



Date: August 22, 2025

To,  
The Listing Compliance Department  
BSE Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai – 400001

**Reference : BSE Code 530499**

Dear Madam/Sir,

**Subject : Intimation under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”)**

Pursuant to the provisions of Regulation 30 of SEBI Listing Regulations, please find enclosed Notice of the 32<sup>nd</sup> Annual General Meeting (“AGM”) and the Annual Report for the financial year 2024-25 of A. K. Capital Services Limited (“the Company”), which is sent to the Members of the Company.

In compliance with Regulation 36(1)(b) of the SEBI Listing Regulations, a letter is being sent to those Members whose e-mail id are not registered with the Company/ Registrar and Transfer Agent/ Depository Participants, providing the web-link and QR code where the Annual Report for the financial year 2024-25 and the Notice of the 32<sup>nd</sup> AGM can be accessed on the Company’s website. A copy of the letter is enclosed herewith.

The aforesaid Annual Report and Notice of AGM has also been uploaded on the website of the Company at <http://www.akgroup.co.in/>.

This is for your information and records.

Thanking you.

Yours faithfully,

**For A. K. Capital Services Limited**

**Subodh More**

**Company Secretary and Compliance Officer**

**(ACS No: A27577)**

Place: Mumbai

Encl.: As above



**Registered Office:** 603, 6th Floor, Windsor, Off CST Road, Kalina, Santacruz (East), Mumbai – 400 098.

**Tel:** +91 (022) 6754 6500 | **Fax:** +91 (022) 6610 0594 | **Website:** [www.akgroup.co.in](http://www.akgroup.co.in) | **E-mail Id:** [akcslagm@akgroup.co.in](mailto:akcslagm@akgroup.co.in)

**CIN:** L74899MH1993PLC274881

### NOTICE OF 32<sup>nd</sup> ANNUAL GENERAL MEETING

**NOTICE** is hereby given that the **Thirty-Second (32<sup>nd</sup>) Annual General Meeting (“AGM”)** of the Members of **A. K. Capital Services Limited (“the Company”)** will be held on **Saturday, 13th day of September, 2025 at 10:00 a.m. (IST)** through two-way Video Conferencing (“VC”) facility/ Other Audio-Visual Means (“OAVM”), to transact the following businesses:

#### ORDINARY BUSINESSES:

##### 1. TO RECEIVE, CONSIDER AND ADOPT:

- a) The Audited Standalone Financial Statements of the Company consisting of the Balance Sheet as at March 31, 2025, the Statement of Profit and Loss, Cash Flow Statement for the Financial Year 2024-25 and the Explanatory Notes annexed thereto, together with the Report of the Board of Directors’ and the Auditor’s thereon;  
and
  - b) The Audited Consolidated Financial Statements of the Company consisting of the Balance Sheet as at March 31, 2025, the Statement of Profit and Loss, Cash Flow Statement for the Financial Year 2024-25 and the Explanatory Notes annexed thereto, together with the Auditor’s Report thereon.
2. TO CONFIRM THE 1<sup>ST</sup> AND 2<sup>ND</sup> INTERIM DIVIDEND DECLARED AT INR 12/- (INDIAN RUPEES TWELVE ONLY) EACH PER EQUITY SHARE HAVING FACE VALUE OF INR 10/- (INDIAN RUPEES TEN ONLY) EACH FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025.
  3. TO DECLARE A FINAL DIVIDEND OF INR 14/- (INDIAN RUPEES FOURTEEN ONLY) PER EQUITY SHARE HAVING FACE VALUE OF INR 10/- (INDIAN RUPEES TEN ONLY) EACH FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025.
  4. TO APPOINT A DIRECTOR IN PLACE OF MR. VIKAS JAIN (DIN: 07887754), DIRECTOR, WHO RETIRES BY ROTATION IN TERMS OF SECTION 152(6) OF THE COMPANIES ACT, 2013 AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT.

#### SPECIAL BUSINESSES:

##### 5. APPOINTMENT OF M/S. RAGINI CHOKSHI & CO., PRACTISING COMPANY SECRETARIES AS SECRETARIAL AUDITORS OF THE COMPANY AND FIX THEIR REMUNERATION

To consider, and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Sections 179 and 204 and other applicable provisions of the Companies Act, 2013, read with the rules made thereunder, and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and based on the recommendations of the Audit Committee and the Board of Directors, the approval of the Members be and is hereby accorded for the appointment of M/s. Ragini Chokshi & Co., (Firm registration no: P1988MH090600) a peer reviewed Practising Company Secretary, as Secretarial Auditors of the Company for a first term of five consecutive years, commencing from Financial Year 2025-26 till Financial Year 2029-30 at such remuneration and on such terms and conditions as may be determined by the Board of Directors (including its Committees thereof), and to avail any other services, certificates, or reports as may be permissible under applicable laws;

**RESOLVED FURTHER THAT** any of the Director of the Company and/or the Chief Financial Officer and/or the Company Secretary of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms or submission of documents with any authority or accepting any modifications to the clauses as required by such authorities, for the purpose of giving effect to this resolution and for matters connected therewith, or incidental thereto;

**RESOLVED FURTHER THAT** any of the Director of the Company and/or the Chief Financial Officer and/or the Company Secretary of the Company be and are hereby authorized to furnish certified true copy of the resolution as and when required.”

##### 6. APPROVAL OF MATERIAL RELATED PARTY TRANSACTIONS WITH A. K. CAPITAL FINANCE LIMITED BY THE COMPANY AND ITS SUBSIDIARIES:

To consider, and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“Listing Regulations”) (including any amendment, modification, variation or re-enactment to any of the foregoing), and subject to such other approvals, consents, permissions and sanctions of other authorities as may be necessary and on the basis of approval and recommendations of the Audit Committee & the Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded to approve /ratify all existing contracts/ arrangements/agreements/transactions and to enter into new/ further contracts/arrangements/agreements/ transactions (including any modifications, alterations or amendments thereto) of A. K. Capital Services Limited (“the Company”) and its existing subsidiaries on one hand, with A. K. Capital Finance Limited on the other hand for an amount not exceeding INR 5,500 Crores (Indian Rupees Five Thousand and Five Hundred Crores only) for transactions as mentioned below for the financial year 2025-26 and the next financial year (until the holding of Annual General Meeting of the Company), provided that the transactions shall be carried on an arms’ length basis and in the ordinary course of business of the Company and/or its subsidiaries:

| Sr. No. | Name of the party (listed entity /subsidiary) entering into the transaction# | Nature of transaction   | Amount (INR in crores) | % of the company's consolidated turnover /subsidiaries standalone turnover for the immediately preceding financial year, that is represented by the value of proposed RPT's | % of counter-party's annual turnover that is represented by the value of proposed RPT's |
|---------|--|---|------------------------|---|---|
| 1       | A. K. Capital Services Limited   | Guarantee and Security in favour of third party lender to secure loans and borrowings. of A. K. Capital Finance Limited   | 275.00                 | 57.12%  | 82.38%  |
| 2       | A. K. Capital Services Limited   | Receipt on commission of Corporate Guarantee. from A. K. Capital Finance Limited  | 5.00                   | 1.04%   | 1.50%   |
| 3       | A. K. Capital Services Limited   | Dealing in (Purchase, Sale and/or otherwise deal in) Securities (mainly fixed income securities like bonds, debentures, G-Sec), Preference Shares, Commercial Papers, Money Market instruments etc. | 4,000.00               | 830.86%   | 1,198.21%   |
| 4       | A. K. Capital Services Limited   | Investments by way of subscription/ redemption etc. in the securities. of A. K. Capital Finance Limited   | 100.00                 | 20.77%  | 29.96%  |
| 5       | A. K. Capital Services Limited   | Borrowing (Interest at mutually agreed rates)   | 50.00                  | 10.39%  | 14.98%  |
| 6       | A. K. Capital Services Limited   | Providing and/or availing goods and services including cost sharing arrangements. to and/or from A. K. Capital Finance Limited  | 70.00                  | 14.54%  | 20.97%  |
| 7       | A. K. Stockmart Private Limited  | Brokerage income  | 4.00                   | 13.11%  | 1.20%   |
| 8       | A. K. Stockmart Private Limited  | Demat charges   | 1.00                   | 3.28%   | 0.30%   |
| 9       | A. K. Stockmart Private Limited  | Dealing in (Purchase, Sale and/or otherwise deal in) Securities (mainly fixed income securities like bonds, debentures, G-Sec), Preference Shares, Commercial Papers, Money Market instruments etc. | 875.00                 | 2,867.76%   | 262.11%   |
| 10      | A. K. Stockmart Private Limited  | Providing and/or availing goods and services including cost sharing arrangements. to and/or from A. K. Capital Finance Limited  | 20.00                  | 65.55%  | 5.99%   |
| 11      | A. K. Wealth Management Private Limited                                      | Dealing in (Purchase, Sale and/or otherwise deal in) Securities (mainly fixed income securities like bonds, debentures, G-Sec), Preference Shares, Commercial Papers, Money Market instruments etc. | 45.00                  | 2,031.14%   | 13.48%  |
| 12      | A. K. Wealth Management Private Limited                                      | Providing and/or availing goods and services including cost sharing arrangements. to and/or from A. K. Capital Finance Limited  | 5.00                   | 225.68%   | 1.50%   |
| 13      | A. K. Capital Corporation Private Limited                                    | Dealing in (Purchase, Sale and/or otherwise deal in) Securities (mainly fixed income securities like bonds, debentures, G-Sec), Preference Shares, Commercial Papers, Money Market instruments etc. | 45.00                  | 19,238.99%  | 13.48%  |
| 14      | A. K. Capital Corporation Private Limited                                    | Providing and/or availing goods and services including cost sharing arrangements. to and/or from A. K. Capital Finance Limited  | 5.00                   | 2,137.67%   | 1.50%   |
|         |  | <b>Total</b>  | <b>5,500.00</b>        |   |   |

# Transaction with A. K. Capital Finance Limited (AKCFL)

**Relation of AKCFL with listed entity and subsidiaries**

AKCFL is a material subsidiary of the A. K. Capital Services Limited

AKCFL is fellow subsidiary of A. K. Stockmart Private Limited, A. K. Wealth Management Private Limited, and A. K. Capital Corporation Private Limited

**RESOLVED FURTHER THAT** any of the Board of Directors of the Company and/or Chief Financial Officer of the Company and/or Company Secretary of the Company be and are hereby authorized on behalf of the Company to do all such acts, deeds, matters and things and execute, sign all such deeds, documents and writings, on an ongoing basis, as may be necessary, proper or expedient for the purpose of giving effect to the above resolution.

**RESOLVED FURTHER THAT** any of the Director of the Company and/or the Chief Financial Officer (CFO) of the Company and/or the Company Secretary of the Company be and are hereby authorized to furnish certified true copy of the resolution as and when required."

## 7. APPROVAL OF MATERIAL RELATED PARTY TRANSACTIONS WITH A. K. SERVICES PRIVATE LIMITED BY THE COMPANY AND ITS SUBSIDIARIES:

To consider, and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 ("the Act") read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations") (including any amendment, modification, variation or re-enactment to any of the foregoing), and subject to such other approvals, consents, permissions and sanctions of other authorities as may be necessary and on the basis of approval and recommendations of the Audit Committee & the Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded to approve /ratify all existing contracts/ arrangements/ agreements/ transactions and to enter into new/ further contracts/ arrangements/ agreements/ transactions (including any modifications, alterations or amendments thereto) of A. K. Capital Services Limited ("the Company") and its existing subsidiaries on one hand, with A. K. Services Private Limited on the other hand for an amount not exceeding INR 2,000 Crores (Indian Rupees Two Thousand Crores only) for transactions as mentioned below for the financial year 2025-26 and the next financial year (until the holding of Annual General Meeting of the Company), provided that the transactions shall be carried on an arms' length basis and in the ordinary course of business of the Company/ and or its subsidiaries:

| Sr. No. | Name of the party (listed entity /subsidiary) entering into the transaction# | Nature of transaction   | Amount (INR in crores) | % of the company's consolidated turnover /subsidiaries standalone turnover for the immediately preceding financial year, that is represented by the value of proposed RPT's | % of counter-party's annual turnover that is represented by the value of proposed RPT's* |
|---------|--|---|------------------------|---|--|
| 1       | A. K. Capital Services Limited   | Dealing in (Purchase, Sale and/or otherwise deal in) Securities (mainly fixed income securities like bonds, debentures, G-Sec), Preference Shares, Commercial Papers, Money Market instruments etc. | 1,250.00               | 259.64%   | 19,589.11%   |
| 2       | A. K. Capital Services Limited   | Providing and/or availing goods and services including cost sharing arrangements.   | 25.00                  | 5.19%   | 391.78%  |
| 3       | A. K. Stockmart Private Limited  | Dealing in (Purchase, Sale and/or otherwise deal in) Securities (mainly fixed income securities like bonds, debentures, G-Sec), Preference Shares, Commercial Papers, Money Market instruments etc. | 500.00                 | 1,638.72%   | 7,835.64%  |
| 4       | A. K. Stockmart Private Limited  | Brokerage income  | 0.75                   | 2.46%   | 11.75%   |
| 5       | A. K. Stockmart Private Limited  | Demat charges   | 0.25                   | 0.82%   | 3.92%  |
| 6       | A. K. Stockmart Private Limited  | Providing and/or availing goods and services including cost sharing arrangements.   | 15.00                  | 49.16%  | 235.07%  |
| 7       | A. K. Wealth Management Private Limited                                      | Dealing in (Purchase, Sale and/or otherwise deal in) Securities (mainly fixed income securities like bonds, debentures, G-Sec), Preference Shares, Commercial Papers, Money Market instruments etc. | 100.00                 | 4,513.65%   | 1,567.13%  |
| 8       | A. K. Wealth Management Private Limited                                      | Providing and/or availing goods and services including cost sharing arrangements.   | 5.00                   | 225.68%   | 78.36%   |

| Sr. No. | Name of the party (listed entity /subsidiary) entering into the transaction # | Nature of transaction   | Amount (INR in crores) | % of the company's consolidated turnover /subsidiaries standalone turnover for the immediately preceding financial year, that is represented by the value of proposed RPT's | % of counter-party's annual turnover that is represented by the value of proposed RPT's* |
|---------|---|---|------------------------|---|--|
| 9       | A. K. Capital Corporation Private Limited                                     | Dealing in (Purchase, Sale and/or otherwise deal in) Securities (mainly fixed income securities like bonds, debentures, G-Sec), Preference Shares, Commercial Papers, Money Market instruments etc. | 100.00                 | 42,753.31%  | 1567.13%   |
| 10      | A. K. Capital Corporation Private Limited                                     | Providing and/or availing goods and services including cost sharing arrangements to and/or from A. K. Services Private Limited  | 4.00                   | 1,710.13%   | 62.69%   |
|         |   | <b>Total</b>  | <b>2,000.00</b>        |   |  |

# Transaction with A. K. Services Private Limited (AKSPL)

**Relation of AKSPL with listed entity and subsidiaries**

AKSPL is controlled by relative of key management personnel of A. K. Capital Services Limited (AKCSL).

AKSPL is an enterprise in which KMP of A. K. Wealth Management Private Limited is having influence.

AKSPL is controlled by director of A. K. Capital Corporation Private Limited.

AKSPL is controlled by relative of key managerial personnel of AKCSL, Which is holding company of A. K. Stockmart Private Limited.

\* Un-audited turnover is considered.

**RESOLVED FURTHER THAT** any of the Directors of the Company, and/or Chief Financial Officer of the Company and/or Company Secretary of the Company be and are hereby authorized on behalf of the Company to do all such acts, deeds, matters and things and execute, sign all such deeds, documents and writings, on an ongoing basis, as may be necessary, proper or expedient for the purpose of giving effect to the above resolution.

**RESOLVED FURTHER THAT** any of the Director of the Company and/or the Chief Financial Officer (CFO) of the Company and/or the Company Secretary of the Company be and are hereby authorized to furnish certified true copy of the resolution as and when required."

**8. APPROVAL MATERIAL RELATED PARTY TRANSACTIONS WITH FAMILY HOME FINANCE PRIVATE LIMITED BY THE COMPANY AND ITS SUBSIDIARIES:**

To consider, and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 ("the Act") read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations") (including any amendment, modification, variation or re-enactment to any of the foregoing), and subject to such other approvals, consents, permissions and sanctions of other authorities as may be necessary and on the basis of approval and recommendations of the Audit Committee & the Board of Directors of the Company, the consent of the Shareholders of the Company be and is hereby accorded to approve /ratify all existing contracts/ arrangements/ agreements/transactions and to enter into new/ further contracts/ arrangements/ agreements/ transactions (including any modifications, alterations or amendments thereto) of A. K. Capital Services Limited ("the Company") and its existing subsidiaries on one hand, with Family Home Finance Private Limited on the other hand for an amount not exceeding INR 100 Crores (Indian Rupees One Hundred Crore Only) for transactions as mentioned below for the financial year 2025-26 and the next financial year (until the holding of Annual General Meeting of the Company), provided that the transactions shall be carried on an arms' length basis and in the ordinary course of business of the Company/ and or its subsidiaries:

| Sr. No. | Name of the party (listed entity /subsidiary) entering into the transaction# | Nature of transaction   | Amount (INR in crores) | % of the company's consolidated turnover /subsidiaries standalone turnover for the immediately preceding financial year, that is represented by the value of proposed RPT's | % of counter-party's annual turnover that is represented by the value of proposed RPT's |
|---------|--|---|------------------------|---|---|
| 1       | A. K. Capital Services Limited   | Dealing in (Purchase, Sale and/or otherwise deal in) Securities (mainly fixed income securities like bonds, debentures, G-Sec), Preference Shares, Commercial Papers, Money Market instruments etc. | 50.00                  | 10.39%  | 659.73%   |
| 2       | A. K. Capital Services Limited   | Providing and/or availing goods and services including cost sharing arrangements.   | 5.00                   | 1.04%   | 65.97%  |
| 3       | A. K. Stockmart Private Limited  | Dealing in (Purchase, Sale and/or otherwise deal in) Securities (mainly fixed income securities like bonds, debentures, G-Sec), Preference Shares, Commercial Papers, Money Market instruments etc. | 35.00                  | 114.71%   | 461.81%   |
| 4       | A. K. Stockmart Private Limited  | Brokerage income  | 0.25                   | 0.82%   | 3.30%   |



| Sr. No. | Name of the party (listed entity /subsidiary) entering into the transaction# | Nature of transaction   | Amount (INR in crores) | % of the company's consolidated turnover /subsidiaries standalone turnover for the immediately preceding financial year, that is represented by the value of proposed RPT's | % of counter-party's annual turnover that is represented by the value of proposed RPT's |
|---------|--|---|------------------------|---|---|
| 5       | A. K. Stockmart Private Limited  | Demat charges   | 0.25                   | 0.82%   | 3.30%   |
| 6       | A. K. Stockmart Private Limited  | Providing and/or availing goods and services including cost sharing arrangements. | 4.50                   | 14.75%  | 59.38%  |
| 7       | A. K. Wealth Management Private Limited                                      | Providing and/or availing goods and services including cost sharing arrangements. | 2.50                   | 112.84%   | 32.99%  |
| 8       | A. K. Capital Corporation Private Limited                                    | Providing and/or availing goods and services including cost sharing arrangements. | 2.50                   | 1,068.83%   | 32.99%  |
|         |  | <b>Total</b>  | <b>100.00</b>          |   |   |

# Transaction with Family Home Finance Private Limited (FHFPL)

Relation of FHFPL with listed entity and subsidiaries

FHFPL is a step-down subsidiary of the A. K. Capital Services Limited.

FHFPL is fellow subsidiary of A. K. Stockmart Private Limited, A. K. Wealth Management Private Limited, and A. K. Capital Corporation Private Limited.

**RESOLVED FURTHER THAT** any of the Board of Directors of the Company and/or Chief Financial Officer of the Company and/or Company Secretary of the Company be and are hereby authorized on behalf of the Company to do all such acts, deeds, matters and things and execute, sign all such deeds, documents and writings, on an ongoing basis, as may be necessary, proper or expedient for the purpose of giving effect to the above resolution;

**RESOLVED FURTHER THAT** any of the Director of the Company and/or the Chief Financial Officer (CFO) of the Company and/or the Company Secretary of the Company be and are hereby authorized to furnish certified true copy of the resolution as and when required."

#### 9. RE-APPOINTMENT OF MR. RAJIV BAKSHI (DIN: 00264007) AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR A SECOND TERM OF FIVE CONSECUTIVE YEARS W.E.F. AUGUST 5, 2026 TILL AUGUST 4, 2031:

To consider, and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, read with Regulations 17, 25 and other applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Rajiv Bakshi (DIN: 00264007), who holds office of Independent Director up to August 4, 2026 and who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act, from a Member, signifying intention to propose his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years commencing from August 5, 2026 to August 4, 2031;

**RESOLVED FURTHER THAT** pursuant to Regulation 17(1A) of the SEBI Listing Regulations, approval be and is hereby given for continuation of Mr. Rajiv Bakshi, beyond October 21, 2027, as an Independent Director of the Company on account of his attaining the age of 75 years on the said date.

**RESOLVED FURTHER THAT** any of the Director of the Company and/or the Chief Financial Officer of the Company and/or the Company Secretary of the Company, be and are hereby severally authorized to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this Resolution;

**RESOLVED FURTHER THAT** any one Director of the Company and/or the Chief Financial Officer and/or the Company Secretary of the Company be and is hereby authorized to furnish certified true copy of the resolution as and when required."

#### 10. INCREASE IN BORROWING LIMITS OF THE COMPANY UP TO INR 3,000 CRORES (INDIAN RUPEES THREE THOUSAND CRORES)

To consider, and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

**"RESOLVED THAT** in supersession of the earlier resolution(s) passed by the Members of the Company on September 22, 2018 and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof for the time being in force) and the relevant provisions of the Memorandum and Articles of Association of the Company, the consent of the Members of the Company, be and is hereby

accorded to the Board of Directors (hereinafter referred to as the 'Board' which term shall be deemed to include any Committee thereof or any other person(s) for the time being exercising the powers conferred on the Board by this Resolution and as may be authorized by the Board in that behalf) to borrow such sums of money in any manner, from time to time, upon such terms and conditions as the Board may think fit and notwithstanding that the money to be borrowed together with the monies already borrowed by the Company (apart from temporary loans repayable on demand or within six months from the date of the loan or temporary loans) may exceed the aggregate of the paid-up share capital of the Company, its free reserves and securities premium, and determine, fix, arrange or agree to the terms and conditions of all such monies borrowed/ to be borrowed, provided that the total amount so borrowed by the Board and outstanding at any time shall not exceed the sum of INR 3,000 Crores (Indian Rupees Three Thousand Crores Only);

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any committee duly constituted by the Board of Directors or any authority as approved by the Board of Directors) be and are hereby authorized to negotiate limits with the Bankers/ Lenders for availing the funded and non-funded limits (including guarantees facilities), determine the terms and conditions including fixing the rate of interest, tenor etc. for each borrowing and for such purpose create and place fixed deposits as collateral execute loan agreement, Demand promissory Notes, Pledge/ Hypothecation agreement, and other documents and deeds, receipts, acknowledgements and discharge in connection with the borrowings of the Company within the funded and non-funded borrowing limits as prescribed above;

**RESOLVED FURTHER THAT** Board of Directors of the Company be and is hereby authorized to do all such acts deeds and things as may be necessary in this regard including but not limited to the delegation of powers to any director or committee of directors or any others person as it may deem fit subject to the provision of the Companies Act, 2013;

**RESOLVED FURTHER THAT** any one Director of the Company and/or the Chief Financial Officer and/or the Company Secretary of the Company be and is hereby authorized to furnish certified true copy of the resolution as and when required."

#### **11. APPROVAL FOR CREATION OF CHARGE ON THE ASSETS OF THE COMPANY TO SECURE BORROWINGS PURSUANT TO SECTION 180(1)(A) OF THE COMPANIES ACT, 2013**

To consider, and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

**"RESOLVED THAT** in supersession of all earlier resolutions passed by the Members of the Company in this regard and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and the rules notified thereunder (including any statutory modifications or re-enactment thereof, for the time being in force), and the Articles of Association of the Company, consent of the Members be and is hereby accorded for mortgaging charging and/or hypothecation as may be necessary, in addition to the existing charges, mortgages and hypothecations, if any, created by the Company, in such form and manner and on such terms and at such time(s) as the Board of Directors or any Committee constituted/ may be constituted thereof may deem fit and appropriate from time to time, on such immovable and movable properties, receivables of the Company, on the whole or substantially the whole of the undertaking or the undertakings of the Company wherever situate, present and future, whether presently belonging to the Company or not, in favour of any person including, but not limited to, qualified institutional buyers, foreign institutional investors, banks, foreign portfolio investors, financial institutions, multilateral financial institutions, other investing agencies, regional rural banks, cooperative banks, mutual funds, trusts, provident, pension, superannuation and gratuity funds, companies, partnership firms, limited liability partnerships, resident individual investors, hindu undivided families, trustee(s), agent(s), (collectively called as 'lending agencies') to secure the borrowings of the Company availed / to be availed by way of loans, debentures, ICDs, senior notes, bonds, loans, hire purchase and/or lease portfolio management transaction(s) for finance and other instruments provided that the total amount of such loans/borrowings and other credit facilities shall not exceed at any time the limits approved by the Members of the Company under section 180(1)(c) of the Companies Act, 2013 under the trust deed and to the lending agencies under their respective agreements/loan agreements/debenture trust deeds entered/to be entered into by the Company in respect of the said borrowings.

**RESOLVED FURTHER THAT** the Board of Directors or such Committee or person(s) as authorized by the Board of Directors be and are hereby authorized to finalize the form, extent and manner of, and the documents and deeds, as may be applicable, for creating the appropriate mortgages and/or charges on such immovable and/or movable properties, receivables of the Company on such terms and conditions as may be decided by the Board of Directors or such Committee in consultation with the lenders/ trustees and for reserving the aforesaid right and for performing all such acts, things and deeds as may be necessary for giving full effect to this resolution.

**RESOLVED FURTHER THAT** any one Director of the Company and/or the Chief Financial Officer and/or the Company Secretary of the Company be and is hereby authorized to furnish certified true copy of the resolution as and when required."

#### **12. ISSUANCE OF COMMERCIAL PAPER OF NOMINAL VALUE AGGREGATING UP TO INR 250 CRORES (INDIAN RUPEES TWO HUNDRED FIFTY CRORES) WITHIN THE OVERALL BORROWING LIMITS SET FORTH UNDER SECTION 180 (1) (C) OF THE COMPANIES ACT, 2013**

To consider, and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

**"RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 read with Rules notified thereunder, regulations, guidelines, provisions laid down by the Reserve Bank of India, Securities and Exchange Board of India (in force from time to time), subject to the provisions of the Articles of Association of the Company and other applicable regulations as may be amended and applicable from time to time, approval of the Shareholders of the Company be and is hereby accorded to borrow from time to time, by way of issuance of Commercial Papers ("CPs") of nominal value aggregating up to INR 250 Crores (Indian Rupees Two Hundred Fifty Crores Only), in one or more tranche(s) on such terms and conditions as the Board of Directors of the Company or any Committee constituted/ may be constituted thereof may deem fit and appropriate from time to time;

**RESOLVED FURTHER THAT** the said limit of INR 250 Crores (Indian Rupees Two Hundred Fifty Crores Only) shall be within the overall borrowing limits approved by the Shareholders of the Company under Section 180(1) (c) of the Companies Act, 2013;

**RESOLVED FURTHER THAT** the Board of Directors of the Company or any other Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution, be and is hereby authorized to do, from time to time, all such acts, deeds and things as may be deemed necessary in respect of issue of CPs, including but not limited to number of issue(s)/ tranche(s), face value, issue price, discount on issue, size, timing, amount, yield, arrangement fee, listing, allotment, dematerialization and other terms and conditions of issue of CPs as they may, in their absolute discretion, deemed necessary;

**RESOLVED FURTHER THAT** any of the Directors of the Company and/or the Company Secretary and/or Chief Financial Officer of the Company be and are hereby authorized to do all acts and take all such steps to give effect to this resolution including but not limited to filing e-forms, for the purpose of compliance under the Companies Act, 2013 and any other law for the time being in force and to furnish a certified true copy of the resolution as and when required.”

**13. ISSUANCE OF NON-CONVERTIBLE REDEEMABLE PREFERENCE SHARES OF NOMINAL VALUE AGGREGATING UP TO INR 100 CRORES (INDIAN RUPEES ONE HUNDRED CRORES)**

To consider, and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

**“RESOLVED THAT** in accordance with the provisions of Sections 42, 55 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), the Rules made thereunder including but not limited to Companies (Prospectus and Allotment of Securities) Rules, 2014 as may be amended from time to time, the Articles of Association of the Company, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021 and the prevailing statutory guidelines in this behalf and subject to all necessary consents, permissions and approvals from all such authorities and institutions as may be relevant and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting any such consents, permissions and approvals and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as 'the Board' which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution) as it thinks fit in the interest of the Company, approval of the Shareholders of the Company be and is hereby given to create, issue, offer and allot Non-Convertible Redeemable Preference Shares ("NCRPS"), whether cumulative or non-cumulative of face value of INR 100/- each (Indian Rupees One Hundred Only), aggregating up to a nominal amount not exceeding INR 100 Crores (Indian Rupees One Hundred Crores Only) at such price, to such person(s) including but not limited to qualified institutional buyers, companies and bodies corporate, mutual funds, banks, insurance companies, trusts, individuals, Hindu Undivided Families (HUF), partnership firms, limited liability partnerships etc., whether or not such persons/ entities/ investors are shareholders of the Company for such period and on such terms as may be permitted in accordance with the prevailing rules/ guidelines in this behalf and as determined by the Board in conformity with the relevant provisions of the Act and the Articles of Association of the Company, wherever applicable and as the Board may deem advisable in the prevailing market situations;

**RESOLVED FURTHER THAT** in accordance with provisions of Section 43 of the Act, the NCRPS shall be non-participating, carrying a preferential right vis-a-vis equity shares of the Company, with respect to payment of dividend and repayment in case of a winding up or repayment of capital and shall carry voting rights in accordance with the provisions of Section 47(2) of the Act;

**RESOLVED FURTHER THAT** if the aforesaid proposed transaction(s) is construed as related party transaction(s) under any applicable law(s), then said transaction(s), be and is hereby approved by the Shareholders without being required to seek any further consent or approval from shareholders or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution;

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do, from time to time, all such acts, deeds and things as may be deemed necessary in respect of issue of NCRPS including but not limited to face value, nature of issue, premium on issue, issue price, issue size, timing, amount, rate(s) of dividend, yield, redemption premium, redemption price, listing, allotment, dematerialization, number of tranche(s) and other terms and conditions of issue NCRPS as they may, in their absolute discretion, deem necessary;

**RESOLVED FURTHER THAT** for giving effect to this resolution, the Board of Directors of the Company or any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution, be and is hereby authorized to take such steps and to do all such acts, deeds and things as the Board may, in its absolute discretion, consider necessary, expedient, usual, proper or incidental and to settle any question, remove any difficulty or doubt that may arise from time to time in relation to the offer, issue, allotment, and utilization of the issue proceeds of the NCRPS, to prescribe the forms of application, enter into an agreement or other instruments and to take such actions or to give such directions as may be necessary or desirable and to obtain any approval, permission, sanction which may be necessary or desirable, as they may deem fit and to pay fees, remuneration, expenses relating thereto, with power to settle all questions, difficulties that may arise in regard to such issue and allotment as it may in its discretion deem fit in best interest of the Company;

**RESOLVED FURTHER THAT** any of the Directors of the Company and/or the Company Secretary and/or Chief Financial Officer of the Company be and are hereby authorized to do all acts and take all such steps to give effect to this resolution including but not limited to filing e-forms, for the purpose of compliance under the Companies Act, 2013 and any other law for the time being in force and to furnish a certified true copy of the resolution as and when required.”

**For and on behalf of the Board of Directors,**

**A. K. Capital Services Limited**

**A. K. Mittal**

**Managing Director**

**(DIN: 00698377)**

Place: Mumbai

Date: August 07, 2025

**Registered Office:** 603, 6th Floor, Windsor, Off CST Road, Kalina, Santacruz (East), Mumbai – 400 098



## NOTES:

1. Ministry of Corporate Affairs ("MCA") vide its General Circular Nos.14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020, Circular No.20/2020 dated May 05, 2020, Circular No.02/2022 dated May 05, 2022, Circular No. 10/2022 dated December 28, 2022, Circular No. 09/2023 dated September 25, 2023 and General Circular No. 09/2024 dated September 19, 2024 ("MCA Circulars") has permitted to conduct the Annual General Meeting through video conferencing ("VC") or other audio-visual means ("OAVM") up to September 30, 2025, without the physical presence of the Members at a common venue. In compliance with the above MCA Circulars and SEBI Circulars, the provisions of the Companies Act, 2013 ("hereinafter referred as "Act") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("hereinafter referred to as "Listing Regulations"), the AGM of the Company is being held through VC / OAVM.
2. In accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India ("ICSI") read with Clarification/Guidance on applicability of Secretarial Standards - 1 and 2 dated April 15, 2020 issued by the ICSI, the deemed venue of the 32nd AGM shall be 603, 6th Floor, Windsor, off CST Road, Kalina, Santacruz (East), Mumbai – 400 098. Since the AGM will be held through VC, the Route Map is not annexed to this Notice.

3. The Company has tied up with M/s. MUFG Intime India Private Limited (Formerly known as M/s. Link Intime India Private Limited) to provide facility for voting through remote e-voting, e-voting during the AGM and participation in the AGM through VC / OAVM facility.

The detailed guide for voting through remote e-voting and e-voting during the AGM is annexed to this notice, the shareholders may refer to **"REMOTE EVOTING INSTRUCTIONS"**

The detailed procedure to attend the AGM through VC/OAVM facility is annexed to this notice, the shareholders may refer to **"INSTAMEET VC INSTRUCTIONS"**

4. **Online Dispute Resolution (ODR) Portal:** SEBI vide its circular no. SEBI/HO/OIAE\_IAD-3/P/CIR/2023/195 dated July 31, 2023 has introduced common ODR portal which harnesses online conciliation and arbitration for resolution of disputes arising in the Indian Securities Market.

Members shall first take up his/her/their grievance by lodging complaint directly with the Company. If the grievance is not redressed satisfactorily, then members may, in accordance with the SCORES guidelines, escalate the same through the SCORES portal in accordance with the process laid out therein. After exhausting these options for resolution of the grievance, if the members are still not satisfied with the outcome, he/she/they can initiate dispute resolution through the ODR portal.

The Company's ODR portal can be accessed at <https://smartodr.in/login> wherein the members can lodge their grievances for resolution.

5. The SEBI has also issued a circular no. SEBI/HO/OIAE/OIAE\_IAD-1/P/CIR/2023/131 on July 31, 2023, regarding Online Resolution of Disputes in the Indian Securities Market for disputes between Investors and Listed Companies/Specified Intermediaries/Regulated entities under the ambit of common Online Dispute Resolution Portal.

The above-mentioned circular (which includes the SOP), is available for the shareholders' information at:

[https://www.sebi.gov.in/legal/circulars/jul-2023/online-resolution-of-disputes-in-the-indian-securities-market\\_74794.html](https://www.sebi.gov.in/legal/circulars/jul-2023/online-resolution-of-disputes-in-the-indian-securities-market_74794.html)

6. The SEBI has further issued a Master Circular no. SEBI/HO/OIAE/OIAE\_IAD-3/P/CIR/2023/195 on December 28, 2023, regarding Online Resolution of Disputes in the Indian Securities Market by expanding the scope of existing online dispute resolution mechanism.

The above-mentioned Master Circular is available for the shareholders' information at:

[https://www.sebi.gov.in/legal/master-circulars/dec-2023/master-circular-for-online-resolution-of-disputes-in-the-indian-securities-market\\_80236.html](https://www.sebi.gov.in/legal/master-circulars/dec-2023/master-circular-for-online-resolution-of-disputes-in-the-indian-securities-market_80236.html)

## 7. Notes relating to Attendance and Quorum at the Annual General Meeting

- i. This AGM is being held through VC/OAVM, the requirement of physical attendance of Members has been dispensed with. Accordingly in terms of MCA and SEBI Circulars, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for this AGM. Accordingly, the Proxy Form and Attendance Slip are not annexed with this Notice. However, in pursuance of Section 112 and 113 of the Act, representatives of the Corporate Members may be appointed for the purpose of voting through remote e-voting, for participation in the AGM through VC/OAVM facility and e-voting during the AGM. The said resolution/authorization shall be emailed to the Scrutinizer at [umashankar.hegde@gmail.com](mailto:umashankar.hegde@gmail.com) and copy marked to [compliance@akgroup.co.in](mailto:compliance@akgroup.co.in) and [akcslagm@akgroup.co.in](mailto:akcslagm@akgroup.co.in) latest by September 12, 2025.
- ii. The Attendance of the Members' participating in the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum as required under Section 103 of the Act.

## 8. Notes related to Disclosures and Explanatory Statements

- i. As per the provisions of Clause 3 A II of the MCA General Circular No. 20/ 2020 dated 5th May, 2020, the matters of Special Business as appearing at Item Nos. from 5 to 13 of the accompanying Notice, is considered to be unavoidable by the Board and hence, forming part of this Notice.
- ii. An Explanatory Statement pursuant to Section 102 of the Act setting out material facts concerning the Special Business to be transacted at the AGM in respect of Item Nos. from 5 to 13 is annexed hereto and forms part of Notice.

- iii. The relevant details as required, under Regulation 36(3) of the Listing Regulations read with Secretarial Standard - 2 on General Meetings, in respect of the Directors seeking re-appointment at the AGM, are annexed hereto and forms integral part of the Notice. The Directors has furnished the requisite declaration for their re-appointment. Further, the Directors have confirmed that they are not debarred from holding the office of director by virtue of any SEBI order or any regulatory authority.
- iv. In line with relevant MCA Circulars and SEBI Circulars, a copy of the Notice of the 32nd AGM along with Annual Report for the Financial Year 2024-25 is being sent only through electronic mode to all the members who hold shares in dematerialized mode and whose Email IDs are registered with the Depository Participants and whose e-mail IDs are registered with the Company in case of holding shares in physical form for communication purposes. The Notice convening the 32nd AGM of the Company has been uploaded on the website of the Company at [www.akgroup.co.in](http://www.akgroup.co.in) and is also available on website of the stock exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and on the website of M/s. MUFG Intime India Private Limited at <https://instavote.linkintime.co.in>. Further, the Annual Report for the Financial Year 2024-25 has also been uploaded on the website of the Company at [www.akgroup.co.in](http://www.akgroup.co.in) and shall also available on website of the stock exchange i.e., BSE Limited at [www.bseindia.com](http://www.bseindia.com). The Company shall also send hard copies of the annual report to those shareholders who request for the same, the shareholder may e-mail us at [akcslagm@akgroup.co.in](mailto:akcslagm@akgroup.co.in) stating the name of shareholder and DP ID Client ID/ Folio No.
- v. For those members who have not yet registered their email address with the Company or with their respective Depository Participant, can register the same so as to enable the Company to use the same for serving the Notice of the 32nd AGM along with the Annual Report for the Financial Year 2024-25 and other documents to you electronically, in the following manner:
  - a) In case, you are holding shares in demat form and you have not registered your email id with the Depository Participant, you are requested to register your email id with the Depository Participant at the earliest.
  - b) In case, you are holding shares in physical form and you have not registered your email id, you are requested to fill the "E-mail Registration Form" and send scan copy of the signed form by email to the Company at [akcslagm@akgroup.co.in](mailto:akcslagm@akgroup.co.in) The Email Registration Form is available at our website [www.akgroup.co.in](http://www.akgroup.co.in)
- vi. Relevant documents referred to in the accompanying Notice will be available for inspection electronically by the members on the website of the Company during the time of AGM.
- vii. The Register of Directors' and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which Directors are interested under Section 189 of the Act, will be available for inspection electronically by the members on the website of the Company at <https://www.akgroup.co.in/> during the AGM.

## 9. Note for shareholders holding shares in physical form:

- i. SEBI vide its notification has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization. Members are advised to dematerialize the shares held by them in physical form. A detailed procedure for dematerialization of shares is hosted on website of the Company at:  
<https://www.akgroup.co.in/docs/PROCEDURE%20-%20DEMATERIALIZATION%20OF%20SHARES-202008241308094357443.pdf>
- ii. SEBI vide its circulars dated May 17, 2023, November 17, 2023 and May 07, 2024 has mandated shareholders holding securities in physical form to furnish PAN, KYC (i.e., Postal Address with Pin Code, mobile number, email address, choice of nomination bank account details, specimen signature) to avail any service request. Further, the shareholders are also recommended to get their shares dematerialized.
- iii. Members are requested to intimate changes, if any, about their name, postal address, e-mail address, telephone/mobile numbers, PAN, power of attorney registration, Bank Mandate details, etc., to their Depository Participant ("DP") in case the shares are held in electronic form and to the RTA of the Company i.e., M/s. MUFG Intime India Private Limited having their office at C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400 083 in case the shares are held in physical form, in prescribed Form No. ISR-1, the said form can be downloaded from the website of the Company [www.akgroup.co.in](http://www.akgroup.co.in) quoting their folio number and enclosing the self-attested supporting document. Further, Members may note that SEBI has mandated the submission of PAN by every participant in the securities market.
- iv. As per the provisions of Section 72 of the Act, Members are entitled to make nomination in respect of the shares held by them. Members desirous of making nomination may send their request in Form SH-13. If a member desires to cancel the earlier nomination and record a fresh nomination, he may submit the same in Form SH-14. Members may obtain a blank Form SH-13 & Form SH-14 upon request to the Company or its RTA. Members are requested to submit the said forms to their DP in case the shares are held in demat form and in duplicate to the RTA of the Company in case the shares are held in physical form. Members who are either not desiring to register Nomination or would want to opt out, are requested to fill and submit Form No. ISR-3, the said forms can be downloaded from the website of the Company [www.akgroup.co.in](http://www.akgroup.co.in)
- v. Members holding the Equity Shares under multiple folios in the identical order of names are requested to consolidate their holdings into one folio by sending to the Company or RTA, the details of such folios together with the share certificates for consolidating their holdings. A consolidated share certificate will be issued to such Members after making requisite changes.
- vi. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.

## 10. Notes related to Declaration and Payment of Dividend:

- i. Pursuant to the Regulation 42 and other applicable regulations, if any, of the Listing Regulations, the Board of Directors at their meeting held on Friday, May 23, 2025 had decided Friday, August 22, 2025 as the "Record Date" for the purpose of ascertaining the eligibility of the shareholders for the payment of final dividend for the Financial Year 2024-25. The Register of Members and Share Transfer Books will remain closed from Saturday, August 23, 2025 to Saturday, August 30, 2025 (both days inclusive).

