straight line basis. Leasehold improvements are amortised over the primary period of lease on a straight line basis or useful life whichever is less.

As per the requirement of the Act, the Group has evaluated the useful lives of its property, plant and equipment and has computed depreciation according to the provisions of Schedule II of the Act. The useful life of the following assets are as follows :

Nature of property, plant and equipment	As per Companies Act
Furniture and fixtures	10 years
Vehicles	10 Years
Office equipments	5 Years
Electric fittings and generator	10 Years
Computer hardware	3 - 6 Years

Further as disclosed in the table below, the estimated useful life of certain property, plant and equipment of the Group is different from useful life prescribed in Schedule II of the Act.

Nature of property, plant and equipment	Management Estimate of Useful Life (in years)	Useful life as per the limits prescribed in Schedule II of the Act (in years)
Office Premises	20	60
Air Conditioners	10	15

For these class of assets, based on internal technical assessment, the management believes that the useful lives as given above best represent the period over which management expects to use these assets. Hence the useful lives for these assets is different from the useful lives as prescribed under Part C of Schedule II of the Act.

Assets individually costing INR 5,000/- or less are fully depreciated in the year of purchase or acquisition.

Depreciation in respect of leasehold improvements is provided on straight-line method over a period of 10 years since the management is reasonably certain of renewal of lease terms.

The Group provides pro-rata depreciation from the date the asset is ready for its intended use and in respect of assets sold, depreciation is provided upto the date of disposal.

The residual values, estimated useful lives and method of depreciation of property, plant and equipment are reviewed at end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

Property, plant and equipment are derecognised on disposal or when no future economic benefits are expected to arise from its continuous use. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is recognised in other income / expense in the statement of profit and loss in the year the asset is derecognised. The date of disposal of an item of property, plant and equipment is the date the recipient obtains control of that item in accordance with the requirements for determining when a performance obligation is satisfied in Ind AS 115.

g) Intangible Assets:

Intangible assets are carried at cost less accumulated amortisation.

Capital work in progress and Capital advances

Cost of assets not ready for intended use, as on the Balance Sheet date, is shown as capital work in progress. Advances given towards acquisition of intangible assets outstanding at each Balance Sheet date are disclosed in Other Non-Financial Assets.

Amortisation of intangible assets

Intangible Assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less accumulated amortization and accumulated impairment loss, if any. The cost of intangible assets acquired in an amalgamation in the nature of purchase is reflected at their fair value as at the date of amalgamation. Profit or Loss on disposal of intangible assets is recognised in the Statement of Profit and Loss.

Intangible assets are amortised as follows:

- Membership rights of the BSE Limited ('BSEL') over a period of 10 years;
- Computer software and web development cost over a period of 3 years;
- Goodwill and trademark over a period of 3 years;
- Non-compete fees over the agreement period subject to maximum of 3 years.

Intangible assets are derecognised on disposal or when no future economic benefits are expected to arise from its continuous use. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is recognised in other income / expense in the statement of profit and loss in the year the asset is derecognised. The date of disposal of an item of intangible asset is the date the recipient obtains control of that item in accordance with the requirements for determining when a performance obligation is satisfied in Ind AS 115.

2.02 Material Accounting Policies (continued)

h) Impairment of non - financial assets

The Group assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Group estimates the asset's recoverable amount.

Recoverable amount is the higher of fair value less costs of disposal and value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or group of assets. When the carrying amount of an asset exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators.

An impairment loss is recognised whenever the carrying amount of an asset exceeds its recoverable amount. The impairment loss, if any, is recognised in the statement of profit and loss in the period in which impairment takes place.

A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, however subject to the increased carrying amount not exceeding the carrying amount that would have been determined (net of amortisation or depreciation) had no impairment loss been recognised for the asset in prior accounting periods. A reversal of an impairment loss is recognised immediately in the statement of profit and loss.

i) Employee benefits

Defined contribution plans

(i)Provident fund

The Group contributes to a recognised provident fund which is a defined contribution scheme. The contributions are accounted for on an accrual basis and recognised in the statement of profit and loss. The eligible employees of the Group are entitled to receive post-employment benefits in respect of provident . The contributions made to state managed retirement benefit schemes are dealt with as payments to defined contribution schemes where the Group's obligations under the schemes are equivalent to those arising in a defined contribution retirement benefit scheme.

Defined Benefit Plan

(i) Gratuity

The Group's gratuity scheme is a defined benefit plan. The Group's net obligation in respect of the gratuity benefit is calculated by estimating the amount of future benefit that the employees have earned in return for their service in the current and prior periods, that benefit is discounted to determine its present value, and the fair value of plan assets, if any, is deducted from such determined present value.

The discount rate used for determining the present value is based on the Indian Government Securities yields prevailing as at the balance sheet date that have maturity date equivalent to the tenure of the obligation.

The cost of providing benefits under the defined benefit plan is determined using the projected unit credit method with actuarial valuations being carried out at the end of each annual reporting period.

All other expenses related to defined benefit plans is recognised in employee benefit expenses in statement of profit and loss. Remeasurements are not reclassified to profit or loss in subsequent periods.

When the benefits of the plan are changed, or when a plan is curtailed or settlement occurs, the portion of the changed benefit related to past service by employees, or the gain or loss on curtailment or settlement, is recognized immediately in the profit or loss account when the plan amendment or when a curtailment or settlement occurs.

(ii) Compensated absences

Compensated absences are recognised as a liability at the present value of the defined benefit obligation at the balance sheet date. The Group's liability towards compensated absences is determined on the basis of valuations, as at balance sheet date, carried out by an independent actuary using Projected Unit Credit Method. Actuarial gains and losses comprise experience adjustments and the effects of changes in actuarial assumptions and are recognised immediately in the statement of profit and loss.

Other Short-term employee benefits

All employee benefits payable wholly within twelve months of rendering the service are classified as short-term employee benefits. The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees is recognised during the year.

Long term incentive plan (LTIP)

The Group has launched 'Group Sustainability and Incentive Scheme' (GSIS) and Contingent Sustainable and International Scheme (CSIS) for various future ending periods which is a defined benefit and is accrued based on an actuarial valuation at the balance sheet date carried out by an independent actuary.

j) Right of Use (ROU) and Lease Liability

At the date of commencement of the lease, the Group recognizes a right-of-use asset ("ROU") 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 recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date.

The right-of-use asset is subsequently depreciated using the straight-line method of the lease term. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain re-measurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the average borrowing rate at the commencement date of the lease for the estimated term of the obligation.

Lease payments included in the measurement of the lease liability comprise the amounts expected to be payable over the period of the lease. The lease liability is measured at amortised cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in an index or rate.

When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments have been classified as financing activity.

2.02 Material Accounting Policies (continued)

k) Accounting for provisions, contingent liabilities and contingent assets

Provisions are recognised in the balance sheet when the Group has a present obligation (legal or constructive) as a result of a past event, which is expected to result in an outflow of resources embodying economic benefits which can be reliably estimated. Each provision is based on the best estimate of the expenditure required to settle the present obligation at the balance sheet date. Where the time value of money is material, the amount of a provision shall be the present value of the expenditures expected to be required to settle the obligation.

Provisions shall be reviewed at the end of each reporting period and adjusted to reflect the current best estimate. If it is no longer probable that an outflow of resources embodying economic benefits will be required to settle the obligation, the provision shall be reversed.

Contingent liabilities are not recognised in the consolidated financial statements. Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made.

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity. The Group does not recognise contingent asset.

l) Earnings per share

The basic earnings per share is computed by dividing the net profit attributable to the equity shareholders by weighted average number of equity shares outstanding during the reporting period.

Diluted earnings per equity share is computed by dividing the net profit attributable to the equity holders of the Holding Company by the weighted average number of equity shares considered for deriving basic earnings per equity share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. In computing diluted earnings per share, only potential equity shares that are dilutive are included.

m) Borrowing cost

All borrowing cost are expensed in the period when they occur. Borrowing cost consists of interest and other cost that an entity incurs in connection with the borrowing of the funds.

n) Segment Report

Based on the ‘management approach’ as defined in Ind AS 108, the Chief Operating Decision Maker (CODM) evaluates the Group’s performance and allocates resources based on an analysis of various performance indicators by business segments and geographic segments. Accordingly, the information has been presented both along business segments and geographic segments. The accounting principles used in the preparation of the consolidated financial statements are consistently applied to record revenue and expenditure in individual segments, and are as set out in the significant accounting policies.

(Currency: ₹ in million)

3.01 Cash and cash equivalents

	As at 31.03.2024	As at 31.03.2023
Cash on hand	3	3
Balances with Banks		
- in current accounts	1,703	1,998
Deposits with bank with maturity less than three months	-	5
Total	**1,706**	**2,006**

3.02 Bank Balance other than cash and cash equivalents

	As at 31.03.2024	As at 31.03.2023
Deposits with banks (Refer Note (a) below)	49,254	32,918
Interest receivable on bank deposits	821	425
Total	**50,075**	**33,343**
(a) Deposits with bank includes deposits which have been earmarked as follows:		
- Fixed deposit on margin money for availing overdraft facilities and guarantees issued by banks;	8,557	10,270
- Fixed Deposit placed with exchanges towards capital adequacy and membership fees;	40,644	22,591

3.03 Trade receivables

	As at 31.03.2024	As at 31.03.2023
Receivables considered good- Secured*	2,610	1,138
Receivables considered good- Unsecured	160	137
Receivables which have significant increase in credit risk	-	-
Receivables- credit impaired	255	291
	3,025	1,566
Less: Allowance for impairment losses	260	309
Total	**2,765**	**1,257**

* secured against securities given as collateral by the customers

Trade receivables Ageing Schedule:-
For the year ended 31 March 2024

Particulars	Not due	Outstanding for following periods from due date of payment					Loss Allowance	Total
		Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years		
Undisputed Trade Receivable - Considered good	73	2,685	6	3	-	3	(6)	2,765
Undisputed Trade Receivable - which have significant increase in credit risk	-	-	-	-	-	-	-	-
Undisputed Trade Receivable - Credit impaired	-	1	9	26	11	208	(255)	-
Disputed Trade Receivable - Considered good	-	-	-	-	-	-	-	-
Disputed Trade Receivable - which have significant increase in credit risk	-	-	-	-	-	-	-	-
Disputed Trade Receivable - Credit impaired	-	-	-	-	-	-	-	-

(Currency: ₹ in million)

3.03 Trade receivables *(Continued)*

Trade receivables Ageing Schedule *(Continued)* : -

For the year ended 31 March 2023

Particulars	Not due	Outstanding for following periods from due date of payment					Loss Allowance	Total
		Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years		
Undisputed Trade Receivable - Considered good	51	1,162	32	23	-	7	(18)	1,257
Undisputed Trade Receivable - which have significant increase in credit risk	-	-	-	-	-	-	-	-
Undisputed Trade Receivable - Credit impaired	-	5	34	21	32	198	(291)	-
Disputed Trade Receivable - Considered good	-	-	-	-	-	-	-	-
Disputed Trade Receivable - which have significant increase in credit risk	-	-	-	-	-	-	-	-
Disputed Trade Receivable - Credit impaired	-	-	-	-	-	-	-	-

Notes:

(a) No trade receivable are due from directors or other officers of the group either severally or jointly with any other person. Nor any trade receivable are due from firms including limited liability partnerships (LLPs) or private companies respectively in which any director is a partner, a director or a member.

3.04 Other receivables

	As at 31.03.2024	As at 31.03.2023
Unsecured - considered good		
Exchange receivable	1146	1087
Receivable from related party:		
- BNP Paribas SA*	1	-
Other receivable	6	3
Total	**1,153**	**1,090**

* represents amount less than ₹ 1 million

(a) Other receivables do not have any significant increase in credit risk and are not credit impaired.

(b) The outstanding balance as on 31 March 2024 and as on 31 March 2023 is fully undisputed and less than six months.

(c) No receivables are due from directors or other officers of the group either severally or jointly with any other person. Nor any receivables are due from firms including limited liability partnerships (LLPs) or private companies respectively in which any director is a partner, a director or a member.