- ii. Final dividend at the rate of INR 14/- (Indian Rupees Fourteen) per equity share of INR 10/- (Indian Rupees Ten) each fully paid-up of the Company for the Financial Year 2024-25 as recommended by the Board of Directors, if declared at the 32nd AGM, will be paid:
  - (a) to those Members, holding shares in physical form whose names appear on the Register of Members of the Company, at the close of business hours on Friday, August 22, 2025.
  - (b) in respect of shares held in electronic form, on the basis of beneficial ownership as per the details furnished by Depositories at the close of business hours on Friday, August 22, 2025.
- iii. Members are requested to register/update their complete bank details:
  - (a) With their Depository Participant(s) with whom they maintain their demat accounts, if shares are held in dematerialised mode, by submitting forms and documents as may be required by the Depository Participants(s) and
  - (b) With M/s. MUFG Intime India Private Limited, RTA of the Company by submitting duly filled and signed Form ISR-1 along with requisite supporting documents, if shares are held in physical mode.
- iv. The Members who are unable to receive the dividend directly in their bank accounts, the Company shall dispatch the dividend warrant/ Bankers' Cheque/ demand draft to such Members.
- v. An updated list of Unpaid/ Unclaimed Dividend is hosted on website of the Company at [www.akgroup.co.in](http://www.akgroup.co.in).
- vi. Members are requested to note that dividends not claimed within Seven Years from the date of transfer to the Company's Unpaid Dividend Account, will be transferred to the Investor Education and Protection Fund (IEPF) as per Section 124 of the Act. Pursuant to provisions of Section 124(6) of the Act, all the shares on which dividend remains unpaid for 7 consecutive years shall also be transferred to the IEPF. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline. Members wishing to claim dividends, which remain unclaimed, are requested to correspond with the Company Secretary, at the Company's Registered Office or e-mail us at [akcslagm@akgroup.co.in](mailto:akcslagm@akgroup.co.in).
- vii. As per Sections 124 and 125 of the Companies Act, 2013, the amount of unpaid or unclaimed dividend lying in unpaid dividend account for a period of seven (7) years from the date of its transfer to the unpaid dividend account and the underlying Equity Shares of such unpaid or unclaimed dividend, are required to be transferred to the Investor Education and Protection Fund ("IEPF") established by the Central Government. Accordingly, the unclaimed dividend in respect of Financial Year 2016-2017 was transferred to the IEPF. The unclaimed dividend in respect of the Financial Year 2017-2018 is in the process of being transferred to the IEPF in accordance with the provisions of Sections 124 and 125 of the Companies Act, 2013.
- viii. Members who have not claimed their dividend declared for the financial year ended March 31, 2018 and for any subsequent financial year, are requested to make their claims to the Company without any delay, to avoid transfer of the dividend/shares to the Fund/IEPF Authority.
- ix. The Members, whose unclaimed dividends/ shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority, in Form No. IEPF-5 available on [www.iepf.gov.in](http://www.iepf.gov.in) along with requisite fees as decided by the IEPF Authority from time to time.
- x. Pursuant to the amendments in the Income Tax Act, 1961, dividend income is taxable in the hands of the shareholders from 1st April 2020 and the Company is required to deduct tax at source ("TDS") from dividend paid to the Members at prescribed rates in the Income Tax Act, 1961 ("the IT Act"). In general, to enable compliance with TDS requirements, Members are requested to complete and / or update their Residential Status, PAN, Category as per the IT Act with their Depository Participants or in case shares are held in physical form, with the Company by sending email to the Company's email address at [akcslagm@akgroup.co.in](mailto:akcslagm@akgroup.co.in). For details, Members may refer to the "Instructions on Tax Deductible at Source on Dividend".

**The Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) in respect of Item Nos. 5 & 13 of the accompanying Notice, is annexed hereto. Further, disclosures in relation to Item Nos. 4 of the Notice, as required under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and ‘Secretarial Standard 2 on General Meetings’ issued by the Institute of Company Secretaries of India (“SS-2”) forms an integral part of this Notice**

**Item No. 5:**

The Board at its meeting held on May 23, 2025, based on the recommendation of the Audit Committee, and after evaluating and considering various factors such as eligibility of the firm’s qualification, experience, independent assessment & expertise of the partners in providing secretarial audit related services, competency of the staff and Company’s previous experience based on the evaluation of the quality of audit work done by them in the past, has approved the appointment of M/s. Ragini Chokshi & Co., practicing Company Secretaries, a peer reviewed firm (Firm Registration Number: P1988MH090600) as Secretarial Auditors of the Company for a term of five consecutive years commencing from FY 2025-26 till FY 2029-30, subject to approval of the Members.

The appointment of Secretarial Auditors shall be in terms of the amended Regulation 24A of the SEBI Listing Regulations vide SEBI Notification dated December 12, 2024 and provisions of Section 204 of the Act and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

M/s. Ragini Chokshi & Co., a leading firm of practicing Company Secretaries with over three decades of experience in delivering comprehensive professional services across Corporate Laws, SEBI Regulations and FEMA Regulations. Their expertise includes conducting Secretarial Audits, Due Diligence Audits, Compliance Audits etc.

M/s. Ragini Chokshi & Co., have given their consent to act as Secretarial Auditors of the Company and confirmed that their aforesaid appointment (if approved) would be within the limits specified by Institute of Company Secretaries of India. Furthermore, in terms of the amended regulations, M/s. Ragini Chokshi & Co., has provided a confirmation that they have subjected themselves to the peer review process of the Institute of Company Secretaries of India and hold a valid peer review certificate.

The proposed remuneration to be paid to M/s. Ragini Chokshi & Co., for secretarial audit services for the financial year ending March 31, 2026, is INR 45,000/- plus applicable taxes and out-of-pocket expenses. Besides the secretarial audit services, the Company may also obtain certifications from M/s. Ragini Chokshi & Co., under various statutory regulations and certifications required by banks, statutory authorities, audit related services and other permissible non-secretarial audit services as required from time to time, for which they will be remunerated separately on mutually agreed terms, as approved by the Board of Directors in consultation with the Audit Committee. The above fee excludes the proposed remuneration to be paid for the purpose of secretarial audit of subsidiaries, if any.

The Board of Directors and the Audit Committee shall approve revisions to the remuneration of M/s. Ragini Chokshi & Co., for the remaining part of the tenure.

The Board of Directors, in consultation with the Audit Committee, may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with M/s. Ragini Chokshi & Co.

None of the Directors and Key Managerial Personnel of the Company and their respective relatives are concerned or interested, financially or otherwise, in passing the proposed Resolution.

The Board recommends the Ordinary Resolution under Item no. 5 for approval by the shareholders.

**Item No. 6:**

The members are informed that pursuant to Section 188 of the Companies Act, 2013 (“the Act”), read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, the Company is required to obtain consent of the Board and prior approval of the members by resolution in case certain Related Party Transactions exceed such sum as is specified in the rules.

However, pursuant to Regulation 23(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“Listing Regulations”), approval of the shareholders through Ordinary Resolution is required for all ‘material’ Related Party Transactions (RPT) even if they are entered into in the ordinary course of business on an arm’s length basis. For this purpose, a RPT will be considered ‘material’ if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds rupees one thousand crore or ten per cent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower.

A. K. Capital Finance Limited is a Middle layer Non-Banking Finance Company registered with Reserve Bank of India and engaged in lending and investment activities.

A. K. Capital Finance Limited is one such entity and related party within the meaning of Regulation 2(1) (zb) of the Listing Regulations with which the Company and its subsidiaries keep on entering into contracts and/ or arrangements and / or transactions (“Related Party Transactions”), on an arm’s length basis and in the ordinary course of business.

The proposed related party transactions are aimed at ensuring operational efficiency, strategic alignment and business continuity within group and supporting the overall growth objectives of the Company.

The proposed related party transactions are aimed at ensuring operational efficiency, strategic alignment and business continuity within group and supporting the overall growth objectives of the Company.

The relevant details as provided by the management of the Company to the audit committee with respect to material Related Party Transactions entered/ to be entered into with A. K. Capital Finance Limited are outlined as under:

| Sr. No. | Particulars   | Details  |   |  |
|---------|---|--|---|--|
| 1       | Type, material terms and particulars of the proposed transaction  | <p><b>I Guarantee and Security in favour of third party lender to secure loans and borrowings of A. K. Capital Finance Limited (AKCFL)</b></p> <p>A. K. Capital Services Limited shall offer guarantee and security for borrowings of AKCFL for their on-ward lending and business requirement.</p> <p>The Company may provide guarantee, security with respect to borrowed funds by AKCFL to borrow funds at competitive rates. The growth in the balance sheet and revenue of AKCFL will eventually help the Company to present strong financials at consolidated levels.</p> <p><b>ii. Receipt on commission with respect to Corporate Guarantee provided by A. K. Capital Finance Limited</b></p> <p><b>iii. Dealing in (Purchase, Sale and/or otherwise deal in) Securities (mainly fixed income securities like bonds, debentures, G-Sec), Preference Shares, Commercial Papers, Money Market instruments etc.</b></p> <p>The Company/subsidiaries are inter-alia engaged buying and selling of fixed income securities. The securities will be bought from AKCFL to park idle funds, maximizing the yield on investments in the interest of the Company etc.</p> <p>Similarly, investments may be liquidated depending upon liquidity scenario, to book profits, to switch funds in other investments avenues etc in the best interest of the Company/subsidiaries.</p> <p><b>iv. Investments by way of subscription etc. in the securities of A. K. Capital Finance Limited (AKCFL) Investment by way of subscription in AKCFL can be made in the following securities:</b></p> <ol style="list-style-type: none"> <li>Equity Shares</li> <li>Preference Shares</li> <li>Debentures</li> <li>Any other type of instrument/security issued by A. K. Capital Finance Limited</li> </ol> <p><b>Investments shall be made in the securities of AKCFL by A. K. Capital Services Limited with the following objectives:</b></p> <ol style="list-style-type: none"> <li>To retain the control</li> <li>To earn reasonable return on investments</li> <li>To infuse capital in the subsidiary</li> <li>To achieve optimum capital structure for subsidiary</li> <li>To park idle funds</li> </ol> <p><b>iv. Borrowing (Interest at mutually agreed rates) from A. K. Capital Finance Limited (AKCFL)</b></p> <p>The Company may borrow funds for short term, medium term and long term business purposes from AKCFL.</p> <p>The borrowed funds shall be used to meet the business requirements, repayment of existing loans and general corporate purposes</p> <p>AKCFL is RBI Registered Middle Layer Systemically Important NBFC and the borrowings shall be made from AKCFL to achieve quick turnaround time, confidentiality of terms of borrowing etc.</p> <p><b>v. Providing and/or availing goods and services including cost sharing arrangements to and/or from A. K. Capital Finance Limited (AKCFL)</b></p> <p>The Company/subsidiaries may avail/ provide goods and services to/from AKCFL in ordinary course of business at arm's length with terms and conditions that are generally prevalent in the industry segments that the subsidiaries operate.</p> <p>Executing transaction with related party at arm's length serves interest of the Company/subsidiaries in the following manner:</p> <ol style="list-style-type: none"> <li>Speed of transactions</li> <li>Confidentiality of contracts and mandate</li> <li>Flexibility of operations</li> <li>Availability of services on timely manner</li> <li>Assured quality/ deliverables with trusted partner.</li> </ol> |   |  |
| 2       | Name of the related party and its relationship with the listed entity, including nature of its concern or interest (financial or otherwise) | <b>Sr No</b>   | <b>Particulars</b>  | <b>Details</b>   |
|         |   | 1  | Name of the Related Party                                       | A. K. Capital Finance Limited  |
|         |   | 2  | Relationship with listed entity                                 | A. K. Capital Finance Limited is a material subsidiary of the Company.<br>The Company holds 95.12% of the total equity paid up share capital in A. K. Capital Finance Limited. |
|         |   | 3  | Concern or interest of the related party (financial/ otherwise) | Financial  |



| Sr. No. | Particulars  | Details  |  |   |
|---------|--|--|--|---|
| 2       | Name of the related party and its relationship with its subsidiary, including nature of its concern or interest (financial or otherwise);  | Sr. No   | Particulars  | Details   |
|         |  | 1  | Name of the Related Party  | A. K. Capital Finance Limited   |
|         |  | 2  | Relationship with A. K. Stockmart Private Limited, A. K. Wealth Management Private Limited and A. K. Capital Corporation Private Limited (“AKSPL/ AKWMPL/ AKCCPL”)   | A. K. Capital Finance Limited is fellow subsidiary of AKSMPL, AKWMPL and AKCCPL |
|         |  | 3  | Concern or interest of the related party (financial/otherwise)   | Financial   |
| 3       | Tenure of the proposed transaction   | From 32nd Annual General Meeting of the Company till 33rd Annual General Meeting of the Company for a period not exceeding fifteen months.   |  |   |
| 4       | Value of the proposed transactions   | The total aggregate value of all such transactions/contracts/arrangement shall not exceed INR 5,500 crores in each financial year  |  |   |
| 5       | The percentage of the listed entity’s annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transactions (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary’s annual turnover on a standalone basis shall be additionally provided) | Mentioned in the resolution  |  |   |
| 6       | Details of proposed RPTs relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary   |  |  |   |
|         | a.   | details of the source of funds in connection with the proposed transaction   | The financial assistance / investment would be from own funds / internal accruals of the Company. The Company would not be incurring indebtedness solely for the purpose of providing financial assistance / making investment   |   |
|         | b.   | where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments,<br>- nature of indebtedness<br>- cost of funds;<br>- tenure | Not applicable, since the Company would not be incurring financial indebtedness especially for giving financial assistance or making investments.  |   |
|         | c.   | applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security;                             | The Loan facility shall be availed to meet short/ medium/ long term funding requirements of the Company at the prevailing market rate. In case of revolving line of credit, the re-payment shall be on demand, in case of other facility, the repayment shall be either on Equated Monthly Settlement and/or Bullet payment depending upon the term/ nature of facility. All such borrowings shall be secured by creating charge/pledge on the business assets of the Company. The rate of interest shall depend upon the market rate, tenure, credit rating and amount of loan. |   |
|         | d.   | The purpose for which the funds will be utilised by the ultimate beneficiary of such funds pursuant to the related party transaction   | The funds shall be used for operational activities, working capital requirements and other business requirements.  |   |
| 7       |  | Justification as to why the RPT is in the interest of the listed entity  | Refer point 1. Type, material terms and particulars of the proposed transaction  |   |
| 8       |  | Details of the Valuation or other external party report (if any)   | The related party transactions will be in line with the Company's Policy on Materiality and Dealing with Related Party Transactions. These transactions are on arm's length basis and in the ordinary course of business.<br><br>The related party transactions will be supported by the applicable market price/, market quotes and Valuation Report of an Independent Valuer, wherever necessary.  |   |

|    |   |                             |
|----|---|-----------------------------|
| 9  | A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transactions will be made available through the registered email address of the shareholders  | Not applicable              |
| 10 | Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis  | Mentioned in the resolution |
| 11 | Name of the Director or KMP who is related, if any  |                             |
|    | <p><b>Name of related party of the Company: A. K. Capital Finance Limited</b></p> <p>Except Mr. A. K. Mittal (being the shareholder holding approx. 4.82% of equity share capital in AKCFL and also a managing director in AKCFL), Ms. Aditi Mittal (being Director of AKCFL and holding 0.06% of equity share capital in AKCFL) Mr. Vinod Kumar Kathuria (being an Independent directors representing the Company on Board of Directors of AKCFL) and Mr. Mahesh Bhootra, CFO/Key Managerial Personnel, none of the Promoter, Directors, Key Managerial Personnel of the Company and their relatives are deemed to be concerned or interested financially or otherwise in the said resolution.</p> <p><b>Following disclosure of interest between subsidiaries of A. K. Capital Services Limited with related party i.e. A. K. Capital Finance Limited</b></p> <p><b>a. A. K. Stockmart Private Limited (AKSMPL)</b></p> <p>A. K. Capital Finance Limited is a fellow subsidiary of A. K. Stockmart Private Limited.</p> <p><b>b. A. K. Wealth Management Private Limited (AKWMPL)</b></p> <p>Except Ms. Aditi Mittal (Director in AKWMPL and A. K. Capital Finance Limited) is interested in the resolution through her relative/father Mr. A. K. Mittal who is ultimate beneficial owner in A. K. Capital Finance Limited none of the Directors, Key Managerial Personnel of the AKWMPL and their relatives are deemed to be concerned or interested financially or otherwise in the said resolution.</p> <p><b>c. A. K. Capital Corporation Private Limited (AKCCPL)</b></p> <p>Except Mr. A. K. Mittal (being the director in both the Company i.e. A. K. Capital Finance Limited and AKCCPL, also A. K. Mittal is ultimate beneficial owner in A. K. Capital Finance Limited), Ms. Aditi Mittal (being a relative of Mr. A. K. Mittal), none of the</p> |                             |

The transactions, which are enabling in nature, have been approved by the "Board" (which term shall be deemed to include any committee constituted/to be constituted by the Board, from time to time, to exercise its powers conferred by the said resolution) of the Company at its meeting held on August 7, 2025 in terms of the requirements of Regulation 23(4) of the Listing Regulations.

The Board of the Company recommends the Ordinary Resolution as set out in Item no. 6 of this Notice for approval of the Members.

#### Item No. 7:

**Related Party Transactions**

However, pursuant to Regulation 23(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations"), approval of the Members through Ordinary Resolution is required for all 'material' Related Party Transactions (RPT) even if they are entered into in the ordinary course of business on an arm's length basis. For this purpose, a RPT will be considered 'material' if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds rupees one thousand crore or ten per cent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower.

A. K. Services Private Limited is one such entity and related party within the meaning of Regulation 2(1) (zb) of the Listing Regulations with which the Company and its subsidiaries keep on entering into contracts and/ or arrangements and / or transactions ("Related Party Transactions"), on an arm's length basis and in the ordinary course of business.

The proposed related party transactions are aimed at ensuring operational efficiency, strategic alignment and business continuity within group and supporting the overall growth objectives of the Company.

The relevant details as provided by the management of the Company to the audit committee with respect to material Related Party Transactions entered/ to be entered into with A. K. Services Private Limited are outlined as under:

| Sr. No. | Particulars  | Details  |  |  |
|---------|--|--|--|--|
| 1       | Type, material terms and particulars of the proposed transaction   | <p><b>i. Dealing in (Purchase, Sale and/or otherwise deal in) Securities (mainly fixed income securities like bonds, debentures, G-Sec), Preference Shares, Commercial Papers, Money Market instruments etc.</b></p> <p>The Company/subsidiaries are inter-alia engaged in buying and selling of fixed income securities. The securities will be bought from A. K. Services Private Limited (AKSPL) to park idle funds, maximizing the yield on investments in the interest of the Company etc.</p> <p>Similarly, investments may be liquidated depending upon liquidity scenario, to book profits, to switch funds in other investments avenues etc in the best interest of the Company/subsidiaries.</p> <p><b>ii. Providing and/or availing goods and services including cost sharing arrangements to and/or from A. K. Services Private Limited (AKSPL)</b></p> <p>The Company/subsidiaries may avail/ provide goods and services to/from AKSPL in ordinary course of business at arm's length with terms and conditions that are generally prevalent in the industry segments that the Company/ subsidiaries operate.</p> <p>Executing transaction with related party at arm's length serves interest of the Company/subsidiaries in the following manner:</p> <ol style="list-style-type: none"> <li>Speed of transactions</li> <li>Confidentiality of contracts and mandate</li> <li>Flexibility of operations</li> <li>Availability of services on timely manner</li> <li>Assured quality/ deliverables with trusted partner.</li> </ol> |  |  |
| 2       | Name of the related party and its relationship with the listed entity, including nature of its concern or interest (financial or otherwise)  | <b>Sr No</b>   | <b>Particulars</b>   | <b>Details</b>   |
|         |  | 1  | Name of the Related Party  | A. K. Services Private Limited ("AKSPL")   |
|         |  | 2  | Relationship with listed entity                                      | AKSPL is controlled by relative of key management personnel of A. K. Capital Services Limited ("AKCSL")<br>Ms. Aditi Mittal, relative of KMP of AKCSL holds 95.67% of the total equity paid up share capital in AKSPL. |
|         |  | 3  | Concern or interest of the related party (financial/otherwise)       | Financial  |
|         | Name of the related party and its relationship with its subsidiary, including nature of its concern or interest (financial or otherwise);  | <b>Sr No</b>   | <b>Particulars</b>   | <b>Details</b>   |
|         |  | 1  | Name of the Related Party  | A. K. Services Private Limited ("AKSPL")   |
|         |  | 2  | Relationship with A. K. Wealth Management Private Limited (AKWMPL)   | AKSPL is an enterprise in which KMP of AKWMPL is having influence<br>Ms. Aditi Mittal KMP of AKWMPL holds 95.67% of the total equity paid up share capital in AKSPL.   |
|         |  |  | Relationship with A. K. Capital Corporation Private Limited (AKCCPL) | AKSPL is controlled by key management personnel and relative/ KMP of AKCCPL<br>Ms. Aditi Mittal relative of A. K. Mittal, Director of AKCCPL holds 95.67% of the total equity paid up share capital in AKSPL.          |
|         |  | 3  | Relationship with A. K. Stockmart Private Limited (AKSMPL)           | AKSPL is controlled by relative of KMP of AKCSL, which is a wholly-owned subsidiary of A. K. Capital Services Limited (AKCSL)  |
|         |  | 4  | Concern or interest of the related party (financial/otherwise)       | Financial  |
| 3       | Tenure of the proposed transaction   | From 32nd Annual General Meeting of the Company till 33rd Annual General Meeting of the Company for a period not exceeding fifteen months  |  |  |
| 4       | Value of the proposed transactions   | The total aggregate value of all such transactions/contracts/arrangement shall not exceed INR 2,000 Crores in each financial year  |  |  |
| 5       | The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transactions (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided) | Mentioned in the resolution  |  |  |

|    |  |  |  |
|----|--|--|--|
| 6  | <b>Details of proposed RPTs relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary- Not applicable</b>  |  |  |
|    | a.   | details of the source of funds in connection with the proposed transaction   | Not applicable   |
|    | b.   | where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments,<br>- nature of indebtedness<br>- cost of funds;<br>- tenure | Not applicable   |
|    | c.   | applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security;                             | Not applicable   |
|    | d.   | The purpose for which the funds will be utilised by the ultimate beneficiary of such funds pursuant to the related party transaction   | Not applicable   |
| 7  |  | Justification as to why the RPT is in the interest of the listed entity  | Refer point 1. Type, material terms and particulars of the proposed transaction.   |
| 8  | Details of the Valuation or other external party report (if any)   |  | The related party transactions will be in line with the Company's Policy on Materiality and Dealing with Related Party Transactions. These transactions are on arm's length basis and in the ordinary course of business.<br><br>The related party transactions will be supported by the applicable market price/,market quotes and Valuation Report of an Independent Valuer, wherever necessary. |
| 9  | A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transactions will be made available through the registered email address of the shareholders   |  | Not applicable   |
| 10 | Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis   |  | Mentioned in the resolution  |
| 11 | Name of the Director or KMP who is related, if any   |  |  |
|    | <p><b>Following disclosure of interest between the Company with its related party</b></p> <p><b>Name of related party of the Company: A. K. Services Private Limited</b></p> <p>Except Ms. Aditi Mittal (being the shareholder holding 95.67% of equity share capital in AKSPL), Mr. A. K. Mittal (being a relative of Ms. Aditi Mittal), none of the Promoter, Directors, Key Managerial Personnel of the Company and their relatives are deemed to be concerned or interested financially or otherwise in the said resolution.</p> <p><b>Following disclosure of interest between subsidiaries of A. K. Capital Services Limited with related party i.e. A. K. Services Private Limited</b></p> <p><b>a. A. K. Capital Corporation Private Limited (AKCCPL)</b></p> <p>Except Mr. A. K. Mittal Director in AKCCPL Ms. Aditi Mittal (being a relative of Mr. A. K. Mittal &amp; holds 95.67% of equity share capital A. K. Services Private Limited), none of the Directors of the AKCCPL and their relatives are deemed to be concerned or interested financially or otherwise in the said resolution.</p> <p><b>b. A. K. Wealth Management Private Limited (AKWMPL)</b></p> <p>Except Ms. Aditi Mittal (Whole Time Director in AKWMPL) is interested in the resolution and holds 95.67% of equity share capital in A. K. Services Private Limited, Mr. A. K. Mittal (being a relative of Ms. Aditi Mittal) none of the Directors, Key Managerial Personnel of the AKWMPL and their relatives are deemed to be concerned or interested financially or otherwise in the said resolution.</p> <p><b>c. A. K. Stockmart Private Limited (AKSMPL)</b></p> <p>None of the Directors of the AKSMPL and their relatives are deemed to be concerned or interested financially or otherwise in the said resolution.</p> |  |  |

The transactions, which are enabling in nature, have been approved by the "Board" (which term shall be deemed to include any committee constituted/to be constituted by the Board, from time to time, to exercise its powers conferred by the said resolution) of the Company at its meeting held on August 7, 2025 in terms of the requirements of Regulation 23(4) of the Listing Regulations.

The Board of the Company recommends the Ordinary Resolution as set out in Item no. 7 of this Notice for approval of the Members.

**Item No. 8:**

The Members are informed pursuant to Section 188 of the Companies Act, 2013 ("the Act"), read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, the Company is required to obtain consent of the Board and prior approval of the Members by resolution in case certain Related Party Transactions exceed such sum as is specified in the rules.

However, pursuant to Regulation 23(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations"), approval of the Members through Ordinary Resolution is required for all 'material' Related Party Transactions (RPT) even if they are entered into in the ordinary course of business on an arm's length basis. For this purpose, a RPT will be considered 'material' if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds rupees one thousand crore or ten per cent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower.

Family Home Finance Private Limited (FHFPL) is one such entity and related party within the meaning of Regulation 2(1) (zb) of the Listing Regulations with which the Company and its subsidiaries keep on entering into contracts and/ or arrangements and / or transactions ("Related Party Transactions"), on an arm's length basis and in the ordinary course of business.

The proposed related party transactions are aimed at ensuring operational efficiency, strategic alignment and business continuity within group and supporting the overall growth objectives of the Company.

The relevant details as provided by the management of the Company to the audit committee with respect to material Related Party Transactions entered/ to be entered into with Family Home Finance Private Limited are outlined as under:

| Sr. No. | Particulars   | Details  |   |   |
|---------|---|--|---|---|
| 1       | Type, material terms and particulars of the proposed transaction  | <p><b>i. Dealing in (Purchase, Sale and/or otherwise deal in) Securities (mainly fixed income securities like bonds, debentures, G-Sec), Preference Shares, Commercial Papers, Money Market instruments etc.</b></p> <p>The Company/subsidiaries are inter-alia engaged in buying and selling of fixed income securities. The securities will be bought from AKSPL to park idle funds, maximizing the yield on investments in the interest of the Company etc.</p> <p>Similarly, investments may be liquidated depending upon liquidity scenario, to book profits, to switch funds in other investments avenues etc. in the best interest of the Company/subsidiaries.</p> <p><b>ii. Providing and/or availing goods and services including cost sharing arrangements to and/or from Family Home Finance Private Limited (FHFPL)</b></p> <p>The Company/subsidiaries may avail/ provide goods and services to/from AKSPL in ordinary course of business at arm's length with terms and conditions that are generally prevalent in the industry segments that the Company/ subsidiaries operate.</p> <p>Executing transaction with related party at arm's length serves interest of the Company/subsidiaries in the following manner:</p> <ul style="list-style-type: none"><li>a. Speed of transactions</li><li>b. Confidentiality of contracts and mandate</li><li>c. Flexibility of operations</li><li>d. Availability of services on timely manner</li><li>e. Assured quality/ deliverables with trusted partner.</li></ul> |   |   |
| 2       | Name of the related party and its relationship with the listed entity, including nature of its concern or interest (financial or otherwise) | <b>Sr No</b>   | <b>Particulars</b>  | <b>Details</b>  |
|         |   | 1  | Name of the Related Party   | Family Home Finance Private Limited ("FHFPL")   |
|         |   | 2  | Relationship with listed entity   | FHFPL is step-down subsidiary of A. K. Capital Services Limited ("AKCSL")<br>The Company holds 95.12% of the total equity paid up share capital in FHFPL through AKCFL. |
|         |   | 3  | Concern or interest of the related party (financial/otherwise)  | Financial   |
| 2       | Name of the related party and its relationship with its subsidiary, including nature of its concern or interest (financial or otherwise);   | <b>Sr No</b>   | <b>Particulars</b>  | <b>Details</b>  |
|         |   | 1  | Name of the Related Party   | Family Home Finance Private Limited ("FHFPL")   |
|         |   | 2  | Relationship with A. K. Stockmart Private Limited (AKSMPL), A. K. Wealth Management Private Limited (AKWMPL) and A. K. Capital Corporation Private Limited (AKCCPL) | FHFPL is fellow subsidiary to AKSMPL, AKWMPL and AKCCPL   |
|         |   | 3  | Concern or interest of the related party (financial/otherwise)  | Financial   |



|    |   |   |
|----|---|---|
| 3  | Tenure of the proposed transaction  | From 32nd Annual General Meeting of the Company till 33rd Annual General Meeting of the Company for a period not exceeding fifteen months   |
| 4  | Value of the proposed transactions  | The total aggregate value of all such transactions/contracts/arrangement shall not exceed INR 100 Crores in each financial year   |
| 5  | The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transactions (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)  | Mentioned in the resolution   |
| 6  | <b>Details of proposed RPTs relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary- Not applicable</b>   |   |
|    | a.  | details of the source of funds in connection with the proposed transaction  |
|    | b.  | where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments,<br>- nature of indebtedness<br>- cost of funds;<br>- tenure  |
|    | c.  | applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security;  |
|    | d.  | The purpose for which the funds will be utilised by the ultimate beneficiary of such funds pursuant to the related party transaction  |
| 7  | Justification as to why the RPT is in the interest of the listed entity   | Refer point 1. Type, material terms and particulars of the proposed transaction.  |
| 8  | Details of the Valuation or other external party report (if any)  | The related party transactions will be in line with the Company's Policy on Materiality and Dealing with Related Party Transactions. These transactions are on arm's length basis and in the ordinary course of business.<br><br>The related party transactions will be supported by the applicable market price/market quotes and Valuation Report of an Independent Valuer, wherever necessary. |
| 9  | A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transactions will be made available through the registered email address of the shareholders  | Not applicable  |
| 10 | Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis  | Mentioned in the resolution   |
| 11 | Name of the Director or KMP who is related, if any  |   |
|    | <p><b>Following disclosure of interest between the Company with its related party</b></p> <p><b>Name of related party of the Company: Family Home Finance Private Limited (FHFPL)</b></p> <p>Except Mr. A. K. Mittal who is ultimate beneficial owner in AKCFL, Ms. Aditi Mittal (being a relative of Mr. A. K. Mittal), Ms. Aditi Mittal, Mr. Vikas Jain and Mr. Ashish Vyas are Directors in both FHFPL and AKCSL, none of the Promoter, Directors, Key Managerial Personnel of the Company and their relatives are deemed to be concerned or interested financially or otherwise in the said resolution.</p> <p><b>Following disclosure of interest between subsidiaries of A. K. Capital Services Limited with related party i.e. FHFPL</b></p> <p><b>a. A. K. Capital Corporation Private Limited (AKCCPL)</b></p> <p>Except Mr. A. K. Mittal (ultimate beneficial owner A. K. Capital Finance Limited) and Director of AKCCPL, Mr. Vikas Jain is Director in both AKCCPL and FHFPL, Ms. Aditi Mittal (being a relative of Mr. A. K. Mittal), none of the Directors of the AKCCPL and their relatives are deemed to be concerned or interested financially or otherwise in the said resolution.</p> <p><b>b. A. K. Wealth Management Private Limited (AKWMPL)</b></p> <p>Except Ms. Aditi Mittal (Whole Time Director in AKWMPL and Director in FHFPL) is interested in the resolution through her relative/father Mr. A. K. Mittal who is ultimate beneficial owner in AKCFL, Ms. Aditi Mittal and Mr. Vikas Jain are Director in both AKWMPL and FHFPL, none of the Directors, Key Managerial Personnel of the AKWMPL and their relatives are deemed to be concerned or interested financially or otherwise in the said resolution.</p> <p><b>c. A. K. Stockmart Private Limited (AKSMPL)</b></p> <p>None of the Directors of the AKSMPL and their relatives are deemed to be concerned or interested financially or otherwise in the said resolution.</p> |   |

The transactions, which are enabling in nature, have been approved by the "Board" (which term shall be deemed to include any committee constituted/to be constituted by the Board, from time to time, to exercise its powers conferred by the said resolution) of the Company at its meeting held on August 7, 2025 in terms of the requirements of Regulation 23(4) of the Listing Regulations.

The Board of the Company recommends the Ordinary Resolution as set out in Item no. 8 of this Notice for approval of the Members.

#### **Item No. 9:**

The Members had approved appointment of Mr. Rajiv Bakshi (DIN: 00264007) as an Independent Director of the Company at the 30<sup>th</sup> Annual General Meeting held on September 16, 2023 for a term of three consecutive years from August 5, 2023 up to August 4, 2026. The first term of Mr. Rajiv Bakshi as an Independent Director of the Company will conclude on August 4, 2026.

The Board of Directors of the Company at its meeting held on August 7, 2025, based on the recommendation of the Nomination and Remuneration Committee and after review of performance evaluation and subject to the approval of the Members through Special Resolution, re-appointed Mr. Rajiv Bakshi as an Independent Director of the Company, for a second term of five consecutive years commencing from August 5, 2026 to August 4, 2031.

In accordance with the provisions of Section 149(10) of the Act and Regulation 25(2A) of SEBI Listing Regulations, re-appointment of Independent Director will be subject to the approval of Members by way of a special resolution. Further, pursuant to Regulation 17(1A) of SEBI Listing Regulations, no listed entity shall appoint a person, reappoint or continue the directorship of any person who has attained the age of seventy-five years, unless a special resolution is passed to that effect. Mr. Rajiv Bakshi will attain the age of 75 years during the continuation of his second term i.e., on October 21, 2027. Accordingly, the prior approval of the Members of the Company is being sought by way of a special resolution for the same.

The Company has also received a declaration of Independence from Mr. Rajiv Bakshi. In the opinion of the Board, Mr. Rajiv Bakshi fulfills the conditions as set out in Section 149(6) and Schedule IV of the Act and Listing Regulations for being eligible for his appointment. Mr. Rajiv Bakshi has confirmed that he is neither disqualified from being appointed as a Director in terms of the Act nor debarred from holding office as Director of the Company, by virtue of any SEBI Order or any other such authority and has given his consent to act as a Director. The Board of Directors have taken on record the declaration and confirmation submitted by Mr. Rajiv Bakshi.

Mr. Rajiv Bakshi, is a professional banker with over 39 years rich experience of Banking operations with a thorough knowledge of process, International Banking, Treasury, Large Corporate Credit & Risk Management and Business Process Reengineering.

Mr. Rajiv Bakshi meets the skills and capabilities as required for the role of an Independent Director, as have been identified by the Nomination & Remuneration Committee and Board of Directors of the Company.

Mr. Rajiv Bakshi is not inter-se related with any other Director or Key Managerial Personnel of the Company and does not hold any share(s) in the Company. The Board of Directors based on the recommendation of the Nomination and Remuneration Committee considers the re-appointment of Mr. Rajiv Bakshi as an Independent Director in the interest of the Company.

A copy of the draft letter for the appointment proposed of Mr. Rajiv Bakshi as an Independent Director setting out the terms and conditions thereof is available for inspection by the Members at the Registered Office of the Company during normal business hours on all working days between 11:00 am to 2:00 pm to the date of this AGM.

None of the Directors or Key Managerial Personnel of the Company or their relatives other than those Directors mentioned in the respective resolutions and their relatives are in any way concerned or interested, financially or otherwise, in the resolution.

The Board of the Company recommends the Special Resolution as set out at Item no. 9 of this Notice for approval of the shareholders.

Additional information in respect of Mr. Rajiv Bakshi, pursuant to Regulation 36 of the Listing Regulations and the Secretarial Standard on General Meetings (SS-2), is given as part of this Notice.

#### **Item No. 10 & 11:**

As per the provisions of Section 180(1)(c) of the Companies Act, 2013, the Board of Directors of a Company shall not borrow money, where the money to be borrowed, together with the money already borrowed by the Company exceeds the aggregate of its paid-up share capital, free reserves and securities premium, apart from temporary loans obtained from the Company's bankers in the ordinary course of business, without the consent of the Members of the Company accorded by means of a special resolution.

The shareholders of the Company at their 25th AGM held on September 22, 2018, had approved the limit of INR 2,000 crores pursuant to the provisions of Section 180(1)(c).

Further, the Board of Directors of the Company in its meeting held on August 7, 2025, has recommended to shareholders for increase the said limit from existing INR 2,000 Crores (Indian Rupees Two Thousand Crores Only) to INR 3,000 Crores (Indian Rupees Three Thousand Crores Only) pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013, subject to the approval of shareholders.

As a SEBI-registered Category 1 Merchant Banker, the Company is engaged in a wide range of capital market, investment banking, and advisory activities that may require timely deployment of capital or structured financial commitments.

The proposed increase limit will enable the Company to:

- Raise funds through diverse instruments including loans, debentures, commercial paper, and other permissible instruments;
- Respond swiftly to market opportunities and customer mandates that may necessitate upfront financial arrangements;
- Ensure operational agility without being constrained by procedural delays in seeking shareholder approval every time a higher borrowing threshold is needed.
- Enable greater financial flexibility and preparedness to meet the funding requirements arising from the Company's growth plans, potential business opportunities, and dynamic market conditions.

Accordingly, it is proposed to increase the existing limits from INR 2,000 Crores (Indian Rupees Two Thousand Crores Only) to INR 3,000 Crores (Indian Rupees Three Thousand Crores Only).

Further, Section 180(1)(a) of the Companies Act 2013 provides for the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the company or where the company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings subject to the approval of members by way of Special Resolution in the general meeting.

Accordingly, the Board of Directors on August 7, 2025 proposed to obtain approval of the shareholders by way of a Special Resolution under Section 180(1)(a) of the Companies Act, 2013, to create charge/ mortgage/ hypothecation /pledge on the Company's assets including such immovable and movable properties, receivables in favour of any person including, but not limited to, qualified institutional buyers, foreign institutional investors, banks, foreign portfolio investors, financial institutions, multilateral financial institutions, other investing agencies, regional rural banks, cooperative banks, mutual funds, trusts, provident, pension, superannuation and gratuity funds, companies, partnership firms, limited liability partnerships, resident individual investors, hindu undivided families, trustee(s), agent(s), to secure the borrowings of the Company availed / to be availed by way of loans, debentures, ICDs, senior notes, bonds, loans, hire purchase and/or lease portfolio management transaction(s) for finance and other instruments under the limits of Section 180(1)(c) of the Companies Act, 2013.

None of the Directors / Key Managerial Personnel of the Company / their relatives is in any way concerned or interested, financially or otherwise, in the resolution set out at Item no. 10 & 11 of the Notice except to the extent of shares held by them.

The Board recommends the Special resolution set out at Item no.10 & 11 for approval by the shareholders.

#### **Item No. 12:**

The Members are informed that in order to augment resources inter alia, to expand its operations and its working capital requirements, the Company may offer or invite subscription for issuance of Commercial Papers ("CPs") of nominal value aggregating up to INR 250 crores (Indian Rupees Two Hundred Fifty Crores), in one or more tranches on such terms and conditions as the Board of Directors ("the Board") may deem fit and appropriate from time to time.

The Board of the Company at its meeting held on August 7, 2025 has, subject to the approval of the Members in the general meeting proposed to issue CPs on private placement basis, at such terms and conditions and at such price(s) in compliance with the requirements of regulatory authorities, if any and as may be finalized by the Board and/or Committee of Board thereof. The issue price, yield of CP shall be determined by the Board/Committee keeping into consideration various economic factors, tenure and other relevant factors.

The proposed issuance of Commercial Papers is intended to meet the Company's short-term funding needs in a cost efficient manner, enabling effective cash flow management and timely working capital availability.

Accordingly, the consent of the Members is being sought for passing a Special Resolution as set out at Item no. 12 of the Notice.

This resolution enables the Board of the Company or any other Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution to offer or invite subscription for CPs aggregating up to INR 250 crores (Indian Rupees Two Hundred Fifty Crores), in one or more series or tranches, as deemed fit, and within the overall borrowing limits of the Company, as approved by the Members from time to time and as per the details specified in the said Special Resolution. The Board of the Company or any other Committee thereof shall decide, inter alia, other terms and conditions for such fund raising.

None of the Directors, Key Managerial Personnel of the Company and their relatives is in any way, except to the extent of their respective shareholding in the Company, concerned or interested, financially or otherwise, in the set out at Item no. 12 of the Notice.

The Board of the Company recommends the Special Resolution as set out at Item no. 12 of this Notice for approval of the Members.

#### **Item No. 13:**

Pursuant to Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, an Explanatory Statement relating to the Special Resolution is given as under:

The Company has plans to expand its operations and therefore needs to augment its long-term capital base and in the course of which, the Board of Directors ("the Board") of the Company may need to raise further funds to meet the expansion plans and augment the long term capital base and working capital requirements through the issue of further securities. Accordingly, in terms of Sections 42 and 55 of the Companies Act, 2013 (the "Act") and other applicable provisions, if any, read with the Companies (Share Capital & Debentures) Rules, 2014, consent of the Members is being sought by way of special resolution for the issue of Non-convertible Redeemable Preference Shares ("NCRPS"), whether Cumulative or Non-Cumulative of face value of INR 100/- each, aggregating to nominal amount not exceeding INR 100 Crores (Indian Rupees One Hundred Crores) at such price and on the terms and conditions set out hereunder:

The material facts concerned with and relevant to the issue(s) of the preference shares are as given below:

|  |   |
|--|---|
| Issue size   | Up to INR 100 Crores (Indian Rupees One Hundred Crores) divided into 1 Crore Preference Shares of INR 100/- each.   |
| Nature of shares   | It shall be in the nature of Cumulative or Non-Cumulative and shall be Non-Convertible and Non-Participating.   |
| Objective of Issue   | To expand its operations and augment the long-term capital base and working capital requirements of the Company.  |
| Manner of Issue  | NCRPS will be issued and offered on a private placement basis in accordance with the provisions of Section 42 of the Act and the Rules made there under and applicable guidelines issued by SEBI in this respect. |
| Issue Price and basis for determining price                                    | NCRPS will be issued at par / or at premium, depending upon market conditions and terms of issue.   |
| Terms of Issue and rate of dividend  | NCRPS will carry a dividend rate as may be decided by the Board in the best interest of the Company. Other terms to be determined by the Board.   |
| Terms of Redemption  | Redemption at par or at premium within a maximum period of 20 years from the date of allotment.   |
| Manner and modes of Redemption   | The proposed NCRPS shall be redeemed in accordance with the provisions of the Companies Act, 2013 or any such other applicable law, rules, regulations as may be applicable.                                      |
| Expected dilution in equity share capital upon conversion of preference shares | Not Applicable, since the proposed NCRPS shall be non-Convertible in nature.  |
| Date of passing Board Resolution   | August 7, 2025  |

The Equity Shareholding Pattern of the Company as on June 30, 2025 is as under:

| Category   | Number of shares | % of total Shareholding |
|--|------------------|-------------------------|
| <b>Promoter and promoter group (A)</b>   |                  |                         |
| Indian   | 47,17,792        | 71.48                   |
| <b>Sub-total (A)</b>   | <b>47,17,792</b> | <b>71.48</b>            |
| <b>Public (B)</b>  |                  |                         |
| NRIs/Foreign Bodies Corporate  | 31,782           | 0.48                    |
| Indian Bodies Corporate/LLP  | 5,18,346         | 7.85                    |
| Individuals/HUF/Trust/NBFC   | 13,18,996        | 19.99                   |
| Investor Education and Protection Fund<br>(Authority of Ministry of Corporate Affairs) | 13,084           | 0.20                    |
| <b>Sub-total (B)</b>   | <b>18,82,208</b> | <b>28.52</b>            |
| <b>Total Shareholding (A) + (B)</b>  | <b>66,00,000</b> | <b>100.00</b>           |

The issue of Preference Shares has been authorized by the Articles of Association of the Company. The Directors or Key Managerial Personnel of the Company or their respective relatives may be deemed to be concerned or interested in the said resolution to the extent of the Preference Shares that may be subscribed by them or any other entities in which they are interested.

The Board of the Company recommends the Special Resolution as set out at Item no. 13 of this Notice for approval of the Members.

**Annexure to the Notice:**

**Pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 issued by the Institute of Company Secretaries of India, following information is furnished about the Directors proposed to be appointed/re-appointed:**

| Name of the Director   | Mr. Rajiv Bakshi   |  |                                      |             | Mr. Vikas Jain  |
|--|--|--|--------------------------------------|-------------|---|
| DIN  | 00264007   |  |                                      |             | 07887754  |
| Designation  | Non-executive, Independent Director  |  |                                      |             | Non-Executive-Director  |
| Date of Birth and Age  | October 21, 1952<br>Age - 72 Years   |  |                                      |             | June 26, 1976<br>Age – 49 Years   |
| Date of first appointment on Board   | August 5, 2023   |  |                                      |             | February 3, 2018  |
| Nationality  | Indian   |  |                                      |             | Indian  |
| Qualification  | M.Sc, CAIIB, Diploma In Bank Management  |  |                                      |             | B.com, Chartered Accountant   |
| Resume including experience and expertise in specific functional areas   | <p>Mr. Rajiv Bakshi, is a professional banker with over 39 years' rich experience of Banking operations with a thorough knowledge of process flow, International Banking, Treasury, Large Corporate Credit &amp; Risk Management and Business Process Reengineering.</p> <p>He was an Executive Director of Bank of Baroda handling the important functions of Large credit, International Banking, Treasury, Information Technology, Audit &amp; Business Process Re-engineering and represented the bank on its Kenya &amp; Tanzania subsidiaries as Chairman of their respective Boards, as well as Director on the Zambian Joint Venture. A new foray of the Bank into life Insurance business with the setting up of a Joint Venture Life Insurance Company in collaboration with Daiichi Mutual Life of Japan and Union Bank of India.</p> <p>Since October 2019 up to 25.01.2022 he served as member of the Expert Committee appointed by RBI to assist the Administrator of Punjab &amp; Maharashtra Coop Bank Ltd. and serving as Consultant to a Small Finance Bank.</p> |  |                                      |             | <p>Mr. Vikas Jain has over 24 years of work experience in securities market. Mr. Vikas Jain is a Chartered Accountant and has been with A. K. Capital Services Limited since it came into being. He has played an important role in the Company's business growth.</p> <p>At A. K. Capital he has donned several hats and handled placement responsibilities with retirement funds, advisory and structuring of venture capital funds, including fund raising.</p> <p>His key skill is in successfully understanding the needs of clients with a substantial knowledge of markets and instruments. He has been instrumental in taking the Company to top position as arranger of debt products especially in private placement arena.</p> |
| Directorship in other Companies  | 1. Stellar Arc Limited<br>2. A.K. Stockmart Private Limited<br>3. N R Agarwal Industries Limited<br>4. Hiveloop Capital Private Limited<br>5. Infopercept Consulting Private Limited<br>6. Brady and Morris Engineering Company Limited<br>7. Regency Hospital Limited   |  |                                      |             | 1. A. K. Wealth Management Private Limited<br>2. A. K. Alternative Asset Managers Private Limited<br>3. Family Home Finance Private Limited<br>4. A. K. Capital Corporation Private Limited   |
| Name of listed entities from which the person has resigned in the past three years   | Not Applicable   |  |                                      |             | Not Applicable  |
| Membership/ Chairmanship of other public limited companies (committee considered for this purpose are those prescribed in the listing regulations viz. Audit Committee and Stakeholders' Relationship Committee) | Sr. No.  | Name of the Company                          | Name of the Committee                | Designation | Nil   |
|  | 1  | N R Agarwal Industries Limited               | Audit Committee                      | Chairman    |   |
|  | 2  | N R Agarwal Industries Limited               | Stakeholders' Relationship Committee | Chairman    |   |
|  | 3  | Brady and Morris Engineering Company Limited | Audit Committee                      | Chairman    |   |
|  | 4  | Brady and Morris Engineering Company Limited | Stakeholders' Relationship Committee | Member      |   |
| Relationship with other Directors, Managers and other Key Managerial Personnel of the Company  | Mr. Rajiv Bakshi is not related to any of the Directors, Managers and other Key Managerial Personnel of the Company.   |  |                                      |             | Mr. Vikas Jain is not related to any of the Directors, Managers and other Key Managerial Personnel of the Company.  |
| No. of equity shares held in the Company   | Nil  |  |                                      |             | Nil   |
| No. of board meetings attended during the Financial Year 2024-25   | 4  |  |                                      |             | 4   |
| Terms and conditions of appointment or re-appointment including remuneration   | Appointment as Independent Director for a term of 5 years i.e. till August 4, 2031 on the terms and conditions and remuneration provided in the resolution and explanatory statement hereinabove.  |  |                                      |             | Re-appointment in terms of Section 152(6) of the Companies Act, 2013.   |
| Last Remuneration Drawn  | Not Applicable   |  |                                      |             | Please refer to the Report on Corporate Governance.   |

**For and on behalf of the Board of Directors**  
**A. K. Capital Services Limited**

**A. K. Mittal**  
**Managing Director**  
**(DIN: 00698377)**

Place: Mumbai

Date: August 07, 2025

**Registered Office:** 603, 6th Floor, Windsor, Off CST Road, Kalina, Santacruz (East), Mumbai – 400 098



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## REMOTE EVOTING INSTRUCTIONS

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In compliance with provisions of Section 108 of the Act, and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time, and Regulation 44 of the Listing Regulations and the MCA Circulars, the Company is pleased to provide its members facility to exercise their right to vote at the 32<sup>nd</sup> AGM by electronic means and the business may be transacted through e-voting services. The facility of casting votes by the members using an electronic voting system from a remote location ("remote e-voting") will be provided by MUFG Intime India Private Limited (Formerly known as M/s. Link Intime India Private Limited). Remote e-voting is a mechanism through which Members shall have an option to cast their vote prior to the scheduled date of the AGM or alternatively the members can cast their votes using the e-voting mechanism during the AGM. The Members who had cast their vote by remote e-voting prior to the AGM may also attend the AGM through VC/OAVM but shall not be entitled to cast their vote again.

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access remote e-Voting facility.

### Login method for Individual shareholders holding securities in demat mode:

#### Individual Shareholders holding securities in demat mode with NSDL

##### METHOD 1 - NSDL IDeAS facility

###### Shareholders registered for IDeAS facility:

- Visit URL: <https://eservices.nsdl.com> and click on "Beneficial Owner" icon under "IDeAS Login Section".
- Click on "Beneficial Owner" icon under "IDeAS Login Section".
- Post successful authentication, you will be able to see e-Voting services under Value added services section. Click on "Access to e-Voting" under e-Voting services.
- Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

###### Shareholders not registered for IDeAS facility:

- To register, visit URL: <https://eservices.nsdl.com> and select "Register Online for IDeAS Portal" or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code & click on "Submit".
- Enter the last 4 digits of your bank account / generate 'OTP'
- Post successful registration, user will be provided with Login ID and password. Follow steps given above in points (a-d).

Shareholders/ Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.



##### METHOD 2 - NSDL e-voting website

- Visit URL: <https://www.evoting.nsdl.com/>
- Click on the "Login" tab available under 'Shareholder/Member' section.
- Enter User ID (i.e., your 16-digit demat account no. held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
- Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

### **METHOD 3 - NSDL OTP based login**

- a) Visit URL: <https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp>
- b) Enter your 8 - character DP ID, 8 - digit Client Id, PAN, Verification code and generate OTP.
- c) Enter the OTP received on your registered email ID/ mobile number and click on login.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
- e) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

### **Individual Shareholders registered with CDSL Easi/ Easiest facility**

#### **METHOD 1 - CDSL Easi/ Easiest facility:**

##### **Shareholders registered for Easi/ Easiest facility:**

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or [www.cdslindia.com](http://www.cdslindia.com) & click on New System Myeasi Tab.
- b) Enter existing username, Password & click on "Login".
- c) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

##### **Shareholders not registered for Easi/ Easiest facility:**

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration/> / <https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration>
- b) Proceed with updating the required fields for registration.
- c) Post successful registration, user will be provided username and password. Follow steps given above in points (a-c).

#### **METHOD 2 - CDSL e-voting page**

- a) Visit URL: <https://www.cdslindia.com>
- b) Go to e-voting tab.
- c) Enter 16-digit Demat Account Number (BO ID) and PAN No. and click on "Submit".
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

### **Individual Shareholders holding securities in demat mode with Depository Participant**

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.

- a) Login to DP website
- b) After Successful login, user shall navigate through "e-voting" option.
- c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.
- d) Post successful authentication, click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

### **Login method for shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode.**

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register and vote on InstaVote as under:

## STEP 1: LOGIN / SIGNUP to InstaVote

### Shareholders registered for INSTAVOTE facility:

- a) Visit URL: <https://instavote.linkintime.co.in> & click on “Login” under ‘SHARE HOLDER’ tab.  
b) Enter details as under:

1. User ID: Enter User ID
2. Password: Enter existing Password
3. Enter Image Verification (CAPTCHA) Code
4. Click “Submit”.  
(Home page of e-voting will open. Follow the process given under "Steps to cast vote for Resolutions")

|                   |                              |  |
|-------------------|------------------------------|--|
| InstaVote USER ID | NSDL                         | User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678). |
|                   | CDSL                         | User ID is 16 Digit Beneficiary ID.  |
|                   | Shares held in physical form | User ID is <b>Event No + Folio no.</b> registered with the Company   |

### Shareholders not registered for INSTAVOTE facility:

- a) Visit URL: <https://instavote.linkintime.co.in> & click on “Sign Up” under ‘SHARE HOLDER’ tab & register with details as under:

1. User ID: Enter User ID
2. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
3. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP/Company - in DD/MM/YYYY format)
4. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.
  - Shareholders holding shares in **NSDL form**, shall provide ‘D’ above
  - Shareholders holding shares in **physical form** but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above
5. Set the password of your choice.  
(The password should contain minimum 8 characters, at least one special Character (!#\$%\*), at least one numeral, at least one alphabet and at least one capital letter).
6. Enter Image Verification (CAPTCHA) Code.
7. Click “Submit” (You have now registered on InstaVote).  
Post successful registration, click on “Login” under ‘SHARE HOLDER’ tab & follow steps given above in points (a-b).

|                   |                              |  |
|-------------------|------------------------------|--|
| InstaVote USER ID | NSDL                         | User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678). |
|                   | CDSL                         | User ID is 16 Digit Beneficiary ID.  |
|                   | Shares held in physical form | User ID is <b>Event No + Folio no.</b> registered with the Company   |

## STEP 2: Steps to cast vote for Resolutions through InstaVote

- A. Post successful authentication and redirection to InstaVote inbox page, you will be able to see the “Notification for e-voting”.
- B. Select ‘View’ icon. E-voting page will appear.
- C. Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link).
- D. After selecting the desired option i.e. Favour / Against, click on ‘Submit’.
- E. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.

NOTE: Shareholders may click on “Vote as per Proxy Advisor’s Recommendation” option and view proxy advisor recommendations for each resolution before casting vote. “Vote as per Proxy Advisor’s Recommendation” option provides access to expert insights during the e-Voting process. Shareholders may modify their vote before final submission.

Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently.

### Guidelines for Institutional shareholders (“Custodian / Corporate Body/ Mutual Fund”)

#### STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration

- A. Visit URL: <https://instavote.linkintime.co.in>
- B. Click on “Sign Up” under “Custodian / Corporate Body/ Mutual Fund”
- C. Fill up your entity details and submit the form.

- D. A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to [insta.vote@linkintime.co.in](mailto:insta.vote@linkintime.co.in).
- E. Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person's email ID. (You have now registered on InstaVote)

## STEP 2 – Investor Mapping

- A. Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- B. Click on “Investor Mapping” tab under the Menu Section
- C. Map the Investor with the following details:
- 1) ‘Investor ID’ – Investor ID for NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678; Investor ID for CDSL demat account is 16 Digit Beneficiary ID.
  - 2) ‘Investor’s Name - Enter Investor’s Name as updated with DP.
  - 3) ‘Investor PAN’ - Enter your 10-digit PAN.
  - 4) ‘Power of Attorney’ - Attach Board resolution or Power of Attorney.

NOTE: File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID.

Further, Custodians and Mutual Funds shall also upload specimen signatures.

- D. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the “Report Section”.

## STEP 3 – Steps to cast vote for Resolutions through InstaVote

The corporate shareholder can vote by two methods, during the remote e-voting period.

### METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on “Votes Entry” tab under the Menu section.
- c) Enter the “Event No. **250458**” for which you want to cast vote.  
Event No. can be viewed on the home page of InstaVote under “On-going Events”.
- d) Enter “16-digit Demat Account No.”.
- e) Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link). After selecting the desired option i.e. Favour / Against, click on ‘Submit’.
- f) A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.  
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

### METHOD 2 - VOTES UPLOAD

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) After successful login, you will see “Notification for e-voting”.
- c) Select “View” icon for “Company’s Name i.e. **A. K. CAPITAL SERVICES LIMITED** / Event number i.e. **250458**”.
- d) E-voting page will appear.
- e) Download sample vote file from “Download Sample Vote File” tab.
- f) Cast your vote by selecting your desired option ‘Favour / Against’ in the sample vote file and upload the same under “Upload Vote File” option.
- g) Click on ‘Submit’. ‘Data uploaded successfully’ message will be displayed.  
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

### Helpdesk:

### Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at [enotices@in.mpms.mufg.com](mailto:enotices@in.mpms.mufg.com) or contact on: - Tel: 022 – 4918 6000.

### Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

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

### Forgot Password:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: <https://instavote.linkintime.co.in>

- Click on "**Login**" under 'SHARE HOLDER' tab.
- Click "**forgot password?**"
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: <https://instavote.linkintime.co.in>

- Click on 'Login' under "Custodian / Corporate Body/ Mutual Fund" tab
- Click "**forgot password?**"
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

*In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%\*), at least one numeral, at least one alphabet and at least one capital letter.*

### Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

### General Instructions - Shareholders

- ❖ It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ❖ For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- ❖ During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

### Other Instructions relating to e-Voting and Appointment of Scrutinizer:

1. The remote e-voting period shall commence on Tuesday, September 9, 2025 (9.00 a.m. IST) and close on Friday, September 12, 2025 (5.00 p.m. IST). During this period, members of the Company, holding shares either in physical form or in electronic form, as on the cut-off date i.e., Saturday, September 6, 2025 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by MUFG Intime India Private Limited ("MUFG") for voting thereafter. Once the vote on a resolution is cast by member, the same shall not be allowed to change it subsequently or cast the vote again. A person who is not a member as on cut-off date i.e. Saturday, September 6, 2025 should treat this Notice for information purpose only.
- i) The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on cut-off date of Saturday, September 6, 2025.



- ii) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, viz., Saturday, September 6, 2025 only shall be entitled to avail the facility of remote e-voting as well as e-voting during the AGM.
- iii) Any person who becomes a Member of the Company after dispatch of the Notice and holds shares of the Company as on the cut-off date i.e. Saturday, September 6, 2025 and whose PAN is not registered with the Company may obtain the Login ID and Password by sending request at [enotices@in.mpms.mufig.com](mailto:enotices@in.mpms.mufig.com) or [akcsलगम@akgroup.co.in](mailto:akcsलगम@akgroup.co.in). However, if he/she is already registered with MUFG for remote e-voting then he/she can use his/her existing User ID and Password for casting the vote.
- iv) In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.
2. Mr. Umashankar Hegde (Membership No A22133 and COP No. 11161) partner of M/s. Ragini Chokshi & Co., Practicing Company Secretary, has been appointed as the Scrutinizer to scrutinize the votes cast through remote e-voting and the e-voting process during the AGM in a fair and transparent manner.
3. The Scrutinizer will submit a consolidated scrutinizer's report of the total votes cast in favour or against if any, after the completion of the scrutiny of the e-Voting (votes cast during the AGM and votes cast through remote e-Voting), within two working days of the conclusion of the AGM, to the Chairman or a person authorized by the Chairman in writing, who shall countersign the same and declare the result of the voting forthwith.
4. The results shall be declared within the time stipulated under the applicable laws. The results declared along with the report of the Scrutinizer shall be placed on the website of the Company [www.akgroup.co.in](http://www.akgroup.co.in) and on the website of MUFG and be communicated to the Stock Exchange, where the shares of the Company are listed, by the Chairman or a person authorized by him.
5. Subject to the receipt of requisite number of votes, the Resolutions forming part of the Notice shall be deemed to be passed on the date of the AGM, i.e. Saturday, September 6, 2025

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### INSTAMEET VC INSTRUCTIONS

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In terms of Ministry of Corporate Affairs (MCA) General Circular No. 09/2024 dated 19.09.2024, the Companies can conduct their AGMs/ EGMs on or before September 30, 2025 by means of Video Conference (VC) or other audio-visual means (OAVM).

Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access InstaMeet facility.

#### **Login method for shareholders to attend the General Meeting through InstaMeet:**

- a) Visit URL: <https://instameet.in.mpms.mufig.com> & click on "Login".
- b) Select the "Company Name" and register with your following details:
- c) Select Check Box - **Demat Account No.** / **Folio No.** / **PAN**
- Shareholders holding shares in NSDL/ CDSL demat account shall select check box - **Demat Account No.** and enter the **16-digit demat account number**.
  - Shareholders holding shares in physical form shall select check box – **Folio No.** and enter the **Folio Number registered with the company**.
  - Shareholders shall select check box – **PAN** and enter 10-digit Permanent Account Number (PAN). Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the **sequence number** provided by MUFG Intime, if applicable.
  - **Mobile No.**: Mobile No. as updated with DP is displayed automatically. Shareholders who have not updated their Mobile No with the DP shall enter the mobile no.
  - **Email ID**: Email Id as updated with DP is displayed automatically. Shareholders who have not updated their Mobile No with the DP shall enter the mobile no.
- d) Click "Go to Meeting"
- You are now registered for InstaMeet, and your attendance is marked for the meeting.

### Instructions for shareholders to Speak during the General Meeting through InstaMeet:

- a) Members who would like to express their views/ask questions with respect to the financial statements or any other matter to be placed at the AGM may pre-register themselves by sending a request from their registered email address mentioning their names, DP ID and Client ID/folio number, PAN and mobile number at [akcslagm@akgroup.co.in](mailto:akcslagm@akgroup.co.in) between Monday, September 1, 2025 at 9:00 a.m. (IST) and Saturday, September 6, 2025 at 5:00 p.m. (IST). Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The Company reserves the right to restrict the number of speakers/questions depending on the availability of time for the Annual General Meeting. Queries that remain unanswered at the AGM will be appropriately responded by the Company at the earliest post the conclusion of the AGM.
- b) Shareholders who would like to speak during the meeting must register their request with the company.
- c) Shareholders will get confirmation on first cum first basis depending upon the provision made by the company.
- d) Shareholders will receive "speaking serial number" once they mark attendance for the meeting. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.
- e) Other shareholder who has not registered as "Speaker Shareholder" may still ask questions to the panellist via active chat-board during the meeting.

*\*Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.*

### Instructions for Shareholders to Vote during the General Meeting through InstaMeet:

Once the electronic voting is activated during the meeting, shareholders who have not exercised their vote through the remote e-voting can cast the vote as under:

- a) On the Shareholders VC page, click on the link for e-Voting "Cast your vote"
- b) Enter your 16-digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET
- c) Click on 'Submit'.
- d) After successful login, you will see "Resolution Description" and against the same the option "Favour/Against" for voting.
- e) Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.
- f) After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

#### **Note:**

*Shareholders/ Members, who will be present in the General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting.*

*Shareholders/ Members who have voted through Remote e-Voting prior to the General Meeting will be eligible to attend/ participate in the General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.*

*Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.*

*Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.*

*Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.*

#### **Helpdesk:**

Shareholders facing any technical issue in login may contact INSTAMEET helpdesk by sending a request at [instameet@in.mpms.mufig.com](mailto:instameet@in.mpms.mufig.com) or contact on: - Tel: 022 – 4918 6000 / 4918 6175.



**A. K. CAPITAL SERVICES LIMITED**

**BUILDING BONDS**

ANNUAL REPORT  
**2024-2025**

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## CORPORATE INFORMATION

### BOARD OF DIRECTORS

**Mr. Rajiv Bakshi**

Non-Executive Chairman, Independent Director  
(DIN: 00264007)

**Mr. A. K. Mittal**

Managing Director  
(DIN: 00698377)

**Mr. Vinod Kumar Kathuria**

Non-Executive, Independent Director  
(DIN: 06662559)

**Mr. Ashish Vyas**

Non-Executive, Independent Director  
(DIN: 10264901)

**Ms. Aditi Mittal**

Non-Executive Woman Director  
(DIN: 00698397)

**Mr. Ashish Agarwal**

Whole-time Director  
(DIN: 08064196)

**Mr. Vikas Jain**

Whole-time Director  
(DIN: 07887754)  
(Re-designated as Non-Executive Director w.e.f. May 23, 2025)

**CHIEF FINANCIAL OFFICER**

Mr. Mahesh Bhootra

**COMPANY SECRETARY**

Mr. Tejas Dawda (Resigned w.e.f. July 12, 2025)  
Mr. Subodh More (Appointed w.e.f. July 12, 2025)

**CORPORATE IDENTIFICATION NUMBER (CIN):**

L74899MH1993PLC274881

**REGISTERED AND CORPORATE OFFICE**

603, 6th Floor, Windsor, Off CST Road, Kalina, Santacruz (East), Mumbai - 400098  
Tel: +91-22-67546500 | Fax: +91-22-66100594  
Website: [www.akgroup.co.in](http://www.akgroup.co.in)

**REGISTRAR AND SHARE TRANSFER AGENT**

MUFG Intime India Private Limited (Formerly known "Link Intime India Private Limited")  
C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400 083  
**Tel:** +91-22- 49186000 | **Fax:** +91-22-49186060 | **e-mail:** [rnt.helpdesk@in.mpms.mufg.com](mailto:rnt.helpdesk@in.mpms.mufg.com)  
**Website:** <https://in.mpms.mufg.com/>

**STATUTORY AUDITORS**

M/s. PYS & Co. LLP  
Chartered Accountants,  
[Firm Registration No: 012388S/S200048]

**BANKERS**

Bank of India  
Bank of Maharashtra  
HDFC Bank  
IndusInd Bank  
Punjab National Bank  
The Federal Bank  
Union Bank of India  
Indian Bank



## DIRECTORS' REPORT

To,

The Members of **A. K. Capital Services Limited** (“the Company”)

The Directors of your Company are pleased to present the 32<sup>nd</sup> Annual Report of the Company, together with the Annual Audited Standalone and Consolidated financial statements for the Financial Year ended March 31, 2025.

### 1. FINANCIAL HIGHLIGHTS:

A summary of the financial performance of the Company, both on Standalone and Consolidated basis, for the Financial Year 2024-25 as compared to the previous Financial Year is given below:

#### Standalone Financial Statements:

(INR in Lakhs except earnings per share)

| Particulars  | FY 2024-25       | FY 2023-24       |
|--|------------------|------------------|
| Total income   | 12,724.99        | 12,719.95        |
| Total expenses   | 8,898.25         | 8,687.79         |
| <b>Profit before tax</b>   | <b>3,826.74</b>  | <b>4,032.16</b>  |
| <b>Tax expenses:</b>   |                  |                  |
| Current tax  | 505.00           | 775.00           |
| Tax adjustment for earlier years   | 2.99             | (2.99)           |
| Deferred tax charge  | 33.54            | 80.26            |
| <b>Profit after tax (A)</b>  | <b>3,285.21</b>  | <b>3,179.89</b>  |
| <b>Other comprehensive Income, net of tax</b>                                  |                  |                  |
| Item that will not to be reclassified to the statement of profit and loss      | 1.30             | (37.20)          |
| Less: Income tax expense on above  | (0.32)           | 9.36             |
| <b>Other comprehensive Income for the year (B)</b>                             | <b>0.98</b>      | <b>(27.84)</b>   |
| <b>Total comprehensive Income for the year [A+B]</b>                           | <b>3,286.19</b>  | <b>3,152.05</b>  |
| Earnings per equity share (face value INR 10/- per share)                      |                  |                  |
| Basic and Diluted (INR)  | 49.78            | 48.18            |
| <b>Opening balance of other comprehensive income</b>                           | <b>(650.64)</b>  | <b>(622.80)</b>  |
| Add: Other comprehensive income for the year                                   | 0.98             | (27.84)          |
| <b>Closing balance of other comprehensive income</b>                           | <b>(649.66)</b>  | <b>(650.64)</b>  |
| <b>Opening balance of retained earnings brought forward from previous year</b> | <b>39,718.54</b> | <b>37,462.65</b> |
| Add: Profit for the year   | 3,285.21         | 3,179.89         |
| <b>Profit available for appropriation</b>                                      | <b>43,003.75</b> | <b>40,642.54</b> |
| Less: Appropriations   |                  |                  |
| Dividend paid**  | (2,112.00)       | (924.00)         |
| <b>Closing balance of retained earnings</b>                                    | <b>40,891.75</b> | <b>39,718.54</b> |

Note: Previous periods figures have been regrouped / rearranged wherever necessary.

\*\*During the Financial Year 2024-25, the Board of Directors of the Company had paid a final dividend of INR 8/- per equity share (pertaining to Financial Year ended March 31, 2024) having face value of INR 10/- each. The same is approved by the shareholders of the Company in their 31st Annual General Meeting held on September 21, 2024. The total cash outflow of INR 528.00 Lakhs.

During the Financial Year 2024-25, the Board of Directors of the Company had paid 1st and 2nd interim dividend of INR 12/- per equity share, each, having face value of INR 10/- each for the year ended March 31, 2025, at its Board meetings held on November 7, 2024 and February 8, 2025, respectively. The total cash outflow of INR 1,584.00 Lakhs.

**Consolidated Financial Statements:**

(INR in Lakhs except earnings per share)

| Particulars   | FY 2024-25        | FY 2023-24        |
|---|-------------------|-------------------|
| Total income  | 48,410.09         | 51,905.09         |
| Total expenses  | 37,432.32         | 39,628.34         |
| <b>Profit before tax</b>  | <b>10,977.77</b>  | <b>12,276.75</b>  |
| <b>Tax expenses</b>   |                   |                   |
| Current tax   | 2,129.37          | 2,819.87          |
| Tax adjustment for earlier years  | 4.11              | (8.34)            |
| Deferred tax charge   | 131.41            | 213.03            |
| <b>Profit after tax (A)</b>   | <b>8,712.88</b>   | <b>9,252.19</b>   |
| <b>Other comprehensive income, net of tax</b>                                   |                   |                   |
| Item that will not to be reclassified to the statement of profit and loss       | (48.31)           | (56.86)           |
| Less: Income tax expense on above   | 6.31              | 24.85             |
| <b>Other comprehensive income for the year (B)</b>                              | <b>(42.00)</b>    | <b>(32.01)</b>    |
| <b>Total comprehensive income for the year [A+B]</b>                            | <b>8,670.88</b>   | <b>9,220.18</b>   |
| <b>Profit for the year attributable to:</b>                                     | <b>8,712.88</b>   | <b>9,252.19</b>   |
| Owners of the Company   | 8,472.95          | 9,170.70          |
| Non-controlling interest  | 239.93            | 81.49             |
| <b>Other comprehensive income attributable to:</b>                              | <b>(42.00)</b>    | <b>(32.01)</b>    |
| Owners of the Company   | (41.81)           | (31.54)           |
| Non-controlling interest  | (0.19)            | (0.47)            |
| Earnings per equity share (face value INR 10/- per share)                       |                   |                   |
| Basic and Diluted (INR)   | 128.38            | 138.95            |
| <b>Opening balance of Other comprehensive income</b>                            | <b>(2,439.63)</b> | <b>(2,408.09)</b> |
| Less: Change in non-controlling interest  | 63.00             | -                 |
| Add: Other comprehensive income for the year                                    | (41.81)           | (31.54)           |
| <b>Closing balance of other comprehensive income</b>                            | <b>(2,418.44)</b> | <b>(2,439.63)</b> |
| <b>Opening balance of retained earnings brought forward from previous year:</b> | <b>75,067.66</b>  | <b>68,335.05</b>  |
| Add: Profit for the year  | 8,472.95          | 9,170.70          |
| <b>Profit available for appropriation</b>                                       | <b>83,540.61</b>  | <b>77,505.75</b>  |
| Less: Appropriations  |                   |                   |
| Dividend paid   | (2,112.05)        | (924.00)          |
| Change in non controlling interest  | (1,266.66)        | -                 |
| Dividend on CCPS  | (227.57)          | (230.09)          |
| Transfer to special reserve   | (1,335.11)        | (1,284.00)        |
| <b>Closing balance of retained earnings</b>                                     | <b>78,599.22</b>  | <b>75,067.66</b>  |

Note: Previous periods figures have been regrouped / rearranged wherever necessary.

**2. FINANCIAL PERFORMANCE AND STATE OF AFFAIRS OF THE COMPANY:**

A. K. Capital Services Limited is a Flagship Company of the A. K. Group, and is registered with SEBI as a Category I Merchant Banker.

On a standalone basis, your Company earned total revenue of INR 12,724.99 Lakhs during the current Financial Year under review as against INR 12,719.95 Lakhs reported in the previous Financial Year. The profit before tax is INR 3,826.74 Lakhs for the current Financial Year as against INR 4,032.16 Lakhs during the previous Financial Year. After making provision for tax, the net profit of your Company is INR 3,285.21 Lakhs for the current Financial Year as against the net profit of INR 3,179.89 Lakhs in the previous Financial Year.

The consolidated total revenue of your Company stood at INR 48,410.09 Lakhs for the current Financial Year, as against INR 51,905.09 Lakhs for the previous Financial Year. The consolidated profit before tax is INR 10,977.77 Lakhs for the current Financial Year as against INR 12,276.75 Lakhs for the previous Financial Year. After making provision for tax, the consolidated net profit of your Company is INR 8,712.88 Lakhs for the current Financial Year as against INR 9,252.19 Lakhs for the previous Financial Year.

During the year, the Company has made an application to SEBI to surrender its Investor Advisor license. In view of the same, SEBI and BSE Administration & Supervision Ltd. (BASL) have approved the application for Surrender of Certificate of Registration as Investment Adviser vide email dated July 22, 2024.

**3. PERFORMANCE AND FINANCIAL POSITION OF SUBSIDIARIES:**

As required under Rule 5 and Rule 8(1) of the Companies (Accounts) Rules, 2014, a report on the highlights of performance of subsidiaries, and their contribution to the overall performance of the Company in **Form AOC-1** is given at **Note No. 50(b)** to the Consolidated Financial Statements forming part of the Annual Report.

In accordance with provisions of Section 136 of Companies Act, 2013, the separate audited financial statements of each subsidiary company is also available on the website of your Company at <https://www.akgroup.co.in/>.

#### 4. NOTES ON FINANCIAL STATEMENTS:

Standalone financial statements have been prepared in accordance with Indian Accounting Standards ("Ind AS") notified under Section 133 of the Companies Act, 2013, read with The Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time.

The financial statements have been prepared in accordance with the Ind AS under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values and based on the accounting principle of a going concern in accordance with Generally Accepted Accounting Principles ("GAAP"). Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use. The Financial Statements are presented in Lakhs or decimal thereof.

The financial statements have been presented in accordance with Schedule III-Division III General Instructions for Preparation of financial statements of a Non-Banking Financial Company (NBFC) that is required to comply with Ind AS.

#### 5. DIVIDEND:

The Board of Directors has declared total Interim Dividend of 240% i.e. INR 24/- per equity share on each fully paid up 66,00,000 equity shares of INR 10/- each of the Company amounting to INR 1,584 Lakhs for the Financial Year ending March 31, 2025.

The Board has recommended a Final Dividend of 140% i.e. INR 14/- per equity share of INR 10/- each for Financial Year 2024-25.

The payment of the final dividend is subject to the approval of the members at the ensuing Annual General Meeting and shall be paid to those members whose names appear in the Register of Members as on Friday, August 22, 2025. The Register of Members and Share Transfer Books will remain closed from Saturday, August 23, 2025 to Saturday, August 30, 2025 (both days inclusive). The amount of final dividend on Equity Shares thereon aggregates to INR 924 Lakhs.

The total dividend (interim and final) declared/ recommended by the Board for Financial Year 2024-25, is INR 38/- per equity shares of INR 10/- each fully paid up.

#### 6. TRANSFER TO GENERAL RESERVES:

During the year under review, the Company has not transferred any amount to the General Reserves.

#### 7. PUBLIC DEPOSITS:

No disclosure is required in respect of the details relating to the deposits covered under Chapter V of the Companies Act, 2013, as the Company has not accepted any deposit during the year under review.

#### 8. PARTICULARS OF INVESTMENTS AND GUARANTEES BY THE COMPANY:

Particulars of Investments and Guarantees as required under the provisions of Section 186 of the Companies Act, 2013 are given in **Note No. 5 & 44** of the Notes to the standalone financial statements.

#### 9. SHARE CAPITAL AND ISSUE OF EQUITY SHARES WITH DIFFERENTIAL VOTING RIGHTS:

During the year under review the Company has not issued shares with differential voting rights nor granted stock options nor sweat equity.

#### 10. DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to the requirements under Section 134(3)(c) and 134(5) of the Companies Act, 2013, with respect to Directors' Responsibility Statement, your Directors confirm that they have:

- Followed the applicable accounting standards in preparation of the annual financial statements for the Financial Year 2024-25;
- Have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2025 and of the profit of the Company for the Financial Year 2024-25 ended on that date;
- Taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities, if any;
- Prepared the annual accounts on a 'going concern basis';
- Laid down proper internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and
- Devised proper systems to ensure compliance with the provisions of all applicable laws and that the systems are adequate and are operating effectively.

#### 11. INTERNAL FINANCIAL CONTROLS:

Your Company has put in place adequate internal financial controls with reference to the Financial Statements. Internal Financial Control has been assessed during the year taking into consideration the essential components of internal controls stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by The Institute of Chartered Accountants of India (ICAI).

M/s. JMR & Associates, Practicing Chartered Accountants Firm have assessed the Internal Financial controls on the basis of internal processes having an effect on the financial statements of the Company.

In addition, on assessing the controls of its operating processes, the Company level controls have also been assessed with respect to the existing policy and procedures of the Company. Based on the results of such assessments carried out by the management with the assistance of M/s. JMR & Associates, Practicing Chartered Accountants Firm, no reportable material weakness or significant deficiency in the design or operation of internal financial controls was observed.

Also, the statutory auditors of the Company, viz. M/s. PYS & Co., LLP, Chartered Accountants have also verified the Internal Financial Controls systems over financial reporting and have opined that such internal financial controls over financial reporting were operating effectively as at March 31, 2025, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Control Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Annexure B to the Independent Auditor's Report provides a report on the Internal Financial Controls over the financial reporting of A. K. Capital Services Limited as of March 31, 2025.

During the Financial Year under review, no material or serious observations have been highlighted for inefficiency or inadequacy of such controls.

## 12. RISK MANAGEMENT:

As a diversified enterprise, your Company continues to focus on a system-based approach to business risk management. The management of risk is embedded in the corporate strategies that best match organizational capability with market opportunities, focusing on building distributed leadership and succession planning processes, nurturing specialism and enhancing organizational capabilities. Accordingly, management of risk has always been an integral part of the Company's Strategy.

## 13. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

The Company has adequate internal control systems to commensurate with the nature of business and size of operations for ensuring:

- i. orderly and efficient conduct of business, including adherence to Company's policies and procedures;
- ii. safeguarding of all our assets against loss from unauthorized use or disposal;
- iii. prevention and detection of frauds and errors;
- iv. accuracy and completeness of accounting records;
- v. timely preparation of reliable financial information; and
- vi. compliance with applicable laws and regulations.

The policies, guidelines and procedures are in place to ensure that all transactions are authorised, recorded and reported correctly as well as provides for adequate checks and balances.

Adherence to these processes is ensured through frequent internal audits. The internal control system is supplemented by an extensive program of internal audit and reviews by the senior management. To ensure independence, the internal audit function has a reporting line to the Audit Committee of the Board.

The Audit Committee of the Board reviews the performance of the audit and the adequacy of internal control systems and compliance with regulatory guidelines. The Audit Committee of Board provides necessary oversight and directions to the internal audit function and periodically reviews the findings and ensures corrective measures are taken. This system enables us to achieve efficiency and effectiveness of operations, reliability and completeness of financial and management information and compliance with applicable laws and regulations.

## 14. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:

All contracts/ arrangements/ transactions entered into by the Company during the Financial Year 2024-25 with related parties were in compliance with the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company had obtained prior approval of the Audit Committee for all the related party transactions during the Financial Year 2024-25, as envisaged in Regulation 23(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, the Audit Committee had given prior omnibus approval under Section 177 of the Companies Act, 2013 read with Rule 6(A) of The Companies (Meetings of Board and its Powers) Rules, 2014 read with Regulation 23(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for related party transactions that are foreseen and of repetitive nature during the period under review and the required disclosures are made to the Audit Committee and Board on quarterly basis.

The Company also secures omnibus approval from the Audit Committee for transaction up to INR 1 Crore with related party where the need for Related Party Transaction cannot be foreseen and adequate details are not available.

All related party transactions that were entered during the Financial Year ended March 31, 2025 were on an arm's length basis and were in the ordinary course of business. Therefore, the provisions of Section 188 of the Companies Act, 2013 were not attracted.

Further pursuant to Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has also obtained the prior approval of the shareholders for the material related party transactions entered into by the Company and its subsidiaries on one hand with A. K. Capital Finance Limited and A. K. Services Private Limited respectively.

The details of material related party transaction entered into by the Company during the Financial Year 2024-25 are enumerated in **Form AOC-2** as annexed in **Annexure - 4** under Section 134(3)(h) of the Companies Act, 2013, read with Rule 8(2) of The Companies (Accounts) Rules, 2014. In addition to above, the disclosure of transactions with related party for the year, as per Indian Accounting Standard-24 (IND AS-24), Related Party Disclosures is given in **Note No. 31** of the Notes to the Standalone Financial Statements section of the Annual Report.

The Company has in place, a Board approved Policy on Materiality and Dealing with Related Party Transactions, which is available on the website of the Company at:

[https://www.akgroup.co.in/docs/Policy%20on%20materiality%20and%20dealing%20with%20Related%20Party%20Transactions\\_AKCSL-08.02.2025%20FINAL.PDF](https://www.akgroup.co.in/docs/Policy%20on%20materiality%20and%20dealing%20with%20Related%20Party%20Transactions_AKCSL-08.02.2025%20FINAL.PDF)

## 15. MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY:

There was no material change and commitment affecting the financial position of your Company between the end of the Financial Year 2024-25 and the date of this report, which could have an impact on your Company's operation in the future or its status as a "Going Concern".

## 16. CREDIT RATING:

Your Company has obtained ratings from CARE Ratings Limited (CARE) for the Company's Commercial Papers and from Acuité Ratings & Research Limited for long-term instruments.

| Rating Agency                     | Rating  | Instruments                       | Rating Action       | Date               |
|-----------------------------------|---|-----------------------------------|---------------------|--------------------|
| CARE Ratings Limited              | CARE A1+<br>(A One Plus)                                | Commercial Paper                  | Reaffirmed          | July 30, 2024      |
| Acuité Ratings & Research Limited | ACUITE AA- (ACUITE Double A Minus)<br>(Outlook: Stable) | Long Term Instruments / Bank Loan | Assigned/Reaffirmed | September 25, 2024 |

## 17. STATUTORY AUDITORS AND SECRETARIAL AUDITORS:

### STATUTORY AUDITORS

M/s. PYS & Co. LLP, Chartered Accountants (Firm Registration - 012388S/S200048), were re-appointed in the 29th Annual General Meeting of the Company held on September 17, 2022 as Statutory Auditors of the Company to hold office for a term of 5 Five years until the conclusion of the 34th Annual General Meeting to be held in 2027.

### SECRETARIAL AUDITORS

Further, pursuant to the amended provisions of Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 204 of the Companies Act, 2013, read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Audit Committee and the Board of Directors of the Company at their respective meetings held on May 23, 2025, have approved & recommended for approval of Members, appointment of M/s. Ragini Chokshi & Co., Practicing Company Secretaries (Firm Registration No. P1988MH090600) as Secretarial Auditors of the Company for a first term of 5 (Five) consecutive years from the FY 2025-26 till FY 2029-30.

## 18. AUDITOR'S REPORT:

The Statutory Auditors' Report forms part of the Annual Report. There were no qualifications, reservations, adverse remarks or disclaimers in the Report of the Statutory Auditors of the Company.

Further, the Secretarial Auditors' Report also forms part of the Annual Report. There were no qualifications, reservations, adverse remarks or disclaimers in the Report of the Secretarial Auditors of the Company.

## 19. REPORTING OF FRAUDS BY AUDITORS:

During the year under review, the Statutory Auditors of the Company have not reported any fraud to the Audit Committee or to the Board of Directors under Section 143(12) of the Companies Act, 2013 read with Rule 13 of the Companies (Audit and Auditors) Rules, 2014.

## 20. MAINTENANCE OF COST RECORDS:

The Company is not required to maintain Cost Records as specified by the Central Government under Section 148(1) of the Companies Act, 2013.

## 21. SUBSIDIARIES AND MATERIAL SUBSIDIARIES:

### A. SUBSIDIARIES

As on March 31, 2025, your Company has following subsidiaries:

#### Sr. No. Name of the subsidiaries

- A. K. Capital Finance Limited
- A. K. Stockmart Private Limited
- A. K. Wealth Management Private Limited
- A. K. Capital Corporation Private Limited
- A. K. Capital (Singapore) Pte. Ltd.
- Family Home Finance Private Limited (Step-down subsidiary)
- A. K. Alternative Asset Managers Private Limited (Step-down subsidiary)



**B. MATERIAL SUBSIDIARIES:**

Pursuant to the provisions of Regulation 16(1)(c) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, including amendments thereto, the Company has two material subsidiaries namely, A. K. Capital Finance Limited and A. K. Stockmart Private Limited during the Financial Year 2024-25.

The Policy for determining the material subsidiaries has been formulated and adopted by the Board. The Policy may be accessed on the website at link:

<https://www.akgroup.co.in/docs/Policy%20for%20Determining%20Material%20Subsidiaries%2008.02.2025%20Final.PDF>

**22. SECRETARIAL AUDIT OF MATERIAL UNLISTED SUBSIDIARIES:**

All the material subsidiaries of the Company had undertaken Secretarial Audit for Financial Year 2024-25 pursuant to Section 204 of the Act and the said report forms part of such subsidiaries' respective annual reports. The Secretarial Audit Report of unlisted Material Subsidiary Company, viz. A. K. Stockmart Private Limited is attached as **Annexure – 3** to this report pursuant to Regulation 24A of the Listing Regulations.

**23. BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL OF THE COMPANY:****I. COMPOSITION OF THE BOARD:**

As on March 31, 2025, the Board of Directors of your Company comprised of Seven Directors of which Three are Executive Directors, One Woman Non-Executive Non-Independent Director and Three are Non-Executive Independent Directors. The Chairman of the Board is Non-Executive Independent Director.

The composition of the Board is in consonance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and in accordance with the applicable provisions of the Companies Act, 2013, as amended from time to time.

The details of the board composition are provided in '**Corporate Governance Report**' forming part of the Annual Report.

**II. RETIREMENT BY ROTATION:**

In accordance with the Articles of Association of the Company and the provisions of the Section 152 of the Companies Act, 2013, Mr. Vikas Jain (DIN: 07887754), will retire by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.

The requisite agenda for re-appointment of Mr. Vikas Jain (DIN: 07887754) is incorporated in the notice of ensuing Annual General Meeting.

**III. RE-APPOINTMENT OF INDEPENDENT DIRECTORS:**

The Members of the Company at their 31st Annual General Meeting held on September 21, 2024 had appointed Mr. Ashish Vyas (DIN: 10264901) as the Independent Director of the Company for a period of 3 year commencing from August 5, 2024 to August 4, 2027.

**IV. APPOINTMENTS SINCE LAST ANNUAL GENERAL MEETING**

Based on recommendation of the Nomination and Remuneration Committee of the Board and Board of Directors of the Company, the shareholders vide postal ballot concluded on April 10, 2025, approved the re-appointment of Mr. A. K. Mittal (DIN: 00698377) as the Managing Director of the Company with effect from April 1, 2025 for a further period of 5 years i.e. upto March 31, 2030 (both days inclusive), who shall be liable to retire by rotation.