(Currency: ₹ in million)

3.05 Loans

		As at 31.03.2024	As at 31.03.2023
Loans - at amortised cost			
Loans to customers		4,926	7,106
Exchange Margin Funding		14,300	9,804
Loans to employees		1	1
Total - Gross		19,227	16,911
Less: Impairment loss allowance		71	73
Total - Net	**A**	**19,156**	**16,838**
Secured/ Unsecured			
(a) Secured by investments made by customers in securities		18,595	16,374
(b) Unsecured		632	538
Total - Gross		19,227	16,912
Less: Impairment loss allowance		71	73
Total - Net	**B**	**19,156**	**16,839**
Loans in India			
Public Sector		-	-
Others		19,227	16,912
Total - Gross		**19,227**	**16,912**
Less: Impairment loss allowance		71	73
Total - Net	**C**	**19,156**	**16,839**
Stage wise break up of Loans			
Low credit Risk (Stage 1)		19,227	7,108
Significant increase in credit risk (Stage 2)		5	-
Credit impaired (Stage 3)		-	-
		19,227	**7,108**

(a) No loans have been granted to promoters, directors, key managerial personnel and the related parties either severally or jointly with any other person that are :

a) Repayable on demand
b) Without specifying any terms or period of repayment

(b) In determining allowance for credit losses of loans the Company has used the practical expedient by computing the expected credit loss allowance based on a provision matrix. The provision matrix takes into account historical credit loss experience and is adjusted for forward looking information. The expected credit loss allowance is based on ageing of the receivables that are due and rates used in the provision matrix.

Movements in allowance for credit losses of loans is as below:	Year Ended 31.03.2024	Year Ended 31.03.2023
Balance at the beginning of the year	73	68
Charge during the year	(2)	5
Release during the year	-	-
Utilised during the year	-	-
Balance as at the end of the year	**71**	**73**

(Currency: ₹ in million)

3.06 Investments

	As at 31.03.2024	As at 31.03.2023
At Fair Value through profit or loss		
Investments in India		
Mutual funds	-	-
Other - Aviva Life Insurance Company India Limited	45	42
Total	**45**	**42**

More information regarding the valuation methodologies can be found in note 12

Reclassification

During the current or previous reporting periods the Group has not reclassified any investments since its initial classification.

The Group has not transferred any Financial assets which are transferred but are not derecognised in books of accounts.

Details of investments made scripwise are as follows:

	At fair value		At cost	
Details of Investments	**31.03.2024**	**31.03.2023**	**31.03.2024**	**31.03.2023**
1,233,616 (31 March 2023: 1,233,616) Aviva Life Insurance Company India Ltd.#	45	42	25	25
	45	**42**	**25**	**25**

Investment is earmarked against compensated absences

(Currency: ₹ in million)

3.07 Other Financial Assets

	As at 31.03.2024	As at 31.03.2023
Unsecured, considered good (unless otherwise stated)		
Security and other deposits (Refer note (a) below)		
(a) considered good	794	231
(b) considered doubtful	80	87
	874	318
Less: Allowance for credit losses	80	87
	794	**231**
Others		
Advance to staff	4	3
	4	**3**
Total	**798**	**234**

		31.03.2024	31.03.2023
(a)	Of the above,		
	Deposits kept under arbitration (net of provision ₹76 (31 March 2023 ₹ 69))	16	16
	Deposits kept with exchange (net of provision ₹ Nil)	153	66

(b) No advances in the nature of loans have been granted to promoters, directors, key managerial personnel and the related parties either severally or jointly with any other person:-
a) Repayable on demand
b) Without specifying any terms or period of repayment

(Currency: ₹ in million)

3.08 Property, Plant and Equipment

Description	Office Premises	Furniture and Fixtures	Vehicles*	Ofice Equipments	Computers	Leasehold Improvements - Furniture and Fixtures	Electrical fitting and generator	Air conditioners	Total
I. Gross Block									
Balance as at April 1, 2022	624	209	-	71	1,198	173	114	86	2,475
Additions	-	24	-	19	144	59	28	24	298
Disposals	-	19	-	3	65	22	9	7	125
Balance as at March 31, 2023	**624**	**214**	**-**	**87**	**1,277**	**210**	**133**	**103**	**2,648**
Additions	-	6	-	11	132	17	5	5	176
Disposals	-	65	-	22	58	27	39	21	232
Balance as at March 31, 2024	**624**	**155**	**-**	**76**	**1,351**	**200**	**99**	**87**	**2,592**
II. Accumulated Depreciation and impairment									
Balance as at April 1, 2022	372	152	-	65	923	120	73	51	1,756
Depreciation / amortisation charge for the year	29	17	-	5	125	9	7	6	198
Eliminated on disposal of assets	-	12	-	3	65	13	5	4	102
Balance as at March 31, 2023	**401**	**157**	**-**	**67**	**983**	**116**	**75**	**53**	**1,852**
Depreciation / amortisation charge for the year	29	10	-	6	144	13	9	8	219
Eliminated on disposal of assets	-	63	-	22	57	25	38	19	224
Balance as at March 31, 2024	**430**	**104**	**-**	**51**	**1,070**	**104**	**46**	**42**	**1,847**
III. Net block (I-II)									
Balance as at March 31, 2024	**194**	**51**	**-**	**26**	**281**	**96**	**53**	**45**	**745**
Balance as at March 31, 2023	**223**	**57**	**-**	**21**	**294**	**94**	**58**	**50**	**796**

* represents amount less than ₹ 1 million

(a) The title deeds of all immovable properties are held in the name of the Holding Company "Sharekhan Limited" and are not held in the name of any promoter / director or relative of promoter / director or employee of promoter / director. The details of immovable properties are as follows:

Name of the Registered Property	Date since held
Ruby office	14.July.2011
Lodha Office	01.March.2010

(b) There have been no acquisitions through business combinations and no revaluation of Property, plant and equipment during the year ended 31 March 2024 and 31 March 2023.

(Currency: ₹ in million)

3.09 (a) Capital work-in-progress (CWIP)

Ageing schedule

Particulars	**Outstanding as at Mar 31, 2024**				
	Less than 1 year	**1-2 years**	**2-3 years**	**More than 3 years**	**Total**
Projects in Progress	17	-	-	-	17
Projects temporarily suspended	-	-	-	-	-
	17	**-**	**-**	**-**	

Particulars	**Outstanding as at March 31, 2023**				
	Less than 1 year	**1-2 years**	**2-3 years**	**More than 3 years**	**Total**
Projects in Progress	9	-	-	-	9
Projects temporarily suspended	-	-	-	-	-
	9	**-**	**-**	**-**	**9**

3.09 (b) Intangible asset under development

Ageing schedule

Particulars	**Outstanding as at Mar 31, 2024**				
	Less than 1 year	**1-2 years**	**2-3 years**	**More than 3 years**	**Total**
Projects in Progress	3	*	-	-	3
Projects temporarily suspended	-	-	-	-	-
	3	**-**	**-**	**-**	**3**

Particulars	**Outstanding as at March 31, 2023**				
	Less than 1 year	**1-2 years**	**2-3 years**	**More than 3 years**	**Total**
Projects in Progress	1	-	-	-	1
Projects temporarily suspended	-	-	-	-	-
	1	**-**	**-**	**-**	**1**

* represents amount less than 1 million

(Currency: ₹ in million)

3.10 Other Intangible assets

Description	Computer Software	Web development infrastructure	Goodwill and non compete fees (Refer note 7)	Membership rights	Trademark	License franchisee Online Trading Academy	Total
I. Gross Block							
Balance as at April 1, 2022	728	162	78	2	*	31	**1,001**
Additions	4	-	-	-	-	-	**4**
Disposals	1	-	-	-	-	-	**1**
Balance as at March 31, 2023	**731**	**162**	**78**	**2**	*****	**31**	**1,004**
Additions	9	-	-	-	-	-	**9**
Disposals	1	-	-	-	-	-	**1**
Balance as at March 31, 2024	**739**	**162**	**78**	**2**	*****	**31**	**1,012**
II. Accumulated amortisation							
Balance as at April 1, 2022	655	162	78	2	*	27	**924**
Amortisation charge for the year	43	-	-	-	-	1	**44**
Eliminated on disposal of assets	1	-	-	-	-	-	**1**
Balance as at March 31, 2023	**697**	**162**	**78**	**2**	*****	**28**	**967**
Amortisation charge for the year	23	-	-	-	-	1	**24**
Eliminated on disposal of assets	1	-	-	-	-	-	**1**
Balance as at March 31, 2024	**719**	**162**	**78**	**2**	*****	**29**	**990**
III. Net block (I-II)							
Balance as at March 31, 2024	**20**	**-**	**-**	**-**	*****	**2**	**22**
Balance as at March 31, 2023	**34**	**-**	**-**	**-**	*****	**3**	**37**

* represents amount less than ₹ 1 million

(a) There have been no acquisitions through business combinations and no revaluation of intangible assets during the year ended 31 March 2024 and 31 March 2023.

3.11 Right -of-use assets

	31.03.2024
I. Gross Block	
Balance as at April 1, 2022	1,133
Additions	356
Disposals	325
Balance as at March 31, 2023	**1,164**
Additions	208
Disposals	260
Balance as at March 31, 2024	**1,112**
II. Accumulated amortisation	
Balance as at April 1, 2022	649
Amortisation charge for the year	197
Eliminated on disposal of assets	315
Balance as at March 31, 2023	**531**
Amortisation charge for the year	213
Eliminated on disposal of assets	237
Balance as at March 31, 2024	**507**
III. Net block (I-II)	
Balance as at March 31, 2024	**605**
Balance as at March 31, 2023	**633**

3.12 Other non-financial assets

	As at 31.03.2024	**As at 31.03.2023**
Unsecured and considered good, unless otherwise stated		
Capital advances		
(a) considered good	12	1
(b) considered doubtful	27	12
	39	13
Less: Allowance for credit losses	27	12
	12	1
Prepaid Expenses	162	237
Stamps in hand	1	1
Input credit	101	97
Others	65	38
Total	**341**	**374**

* represents amount less than ₹ 1 million

(Currency: ₹ in million)

3.13 Payables

	As at 31.03.2024	As at 31.03.2023
(I) Trade Payables		
(i) total outstanding dues of micro enterprises and small enterprises	14	30
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises	27,799	19,104
(II) Other Payables		
(i) total outstanding dues of micro enterprises and small enterprises	-	-
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises	16	-
Total	**27,829**	**19,134**

* represents amount less than 1 million

Payables Ageing Schedule:-
For the year ended 31 March 2024

Particulars		Outstanding for following periods from due date of payment				Total
	Unbilled	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	-	14	-	-	-	**14**
(ii) Others	530	27,065	65	31	126	**27,815**
(iii) Disputed Dues - MSME	-	-	-	-	-	**-**
(iv) Disputed Dues - Others	-	-	-	-	-	**-**

For the year ended 31 March 2023

Particulars		Outstanding for following periods from due date of payment				Total
	Unbilled	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	-	30	-	-	-	**30**
(ii) Others	658	18,005	268	49	124	**19,104**
(iii) Disputed Dues - MSME	-	-	-	-	-	**-**
(iv) Disputed Dues - Others	-	-	-	-	-	**-**

Disclosure of amounts due to Micro, Small and Medium enterprises is based on information available with the Company regarding the status of the suppliers as defined under 'The Micro, Small and Medium Enterprises Development Act, 2006' (MSMED). This has been relied upon by the auditors.