**V. KEY MANAGERIAL PERSONNEL:**

The following persons are the Whole-time Key Managerial Personnel's of the Company as per the provisions of Section 203 of the Companies Act, 2013 as on March 31, 2025:

|                    |   |  |
|--------------------|---|--|
| Mr. A. K. Mittal   | - | Managing Director                        |
| Mr. Ashish Agarwal | - | Whole-time Director                      |
| Mr. Vikas Jain*    | - | Whole-time Director                      |
| Mr. Mahesh Bhootra | - | Chief Financial Officer                  |
| Mr. Tejas Dawda    | - | Company Secretary and Compliance Officer |

\* Re-designated as Non-Executive Director w.e.f. May 23, 2025.

**Changes in Whole-time Key Managerial Personnel's:**

Mr. Tejas Dawda tendered his resignation as Company Secretary and Compliance Officer of the Company w.e.f. July 12, 2025 and subsequently, Mr. Subodh More has been appointed as Company Secretary and Compliance Officer of the Company w.e.f. July 12, 2025.

**24. DECLARATION BY INDEPENDENT DIRECTORS:**

The Company has received necessary declarations from all the Independent Directors of the Company confirming that they fulfill the criteria of Independence prescribed both under Section 149(6) of the Companies Act, 2013 and Regulation 16(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and that they have complied with the Code of Conduct for Independent Directors as specified in Schedule IV to the Act.

Further, the Independent Directors of the Company have registered themselves with the Indian Institute of Corporate Affairs (IICA) for recording their names and other requisite details in the Databank of Independent Directors maintained with IICA.

In terms of Section 150 of the Act read with Rule 6(4) of the Companies (Appointment & Qualification of Directors) Rules, 2014, Mr. Rajiv Bakshi (DIN: 00264007), Independent Director on the Board of the Company is exempted from appearing in the online proficiency self-assessment test conducted by the IICA.

Further, Mr. Vinod Kumar Kathuria (DIN: 06662559) and Mr. Ashish Vyas (DIN: 10264901) have duly cleared the online proficiency self-assessment test conducted by the IICA. The Board is of the opinion that Independent Directors of the Company hold highest standards of integrity and possess requisite qualifications, expertise & experience.

## 25. DECLARATION FROM DIRECTORS AND PRACTISING PROFESSIONAL:

Based on the written representations as received from the Directors of the Company, none of the Directors of the Company is disqualified to act as a director as on March 31, 2025.

M/s. Ragini Chokshi & Co, Practicing Company Secretaries and Secretarial Auditor of the Company, have also certified that none of the Directors of the Company have been debarred or disqualified from being appointed or continuing as director of the Company by SEBI or Ministry of Corporate Affairs or any such other statutory authority. The certificate received from Secretarial Auditor to this effect forms **Annexure – 6** to this Board's Report.

## 26. PERFORMANCE EVALUATION AND MEETING OF INDEPENDENT DIRECTORS:

With the objective of enhancing the effectiveness of the Board, the Nomination and Remuneration Committee formulated the methodology and criteria to evaluate the performance of the Board, its Committee, and each Director.

The evaluation of the performance of the Board, Committees and each Director is based on the approved criteria laid down in the Nomination and Remuneration Policy of the Company.

The Independent Directors also held a separate meeting to review the performance of the non-independent Directors, the Chairman of the Company, the overall performance of the Board along with its Committees.

The details of performance evaluation conducted during the Financial Year 2024-25 is provided in 'Corporate Governance Report' forming part of the Annual Report.

## 27. MEETINGS OF THE BOARD:

Regular meetings of the Board are held to discuss and decide on various business policies, strategies, financial matters and other businesses. During the year under review, the Board met Four times. The details of the Board Meetings and the attendance of the Directors at the meetings are provided in the Corporate Governance Report, which forms part of this Annual Report. The maximum interval between any two meetings did not exceed 120 days.

## 28. BOARD COMMITTEES:

### I. MANDATORY COMMITTEES

The Board of Directors has four Mandatory Committees, viz.

- i. Audit Committee
- ii. Nomination and Remuneration Committee
- iii. Stakeholders' Relationship Committee
- iv. Corporate Social Responsibility Committee

The details of all the Mandatory Committees along with their Composition, Terms of Reference and Meetings held during the year are provided in 'Corporate Governance Report' forming part of the Annual Report.

### II. NON-MANDATORY COMMITTEES

In addition to the above referred Mandatory Committees, the Board has also formed the following Committees of the Board and delegated powers and responsibilities with respect to specific purposes:

- i. Banking and Investment Committee
- ii. Management Committee

Details of Non-Mandatory Committees as mentioned above along with their Composition and Terms of Reference are provided in 'Corporate Governance Report' forming part of the Annual Report.

## 29. NOMINATION AND REMUNERATION POLICY:

The Company's policy on Directors' appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a Director and other matters provided under Section 178(3) of the Act is mentioned and elaborated in the Nomination and Remuneration Policy.

The Nomination and Remuneration Policy is attached as **Annexure – 1** to this Report.

## 30. CORPORATE SOCIAL RESPONSIBILITY:

In accordance with the requirements of the provisions of Section 135 of the Act read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, the Company has constituted a Corporate Social Responsibility ("CSR") Committee. The Composition and Terms of Reference of the CSR Committee is provided in the Corporate Governance Report forming part of this Annual Report.

The Company has also formulated a CSR Policy which is available on the website of the Company at

<https://www.akgroup.co.in/docs/CORPORATE%20SOCIAL%20RESPONSIBILITY%20POLICY-2025.pdf>

The details of CSR activities undertaken during the Financial Year 2024-25 by the Company is attached as **Annexure – 2** and forms an integral part of this Report.

**31. WHISTLE BLOWER POLICY AND VIGIL MECHANISM:**

Pursuant to Section 177(9) of the Companies Act, 2013 and the rules made thereunder and as per Regulation 22 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has in place a Whistle Blower Policy ('Vigil Mechanism') for reporting genuine concerns over happening of instances of any irregularity, unethical practice and/or misconduct involving the directors and employees. The Policy may be accessed on the Company's website at the link:

<https://www.akgroup.co.in/docs/Vigil%20mechanism%20WhistleBlower%20policy.pdf>

There was no instance of any such reporting received during the year under review.

**32. POLICY FOR PREVENTION, PROHIBITION AND REDRESSAL OF SEXUAL HARASSMENT OF WOMEN AT WORKPLACE:**

The Company has adopted a Policy on Prevention, Prohibition and Redressal of Sexual Harassment of Women at Workplace at group level and has duly constituted an Internal Complaints Committee (ICC) in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules made thereunder. The Policy has been widely communicated internally and is placed on the Company's website.

Internal Complaints Committee has been set up to redress complaints received regarding sexual harassment.

The details of Complaints under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, are as below:

| Sr. No. | Particulars   | Details |
|---------|---|---------|
| 1       | Sexual Harassment Complaints received                         | NIL     |
| 2       | Sexual Harassment Complaints disposed off                     | NIL     |
| 3       | Number of Sexual Harassment Complaints pending beyond 90 days | NIL     |

The Annual Report for the calendar year 2024 prepared by the Internal Complaints Committee of the Company as per the provisions of Section 21 of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 read with Rule 14 of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Rules, 2013 was duly submitted to The District Officer-Women and Child Development located at Chembur.

**33. COMPLIANCE WITH MATERNITY BENEFIT ACT:**

The Company complies with respect to the provisions of Maternity Benefit Act, 1961. Also, the company remains committed to supporting the rights and welfare of women employees in accordance with applicable labour laws.

**34. MANAGEMENT DISCUSSION & ANALYSIS REPORT AND CORPORATE GOVERNANCE REPORT:**

The Report on Management Discussion and Analysis for the year under review as required under Regulation 34(2) of the Listing Regulations is set out separately and forms part of this Annual Report.

A Report on Corporate Governance as stipulated under Regulations 17 to 27 and Para C, D, and E of Schedule V of the Listing Regulations, as amended from time to time, is set out separately and forms part of this Report. The Company has been in compliance with all the norms of Corporate Governance as stipulated in Regulations 17 to 27 and Clauses (b) to (i) of Regulation 46(2) and Para C, D, and E of Schedule V of the Listing Regulations, as amended from time to time.

**35. SECRETARIAL AUDIT REPORT:**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the rules made thereunder, the Company has appointed M/s. Ragini Chokshi & Co, Practicing Company Secretaries, Mumbai, to conduct the Secretarial Audit of the Company for Financial Year ended March 31, 2025. The Company provided all the reasonable assistance and essential facilities to the Secretarial Auditors for conducting their audit.

The Secretarial Audit Report is appended as **Annexure – 3** to this Report.

There is no qualification, reservation, adverse remark or disclaimer made by the Auditor in their Report.

In accordance with SEBI Circular no. CIR/CFD/CMD1/27/2019 dated February 08, 2019, the Company has obtained, from the Secretarial Auditors of the Company an Annual Secretarial Compliance Report. The copy of Secretarial Compliance Certificate for the financial year ended March 31, 2025 is available on the Website of the Company at the below link:

[https://www.akgroup.co.in/docs/Annual%20Secretarial%20Compliance%20Report\\_signed.pdf](https://www.akgroup.co.in/docs/Annual%20Secretarial%20Compliance%20Report_signed.pdf)

There is no qualification, reservation, adverse remark or disclaimer made by the Auditor in the Secretarial Compliance Certificate.

**36. SIGNIFICANT AND MATERIAL ORDERS PASSED BY REGULATORS AND COURTS:**

There is no significant and material order passed by the Regulators or Courts or Tribunals impacting the going concern status and Company's operation in future during the Financial Year 2024-25.

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

The operations of the Company are not energy intensive. However, adequate measures for conservation of energy, usage of alternate sources of energy and investments for energy conservation, wherever required have been taken. The Company makes all efforts towards conservation of energy, protection of environment and ensuring safety.

The Company recognizes the significance of robust IT infrastructure in the current era, where it is crucial to offer clients faster and more efficient services. Towards this end, the Company makes a sizeable investment each year to ensure adoption of best technologies that can streamline operations, brings in efficiency and enable to provide better customer service to make the Company more competitive in the market.

Your Company has no foreign exchange earnings and outgo during the Financial Year 2024-25.

### 38. ACHIEVEMENTS & AWARDS:

The brief details of recognition, awards and accolades are provided in the Management Discussion and Analysis Report, which forms part of this Annual Report.

### 39. DEPOSITORY SYSTEM:

The Equity Shares of the Company are compulsorily traded in electronic form. As on March 31, 2025, out of the Company's total paid-up Equity Share Capital comprising of 66,00,000 Equity Shares, 65,86,887 Equity Shares (constituting 99.80% of the paid-up share capital) have been dematerialized.

As per SEBI notification No. SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018 and further amendment vide notification No. SEBI/LAD-NRO/GN/2018/49 dated November 30, 2018, requests for effecting transfer of securities is not processed from April 1, 2019 unless the securities are held in the dematerialised form with the depositories.

Further, with effect from January 24, 2022, transmission or transposition of securities held in physical or dematerialised form is also effected only in dematerialised form.

Therefore, Members holding securities in physical form are requested to take necessary action to dematerialize their holdings.

### 40. INVESTOR EDUCATION AND PROTECTION FUND (IEPF):

In accordance with the applicable provisions of Companies Act, 2013 read with Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), all unclaimed dividends are required to be transferred by the Company to the IEPF, after completion of seven (7) years. Further, according to IEPF Rules, the shares on which dividend has not been claimed by the shareholders for seven (7) consecutive years or more shall be transferred to the demat account of the IEPF Authority.

The information pertaining to unclaimed and un-encashed dividends for last seven years and the details of such members whose unclaimed dividend / shares have been transferred to IEPF Authority is also available on the Company's website [www.akgroup.co.in](http://www.akgroup.co.in)

During the year, the Company has transferred the unclaimed and un-encashed dividends for the financial year 2016-17 of INR 2,62,266/- (Indian Rupees Two Lakhs Sixty Two Thousand Two Hundred and Sixty Six only) to IEPF Authority. Further, the unclaimed and un-encashed dividends for the financial year 2017-18 of INR 2,45,076/- (Indian Rupees Two Lakhs Forty Five Thousand and Seventy Six Only) is due for transfer to IEPF Authority in October 2025.

### 41. COMPLIANCE WITH SECRETARIAL STANDARD:

The Company has complied with Secretarial Standards issued by Institute of Company Secretaries of India (ICSI) on Meetings of the Board of Directors (SS-1) and General Meeting (SS-2) including relaxation provided therein.

### 42. WEBLINK OF ANNUAL RETURN:

A weblink of Annual Return for the Financial Year ended March 31, 2025, in Form MGT – 7 as required under Section 92 (3) of the Act read with Rule 12 of the Companies (Management and Administration) Rules, 2014 is available on the website of the Company at the link: [https://www.akgroup.co.in/docs/FORM%20MGT-7\\_FY%202024-25.pdf](https://www.akgroup.co.in/docs/FORM%20MGT-7_FY%202024-25.pdf)

### 43. PARTICULARS OF EMPLOYEES:

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Companies Act, 2013, read with Rule 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and amendments thereto, are provided in the Annual Report and is attached as **Annexure – 5** and forms an integral part of this Report.

Information as required in terms of the provisions of Section 197(12) of the Companies Act, 2013, read with Rules 5(2) and 5(3) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is available for inspection by the Members at the Registered Office of the Company between 2 p.m. to 4 p.m. on any working day (Monday to Friday) up to the date of 32nd Annual General Meeting of the Company. Any member who is interested in obtaining such information may write to the Company Secretary and the same will be furnished on such request.

Further, the following are the number of employees as on the closure of Financial Year:

|              |           |
|--------------|-----------|
| Female       | 17        |
| Male         | 71        |
| Transgender  | 0         |
| <b>Total</b> | <b>88</b> |

**44. THE DETAILS OF APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 DURING THE YEAR ALONG WITH THEIR STATUS AS AT THE END OF THE FINANCIAL YEAR:**

As on March 31, 2025, there is no proceeding pending under the Insolvency and Bankruptcy Code, 2016.

**45. THE 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:**

There is no one-time settlement done with bank or any financial institution.

**46. CAUTIONARY STATEMENT:**

The statement in the Directors' Report and the Management Discussion and Analysis Report describing the Company's objectives, expectations or predictions, may be forward looking within the meaning of applicable securities laws and regulations. Actual results may differ materially from those expressed in the statement. These risks and uncertainties include the effect of economic and political conditions in India, volatility in interest rates, new regulations and Government policies that may impact the Company's business as well as its ability to implement the strategy. The Company does not undertake to update these statements.

**47. ACKNOWLEDGEMENT:**

Your Directors wish to place on record their deep and sincere gratitude for the valuable guidance and support received from the Depository Participants, Government Authorities, Regulators, Stock Exchanges, Bankers of the Company, Auditors of the Company, Other Statutory Bodies, Clients, Consultants, Advisors, Registrar & Share Transfer Agent, Financial Institutions and Business Partners. Your Directors would also like to take this opportunity to express their gratitude to the Members of the Company for their trust and support. The Board also wishes to thank the employees of the Company and its subsidiaries at all levels for the dedicated services rendered by them. Your Directors look forward to your continuing support.

**On behalf of the Board of Directors**

**A. K. Mittal**  
**Managing Director**  
**(DIN: 00698377)**

**Ashish Agarwal**  
**Whole-time Director**  
**(DIN: 08064196)**

Place: Mumbai

Date: August 7, 2025



## NOMINATION AND REMUNERATION POLICY

### ANNEXURE -1

#### 1. **INTRODUCTION:**

One of the vital values of an enterprise includes experience, skills, innovativeness and insights of its employees, officers, directors, senior management, Key Managerial Personnel (“KMP”) and other human resource. A. K. Capital Services Limited (the “Company”) believes in transparency in evaluating the performances of its Directors, KMPs, Senior Management and employees of the Company and paying equitable remuneration to them. The Company recognizes its human resource as an invaluable asset.

In terms of the applicable provisions of the Companies Act, 2013 (“Act”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (as amended from time to time), this policy has been formulated by the Nomination and Remuneration Committee and approved by the Board.

#### 2. **OBJECTIVES OF THE POLICY:**

The Key objectives of the Policy are:

- a) That the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Company successfully.
- b) That the relationship of remuneration to performance is clear and meets appropriate performance benchmarks.
- c) To formulate criteria for evaluation of performance of the Board of Directors and Members of other Committees of the Board, KMPs and Senior Management and other employees of the Company and recommend remuneration payable to them to the Board.
- d) To formulate criteria for evaluation of Chairman, Independent Directors, Board as a whole and the Committees of the Board.
- e) To formulate the criteria for determining qualifications, positive attributes and independence of a directors and recommend to the Board a policy relating to the remuneration of Directors, KMP and other employees.
- f) To evaluate the performance of the members of the Board and provide necessary report to the Board for further evaluation of the Board.
- g) To assist the Board in fulfilling responsibilities.
- h) To retain, motivate and promote talent and to ensure their sustainability and create competitive advantage.
- i) To implement and monitor policies and processes regarding principles of corporate governance.

#### 3. **DEFINITIONS:**

All the words and expressions used in the Policy, unless defined hereafter, shall have meaning respectively assigned to them under Listing Regulations and in absence of its definition or explanation therein, as per the Act and Rules, Notifications and Circulars made/ issued thereunder, as amended, from time to time.

- a) ‘**Act**’ means the Companies Act, 2013 and the rules framed there under.
- b) ‘**Board of Directors**’ or ‘**Board**’ in relation to a Company, means the collective body of the Directors of the Company.
- c) ‘**Company**’ means A. K. Capital Services Limited.
- d) ‘**Director**’ means a Director appointed to the Board of the Company. The term Director shall mean and include Whole-time Director & Non-Executive Directors (NEDs) (including Independent Directors) of the Company. However, the term shall not include the employees occupying the functional designation of Director within the organization.
- e) ‘**Independent Director**’ means an independent director referred to in sub-section (6) of Section 149 of Companies Act, 2013 and Regulation 16 (b) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- f) ‘**Key Managerial Personnel (KMP)**’ mean key managerial personnel as defined under sub-section (76) of Section 2 of the Companies Act, 2013.
- g) ‘**Policy**’ means this Nomination and Remuneration Policy of the Company.
- h) ‘**Senior Management**’ shall mean officers/personnel of the listed entity who are members of its core management team excluding board of directors and normally this shall comprise all members of management one level below the “Chief Executive Officer/Managing Director/Whole Time Director/Manager” (including chief executive officer/manager, in case they are not part of the board) and shall specifically include the functional heads, by whatever name called and the persons identified and designated as KMP, other than the board of directors, by the Company.
- i) ‘**Whole-time Director**’ means a director in the whole-time employment of the Company and includes Managing Director.

#### 4. **INTERPRETATION:**

Terms that have not been defined in this policy shall have the same meaning assigned to them in the Companies Act, 2013, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and/or any other Act/Regulation as may be in force and as and when it is amended from time to time.

**5. APPLICABILITY OF THE POLICY:**

This Policy is applicable to:

- a) Directors viz. Whole-time Director, NEDs and Independent Directors;
- b) KMP;
- c) Senior Management.

**6. NOMINATION AND REMUNERATION COMMITTEE:**

- a) The Board of Directors of the Company shall constitute the Committee to be known as the Nomination and Remuneration Committee consisting of three or more NEDs out of which atleast two third is Independent Directors. The Committee shall comprise of atleast 3 Directors at all times.
- b) The Chairperson of the Committee shall be an Independent Director. The Chairperson of the Company (whether Executive or Non-Executive) may be appointed as member of the Nomination and Remuneration Committee but shall not Chair such Committee.
- c) The quorum for a meeting of the Nomination and Remuneration Committee shall be either two members or one third of the members of the committee, whichever is greater, including at least one independent director in attendance.
- d) The Nomination and Remuneration Committee shall meet at least once in a financial year.
- e) Role of Nomination & Remuneration Committee inter-alia, shall include the following:
  - (i) formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, KMP and other employees;
  - (ii) formulation of criteria for evaluation of performance of independent directors and the board of directors;
  - (iii) devising a policy on diversity of board of directors;
  - (iv) identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal;
  - (v) whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;
  - (vi) recommend to the board, all remuneration, in whatever form, payable to senior management;
  - (vii) to perform such other duties and responsibilities as enumerated in the Act, Listing Regulations and/or informed by the Board of Directors of the Company from time to time.

**7. APPOINTMENT OF DIRECTORS, KMP AND SENIOR MANAGEMENT:**

- a) The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his/ her appointment.
- b) The Committee shall have the discretion to decide whether qualification, expertise and experience possessed by a person is sufficient/ satisfactory for the concerned position.
- c) Appointment of Independent Director is subject to compliance of provisions of Section 149 of the Act read with Schedule IV, rules made thereunder, other applicable regulations of Listing Regulations and Circulars as issued by BSE from time to time.
- d) In addition to the above, the appointment of directors including managing directors, whole time directors, NEDs and independent directors shall be in accordance with the provisions of the Act, including Schedules IV and V of the Act and the Rules made thereunder and the other applicable regulations of the Listing Regulations.
- e) The Company shall not appoint or continue employment of any person as Managing Director or Whole-time Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.
- f) The Company shall not appoint or continue employment of any person as NED who has attained the age of seventy five years. Provided that the term of the person holding this position may be extended beyond the age of seventy five years with the prior approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy five years.

**8. TERM/ TENURE:****a) Managing Director/ Whole-time Director:**

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

**b) Independent Director:**

- (i) An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

- (ii) No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.
  - (iii) No independent director, who resigns from the Company, shall be appointed as an executive / whole time director on the board of the Company, its holding, subsidiary or associate company or on the board of a company belonging to its promoter group, unless a period of one year has elapsed from the date of resignation as an independent director.
  - (iv) At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director/ Managing Director of a listed company or such other number as may be prescribed under the Act.
- c) Senior Management personnel/ KMP:** Further the term/ tenure of Senior Management personnel & KMP of the Company shall be governed by the prevailing HR Policy of the Company.

**9. EVALUATION :**

The Committee shall carry out evaluation of performance of every Director, members of committees of the Board, KMP, Board Committees, Board as a whole and Senior Management, at regular interval (at least once in every year). The results of performance evaluation shall be the basis of remuneration proposed/ amended from time to time by the Committee.

**10. REMOVAL:**

Due to reasons for any disqualification mentioned in the Act, Policies of the Company, or under any other applicable Act, rules and regulations there under, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the said Act, rules and regulations.

**11. RETIREMENT:**

The Director, KMP and Senior Management Personnel may retire as per the applicable provisions of the Act and the prevailing policy of the Company. Subject to applicable provisions of laws, the Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position/ remuneration or otherwise even after attaining the retirement age, for the benefit of the Company

**12. FAMILIARISATION OF THE NON-EXECUTIVE DIRECTORS (NED'S) INCLUDING INDEPENDENT DIRECTORS WITH THE COMPANY:**

Regulation 25(7) of the Listing Regulations as amended from time to time, requires a Company to provide suitable training to its Independent Directors to familiarize them inter alia with the company, their roles, rights, responsibilities in the company, nature of industry in which the company operates and the business model of the company.

Accordingly, in order to familiarize the Company's NEDs including Independent Directors with the Company's functioning and their roles, responsibilities, etc. the Company may undertake the following:

- a) The newly appointed NEDs including Independent Directors shall be provided with a copy of the Memorandum and Articles of Association, all the applicable codes, policies, etc. formulated and adopted from time to time.
- b) The newly appointed NEDs including Independent Directors may also be introduced to certain key members of the Senior Management of the Company.
- c) A detailed briefing on the roles and responsibilities of Independent Directors shall also be provided to the Independent Directors as part of their appointment letters.
- d) To provide details of any changes/ amendments in the laws impacting the working of the Company.

**13. DUTIES OF INDEPENDENT DIRECTORS:**

Duties of the Independent Directors shall be as specified in Schedule IV of the Act and other applicable provisions of Law.

**14. CRITERIA FOR REMUNERATION:**

**a) Whole-time Directors:**

Amongst other, key evaluation criteria/Performance Benchmark shall be the guiding force or key indicators while determining the remuneration of Whole-time Directors.

**b) Non-Executive Directors including Independent Directors:**

The Nomination and Remuneration Committee shall decide the basis for determining the compensation, both Fixed and variable, payable to the NEDs, including Independent Directors, whether as commission or otherwise. It shall take into consideration various factors such as director's participation in Board and Committee meetings during the year, other responsibilities undertaken, such as membership or Chairmanship of committees, time spent in carrying out their duties, role and functions as envisaged in Schedule IV of the Act and Listing Regulations and such other factors as may deem fit for determining the compensation. The Board shall determine the compensation to NEDs within the overall limits specified in the Shareholders resolution, if applicable.

**c) Key Managerial Personnel/ Senior Management**

Remuneration to KMPs of the Company, who is in whole time employment, designated by the Board as KMP shall be determined by the Nomination and Remuneration Committee from time to time. The remuneration shall be consistent with the competitive position of the salary for similar positions in the industry and their qualifications, experience, roles and responsibilities. Pursuant to the provisions of Section 203 of the Act, the Board shall approve the remuneration at the time of their appointment.

**15. REMUNERATION TO DIRECTORS, KMP & SENIOR MANAGEMENT :**

- a) The Remuneration/ Compensation/ Commission etc. to be paid to Director/ Whole-time Directors/ KMP/ Senior Management etc. shall be governed as per the provisions of Section 149, 197 read with Schedule V and such other applicable provisions of the Act and Rules made there under or any other enactment for the time being in force, and pursuant to Regulation 17 & 19 and other such applicable regulations of Listing Regulations.
- b) The Nomination and Remuneration Committee shall make such recommendations to the Board of Directors, as it may consider appropriate with regard to remuneration to Director/ Whole-time Directors/ KMP/ Senior Management.
- c) Subject to the applicable provisions of law for the time being in force and appropriate consents and permissions, the Nomination and Remuneration Committee of the Board shall have power to determine remuneration and modify/ amend the same within the overall limits of Section 197 read with Schedule V of the Act, applicable provisions of Listing Regulations & the Act and rules made thereunder. The remuneration may be decided as fixed and/or variable or combination of both.
- d) In case of inadequacy of profits, the remuneration may be recommended/ paid to the Whole-time Directors as well as NEDs including Independent Directors on the Board in line with the provisions of Section 149, 197 read with Schedule V of the Act and Rules made thereunder subject to the passing of special resolution by the members of the Company as and when applicable. The amount of sitting fees to Independent Directors shall be subject to ceiling/ limits as provided under Act and rules made there under or any other enactment for the time being in force.
- e) The fees or compensation payable to Executive directors who are Promoters or members of the Promoter group, shall be subject to the approval of the Shareholders by special resolution in general meeting, if-
  - (i) The annual remuneration payable to such executive director exceeds INR 5 crores or 2.5 per cent of the net profits of the listed entity, whichever is higher; or
  - (ii) where there is more than one such director, the aggregate annual remuneration to such directors exceeds 5 per cent of the net profits of the listed entity:

Provided that the approval of the shareholders shall be valid only till the expiry of the term of such director.
- f) Approval of shareholders by way of special resolution shall be obtained every year, in which the annual remuneration payable to a single NED exceeds 50% of total remuneration payable to all NEDs, giving details of remuneration thereof. The amount of such remuneration shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors or shareholders, as the case may be.
- g) An Independent Director shall not be eligible to get stock options and also shall not be eligible to participate in any share based payment schemes of the Company.
- h) The remuneration to Key Managerial Personnel and Senior Management shall consist of fixed pay and incentive pay, in compliance with the provisions of the Act and in accordance with the Company's Policy. The Fixed pay shall include monthly remuneration, employer's contribution to Provident Fund, contribution to pension fund, pension schemes, etc. as decided from time to time. The Incentive, if any shall be decided based on the balance between performance of the Company and performance of the Key Managerial Personnel and Senior Management, to be decided annually or at such intervals as may be considered appropriate.

**16. NOMINATION DUTIES:**

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

- a) Shall identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal;
- b) Ensuring that there is an appropriate induction in place for new Directors and members of Senior Management and reviewing its effectiveness;
- c) Ensuring that on appointment to the Board, NEDs receive a formal letter of appointment in accordance with the guidelines provided under the Act. The letter of appointment / re- appointment to be issued to the Independent Director shall inter alia also set out the matters as stated in Schedule IV of the Act and shall be placed on the website of the Company;
- d) Identifying and recommending Directors who are to be put forward for retirement by rotation;
- e) Determining the appropriate size, diversity and composition of the Board;
- f) Setting a formal and transparent procedure for selecting new Directors for appointment to the Board;
- g) Developing a succession plan for the Board and Senior Management and regularly reviewing the plan;
- h) Evaluating the performance of the Board members and Senior Management in the context of the Company's performance from business and compliance perspective;
- i) Making recommendations to the Board concerning any matters relating to the continuation in office of any Director at any time including the suspension or termination of service of an Executive Director as an employee of the Company subject to the provision of the law and their service contract. Whether to extend or continue the term of appointment of the independent director, on the basis of report of performance evaluation of independent Directors;

- j) Delegating any of its powers to one or more of its members or the Secretary of the Committee;
- k) Recommend any necessary changes to the Board; and
- l) Considering any other matters, as may be requested by the Board.
- m) NRC shall be authorized to undertake any action / step required to be taken to comply with the requirements prescribed under the Applicable Laws.

**17. REMUNERATION DUTIES:**

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

- a) To consider and determine the Remuneration Policy, based on the performance and also bearing in mind that the remuneration is reasonable and sufficient to attract retain and motivate members of the Board and such other factors as the Committee shall deem appropriate all elements of the remuneration of the members of the Board.
- b) To approve the remuneration of the Senior Management including key managerial personnel of the Company maintaining a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company.
- c) Subject to the provisions of the law, to delegate any of its powers to one or more of its members or the Secretary of the Committee.
- d) To consider taking up Professional indemnity and liability insurance for Directors and Senior Management, if required.
- e) To consider any other matters as may be requested by the Board.

**18. REVIEW AND AMENDMENT IN POLICY:**

The Nomination and Remuneration Committee or the Board may review the Policy as and when it deems necessary. The Company shall reserve the rights to make alterations/ amendments to the Policy from time to time to ensure compliance with any modification, amendment or supplementation to the Act and rules made there under, the Listing Regulations, the Securities and Exchange Board of India Act, 1992 and rules/ regulations/ guidelines made there under, the Memorandum and Articles of Association of the Company or as may be otherwise prescribed by the Board from time to time.

In case of any amendments in the provisions of the Act, which makes any of the provisions/ clauses in the Policy inconsistent with the Act, then the provisions of the Act would prevail over the Policy and the Policy shall stand amended effective from date of such amendments, as notified from time to time.

**19. DESSIMINATION:**

The details of the Policy and the evaluation criteria as applicable shall be disclosed in the Annual Report as part of Board's Report therein.



**REPORT ON CSR ACTIVITIES FOR FINANCIAL YEAR 2024 - 25**

[Pursuant to Section 135 of the Companies Act, 2013 and Rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014]

- 1. A BRIEF OUTLINE ON CSR POLICY OF THE COMPANY:** A detailed CSR Policy was framed by the Company with approvals of the CSR Committee and Board of Directors. The Policy, inter alia, covers the following:

- i. Objective
- ii. Role of CSR Committee
- iii. List of CSR activities
- iv. CSR Expenditure
- v. Implementation of CSR policy
- vi. Monitoring and reporting Mechanism

The CSR Policy is in compliance with the provisions of the Companies Act, 2013 ("Act"), including amendment thereto.

The Company's participation focuses on those funds which shall supplement and complement government efforts to scale up the capacity of the public health system and ability to deal with crisis.

The Company undertakes/ supports/ finances the projects/funds keeping in view the applicable provisions of Section 135 read with Schedule VII of the Act and CSR Policy of the Company.

**2. COMPOSITION OF CSR COMMITTEE:**

| Sr. No. | Name of Director   | Designation / Nature of Directorship | Number of meetings of CSR Committee a Director is entitled to attend | Number of meetings of CSR Committee attended during the year |
|---------|--------------------|--------------------------------------|--|--|
| 1.      | Mr. A. K. Mittal   | Chairman / Managing Director         | 1  | 1  |
| 2.      | Mr. Ashish Vyas    | Member / Independent Director        | 1  | 1  |
| 3       | Mr. Ashish Agarwal | Member / Whole-time Director         | 1  | 1  |

**3. WEB-LINK OF THE DISCLOSURES:**

|                              |   |
|------------------------------|---|
| Composition of CSR committee | <a href="https://www.akgroup.co.in/docs/DETAILS%20OF%20BOARD%20COMMITTEES_DEC.PDF">https://www.akgroup.co.in/docs/DETAILS%20OF%20BOARD%20COMMITTEES_DEC.PDF</a>                         |
| Company's CSR policy         | <a href="https://www.akgroup.co.in/docs/CORPORATE%20SOCIAL%20RESPONSIBILITY%20POLICY-2025.pdf">https://www.akgroup.co.in/docs/CORPORATE%20SOCIAL%20RESPONSIBILITY%20POLICY-2025.pdf</a> |
| CSR projects                 | <a href="https://www.akgroup.co.in/docs/CORPORATE%20SOCIAL%20RESPONSIBILITY%20POLICY-2025.pdf">https://www.akgroup.co.in/docs/CORPORATE%20SOCIAL%20RESPONSIBILITY%20POLICY-2025.pdf</a> |

- 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 sub-section (5) of section 135: INR 36,18,34,224/-
- b) Two percent of average net profit of the company as per section 135(5): INR 72,36,684/-
- c) Surplus arising out of the CSR Projects or programmes or activities of the previous financial years: INR 5,423/-
- d) Amount required to be set off for the financial year, if any: INR 5,423/-
- e) Total CSR obligation for the financial year (b+c-d): INR 72,31,261/-

**6.**

- a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project): INR 72,35,000/-
- b) Amount spent on Administrative Overheads: NA
- c) Amount spent on Impact Assessment, if applicable: NA
- d) Total amount spent for the Financial Year (a+b+c): INR 72,35,000/-
- e) CSR amount spent or unspent for the Financial Year:

| Total Amount Spent for the Financial Year (in INR) | Amount Unspent (in INR)   |                  |   |                 |                  |
|--|---|------------------|---|-----------------|------------------|
|  | Total Amount transferred to Unspent CSR Account as per Section 135(6) |                  | Amount transferred to any fund specified under Schedule VII as per second proviso to Section 135(5) |                 |                  |
|  | Amount (in INR)   | Date of transfer | Name of the Fund  | Amount (in INR) | Date of transfer |
| INR 72,35,000*                                     | NIL   | Not Applicable   | Not Applicable  | NIL             | Not Applicable   |

\*Note: Detailed bifurcation of Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project) for the Financial Year 2024-25 is given below:

| Sr. No. | Funds as per Schedule VII of Companies Act, 2013 | Amount (in INR)  |
|---------|--|------------------|
| 1       | Clean Ganga Fund                                 | 20,00,000        |
| 2       | Prime Minister's National Relief Fund            | 20,00,000        |
| 3       | PM CARES Fund                                    | 20,00,000        |
| 4       | Swach Bharat Kosh                                | 12,35,000        |
|         | <b>Total</b>                                     | <b>72,35,000</b> |

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

| Sr. No. | Particular  | Amount (in INR) |
|---------|---|-----------------|
| (i)     | Two percent of average net profit of the company as per section 135(5) (after set off by excess of INR 5,423/-) | 72,31,261       |
| (ii)    | Total amount spent for the Financial Year   | 72,35,000       |
| (iii)   | Excess amount spent for the Financial Year [(ii)-(i)]   | 3,739           |
| (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. Details of Unspent CSR amount for the preceding three financial years: Not Applicable**

| Sr. No. | Preceding Financial Year | Amount transferred to Unspent CSR Account under Section 135 (6) (in INR) | Balance Amount in Unspent CSR Account under sub-section (6) of section 132 (in INR) | Amount spent in the reporting Financial Year (in INR) | Amount transferred to any fund specified under Schedule VII as per section 135(6), if any |                 |                  | Amount remaining to be spent in succeeding Financial Years (in INR) | Deficiency, if any |
|---------|--------------------------|--|---|---|---|-----------------|------------------|---|--------------------|
|         |                          |  |   |   | Name of the Fund  | Amount (in INR) | Date of transfer |   |                    |
| -       | -                        | -  | -   | -   | -   | -               | -                | -   | -                  |
| -       | -                        | -  | -   | -   | -   | -               | -                | -   | -                  |

**8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year: No**

**9. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5): Not Applicable**

**For and on behalf of A. K. Capital Services Limited**

Date: August 7, 2025  
Place: Mumbai

**A. K. Mittal**  
(DIN: 00698377)  
(Managing Director  
& Chairman CSR Committee)

**Ashish Agarwal**  
(DIN: 08064196)  
(Whole-time Director  
& Member CSR Committee)

**SECRETARIAL AUDIT REPORT**

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

**FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025**

To,

**The Members,**

**A. K. Capital Services Limited**

CIN- L74899MH1993PLC274881

603, 6th Floor, Windsor, Off CST Road,

Kalina, Santacruz (East), Mumbai - 400 098

We, Ragini Chokshi & Co, Company Secretaries, have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s. **A. K. Capital Services Limited** ("AK Capital"/ "Company") having its Registered Office at 603, 6th Floor, Windsor, Off CST Road, Kalina, Santacruz (East), Mumbai -400 098. 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 the verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the Company has, during the audit period covering the financial year ended as on March 31, 2025 has complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by AK Capital for the financial year ended as on March 31, 2025 according to the provisions of:

- (i) The Companies Act, 2013 ('the Act') and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder (to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings);
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(Not applicable during the audit period)**
  - (d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulation 2021; **(Not applicable during the audit period)**
  - (e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
  - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; **(Not applicable during the audit period)**
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; **(Not applicable to the Company during the audit period)**
  - (h) The Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018; **(Not applicable during the audit period)**
  - (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulation, 2015")
- (vi) We have relied on the representation made by the Company and its officer and compliance mechanism prevailing in the Company and on examination of documents on test check basis for compliance of the following specific applicable laws and rules made thereunder, being laws that are applicable to the Company based on their sector/ industry.
  - 1) The Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992 including Guidelines, Circulars & Notifications issued by SEBI & Stock Exchanges therein under.
  - 2) The Securities and Exchange Board of India (Investment Advisers) Regulations, 2013, including Guidelines, Circulars & Notifications issued by SEBI & Stock Exchanges therein under
  - 3) The Prevention of Money Laundering Act, 2002
  - 4) The Securities and Exchange Board of India (Intermediaries) Regulations, 2008

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Uniform Listing Agreement(s) entered into by the Company with BSE Limited pursuant to SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

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



### **We further report that**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. Further the changes in the composition of the Board of Directors that took place during the period under review was in accordance with the provision of the Companies Act, 2013 & rules made thereunder and SEBI Listing Regulation, 2015.

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

All the decisions at Board and Committee meetings were taken with unanimous approval.

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

**We further report that** during the audit period there were following specific events /actions reported having major bearing on company's operations;

1. Declaration and payment final dividend of INR 8/- (Indian Rupees Eight) per equity share having face value of INR 10/- (Indian Rupees Ten) each for the Financial Year ended March 31, 2024.
2. Declaration and payment of interim dividend at INR 12/- (Indian Rupees Twelve) per equity share having face value of INR 10/- (Indian Rupees Ten) each for the Financial Year 2024-25.
3. Declaration and payment of 2nd interim dividend at INR 12/- (Indian Rupees Twelve) per equity share having face value of INR 10/- (Indian Rupees Ten) each for the Financial Year 2024-25.
4. Re-appointment of Mr. Ashish Vyas as an Independent Director of the Company for a second term.
5. Approval of Members sought at the Annual General Meeting held on September 21, 2024 for Issuance of Commercial Paper aggregating to INR 150 Crores.
6. Approval of Members sought at the Annual General Meeting held on September 21, 2024 for Issuance of Preference Shares of nominal value aggregating to INR 100 Crores.

**FOR RAGINI CHOKSHI & CO**

**UMASHANKAR HEGDE  
(PARTNER)**

**M.No: A22133 # CP No- 11161**

**UDIN: A022133G000343245**

ICSI Unique Code: P1988MH090600

Peer Review Certificate No -4166/2023

**Date: 14/05/2025**

**Place: Mumbai**

### **ANNEXURE TO SECRETARIAL AUDIT REPORT**

To

**The Members,**

**A. K. Capital Services Limited**

**CIN- L74899MH1993PLC274881**

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. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, 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 RAGINI CHOKSHI & CO**

**UMASHANKAR HEGDE  
(PARTNER)**

**M.No: A22133 # CP No- 11161**

**UDIN: A022133G000343245**

ICSI Unique Code: P1988MH090600

Peer Review Certificate No -4166/2023

**Date: 14/05/2025**

**Place: Mumbai**

## Form No. MR-3 SECRETARIAL AUDIT REPORT

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

### FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2025

To

#### The Members

#### A.K. Stockmart Private Limited

601-602, 6th Floor, Windsor, Off CST Road,  
Kalina, Santacruz (East), Mumbai City,  
Mumbai, Maharashtra, India, 400098

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s A.K. STOCKMART PRIVATE LIMITED (CIN: U67120MH2006PTC158932)** (hereinafter called the "Company"). Secretarial Audit was conducted in accordance with the guidance note issued by the Institute of Company Secretaries of India ("ICSI") and in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of the secretarial audit, the explanations and clarifications given to us and the representations made by the Management, we hereby report that in our opinion, the Company has, during the audit period covering 1st April 2024 to 31st March 2025 ("The Reporting Period") complied with the statutory provisions listed hereunder, as amended from time to time and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the audit period 1st April 2024 to 31st March 2025 according to the applicable provisions of:

- i. The Companies Act 2013 and the Rules made thereunder;
- ii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder;
- iv. Foreign Exchange Management Act, 1999 and the applicable rules and regulations made thereunder; **(Not Applicable)**.
- v. The following Regulations and Guidelines are prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act');
  - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 **(Not Applicable)**.
  - b. The SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 **(Not Applicable)**.
  - c. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 **(to the extent applicable)**.
  - d. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 **(Not Applicable)**.
  - e. The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 **(Not Applicable)**.
  - f. The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; - **(Not Applicable)**.
  - g. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with clients **(Not Applicable)**.
  - h. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 **(Not Applicable)**.
  - i. The Securities and Exchange Board of India (Buy-back of Securities) Regulations 2018 **(Not Applicable)**.
  - j. The Securities and Exchange Board of India (Depositories Participants) Regulations 2018.
  - k. The Securities and Exchange Board of India (Stock Brokers) Regulations 1992.
- vi. As the Company was not listed on any recognised stock exchanges, the compliance of Listing Agreements was not applicable.
- vii. The Company has complied with the applicable clauses of Secretarial Standards on Meetings of the Board of Directors (SS-1) and on General Meetings (SS-2) issued by the ICSI.

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

We further report that the Board of Directors of the Company is duly constituted with the proper balance of Executive Directors and Non-Executive Directors. There are no changes in the composition of the Board of Directors during the period under review and the said composition was in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda, and detailed notes on the 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.





All decisions at Board Meetings and Committee Meetings are carried out either unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

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

We further report that during the audit period, there have been no events or actions that had a major bearing on its affairs in pursuance of the above-referred laws, rules, regulations, guidelines, standards, etc.