(Currency: ₹ in million)

3.14 Borrowings (other than debt securities)

	As at 31.03.2024	As at 31.03.2023
At amortised cost		
Other Loans		
Commercial Paper (unsecured)	21,696	18,048
Loan from financial institution (secured)	6,426	1,000
Bank overdraft (secured)	350	-
Total	**28,472**	**19,048**
Borrowing in India (at amortised cost)	28,472	19,048
Borrowing outside India (at amortised cost)	-	-
	28,472	**19,048**

External commercial borrowings Unsecured*

Nature	As at	Repayment Term	Tenure	Interest Range	Balance as at Mar 31, 2024	Balance as at March 31, 2023
Commercial Paper	31-Mar-24	At Maturity	78 Days to 366 days	4.25% -9.75%	21,696	-
Commercial Paper	31-Mar-23	At Maturity	19 Days to 294 days	4.25% -8.75%	-	18,048

Loan from Bank : Secured*

Nature	Nature of Security	Repayment Term	Tenure	Interest Range	Balance as at Mar 31, 2024	Balance as at March 31, 2023
Working Capital Demand Loan	Exchange Margin Funding/Trade Receivables	At Maturity	3 days to 365 days	7.5% -10.25%	6,426	-
Working Capital Demand Loan	Exchange Margin Funding/Trade Receivables	At Maturity	3 days	7.50%	-	1,000

Bank overdraft : Secured*

Nature	Nature of Security	Repayment Term	Tenure	Interest Range	Balance as at March 31, 2024	Balance as at March 31, 2023
Bank overdraft	Trade receivable	On Demand	On Demand	9.25%	350	-

* All the borrowings are utilised for the pupose for which they were borrowed
There are no default in repayment of borrowings and interest as on 31 March 2024 and as on 31 March 2023.

3.15 Lease liabilities (at amortised cost)

Balance at the beginning	698	552
Addition	198	348
Finance cost accrued during the period	58	50
Deletion	(7)	(14)
Payment of Lease liabilities	(272)	(238)
	675	**698**

(Currency: ₹ in million)

3.16 Other financial liabilities

	As at 31.03.2024	As at 31.03.2023
Margin Money	342	352
Advance from customers	6	6
Payable for capital expenditure	3	5
Other financial liabilities	7	-
Total	**358**	**363**

In order to secure the performance by the clients of their obligations, commitments and liabilities, securities are placed as margins by creation of pledge in favour of / transfer to the respective company in the Group's depository account. Such securities are held by the respective company in the Group in fiduciary capacity on behalf of its clients and are not recognised in the consolidated financial statements. In case such margin is received in form of funds, the same is disclosed under other financial liabilities.

3.17 Provisions

	As at 31.03.2024	As at 31.03.2023
Provisions for employee benefits		
Gratuity (funded)	224	228
Compensated absences (unfunded)	158	153
Long term incentive plan (unfunded)	101	124
	483	**505**
Other provisions		
Total	**483**	**505**
Other provisions		
Provision for litigation* (Refer note (a) below)	28	-
	28	
Total	**511**	**505**

(a) Movement of other provisions

Opening	-	-
Arising during the year	28	-
Utilised	-	-
Settled	-	-
Closing	**28**	-

Litigation provisions arise out of current or potential claims or pursuits alleging non-compliance with contractual or other legal or regulatory responsibilities, which have resulted or may arise in claims from customers, counterparties or other parties in civil litigations.

3.18 Other Non-Financial Liabilities

	As at 31.03.2024	As at 31.03.2023
Revenue received in advance	88	16
Statutory liabilities	289	253
Employee related expenses payable	220	177
Others	1	2
Total	**598**	**448**

(Currency: ₹ in million)

3.19 Equity share capital

Particulars	No. of Shares	Amount	No. of Shares	Amount
Authorised Capital				
Equity Shares of par value ₹10/- each	7,96,44,833	796	7,96,44,833	796
Preference shares of ₹10 /- each	1,03,55,167	104	1,03,55,167	104
	9,00,00,000	**900**	**9,00,00,000**	**900**
Issued, subscribed and fully paid up				
Equity Shares of par value ₹10/- each fully paid up	5,87,46,178	587	5,87,46,178	587
	5,87,46,178	**587**	**5,87,46,178**	**587**

(a) Reconciliation of the number of shares outstanding at the beginning and at the end of the year

Particulars	As at 31.03.2024		As at 31.03.2023	
	No. of Shares	Amount	No. of Shares	Amount
Equity Shares of par value ₹10/- fully paid up				
Outstanding at the beginning of the year	5,87,46,178	587	5,87,46,178	587
Add: Issued during the year	-	-	-	-
Less: Bought back during the year	-	-	-	-
Outstanding at the end of the year	**5,87,46,178**	**587**	**5,87,46,178**	**587**

(b) Rights, preferences and restrictions attached to each class of shares including restrictions on the distribution of dividends and the repayment of capital:

The Holding Company has only one class of equity shares having a par value of ₹10/- per share. Each holder of equity share is entitled to one vote for every share held in the meeting of equity shareholders. Accordingly, all equity shares rank equally with regard to dividends and share in the Holding Company's residual assets. The equity shareholders are entitled to receive dividend as declared from time to time. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In case of liquidation of the Holding Company, the holders of equity shares will be entitled to receive the residual assets of the Holding Company, after distribution of all preferential amounts in proportion to the number of equity shares held.

(c) Shares held by its promoters or Holding Company or subsidiary of Holding Company:

Particulars	Name & Nature of Relationship	As at 31.03.2024 Amount	As at 31.03.2023 Amount
42,746,033 (March 31, 2023: 42,746,033) equity shares of ₹10/- each	BNP Paribas SA, Holding Company	427	427
16,000,140 (March 31, 2023: 16,000,140) equity shares of ₹ 10/- each	Human Value Developers Private Limited, Subsidiary of Holding Company	160	160

(d) Details of the Shareholders holding more than 5 % of the shares in the Holding Company :

Particulars	As at 31.03.2024		As at 31.03.2023	
	% of Holding	No. of Shares held	% of Holding	No. of Shares held
Equity Shares				
BNP Paribas SA, Holding Company	72.76%	4,27,46,033	72.76%	4,27,46,033
Human Value Developers Private Limited, Subsidiary of Holding Company	27.24%	1,60,00,140	27.24%	1,60,00,140

(Currency: ₹ in million)

(e) For the period of five years immediately preceding the date at which the Balance Sheet is prepared:
(i) Aggregate number and class of shares allotted as fully paid up pursuant to contract without payment being received in cash - NIL
(ii) Aggregate number and class of shares allotted as fully paid up by way of bonus shares - NIL; and
(iii) Aggregate number and class of shares bought back - Nil

3.20 Other Equity

Particulars	As at 31.03.2024	As at 31.03.2023
Capital Redemption Reserve		
Balance at the end of the year	**30**	**30**
Securities Premium account		
Balance at the end of the year	**4,093**	**4,093**
Statutory reserve		
Balance at the begining of the year	**528**	**462**
Add: Amount transferred from Retained Earnings (45 IC of RBI ACT, 1934)	67	66
Balance at the end of the year	**595**	**528**
Retained Earnings		
Balance at the begining of the year	**11,865**	**10,920**
Add: Profit for the year	2,601	1,511
Less: Dividend Paid	0	(500)
Less: Amount transferred to Statutory Reserves (45 IC of RBI ACT, 1934)	(67)	(66)
Balance at the end of the year	**14,399**	**11,865**
Other Comprehensive Income		
Balance at the begining of the year	**(77)**	**(85)**
Remeasurement of defined benefit plans	(2)	10
Tax on remeasurement of defined benefit plans	-	-2
Balance at the end of the year	**(79)**	**(77)**
	19,038	**16,439**

Nature of reserves

a) Capital Redemption Reserve

Capital Redemption Reserve was created by the Holding Company in 2009 when it had bought back its own shares in circumstance that resulted in a reduction of Share capital. It is a reserve that cannot be distributed to the shareholder

b) Securities premium reserve

Securities premium reserve represent premium on issue of shares. The reserve will be utilised in accordance with the provisions of the Companies Act, 2013.

c) Statutory reseve

It represent reserve created under Section 45-IC of the Reserve Bank of India Act,1934, as amended by RBI (Amendment) Act, 1997, whereby every non banking financial Group is required to transfer a sum of not less than 20 % of its net profit every year as disclosed in the statement of profit and loss.

d) Retained Earnings

Retained earnings are the profits that the Group has earned till date, less any transfers to general reserve, dividends or other distributions paid to shareholders.

(Currency: ₹ in million)

3.21 Interest Income

Particulars	**Year Ended 31.03.2024**	**Year Ended 31.03.2023**
Interest income on financial asset measured at amortised cost		
- Interest charge to clients	1,108	1,209
- Interest on exchange margin funding	1,580	1,222
- Interest on deposits with banks	2,487	1,418
- Interest on inter-corporate deposits	-	-
- Interest on security deposits	7	9
- Interest on staff loans	-	1
- Interest others	1	-
Total	**5,183**	**3,859**

* represents amount less than ₹ 1 million

3.22 Fee and commission Income

Particulars	**Year Ended 31.03.2024**	**Year Ended 31.03.2023**
Brokerage income	9,585	7,465
Management fees from portfolio management services	83	20
Depository income	364	316
Income from initial public offer / mutual fund services	581	507
Training fees	101	237
Referral income/Course Fees	-	-
Processing fees	7	9
Other operating revenues	7	6
Total	**10,728**	**8,560**

3.23 Net gain / (loss) on fair value changes

Particulars	**Year Ended 31.03.2024**	**Year Ended 31.03.2023**
Net gain/ (loss) on financial instruments at fair value through profit or loss		
(i) On trading portfolio	-	-
(ii) On financial instruments designated at fair value through profit or loss	40	112
Total Net gain/(loss) on fair value changes	**40**	**112**
Fair Value changes:		
-Realised	37	118
-Unrealised	3	(6)
Total Net gain on fair value changes	**40**	**112**

3.24 Other income

Particulars	**Year Ended 31.03.2024**	**Year Ended 31.03.2023**
Income from Comtrade	-	-
Other income	5	-
Miscellaneous income	39	20
Total	**44**	**20**

3.25 Finance cost

Particulars	**Year Ended 31.03.2024**	**Year Ended 31.03.2023**
On financial liabilities measured at amortised cost		
Discount on commercial paper	1,872	1,237
Interest on margin deposit	26	42
Bank guarantee charges	64	46
Bank interest	229	4
Interest on lease liability	58	50
Other finance costs	60	13
Total	**2,309**	**1,392**

(Currency: ₹ in million)

3.26 Fee and Commission expenses

Particulars	Year Ended 31.03.2024	Year Ended 31.03.2023
Introductory fees	3,059	2,172
Total	**3,059**	**2,172**

3.27 Impairment of financial instruments

Particulars	Year Ended 31.03.2024	Year Ended 31.03.2023
On financial instruments measured at amortised cost:		
(a) Loans	(2)	5
(b) Others		
- On trade receivables	(54)	32
(c) Recovery of bad debt	-	-
(d) Bad debts written off	11	-
Total	**(45)**	**37**

3.28 Employee benefits

Particulars	Year Ended 31.03.2024	Year Ended 31.03.2023
Salaries and wages	2,861	2,496
Gratuity	59	58
Compensated absences	23	10
Contribution to provident and other funds	162	152
Staff welfare expenses	53	57
Long term incentive plan	21	43
Other employee cost	81	77
Total	**3,260**	**2,893**

3.29 Depreciation, amortization and impairment

Particulars	Year Ended 31.03.2024	Year Ended 31.03.2023
Depreciation on property, plant and equipment	219	197
Amortisation on intangible assets	24	45
Depreciation on right -of-use asset	214	197
Total	**457**	**439**

(Currency: ₹ in million)

3.30 Other expenses

Particulars	**Year Ended 31.03.2024**	**Year Ended 31.03.2023**
Rent	50	20
Electricity	62	55
Clearing house expenses	961	835
Stamp Duty paid	-	3
Depository expenses	150	77
Provision against Litigation	28	-
Provision against Deposit	8	-
Provision for Doubtful Debts	8	3
Provision against capital advance	-	12
Settlement loss #	66	198
Securities and Exchange Board of India fees	13	11
Royalty fees	12	24
Course content fees	-	4
Repairs and maintenance :		
Building	42	32
Machinery	27	24
Others	7	7
Insurance	6	5
Legal and professional fees	69	81
Information technology	593	588
Travelling and conveyance	117	159
Communication expenses	31	38
Staff recruitment charges	16	24
Rates and taxes	6	5
Membership and subscriptions	29	37
Net loss on sale of property, plant and equipment	5	14
Bank charges	8	8
Postage, courier, printing and stationery	30	22
Marketing and sales promotion & Distribution Commission	405	531
Retainership fees	436	523
Corporate Social Responsibility	62	54
Foreign exchange loss *	-	-
Payments to auditors		
Audit fees	8	7
Reimbursement of out of pocket expenses*	-	-
Goods and Service tax expenditure	101	-
Miscellaneous expenses	123	121
Total	**3,479**	**3,522**

* represents amount less than ₹ 1 million

Settlement loss represents the loss incurred in normal course of the business due to system / employee errors or loss on account of trades not confirmed by clients.