**For Shivang G Goyal & Associates**

**Shivang Goyal**

**Proprietor**

**FCS - 11801 / C.P. No.- 24679**

**Peer Review: 5644/2024**

**UDIN: F011801G000653981**

Date: 24th June 2025

Place: Thane

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

**"Annexure A"**

To,

**The Members,**

**A.K. Stockmart Private Limited**

601-602, 6th Floor, Windsor, Off CST Road,

Kalina, Santacruz (East), Mumbai City,

Mumbai, Maharashtra, India, 400098

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

1. Maintenance of Secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
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 a test basis to ensure that correct facts are reflected in Secretarial records. We believe that the process 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, regulations, events, etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, and standards is the responsibility of management. Our examination was limited to the verification of procedure on a test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.
7. We further report that, based on the information provided by the Company's officers, authorized representatives during the conduct of the audit and also on the review of internal audit report given by the respective professional taken on record by the Board, in our opinion adequate systems and process and control mechanism exist in the Company to monitor compliance with applicable specific laws like Securities and Exchange Board of India (Stock Broker) Regulations, 1992 and Securities and Exchange Board of India (Depositories and Participants) Regulation, 2018.
8. We further report that the Compliance by the Company of applicable Financial laws like Direct & Indirect tax laws has not been reviewed in this audit since the same has been subject to review by the statutory financial audit and other designated professionals.

**For Shivang G Goyal & Associates**

**Shivang Goyal**

**Proprietor**

**FCS - 11801 / C.P. No.- 24679**

**Peer Review: 5644/2024**

**UDIN: F011801G000653981**

Date: 24th June 2025

Place: Thane

## ANNEXURE - 4

## 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 arm's length transactions under third proviso thereto.**

**I. Details of contracts or arrangements or transactions not at arm's length basis:**

All contracts/arrangements/transactions entered into during the year ended March 31, 2025, were at arm's length basis.

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

**1) Name and Relationship with Related Party: A. K. Capital Finance Limited, Subsidiary**

| Sr. No. | Nature of Transaction  | Value (INR in Lakhs) | Duration   | Salient Terms  | Date of Approval by the Board  | Amount paid in advance |
|---------|--|----------------------|------------|--|--|------------------------|
| 1       | Purchase of Investments (excluding accrued interest)   | 9,644.71             | FY 2024-25 | The related party transactions (RPTs) entered during the year were in the ordinary course of business and on arm's length basis. | Since these RPTs are in the ordinary course of business and are at arm's length basis, approval of the board is not applicable.<br><br>However, the said transactions were part of omnibus list approved by the Audit Committee and Shareholders of the Company. | Nil                    |
| 2       | Sale of Investments (excluding accrued interest)   | 747.61               |            |  |  |                        |
| 3       | Extinguishment and Issuance of Equity Shares on Conversion of Compulsory Convertible Preference Shares | 4,500.00             |            |  |  |                        |
| 4       | Corporate Guarantee given  | 27,500.00            |            |  |  |                        |
| 5       | Dividend Received  | 1,720.71             |            |  |  |                        |
| 6       | Commission received on corporate guarantee   | 275.00               |            |  |  |                        |

**2) Name and Relationship with Related Party: A. K. Stockmart Private Limited, Wholly-owned Subsidiary**

| Sr. No. | Nature of Transaction                      | Value (INR in Lakhs) | Duration   | Salient Terms  | Date of Approval by the Board   | Amount paid in advance |
|---------|--|----------------------|------------|--|---|------------------------|
| 1       | Brokerage Expenses                         | 1.22                 | FY 2024-25 | The related party transactions (RPTs) entered during the year were in the ordinary course of business and on arm's length basis. | Since these RPTs are in the ordinary course of business and are at arm's length basis, approval of the board is not applicable.<br><br>However, the said transactions were part of omnibus list approved by the Audit Committee of the Company. | Nil                    |
| 2       | Demat Charges                              | 0.02                 |            |  |   |                        |
| 3       | Balance receivable (Stock Exchange payout) | 93.87                |            |  |   |                        |
| 4       | Balance payable                            | 0.25                 |            |  |   |                        |

**3) Name and Relationship with Related Party: A. K. Mittal, Managing Director & Promoter**

| Sr. No. | Nature of Transaction | Value (INR in Lakhs) | Duration   | Salient Terms  | Date of Approval by the Board   | Amount paid in advance |
|---------|-----------------------|----------------------|------------|--|---|------------------------|
| 1       | Rent expenses         | 28.80                | FY 2024-25 | The related party transactions (RPTs) entered during the year were in the ordinary course of business and on arm's length basis. | Since these RPTs are in the ordinary course of business and are at arm's length basis, approval of the board is not applicable.<br><br>However, the said transactions were part of omnibus list approved by the Audit Committee of the Company. | Nil                    |
| 2       | Rent Deposit given    | 48.00                |            |  |   |                        |

**4) Name and Relationship with Related Party: India Bond Private Limited, Enterprises controlled by Key Management Personnel**

| Sr. No. | Nature of Transaction | Value (INR in Lakhs) | Duration   | Salient Terms  | Date of Approval by the Board   | Amount paid in advance |
|---------|-----------------------|----------------------|------------|--|---|------------------------|
| 1       | Referral fees         | 40.65                | FY 2024-25 | The related party transactions (RPTs) entered during the financial year were in the ordinary course of business and on arm's length basis. | Since these RPTs are in the ordinary course of business and are at arm's length basis, approval of the board is not applicable.<br><br>However, the said transactions were part of omnibus list approved by the Audit Committee of the Company. | Nil                    |
| 2       | Software expenses     | 77.43                |            |  |   |                        |
| 3       | Customer support fees | 13.50                |            |  |   |                        |
| 4       | Rent received         | 7.35                 |            |  |   |                        |
| 5       | Rent deposit received | 1.84                 |            |  |   |                        |
| 6       | Balance Payable       | 4.25                 |            |  |   |                        |

**5) Name and Relationship with Related Party: IB Future Tech Private Limited (Formerly known as "IndiaBonds Technologies Private Limited"), Enterprises controlled by Key Management Personnel**

| Sr. No. | Nature of Transaction | Value (INR in Lakhs) | Duration   | Salient Terms  | Date of Approval by the Board   | Amount paid in advance |
|---------|-----------------------|----------------------|------------|--|---|------------------------|
| 1       | Software expenses     | 54.84                | FY 2024-25 | The related party transactions (RPTs) entered during the year were in the ordinary course of business and on arm's length basis. | Since these RPTs are in the ordinary course of business and are at arm's length basis, approval of the board is not applicable.<br><br>However, the said transactions were part of omnibus list approved by the Audit Committee of the Company. | Nil                    |
| 2       | Balance Payable       | 1.62                 |            |  |   |                        |

For and on behalf of A. K. Capital Services Limited

**A. K. Mittal**  
**Managing Director**  
**(DIN: 00698377)**
**Ashish Agarwal**  
**Whole-time Director**  
**(DIN: 08064196)**

Date: August 7, 2025  
Place: Mumbai

## ANNEXURE - 5

**DISCLOSURE PURSUANT TO SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014**

| Sr. No. | Requirements  | Disclosure   |         |        |
|---------|---|--|---------|--------|
| 1       | The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the Financial Year  | Name of the Directors  | Ratio   |        |
|         |   | Mr. A. K. Mittal   | NA      |        |
|         |   | Mr. Ashish Agarwal   | 11.36%  |        |
|         |   | Mr. Vikas Jain   | 8.59%   |        |
| 2       | The percentage increase in remuneration of each Director, Chief Financial Officer and the Company Secretary in the Financial Year   | Name of the Directors  | Ratio   |        |
|         |   | Mr. A. K. Mittal   | NA      |        |
|         |   | Mr. Ashish Agarwal   | 5.56%   |        |
|         |   | Mr. Vikas Jain   | -22.46% |        |
|         |   | Percentage mentioned above for Mr. Ashish Agarwal and Mr. Vikas Jain is calculated on the basis of fixed remuneration.   |         |        |
|         |   | Key Managerial Personnel   |         | Ratio  |
|         |   | Mr. Mahesh Bhootra - Chief Financial Officer   |         | 12.04% |
|         |   | Mr. Tejas Dawda - Company Secretary  |         | 25.54% |
|         |   | Percentage mentioned above for Mr. Mahesh Bhootra and Mr. Tejas Dawda is calculated on the basis of fixed remuneration.  |         |        |
| 3       | The percentage increase in the median remuneration of employees in the Financial Year   | During the Financial Year 2024-2025, the percentage increase in the median remuneration of employees as compared to previous year was approximately 11.89%.  |         |        |
| 4       | The number of permanent employees on the rolls of Company   | There were 88 employees as on March 31, 2025.  |         |        |
| 5       | Average percentage increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentage increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration. | Average increase in fixed salary of employees other than managerial personnel is 12.42%.<br>Remuneration paid to Mr. Mahesh Bhootra, Chief Financial Officer was increased by 12.04% based on the responsibilities entrusted on him.<br>Remuneration paid to Mr. Tejas Dawda was increased by 25.54% based on the responsibilities entrusted on him.<br>No other Key Managerial Personnel are in receipt of increased remuneration as compared to the previous financial year. |         |        |
| 6       | Affirmation that the remuneration is as per the remuneration policy of the company  | It is hereby affirmed that the remuneration is paid as per the Remuneration Policy for the Directors, Key Managerial Personnel and employees.  |         |        |

For A. K. Capital Services Limited

Place: Mumbai  
Date: August 7, 2025

**A. K. Mittal**  
Managing Director  
(DIN: 00698377)

**Ashish Agarwal**  
Whole-time Director  
(DIN: 08064196)

## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

### 1. Indian Economy

According to the second advance estimates for FY24-25 released by MoSPI, India's real GDP growth is projected at 6.5% for FY24-25, lower than the average growth of 8.8% recorded during FY23-24. On a quarterly basis, growth is estimated at 6.5% for Q1FY25, 5.6% for Q2FY25, and 6.2% for Q3FY25. The slowdown in economic activity in FY24-25 can be largely attributed to weakness in industrial sectors, namely manufacturing, electricity and mining—which tempered overall growth. On the demand side, urban consumption remained subdued, primarily due to persistently high food inflation, which impacted household disposable income, and macro-prudential measures announced by the RBI, which slowed retail credit creation. However, GDP growth is expected to pick up from Q4FY25, supported by a healthy Rabi harvest, income tax cuts announced in the budget, and the RBI's accommodative policy stance, all of which are expected to aid demand conditions.

CPI inflation cooled to a 67-month low of 3.3% in March 2025, mainly due to a continued moderation in food prices. For FY24-25, CPI inflation declined to 4.6%, down from 5.4% in FY23-24 and 6.7% in FY22-23. Additionally, RBI noted that the long-term inflation outlook remained anchored to the MPC's 4% target assuming a normal-monsoon. On the growth front, the economy began to show signs of a slowdown, prompting the MPC to tilt towards supporting growth. Consequently, RBI reduced the repo rate from 6.50% to 6.00%, with 25 bps cuts in both the February and April 2025 policy meetings. It also changed its stance from "Withdrawal of accommodation" to "Neutral," and subsequently to "Accommodative." Also, RBI proactively deployed a slew of measures, including a 50 bps cut in Cash Reserve Ratio (CCR), open market operations, daily variable Repo (VRR) auctions, and dollar/rupee buy-sell swap auctions to augment liquidity in the system.

### 2. The Growth Environment

The global growth environment remained volatile during the period, marked by a regime change in the U.S. government, an escalating trade war with the implementation of tariffs across geographies, and ongoing geopolitical tensions resulting in commodity price volatility. According to the IMF's World Economic Outlook (April 2025), global output is estimated to decline to 2.8% in CY2025 from 3.3% in CY2024. Global growth is expected to slow, and downside risks are likely to intensify as major policy shifts unfold.

Amidst the challenges posed by the external environment, India's economic activities have exhibited marked resilience, with growth poised to recover from the blip witnessed during H1FY24-25. India's growth engines, consumption and investment, grew by a healthy 7.6% and 6.1%, respectively, in FY24-25, compared to 5.6% and 8.8% growth recorded in FY23-24. India's consumption was well-supported by a healthy Rural demand on the back of normal-monsoon and softer food prices. Urban consumption that experienced a softening is expected to improve by the income-tax cut and reduction in interest rates.

On the external front, India's foreign exchange reserves stood at USD 665.4 billion as of 28th March 2025, providing a cover of more than 11 months of goods imports and 96% of outstanding external debt (as of December 2025). FDI inflows have seen a steady rise, increasing from USD 36.05 billion in FY13-14 to USD 81.04 billion in FY24-25 — a 14% increase from USD 71.28 billion in FY23-24. In FY24-25, the Indian Rupee traded within a relatively stable range against the US Dollar compared to other emerging economies, averaging around INR 84.57/USD, with a high of INR 87.58/USD and a low of approximately INR 83.10/USD. The movement in the domestic currency was influenced by the continued resilience of the Dollar Index, which, however, lost momentum by the end of the fiscal year. Amid a foreign capital pull-out driven by global uncertainty, the RBI remained active in the forex market to provide stability under evolving external macroeconomic conditions.

### 3. Industry Structure and Bond Market Developments

The yield on the Indian 10-year benchmark paper declined to 6.58% at the end of FY24-25, compared to 7.12% at the beginning of the fiscal year. Domestic bond yields steadily declined to multi-year lows, supported by consecutive policy rate cuts in February and April 2025, as well as liquidity measures that enhanced durable liquidity. The RBI, through a 50 bps Cash Reserve Ratio (CRR) cut in December 2025 and a slew of liquidity measures, including open market operations (OMOs), daily variable rate repo (VRR) auctions, and dollar/rupee buy-sell swap auctions, infused durable liquidity worth INR 7.40 lakh crore in FY24-25, which helped ease financial conditions during the year.

In the corporate bond market segment, the Indian bond market remains the primary medium for resource mobilization by Indian corporations. As per SEBI data, bond market issuances through public and private modes stood at INR 8,149 crore and INR 9.87 lakh crore, respectively. The private placement of debt securities has registered a CAGR of 9% over the last three fiscal years ending in FY25, resulting in the total outstanding amount increasing to INR 51.58 lakh crore as of December 2024 compared to INR 43.14 lakh crore as at FY22-23. In the secondary market, total volume of corporate bonds trades at NSE and BSE stood at INR 17.10 lakh cr. in FY24-25, compared to INR 13.73 lakh crore in FY23-24. With the recent relaxation of norms for foreign portfolio investors regarding investments in shorter-maturity corporate bonds, the depth of the Indian corporate debt market is likely to increase further.

India officially joined the JP Morgan's Government Bond Index-Emerging Markets (GBI-EM) on June 28, 2024. The move involved inclusion of 29 Fully Accessible Route (FAR) government securities, initially contributing 1% to the index's weight, aiming to reach a 10% cap by FY25. As per NSDL data, following the inclusion, Foreign Portfolio Investors (FPIs) have invested a substantial INR 80,691 crore in FY24-25, highlighting the immediate positive impact on foreign investment flows. Overall FPI investment in Indian Debt capital market through all channels stood at INR 1.43 lakh crore in FY24-25, compared to INR 1.27 lakh crore of outflow recorded in equity segment during FY24-25.

During FY 2024-25, some key initiatives taken by the regulatory authorities to deepen the bond market in India are as follows:

- I **Reduction in face value from INR 1,00,000 to INR 10,000:** SEBI has reduced the face value of privately placed debt securities to INR 10,000 from INR 1 lakh. This move aims to significantly increase retail investor participation and enhance liquidity in the corporate bond market, under specific conditions.



- ii. **Increase in Partial Credit Enhancement:** NaBFID seeks RBI's approval to increase partial credit enhancement for infrastructure bonds from 20% to 50% of issue size. This aims to help lower-rated companies access bond markets, moving beyond bank loans, and democratize India's corporate bond market.
- iii. **RBI Launched Retail Direct App:** The RBI launched a mobile app for its Retail Direct Scheme, simplifying individual investment in Government Securities (G-Secs). This move, following a 62% account surge to 109,212 by January 2024, aimed to enhance convenience and deepen the G-sec market.
- iv. **RBI expands Sovereign Green Bond Access:** The RBI has included 10-year Sovereign Green Bonds in the Fully Accessible Route (FAR) category, allowing unrestricted investment for both non-resident and domestic investors. With INR 36,000 crore issued since FY23, the government aims to raise another INR 20,000 crore in FY25 for sustainable projects.

#### 4. Our Business

- i. A. K. Capital Services Limited ("**AK Capital**" / "**Company**"), incorporated on October 5, 1993, is Flagship Company of the A. K. Group, and is registered with SEBI as a Category I Merchant Banker since April 1, 1998 which is valid permanently unless suspended/ cancelled by SEBI.

AK Capital is one of the country's leading merchant bank managing private placements as well as public issues of debt securities. AK Capital is primarily engaged in providing various fee-based services such as fund mobilisation through issue of debt securities, structured hybrid instruments, pass through certificates, direct assignments etc. for over 250 clients including India's premier central and state Government undertakings, public and private sector banks, financial institutions, infrastructure investment trusts (InvITs), real estate investment trusts (REIT) and private corporates. AK Capital aspires to facilitate making the debt markets accessible to retail investors and relentlessly strives towards fulfilling its motto of "Building Bonds". AK Capital is acknowledged for its unmatched management consultancy, advisory services, financial restructuring etc. and is also one of the few merchant bankers who has direct access as counterparty to almost all domestic banks / institutions.

During the year, the Company has made an application to SEBI to surrender its Investment Advisers license.

AK Capital has 5 subsidiaries and 2 step down subsidiaries which conduct their operations through a network of branches spread over 7 cities of India and 1 at Singapore. The group has interests in diversified business fields and the subsidiaries have been incorporated to specialize and operate in each business area.

- ii. A. K. Capital Finance Limited ("**AK Capital Finance**"), a subsidiary of AK Capital, is registered with the Reserve Bank of India ("RBI") as a Systemically Important Non Deposit Accepting Middle Layer Non-Banking Financial Company ("**NBFC-ND-SI**") and categorised as Investment and Credit Company (NBFC-ICC). AK Capital Finance is engaged in the business of investment and lending activities. The Company primarily operates in a hybrid business model, under which the revenue streams comprises of a regular and stable interest income from its loan book, fees income and treasury income from its investment and treasury book. The lending book of AK Capital Finance comprises of term loans and instruments including non-convertible debentures issued by companies rated investment grade and above. The treasury book includes G-Sec plus highly rated papers that are liquid and have relatively lower risk. AK Capital Finance is amongst one of the few NBFCs having Tri-Party Repo Settlement (TREPS earlier known as CBLO) membership given by the Clearing Corporation of India Limited (CCIL) which enables the company to access funds on tap against SLR securities like G-Secs and SDLs at very competitive cost. AK Capital Finance has strong risk management policies and credit appraisal systems in place, which have helped to maintain good asset quality over the years and the same is reflected by the fact that there is Nil Non-Performing Assets as on March 31, 2025.

AK Capital Finance is also a debt listed entity having its debt securities listed on Wholesale Debt Market ("WDM") segment of the BSE Limited and National Stock Exchange of India Limited.

Further, pursuant to amendment in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations") vide notification dated March 27, 2025, AK Capital Finance is not a High Value Debt Listed Entity, effective from March 27, 2025.

- iii. A. K. Stockmart Private Limited ("**AK Stockmart**"), a wholly owned subsidiary of AK Capital incorporated in 2006 is full service brokerage house with membership of India's two key stock exchanges viz., National Stock Exchange of India Limited and BSE Limited. AK Stockmart's services span across equity and debt markets. Further, AK Stockmart is also registered as a Depository Participant with the Central Depository Services (India) Limited ("CDSL") and National Securities Depository Limited ("NSDL") for seamless settlement and clearing of securities.

Since FY 2009-10, AK Stockmart has distributed debt products of private sector companies as well as public sector companies such as Tata Capital Financial Services Limited, Tata Capital Housing Finance Limited, L&T Finance Limited, Mahindra & Mahindra Financial Services Limited, Aditya Birla Finance Limited, Cholamandalam Investment and Finance Company Limited, Muthoot Finance Limited, Shriram Transport Finance Company Limited, Piramal Capital & Housing Finance Ltd., Poonawalla Fincorp Limited (formerly Magma Fincorp Limited), Credit Access Gramin Limited, JM Financial Products Limited, Shriram City Union Finance Limited, Indiabulls Housing Finance Limited, Indore Municipal Corporation, National Highways Infrastructure Trust (NHAI InvIT), Power Finance Corporation Limited, REC Limited, National Highways Authority of India, NTPC Limited, NHPC Limited, Indian Railway Finance Corporation Limited, India Infrastructure Finance Company Limited, Indian Renewable Energy Development Agency Limited, National Bank for Agriculture and Rural Development.

- iv. A. K. Wealth Management Private Limited ("**AK Wealth**"), incorporated in November 2006 and a wholly owned subsidiary of AK Capital, is registered with SEBI as a Portfolio Management Company. AK Wealth is in the business of providing portfolio management services, private wealth management, asset management, investment advisory and research backed investment solutions to ensure returns commensurate to risk appetite of its clients.
- v. A. K. Capital Corporation Private Limited ("**AK Capital Corporation**"), incorporated in November 2006 is a wholly owned subsidiary of AK Capital.
- vi. A. K. Capital (Singapore) Pte. Ltd. ("**AK Singapore**"), domiciled in Singapore, was incorporated on July 29, 2013 as a wholly owned subsidiary of AK Capital. AK Singapore is registered with Monetary Authority of Singapore as a financial services company and

provides financial advisory services to its clients across the globe. It offers cross border funding solutions by identifying potential investors to meet the fund raising needs of its clients. AK Singapore also offers the full range of money market operations in India to meet both the lending and borrowing needs of its clients. The company's research team has conducted in-depth studies of foreign markets and is well-equipped to apply the gained technical information to help accelerate the company's expansion in India and other nascent debt markets.

- vii. Family Home Finance Private Limited ("**Family Home Finance**"), incorporated on June 29, 2017 and is a step-down subsidiary of AK Capital through AK Capital Finance. Family Home Finance is registered as a Housing Finance Company with the National Housing Bank and classified as Middle Layer NBFC as per Scale Based Regulation issued by RBI. Family Home Finance primarily offers Home Loans, LAP and secured lending products through co-lending, strategic partnership, Securitization and DA model with channel partners.
- viii. A. K. Alternative Asset Managers Private Limited ("**AK Alternative**"), incorporated in December 2022 is a step-down subsidiary of AK Capital through AK Wealth. AK Alternative acts as an Investment Manager and provides Investment Management Services to SEBI registered Alternative Investment Funds.

## 5. Execution and other services

AK Capital has marked a glorious journey of over 3 decades and has gained expertise as well as recognition in various facets of the corporate bond markets by undertaking and successfully executing various landmark transactions.

AK Capital has been reckoned as a leading arranger for private placement of secured/ unsecured, senior/ subordinated, redeemable, non-convertible debentures/ bonds, perpetual bonds, pass through certificates, redeemable preference shares, etc. for a diverse profile of issuers comprising of:

- a. Central Public Sector Undertakings;
- b. State Government Undertakings;
- c. Public and Private Sector Banks;
- d. Public Financial Institutions;
- e. Non-Banking Finance Companies;
- f. Housing Finance Companies;
- g. Infrastructure Finance Companies;
- h. Infrastructure Development Funds;
- i. Core Investment Companies;
- j. Infrastructure Investment Trusts (InvITs);
- k. Real Estate Investment Trusts ("REITs"); and
- l. Manufacturing and services sector companies.

## 6. Recognition, Awards & Accolades

- i. The Company has been felicitated with the prestigious award of "**India Bond House of the Year**" at the IFR Asia Awards 2023 which was held on April 16, 2024 at Hong Kong.
- ii. The Company has been awarded "**Issuer Investment Banker / Merchant Banker of the year**" - Runner Up by Associated Chambers of Commerce and Industry of India (ASSOCHAM) at the "6th National Summit & Awards Corporate Bond Market 2023" organized on August 3, 2023 at Mumbai.
- iii. Ms. Aditi Mittal – Non-executive Woman Director of the Company was invited as an esteemed panelist for a panel discussion on the theme "**Innovative Solutions for Financing Infrastructure**" organized by IIFCL a Government of India undertaking under Ministry of Finance on January 6, 2023.
- iv. The Company has been awarded "**Investment Banker / Merchant Banker of the year**" by Associated Chambers of Commerce and Industry of India (ASSOCHAM) at the "5th National Summit & Awards Corporate Bond Market 2022" organized on May 12, 2022 at Mumbai.
- v. A. K. Stockmart Private Limited ranks amongst the highest mobilisers of subscription in debt public issues over past decade.
- vi. The group is one of the few merchant banking groups to have TREPS membership.
- vii. Besides private placements and public issues of debt, the Company and its subsidiaries have demonstrated their progressive presence in undertaking and executing transactions in the following segments:
  - a. Loan syndication, project financing, syndication of short term debt (CPs etc.)
  - b. Syndication for Venture Capital Funds, Infrastructure Development Funds, structured hybrid financial products
  - c. Asset backed financing, investment and trading in debt securities, loan against property, real estate funding etc.
  - d. Direct assignment and securitization of receivables
  - e. Trading/investment in Government Securities and Corporate Bonds
  - f. Stock broking, WDM broking and Depository services
  - g. Providing portfolio management services, private wealth management, asset management and investment advisory
  - h. Retirement fund advisory
  - i. Global financial advisory, cross border funding solutions, foreign currency bonds.

## 7. Outlook and Strategy

The Indian economy is expected to maintain a positive trajectory in FY25-26, driven by a rebound in consumption demand, sustained government focus on capital expenditure alongside fiscal consolidation, strong balance sheets in the banking and corporate sectors, more accommodative financial conditions, a resilient services sector, and growing consumer and business confidence, all underpinned by robust macroeconomic fundamentals. However, risks to this outlook include uncertainties surrounding global trade amid rising protectionism, prolonged geopolitical tensions, and volatility in global financial markets, which could weigh on growth and exert upward pressure on inflation.

The central government has adhered to its medium-term objective of reducing the Gross Fiscal Deficit (GFD) to below 4.5% of GDP by FY25-26 by targeting a GFD of 4.4% of GDP in 2025-26 (BE), down from 4.7% in FY24-25 (RE). Government finances are expected to remain in good shape, and the budgeted GFD of 4.4% of GDP for FY25-26 appears achievable, considering the higher-than-estimated RBI surplus transfer of INR 2.69 lakh crore to the government. From FY26-27 onwards, the central government aims to maintain the fiscal deficit on a trajectory that ensures a declining public debt-to-GDP ratio, reaching approximately 50% by end of March 2031.

The measures undertaken by the Reserve Bank since January 2025 have significantly eased liquidity conditions and calmed financial markets amid a volatile external environment. Considering the RBI's push to spur economic activity, it is expected that the MPC will further reduce the policy rates in the meetings ahead this fiscal, as the long-term inflation forecast remains anchored around the 4% target range. Additionally, the RBI is also expected to maintain sufficient liquidity in the system, close to 1% of the NDTL of SCBs, so that the lending activities of banks and NBFCs adequately cater to domestic demand.

Reflecting the current benign financial conditions, money market rates and bond yields have eased significantly across credit profiles and maturities. Taking advantage of this conducive environment, private placements through NCDs by domestic corporates reached a record INR 87,088 crore in April 2025. This buoyancy is expected to persist throughout FY25-26, supported by the accommodative policy stance of the MPC.

## 8. Opportunities and Challenges

### • Opportunities

- Corporate bond markets have witnessed an exponential growth in the Country over last decade which may be seen from the table given below:

#### Private Placement of Debt (Non-Convertible Debentures/ Bonds)

| FY 2024-25          |                        | FY 2014-15          |                        |
|---------------------|------------------------|---------------------|------------------------|
| Total No. of issues | Amount (INR in Crores) | Total No. of issues | Amount (INR in Crores) |
| 3,634               | 10,83,979.63           | 1,085               | 3,56,703.11            |

- Further, inclusion of India's government bonds in the widely tracked JP Morgan EM Bond Index is gradually expected to trigger capital inflows which shall free up an equivalent amount of domestic financial resources for private sector investment and deepen the country's corporate bond markets.
- SEBI's recent step to reduce face value of privately placed debt securities from INR 1,00,000 to INR 10,000 under specific cases, shall significantly increase retail investor participation and enhance liquidity in the corporate bond market.
- Bond structures backed with partial credit enhancement by high rated financial institutions shall open up window for lower-rated companies for accessing bond markets and move beyond conventional bank/ institutional funding.

### • Challenges

Like any other market:

- Corporate bond markets are vulnerable to market risks originating from volatility in interest rates;
- Operations in corporate bond markets are vulnerable to competition thereby affecting margins;
- Besides market risks, corporate bonds are vulnerable to credit risk;
- Growth and performance of domestic corporate bond markets is dependent upon a host of domestic and global macro and micro-economic factors. India offers moderate-risk, high-yielding debt investment opportunities to offshore investors. However, any significant tightening of monetary policy rates by the global central banks may lead to flight of capital and pose competition to Indian bond markets.

## 9. Segment wise performance

Company's whole business is being considered as one segment, viz. providing merchant banking services within India. The Company has only one segment of activity in accordance with the definition of "Segment" covered under Indian Accounting Standard (Ind AS) 108 on Operating Segments.

The performance of the Company is discussed in this Report.

## 10. Financial and Operational Performance of the Company

On standalone basis, your Company earned total income of INR 12,724.99 Lakhs during the financial year under review. The profit before tax is INR 3,826.74 Lakhs. After making provision for tax, the net profit of your Company is INR 3,285.21 Lakhs.

The consolidated total income of your Company stood at INR 48,410.09 Lakhs for the financial year ended March 31, 2025. The consolidated profit before tax is INR 10,977.77 Lakhs for the current financial year. After making provision for tax, the consolidated net profit of your Company is INR 8,712.88 Lakhs.

In compliance with the requirement of the Listing Regulations, the key financial ratios of the Company along with explanation for significant changes (i.e., for change of 25% or more as compared to the immediately previous financial year will be termed as 'significant changes'), has been provided hereunder:

| Sr. No. | Particulars               | Financial Year<br>2024-25 | Financial Year<br>2023-24 |
|---------|---------------------------|---------------------------|---------------------------|
| 1.      | Debtors Turnover Ratio**  | 21.36                     | 44.09                     |
| 2.      | Interest Coverage Ratio*  | 1.85                      | 2.02                      |
| 3.      | Debt Equity Ratio         | 1.51                      | 1.39                      |
| 4.      | Operating profit margin % | 30.81%                    | 31.95%                    |
| 5.      | Net profit margin %       | 25.82%                    | 25.00%                    |
| 6.      | Return on net worth#      | 6.57%                     | 6.52%                     |
| 7.      | Inventory Turnover Ratio  | Not Applicable            |                           |
| 8.      | Current Ratio             | Not Applicable            |                           |

\*Interest Coverage Ratio: On a standalone basis, the Interest Coverage Ratio as on March 31, 2025 stood at 1.85 as against 2.02 as on March 31, 2024. The decrease is on account of increase in borrowings of the Company.

\*\*Debtors Turnover Ratio: On a standalone basis, the Debtors Turnover Ratio as on March 31, 2025 stood at 21.36 as against 44.09 as on March 31, 2024. The increase is on account of prompt customer payments and efficient collection and credit policies of the Company.

#Return on net worth: On a standalone basis, the Return on net worth as on March 31, 2025 stood at 6.57% as against 6.52% as on March 31, 2024. The increase is on account of increase in profits.

## 11. Human Resource

Our employees continue to be our core asset. We understand that our workforce has a life beyond our doors. Our development activities are focused on creating opportunities that help them achieve the right work-life balance and grow in their respective roles and even beyond them. We remain committed for making AK Group a workplace, wherein the determination and dedication of our employees helps to serve our large clientele & generate long-term value for our shareholders.

As on March 31, 2025, the Company had 88 employees on its payroll.

### i) Diversity & Inclusion

At AK Group; diversity is our strength. We hire from different cultural and social backgrounds and have a non-discriminatory approach to acquiring talent. Openness and inclusion makes AK Group a place where you would like to work. Our focus is on developing skills, encouraging talent and helping people do the best they can, each day. We work with our employees as partners and provide opportunities for high quality learning, get coaching from industry's best and offer a challenging yet rewarding workplace.

We intend to develop and sustain a diverse workforce which strives to meet the unique needs of our diverse client base and the sectors in which we operate.

Our Management Trainee program is designed to provide opportunities to fresher's from Management as well as Professional Institutes. The program focusses on nourishing young talent which are mentored by industry veterans within the Company and make them industry ready.

### ii) Teamwork & Leadership

We believe a lot in teamwork, as all our employees work in different teams and also across multiple offices. These teams have their own areas of expertise but they all have shared responsibility and to achieve this, our employees have to work flexibly and collaboratively.

In AK Group, we expect everyone at the firm to be a leader and should not limit their responsibilities & capabilities. The Company identifies and recruits people who share their commitment towards business in addition to their intellect and experience.

### iii) Employee Programs

We invest in every step of our employees' careers and ensure their long term interests remain closely aligned with those of our clients and shareholders. Our goals are to reinforce the firm's culture, maximize individual potential and expand our employees' professional opportunities and abilities. We hold varied employee engagement activities, offer development workshops and create an environment of openness where learning is always a possibility and asking questions is the norm rather than the exception.

Annual cricketing event which involved participation of employees from various functions which fostered team spirit. This employee engagement activity proved to be an ice breaker between new incumbents & fostered inter-functional and inter-department communication.

Birthday celebrations, Festive celebrations & Team outings are another method in which an environment is created for employees to connect, celebrate & discuss ideas.

## 12. Risk and Concern

As a diversified enterprise, your Company continues to focus on a system-based approach to business risk management. The management of risk is embedded in the corporate strategies that best match organizational capability with market opportunities, focusing on building distributed leadership and succession planning processes, nurturing specialism and enhancing organizational capabilities. Accordingly, management of risk has always been an integral part of the Company's Strategy.

## 13. Internal Control Systems and their Adequacy

The Company has adequate internal control systems to commensurate with the nature of business and size of operations for ensuring:

- a. orderly and efficient conduct of business, including adherence to Company's policies and procedures;
- b. safeguarding of all our assets against loss from unauthorized use or disposal;
- c. prevention and detection of frauds and errors;
- d. accuracy and completeness of accounting records;
- e. timely preparation of reliable financial information; and
- f. compliance with applicable laws and regulations.

Policies, guidelines and procedures are in place to ensure that all transactions are authorised, recorded and reported correctly as well as provides for adequate checks and balances.

Adherence to these processes is ensured through frequent internal audits. The internal control system is supplemented by an extensive program of internal audit and reviews by the senior management. To ensure independence, the internal audit function has a reporting line to the Audit Committee of the Board.

The Audit Committee of the Board reviews the performance of the audit and the adequacy of internal control systems and compliance with regulatory guidelines. The Audit Committee of Board provides necessary oversight and directions to the internal audit function and periodically reviews the findings and ensures corrective measures are taken. This system enables us to achieve efficiency and effectiveness of operations, reliability and completeness of financial and management information and compliance with applicable laws and regulations.

## 14. Safe Harbour

The statements made in this report describe the Company's objectives and projections that may be forward looking statement within the meaning of applicable laws and regulations. The actual result might differ materially from those expressed or implied depending in the economic conditions, government policies and other incidental factors which may be beyond the control of the Company.

The Company has obtained all market data and other information from sources believed to be reliable or its internal estimates, although its accuracy or completeness cannot be guaranteed. We are under no obligation to publicly amend, modify or revise any forward-looking statements on the basis of any subsequent developments, information or events and assume no liability for any action taken by anyone on the basis of any information contained herein.



## CORPORATE GOVERNANCE REPORT

The Board of Directors presents the Company's Report on Corporate Governance for the financial year ended March 31, 2025, in terms of Regulation 34(3) read with Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.

### BRIEF STATEMENT ON COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:

The Corporate Governance represents values, culture and behavior of the organization. Further, the term Corporate Governance is wide to encompass processes, accountability and level of transparency deployed by the organization in its functioning. In all the term Corporate Governance covers the conduct of the organization in different situations over a period.

Since, every company/body-corporate is an artificial person created by law, it cannot act on its own. Ultimately, it is the Board of Directors, KMPs' and Senior Management who generally governs the behavior of organization/company, and they are responsible for setting the right culture and values at all levels. Accordingly, presence of human element plays pivotal role in success of corporate governance standards at all levels for any organization. In view of the same, the Company believes that it is the collective responsibility of Board Members, KMPs' and the members of Senior Management to foster a culture in which high standards of ethical behavior, individual accountability and transparent disclosures are ingrained in all its dealings.

A. K. Capital Services Limited ("Company/the Company") completed the journey of more than 31 Years of its existence and over the years, efforts have been put to enhance the level of compliance standards, processes and practices to ensure transparency in all its dealings. As a Company, we believe in implementing Corporate Governance practices that goes beyond meeting the letter of law and we are committed in achieving the same.

The Report on Corporate Governance, as per the applicable provisions of the Companies Act, 2013 (hereinafter referred to as "the Act") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the "Listing Regulations") and other applicable laws for the time being in force, is as under:

### (1) BOARD OF DIRECTORS

An effective Board of Directors is a pre-requisite for strong and effective Corporate Governance. With the belief that an active, well informed, truly diverse and independent Board of Directors is necessary to ensure the highest standards of Corporate Governance, the Company has a fundamentally strong Board comprising of an optimal combination of executive, non-executive and independent directors so as to preserve and maintain the independence of the Board.

The Board of Directors consists of eminent individuals with considerable professional expertise and experience in Finance, Infrastructure, Fund Raising, Information Technology, Commercial, Strategy and Planning, Business Administration and other related fields, who not only bring a wide range of experience and expertise, but also impart the desired level of independence to the Board of Directors.

The profile of executive and non-executive non-independent directors can be accessed on the Company's website at <https://www.akgroup.co.in/>

The Board meets at regular intervals to discuss and decide on Company's business policy and strategy apart from other normal business, the maximum interval between any two meetings did not exceed one hundred twenty (120) days. The Company adheres to the Secretarial Standards on the Board and Committee Meetings as prescribed by the Institute of Company Secretaries of India ("ICSI").

#### (i) Category of the Board of Directors as on March 31, 2025 and Directors' attendance record:

| Sr. No. | Name of the Director, DIN Category and No. of Shares held   | Number of directorships | Presence in Committees |                  | No. of Board Meetings which director was entitled to attend | No. of Board Meetings attended | Attendance at last AGM held on September 21, 2024 |
|---------|---|-------------------------|------------------------|------------------|---|--------------------------------|---|
|         |   |                         | As a member            | As a chairperson |   |                                |   |
| 1       | Mr. A. K. Mittal<br>(DIN: 00698377)<br>Promoter & Managing Director<br>No. of Shares held: 10,62,187                  | 3                       | 3                      | 0                | 4   | 4                              | Yes   |
| 2       | Ms. Aditi Mittal<br>(DIN: 00698397)<br>Non-Executive, Non-Independent, Woman Director<br>No. of Shares held: 1,86,958 | 4                       | 2                      | 1                | 4   | 4                              | Yes   |
| 3       | Mr. Ashish Agarwal<br>(DIN: 08064196)<br>Whole-time Director<br>No. of Shares held: Nil                               | 1                       | 1                      | 0                | 4   | 4                              | Yes   |

| Sr. No. | Name of the Director, DIN Category and No. of Shares held   | Number of directorships | Presence in Committees |                  | No. of Board Meetings which director was entitled to attend | No. of Board Meetings attended | Attendance at last AGM held on September 21, 2024 |
|---------|---|-------------------------|------------------------|------------------|---|--------------------------------|---|
|         |   |                         | As a member            | As a chairperson |   |                                |   |
| 4       | Mr. Vikas Jain *<br>(DIN: 07887754)<br>Whole-time Director<br>No. of Shares held: Nil                           | 5                       | 0                      | 0                | 4   | 4                              | Yes   |
| 5       | Mr. Rajiv Bakshi<br>(DIN: 00264007)<br>Chairman & Independent Non-Executive Director<br>No. of Shares held: Nil | 5                       | 5                      | 4                | 4   | 4                              | Yes   |
| 6       | Mr. Ashish Vyas<br>(DIN: 10264901)<br>Independent Non-Executive Director<br>No. of Shares held: Nil             | 2                       | 3                      | 0                | 4   | 4                              | Yes   |
| 7       | Mr. Vinod Kumar Kathuria<br>(DIN: 06662559)<br>Independent Non-Executive Director<br>No. of Shares held: Nil    | 8                       | 5                      | 2                | 4   | 4                              | Yes   |

\* Mr. Vikas Jain (DIN: 07887754) has been re-designated to Non-Executive Director w.e.f. May 23, 2025.

**Notes:**

1. Directorships/Memberships in committees of public companies are considered including the directorship/ committee membership held in the Company.
2. The committees considered for above purpose are those prescribed in the Listing Regulations viz. Audit Committee and Stakeholders' Relationship Committee.
3. Ms. Aditi Mittal is daughter of Mr. A. K. Mittal. There are no inter-se relationships between the other Directors.
4. During the Financial Year 2024-25, four Meetings of the Board were held on May 24, 2024, August 10, 2024, November 7, 2024 and February 8, 2025.
5. All the directors of the Company have confirmed that they are not disqualified from being appointed as directors in terms of Section 164 of the Act and other applicable laws for the time being in force.

**(ii) Composition of the Board of Directors as on March 31, 2025:**

The composition of the Board is in consonance with Listing Regulations and in accordance with the applicable provisions of the Act, as amended from time to time.

|   |   |
|---|---|
| Total No. of Directors  | 7 |
| Total No. of Executive Directors  | 3 |
| Total No. of Non-Executive Directors                                      | 4 |
| Out of Total No. of Non-Executive Directors, No. of Independent Directors | 3 |
| Woman Director (Non-Executive, Non-Independent Director)                  | 1 |

All the independent directors of the Company have provided the declarations to the Board confirming adherence to the criteria of independence as laid down under Section 149(6) & (7) of the Act, read with Rule 5 and 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014 as amended and the Regulation 16(1)(b) and Regulation 25(8) of the Listing Regulations. Further, in the opinion of the Board, the independent directors fulfill the conditions specified in Listing Regulations and are independent of the management.

The members of the Company had passed special resolutions, at the 30th Annual General Meeting, approving the holding of office and continuing to hold office as independent directors of the Company, who had attained/were likely to attain the age of 75 years as required under Regulation 17(1A) of the Listing Regulations.

**(iii) Names of the other listed entities where the director is a director and the category of directorship as on March 31, 2025**

| Sr. No. | Name of the Director, DIN & Category  | Names of the other listed companies where person holds directorship  | Category of directorship           |
|---------|---|--|------------------------------------|
| 1       | Mr. A. K. Mittal<br>(DIN: 00698377)<br>Promoter & Managing Director                   | 1. A. K. Capital Finance Limited*  | Managing Director                  |
| 2       | Ms. Aditi Mittal (DIN: 00698397)<br>Non-Executive, Non-Independent,<br>Woman Director | 1. A. K. Capital Finance Limited*  | Executive Director                 |
| 3       | Mr. Rajiv Bakshi<br>(DIN: 00264007)<br>Chairman & Independent Director                | 1. Brady and Morris Engineering<br>Company Limited<br>2. N R Agarwal Industries Limited  | Non-Executive Independent Director |
| 4       | Mr. Vinod Kumar Kathuria<br>(DIN: 06662559)<br>Independent Director                   | 1. A. K. Capital Finance Limited*<br>2. Jayaswal Neco Industries Limited<br>3. Satia Industries Limited<br>4. Deepak Builders & Engineers India<br>Limited<br>5. Sharda Cropchem Limited | Non-Executive Independent Director |

None of the other directors hold position of Directors in other listed entity.

\*A. K. Capital Finance Limited is a debt listed Company.

**(iv) Retirement by rotation**

The Members may note that pursuant to the provisions of Section 152 of the Act, read with rules made thereunder, two-third of total number of directors of public company shall be persons whose office is liable to retire by rotation. In view of same, except independent directors, the office of all other directors is liable to retire by rotation.

In addition to above, Section 152(6)(c) of the Act also provides that out of the total number of directors whose office is liable to retire, one-third of such directors shall be liable to retire by rotation. Section 152(6)(d) of the Act also provides that, the directors to retire by rotation at every annual general meeting shall be those who have been longest in office since their last appointment, but as between persons who became directors on the same day, those who are to retire shall, in default of and subject to any agreement among themselves, be determined by lot.

In view of the provisions of the law, Mr. Vikas Jain, Non-Executive Director (DIN: 07887754) shall be liable to retire by rotation and being eligible offers himself for re-appointment. The brief profile of Mr. Vikas Jain is also enclosed along with the notice convening 32<sup>nd</sup> Annual General Meeting of the Company.

**(v) Re-appointment of Independent Director**

The Members of the Company at their 30th Annual General Meeting held on September 16, 2023 had appointed Mr. Rajiv Bakshi (DIN: 00264007) as the Independent Director of the Company for a period of 3 year commencing from August 5, 2023 to August 4, 2026. In view of the same, his tenure shall expire on August 4, 2026.

The Members are also informed that pursuant to the provisions of Section 152 of the Companies Act, 2013, Independent Directors shall be eligible for re-appointment for second term of five years if special resolution is passed by the members of the Company to that effect.

Mr. Rajiv Bakshi has contributed in the decision making process, evaluating plans and policies of the Company resulting into overall growth and development of the Company. Considering the performance of the Independent Director in his first term and his vast experience and expertise in different domain resulting into well-balanced board composition. In view of the same and on the recommendation of the Nomination and Remuneration Committee of the Board, your Directors have re-appointed Mr. Rajiv Bakshi as the Independent Director of the Company for a second term of 5 years commencing from August 5, 2026 to August 4, 2031 at their meeting held on August 7, 2025 and the same proposal is recommended to the Members of the Company.

The necessary resolution for re-appointment of the Independent Director and his detailed profile has been included in the notice convening the AGM and the details of the proposal for re-appointment are mentioned in the explanatory statement of the notice.

Your Directors commend their appointment/ re-appointment.

All Directors of the Company have confirmed that they are not disqualified from being appointed as directors in terms of Section 164 of the Companies Act, 2013.

**(vi) Details of familiarization program imparted to independent directors**

The Company has designed a Familiarization Programs for its Independent Directors which is imparted at the time of appointment of an Independent Director on Board as well as periodically. The Program aims to provide insights into the Company to enable the Independent Directors to understand its business in depth, to acclimatize them with the processes, business and functionalities of the Company and to assist them in performing their role as Independent Directors of the Company. The familiarization program also covers the training on the enactment of new laws, amendments/ modification in the existing regulation having impact on the Company and/or the role of Independent Directors of the Company. Apart from review of matters as required by the Charter, the Board also discusses various business strategies periodically. This deepens the Independent Directors' understanding of Company's business and thrust areas.

Further details of familiarisation programs imparted to independent directors are also disclosed on the website of the Company. The link of the same is re-produced herein below:

<https://www.akgroup.co.in/docs/Familiarization%20Programme%20for%20Independent%20Director-2024-25.pdf>

**(vii) The table below summarizes qualifications, core skills/expertise/competencies with respect to each Directors of the Board required in the context of its business(es) and sector(s)**

In terms of the requirement of the Listing Regulations, the Board has identified the skills/expertise/competencies fundamental for the effective functioning of the Company, which are currently available with the Board and the names of directors who possess such skills/expertise/competence.

In the table below, specific areas of focus or expertise of individual Board members have been highlighted; however, the absence of a mark against a member's name does not necessarily mean that the member does not possess the corresponding qualification or skills:

| Broad Parameters                             | Skill-set                                       | A. K. Mittal | Ashish Agarwal | Vikas Jain | Aditi Mittal | Rajiv Bakshi | Ashish Vyas | Vinod Kumar Kathuria |
|--|---|--------------|----------------|------------|--------------|--------------|-------------|----------------------|
| Industry Knowledge & Experiences             | Knowledge of Financial Market & Products        | ✓            | ✓              | ✓          | ✓            | ✓            | ✓           | ✓                    |
|  | Knowledge of applicable laws governing business | ✓            | ✓              | ✓          | ✓            | ✓            | ✓           | ✓                    |
|  | Risk Identification & Management                | ✓            | ✓              | ✓          | ✓            | ✓            | ✓           | ✓                    |
|  | Knowledge of domestic & international Practice  | ✓            | ✓              | ✓          | ✓            | ✓            | ✓           | ✓                    |
| Technical Skill-set                          | Marketing & Sales                               | ✓            | ✓              | ✓          | ✓            | ✓            | ✓           | ✓                    |
|  | Business Operations, Accounts and Tax           | ✓            | ✓              | ✓          | ✓            | ✓            | ✓           | ✓                    |
|  | Information Technology                          | ✓            | ✓              | ✓          | ✓            |              | ✓           | ✓                    |
| Strategic Expertise                          | Vision and value creation                       | ✓            | ✓              | ✓          | ✓            | ✓            | ✓           | ✓                    |
|  | Planning and Strategy                           | ✓            | ✓              | ✓          | ✓            | ✓            | ✓           | ✓                    |
|  | Strategy Implementation & Change                | ✓            | ✓              | ✓          | ✓            | ✓            | ✓           | ✓                    |
| Behavioral competencies/ personal attributes | Communications & Negotiations                   | ✓            | ✓              | ✓          | ✓            | ✓            | ✓           | ✓                    |
|  | Leadership                                      | ✓            | ✓              | ✓          | ✓            | ✓            | ✓           | ✓                    |
|  | Stakeholders' Relationship                      | ✓            | ✓              | ✓          | ✓            | ✓            | ✓           | ✓                    |
| Others                                       | Performance Oriented                            | ✓            | ✓              | ✓          | ✓            | ✓            | ✓           | ✓                    |
|  | Achieving Change                                | ✓            | ✓              | ✓          | ✓            | ✓            | ✓           | ✓                    |

## (2) BOARD COMMITTEES

The Board has constituted various Committees with their specific terms of reference and scope to take informed decisions in the best interests of the Company in accordance with the Act, Listing Regulations and other applicable Laws.

### (i) AUDIT COMMITTEE

The Company has a qualified and independent Audit Committee which has been formed in pursuance of the Section 177 of the Act and Regulation 18 of the Listing Regulations.

#### **Purpose and Objective of Audit Committee:**

The Audit Committee assists the Board in its responsibility for overseeing the quality and integrity of the accounting, auditing and reporting practices of the Company and its compliance with the legal and regulatory requirements.

#### **Brief description of terms of reference of the Audit Committee:**

The Audit Committee performs its role as provided under Listing Regulations, Act, SEBI (Prohibition of Insider Trading) Regulations, 2015 and such other role as may be assigned by the Board from time to time.

The Audit Committee of the Board plays an important role in monitoring/ supervising the financial reporting process, ensuring highest levels of transparency, integrity and quality of reporting process. The Audit Committee is also responsible for selection, evaluation and deciding remuneration payable to Statutory Auditors and Internal Auditors of the Company. The Audit Committee, inter-alia scrutinizes the Investments, Borrowings and Related Party Transactions of the Company.

The Audit Committee is guided by its terms of reference. The Charter explaining exhaustive terms of reference is available on the website of the Company. The link of the same is re-produced herein below:

<https://www.akgroup.co.in/docs/DETAILS%20OF%20BOARD%20COMMITTEES DEC.PDF>

#### **Composition of Audit Committee and Meetings held/ attended by members during Financial Year 2024-25:**

| Sr. No | Name of the Members                  | Category                              | No. of Audit Committee Meetings which director was entitled to attend | No. of Meetings attended |
|--------|--------------------------------------|---------------------------------------|---|--------------------------|
| 1      | Mr. Vinod Kumar Kathuria<br>Chairman | Non-Executive<br>Independent Director | 4   | 4                        |
| 2      | Mr. A. K. Mittal<br>Member           | Managing Director                     | 4   | 4                        |
| 3      | Mr. Ashish Vyas<br>Member            | Non-Executive<br>Independent Director | 4   | 4                        |

#### **Attendees:**

The Chief Financial Officer, representatives of Internal Financial Control Auditors, Internal Auditor and representatives of Statutory Auditors were invited to attend the Audit Committee Meetings as and when necessary, to brief the matters relating to the financial statements of the Company, Audit Findings, and other allied matters. The Audit Committee had reviewed the information stipulated in Part C of Schedule II of the Listing Regulations, (to the extent applicable and available,) during its above meetings. The Company Secretary acts as the Secretary to the Audit Committee.

The Internal Auditor reports directly to the Audit Committee.

Mr. Vinod Kumar Kathuria, Chairman of the Audit Committee was present at the last Annual General Meeting held on September 21, 2024.

### (ii) NOMINATION AND REMUNERATION COMMITTEE

The Company has a qualified Nomination and Remuneration Committee which has been formed in pursuance of the Section 178 of Act and Regulation 19 of the Listing Regulations.

#### **Purpose and Objective of Nomination and Remuneration Committee:**

The purpose of the Nomination and Remuneration Committee is to assist the Board in ensuring that the Board and Committee retain an appropriate structure, size and balance of skills to support the strategic objectives and values of the Company. The Committee assists the Board in meeting its responsibilities regarding the determination, implementation and oversight of senior management remuneration arrangements to enable the recruitment, motivation and retention of senior management.

The Committee oversees arrangements for senior management appointments (including election processes), remuneration, performance management and succession planning.

#### **Brief description of terms of reference of Nomination and Remuneration Committee:**

The Nomination and Remuneration Committee performs its role as provided under the Listing Regulations, the provisions of the Act and such other role as may be assigned by the Board from time to time.

The Committee reviews the matter pertaining to appointment of Directors, Senior Management and KMP's and evaluates their performance. The Committee also sets the benchmark for performance and recommends the remuneration payable to Directors, Senior Management and KMP's. It also assesses the various performance linked incentives/ bonus for key employees of the Company.

The Nomination and Remuneration Committee is guided by its terms of reference. The Charter explaining exhaustive terms of reference is available on the website of the Company. The link of the same is re-produced herein below:

<https://www.akgroup.co.in/docs/DETAILS%20OF%20BOARD%20COMMITTEES DEC.PDF>



**Composition of Nomination and Remuneration Committee and Meetings held/ attended by members during Financial Year 2024-25:**

| Sr. No. | Name of the Members                | Category                                     | No. of NRC Committee Meetings which director was entitled to attend | No. of Meetings attended |
|---------|------------------------------------|--|---|--------------------------|
| 1       | Mr. Ashish Vyas<br>Chairman        | Non-Executive Independent Director           | 3   | 3                        |
| 2       | Ms. Aditi Mittal<br>Member         | Non-Executive Non-Independent Woman Director | 3   | 3                        |
| 3       | Mr. Vinod Kumar Kathuria<br>Member | Non-Executive Independent Director           | 3   | 3                        |

**Criteria for Performance Evaluation of Independent Directors:**

The key evaluation criteria for performance evaluation of Independent Directors of the Company are given below:

- Providing effective leadership and strategic guidance to the management;
- Understanding the Business, including the Risks and regulatory landscape;
- Attendance at and active engagement in the discussion of business performance, competitive landscape and strategies;
- Development and monitoring of leadership teams, Compliance focus and insistence on ethical business practices;
- Nudging for long term focus areas such as Succession Planning, Business Continuity Planning etc.;
- Management of conflicts in Board discussion;
- Management of Conflict of Interest;
- Maintains high level of confidentiality;
- Exercises independent judgement in the best interest of Company;
- Assistance in implementing best governance practices and monitors the same;
- Understanding governance, regulatory & oversight role of the Board;
- Aware of significant risk in the industry and their implications;
- Fulfills the independence criteria as specified in the Act and Listing Regulations and their independence from the management.

**Criteria of making payments to non-executive directors:**

The Nomination and Remuneration Committee decides the basis for determining the compensation, both Fixed and variable, payable to the Non-Executive Directors, including Independent Directors, whether as commission or otherwise.

The Committee takes into consideration various factors such as director's participation in Board and Committee meetings during the year, other responsibilities undertaken, such as membership or Chairmanship of committees, time spent in carrying out their duties, role and functions as envisaged in Schedule IV of the Act, Listing Regulations and such other factors as may deem fit for determining the compensation. The Board determines the compensation to Non-Executive Directors within the overall limits specified in the Shareholders resolution, if applicable.

**Remuneration of Directors:**

All pecuniary relationship or transactions of the non-executive directors vis-à-vis the listed entity:

Non-Executive Directors are entitled for the sitting fees for attending the meetings of the Board. The sitting fees paid to non-executive directors is listed herein below:

| Sr. No. | Name of the Directors    | Sitting fees for the Board/Committee Meetings paid for the Financial Year 2024-25 (Amount in INR) |
|---------|--------------------------|---|
| 1       | Ms. Aditi Mittal         | 1,00,000  |
| 2       | Mr. Rajiv Bakshi         | 2,00,000  |
| 3       | Mr. Ashish Vyas          | 4,00,000  |
| 4       | Mr. Vinod Kumar Kathuria | 2,00,000  |

**Executive Directors:**

Remuneration to Executive Director(s) is recommended by the Nomination and Remuneration Committee which is subsequently approved by Board of Directors and Shareholders.

**The details of remuneration paid to the Executive Director(s) during the Financial Year 2024-25 are as under:**

(Amount in INR)

| Particulars                  | Mr. A. K. Mittal | Mr. Ashish Agarwal | Mr. Vikas Jain     |
|------------------------------|------------------|--------------------|--------------------|
| Salary, bonus and allowances | -                | 1,85,00,004        | 1,36,80,004        |
| Perquisites (other benefits) | -                | -                  | -                  |
| <b>Total (A)</b>             | -                | <b>1,85,00,004</b> | <b>1,36,80,004</b> |
| Value of Stock Option        | NA               | NA                 | NA                 |
| Value of Sweat Equity        | NA               | NA                 | NA                 |
| Others (Retirals)            | NA               | NA                 | NA                 |
| <b>Total (B)</b>             | -                | -                  | -                  |
| <b>Total (A+B)</b>           | -                | <b>1,85,00,004</b> | <b>1,36,80,004</b> |

**Service Contracts, Notice Period, Severance Fees:**

The terms of appointment of Executive Directors are governed by the letter of appointment signed with the executive directors and HR Policy of the Company. All the executive directors are required to serve the Notice Period as mandated in the HR Policy of the Company. The terms related to severance fees are also captured in the HR Policy of the Company.

**Particulars of Senior Management:**

As on March 31, 2025, 5 employees were designated as Senior Management (as defined in Listing Regulations) of the Company (Other than Board of the Directors, Company Secretary and Chief Financial Officer).

There was no change in Senior Management since the close of the previous financial year.

**(iii) STAKEHOLDERS' RELATIONSHIP COMMITTEE**

The Company has an independent Stakeholders' Relationship Committee which has been formed in pursuance of the sub-section 5 of Section 178 of the Act and Regulation 20 of the Listing Regulations.

**Purpose and Objective of Stakeholders' Relationship Committee:**

The purpose of the Stakeholders Relationship Committee ("SRC") is to assist the Board in understanding and addressing the needs of various stakeholders in a time bound manner. The SRC considers various aspects of interest of the shareholders and other stakeholders'.

**Brief Description of Terms of Reference:**

The Stakeholders' Relationship Committee shall perform its role as provided under the Listing Regulations, the provisions of the Act and such other role as may be assigned by the Board from time to time.

**The Role of Committee includes the following:**

- Resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
- Review of measures taken for effective exercise of voting rights by shareholders.
- Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.
- Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.
- Resolving the shareholders grievances to the satisfaction of the shareholder.
- Any other terms of reference as may be specified from time to time in the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Stakeholder' Relationship Committee is guided by its terms of reference. The Charter explaining terms of reference is also available on the website of the Company. The link of the same is re-produced herein below:

[https://www.akgroup.co.in/docs/DETAILS%20OF%20BOARD%20COMMITTEES\\_DEC.PDF](https://www.akgroup.co.in/docs/DETAILS%20OF%20BOARD%20COMMITTEES_DEC.PDF)

**Composition of Stakeholders' Relationship Committee and Meetings held/ attended by members of the Committee during Financial Year 2024-25:**

| Sr. No. | Name of the Members             | Category                                     | No. of Stakeholders' Relationship Committee Meetings which director was entitled to attend | No. of Meetings attended |
|---------|---------------------------------|--|--|--------------------------|
| 1       | Ms. Aditi Mittal<br>Chairperson | Non-Executive Non-Independent Woman Director | 4  | 4                        |
| 2       | Mr. Ashish Vyas<br>Member       | Non-Executive Independent Director           | 4  | 4                        |
| 3       | Mr. Ashish Agarwal<br>Member    | Whole-time Director                          | 4  | 4                        |

Ms. Aditi Mittal, Non-Executive Director heads the Stakeholders' Relationship Committee and Mr. Tejas Dawda, Company Secretary acts as a Compliance Officer for the Committee.

During the year under review, the Company received three complaints through the SCORES platform, all of which were duly addressed with the requisite information within the prescribed timelines.

**(iv) CORPORATE SOCIAL RESPONSIBILITY COMMITTEE**

The Corporate Social Responsibility ("CSR") Committee is constituted in accordance with Section 135 of the Act, and applicable rules thereto.

**Terms of Reference:**

The terms of reference of the CSR Committee are as follows:

- Formulating and recommending to the Board, CSR policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII to the Act;
- Making recommendation on the amount of expenditure to be incurred on CSR activities;
- Instituting a transparent monitoring mechanism for implementation of the CSR activities to be undertaken by the Company.
- To prepare and approve annual action plan for the CSR Activities of the Company.
- To ensure reporting mechanism relating to CSR activities of the Company.
- Other activities/ functions as provided under the applicable provisions of the Act and rules made thereunder.

The terms of reference and powers of the Corporate Social Responsibility Committee also include all items listed under Section 135 and Schedule VII of the Act, and rules made thereunder.

**Composition of Corporate Social Responsibility Committee and Meeting held/ attended by members of the Committee during Financial Year 2024-25:**

| Sr. No. | Name of the Members          | Category                           | No. of Corporate Social Responsibility Committee Meeting which director was entitled to attend | No. of Meeting attended |
|---------|------------------------------|------------------------------------|--|-------------------------|
| 1       | Mr. A. K. Mittal<br>Chairman | Managing Director                  | 1  | 1                       |
| 2       | Mr. Ashish Vyas<br>Member    | Non-Executive Independent Director | 1  | 1                       |
| 3       | Mr. Ashish Agarwal<br>Member | Whole-time Director                | 1  | 1                       |

The Company formulated CSR Policy, which is uploaded on the website of the Company, [www.akgroup.co.in](http://www.akgroup.co.in). The CSR Committee met once during Financial Year 2024-25 on May 24, 2024.

The contribution made by the Company on CSR during the financial year are annexed as **Annexure – 2** to the Board's Report.

**OTHER COMMITTEES OF THE BOARD**

In addition to the above referred Committees, which are constituted pursuant to the Corporate Governance Code, the Board has constituted the following major Committees of the Board and delegated thereto powers and responsibilities with respect to specific purposes:

**(I) BANKING & INVESTMENT COMMITTEE**

The Banking and Investment Committee of the Board comprises of the following members:

| Sr. No. | Name of the Members | Designation                                  |
|---------|---------------------|--|
| 1       | Mr. A. K. Mittal    | Managing Director                            |
| 2       | Ms. Aditi Mittal    | Non-Executive Non-Independent Woman Director |
| 3       | Mr. Ashish Agarwal  | Whole-time Director                          |

**Terms of Reference of the Committee:**

- To consider the matters relating to opening/operating/closing of bank accounts and/or demat accounts including matters relating to authorizing officers to operate bank/demat account(s) and any change thereto;
- To avail E-net, Credit Card and other facilities offered by Banks and/ Financial Institutions;
- To open Demat & CSGI account for holding / keeping Government Securities;
- To empanel with other market intermediaries, participants and regulators for making investment/ disinvestments;
- To consider making of Investments, mainly in debt securities, shares and mutual funds, liquid funds and any other securities including Investments in subsidiaries and group companies;
- Approve the matters related to giving/ making loans, guarantee and securities;
- To avail credit/ loan or other services from the Bank within the limits approved by the Bank;
- To authorize officer(s) to exercise rights as an investor from time to time;
- To consider, negotiate, transact and approve the matter relating to raising of funds/ capital by issue of Non-Convertible Debentures, Commercial Paper(s), Preference Shares and other permissible securities/ instruments up to the limit authorized by the Shareholders (to the extent applicable) on such terms and conditions as it may deem fit from time to time.
- To consider such other matters as may be required to make an investments or operation of bank/ demat accounts from time to time.

**(ii) MANAGEMENT COMMITTEE**

The Management Committee of the Board consists of the following Directors as its members:

| Sr. No. | Name of the Members | Designation                                  |
|---------|---------------------|--|
| 1       | Mr. A. K. Mittal    | Managing Director                            |
| 2       | Ms. Aditi Mittal    | Non-Executive Non-Independent Woman Director |
| 3       | Mr. Ashish Agarwal  | Whole-time Director                          |

**Terms of Reference of the Committee:**

- To authorize the officers of the Company to appear before any government / semi government authorities, judicial, quasi-judicial bodies, regulatory/ taxation authorities, stock exchanges;
- To authorize officers to make, sign and finalize any documents, applications, affidavits, forms etc. to be executed with third parties including but not limited to taxation authorities, vendors, suppliers, clients, regulators, judiciary bodies, shareholder, employees and other stakeholders;
- To apply for membership of any of the government / semi government authorities, judicial, quasi-judicial bodies, regulatory/ taxation authorities, stock exchanges in connection with the business of the Company
- To avail services/ purchase goods, execute the contracts/ agreements in ordinary course of business of the Company;
- To authorize the officers of the Company for operational/ business purposes;
- To consider the matter relating to participation in particular assignment, mandate, bids or offer(s) and evaluating the proposal placed before it;
- To consider matters connected with smooth conduct of administration and operations of the Company.
- To do specific acts or classes of acts, defining the range of their terms of office;
- Hiring/Letting, Residential/Commercial accommodation/s on lease for official use;
- Acquisition/disposal of fixed assets and commercial property for official purposes;
- To enter into an agreement for maintenance of the premises with third parties/ vendors;
- To authorize employees to complete the requisite formalities in connection with buying/ selling and letting out the properties of the Company including registration and stamp duty payment thereof.
- To do all such acts, deeds and things as may be necessary for ensuring adequate availability of infrastructure for the benefit of the Company and making best use of the available facilities.

**(3) GENERAL BODY MEETINGS**

All the resolutions moved at the last Annual General Meeting (AGM) of the Company were passed by e-voting and Instapoll with requisite majority of members voted and attending the AGM. No Extraordinary General Meeting was held during the financial year.

The date, time and venue of the last three AGM's of the Company are as follows:

| Financial Year | Date               | Time      | Venue*  | Whether any Special resolutions passed |
|----------------|--------------------|-----------|---|--|
| 2023-24        | September 21, 2024 | 9.00 a.m. | 603, 6th Floor, Windsor, Off CST Road, Kalina, Santacruz - (East), Mumbai – 400 098 | Yes                                    |
| 2022-23        | September 16, 2023 | 9.00 a.m. | 603, 6th Floor, Windsor, Off CST Road, Kalina, Santacruz - (East), Mumbai – 400 098 | Yes                                    |
| 2021-22        | September 17, 2022 | 9.00 a.m. | 603, 6th Floor, Windsor, Off CST Road, Kalina, Santacruz - (East), Mumbai – 400 098 | Yes                                    |

\*Pursuant to General Circular Nos.14/2020, 17/2020, 20/2020 and 10/2022 dated 8th April, 2020, 13th April, 2020, 5th May, 2020 and December 28, 2022 and Circular No. 09/2023 dated September 25, 2023 respectively, issued by the Ministry of Corporate Affairs ("MCA Circulars") and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 issued by the Securities and Exchange Board of India ("SEBI Circular") and in compliance with the provisions of the Act and the Listing Regulations, the last Three AGM's (29th, 30th and 31st) of the Company were conducted through VC/OAVM Facility, which does not require physical presence of Shareholders at a common venue. The deemed venue for the last Three AGM's (29th, 30th and 31st) was the Registered Office of the Company.

#### (4) POSTAL BALLOT

During the year under review, a Postal Ballot was conducted by the Company for seeking the approval of the Members. The details of the Postal Ballot conducted are mentioned below:

Date of Postal Ballot Notice: March 06, 2025

Voting period: March 12, 2025 (from 9:00 a.m.) to April 10, 2025 (till 5:00 p.m.)

Date of Declaration of results: April 11, 2025

##### Voting Pattern:

| Item No. | Description   | Type of Resolution | No. of votes Polled | Votes in favour |         | Votes against |        |
|----------|---|--------------------|---------------------|-----------------|---------|---------------|--------|
|          |   |                    |                     | No. of votes    | %       | No. of votes  | %      |
| 1        | Re-appointment Mr. A. K. Mittal (DIN: 00698377) as Managing Director of the Company for a further period of 5 (Five) years w.e.f. April 1, 2025 | Special resolution | 6,54,438            | 6,54,435        | 99.9999 | 3             | 0.0001 |

For the above mentioned Postal Ballot M/s. Ragini Chokshi & Co., Practicing Company Secretaries, were appointed as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

##### Procedure for postal ballot:

The postal ballot was conducted as per the provisions of Sections 108 and 110 and other applicable provisions of the Companies Act, 2013 read with the Rules thereunder and the Circulars issued by the Ministry of Corporate Affairs in this regard.

##### Whether any special resolution is proposed to be conducted through postal ballot:

Currently, the Company does not have any plans with respect to passing of resolutions through Postal Ballot.

However, considering the business requirement(s) the Company may prefer to pass appropriate resolution through circulation(s)/ postal ballot. The procedure for Postal Ballot shall be communicated together with notice of passing resolution through Postal Ballot, if required.

#### (5) MEANS OF COMMUNICATION

- The quarterly/ half yearly and annual financial results of the Company are regularly submitted to the stock exchange where the shares of the Company are listed in accordance with the Listing Regulations and are generally published in an English newspaper (Business Standard) and in Marathi newspaper (Pratahkal).
- The Company has its own website ([www.akgroup.co.in](http://www.akgroup.co.in)) and the information relating to the Company and its services is displayed on its website. The Company's results and official news releases, if any, are displayed on the website of the Company.
- During the year under review, the Company did not have any institutional investors or analysts. Thus, the Company was not required to make any presentations to the institutional investors or analysts.

#### (6) GENERAL SHAREHOLDER INFORMATION

##### i. Details of the 32nd Annual General Meeting of the Company

The 32nd Annual General Meeting of the Company will be held on Saturday, September 13, 2025 at 10.00 a.m., through Video Conferencing/ Other Audio Visual Means (VC/ OAVM), which does not require physical presence of members at a common venue. Guidelines for participation in the AGM through VC/ OAVM are laid down in the Notice convening the said meeting and have also been uploaded on the Company's website at [www.akgroup.co.in](http://www.akgroup.co.in).

##### ii. Financial year of the Company

The financial year of the Company covers the period from April 1 to March 31.

##### iii. Dividend payment date

The payment of dividend, if any, shall be paid on or before, October 10, 2025.

##### iv. Listing of Equity Shares on Stock Exchanges:

The Company's Equity Shares are listed on BSE Limited (BSE), Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001. The Company has paid the requisite annual listing fees for the Financial Year 2025-26 to BSE.

##### v. Confirmation/ Undertaking:

The Directors of the Company be and hereby confirm that in no event the Securities of the Company were suspended from trading during the Financial Year 2024-25.



**vi. Registrar to an Issue and Share Transfer Agent:**

MUFG Intime India Private Limited (formerly known as “Link Intime India Private Limited”)

C-101, 247 Park, L.B.S. Marg, Vikhroli (West) Mumbai - 400 083

E-mail: [rnt.helpdesk@in.mpms.mufig.com](mailto:rnt.helpdesk@in.mpms.mufig.com)

Website: [www.in.mpms.mufig.com](http://www.in.mpms.mufig.com)

**vii. Share transfer system:**

The Company's shares are compulsorily traded in electronic form in demat mode on BSE. 99.80% of the equity shares capital of the Company are held in demat mode. Transfer of equity shares in electronic form are effected through the depositories without any involvement of the Company.

As mandated by SEBI, securities of the Company can be transferred / traded only in dematerialised form. Shareholders holding shares in physical form are advised to avail the facility of dematerialization.

**viii. Distribution of Shareholding:**

Distribution schedule of Equity shareholding of the Company as at March 31, 2025 is as follows:

| Category |   |        | Number of Shareholders | % of total Shareholders | Total number of shares held | % of total Shareholding |
|----------|---|--------|------------------------|-------------------------|-----------------------------|-------------------------|
| From     |   | To     |                        |                         |                             |                         |
| 1        | - | 500    | 2,434                  | 91.40                   | 1,71,488                    | 2.60                    |
| 501      | - | 1,000  | 108                    | 4.06                    | 83,910                      | 1.27                    |
| 1,001    | - | 2,000  | 44                     | 1.65                    | 63,546                      | 0.96                    |
| 2,001    | - | 3,000  | 23                     | 0.86                    | 57,682                      | 0.87                    |
| 3,001    | - | 4,000  | 7                      | 0.26                    | 26,052                      | 0.40                    |
| 4,001    | - | 5,000  | 8                      | 0.30                    | 36,851                      | 0.56                    |
| 5,001    | - | 10,000 | 10                     | 0.38                    | 66,484                      | 1.01                    |
| 10,001   | - | Above  | 29                     | 1.09                    | 60,93,987                   | 92.33                   |
| Total    |   |        | 2,663                  | 100.00                  | 66,00,000                   | 100.00                  |

**Note:** (i) The rounding off of percentages could result into arithmetical differences.

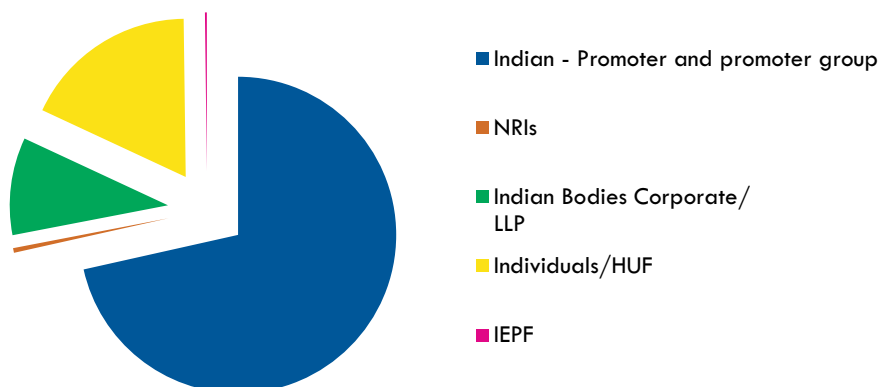
(ii) Number of Shareholders are calculated on the basis of Folio Numbers.

**Equity Shareholding pattern of the Company as at March 31, 2025 is as follows:**

| Category                               | Number of shares | % of total Shareholding |
|--|------------------|-------------------------|
| <b>Promoter and promoter group (A)</b> |                  |                         |
| Indian                                 | 47,18,730        | 71.50                   |
| <b>Sub-total (A)</b>                   | <b>47,18,730</b> | <b>71.50</b>            |
| <b>Public (B)</b>                      |                  |                         |
| NRIs                                   | 31,805           | 0.48                    |
| Indian Bodies Corporate/LLP            | 6,57,576         | 9.96                    |
| Individuals/HUF                        | 11,78,805        | 17.86                   |
| IEPF                                   | 13,084           | 0.20                    |
| <b>Sub-total (B)</b>                   | <b>18,81,270</b> | <b>28.50</b>            |
| <b>Total Shareholding (A) + (B)</b>    | <b>66,00,000</b> | <b>100.00</b>           |

**Note:** The rounding off of percentages could result into arithmetical differences

### % of total Shareholding as on March 31, 2025



#### ix. Dematerialization of Shares and Liquidity:

As on March 31, 2025, 99.80% of the paid-up Equity Share Capital of the Company was held in dematerialized form with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). The Company's equity shares are traded at the BSE Limited. The market lot is one share as the trading in equity shares of the Company is permitted in dematerialized form.

- x. The Members of the Company are informed that only Equity Share Capital forms the part of the paid-up Capital Structure of the Company. Further as on March 31, 2025, the Company has outstanding Commercial Paper amounting to INR 70 Crores.
- xi. The Company has not issued any other instrument(s) such as Preference Shares/ American Depositary Receipts/ Global Depositary Receipts whether convertible or not.
- xii. The Members of the Company may note that Company is not involved in the Commodities Market. Further the operations of the Company are not exposed to Foreign Exchange Risk and Hedging Activities.
- xiii. Since the Company is engaged in the business of providing Services as a Merchant Banker, the Company does not have any manufacturing units/ plants.

#### xiv. Address for Correspondence:

For any assistance, request or instruction regarding transmission/transposition of shares, dematerialization of shares, change of address, non-receipt of annual report, interest/dividend warrant and any other query relating to the shares of the Company, the investors may please write to the following address:

##### **MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited)**

C-101, 247 Park, L.B.S. Marg, Vikhroli (West)  
Mumbai - 400 083  
Tel: +91 22 4918 6270  
Fax: +91 22 4918 6060  
E-mail: [rnt.helpdesk@in.mpms.mufg.com](mailto:rnt.helpdesk@in.mpms.mufg.com)  
Website: [www.in.mpms.mufg.com](http://www.in.mpms.mufg.com)

##### **The Company Secretary**

A. K. Capital Services Limited  
603, 6th Floor, Windsor,  
Off CST Road, Kalina,  
Santacruz (East), Mumbai – 400 098  
Tel: +91 22 67546500  
Fax: +91 22 66100594  
E-mail: [csakcsi@akgroup.co.in](mailto:csakcsi@akgroup.co.in)  
Website: [www.akgroup.co.in](http://www.akgroup.co.in)

For queries relating to the financial statements and investors information, other than those relating to shares/ dividend, please write to:

##### **Chief Financial Officer**

A. K. Capital Services Limited  
603, 6th Floor, Windsor, Off CST Road, Kalina,  
Santacruz (East), Mumbai – 400 098  
Tel: +91 22 67546500 | Fax: +91 22 66100594  
E-mail: [akmumbai@akgroup.co.in](mailto:akmumbai@akgroup.co.in)  
Website: [www.akgroup.co.in](http://www.akgroup.co.in)

**xv. List of all credit Rating obtained by the Company**

| Rating Agency                     | Rating  | Instruments                       | Rating Action       | Date               |
|-----------------------------------|---|-----------------------------------|---------------------|--------------------|
| CARE Ratings Limited              | CARE A1+ (A One Plus)                                   | Commercial Paper                  | Reaffirmed          | July 30, 2024      |
| Acuité Ratings & Research Limited | ACUITE AA- (ACUITE Double A Minus)<br>(Outlook: Stable) | Long Term Instruments / Bank Loan | Assigned/Reaffirmed | September 25, 2024 |

**(7) OTHER DISCLOSURES**

- i. Disclosure on Materially Significant Related Party Transactions that may have potential conflict with the Interest of Listed Entity at Large:

All the Related Party Transactions (RPTs) that were entered during the Financial Year 2024-25 were on arm's length basis and were in the ordinary course of business. The Company presents a statement of related party transactions before the Audit Committee on a quarterly basis specifying inter alia the nature & value of the transactions. Prior omnibus approval of the Audit Committee is obtained for the transactions which are foreseen and/or repetitive in nature.

However, the disclosure of transactions with related party for the year, as per Indian Accounting Standard-24 - Related Party Disclosures (INDAS-24), is given in Notes to the Accounts section of the Annual Report.

Further, disclosure required under Schedule V Part A of Listing Regulations pertaining to related party transactions is furnished in Notes to the Accounts section of the Annual Report.

All Related Party Transactions as required under Indian Accounting Standards-24 are reported in Note No. 38 of Notes to the Consolidated Financial Statements and Note No. 31 of Notes to the Standalone Financial Statements of your Company.

- ii. No material penalty or strictures has been imposed on the Company by the Stock Exchanges or the Securities and Exchange Board of India or any other Statutory Authorities, on any matter related to the capital markets, during the last three financial years.
- iii. The Audit Committee has established a Vigil Mechanism and adopted a Whistle-Blower Policy, which provides a formal mechanism for all Directors and employees of the Company to approach the Audit Committee and make protective disclosures to the Committee about unethical behavior, actual or suspected fraud or violation of the Company's Code of Conducts or ethic policy. The Company affirms that no Director or employee has been denied access to the Audit Committee.

**iv. Details of compliance with mandatory requirements and adoption of the non-mandatory requirements**

The Company has complied with all the mandatory requirements of the Schedule V of the Listing Regulations. The status of compliance with the non-mandatory requirements of this clause has been detailed herein:

**Adoption of Non-mandatory requirement:**

Part C of Schedule V of the Listing Regulations states that non-mandatory requirements may be implemented at the discretion of the Company. However, disclosures on compliance with mandatory requirement and adoption / non-adoption of non-mandatory requirements shall be made in the Corporate Governance Report of the Annual Report. The status of compliance of the non-mandatory requirements as specified in sub-regulation 1 of Regulation 27 of the Listing Regulations are as follows:

**a) The Board:**

The Company does not defray any expenses of the Chairman's Office.

**b) Shareholder Rights:**

The Company's quarterly, half-yearly and yearly results are furnished to the Stock Exchanges and are also published in the newspapers and on the website of the Company and therefore results were not separately sent to the Members.

**c) Modified opinion(s) in Audit Report:**

For the Financial Year ended March 31, 2025, the Independent Auditors have given unmodified opinion on the Company's Financial Statements. The Company continues to adopt best practices to ensure the regime of unmodified Financial Statements.

**d) Separate posts of Chairperson and the Managing Director or the Chief Executive Officer:**

The Company has appointed separate persons to the post of Chairperson and the Managing Director. The Chairperson of the Board is a Non-executive Independent Director and is not related to the Managing Director as per the definition of the term "relative" as defined in Act.

**e) Reporting of the Internal Auditor:**

The Internal Auditor reports directly to the Audit Committee.

**v. Policy on determining Material Subsidiary**

In accordance with Listing Regulations the Company had two material subsidiaries namely, A. K. Capital Finance Limited and A. K. Stockmart Private Limited in the financial year 2024-25. The Policy for determining the material subsidiaries has been formulated and adopted by the Board. The Policy may be accessed on the Company's website at link:

<https://www.akgroup.co.in/docs/Policy%20for%20Determining%20Material%20Subsidiaries%2008.02.2025%20Final.PDF>

**vi. Policy on dealing with Related Party Transactions**

In accordance with the provisions of Listing Regulations, the Company has formulated a Policy on Materiality and Dealing with Related Party Transactions. It can be accessed on the Company's website at the link:

[https://www.akgroup.co.in/docs/Policy%20on%20materiality%20and%20dealing%20with%20Related%20Party%20Transactions\\_AKCSL-08.02.2025%20FINAL.PDF](https://www.akgroup.co.in/docs/Policy%20on%20materiality%20and%20dealing%20with%20Related%20Party%20Transactions_AKCSL-08.02.2025%20FINAL.PDF)

vii. The Company is not exposed to commodity price risk or foreign exchange risk and hedging activities.

viii. During the Financial Year 2024-25, the Company has not raised any funds through Preferential Allotment or qualified institutional placement as specified under Regulation 32(7A) of Listing Regulations

**ix. Certificate from Practicing Company Secretary:**

The Certificate from the Practicing Company Secretary, M/s. Ragini Chokshi & Co., Secretarial Auditor, confirming that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed/ continuing as directors of the Company by SEBI and/or Ministry of Corporate Affairs and/or any such authority forms part of this Annual Report.

x. The Members of the Company are informed that the Board has accepted all the recommendations of its Committees.

xi. M/s. PYS & Co., Chartered Accountants, [Firm Registration No.: 012388S/S200048] is the Statutory Auditors of the Company. The remuneration paid to the Statutory Auditors for the Services rendered during Financial Year 2024-25 is disclosed in the Financial Statements of the Company.

M/s. PYS & Co., Chartered Accountants, [Firm Registration No.: 012388S/S200048] is also Statutory Auditors of Family Home Finance Private Limited, step-down subsidiary of the Company. The remuneration paid to the Statutory Auditors for the Services rendered during Financial Year 2024-25 is also disclosed in the Consolidated Financial Statements of the Company.

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

The Company has constituted the Internal Complaints Committee (ICC) consisting of such members and representatives as prescribed under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 read with the rules made thereunder.

During the financial year 2024-25, no case in the nature of sexual harassment was reported at any workplace of the Company.

**xiii. Disclosure by listed entity and its subsidiaries of 'Loans and advances in the nature of loans to firms/companies in which directors are interested:**

The information in respect of the loans and advances in the nature of loans to firms/companies in which directors are interested is provided in Notes to the Standalone Financial Statements.

**xiv. Details of material subsidiaries of the listed entity in the financial year 2024-25; including the date and place of incorporation and the name and date of appointment of the statutory auditors of such subsidiaries:**

| Sr. No. | Name of material subsidiary     | Date of incorporation | Place of incorporation | Name of Statutory Auditor          | Date of appointment |
|---------|---------------------------------|-----------------------|------------------------|------------------------------------|---------------------|
| 1       | A. K. Capital Finance Limited   | 03/02/2006            | Kolkata                | M/s. B G J C & Associates LLP      | 06/09/2024          |
| 2       | A. K. Stockmart Private Limited | 17/01/2006            | Mumbai                 | M/s. Jain Balduwa & Associates LLP | 30/08/2024          |

xv. The Members are informed that the Company has complied with all the conditions as specified in para (2) to (10) of the Schedule V of the Listing Regulation to the extent applicable to the Company.

xvi. The disclosures in relation to adoption of discretionary requirements as specified in Part E of Schedule II are provided in Clause 6 (iv) of the Corporate Governance Report.

**(8) Disclosures of compliance with Corporate Governance requirements specified in Regulation 17 to 27 and Regulation 46 of the Listing Regulations:**

The Company has complied with the Corporate Governance requirements specified in Regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of the SEBI Listing Regulations as applicable to the Company during the year under review.

Compliance Certificate from PYS & Co LLP., Statutory Auditors of the Company confirming compliance with the of conditions of Corporate Governance for the financial year ended March 31, 2025 in terms of Schedule V(E) to the Listing Regulations is annexed to this Report.

**(9) Disclosures with respect to Demat Suspense Account/ Unclaimed Suspense Account:**

As per Listing Regulations, the Company reports that the Company has not transferred any equity shares in demat suspense account/unclaimed suspense account at any point of time.

**(10) Disclosure of certain types of agreements binding listed entities:**

During the year under review, there was no agreement entered as mentioned in clause 5A of paragraph A of Part A of Schedule III of the Listing Regulations.



**(11) CEO/CFO Certification:**

The Managing Director and Chief Financial Officer of the Company have certified to the Board, inter alia the accuracy of financial statements and adequacy of internal controls for the financial year ended March 31, 2025, as required under Regulation 17(8) read with Part B of Schedule II of Listing Regulations. The said certificate is annexed to and forms part of this Report.

## **DECLARATION ON COMPLIANCE WITH THE CODE OF CONDUCT**

The Company has adopted a Code of Conduct for Directors and Senior Management, which is posted on the website of the Company. The Code lays down, in detail, the standards of business conduct, ethics, and governance. The Board Members and Senior Management Personnel have affirmed compliance with the Code of Conduct in respect of the Financial Year 2024-25.

**For A. K. Capital Services Limited**

**A. K. Mittal**

**Managing Director**

**(DIN: 00698377)**

Place: Mumbai

Date: August 7, 2025



## CERTIFICATE FROM THE MANAGING DIRECTOR AND CHIEF FINANCIAL OFFICER

To,

The Board of Directors

**A. K. Capital Services Limited**

- A. We have reviewed financial statements and the cash flow statement for the Financial Year 2024-25 and we certify that:
1. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  2. these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. There are, no transactions entered into by the Company during the year which are fraudulent, illegal or violate of the Company's code of conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and there have been no deficiencies in the design or operation of such internal controls of which we are aware.
- D. We have indicated to the auditors and the Audit committee that there were:
1. no significant change in internal control over financial reporting during the year;
  2. no significant change in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  3. there have been no instances of significant fraud of which we have become aware and the involvement therein of the management or an employee having a significant role in the Company's internal control system over financial reporting.