(Currency: ₹ in million)

3.31 Tax reconciliations

A Tax expense from continuing operations

	Year Ended 31.03.2024	Year Ended 31.03.2023
Current tax		
- Current period	913	631
- Changes in estimates related to prior years	-	27
Deferred tax	(38)	(73)
Total	**875**	**585**

Effective tax rate reconciliation

	Year Ended 31.03.2024	Year Ended 31.03.2023
Profit before tax	3,476	2,096
Group's domestic tax rate:	25.17%	25.17%
Tax using the Group's domestic tax rate	908	591
Adjustment in respect of current income tax of prior years	-	27
Effect of:		
Non-deductible expenses	3	31
Change in unrecognised temporary differences	(3)	-
Dividend Income	(33)	(64)
TOTAL	**875**	**585**

B Deferred tax asset (net)

Particulars	**As at 31.03.2024**	**As at 31.03.2023**
Tax effect of items constituting deferred tax assets / (liabilities)		
Property, plant and equipment and intangibles	-	1
Unrealised gain on securities carried at fair value through profit or loss	(5)	(4)
Property, plant and equipment and intangibles	44	44
Provision for compensated absences, gratuity and other employee benefits	169	158
Provision for doubtful debts and advances	107	108
Provisions for Standard Assets	11	13
Provision for expenses	1	2
Right of use asset	17	17
Secuirty Deposit	5	5
Provision for Diminution in value of Long Term Investment	(2)	(2)
Brought forward losses	217	183
Deferred tax asset (net)	**564**	**525**

Reconciliation

Particulars	**As at 31.03.2024**	**As at 31.03.2023**
Opening Balance of Deferred tax	525	454
(Debit) / Credit to Profit & Loss/ retained earnings	38	73
Recognised in/ reclassified from other comprehensive income	-	(2)
Closing balance of Deferred tax	**564**	**525**

(Currency: ₹ in million)

		Year ended 31.03.2024	Year ended 31.03.2023
4	**Earnings per share ('EPS')**		
	The computation of EPS is given below :		
	Net profit for the year	2,601	1,511
	a) Basic EPS		
	Number of shares at the beginning of the year	5,87,46,178	5,87,46,178
	Total number of equity shares outstanding as at year end	5,87,46,178	5,87,46,178
	Weighted average number of equity shares outstanding during the year	5,87,46,178	5,87,46,178
	Basic earnings per equity share from total operations (in ₹)	**44.28**	**25.72**
	b) Diluted EPS		
	Calculation of weighted average number of equity shares		
	Weighted average number of equity shares outstanding during the year	5,87,46,178	5,87,46,178
	Weighted average number of diluted equity shares	5,87,46,178	5,87,46,178
	Diluted earnings per equity share from total operations (in ₹)	**44.28**	**25.72**

5 **Contingent liabilities**
(to the extent not provided for)

The Group has contingent liabilities of ₹191 as at 31st March, 2024 (31st March, 2023: ₹134) in respect of direct and indirect tax matters and ₹46 towards show cause notice on MCX inspection. The Group has reviewed all its pending litigations and has adequately provided for where provisions are required and disclosed the contingent liabilities where applicable, in its consolidated financial statements.

		As at 31.03.2024	As at 31.03.2023
6	**Capital commitments** *(to the extent not provided for)*		
	Estimated value of contracts in capital account to be executed and not provided for (net of capital advances ₹23 (31 March 2023: ₹1))	49	50
	Undrawn credit limit in respect of the loans granted	7,712	7,285
	Estimated value of contracts in capital account to be executed and not provided for	11	0

7 **Intangible assets**

Goodwill

The goodwill represents the amount paid by the Group, for acquisition of business of franchisees, over and above the fair value of tangible assets.

Non-compete fees

The non-compete fees represents the amount paid by the Group to respective franchisees for not undertaking any transactions of purchase and sale of securities on any stock exchange for, or on behalf of any clients, through any stock broker other than the Group for the period mutually agreed.

Licence fees

License fees represents the amount paid by the group to OTA Franchise Corporation for operating Online Trading Academies in the approved territories for the period of 10 years.

8 **Operating leases - Ind AS 116**

Assets taken on Lease :
Maturity Analysis of Lease Liabilities
The Group has taken office premises on operating lease.

Contractual undiscounted cash flows	As at 31.03.2024	As at 31.03.2023
In less than a year	231	226
In 1 year to 5 years	544	592
In more than 5 years	7	8
Total undiscounted lease liabilities at 31st March, 2023	**782**	**826**
Lease liabilities included in the statement of financial position at 31 March 2023	**675**	**698**
Current	183	175
Non-current	492	523

Amount recognised in profit or loss

Particulars	Year ended 31.03.2024	Year ended 31.03.2023
Depreciation on right -of-use asset	214	197
Interest on lease liabilities	58	50
Expenses relating to short-term leases	50	20
	322	267

(Currency: ₹ in million)

9 Employee retirement benefits

A. Defined contribution plans

The Group makes contributions, determined as a specified percentage of employee salaries, in respect of qualifying employees towards Provident Fund, which is a defined contribution plan. The Group has no other obligations. The contributions are charged to the statement of profit and loss as they accrue. The amount recognised as an expense towards contribution to Provident Fund for the year are summarised below.

	31.03.2024	31.03.2023
Group's contribution to:		
Provident Fund	162	152
	162	**152**

B. Defined benefit plan

Retirement Gratuity

The Group has a defined benefit gratuity plan in India. Gratuity is a lumpsum payment. The retirement gratuity plan of Holding Company is funded. The Holding Company's defined benefit gratuity plan is a final salary plan for employees, which requires contributions to be made to a separately administered fund. The fund is managed by an insurance company and the assets are invested in their unit linked group gratuity product. The Trustees are responsible for the investment of the assets of the Trust as well as the day to day administration of the scheme.

In case of subsidiary companies of whose gratuity plan is unfunded the plan is a final salary plan for employees that is paid by resepctive companies as and when it is due and is paid as per the Gratuity Scheme.

The Group accounts for the liability for gratuity benefits payable in the future based on an actuarial valuation. Actuarial gains/losses are recognized in the period of occurrence under Other Comprehensive Income (OCI). The following tables summarise the components of net benefit expense recognised in the consolidated statement of profit or loss and the funded status and amounts recognised in the consolidated balance sheet for the respective plans:

	31.03.2024	31.03.2023
Principal actuarial assumptions a the balance sheet date :		
Mortality table	Indian Assured Lives Mortality (2006-08)	Indian Assured Lives Mortality (2006-08)
Discount rate	6.90% - 7.00%	7.10% - 7.20%
Salary escalation (p.a.)	10.00%	10.00%
Employee attrition rate	10%-28%	10%-23%
Changes in the defined benefit obligation :		
Opening defined benefit obligation	485	481
Current service cost	45	46
Past service cost	-	-
Interest on defined benefit obligation	32	28
Acquisition (credit)/cost	-	-1
Remeasurements due to:		
Actuarial loss / (gain) arising from changes in financial assumptions	3	-17
Actuarial loss / (gain) arising from changes in demographic assumptions	(6)	-7
Actuarial loss / (gain) arising on account of experience changes	7	9
Benefits paid	(64)	(54)
Closing defined benefit obligation	**502**	**485**
Change in fair value of plan assets :		
Opening fair value of plan assets	257	247
Contribution by employer	-	-
Interest on plan asset	18	15
Remeasurements due to:		
Actual return on plan assets less interest on plan assets	2	(5)
Benefits paid	-	-
Fair value of plan assets as at end of the year	**277**	**257**
Amount recognised in Balance Sheet :		
Present value of funded defined benefit obligation	484	456
Present value of unfunded defined benefit obligation	18	29
Fair value of plan assets	(278)	(257)
Net liability recognised in Balance Sheet	**224**	**228**
Profit and loss account expense :		
Current service cost	45	46
Past service cost	-	-
Interest on net defined liability	14	13
Total expense charged to profit and loss account	**59**	**59**

(Currency: ₹ in million)

9 Employee retirement benefits *(Continued)*

Amount recorded in Other Comprehensive Income (OCI)		
Remeasurements during the period due to:		
Changes in financial assumptions	3	-17
Changes in demographic assumptions	-	-
Experience adjustments	7	9
Actual return on plan assets less return on plan assets	(2)	5
Amount recognised in OCI	8	**-3**
Category of Assets		
Investments quoted in active market	278	257
Unquoted investments :		
Insurer managed funds	-	-
	278	**257**

Sensitivity Analysis :

The following table summarizes the change in defined benefit obligation and impact in percentage terms compared with the reported defined benefit obligation at the end of the reporting period arising on account of an increase or decrease in the reported assumption by 100 basis points.

	31.03.2024	**31.03.2023**
Projected Benefit Obligation on Current Assumptions	502	485
Delta Effect of +1% Change in Rate of Discounting	(14)	(17)
Delta Effect of -1% Change in Rate of Discounting	15	18
Delta Effect of +1% Change in Rate of Salary Increase	12	14
Delta Effect of -1% Change in Rate of Salary Increase	(12)	(14)
Delta Effect of +1% Change in Rate of Employee Turnover	(1)	(1)
Delta Effect of -1% Change in Rate of Employee Turnover	1	2

Method used for sensitivity analysis: The sensitivity results above determine their individual impact on the Plan's end of year Defined Benefit Obligation. In reality, the Plan is subject to multiple external experience items which may move the Defined Benefit Obligation in similar or opposite directions, while the Plan's sensitivity to such changes can vary over time.

Projected Plan Cash Flow :

The table below shows the expected cash flow profile of the benefits to be paid to the current membership of the plan based on past service of the employees as at the valuation date :

Maturity Profile		
Expected benefits for year 1	149	119
Expected benefits for year 2	124	110
Expected benefits for year 3	107	94
Expected benefits for year 4	92	89
Expected benefits for year 5	79	81
Expected benefits for 6 to 10 years	241	297
Beyond 10 years	-	-

Risk Associated with Defined Benefit Plan

Gratuity is a defined benefit plan and Group is exposed to the Following Risks :

Interest Rate Risk : The defined benefit obligation calculated uses a discount rate based on government bonds. If bond yields fall, the defined benefit obligation will tend to increase.

Salary Risk : Higher than expected increases in salary will increase the defined benefit obligation.

Demographic Risk: This is the risk of variability of results due to unsystematic nature of decrements that include mortality, withdrawal, disability and retirement. The effect of these decrements on the defined benefit obligation is not straight forward and depends upon the combination of salary increase, discount rate and vesting criteria. It is important not to overstate withdrawals because in the financial analysis the retirement benefit of a short career employee typically costs less per year as compared to a long service employee.

Investment Risk and Asset Liability Risk : The fund value is subject to market risk as the price of the units may go up or down on any given day. Although we know that the fund manager invests the funds as per products approved by IRDA and investment guidelines as stipulated under section 101 of IT Act, the exact asset mix is unknown and not publicly available. The trust assets managed by the fund manager are highly liquid in nature and we do not expect any significant liquidity risks.

During the year, there were no plan amendments, curtailments and settlements.

C. Other long term benefits

1) Amount recognised as a liability in respect of compensated leave absence as per actuarial valuation as on 31st March, 2024 is ₹ 158 (previous year ₹ 153).