**For A. K. Capital Services Limited**

**A. K. Mittal**  
**Managing Director**  
**(DIN: 00698377)**

**Mahesh Bhootra**  
**Chief Financial Officer**

Place: Mumbai

Date: August 7, 2025

## CERTIFICATE ON NON- DISQUALIFICATION OF DIRECTORS

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

To,

**The Members of A. K. Capital Services Limited**

603, 6th Floor, Windsor,

Off CST Road, Kalina, Santacruz (East),

Mumbai - 400 098

We, Ragini Chokshi & Co, Company Secretaries, have examined the relevant registers, records, forms, returns and disclosures received from the Directors of A. K. Capital Services Limited having (CIN: L74899MH1993PLC274881) and having its Registered Office at 603, 6th Floor, Windsor, Off CST Road, Kalina, Santacruz (East) , Mumbai - 400 098 (hereinafter referred to as 'the Company'), produced before us, by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time).

In our opinion and to the best of our information and according to the verifications (including Director Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to us by the Company & its Officers, we hereby certify that none of the Directors on the Board of the Company as stated below have been debarred or disqualified from being appointed or continuing to act as Directors of the Company for the Financial Year ending March 31, 2025, by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority:

| Sr. No. | Name of the Director (as per DIN) | Designation                                      | Original Date of Appointment | DIN      |
|---------|-----------------------------------|--|------------------------------|----------|
| 1       | Mr. Rajiv Bakshi                  | Chairperson & Non-Executive Independent Director | 05-08-2023                   | 00264007 |
| 2       | Mr. Ashish Vyas *                 | Non-Executive Independent Director               | 05-08-2023                   | 10264901 |
| 3       | Mr. Vinod Kumar Kathuria          | Non-Executive Independent Director               | 18-12-2023                   | 06662559 |
| 4       | Mr. Atul Kumar Mittal             | Managing Director                                | 05-10-1993                   | 00698377 |
| 5       | Ms. Aditi Mittal                  | Non-Executive, Non Independent Woman Director    | 03-02-2018                   | 00698397 |
| 6       | Mr. Ashish Agarwal                | Whole time Director                              | 03-02-2018                   | 08064196 |
| 7       | Mr. Vikas Santosh Jain            | Whole time Director                              | 03-02-2018                   | 07887754 |

*\*Mr. Ashish Vyas was re-appointed as Independent Director for period of 3 years from 05-08-2024 to 04-08-2027.*

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

**For Ragini Chokshi & Co**

**Umashankar K. Hegde**

Partner

M.No- ACS 2213 # C.P. No-11161

ICSI Unique Code: P1988MH090600

Peer Review Certificate No -4166/2023

UDIN: A022133G000343058

Place: Mumbai

Date: May 14, 2025

## Independent Auditors' Certificate on compliance with the conditions of Corporate Governance as per provisions of Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

To,  
The Members

**A. K. Capital Services Limited**

603, 6th Floor, Windsor Off CST Road, Kalina  
Santacruz (East) Mumbai-400098

1. The Corporate Governance Report prepared by A. K. Capital Services Limited ("the Company"), contains the details as required by provisions of the Regulations 17 to 27, 46 (2) (b) to (i) and paras C and D of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ("the Listing Regulations") with respect to Corporate Governance for the year ended 31 March 2025. This Certificate is required by the Company for inclusion in the Annual Report of the Company, which shall be submitted to the Stock Exchange and shareholders of the Company.

### Management responsibility

2. The preparation of the Corporate Governance Report is the responsibility of the Management of the Company including the preparation and maintenance of all relevant supporting records and documents. This responsibility also includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Corporate Governance Report.
3. The Management along with the Board of Directors are also responsible for ensuring that the Company complies with the conditions of Corporate Governance as stipulated in the Listing Regulations, issued by the Securities and Exchange Board of India.

### Auditor's Responsibility

4. Pursuant to the requirements of the Listing Regulations, it is our responsibility to provide a reasonable assurance in the form of an opinion whether the Company has complied with the specific requirements of the Listing Regulations referred to in paragraph 1 above.
5. The procedures selected depend on the auditor's judgement, including the assessment of the risks associated in compliance of the Corporate Governance Report with the applicable criteria. Summary of key procedures performed include:
  - i) Reading and understanding of the information prepared by the Company and included in its Corporate Governance Report;
  - ii) Obtained and verified that the composition of the Board of Directors w.r.t. executive and non-executive directors have been met throughout the reporting period;
  - iii) Obtained necessary supporting documents, clarifications and records from the management of the Company for verification of compliance of the Listing Regulations.
  - iv) Obtained the details of the Directors and verified that at least one-woman director was on the Board during the year;
  - v) Obtained and read minutes of the following meetings held from 01 April 2024 to 31 March 2025;
    - a) Board of Directors meeting
    - b) Audit committee meeting
    - c) Annual General meeting
    - d) Nomination and Remuneration committee
    - e) Stakeholders' Relationship committee
    - f) Corporate Social Responsibility committee
  - vi) Obtained necessary representations and declarations from Directors of the Company including the independent directors; and
  - vii) Performed necessary inquiries with the management and also obtained necessary specific representations from the management.

The above-mentioned procedures include examining evidence supporting the particulars in the Corporate Governance Report on a test basis. Further, our scope of work under this report did not involve us performing audit tests for the purposes of expressing an opinion on the fairness or accuracy of any of the financial information or the financial statements of the Company taken as a whole.

6. We have conducted our examination of the Corporate Governance Report in accordance with the Guidance Note on Reports or Certificates for Special Purposes and the Guidance Note on Certification of Corporate Governance, both issued by the Institute of Chartered Accountants of India ("ICAI"). The Guidance Note on Reports or Certificates for Special Purposes requires that we comply with the ethical requirements of the Code of Ethics issued by Institute of Chartered Accountants of India.
7. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements

### Opinion

8. Based on the procedures performed by us as referred in paragraph 5 above and according to the information and explanations given to us, we are of the opinion that the Company has complied with the conditions of Corporate Governance as stipulated in the Listing Regulations, as applicable for the year ended 31 March 2025, referred to in paragraph 1 above.

### Other matters and Restriction on Use

9. This Certificate is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.
10. This Certificate is addressed to and provided to the members of the Company solely for the purpose of enabling it to comply with its obligations under the Listing Regulations and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without our prior consent in writing. We have no responsibility to update this Certificate for events and circumstances occurring after the date of this Certificate.

### For PYS & Co LLP

#### Chartered Accountants

Firm's Reg. No.: 012388S/S200048

Sanjay Kokate

Partner

Membership No.: 130007

UDIN: 25130007BMHIWP8059

Certificate No.: PYS/SK/25-26/25030

Place: Mumbai

Date: August 07, 2025

## INDEPENDENT AUDITOR'S REPORT

To  
The Members of  
**A. K. Capital Services Limited**  
**Report on the audit of the Standalone Financial Statements**

### Opinion

We have audited the accompanying standalone financial statements of **A. K. Capital Services Limited**, (hereinafter referred to as "the Company"), which comprise the balance sheet as at 31 March 2025, the statement of profit and loss (including other comprehensive income), the statement of changes in equity and the statement of cash flows for the year then ended on that date, and notes to the standalone financial statements including a summary of the 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 Standard prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standard) Rules 2015 as amended (Ind AS) and the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2025, 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 Companies Act, 2013. 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 together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Companies Act, 2013 and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the standalone financial statements.

### Key Audit Matters

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. For each matter below, description of how our audit addressed the matter is provided in that context. We have determined the matters described below to be the key audit matters to be communicated in our report.

| Sr. No. | Key Audit Matter   | How the matter was addressed in our audit  |
|---------|--|--|
| 1       | <p><b>Measurement of investments in accordance with Ind AS 109 "Financial Instruments"</b></p> <p>On initial recognition, investments are recognized at fair value, in case of Investments which are recognised at fair value through profit and loss (FVTPL), its transaction cost is recognised in the statement of profit and loss. In other cases, the transaction costs are attributed to the acquisition value of the investments.</p> <p>The Company's investments are subsequently classified into following categories based on the objective of its business model to manage the cash flows and options available in the standard:</p> <ul style="list-style-type: none"> <li>Debt instruments at amortised cost</li> <li>Debt instruments and equity instruments at fair value through profit or loss (FVTPL)</li> <li>Equity instruments measured at fair value through other comprehensive income FVTOCI.</li> </ul> <p>The Company has assessed the following two business model:</p> <ul style="list-style-type: none"> <li>Held to collect contractual cash flows</li> <li>Realising cash flows through the sale of investments. The Company makes decisions based on the assets' fair values and manages the assets to realise those fair values.</li> </ul> <p>Since valuation of investments at fair value involves critical assumptions, significant risk in valuation and complexity in assessment of business model, the valuation of investments as per Ind AS 109 is determined to be a key audit matter in our audit of the standalone financial statements.</p> <p>(Refer note 2, 5, 33, 34, 36 and 38 to the Standalone Financial Statements)</p> | <p><b>Principal Audit Procedures</b></p> <ul style="list-style-type: none"> <li>Obtained an understanding of Company's business model assessed in accordance with Ind AS 109;</li> <li>Evaluated the Company's assessment of business model;</li> <li>Obtained an understanding of the determination of the measurement of the investments and tested the reasonableness of the significant judgments applied by the management;</li> <li>Evaluated the design of internal controls relating to the measurement and also tested the operating effectiveness of the aforesaid controls;</li> <li>Ensured that the Company has used valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs, including consideration of the current economic and market conditions.</li> <li>Obtained and assessed the valuation certificate of independent valuer in respect of fair value of investments; and</li> <li>Assessed the appropriateness of the disclosure in the standalone financial statements in accordance with the applicable financial reporting framework.</li> <li>Broadly reviewed the IT systems and internal controls related to investment in place.</li> </ul> |

| Sr. No. | Key Audit Matter   | How Our audit addressed the key audit matter   |
|---------|--|--|
| 2       | <p><b>Related party transactions and disclosures</b></p> <p>The Company has undertaken transactions with its related parties in the normal course of business.</p> <p>We have identified the accuracy and completeness of related party transactions and its disclosure as set out in respective notes to the standalone financial statements as a key audit matter to verify whether the transactions are recorded at arm length basis, disclosure of such transactions in the standalone financial statements and regulatory compliance thereon during the year ended 31 March 2025.</p> <p>(Refer note 31 to the Standalone Financial Statements)</p> | <p><b>Principal Audit Procedures</b></p> <ul style="list-style-type: none"> <li>• Obtained, read and assessed the Company's policies, processes and procedures in respect of identifying related parties, evaluation of arm's length, obtaining necessary approvals, recording and disclosure of related party transactions, including compliance of transactions and disclosures in accordance with the regulations.</li> <li>• Tested on a sample basis, related party transactions with the underlying contracts and other supporting documents for appropriate authorization and approval for such transactions.</li> <li>• Read minutes of meeting of the Board and its relevant committee meetings and minutes of meetings of those charged with governance in connection with transactions with related parties affected during the year and Company's assessment of related party transactions being in the ordinary course of business at arm's length and in accordance with the regulations.</li> <li>• Assessed and tested the disclosures made in accordance with the requirements of Ind AS and the applicable regulations.</li> </ul> |

#### Information Other than the standalone financial statements and Auditor's Report thereon

The Company's Management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's annual report namely Directors' Report, Annexures to Board Report, Management Discussion and Analysis, Corporate Governance Report, Business Responsibility Statement, but does not include the financial statements and our auditor's report thereon. The Reports are expected to be made available to us after the date of this auditors' report.

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 identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

When we read the Board report including Annexures to Board Report, Management Discussion and Analysis, Corporate Governance Report, Business Responsibility Statement, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance as required under SA 720 (Revised) 'The Auditor's responsibilities Relating to Other Information'.

#### Management's and Board of Directors' responsibilities for the standalone financial Statements

The Company's Management and Board of Directors are 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 including other comprehensive income, changes in equity and cash flows of the Company in accordance with the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for the 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 management and 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 management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

#### Auditors' 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 scepticism throughout the audit. We also



- a) 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.
- b) Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3) (If the Companies Act, 2013, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to standalone financial statements in place and the operating effectiveness of such controls.
- c) Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management and Board of Directors.
- d) Conclude on the appropriateness of the Management's and Board of Directors' 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.
- e) Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current 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 the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, based on our audit we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as, it appears from our examination of those books;
  - c) The balance sheet, the statement of profit and loss (including other comprehensive income), statement of changes in equity and the statement of cash flows 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 the Companies (Indian Accounting Standards) Rules, 2015 as amended;
  - e) On the basis of the written representations received from the directors as on 31 March 2025 and taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2025, from being appointed as a director in terms of Section 164(2) of the Act;
  - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial control over financial reporting;
  - g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of Section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid or provided to its directors during the year is in accordance with the provision of Section 197 of the Act;
  - h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:
    - i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements (Refer Note No. 44 to the standalone financial statements);
    - ii. The Company did not have any material foreseeable losses on long-term contracts including derivative contracts during the year ended 31 March 2025;

- iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company during the year ended 31 March 2025;
- iv. a) The Management has represented that, to the best of its knowledge and belief, as mentioned in note 53 (a) to the standalone financial statements, no funds (which are material either individually or in the aggregate) 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 or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- b) The Management has represented, that, to the best of its knowledge and belief, as mentioned in note 53 (b) to the standalone financial statements, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("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;
- c) Based on the audit procedures 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), as provided under (a) and (b) above, contain any material misstatement;
- v. In respect of dividend:
  - a) The final dividend proposed in the previous year, declared and paid by the Company during the year is in accordance with Section 123 of the Act, as applicable.
  - b) The interim dividend declared and paid by the Company during the year and until the date of this report is in compliance with Section 123 of the Act.
  - c) The Board of Directors of the Company have proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The amount of dividend proposed is in accordance with section 123 of the Act, as applicable (Refer note 57(i) to the standalone financial statements).
- vi. Based on our examination, which included test checks, the Company has used accounting software for maintaining its books of account for the financial year ended 31 March 2025 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 the audit trail feature being tampered with.

The Company is using independent softwares for sale and purchase of investments and payroll processing which are not integrated with the accounting system of the Company. Based on the output of these softwares, the Company account for the entries related to investment and payroll on a timely basis. Accordingly, in our view, the reporting responsibility under Rule 11(g) is not applicable.

Further, the audit trail has been preserved by the company as per the statutory requirements for record retention.

For PYS & COLLP

Chartered Accountants

Firm's Registration No. 012388S/S200048

Sanjay Kokate

Partner

Membership No.: 130007

UDIN: 25130007BMHIVN6545

Place: Mumbai

Date: 23 May 2025

## ANNEXURE 'A' TO THE INDEPENDENT AUDITOR'S REPORT

### (Referred to in paragraph 1 under the heading 'Report on Other Legal and Regulatory Requirements' of our report of even date of A. K. Capital Services Limited)

- (i) In respect of the Company's Property, Plant and Equipment and Intangible Assets, according to the information and explanations given to us and on the basis of our examination of the records of the Company:
- (A) The Company is maintaining 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 is maintaining proper records showing full particulars of intangible assets.
  - The Company has a regular programme for physical verification of its property, plant and equipment by which all the assets are verified every year. In our opinion, the periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the programme, all the property, plant and equipment have been physically verified by the management during the year and no discrepancies were observed in such verification.
  - The title deeds of immovable properties are held in the name 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.
  - No proceedings have been initiated during the year or are pending against the Company as of 31 March 2025 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.
- (ii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, in respect of the Company's inventories:
- Considering the nature of the business, the Company does not have inventory. In view of this, Clause 3 (ii) (a) of the Order is not applicable to the Company.
  - The Company has been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks on the basis of security of current assets. According to information and explanations given to us and the records examined by us, the quarterly returns or statements including revised, if any filed by the Company during the year with such banks are in agreement with books of account.
- (iii) In respect of the Company's investments, loan, guarantee or security:
- During the year, the Company has not provided loans or advances in the nature of loans, or provided security or guarantee to any entity. Further, there is a outstanding guarantee provided to a bank in respect of secured working capital facility and cash credit facility taken by a subsidiary company. In our opinion, the said guarantee is not prejudicial to the Company's interest. The details are as under:
- | Name of the statute   | Guarantees     |
|---|----------------|
| Aggregate amount granted/ provided during the year  | NIL            |
| - Subsidiary  | 27,500.00 lacs |
| Balance outstanding as at balance sheet date in respect of guarantee provided in favor of a above cases |                |
| - Ssubsidiary company   | 27,500.00 lacs |
- During the year, the Company has invested in debt instruments, mutual fund and alternate investment fund, which are not prejudicial to the Company's interest.
  - During the year, the Company has not provided loans or advance in the nature of loans and accordingly, reporting of repayment of principal and payment of interest under Clause 3(iii)(c) of the Order is not applicable to the Company.
  - During the year, the Company has not provided loans or advance in the nature of loans and accordingly, reporting of amount overdue under Clause 3(iii)(d) of the Order is not applicable to the Company.
  - During the year, no loan or advance has been renewed or extended or fresh loans granted to settle the overdue of existing loans given to the same parties and accordingly, reporting under Clause 3(iii)(e) of the Order is not applicable to the Company.
  - During the year, the Company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment and accordingly, reporting under Clause 3(iii)(f) of the Order is not applicable to the Company.
- (iv) According to 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 Sections 185 and 186 of the Companies Act, 2013 in respect of loans granted, investments made, guarantees, and securities provided, as applicable.
- (v) The Company has not accepted any deposits during the year from the public to which the directives issued by the Reserve Bank of India and provision of Sections 73 to 76 or any other relevant provisions of the Act and the rules framed thereunder apply. Accordingly, Clause 3 (v) of the Order is not applicable to the Company.
- (vi) In our opinion and according to the information and explanations given to us, the Central Government has not prescribed maintenance of cost records under Sub-section (1) of Section 148 of the Act.

- (vii) (a) According to the information and explanations given to us, the Company is generally regular in depositing the undisputed statutory dues including provident fund, goods and service tax, income tax, cess and any other statutory dues applicable to it with the appropriate authorities. There are no arrears of outstanding statutory dues as at the last day of the financial year for the period of more than six months from the date they became payable. As explained to us, the Company did not have any dues on account of duty of excise, sales tax and value added tax.
- (b) According to the information and explanations given to us, there are no dues of income tax, goods and service tax and other statutory dues which have not been deposited on account of any dispute with the appropriate authorities except the following dues of income Tax:

| Name of the statute  | Nature of the dues | Amount<br>(Rs. in Lakhs) | Period which the amount<br>relates | Forums where the<br>Dispute is pending          |
|----------------------|--------------------|--------------------------|------------------------------------|---|
| Income Tax Act, 1961 | Income Tax         | 124.59*                  | Assessment Year 2018-19            | Commissioner of Income<br>Tax (Appeals), Mumbai |

\*Disputed demand of Rs. 159.54 Lakhs has been adjusted against the refund order issued for the assessment year 2022-23 of Rs. 2.95 Lakhs. Further, an amount of Rs. 32.00 Lakhs has been paid under protest against the said demand during the previous year.

- (viii) There were 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).
- (ix) In respect of borrowings:
- During the year, the Company has not defaulted in repayment of loans or other borrowings in the payment of interest thereon to any lender and hence, reporting under Clause 3(ix) (a) of the Order is not applicable to the Company.
  - The Company is not declared wilful defaulter by any bank or financial institution or other lender and hence, reporting under Clause 3(ix) (b) of the Order is not applicable to the Company.
  - The Company has applied the term loans for the purpose for which the loans were obtained.
  - During the year, the funds raised on short term basis by the Company have not been utilized for long-term purposes.
  - During the year, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures and hence, reporting under Clause 3(ix) (e) of the Order is not applicable to the Company.
  - During the year, the Company has not raised any loan on the pledge of securities held in its subsidiaries, joint ventures or associate companies and hence, reporting under Clause 3(ix) (f) of the Order is not applicable to the Company.
- (x) In respect of issue of shares or debt instruments:
- The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence, reporting under clause 3(x)(a) of the Order is not applicable to the Company.
  - 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 under Clause 3(x)(b) of the Order is not applicable to the Company.
- (xi) In respect of frauds and whistle blower complaints:
- No fraud by the Company and no material fraud on the Company has been noticed or reported during the year.
  - No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.
  - No whistle blower complaints received by the Company during the year (and upto the date of this report), while determining the nature, timing and extent of our audit procedures.
- (xii) The Company is not a Nidhi Company and hence, reporting under clause (xii) of the Order is not applicable to the Company.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with related parties are in compliance with Sections 177 and 188 of the Act, where applicable and details of such transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.
- (xiv) In respect of internal audit system:
- In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.
  - We have considered the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures.
- (xv) In our opinion during the year, the Company has not entered into any non-cash transactions with its Directors or persons connected with its directors and hence, the provisions of Section 192 of the Companies Act, 2013 are not applicable to the Company.

(xvi) In respect of the Reserve Bank of India Act, 1934:

- (a) In our opinion, the Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under Clause 3(xvi)(a) of the Order is not applicable to the Company.
- (b) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not conducted any Non-Banking Financial or Housing Finance activities during the year. Hence, reporting under Clause 3(xvi) (b) of the Order is not applicable to the Company.
- (c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Hence, reporting under Clause 3(xvi) (c) of the Order is not applicable to the Company.
- (d) In our opinion, the Group does not have more than one Core Investment Company (CIC) as defined in the Core Investment Companies (Reserve Bank) Directions, 2016. Hence, reporting under Clause 3(xvi) (d) of the Order is not applicable to the Company.

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

(xviii) There has been no resignation of the statutory auditors of the Company during the year.

(xix) 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 the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

(xx) In respect of Corporate Social Responsibility (CSR):

- (a) There are no unspent amounts towards Corporate Social Responsibility (CSR) 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. Accordingly, reporting under Clause 3(xx)(a) of the Order is not applicable to the Company.
- (b) There are no amounts that required to be transfer to unspent Corporate Social Responsibility (CSR) account as at the end of the previous financial year and for this financial year also hence, provisions of Section 135 of the said Act are not applicable to the Company during the year. Accordingly, reporting under Clause 3(xx) (b) of the Order is not applicable to the Company.

For PYS & CO LLP

Chartered Accountants

Firm's Registration No. 012388S/S200048

Sanjay Kokate

Partner

Membership No.: 130007

UDIN: 25130007BMHIVN6545

Place: Mumbai

Date: 23 May 2025



## ANNEXURE 'B' TO THE INDEPENDENT AUDITORS' REPORT (Referred to in paragraph 2(f) under the heading 'Report on Other Legal and Regulatory Requirements' of our report of even date)

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

We have audited the internal financial controls over financial reporting of **A. K. Capital Services Limited** (the Company) as of and for the year ended 31 March 2025 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

#### Management's Responsibility for Internal Financial Controls

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

#### Auditors' Responsibility

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

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

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

#### Meaning of Internal Financial Controls Over Financial Reporting

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of 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 Over Financial Reporting

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

#### Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at and for the year ended 31 March 2025, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Control Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For PYS & CO LLP  
Chartered Accountants  
Firm's Registration No. 012388S/S200048

Sanjay Kokate  
Partner  
Membership No.: 130007  
UDIN: 25130007BMHIVN6545

Place: Mumbai  
Date: 23 May 2025

## BALANCE SHEET AS AT MARCH 31, 2025

₹ in Lakhs

|   | Note No. | As at<br>31-03-2025 | As at<br>31-03-2024 |
|---|----------|---------------------|---------------------|
| <b>ASSETS</b>   |          |                     |                     |
| <b>(1) Financial assets</b>   |          |                     |                     |
| (a) Cash and cash equivalents   | 3 (a)    | 704.39              | 140.17              |
| (b) Bank balances other than (a) above  | 3 (b)    | 35.30               | 31.89               |
| (c) Trade receivables   | 4        | 578.03              | 30.16               |
| (d) Investments   | 5        | 1,19,714.39         | 1,12,592.72         |
| (e) Other financial assets  | 6        | 1,096.26            | 1,187.29            |
| <b>Total financial assets</b>   |          | <b>1,22,128.37</b>  | <b>1,13,982.23</b>  |
| <b>(2) Non-financial assets</b>   |          |                     |                     |
| (a) Current tax assets (net)  |          | 681.21              | 146.69              |
| (b) Investment property   | 7        | 2,480.27            | 2,537.65            |
| (c) Property, plant and equipment   | 8        | 1,677.04            | 1,795.69            |
| (d) Intangible assets   | 9        | 11.55               | 19.30               |
| (e) Other non-financial assets  | 10       | 97.76               | 94.68               |
| <b>Total non-financial assets</b>   |          | <b>4,947.83</b>     | <b>4,594.01</b>     |
| <b>TOTAL ASSETS</b>   |          | <b>1,27,076.20</b>  | <b>1,18,576.24</b>  |
| <b>LIABILITIES AND EQUITY</b>   |          |                     |                     |
| <b>LIABILITIES</b>  |          |                     |                     |
| <b>(1) Financial liabilities</b>  |          |                     |                     |
| (a) Trade payables  |          |                     |                     |
| (i) Total outstanding dues of micro enterprises & small enterprises                         | 11       | 1.72                | 1.75                |
| (ii) Total outstanding dues of creditors other than micro enterprises and small enterprises |          | 100.70              | 171.42              |
| (b) Debt securities   | 12       | 6,693.26            | 9,858.33            |
| (c) Borrowings (other than debt securities)   | 13       | 68,622.32           | 58,014.55           |
| (d) Deposits  | 14       | 73.35               | 197.50              |
| (e) Other financial liabilities   | 15       | 661.83              | 697.73              |
| <b>Total financial liabilities</b>  |          | <b>76,153.18</b>    | <b>68,941.28</b>    |
| <b>(2) Non-financial liabilities</b>  |          |                     |                     |
| (a) Provisions  | 16       | 281.07              | 265.03              |
| (b) Deferred tax liabilities (net)  | 17       | 397.04              | 363.18              |
| (c) Other non-financial liabilities   | 18       | 266.93              | 202.96              |
| <b>Total non-financial liabilities</b>  |          | <b>945.04</b>       | <b>831.17</b>       |
| <b>TOTAL LIABILITIES</b>  |          | <b>77,098.22</b>    | <b>69,772.45</b>    |
| <b>EQUITY</b>   |          |                     |                     |
| (a) Equity share capital  | 19 (a)   | 660.00              | 660.00              |
| (b) Other equity  | 19 (b)   | 49,317.98           | 48,143.79           |
| <b>TOTAL EQUITY</b>   |          | <b>49,977.98</b>    | <b>48,803.79</b>    |
| <b>TOTAL LIABILITIES AND EQUITY</b>   |          | <b>1,27,076.20</b>  | <b>1,18,576.24</b>  |

### Summary of material accounting policies and other explanatory information (Refer Note 2)

The accompanying notes are an integral part of the standalone financial statements

As per our report of even date attached

For PYS & Co LLP

Chartered Accountants

Firm's Registration No. 012388S/S200048

For and on behalf of the Board of Directors of

A. K. Capital Services Limited

Sanjay Kokate

Partner

Membership No. 130007

Place: Mumbai

Date: May 23, 2025

A. K. Mittal

Managing Director

(DIN: 00698377)

Place: New Delhi

Date: May 23, 2025

Ashish Agarwal

Director

(DIN:08064196)

Place: New Delhi

Mahesh Bhootra

Chief Financial Officer

Place: Mumbai

Tejas Davda

Company Secretary

(ACS: A27660)

Place: Mumbai

## STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2025

₹ in Lakhs

|   | Note No. | Current Year<br>2024-2025 | Previous Year<br>2023-2024 |
|---|----------|---------------------------|----------------------------|
| <b>Revenue from operations</b>  |          |                           |                            |
| Sale of services  | 20       | 6,496.59                  | 6,097.57                   |
| Net gain on fair value changes  | 21       | (414.10)                  | 1,382.19                   |
| Interest income   | 22       | 4,432.65                  | 4,384.58                   |
| Dividend income   |          | 1,720.71                  | 540.00                     |
| Rental income   |          | 184.02                    | 214.89                     |
| <b>Total revenue from operations</b>                                      |          | <b>12,419.87</b>          | <b>12,619.23</b>           |
| Other income  | 23       | 305.12                    | 100.72                     |
| <b>Total income</b>   |          | <b>12,724.99</b>          | <b>12,719.95</b>           |
| <b>EXPENSES</b>   |          |                           |                            |
| Finance costs   | 24       | 4,486.03                  | 3,958.65                   |
| Fees and commission expense   |          | 186.73                    | 411.90                     |
| Employee benefits expenses  | 25       | 2,720.29                  | 3,034.40                   |
| Depreciation and amortization   | 8, 9, 10 | 388.23                    | 363.36                     |
| Other expenses  | 26       | 1,116.97                  | 919.48                     |
| <b>Total expenses</b>   |          | <b>8,898.25</b>           | <b>8,687.79</b>            |
| <b>Profit before exceptional items and tax</b>                            |          | <b>3,826.74</b>           | <b>4,032.16</b>            |
| Exceptional Items   |          | -                         | -                          |
| <b>Profit before tax</b>  |          | <b>3,826.74</b>           | <b>4,032.16</b>            |
| Tax expense:  |          |                           |                            |
| Current tax   |          | 505.00                    | 775.00                     |
| Tax adjustment for earlier years  |          | 2.99                      | (2.99)                     |
| Deferred tax charge   |          | 33.54                     | 80.26                      |
| <b>Profit for the year [A]</b>  |          | <b>3,285.21</b>           | <b>3,179.89</b>            |
| <b>Other comprehensive income, net of tax</b>                             |          |                           |                            |
| Item that will not to be reclassified to the statement of profit and loss | 29       | 1.30                      | (37.20)                    |
| Less: Income tax expense on above   |          | (0.32)                    | 9.36                       |
| <b>Other comprehensive income for the year [B]</b>                        |          | <b>0.98</b>               | <b>(27.84)</b>             |
| <b>Total comprehensive income for the year [A+B]</b>                      |          | <b>3,286.19</b>           | <b>3,152.05</b>            |
| <b>Earnings per equity share (Rs.)</b>                                    | 30       |                           |                            |
| Basic   |          | 49.78                     | 48.18                      |
| Diluted   |          | 49.78                     | 48.18                      |
| Face value per share (Rs.)  |          | 10.00                     | 10.00                      |

### Summary of material accounting policies and other explanatory information (Refer Note 2)

The accompanying notes are an integral part of the standalone financial statements

As per our report of even date attached

For PYS & Co LLP  
Chartered Accountants  
Firm's Registration No. 012388S/S200048

For and on behalf of the Board of Directors of  
A. K. Capital Services Limited

Sanjay Kokate  
Partner  
Membership No. 130007  
Place: Mumbai  
Date: May 23, 2025

A. K. Mittal  
Managing Director  
(DIN: 00698377)  
Place: New Delhi  
Date: May 23, 2025

Ashish Agarwal  
Director  
(DIN:08064196)  
Place: New Delhi

Mahesh Bhootra  
Chief Financial Officer  
Place: Mumbai

Tejas Davda  
Company Secretary  
(ACS: A27660)  
Place: Mumbai

**STATEMENT OF CASH FLOWS FOR THE YEAR ENDED MARCH 31, 2025**

₹ in Lakhs

|  | <b>Current Year<br/>2024-2025</b> | <b>Previous Year<br/>2023-2024</b> |
|--|-----------------------------------|------------------------------------|
| <b>Cash flow from/(used in) operating activities</b>   |                                   |                                    |
| Profit before tax  | 3,826.74                          | 4,032.16                           |
| <b>Adjustment for:</b>   |                                   |                                    |
| Depreciation and amortization  | 388.23                            | 363.36                             |
| (Profit) / Loss on sale of property, plant and equipment   | (0.20)                            | 9.81                               |
| Bad debts written off  | -                                 | 70.00                              |
| Liabilities and provisions written back  | (4.27)                            | (9.26)                             |
| Interest income  | (4,432.65)                        | (4,384.58)                         |
| Rental income  | (184.02)                          | (214.89)                           |
| Dividend income  | (1,720.71)                        | (540.00)                           |
| Net gain on fair value changes   | 414.10                            | (1,382.19)                         |
| Interest expenses  | 4,486.03                          | 3,958.65                           |
| <b>Movement in working capital:</b>  |                                   |                                    |
| (Decrease)/increase in trade payable, deposits and other financial liabilities                                     | (160.60)                          | 46.77                              |
| (Decrease)/increase in trade receivables and other financial assets  | (639.60)                          | 189.79                             |
| Decrease in loans  | -                                 | 17.79                              |
| (Decrease)/increase in other non financial assets  | (14.61)                           | 9.19                               |
| Increase/(decrease) in provisions  | 17.34                             | (23.75)                            |
| Decrease in other non financial liabilities  | 34.94                             | 72.82                              |
| <b>Cash generated from operations</b>  | <b>2,010.72</b>                   | <b>2,215.67</b>                    |
| Income tax (paid) / refund (net)   | (1,042.79)                        | (902.78)                           |
| <b>Cash generated from / (used in) operations [A]</b>  | <b>967.93</b>                     | <b>1,312.89</b>                    |
| <b>Cash flow from/(used in) investing activities</b>   |                                   |                                    |
| Proceeds from sale/(payment for purchases) of investments (net)  | (7,535.77)                        | (18,221.61)                        |
| Payment for acquisition of property, plant and equipment (including capital work-in-progress and capital advances) | (144.53)                          | (719.11)                           |
| Payment for acquisition of intangible assets   | -                                 | (22.74)                            |
| Proceeds from sale of property, plant and equipment  | 0.20                              | 18.88                              |
| Investments in fixed deposits  | (0.57)                            | (0.64)                             |
| Interest received on investments   | 4,609.50                          | 3,998.60                           |
| Interest received on loans and deposits  | 1.66                              | 2.29                               |
| Dividend received  | 1,720.71                          | 540.00                             |
| Rent received  | 177.35                            | 199.90                             |
| <b>Cash generated from/(used in) investing activities [B]</b>  | <b>(1,171.45)</b>                 | <b>(14,204.43)</b>                 |
| <b>Cash flow from/(used in) financing activities</b>   |                                   |                                    |
| Proceeds from/(Repayment of) short term borrowings (net)   | 6,923.92                          | 18,559.70                          |
| Repayment of long term borrowings  | (1,465.81)                        | (1,328.38)                         |
| Proceeds from long term borrowings   | 2,000.00                          | 512.00                             |
| Interest paid  | (4,427.13)                        | (3,929.27)                         |
| Dividends paid   | (2,112.00)                        | (924.00)                           |
| Payment of lease liabilities   | (151.24)                          | (131.95)                           |
| <b>Cash generated from/(used in) financing activities [C]</b>  | <b>767.74</b>                     | <b>12,758.10</b>                   |
| <b>Net increase/(decrease) in cash and cash equivalents [A+B+C]</b>  | <b>564.22</b>                     | <b>(133.44)</b>                    |
| Add: Cash and cash equivalents at the beginning of the year  | 140.17                            | 273.61                             |
| <b>Cash and cash equivalents at the end of the year</b>  | <b>704.39</b>                     | <b>140.17</b>                      |

**Refer Note 39 for changes in liability arising from financing activities****Summary of material accounting policies and other explanatory information (Refer Note 2)**

The accompanying notes are an integral part of the standalone financial statements

As per our report of even date attached

For PYS &amp; Co LLP

Chartered Accountants

Firm's Registration No. 012388S/S200048

For and on behalf of the Board of Directors of

A. K. Capital Services Limited

Sanjay Kokate

Partner

Membership No. 130007

Place: Mumbai

Date: May 23, 2025

A. K. Mittal

Managing Director

(DIN: 00698377)

Place: New Delhi

Date: May 23, 2025

Ashish Agarwal

Director

(DIN:08064196)

Place: New Delhi

Mahesh Bhootra

Chief Financial Officer

Place: Mumbai

Tejas Davda

Company Secretary

(ACS: A27660)

Place: Mumbai

## STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2025

### A. EQUITY SHARE CAPITAL

#### At 01 April 2023

Changes in equity share capital due to prior period errors

#### Restated balance at 01 April 2023

Issue of share capital

#### At 31 March 2024

Changes in equity share capital due to prior period errors

#### Restated balance at 01 April 2024

Issue of share capital

#### At 31 March 2025

|  | Number of shares | ₹ in Lakhs<br>Amount |
|--|------------------|----------------------|
| At 01 April 2023   | 66,00,000        | 660.00               |
| Changes in equity share capital due to prior period errors | -                | -                    |
| Restated balance at 01 April 2023                          | 66,00,000        | 660.00               |
| Issue of share capital                                     | -                | -                    |
| At 31 March 2024   | 66,00,000        | 660.00               |
| Changes in equity share capital due to prior period errors | -                | -                    |
| Restated balance at 01 April 2024                          | 66,00,000        | 660.00               |
| Issue of share capital                                     | -                | -                    |
| At 31 March 2025   | 66,00,000        | 660.00               |

### B. OTHER EQUITY

₹ in Lakhs

| Particulars  | Reserves and surplus |                 |                    |                   | Items of other comprehensive income                    |                                      | Total      |
|--|----------------------|-----------------|--------------------|-------------------|--|--------------------------------------|------------|
|  | Capital reserve      | General reserve | Securities premium | Retained earnings | Actuarial gain/ (loss) on defined benefits obligations | Remeas-urement of equity instruments |            |
| Balance at 01 April 2023                           | 675.00               | 4,960.89        | 3,440.00           | 37,462.65         | 58.35  | (681.15)                             | 45,915.74  |
| Changes in accounting policy/prior period errors   | -                    | -               | -                  | -                 | -  | -                                    | -          |
| Restated balance at 01 April 2023                  | 675.00               | 4,960.89        | 3,440.00           | 37,462.65         | 58.35  | (681.15)                             | 45,915.74  |
| Profit for the year                                | -                    | -               | -                  | 3,179.89          | -  | -                                    | 3,179.89   |
| Other comprehensive income net of tax for the year | -                    | -               | -                  | -                 | (27.84)  | -                                    | (27.84)    |
| Dividend paid                                      | -                    | -               | -                  | (924.00)          | -  | -                                    | (924.00)   |
| Balance at 31 March 2024                           | 675.00               | 4,960.89        | 3,440.00           | 39,718.54         | 30.51  | (681.15)                             | 48,143.79  |
| Changes in accounting policy/prior period errors   | -                    | -               | -                  | -                 | -  | -                                    | -          |
| Restated balance at 01 April 2024                  | 675.00               | 4,960.89        | 3,440.00           | 39,718.54         | 30.51  | (681.15)                             | 48,143.79  |
| Profit for the year                                | -                    | -               | -                  | 3,285.21          | -  | -                                    | 3,285.21   |
| Other comprehensive income net of tax for the year | -                    | -               | -                  | -                 | 0.98   | -                                    | 0.98       |
| Dividend paid                                      | -                    | -               | -                  | (2,112.00)        | -  | -                                    | (2,112.00) |
| Balance at 31 March 2025                           | 675.00               | 4,960.89        | 3,440.00           | 40,891.75         | 31.49  | (681.15)                             | 49,317.98  |

### Summary of material accounting policies and other explanatory information (Refer Note 2)

The accompanying notes are an integral part of the standalone financial statements

As per our report of even date attached

For PYS & Co LLP

Chartered Accountants

Firm's Registration No. 012388S/S200048

For and on behalf of the Board of Directors of

A. K. Capital Services Limited

Sanjay Kokate

Partner

Membership No. 130007

Place: Mumbai

Date: May 23, 2025

A. K. Mittal

Managing Director

(DIN: 00698377)

Place: New Delhi

Date: May 23, 2025

Ashish Agarwal

Director

(DIN:08064196)

Place: New Delhi

Mahesh Bhootra

Chief Financial Officer

Place: Mumbai

Tejas Davda

Company Secretary

(ACS: A27660)

Place: Mumbai



## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025

### NOTE - 1

#### CORPORATE INFORMATION

A. K. Capital Services Limited ("the Company") is a listed Company having its registered office at 603, 6th Floor, Windsor, Off CST Road, Kalina, Santacruz East, Mumbai - 400098 and incorporated on 5 October 1993 under the provisions of the Companies Act, 1956. The Company is a SEBI Registered Category I Merchant Banker. The Financial statements are approved by the Company's Board of Directors on 23 May 2025.

### NOTE - 2

#### SUMMARY OF MATERIAL ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION

##### 2.01 Basis of preparation and presentation of financial statements

These standalone financial statements have been prepared in accordance with Indian Accounting Standards ("Ind AS") notified under Section 133 of the Companies Act 2013 ("the Act"), read with the Companies (Indian Accounting Standards) Rules, 2015 as amended.

The financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values, and on the basis of accounting principle of a going concern in accordance with generally accepted accounting principles (GAAP). Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use. The Financial Statements are presented in Lakhs or decimal thereof unless otherwise specified.

The financial statements have been presented in accordance with Schedule III-Division III General Instructions for Preparation of financial statements of a Non-Banking Financial Company (NBFC) that is required to comply with Ind AS.

##### 2.02 Functional and presentation currency

Items included in the financial statements of Company are measured using the currency of the primary economic environment in which the Company operates ("the functional currency"). Indian rupee is the functional currency of the Company. All amounts are rounded to two decimal places to the nearest lakh, unless otherwise stated.

##### 2.03 Use of estimates, judgements and assumptions

The preparation of financial statements in conformity of Ind AS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, the disclosures of contingent assets and contingent liabilities at the date of financial statements, income and expenses during the year. 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.

Application of accounting policies that require critical accounting estimates, judgements and assumptions having the most significant effect on the amounts recognised in the financial statements are:

- Valuation of financial instruments
- Measurement of defined employee benefit obligation
- Useful life of property, plant and equipment
- Useful life of investment property
- Provisions

##### 2.04 Fair value measurement and hierarchy

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

In the principal market for the asset or liability, or

In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025

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

Level I - Quoted (unadjusted) market prices in active markets for identical assets or liabilities

Level II - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.

Level III - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

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

The Company's Management determines the policies and procedures for both recurring fair value measurement, such as derivative instruments and unquoted financial assets measured at fair value, and for non-recurring measurement, such as assets held for distribution in discontinued operations.

At each reporting date, the Management analyses the movements in the values of assets and liabilities which are required to be remeasured or re-assessed as per the Company's accounting policies. For this analysis, the Management verifies the major inputs applied in the latest valuation by agreeing the information in the valuation computation to contracts and other relevant documents.

The Management also compares the change in the fair value of each asset and liability with relevant external sources to determine whether the change is reasonable.

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

### 2.05 Revenue recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government.

Ind AS 115 "Revenue from contracts with Customers" provides a control-based revenue recognition model and provides a five step application approach to be followed for revenue recognition.

- a) Identify the contract(s) with a customer;
- b) Identify the performance obligations;
- c) Determine the transaction price;
- d) Allocate the transaction price to the performance obligations;
- e) Recognise revenue when or as an entity satisfies performance obligation.

#### Merchant banking fees

Revenue from merchant banking fees includes arranger fees, advisory fees, lead manager fees are recognized when the Company satisfies performance obligation. Lead manager fees are recognised over a point of time. The Company measures its progress towards satisfaction of performance obligation based on output method i.e. milestone basis. Revenue from arranger services and advisory services are recognised point in time.

#### Brokerage

Revenue from brokerage is recognised point in time.

#### Interest Income

Under Ind AS 109, Interest income is recognised by applying the Effective Interest Rate (EIR) to the gross carrying amount of financial assets other than credit-impaired assets and financial assets classified as measured at fair value through Profit and loss (FVTPL).

The EIR in case of a financial asset is computed

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

Any subsequent changes in the estimation of the future cash flows is recognised in interest income with the corresponding adjustment to the carrying amount of the assets.