2) Amount recognised as a liability in respect of long term incentive plan as per management estimates / actuarial valuation as on 31st March, 2024 is ₹ 101 (previous year ₹ 124)

(Currency: ₹ in million)

10 Disclosures pursuant to Ind AS 115 "Revenue from Contracts with Customers"

Set out below is the disaggregation of the Group's revenue from contracts with customers and reconciliation to profit and loss account:

Particulars	For the year ended 31st March, 2024									For the year ended 31st March, 2023								
	Brokerage income	Management fees from portfolio management services	Depository income	Income from initial public offer / mutual fund services	Training fees	Referral income	Processing fees	Other operating revenues	Total	Brokerage income	Management fees from portfolio management services	Depository income	Income from initial public offer / mutual fund services	Training fees	Referral income	Processing fees	Other operating revenues	Total
Total revenue from operations	9,585	83	364	581	101	-	7	7	10,728	7,465	20	316	507	237	-	9	6	8,560
Geographical markets:																		
India	9,585	83	364	581	101	-	7	7	10,728	7,465	20	316	507	237	-	9	6	8,560
Outside India	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Total revenue from operations	**9,585**	**83**	**364**	**581**	**101**	**-**	**7**	**7**	**10,728**	**7,465**	**20**	**316**	**507**	**237**	**-**	**9**	**6**	**8,560**
Timing of revenue recognition:																		
Services transferred at a point in time	9,585	83	364	581	101	-	7	7	10,728	7,465	20	316	507	237	-	9	6	8,560
Services transferred over time	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Total revenue from operations	**9,585**	**83**	**364**	**581**	**101**	**-**	**7**	**7**	**10,728**	**7,465**	**20**	**316**	**507**	**237**	**-**	**9**	**6**	**8,560**

Contract balances:	As at 31st March, 2024	As at 31st March, 2023
Trade receivables	2,765	1,257
Loan to customers	4,855	7,033
Contract assets	-	-
Contract liabilities	-	-
Revenue recognised in the period from:		
Amounts included in contract liability at the beginning of the period	-	-
Performance satisfied in previous periods	-	-

Information of Revenue from Major customers

There are no customer contributing in excess of 10% of the total revenue of the Group.

(Currency: ₹ in million)

11 Maturity analysis of assets and laibilities

The table below shows an analysis of assets and liabilities analysed according to when they are expected to be recovered or settled.

Particulars	As at Mar 31, 2024			As at March 31, 2023		
	Within 12 months	After 12 months	Total	Within 12 months	After 12 months	Total
Financial Assets						
Cash and cash equivalents	1,706	-	1,706	2,006	-	2,006
Bank Balance other than cash and cash equivalents	50,075	-	50,075	33,343	-	33,343
Trade receivables	2,765	-	2,765	1,257	-	1,257
Other Receivables	1,153	-	1,153	1,090	-	1,090
Loans	18,982	174	19,156	16,377	462	16,839
Investments	45	-	45	42	-	42
Other financial assets	585	213	798	67	167	234
Non-financial assets						
Current tax assets (Net of provision for tax)	-	172	172	-	147	147
Deferred tax assets (net)	-	564	564	-	525	525
Property, Plant and Equipment	-	745	745	-	796	796
Capital work-in-progress	17	-	17	9	-	9
Intangible asset under development	3	-	3	1	-	1
Other intangible assets	-	22	22	-	37	37
Right of -use asset	201	404	605	269	364	633
Other non financial assets	319	22	341	340	34	374
Total Assets	**75,852**	**2,316**	**78,167**	**54,802**	**2,532**	**57,333**
			-			-
Financial Liabilities						
Trade payables						
(i) total outstanding dues of micro enterprises and small enterprises	14	-	14	30	-	30
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises	27,799	-	27,799	19,104	-	19,104
Other Payables						
(i) total outstanding dues of micro enterprises and small enterprises	-	-	-	-	-	-
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises	16	-	16	-	-	-
Borrowing (Other than Debt securities)	28,472	-	28,472	19,048	-	19,048
Lease Liabilities	183	492	675	175	523	698
Other financial liabilities	358	-	358	363	-	363
Non-financial liabilities						
Current tax liabilities (Net)	99	-	99	111	-	111
Provisions	189	322	511	79	426	505
Other non-financial liabilities	598	-	598	448	-	448
Total Liabilities	**57,728**	**814**	**58,542**	**39,358**	**949**	**40,307**
Net	**18,123**	**1,502**	**19,625**	**15,443**	**1,582**	**17,026**

(Currency: ₹ in million)

12 Disclosure on Financial Instruments

A. Accounting classification and fair values

The following tables presents the carrying value and fair value of each category of financial assets and liabilities as at March 31, 2024 and as at March 31, 2023

As at 31st March, 2024

Particulars	Financial instruments at amortised cost	Fair value through profit or loss	Fair value through other comprehensive income	Total
Financial Assets				
Cash and cash equivalents	1,706	-	-	1,706
Bank Balance other than cash and cash equivalents	50,075	-	-	50,075
Trade receivables	2,765	-	-	2,765
Other receivables	1,153	-	-	1,153
Loans	19,156	-	-	19,156
Investments	-	45	-	45
Other financial assets	798	-	-	798
	75,653	**45**	**-**	**75,698**
Financial Liabilities				
Trade payables				
(i) total outstanding dues of micro enterprises and small enterprises	14	-	-	14
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises	27,799	-	-	27,799
Other Payables				
(i) total outstanding dues of micro enterprises and small enterprises	-	-	-	-
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises	16	-	-	16
Borrowing (Other than Debt securities)	28,472	-	-	28,472
Lease liabilities	675	-	-	675
Other financial liabilities	358	-	-	358
	57,334	**-**	**-**	**57,334**

As at 31st March, 2023

Particulars	Financial instruments at amortised cost	Fair value through profit or loss	Fair value through other comprehensive income	Total
Financial Assets				
Cash and cash equivalents	2,006	-	-	2,006
Bank Balance other than cash and cash equivalents	33,343	-	-	33,343
Trade receivables	1,257	-	-	1,257
Other receivables	1,090	-	-	1,090
Loans	16,839	-	-	16,839
Investments	-	42	-	42
Other financial assets	234	-	-	234
	54,769	**42**	**-**	**54,811**
Financial Liabilities				
Trade payables				-
(i) total outstanding dues of micro enterprises and small enterprises	30	-	-	30
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises	19,104	-	-	19,104
Other Payables				
(i) total outstanding dues of micro enterprises and small enterprises	-	-	-	-
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises	-	-	-	-
Borrowing (Other than Debt securities)	19,048	-	-	19,048
Lease liabilities	698	-	-	698
Other financial liabilities	363	-	-	363
	39,243	**-**	**-**	**39,243**

(Currency: ₹ in million)

12 Disclosure on Financial Instruments *(Continued)*

Fair value of all above components except investments approximate their carrying amounts largely due to current maturities of these instruments. Accordingly, fair value hierarchy for these financial instruments have not been presented above.

B. Fair Value Heirarchy

The fair value hierarchy is based on inputs to valuation techniques that are used to measure fair value that are either observable or unobservable and consist of the following three levels:
Level 1 - Quoted prices in an active market: This level of hierarchy includes financial assets and liabilities that are measured by reference to quoted prices (unadjusted) in active markets for identical assets or liabilities.
Level 2 - Valuation techniques with observable inputs: This level of hierarchy includes financial assets and liabilities, measured using inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e.; as prices) or indirectly (i.e.; derived from prices).
Level 3 - Valuation techniques with significant unobservable inputs: This level of hierarchy includes financial assets and liabilities measured using inputs that are not based on observable market data (unobservable inputs). Fair values are determined in whole or in part, using a valuation model based on assumptions that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data.

The financial instruments included in Level 2 of fair value hierarchy have been valued using quotes available for similar assets and liabilities in the active market.

The following table summarises financial assets and liabilities measured at fair value on a recurring basis and financial assets that are not measured at fair value on a recurring basis:

As at March 31, 2024

	Level 1	Level 2	Level 3
Financial Assets			
Investments in other funds	-	45	-
		45	**-**

As at March 31, 2023

	Level 1	Level 2	Level 3
Financial Assets			
Investments in other funds	-	42	-
	-	**42**	**-**

The following table shows the valuation techniques used in measuring Level 1, Level 2 and Level 3 fair values for financial instruments measured at fair value in the balance sheet, as well as the significant unobservable inputs used.

Type	Valuation technique
Investments in other funds	Published Net Asset Value

There have been no transfers between Level 1 and Level 2 for the years ended 31st March, 2024 and 31st March, 2023

(Currency: ₹ in million)

13 Financial instruments and associated risks

The Group has exposure to the following risks from its use of financial instruments:
a) market risk
b) credit risk
c) interest rate risk
d) liquidity risk

This note presents information about the Group's exposure to each of the above risks, the Group's objectives, policies and processes for measuring and managing risk, and the related impact in the consolidated financial statements.

The Board of Directors have overall responsibility for the establishment and oversight of the Group's risk management framework.

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

a) Market risk

Market risk is the risk of any loss in future earnings, in realisable fair values or in future cash flows that may result from a change in the price of a financial instrument. The primary market risk of the Group is foreign exchange risk. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

Foreign currency exchange rate risk

The Group's functional currency is Indian Rupees (INR). Majority of the Group transactions are undertaken in INR. The Group has foreign currency trade payables and receivables and is therefore exposed to some foreign exchange risk.

The carrying amounts of the Group's foreign currency denominated monetary assets and monetary liabilities at the end of the reporting period are as follows:

Foreign currency risk exposure:

The Group's exposure to foreign currency risk at the end of the reporting period expressed in INR are as follows :

		As at 31-Mar-24		As at 31-Mar-23	
		Foreign Currency (absolute)	INR in million	Foreign Currency (absolute)	INR in million
Financial assets					
Deposits	USD	3,142.86	0.22	3,142.86	0.22
Deposits	AED	56,250.00	1.25	56,250.00	1.24
Cash and cash equivalent	AED	53,531.99	1.22	16,812.10	0.38
	TOTAL	**1,12,924.85**	**2.68**	**76,204.96**	**1.83**
Financial liabilities					
Trade Payables	USD	76,794.20	6.46	22,322.91	1.87
Trade payable	EURO	11,38,634.63	102.41	10,82,805.00	97.55
	TOTAL	**12,15,428.83**	**108.87**	**11,05,127.91**	**99.42**

Sensitivity analysis

The sensitivity of profit or loss to changes in the exchange rates arises mainly from foreign currency denominated financial instruments.

Particulars	Year ended 31-Mar-24		Year ended 31-Mar-23	
	1% strengthening	1% weakening	1% strengthening	1% weakening
USD	(0.06)	0.06	(0.02)	0.02
AED	0.02	(0.02)	0.02	(0.02)
EURO	1.02	(1.02)	0.98	(0.98)

(Currency: ₹ in million)

13 Financial instruments and associated risks *(Continued)*

b) Credit risk

Credit risk refers to the risk of default on its obligation by the counterparty resulting in a financial loss to the Group. Group's credit risk arises principally from cash and cash equivalents, other bank balances, trade & other receivables, loans receivable, investments and other financial assets measured at amoritsed cost.

Majority of Group's loan receivables are secured with security cover in the form of securities. Further, the management believes that the unsecured portion reflects low level of credit risk.

Cash and cash equivalents and other bank balances are held with reputable financial institutions and stock exchanges.

c) Interest rate risk

Interest rate risk is the risk of any loss in future earnings, in realisable fair values or in future cash flows that may result from a change in the interest rate. To effectively counter interest rate risk, the Group has diversified its portfolio of yielding assets, within the applicable regulatory requirements. Further majority of yielding assets of the Group are short tenured with maturity of a year or less, thereby minimising interest rate risk.

c) Liquidity risk

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they fall due. The Group's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation. The Group invests its surplus funds in bank fixed deposits and in liquid mutual funds, which carry no or low market risk.

Debt securities are commercial papers issued to financial institutions for a short period of time.

The following are the contractual maturities of financial liabilities:

	31-Mar-24			
	Less then one year	**Between one to five years**	**More than five years**	**Total**
Trade payables	27,592	221	-	27,813
Other payable	16	-	-	16
Borrowing (Other than Debt securities)	28,472	-	-	28,472
Lease Liabilities	183	485	7	675
Other financial liabilities	358	-	-	358
	56,621	**706**	**7**	**57,334**

	31-Mar-23			
	Less then one year	**Between one to five years**	**More than five years**	**Total**
Trade payables	18,692	442	-	19,134
Borrowing (Other than Debt securities)	19,048	-	-	19,048
Lease Liabilities	175	516	7	698
Other financial liabilities	363	-	-	363
	38,278	**958**	**7**	**39,243**

(Currency: ₹ in million)

14 Related parties

a. List of Relationships

Ultimate Holding company
BNP Paribas SA

Investing entity in which Sharekhan Limited is an Associate
Human Value Developers Private Limited. (Subsidiary of BNP Pariba SA)

Other related parties with whom transactions have taken place:

Fellow subsidiary
1 BNP Paribas Asset management India Pvt Ltd
2 BNP Paribas Net limited
3 BNP Paribas Procurement Tech Pvt Ltd

Trust set up by Ultimate Holding Company
BNP Paribas India Foundation

Key management personnel ('KMP')
1 Jaideep Arora (Whole Time Director & CEO)
2 Stefan Groening (Whole Time Director & COO)
3 Jean Christophe Gougeon (Whole Time Director)
4 Parminder Varma (Whole Time Director)

(Currency: ₹ in million)

14 Related parties (*Continued*)

b. Transactions with related parties

	With Holding Company		Investing entity in which Sharekhan Limited is an Associate		With Fellow Subsidiary		Trust		With KMP		Total	
	31 March 2024	31 March 2023	31 March 2024	31 March 2023	31 March 2024	31 March 2023	31 March 2024	31 March 2023	31 March 2024	31 March 2023	31 March 2024	31 March 2023
Brokerage earned	-	-	-	-	-	-	-	-	*	*	*	*
Depository income	*	*	-	-	-	-	-	-	*	*	*	*
Income from mutual fund services - BNP Paribas Asset Management India Private Limited	-	-	-	-	78	68	-	-	-	-	78	68
Dividend paid	-	364	-	136	-	-	-	-	-	-	-	500
Rental Income from BNP	2	2	-	-	-	-	-	-	-	-	2	2
Training Expenses	*	*	-	-	-	-	-	-	-	-	*	*
Software expense	65	7	-	-	11	6	-	-	-	-	75	13
- BNP Paribas SA	65	7	-	-			-	-	-	-		
- BNP Paribas Procurement Tech Pvt Ltd	-	-	-	-	6	6	-	-	-	-		
Miscelleneous Expense	90	79	-	-	-	-	-	-	-	-	90	79
- BNP Paribas SA	90	79	-	-	-	-	-	-	-	-		
Corporate Social Responsibilty	-	-	-	-	-	-	62	54	-	-	62	54
Other allowance expat	9	11	-	-	-	-	-	-	-	-	9	11
Remuneration paid to KMPs	-	-	-	-	-	-	-	-	163	145	163	145
Balances												
Customer /vendor account payable	102	98	-	-	-	-	-	-	-	-	102	98
- BNP Paribas SA	102	98	-	-	-	-	-	-	-	-		
Customer /vendor account receivable	1	1	-	-	7	6	-	-	-	-	8	7
- BNP Paribas SA	1	1										
- BNP Paribas Asset Management India Pvt Ltd	-	-	-	-	7	6	-	-	-	-		
Bank Fixed Deposit	5	-									5	-
Bank Balance	6	4	-	-	-	-	-	-	-	-	6	4

* represents amount less than ₹ 1 million

During the year, there was no material transaction with any related parties as per the Related Party Transactions Policy of the Company and all the related party transactions entered into by the Company were in the ordinary course of business and on an arm’s length basis.

(Currency: ₹ in million)

15 Segment reporting

Primary segment

Based on the 'management approach' as defined in Ind AS 108, the Chief Operating Decision Maker (CODM) considers business segment as its primary segment considering the risks and rewards of the services offered, nature of services, management structure and system of financial reporting. In the opinion of the CODM, following are the business segments of the Group:

Segment	Activities covered
Agency business	Agency business comprises of brokerage activities in the secondary market on behalf of clients, services rendered as a depository participant, services for primary market subscriptions on behalf of clients, distribution of third party product and includes income
Lending activities	Lending activities comprises of providing loans to clients against appropriate collateral.

Income for each segment has been specifically identified. Expenditure, assets and liabilities are either specifically identifiable with individual segments or have been allocated to segments on a systematic basis. Based on such allocations, segmental balance sheet as at 31 March 2024 and segmental statement of profit and loss for the year ended 31 March 2024 have been prepared.

Secondary segment

The Group operates mainly in the Indian market. The Group has no geographical segment and on that basis, no secondary segment information is furnished.

Particulars	Agency business		Lending activities		Un-allocated		Eliminations		Total	
	2024	2023	2024	2023	2024	2023	2024	2023	2024	2023
Segment revenue										
Total Income	15,044	11,318	691	890	341	408	(82)	(65)	15,995	12,551
Total	**15,044**	**11,318**	**691**	**890**	**341**	**408**	**(82)**	**(65)**	**15,995**	**12,551**
Segment result	**2,853**	**1,549**	**435**	**427**	**188**	**120**			**3,476**	**2,096**
Tax expense										
Current tax / short provision of tax					913	658			913	658
Deferred tax expense / (benefit)					(38)	(73)			(38)	(73)
Profit after tax									**2,601**	**1,511**
<u>Other Information</u>										
Carrying amount of segment assets	71,775	48,635	5,741	8,019	879	868	(228)	(189)	78,167	57,333
Carrying amount of segment liabilities	58,602	37,787	27	2,445	141	264	(228)	(189)	58,542	40,307
Capital expenditure	186	301	-	-	0	1			186	302
Depreciation, amortisation and impairment	236	232	-	-	7	10			243	242

(Currency: ₹ in million)

16 Additional information as required under Schedule III to the Companies Act, 2013

Name of the entity	Country of Incorporation	Net Assets, i.e. total assets minus total liabilities				Share in profit and loss				Share in Other comprehensive income				Share in Total comprehensive income			
		As at 31 March 2024		As at 31 March 2023		For the year ended 31 March 2024		For the year ended 31 March 2023		For the year ended 31 March 2024		For the year ended 31 March 2023		For the year ended 31 March 2024		For the year ended 31 March 2023	
		As % of consolidated net assets	Amount	As % of consolidated net assets	Amount	As % of consolidated profit and loss	Amount	As % of consolidated profit and loss	Amount	As % of Other comprehensive income	Amount	As % of Other comprehensive income	Amount	As % of Total comprehensive income	Amount	As % of Total comprehensive income	Amount
Parent company																	
Sharekhan Limited	INDIA	94.96	18,636	95.29	16,225	92.95	2,418	113.09	1,709	309.53	(6)	75.62	6	92.79	2,412	112.88	1,715
Indian Subsidiary																	
Sharekhan BNP Paribas Financial Services Limited	INDIA	29.57	5,803	32.88	5,598	12.95	337	21.90	331	(39.12)	1	(1.14)	(0)	12.99	338	21.81	331
Sharekhan Commodities Private Limited	INDIA	0.15	29	0.16	27	0.08	2	0.05	1	-	-	-	-	0.08	2	0.04	1
Sharekhan.com India Private Limited	INDIA	0.11	22	(0.30)	(51)	0.76	20	(3.19)	(48)	(171.30)	3	13.85	1	0.89	23	(3.08)	(47)
Sharekhan Consultants Private Limited	INDIA	0.08	16	0.09	16	-	-	0.01	0	-	-	-	-	-	-	0.01	0
Wealthtiger Investment Advisors Private Limited	INDIA	0.03	5	0.03	5	-	-	-	-	-	-	-	-	-	-	-	-
Espresso Financial Services Private Limited	INDIA	2.69	527	2.77	471	(1.70)	(44)	(15.01)	(227)	-	-	2.88	0	(1.70)	(44)	(14.94)	(227)
Elimination		(27.59)	(5,415)	(30.92)	(5,265)	(5.05)	(131)	(16.83)	(255)	0.88	(0)	8.79	1	(5.05)	(131)	(16.71)	(254)
TOTAL		**100.00**	**19,625**	**100.00**	**17,026**	**100.00**	**2,601**	**100.00**	**1,511**	**100.00**	**(2)**	**100.00**	**8**	**100.00**	**2,599**	**100.00**	**1,519**

(Currency: ₹ in million)

17 Corporate Social Responsibility

As per the provisions of the Section 135 of the Act,

a Gross amount required to be spent by the Group during the year ₹ 62 (March 23 ₹ 54)

b

Amount spent during the year ending on 31 March 24	Amount Spent	Provision during the year	Total
i)Construction/acquisition of any asset	-	-	-
ii)On the purpose other than (i) above	62	-	62

Amount spent during the year ending on 31 March 23	Amount Spent	Provision during the year	Total
i)Construction/acquisition of any asset	-	-	-
ii)On the purpose other than (i) above	54	-	54

c There are no previous year's shortfall amounts.

d Full CSR amount has been contribution to BNP Paribas India Foundation which is classified as related party under Ind AS 24 - "Related Party Disclosures".

18 Due to micro and small suppliers

Sundry creditors do not include any amount payable to Small Scale Industrial Undertakings and Micro, Small and Medium Enterprises. Under the Micro, Small and Medium Enterprises Development Act, 2006, (MSMED) which came into force from 2 October 2006, certain disclosures are required to be made relating to Micro, Small and Medium enterprises. On the basis of the information and records available with the management, the following disclosures are made for the amounts due to the Micro, Small and Medium enterprises, who have registered with the competent authorities.

	31.03.2024	31.03.2023
Principal amount remaining unpaid to any supplier as at the year end	14	30
Interest due thereon	Nil	Nil
Amount of interest paid by the Group in terms of section 16 of the MSMED Act, along with the amount of	Nil	Nil
Amount of interest due and payable for the period of delay in making payment (which have been paid but	Nil	Nil
Amount of interest accrued and remaining unpaid at the end of the accounting year	Nil	Nil
Amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprises, for the purpose of disallowance of a deductible expenditure under Section 23 of the MSMED Act	Nil	Nil

19 The Group has a process whereby periodically all long term contracts, if any, are assessed for material foreseeable losses. At the year end, the Group has reviewed and ensured that adequate provision as required under any law / accounting standards for material foreseeable losses on such long term contracts, if any (including derivative contracts) has been made in the books of account.

20 Capital Management

Equity share capital and other equity are considered for the purpose of Group's capital management. The Group manages its capital so as to safeguard its ability to continue as a going concern and to optimise returns to the Shareholders. The capital structure of the Group is based on management's judgement of its strategic and day-to-day needs with a focus on total equity so as to maintain investor and market confidence. The funding requirements are met through equity and operating cash flows generated. The management monitors the return on capital and the Board of Directors monitors the level of dividends to shareholders of the individual Companies in the Group. The Group may take appropriate steps in order to maintain, or if necessary adjust, its capital structure.

21 The Holding Company has provided bank guarantees of ₹9,200 as on 31st March 2024 (31st March 2023 – ₹15,400) to the stock exchanges for meeting the margin requirements by giving fixed deposit as collateral with banks (Refer Note 3.02 (a) on bank balance other than cash and cash equivalents).

22 The remuneration paid to the executive director of one of the subsidiary company for the year ended March 31, 2024 is in excess of the limits as prescribed under section 197 read with Schedule V of the Act by ₹ 5. The Board of Directors of that Company has approved the excess payment made to the executive director in excess of the limit prescribed under section 197 of the Companies Act and recommended to the shareholders for their further approval in the ensuing Annual general meeting.

(Currency: ₹ in million)

23 Financial Information:

Pursuant to Regulation 52(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, SEBI's Operational circular SEBI/HO/DDHS/P/CIR/2021/613 dated August 10, 2021 to the extent applicable to Commercial Papers, information as required for the year ended March 31, 2023 in respect of Commericial Papers of the Group is as mentioned below:

A. Details of Credit

Rating Agency	ICRA Limited	CARE Ratings Limited
Rating	ICRA A1+	CARE A1+

B. Key Financial Information

Particulars	**Year ended 31-Mar-24**	**Year ended 31-Mar-23**
Debt Equity Ratio	1.45	1.12
Debt Service Coverage Ratio	0.18	0.17
Interest Service Coverage Ratio	2.68	2.73
Outstanding redeemable preference shares	Nil	Nil
Capital redemption reserve (INR in million)	30	30
Debenture Redemption Reserve	Nil	Nil
Net Worth (INR in million)	19,625	17,026
Net Profit after tax (INR in million)	2,601	1,511
Earnings per share (Basic / Diluted) (INR)	44.28	25.72
Current ratio	1.31	1.39
Long term debt to working capital ratio	Nil	Nil
Bad debts to Account receivable ratio	Nil	Nil
Current liability ratio	0.74	0.69
Total debts to total assets	0.36	0.33
Debtors turnover ratio	5.33	4.66
Inventory turnover ratio	Not Applicable	Not Applicable
Operating margin (%)	22%	17%
Net profit margin (%)	16%	12%

Formula for computation of Ratios are as follows:

1. Debt Equity Ratio = Debt (Borrowings + Accrued interest) / Equity (Equity share capital + Other Equity)
2. Debt Service Coverage Ratio = Profit before interest and tax (excludes interest costs on leases as per Ind AS 116 on Leases) / (Interest expenses (excludes interest costs on leases as per Ind AS 116 on Leases) + Outstanding borrowing)
3. Interest Service Coverage Ratio = Profit before interest and tax (excludes interest costs on leases as per Ind AS 116 on Leases) / Interest expenses (excludes interest costs on leases as per Ind AS 116 on Leases)
4. Net Worth = Equity Share capital + Other Equity
5. Company does not have any Long Term Debt and hence the ratio is Nil
6. Debtors Turnover Ratio = Fee and Commission Income / Average Trade Receivables
7. Operating Margin = Profit before tax / Total Revenue from operations
8. Net Profit Margin = Profit after tax / Total Revenue from operations

24 Additional regulatory information required under (WB) (xvi) of Division III of Schedule III amendment, disclosure of ratios, is not applicable to the Holding Company as it is in broking business and not an NBFC registered under Section 45-IA of Reserve Bank of India Act, 1934.

(Currency: ₹ in million)

25 Dividend

The Board of directors of the Holding Company at its meeting held on 23 May 2024, declared an interim dividend of ₹ 98.46/- per equity share (fully paid up) which will be paid during the 1st quarter of Financial Year 2024-25. The total payout on account of the equity dividend will be ₹ 5,784 (31st March, 2023 – ₹ 500)

26 Other statutory information

(i) The Group does not have any Benami property, where any proceeding has been initiated or pending against the Group for holding any Benami property;

(ii) The Group does not have any transactions with companies struck off;

(iii) The Group does not have any charges or satisfaction which is yet to be registered with Registrar of Companies beyond the statutory period;

(iv) The Group has not traded or invested in Crypto currency or Virtual Currency during the financial year;

(v) The Group has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

(a) 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

(b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries;

(vi) The Group has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Group shall:

(a) 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

(b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(vii) The Group has not entered into any such transaction which is not recorded in the books of account 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).

(viii) There are no unspent amounts in respect of ongoing projects, that are required to be transferred to a special account in compliance of provision of sub section (6) of section 135 of Companies Act, 2013.

(ix) In respect of other than ongoing projects, there are no unspent amounts that are required to be transferred to a fund specified in Schedule VII of the Companies Act, 2013 (the Act), in compliance with second proviso to sub section 5 of section 135 of the Act.

27 BNP Paribas SA, the parent entity, has proposed to liquidate it's holdings in the shares of Sharekhan Limited ('SKL') and Human Value Developers Private Limited ('HVDPL') (collectively referred as Target Company(ies)) to Mirae Asset group companies and accordingly, the aforesaid parties have entered into a Share Purchase Agreement dated December 13, 2023. The Board of the Directors of SKL have also noted the proposed change in ownership in their meeting dated December 11, 2023. The proposed change in ownership is subject to requisite approvals from the regulatory authorities.

28 The holding Company, as mandated by the regulatory requirement, has initiated the process of transferring its holding in Sharekhan BNP Paribas Financial Services Limited ('NBFC') by selling 100% of its equity shares to Human Value Developers Private Limited ('HVDPL') (a BNP Group entity in India). The said sale was approved by the Board of Directors and Shareholders of the Holding Company in their respective meetings dated May 26, 2023 and June 20, 2023.
HVDPL has obtained approval from Department of Economic Affairs (DEA) for infusion of capital by the existing foreign shareholders to fund the acquisition of the NBFC. The NBFC entity has also obtained approval from Reserve Bank of India (RBI) for change in control/ shareholding pursuant to the transfer of its shares from SKL to HVDPL.
The proposed sale of shares of the NBFC entity at consideration of ₹ 5,784 has been approved by the Board of Directors of the Holding Company at their meeting on May 13, 2024.

29 Subsequent events

There are no significant subsequent events that would require adjustments or disclosures in the standalone financial statements as on the balance sheet date.

30 Information related to disclosures prescribed under Schedule III of Act 2013, which are not applicable to the Group have not been disclosed above.

31 The consolidated financial statements are authorised for issue by the Board of Directors of the Holding Company on 23rd May, 2024.

For Kalyaniwalla & Mistry LLP
Chartered Accountants
Firm Registration No. : 104607W / W100166

Sd/-
Roshni R. Marfatia
Partner
Membership no. : 106548

Mumbai
Date : 23 May 2024

For and on behalf of the Board of directors of
Sharekhan Limited
CIN: U99999MH1995PLC087498

Sd/-
Jaideep Arora
CEO & Whole Time Director
DIN: 00056252

Sd/-
Stefan Groening
Whole Time Director
DIN: 07657587

Sd/-
Sumeet Chugh
Chief Financial Officer

Sd/-
Vijay Sakali
Company Secretary
FCS No: 11793

Mumbai
Date : 23 May 2024

FORM AOC-1

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

Statement containing salient features of the financial statements of subsidiaries/ associate companies/ joint ventures:

Part "A": Subsidiaries

(Information in respect of each subsidiary/ Associate Companies/ Joint Venture Companies for the financial year ended 31st March 2024 to be presented)

(Rs. in thousands)

1	Sr. no.	**I**
2	Name of the subsidiary Company	**Sharekhan Commodities Private Limited**
3	The date since when subsidiary was acquired	June 02, 2003
4	Reporting period for the subsidiary concerned, if different from the holding Company's reporting period	Same as of Holding Company
5	Reporting currency and Exchange rate as on the last date of the relevant Financial Year in the case of foreign subsidiaries.	NA
6	Share capital	11,360
7	Reserves and Surplus	17,990
8	Total Assets	46,168
8	Total Liabilities	46,168
10	Investments	--
11	Turnover*	2,827
12	Profit before taxation	673
13	Provision for taxation	1,295
14	Profit after Taxation **(A)**	1,968
15	Other Comprehensive Income **(B)**	--
16	Total Comprehensive Income for the Year **(A+B)**	1,968
17	Proposed Dividend	NIL
18	% of shareholding	100%

(Rs. in thousands)

1	Sr. no.	**II**
2	**Name of the subsidiary Companies**	**Wealthtiger Investment Advisors Private Limited**
3	The date since when subsidiary was acquired	August 11, 2015
4	Reporting period for the subsidiary concerned, if different from the holding Company's reporting period	Same as of Holding Company
5	Reporting currency and Exchange rate as on the last date of the relevant Financial Year in the case of foreign subsidiaries.	NA
6	Share capital	5,000
7	Reserves and Surplus	(84)
8	Total Assets	5,000
9	Total Liabilities	5,000
10	Investments	--
11	Turnover*	208
12	Profit before taxation	(411)
13	Provision for taxation	40
14	Profit after Taxation **(A)**	(451)

15	Other Comprehensive Income **(B)**	--
16	Total Comprehensive Income for the Year **(A+B)**	(451)
17	Proposed Dividend	NIL
18	% of shareholding	100%

(Rs. in Millions)

1	Sr. no.	**III**
2	Name of the subsidiary Company	**Sharekhan BNP Paribas Financial Services Limited**
3	The date since when subsidiary was acquired	**November 11, 2004**
4	Reporting period for the subsidiary concerned, if different from the holding Company's reporting period	Same as of Holding Company
5	Reporting currency and Exchange rate as on the last date of the relevant Financial Year in the case of foreign subsidiaries.	NA
6	Share capital	4,186.00
7	Reserves and Surplus	1,617.46
8	Total Assets	5,833.66
9	Total Liabilities	5,833.66
10	Investments	52.50
11	Turnover*	709.62
12	Profit before taxation	452.70
13	Provision for taxation	115.80
14	Profit after Taxation **(A)**	336.90
15	Other Comprehensive Income **(B)**	0.79
16	Total Comprehensive Income for the Year **(A+B)**	337.69
17	Proposed Dividend	NIL
18	% of shareholding	100%

(Rs. in thousands)

1	Sr. no.	**IV**
2	Name of the subsidiary Company	**Espresso Financial Services Private Limited**
3	The date since when subsidiary was acquired	June 10, 2020
4	Reporting period for the subsidiary concerned, if different from the holding Company's reporting period	Same as of Holding Company
5	Reporting currency and Exchange rate as on the last date of the relevant Financial Year in the case of foreign subsidiaries.	NA
6	Share capital	10,90,076
7	Reserves and Surplus	(5,62,745)
8	Total Assets	12,51,556
9	Total Liabilities	12,51,556
10	Investments	--
11	Turnover	2,26,004
12	Profit/(Loss) before taxation	(58,634)
13	Provision for taxation	(14,524)
14	Profit /(Loss)after Taxation **(A)**	(44,110)
15	Other Comprehensive Income **(B)**	662
16	Total Comprehensive Income for the Year **(A+B)**	(43,448)
17	Proposed Dividend	NIL
18	% of shareholding	100%

(Rs. in thousands)

1	Sr. no.	**V**
2	Name of the subsidiary Company	**Sharekhan Consultants Private Limited**
3	The date since when subsidiary was acquired	June 20, 2000
4	Reporting period for the subsidiary concerned, if different from the holding Company's reporting period	Same as of Holding Company
5	Reporting currency and Exchange rate as on the last date of the relevant Financial Year in the case of foreign subsidiaries.	NA
6	Share capital	2,500
7	Reserves and Surplus	13,575
8	Total Assets	16,409
9	Total Liabilities	16,409
10	Investments	--
11	Turnover*	890
12	Profit before taxation	595
13	Provision for taxation	150
14	Profit after Taxation **(A)**	445
15	Other Comprehensive Income **(B)**	--
16	Total Comprehensive Income for the Year **(A+B)**	445
17	Proposed Dividend	NIL
18	% of shareholding	100% through Sharekhan BNP Paribas Financial Services Limited

(Rs. in thousands)

1	Sr. no.	**VI**
2	Name of the subsidiary Company	**Sharekhan.com India Private Limited**
3	The date since when subsidiary was acquired	June 20, 2000
4	Reporting period for the subsidiary concerned, if different from the holding Company's reporting period	Same as of Holding Company
5	Reporting currency and Exchange rate as on the last date of the relevant Financial Year in the case of foreign subsidiaries.	NA
6	Share capital	1,00,000
7	Reserves and Surplus	(78,143)
8	Total Assets	63,761
9	Total Liabilities	63,761
10	Investments	--
11	Turnover*	1,53,567
12	Profit /(Loss)before taxation	4,068
13	Provision for taxation	(15,669)
14	Profit/(Loss) after taxation **(A)**	19,737
15	Other Comprehensive Income **(B)**	3,426
16	Total Comprehensive Income for the Year **(A+B)**	23,163
17	Proposed Dividend	NIL
18	% of shareholding	100% through Sharekhan BNP Paribas Financial Services Limited

**Turnover included income from operations and other income*

A. During the financial year under review, the Company did not incorporate any subsidiary or joint-venture or associate company.
B. None of the subsidiaries of the Company have been liquidated or sold during the financial year under review.

C. During the financial year under review, the Company did not have any associates or joint ventures and hence Part B of this Form AOC-1- Statement pursuant to Section 129 (3) of the Companies Act 2013 related to Associates and Joint Venture Companies is **not applicable.**

For and on behalf of the Board of Directors of
SHAREKHAN LIMITED

Sd/-	***Sd/-***
Jaideep Arora	**Stefan Groening**
Whole Time Director & CEO	***Whole Time Director & COO***
DIN: 00056252	**DIN: 07657587**
Sd/-	***Sd/-***
Sumeet Chugh	**Vijay Sakali**
Chief Financial Officer	***Company Secretary***
	CS Membership No: F11793

Date: May 23, 2024
Place: Mumbai

Registered Office
The Ruby, 18th Floor, 29 Senapati Bapat Marg,
Dadar (West), Mumbai-400028
CIN: - U99999MH1995PLC087498
Tel No.: - 022-67502000 **Fax:** 022-24327343
Mail: - companysecretarial@sharekhan.com;
Website: www.sharekhan.com

NOTICE

NOTICE is hereby given that the **TWENTY NINTH ANNUAL GENERAL MEETING** of the members of **SHAREKHAN LIMITED** will be held on **Tuesday, September 17, 2024** at **1:00 p.m.** through video conferencing (VC) or other audio-visual means (OAVM) to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended 31st March 2024 together with Reports of Directors and Auditors thereon.
2. To receive, consider and adopt the Audited Consolidated Financial Statement of Accounts for the financial year ended 31st March 2024 together with the Report and Auditors thereon.
3. To appoint a director in place of Mr. Jean Christophe GOUGEON (DIN: 02561258), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a director in place of Ms. Parminder Varma (DIN: 09492605), who retires by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:

5. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

To regularise the appointment of Mr. Ashwani Kumar Sindhwani, (DIN: 07555408) as Independent Director of the Company:

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 and Section 161 of the Companies Act, 2013 (*hereinafter referred as "the Act")* read with Schedule IV and other applicable provisions, if any, read with Companies (Appointment and Qualification of Directors) Rules, 2014 (*including any statutory modification(s) or re-enactment thereof for the time being in force*), and Article of Associations of the Company, and based on the recommendation of Nomination and Remuneration Committee and approval of Board of Directors, Mr. Ashwani Kumar Sindhwani, (DIN: 07555408), who was appointed as an Additional Director in the Capacity of an Independent Director of the Company, with effect from October 30, 2023, and who holds office as such up to the conclusion of this Annual General Meeting, and who has submitted a declaration that, he meets the criteria for independence as provided under Section 149(6) of the Act and rules made thereunder, and is eligible for appointment, and in respect of whom the Company has received a notice in writing from a shareholder, proposing his candidature for the office of the Independent Director in terms of Section 160(1) of the Act, be and is hereby appointed as an Independent Director of the Company, to hold office for the period of 2 (Two) year with effect from October 30, 2023 till October 29, 2025, and that he shall not be liable to retire by rotation."

"RESOLVED FURTHER THAT any One of the Director/ Chief Executive Officer/ Chief Operating Officer/ Chief Financial Officer/ Company Secretary of the Company be and ais hereby authorized **to** do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

"RESOLVED FURTHER THAT a certified copy of the above resolution, be issued, under the signature of any of the Director/ Chief Executive Officer/ Chief Operating Officer/ Chief Financial Officer and/or Company Secretary of the Company to such other persons/parties, for the time being in place, and/ or statutory authorities as may be required from time to time."

By Order of the Board of Directors of
Sharekhan Limited

Sd/-
Stefan Groening
Whole-Time Director & COO
DIN – 07657587

Date: May 23, 2024
Place: Mumbai

Registered Office:

The Ruby, 18th Floor, 29 Senapati Bapat Marg,
Dadar (West) Mumbai- 400 028, Maharashtra, India
CIN: U99999MH1995PLC087498
Tel No.: - 022 - 6750 2000 Fax No.: - 022 - 2432 7343;
Website: www.sharekhan.com
Email Id: - companysecretarial@sharekhan.com

NOTES:

1. The Ministry of Corporate Affairs ('MCA') permitted conducting Annual General Meeting ("AGM") through Video Conferencing ("VC") or Other Audio-Visual Means ("OAVM") and dispended the personal presence of the Shareholders at the meeting. Accordingly, the MCA vide its General Circular No. 3/2022 dated 05th May, 2022, General Circular No. 10/2021 dated 23rd June, 2021, General Circular No. 20/2021 dated 08th December, 2021 General Circular No. 14/2020 dated 08th April, 2020, General Circular No. 17/2020 dated 13th April, 2020, General Circular No. 22/2020 dated 15th June, 2020, General Circular No. 33/2020 dated 28th September, 2020, General Circular No. 39/2020 dated 31st December, 2020 (*collectively referred to as 'MCA Circulars'*) has prescribed the procedures and manner of conducting the AGM through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM") (*facility without the physical presence of the Shareholders at a common venue*). In compliance with the provisions of the Companies Act, 2013 read with MCA Circulars, the 24th AGM of the Shareholders will be held through VC/OAVM. Hence, Shareholders can attend and participate in the AGM through VC/OAVM only.
2. Pursuant to the Circular No. 14/2020 dated 08th April 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the Shareholders is not available for this AGM being held through VC/ OAVM and therefore, the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.
3. Corporate members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company a certified scanned copy (PDF/JPG Format) of the Board Resolution/Power of Attorney authorizing their representatives to attend and vote on their behalf at the meeting.
4. The attendance of the Shareholders attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Members attending the Annual General Meeting (AGM) of the Company are requested to confirm their attendance along with the location during the meeting through video conferencing.
6. Explanatory Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013, concerning the special business in the Notice of this Annual General Meeting is annexed hereto and forms part of this report.
7. Statement giving details of the Directors seeking appointment/ re-appointment is also annexed with this Notice pursuant to the requirement of Secretarial Standards on General Meeting ("SS-2").
8. All the relevant documents referred to in this AGM Notice etc., Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 and Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 and other documents available electronically for inspection of the members at the AGM shall be made available to the members from whom request is received through registered e-mail address of the Company.
9. The notice of AGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company. Members may note that the AGM will also be available on the Company's website www.sharekhan.com
10. Queries proposed to be raised at the Annual General Meeting may be sent to the Company at its registered email id e-mail address: companysecretarial@sharekhan.com at least seven days prior to the date of Annual General Meeting to enable the management to compile the relevant information to reply the same in the meeting.
11. Pursuant to General Circular No. 20/2020 dated May 5, 2020, the members can attend the meeting through video conferencing and the link for video conferencing of the said meeting will be circulated to the members separately.

Instructions for members for attending the AGM through VC/OAVM are as under:

a. Member will be provided with a facility to attend the AGM through VC/OAVM through personal system. Members may access the same at Webex portal. The link for VC/OAVM will be shared by the company via email.

b. Members are encouraged to join the Meeting through Laptops for better experience.

c. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

d. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

e. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at companysecretarial@sharekhan.com The same will be replied by the Company suitably.

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

Item 5:

Mr. Ashwani Kumar Sindhwani (DIN: 07555408), was appointed as an Additional Director in the capacity of Non-Executive and Independent Director, for a term of 2 (Two) years with effect from October 30, 2023 till October 29, 2025 (both days inclusive), subject to the approval of the shareholders through a special resolution, in accordance with the provisions of Section 161 of the Companies Act, 2013, read with the Articles of Association of the Company.

Pursuant to Section 161 of the Companies Act, 2013, Mr. Ashwani Kumar Sindhwani (DIN: 07555408), holds office only up to the conclusion of the ensuing i.e. 29th Annual General Meeting of the Company.

Mr. Ashwani Kumar Sindhwani (DIN: 07555408), is not disqualified from being appointed as Director in terms of Section 164 of Companies Act, 2013 and has given his consent to act as Independent Director along with Declaration of Independence.

The Company has received a notice in writing by a member/shareholder proposing his candidature under Section 160 of the Act.

Mr. Ashwani Kumar Sindhwani (DIN: 07555408) is a Chief Executive / Manager in Foreign Exchange Dealers' Association of India (FEDAI), Nominee Director at Financial Benchmarks India Ltd (FBIL) and Independent Director in SBI-SG Global Securities Services Pvt. Ltd. He has over 40 years of banking experience covering branch banking including credit, retail, commercial and capital markets. He began his career with State Bank of India in 1983. After 8 years in commercial banking, he moved to Global markets at SBI m 1991. He joined BNP Paribas m 1995 and was entrusted with the task of setting up Global Markets (Fixed Income) sales team. Accordingly, he Built the team of highly motivated young professionals and led it successfully to become a leading player in Indian markets servicing corporate and institutional clients. He has also managed the difficult periods of global credit crisis of 2008 and liquidity problems of Eurozone in 2011 with minimal disturbance. He realigned entire business post 2011 in line with changing market environment and risk perception, simultaneously Improving market positioning and increasing market share. He accepted the responsibility of leading FEDAI, an association of Authorised Category I (AD I) banks and a Self-Regulatory Organisation, in June 2016.

Therefore, The Board is of the view that the appointment of Mr. Ashwani Kumar Sindhwani (DIN: 07555408) as an Independent Director is desirable and would be beneficial to the Company and hence it recommends the said Resolution No. 5 seeks approval by the members of the Company for the appointment of Mr. Ashwani Kumar Sindhwani (DIN: 07555408) as an Independent Director of the Company for a term of 2 (two) years effective October 30, 2023 to October 29, 2025 (both days inclusive) pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (*including any statutory modification(s) or re-enactment(s) thereof*) and he shall not be liable to retire by rotation.

Except for Mr. Ashwani Kumar Sindhwani (DIN: 07555408) himself, None of the Directors/ Key Managerial Personnel of the Company/ their relatives, is/ are in any way concerned or interested, in the said resolution. The Board recommends the said resolution to be passed as an ordinary resolution.

Name	**Mr. Ashwani Kumar Sindhwani (DIN: 07555408)**
Date of first appointment on the Board	October 30, 2023
Date of Birth (Age)	April 15, 1961 (63 years)
Qualification	Certified Financial Risk Manager, Certified Associate of Indian Institute of Bankers, MSc. Chemistry, BSc. Physics, Chemistry and Mathematics
Area of Expertise	Banking and Finance
Experience	Over 40 years
Past Remuneration	NIL
Number of Meetings attended during the year	3 (Three) out of 3 (Three)
Shareholding in the Company	Nil
Details of Remuneration sought to be paid	He shall be paid a fee for attending meetings of the Board or Committees thereof and reimbursement of expenses for participating in the Board and other meetings.
Remuneration last drawn	NIL
Relationship with other Director, Manager and other Key Managerial Personnel of the Company	NA
Name of the other Companies in which also holds Directorship and Other directorships, membership/ Chairmanship of Committees of other Boards	1. IND FX Code Participants Association 2. Sharekhan BNP Paribas Financial Services Limited 3. SBI-SG Global Securities Services Private Limited 4. Financial Benchmarks India Private Limited 5. Foreign Exchange Dealers Association of India (FEDAI) *(in the capacity of Manager only)*

By Order of the Board of Directors of
Sharekhan Limited

Sd/-
Stefan Groening
Whole-Time Director & COO
DIN – 07657587

Date: May 23, 2024
Place: Mumbai

Registered Office:
The Ruby, 18th Floor, 29 Senapati Bapat Marg,
Dadar (West) Mumbai- 400028, Maharashtra, India
CIN: U99999MH1995PLC087498
Tel No.: - 022 - 6750 2000 Fax No.: - 022 - 2432 7343
Website: www.sharekhan.com;
Email Id: - companysecretarial@sharekhan.com