#### Net gain on Fair value changes

Any differences between the fair values of financial assets classified as fair value through the profit or loss held by Company on the balance sheet date is recognised as an unrealised gain / loss. In cases there is a net gain in the aggregate, the same is recognised in "Net gains on fair value changes" under revenue from operations and if there is a net loss the same is disclosed under "Expenses" in the statement of Profit and Loss.

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025

Similarly, any realised gain or loss on sale of financial instruments measured at FVTPL and debt instruments measured at Fair value through Other Comprehensive Income ("FVTOCI") is recognised in net gain/loss on fair value changes.

However, net gain / loss on derecognition of financial instruments classified as amortised is presented separately under the respective head in the Statement of Profit and Loss.

### Dividend Income

Dividend income is recognised

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

### Rental Income

Rental income arising from operating leases on investment properties is accounted for on a straight-line basis over the lease terms and is included in revenue in the statement of profit or loss due to its operating nature.

## 2.06 Taxes

The tax expense for the period comprises of current tax and deferred tax. Tax is recognised in the Statement of Profit and Loss except to the extent it relates to items recognised in the other comprehensive income or equity. In which case, the tax is also recognised in other comprehensive income or equity.

### Current tax

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates and laws that are enacted or substantively enacted at the Balance sheet date.

Current income taxes are recognized in profit or loss except to the extent that the tax relates to items recognized outside profit or loss, either in other comprehensive income or directly in equity. Management periodically evaluates position taken in the tax returns with respect to situations in which applicable tax regulations are subjected to interpretation and establishes provisions, where appropriate.

### Deferred tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The carrying amount of Deferred tax liabilities and assets are reviewed at the end of each reporting period.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

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

## 2.07 Property, plant and equipment

Property, plant and equipment are stated at cost, net of recoverable taxes, trade discount and rebates less accumulated depreciation and impairment loss, if any. Such cost includes purchase price, borrowing costs, and any cost directly attributable to bringing the asset to its working condition for its intended use, net charges on foreign exchange contracts and adjustments arising from exchange rate variations attributable to the assets.

### Subsequent Cost

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

### Depreciation

Depreciation on PPE is provided using the straight-line method at the rates specified in Schedule II to the Act. Depreciation is calculated on a pro-rata basis from the date of installation till the date the assets are sold or disposed.

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

### Derecognition

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset is included in the income statement when the asset is derecognised.

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025

### 2.08 Investment property

Property that is held for long term rental yield or for capital appreciation or both, and that is not occupied by the Company, is classified as Investment property. Investment properties are measured initially at cost including related transactions cost and where applicable borrowing cost. Subsequent expenditure is capitalised to the assets carrying amount only when it is probable that future economic benefits associated with the expenditure will flow to the entity and the cost of the item can be measured reliably. All other repairs and maintenance costs are expensed when incurred. When part of an investment property is incurred the carrying amount of replaced part is derecognised.

Investment properties other than land are depreciated as per the estimated useful life of assets prescribed by the Schedule II to the Companies Act, 2013 i.e. 60 years for office premises.

### 2.09 Intangible assets

Intangible Assets are stated at cost of acquisition net of recoverable taxes less accumulated amortisation and

impairment loss, if any. The cost comprises purchase price, borrowing costs, and any cost directly attributable to bringing the asset to its working condition for the intended use and net charges on foreign exchange contracts and adjustments arising from exchange rate variations attributable to the intangible assets.

#### Subsequent expenditure

Subsequent expenditure is capitalized only when it increases the future economic benefits embodied in the specific asset to which it relates. All other expenditure, including expenditure on internally generated goodwill and brands, are recognized in profit or loss as incurred.

#### Derecognition of assets

An item of intangible asset and any significant part initially recognized is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset is included in the income statement when the asset is derecognized.

Intangible assets comprising of Software are amortised on a straight line basis over its estimated useful life or maximum 5 years, whichever is shorter.

### 2.10 Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

### 2.11 Provisions, contingent liabilities and contingent assets

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Company expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognized as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The contingent liability is not recognized in books of account but its existence is disclosed in financial statements.

A contingent assets, where an inflow of economic benefits is probable, an entity shall disclose a brief description of the nature of the contingent assets at the end of the reporting period, and, where practicable, an estimate of their financial effect, measured using the principles set out for provisions in Ind AS 37.

### 2.12 Impairment of assets

#### a) Financial assets

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

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025

For all other financial assets, expected credit losses are measured at an amount equal to the 12 months ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL. The amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognized is recognized as an impairment gain or loss in the Statement of profit or loss.

### Overview of the ECL principles

The Company records allowance for expected credit losses for all loans, other debt financial assets not held at FVTPL, together with financial guarantee contracts, in this section all referred to as 'financial instruments. Equity instruments are not subject to impairment under Ind AS 109.

The ECL allowance is based on the credit losses expected to arise over the life of the asset (the lifetime expected credit loss), unless there has been no significant increase in credit risk since origination, in which case, the allowance is based on the 12 months' expected credit loss.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is the portion of Lifetime ECL that represent the ECLs that result from default events on a financial instrument that are possible within the 12 months after the reporting date.

Both Lifetime ECLs and 12-month ECLs are calculated on either an individual basis or a collective basis.

The Company has established a policy to perform an assessment, at the end of each reporting period, of whether a financial instrument's credit risk has increased significantly since initial recognition, by considering the change in the risk of default occurring over the remaining life of the financial instrument. The Company does the assessment of significant increase in credit risk at a borrower level. If a borrower has various facilities having different past due status, then the highest days past due (DPD) is considered to be applicable for all the facilities of that borrower. In addition, the Company uses reasonable and supportable information on future economic conditions including macroeconomic factors. Since incorporating these forward looking information increases the judgment as to how the changes in these macroeconomic factor will affect ECL, the methodology and assumptions are reviewed regularly.

### 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. An asset's recoverable amount is the higher of an asset's fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets.

If such assets are considered to be impaired, the impairment to be recognized in the Statement of Profit and Loss is measured by the amount by which the carrying value of the assets exceeds the estimated recoverable amount of the asset. An impairment loss is reversed in the statement of profit and loss if there has been a change in the estimates used to determine the recoverable amount. The carrying amount of the asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortization or depreciation) had no impairment loss been recognized for the asset in prior years.

## 2.13 Financial instruments

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

The classification depends on the contractual terms of the financial assets' cash flows and the Company's business model for managing financial assets which are explained below:

### Business model assessment

The Company determines its business model at the level that best reflects how it manages groups of financial assets to achieve its business objective.

The Company's business model is not assessed on an instrument-by-instrument basis, but at a higher level of aggregated portfolios and is based on observable factors such as:

- (a) How the performance of the business model and the financial assets held within that business model are evaluated and reported to the entity's key management personnel
- (b) The risks that affect the performance of the business model (and the financial assets held within that business model) and the way those risks are managed
- (c) How managers of the business are compensated (for example, whether the compensation is based on the fair value of the assets managed or on the contractual cash flows collected)
- (d) The expected frequency, value and timing of sales are also important aspects of the Company's assessment. The business model assessment is based on reasonably expected scenarios without taking 'worst case' or 'stress case' scenarios into account.

If cash flows after initial recognition are realised in a way that is different from the Company's original expectations, the Company does not change the classification of the remaining financial assets held in that business model but incorporates such information when assessing newly originated or newly purchased financial assets going forward.



## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025

### The Solely Payments of Principal and Interest (SPPI) test

As a second step of its classification process, the Company assesses the contractual terms of financial assets to identify whether they meet the SPPI test.

'Principal' for the purpose of this test is defined as the fair value of the financial asset at initial recognition and may change over the life of the financial asset (for example, if there are repayments of principal or amortisation of the premium/ discount). In making this assessment, the Company considers whether the contractual cash flows are consistent with a basic lending arrangement i.e. interest includes only consideration for the time value of money, credit risk, other basic lending risks and a profit margin that is consistent with a basic lending arrangement. Where the contractual terms introduce exposure to risk or volatility that are inconsistent with a basic lending arrangement, the related financial asset is classified and measured at fair value through profit or loss.

### Financial assets

Financial assets are recognised when the Company becomes a party to the contractual provisions of the instrument.

On initial recognition, a financial asset is recognised at fair value, except for trade receivable which are initially measured at transaction price. In case of Financial assets which are recognised at fair value through profit and loss (FVTPL), its transaction cost are recognised in the statement of profit and loss. In other cases, the transaction cost are attributed to the acquisition value of the financial asset.

### Financial assets are subsequently classified as measured at:

**Amortised cost:** Financial assets that are held within a business model whose objective is to hold financial assets in order to collect contractual cash flows that are solely payments of principal and interest, are subsequently measured at amortised cost using the effective interest rate ('EIR') method less impairment, if any. The amortization of EIR and loss arising from impairment, if any is recognized in the Statement of Profit and Loss.

**Fair value through profit and loss (FVTPL):** A financial asset not classified as either amortised cost or FVOCI, is classified as FVTPL. Such financial assets are measured at fair value with all changes in fair value, except interest income and dividend income if any, recognized as 'Net gain on fair value changes' in the Statement of Profit and Loss.

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

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

### Trade Receivables:

Trade receivables which are initially measured at transaction price. Subsequently, the asset is held at amortised cost, using the effective interest rate (EIR) method net of any expected credit losses. The EIR is the rate that discounts estimated future cash income through the expected life of financial instrument.

### Debt Instruments:

Debt instruments are initially measured at amortised cost, fair value through other comprehensive income ('FVTOCI') or fair value through profit or loss ('FVTPL') till derecognition on the basis of (i) the entity's business model for managing the financial assets and (ii) the contractual cash flow characteristics of the financial asset.

**(a) Measured at amortised cost:** Financial assets that are held within a business model whose objective is to hold financial assets in order to collect contractual cash flows that are solely payments of principal and interest, are subsequently measured at amortised cost using the effective interest rate ('EIR') method less impairment, if any. The amortisation of EIR and loss arising from impairment, if any is recognised in the Statement of Profit and Loss.

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

**(c) Measured at fair value through profit or loss:** A financial asset not classified as either amortised cost or FVOCI, is classified as FVTPL. Such financial assets are measured at fair value with all changes in fair value, except interest income and dividend income if any, recognized as 'Net gain on fair value changes' in the Statement of Profit and Loss. Interest income /dividend income on financial assets measured at FVTPL is recognised separately from "net gain on fair value changes in the statement of profit and loss.

### Equity Instruments:

All investments in equity instruments other than investments in subsidiary companies classified under financial assets are initially measured at fair value, the Company may, on initial recognition, irrevocably elect to measure the same either at FVTOCI or FVTPL.

The Company makes such election on an instrument-by-instrument basis. Fair value changes on an equity instrument is recognised in the Statement of Profit and Loss unless the Company has elected to measure such instrument at FVTOCI. Fair value changes

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025

excluding dividends, on an equity instrument measured at FVTOCI are recognised in OCI. Amounts recognised in OCI are not subsequently reclassified to the Statement of Profit and Loss. Dividend income on the investments in equity instruments are recognised in the Statement of Profit and Loss.

### Derecognition

The Company derecognises a financial asset (or, where applicable, a part of a financial asset) when:

- The right to receive cash flows from the asset has expired such as repayments in the financial asset, sale of the financial asset etc.; or
- The Company has transferred its right to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under an assignment arrangement and the Company has transferred substantially all the risks and rewards of the asset. Once the asset is derecognised, the Company does not have any continuing involvement in the same.

A write-off of a financial asset constitutes a derecognition event.

On derecognition of a financial asset in its entirety, the difference between the carrying amount (measured at the date of derecognition) and the consideration received (including any new asset obtained less any new liability assumed) is recognised in the Statement of Profit and Loss.

Financial assets measured at amortised cost are generally held for collection of contractual cashflow. The Company on looking at economic viability of certain portfolios measured at amortised cost may enter into immaterial and infrequent transaction for sale of portfolios which doesn't affect the business model of the Company.

### Write-off

Financial assets are written off when the Company has no reasonable expectation of recovery or expected recovery is not significant basis experience. Where the amount to be written off is greater than the accumulated loss allowance, the difference is recorded as an expense in the period of write-off"

### Financial Liabilities:

#### Initial recognition and measurement

Financial liabilities are recognized when the Company becomes a party to the contractual provisions of the instrument. Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, as appropriate. All financial liabilities are recognised initially at fair value and in the case of borrowings trade payables and other financial liabilities, net of directly attributable transaction costs. The Company's financial liabilities include borrowings, trade payables, deposits and other financial liabilities.

#### Subsequent measurement

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

**(a) Borrowings:** Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in the Statement of Profit and Loss over the period of the borrowings using the EIR method. Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a prepayment for liquidity services and amortised over the period of the facility to which it relates.

#### **(b) Trade and Other Payables:**

These amounts represent liabilities for goods and services provided to the Company prior to the end of financial year which are unpaid. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. Trade and other payables are initially recognised at fair value and net of directly attributable transaction costs, and subsequently measured at amortised cost using the effective interest method

#### **(c) Deposits:**

They are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method

### Derecognition

A financial liability is derecognized when the obligation specified in the contract is discharged, cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability.

The difference in the respective carrying amounts is recognized in the Statement of Profit and Loss.

### Offsetting of financial instruments

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

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025

### 2.14 Investments in equity instruments including deemed equity instruments of subsidiaries

Investments in equity instruments including deemed equity instruments of subsidiaries are carried at cost less accumulated impairment losses, if any. Where an indication of impairment exists, the carrying amount of the investment is assessed and written down immediately to its recoverable amount. On disposal of investments in subsidiaries, the difference between net disposal proceeds and carrying amounts are recognised in the Statement of Profit and Loss.

### 2.15 Segment Reporting:

Based on "Management Approach" as defined in Ind AS 108 -Operating Segments, the Chief Operating Decision Maker evaluates the Company's performance and allocates the resources based on an analysis of various performance indicators by business segments.

#### Segment Policies:

The Company prepares its segment information in conformity with the accounting policies adopted for preparing and presenting the financial statements of the Company as a whole. Common allocable costs are allocated to each segment on an appropriate basis.

#### Segment information

Companies whole business is being considered as one segment.

### 2.16 Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits which are subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, as they are considered an integral part of the Company's cash management.

Cash flows are reported using the indirect method, whereby net profit before tax is adjusted for the effects of transactions of noncash future, any deferrals or accruals of past or future operating cash receipts or payments and item of expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated

### 2.17 Retirement benefits

#### i) Defined contribution plans

In accordance with Indian Law, eligible employees receive benefits from Provident Fund, Pension Fund and Labour welfare fund which is defined contribution plan. In case of Provident fund, both the employee and employer make monthly contributions to the plan, which is administrated by the Government authorities, each equal to the specific percentage of employee's basic salary. The Company has no further obligation under the plan beyond its monthly contributions. Obligation for contributions to the plan is recognised as an employee benefit expense in the Statement of Profit and Loss when incurred.

#### ii) Defined benefit plans (Gratuity)

In accordance with applicable Indian Law, the Company provides for gratuity, a defined benefit retirement plan (the Gratuity Plan) covering eligible employees. The Gratuity Plan provides a lumpsum payment to vested employees, at retirement or termination of employment, and amount based on respective last drawn salary and the years of employment with the Company. The Company's net obligation in respect of the Gratuity Plan is calculated by estimating the amount of future benefits that the employees have earned in return of their service in the current and prior periods; that benefit is discounted to determine its present value. Any unrecognised past service cost and the fair value of plan assets are deducted. The discount rate is yield at reporting date on risk free government bonds that have maturity dates approximating the terms of the Company's obligation. The calculation is performed annually by a qualified actuary using the projected unit credit method. When the calculation results in a benefit to the Company, the recognised asset is limited to the total of any unrecognised past service cost and the present value of the economic benefits available in the form of any future refunds from the plan or reduction in future contribution to the plan.

The Company recognises all remeasurements of net defined benefit liability/asset directly in other comprehensive income and presented within equity.

#### iii) Short term benefits

Short term employee benefit obligations are measured on an undiscounted basis and are expensed as a related service provided. A liability is recognised for the amount expected to be paid under short term cash bonus or profit sharing plans if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

The employees of the Company are entitled to leave as per the leave policy of the Company. The liability in respect of unutilized leave balances is provided at the end of year and charged to the Statement of Profit and Loss.

## 2.18 Lease

### As a lessee

#### i) Right of use assets and Lease liability

The Company assesses whether a contract is or contains a lease, at inception of a contract. A contract is, or contains, a lease if it conveys the right to control the use of an identified asset for a period in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether:

- a) the contract involves the use of an identified asset;
- b) the Company has substantially all the economic benefits from use of the asset through the period of the lease; and
- c) the Company has the right to direct the use of the asset.

### Recognition and initial measurement

At the lease commencement date, the Company recognizes a Right-of-Use ("RoU") asset and equivalent amount of lease liability. The right-of-use asset is measured at cost, which is made up of the initial measurement of the lease liability, any initial direct costs incurred by the Company, an estimate of any costs to dismantle and remove the asset at the end of the lease (if any), and any lease payments made in advance of the lease commencement date (net of any incentives received).

### Subsequent measurement

The Company depreciates the right-of-use assets on a straight-line basis from the lease commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. The Company also assesses the right-of-use asset for impairment when such indicators exist.

At the lease commencement date, the Company measures the lease liability at the present value of the lease payments unpaid at that date, discounted using the interest rate implicit in the lease if that rate is readily available or the notional borrowing rate. Lease payments included in the measurement of the lease liability are made up of fixed payments (including in substance fixed payments). Subsequent to initial measurement, the liability will be reduced for payments made and increased for interest. It is re-measured to reflect any reassessment or modification, or if there are changes in the in-substance fixed payments. When the lease liability is remeasured, the corresponding adjustment is reflected in the right-of-use asset or is recorded in statement of profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

### Presentation

Lease liability and right of use assets have been separately presented in the balance sheet and lease payments have been classified as financing cash flows.

The Company has elected to account for shortterm leases and leases of low-value assets using the practical expedients. Instead of recognizing a right-of-use asset and lease liability, the payments in relation to these leases are recognized as an expense in the statement of profit and loss on a straight-line basis over the lease term.

#### ii) De-recognition

An item of right of use assets and lease liability is de-recognized upon termination of lease agreement. Any difference between the carrying amount of right of use asset and lease liability is recognized in statement of profit or loss.

### As a lessor:

Leases under which the company does not transfer substantially all the risks and rewards of ownership are classified as operating leases. Rental income arises from operating leases is accounted for on straight line basis over the lease term, and is included in rental income in Statement of Profit and Loss, unless the increase is in line with expected general inflation, in which case lease income is recognised based on contractual terms. Contingent rents are recognised as revenue in the period in which they are earned.

## 2.19 Earnings per share

Basic earnings per share is computed by dividing the net profit for the period attributable to the equity shareholders of the Company by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period and for all periods presented is adjusted for events, such as bonus shares, other than the conversion of potential equity shares that have changed the number of equity shares outstanding, without a corresponding change in resources.

For the purpose of calculating diluted earnings per share, the net profit for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year is adjusted for the effects of all dilutive potential equity shares.

## 2.20 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 31 March 2025, MCA has notified Ind AS – 117 Insurance Contracts and amendments to Ind AS 116 – Leases, relating to sale and leaseback transactions, applicable to the Company w.e.f. 01 April 2024. The Company has reviewed the new pronouncements and based on its evaluation has determined that it does not have any significant impact in its financial statements.

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025

### NOTE - 3

#### (A) CASH AND CASH EQUIVALENTS

Cash on hand  
Balances with banks

#### (B) BANK BALANCES OTHER THAN CASH AND CASH EQUIVALENTS

Balance with banks in unpaid dividend account  
Fixed deposits with banks\*

\*Lien against guarantee and overdraft accounts

### NOTE - 4

#### TRADE RECEIVABLES

Undisputed trade receivables considered good - unsecured

#### Undisputed trade receivable - considered good

Outstanding for following periods from due date of payment

Less than 6 months  
6 months - 1 year  
1-2 years  
2-3 years  
More than 3 years

a) There are no disputed receivables as on 31 March 2025 and 31 March 2024.

b) There are no unbilled revenues as on 31 March 2025 and 31 March 2024.

### NOTE - 5

#### INVESTMENTS

| Particulars  | As at 31-03-2025                   |                        |                  |                  |                    |
|--|------------------------------------|------------------------|------------------|------------------|--------------------|
|  | At fair value                      |                        | Subtotal         | At cost          | Total              |
|  | Through other comprehensive income | Through profit or loss |                  |                  |                    |
| <b>(I) Debt securities</b>   | -                                  | <b>78,138.70</b>       | <b>78,138.70</b> | -                | <b>78,138.70</b>   |
| i) Quoted  | -                                  | 78,128.05              | 78,128.05        | -                | 78,128.05          |
| ii) Unquoted   | -                                  | 10.65                  | 10.65            | -                | 10.65              |
| <b>(II) Alternate Investment Fund</b>  | -                                  | <b>5,133.60</b>        | <b>5,133.60</b>  | -                | <b>5,133.60</b>    |
| i) Unquoted  | -                                  | 5,133.60               | 5,133.60         | -                | 5,133.60           |
| <b>(III) Equity instruments</b>  | <b>0.46</b>                        | -                      | <b>0.46</b>      | <b>36,441.63</b> | <b>36,442.09</b>   |
| i) Unquoted  | -                                  | -                      | -                | -                | -                  |
| - in subsidiaries  | -                                  | -                      | -                | <b>36,441.63</b> | <b>36,441.63</b>   |
| 1,20,00,000 Equity shares of A. K. Stockmart Private Limited of Rs 10 each         | -                                  | -                      | -                | 1,200.00         | 1,200.00           |
| 21,00,000 Equity shares of A. K. Capital Corporation Private Limited of Rs 10 each | -                                  | -                      | -                | 210.00           | 210.00             |
| 22,50,000 Equity shares of A. K. Wealth Management Private Limited of Rs 10 each   | -                                  | -                      | -                | 225.00           | 225.00             |
| 8,65,000 Equity shares of A.K. Capital (Singapore) PTE. Limited of 1 SGD each      | -                                  | -                      | -                | 451.39           | 451.39             |
| 2,52,47,490 Equity shares of A. K. Capital Finance Limited of Rs 10 each*          | -                                  | -                      | -                | 34,355.24        | 34,355.24          |
| - in other companies   | <b>0.46</b>                        | -                      | <b>0.46</b>      | -                | <b>0.46</b>        |
| Designated at Fair value through other comprehensive income                        | -                                  | -                      | -                | -                | -                  |
| 4,15,000 Equity Shares of Neesa Leisure Limited of Rs 10 each                      | -                                  | -                      | -                | -                | -                  |
| 8,500 Equity shares of Shamken Spinners Limited of Rs 10 each                      | -                                  | -                      | -                | -                | -                  |
| 4,600 Equity shares of Intelligroup Advisors Private Limited of Rs 10 each         | 0.46                               | -                      | 0.46             | -                | 0.46               |
| <b>Total – Gross (A)</b>   | <b>0.46</b>                        | <b>83,272.30</b>       | <b>83,272.76</b> | <b>36,441.63</b> | <b>1,19,714.39</b> |
| (i) Investments outside India  | -                                  | -                      | -                | 451.39           | 451.39             |
| (ii) Investments in India  | <b>0.46</b>                        | <b>83,272.30</b>       | <b>83,272.76</b> | <b>35,990.24</b> | <b>1,19,263.00</b> |
| <b>Total (B)</b>   | <b>0.46</b>                        | <b>83,272.30</b>       | <b>83,272.76</b> | <b>36,441.63</b> | <b>1,19,714.39</b> |
| <b>Total (A) to tally with (B)</b>   | -                                  | -                      | -                | -                | -                  |
| <b>Less: Allowance for Impairment loss (C)</b>                                     | -                                  | -                      | -                | -                | -                  |
| <b>Total – Net D= (A)-(C)</b>  | <b>0.46</b>                        | <b>83,272.30</b>       | <b>83,272.76</b> | <b>36,441.63</b> | <b>1,19,714.39</b> |

\* 45,00,000 Compulsory Convertible Preference shares of A. K. Capital Finance Limited of Rs 100 each have been converted into 22,50,000 equity shares on 27 September 2024.



## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025

### NOTE - 5

#### INVESTMENTS (CONTD.)

₹ in Lakhs

| Particulars  | As at 31-03-2024                    |                        |           |           |             |
|--|-------------------------------------|------------------------|-----------|-----------|-------------|
|  | At fair value                       |                        | Subtotal  | At cost   | Total       |
|  | Through other comprehensive Income* | Through profit or loss |           |           |             |
| <b>(I) Debt securities</b>   | -                                   | 70,309.17              | 70,309.17 | -         | 70,309.17   |
| i) Quoted  | -                                   | 70,298.26              | 70,298.26 | -         | 70,298.26   |
| ii) Unquoted   | -                                   | 10.91                  | 10.91     | -         | 10.91       |
| <b>(II) Alternate Investment Fund</b>  | -                                   | 5,841.46               | 5,841.46  | -         | 5,841.46    |
| i) Unquoted  | -                                   | 5,841.46               | 5,841.46  | -         | 5,841.46    |
| <b>(III) Equity instruments</b>  | 0.46                                | -                      | 0.46      | 31,391.63 | 31,392.09   |
| i) Unquoted  | -                                   | -                      | -         | -         | -           |
| - in subsidiaries  | -                                   | -                      | -         | 31,391.63 | 31,391.63   |
| 1,20,00,000 Equity shares of A. K. Stockmart Private Limited of Rs 10 each                         | -                                   | -                      | -         | 1,200.00  | 1,200.00    |
| 21,00,000 Equity shares of A. K. Capital Corporation Private Limited of Rs 10 each                 | -                                   | -                      | -         | 210.00    | 210.00      |
| 22,50,000 Equity shares of A. K. Wealth Management Private Limited of Rs 10 each                   | -                                   | -                      | -         | 225.00    | 225.00      |
| 8,65,000 Equity shares of A.K. Capital (Singapore) PTE. Limited of 1 SGD each                      | -                                   | -                      | -         | 451.39    | 451.39      |
| 2,29,97,490 Equity shares of A. K. Capital Finance Limited of Rs 10 each                           | -                                   | -                      | -         | 29,305.24 | 29,305.24   |
| - in other companies   | 0.46                                | -                      | 0.46      | -         | 0.46        |
| Designated at Fair value through other comprehensive income  | -                                   | -                      | -         | -         | -           |
| 4,15,000 Equity Shares of Neesa Leisure Limited of Rs 10 each                                      | -                                   | -                      | -         | -         | -           |
| 8,500 Equity shares of Shamken Spinners Limited of Rs 10 each                                      | -                                   | -                      | -         | -         | -           |
| 4,600 Equity shares of Intelligroup Advisors Private Limited of Rs 10 each                         | 0.46                                | -                      | 0.46      | -         | 0.46        |
| <b>(IV) Preference instruments</b>   | -                                   | -                      | -         | 5,050.00  | 5,050.00    |
| i) Unquoted  | -                                   | -                      | -         | -         | -           |
| - in subsidiaries  | -                                   | -                      | -         | 5,050.00  | 5,050.00    |
| 45,00,000 Compulsory Convertible Preference shares of A. K. Capital Finance Limited of Rs 100 each | -                                   | -                      | -         | 5,050.00  | 5,050.00    |
| <b>Total – Gross (A)</b>   | 0.46                                | 76,150.63              | 76,151.09 | 36,441.63 | 1,12,592.72 |
| (i) Investments outside India  | -                                   | -                      | -         | 451.39    | 451.39      |
| (ii) Investments in India  | 0.46                                | 76,150.63              | 76,151.09 | 35,990.24 | 1,12,141.33 |
| <b>Total (B)</b>   | 0.46                                | 76,150.63              | 76,151.09 | 36,441.63 | 1,12,592.72 |
| <b>Total (A) to tally with (B)</b>   | -                                   | -                      | -         | -         | -           |
| <b>Less: Allowance for Impairment loss (C)</b>   | -                                   | -                      | -         | -         | -           |
| <b>Total – Net D= (A)-(C)</b>  | 0.46                                | 76,150.63              | 76,151.09 | 36,441.63 | 1,12,592.72 |

\* 45,00,000 Compulsory Convertible Preference shares of A. K. Capital Finance Limited of Rs 100 each are convertible on or before 28 September 2024.

### NOTE - 6

#### OTHER FINANCIAL ASSETS

₹ in Lakhs

|   | As at<br>31-03-2025 | As at<br>31-03-2024 |
|---|---------------------|---------------------|
| <b>(A) Measured at amortised cost</b>                               |                     |                     |
| (i) Deposits  |                     |                     |
| - Earnest money deposits  | 23.30               | 22.80               |
| - Rental deposits   |                     |                     |
| a) with relatives and directors                                     | 47.17               | 43.27               |
| b) with others  | 57.96               | 55.30               |
| - Security deposits for utilities                                   | 4.80                | 4.61                |
| (ii) Receivable from/Balance with stock broker                      | 93.87               | 5.00                |
| (iii) Other receivables   | 0.18                | 0.19                |
| <b>(B) Measured at fair value</b>                                   |                     |                     |
| (i) Interest accrued but not due on investments                     | 808.46              | 995.29              |
| (ii) Income receivable from investment in Alternate Investment Fund | 60.52               | 60.83               |
|   | <b>1,096.26</b>     | <b>1,187.29</b>     |

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025

### NOTE 7

₹ in Lakhs

#### INVESTMENT PROPERTY

##### Gross block

##### As at 01 April 2023

Additions

Disposals

##### As at 31 March 2024

Additions

Disposals

##### As at 31 March 2025

##### Accumulated depreciation

##### As at 01 April 2023

Additions

Disposals

##### As at 31 March 2024

Additions

Disposals

##### As at 31 March 2025

##### Net block

##### As at 31 March 2024

##### As at 31 March 2025

| Building | Total    |
|----------|----------|
| 2,939.63 | 2,939.63 |
| -        | -        |
| -        | -        |
| 2,939.63 | 2,939.63 |
| -        | -        |
| -        | -        |
| 2,939.63 | 2,939.63 |
| 344.44   | 344.44   |
| 57.54    | 57.54    |
| -        | -        |
| 401.98   | 401.98   |
| 57.38    | 57.38    |
| -        | -        |
| 459.36   | 459.36   |
| 2,537.65 | 2,537.65 |
| 2,480.27 | 2,480.27 |

#### 7.a RECONCILIATION OF CHANGES IN THE FAIR VALUE OF INVESTMENT PROPERTY:

As at 31 March 2025, fair value of the Company's investment property was considered on prevailing average market rate of the nearby similar properties. The fair value measurement for investment property has been categorised as Level 2 fair value based on the inputs to the valuation technique used. Considering the type of the asset, market approach (sales comparable method) to estimate the fair value of the subject property is adopted. The fair value of the Company's investment property as at 31 March 2024 has been arrived on the basis of valuation carried out by an external independent valuer registered with the authority which governs the valuer in India.

₹ in Lakhs

| Particulars               | Building | Total    |
|---------------------------|----------|----------|
| As at 01 April 2023       | 4,581.00 | 4,581.00 |
| Changes in the fair value | 25.00    | 25.00    |
| As at 31 March 2024       | 4,606.00 | 4,606.00 |
| Changes in the fair value | 24.50    | 24.50    |
| As at 31 March 2025       | 4,630.50 | 4,630.50 |

#### 7.b INCOME AND EXPENDITURE OF INVESTMENT PROPERTY

₹ in Lakhs

| Particulars   | Current Year<br>2024-2025 | Previous Year<br>2023-2024 |
|---|---------------------------|----------------------------|
| Rental income derived from investment property  | 170.00                    | 196.02                     |
| Less: Direct operating expenses (including repairs & maintenance) generating rental income            | 70.82                     | 23.97                      |
| Less: Direct operating expenses (including repairs & maintenance) that did not generate rental income | -                         | -                          |
| <b>Profit arising from investment property before depreciation and indirect expenses</b>              | <b>99.18</b>              | <b>172.05</b>              |
| Less: Depreciation  | 57.38                     | 57.54                      |
| <b>Profit arising from investment property before indirect expenses</b>                               | <b>41.80</b>              | <b>114.51</b>              |

#### 7.c THE TITLE DEED OF ALL IMMOVABLE PROPERTIES ARE HELD IN THE NAME OF THE COMPANY

| Description of item of property   | Building     |
|---|--------------|
| Gross carrying value  | 2,939.63     |
| Title deeds held in the name of   | The Company  |
| Whether title deed holder is relative of promoter/director or employee of promoter/director | No           |
| Property held since which date  | 24 June 2008 |
| Reason for not being held in the name of the Company  | NA           |

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025****NOTE - 8****PROPERTY, PLANT AND EQUIPMENT**

₹ in Lakhs

| Particulars                     | Plant and machinery | Computers     | Furniture and fixtures | Office equipments | Office building | Vehicles      | Leasehold Improvements | Leasehold office premises (Right-of-use) (Refer note i) | Building Right-of-use (Refer note 32) | Total           |
|---------------------------------|---------------------|---------------|------------------------|-------------------|-----------------|---------------|------------------------|---|---------------------------------------|-----------------|
| <b>Gross block</b>              |                     |               |                        |                   |                 |               |                        |   |                                       |                 |
| As at 01 April 2023             | 0.23                | 155.26        | 53.91                  | 28.99             | 623.63          | 95.04         | 109.14                 | -   | 606.93                                | 1,673.13        |
| Additions                       | -                   | 10.96         | 35.37                  | 31.77             | 2.73            | 638.24        | -                      | -   | 175.06                                | 894.13          |
| Disposals                       | -                   | -             | -                      | (0.11)            | -               | (95.13)       | -                      | -   | -                                     | (95.24)         |
| <b>As at 31 March 2024</b>      | <b>0.23</b>         | <b>166.22</b> | <b>89.28</b>           | <b>60.65</b>      | <b>626.36</b>   | <b>638.15</b> | <b>109.14</b>          | <b>-</b>  | <b>781.99</b>                         | <b>2,472.02</b> |
| Additions                       | -                   | 3.65          | 22.11                  | 18.46             | 2.61            | -             | -                      | 90.28   | 67.34                                 | 204.45          |
| Disposals                       | -                   | -             | -                      | (0.60)            | -               | -             | -                      | -   | (60.23)                               | (60.83)         |
| <b>As at 31 March 2025</b>      | <b>0.23</b>         | <b>169.87</b> | <b>111.39</b>          | <b>78.51</b>      | <b>628.97</b>   | <b>638.15</b> | <b>109.14</b>          | <b>90.28</b>  | <b>789.10</b>                         | <b>2,615.64</b> |
| <b>Accumulated depreciation</b> |                     |               |                        |                   |                 |               |                        |   |                                       |                 |
| As at 01 April 2023             | 0.23                | 97.20         | 37.52                  | 16.76             | 42.58           | 62.31         | 14.91                  | -   | 173.67                                | 445.18          |
| Additions                       | -                   | 29.59         | 3.63                   | 5.14              | 11.21           | 64.15         | 25.74                  | -   | 158.24                                | 297.70          |
| Disposals                       | -                   | -             | -                      | (0.11)            | -               | (66.44)       | -                      | -   | -                                     | (66.55)         |
| <b>As at 31 March 2024</b>      | <b>0.23</b>         | <b>126.79</b> | <b>41.15</b>           | <b>21.79</b>      | <b>53.79</b>    | <b>60.02</b>  | <b>40.65</b>           | <b>-</b>  | <b>331.91</b>                         | <b>676.33</b>   |
| Additions                       | -                   | 28.56         | 7.31                   | 11.60             | 11.28           | 79.75         | 25.67                  | 1.18  | 157.75                                | 323.10          |
| Disposals                       | -                   | -             | -                      | (0.60)            | -               | -             | -                      | -   | (60.23)                               | (60.83)         |
| <b>As at 31 March 2025</b>      | <b>0.23</b>         | <b>155.35</b> | <b>48.46</b>           | <b>32.79</b>      | <b>65.07</b>    | <b>139.77</b> | <b>66.32</b>           | <b>1.18</b>   | <b>429.43</b>                         | <b>938.60</b>   |
| <b>Net block</b>                |                     |               |                        |                   |                 |               |                        |   |                                       |                 |
| As at 31 March 2024             | -                   | 39.43         | 48.13                  | 38.86             | 572.57          | 578.13        | 68.49                  | -   | 450.08                                | 1,795.69        |
| As at 31 March 2025             | -                   | 14.52         | 62.93                  | 45.72             | 563.90          | 498.38        | 42.82                  | 89.10   | 359.67                                | 1,677.04        |

i) During the year, the Company has acquired a leasehold office premises for Rs. 90.28 lakhs, which is being amortised over the lease period of approximately 57 years.

ii) Vehicles include vehicles hypothecated against loan taken having net block of Rs. 472.89 Lakhs (as at 31 March 2024 Rs. 548.42 Lakhs).

iii) The Company has not revalued any of its property, plant and equipment (including Right-of-Use Assets) during the year ended 31 March 2025 and 31 March 2024.

iv) The title deed of all immovable properties are held in the name of the Company, details are as under:

₹ in Lakhs

| Description of item of property   | Building    | Building    | Building    | Building    | Building    | Building    | Building    | Leasehold office premises | Total       |
|---|-------------|-------------|-------------|-------------|-------------|-------------|-------------|---------------------------|-------------|
| Gross carrying value (Rs. in lakhs)   | 60.72       | 107.48      | 9.22        | 71.56       | 171.09      | 112.31      | 96.59       | 90.28                     | 719.25      |
| Title deeds held in the name of   | The Company | The Company | The Company | The Company | The Company | The Company | The Company | The Company               | The Company |
| Whether title deed holder is relative of promoter/director or employee of promoter/director | No          | No          | No          | No          | No          | No          | No          | No                        | No          |
| Property held since which date  | 01-Feb-01   | 06-Aug-08   | 29-Jul-09   | 01-Feb-13   | 31-May-19   | 15-Mar-22   | 23-Nov-22   | 03-Jul-24                 |             |
| Reason for not being held in the name of the Company  | NA          | NA          | NA          | NA          | NA          | NA          | NA          | NA                        | NA          |

**NOTE - 9****INTANGIBLE ASSETS**

₹ in Lakhs

**Gross block****As at 01 April 2023**

Additions

Disposals

**As at 31 March 2024**

Additions

Disposals

**As at 31 March 2025****Accumulated amortisation****As at 01 April 2023**

Additions

Disposals

**As at 31 March 2024**

Additions

Disposals

**As at 31 March 2025****Net block****As at 31 March 2024****As at 31 March 2025****Software****Total**

44.71

44.71

22.74

22.74

-

-

67.45

67.45

-

-

-

-

67.45

67.45

40.03

40.03

8.12

8.12

-

-

48.15

48.15

7.75

7.75

-

-

55.90

55.90

19.30

19.30

11.55

11.55

Note: The Company has not revalued any of its intangible assets during the year ended 31 March 2025 and 31 March 2024.

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025

### NOTE - 10

#### OTHER NON-FINANCIAL ASSETS

|                                     |
|-------------------------------------|
| Other advances                      |
| Prepaid expenses                    |
| Balance with government authorities |

| ₹ in Lakhs          |                     |
|---------------------|---------------------|
| As at<br>31-03-2025 | As at<br>31-03-2024 |
| 4.38                | 19.03               |
| 80.36               | 61.91               |
| 13.02               | 13.74               |
| <b>97.76</b>        | <b>94.68</b>        |
|                     |                     |
| 1.72                | 1.75                |
| 100.70              | 171.42              |
| <b>102.42</b>       | <b>173.17</b>       |

### NOTE - 11

#### TRADE PAYABLES

- (i) Total outstanding dues of micro enterprises and small enterprises  
(ii) Total outstanding dues of creditors other than micro enterprises and small enterprises

Following disclosures as required under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006 has been made to the extent information available with the Company.

| ₹ in Lakhs   |                     |                     |
|--|---------------------|---------------------|
| Particulars  | As at<br>31-03-2025 | As at<br>31-03-2024 |
| (i) Principal amount remaining unpaid to any supplier as at the end of the accounting year   | 1.72                | 2.39                |
| (ii) Interest due thereon remaining unpaid to any supplier as at the end of the accounting year  | -                   | -                   |
| (iii) The amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprise Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during each accounting year.   | -                   | -                   |
| (iv) The 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 Micro, Small and Medium Enterprise Development Act, 2006.  | -                   | -                   |
| (v) The amount of interest accrued and remaining unpaid at the end of each accounting year; and  | -                   | -                   |
| (vi) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the Micro, Small and Medium Enterprise Development Act, 2006 | -                   | -                   |

Note - Principal amount remaining unpaid to any supplier as at the end of the accounting year includes amount payable to creditors for capital goods amounting to Rs.Nil as at 31 March 2025; previous year Rs.0.64 lakhs (Refer note 15) and the said amounts are subsequently paid within due dates.

#### Ageing schedule of Undisputed Trade Payable

₹ in Lakhs

| Particular  | As at<br>31-03-2025 |               | As at<br>31-03-2024 |               |
|---|---------------------|---------------|---------------------|---------------|
|   | MSME                | Others        | MSME                | Others        |
| <b>Outstanding for following periods from due date of payment</b> |                     |               |                     |               |
| Less than 1 year  | 1.72                | 95.41         | 1.75                | 166.74        |
| 1-2 years   | -                   | -             | -                   | -             |
| 2-3 years   | -                   | -             | -                   | -             |
| More than 3 years   | -                   | -             | -                   | 0.14          |
| Unbilled dues   | -                   | 5.29          | -                   | 4.54          |
| <b>Total</b>  | <b>1.72</b>         | <b>100.70</b> | <b>1.75</b>         | <b>171.42</b> |

- (i) There are no outstanding of disputed trade payables from due date of payment as on 31 March 2025 and 31 March 2024.  
(ii) There are no outstanding of disputed trade payables from micro and small enterprises from due date of payment as on 31 March 2025 and 31 March 2024.

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025

### NOTE - 12

#### DEBT SECURITIES (AT AMORTISED COST)

|   | As at<br>31-03-2025 | ₹ in Lakhs<br>As at<br>31-03-2024 |
|---|---------------------|-----------------------------------|
| Commercial papers                                 | 6,693.26            | 9,858.33                          |
| <b>Total (A)</b>                                  | <b>6,693.26</b>     | <b>9,858.33</b>                   |
| Debt securities (Commercial papers) in India      | 6,693.26            | 9,858.33                          |
| Debt securities (Commercial papers) outside India | -                   | -                                 |
| <b>Total (B)</b>                                  | <b>6,693.26</b>     | <b>9,858.33</b>                   |
| Secured   | -                   | -                                 |
| Unsecured   | 6,693.26            | 9,858.33                          |
| <b>Total (C)</b>                                  | <b>6,693.26</b>     | <b>9,858.33</b>                   |

#### Details of unsecured debt securities (commercial papers)

Details of unsecured commercial paper as at 31 March 2025

₹ in Lakhs

| Name of Security                      | Number   | Redemption Amount | Allotment Date | Redemption Date |
|---------------------------------------|----------|-------------------|----------------|-----------------|
| 9.00% Commercial Paper (INE701G14221) | 200.00   | 1,000.00          | 24-Sep-24      | 22-Apr-25       |
| 9.05% Commercial Paper (INE701G14239) | 1,000.00 | 5,000.00          | 11-Dec-24      | 10-Dec-25       |
| 8.75% Commercial Paper (INE701G14254) | 200.00   | 1,000.00          | 04-Mar-25      | 06-May-25       |

Face value of all the commercial papers is Rs.5,00,000 each

Details of unsecured commercial paper as at 31 March 2024

₹ in Lakhs

| Name of Security                      | Number   | Redemption Amount | Allotment Date | Redemption Date |
|---------------------------------------|----------|-------------------|----------------|-----------------|
| 8.75% Commercial Paper (INE701G14148) | 1,000.00 | 5,000.00          | 13-Oct-23      | 19-Apr-24       |
| 8.75% Commercial Paper (INE701G14155) | 20.00    | 100.00            | 12-Jan-24      | 10-Jul-24       |
| 9.00% Commercial Paper (INE701G14155) | 980.00   | 4,900.00          | 12-Jan-24      | 10-Jul-24       |

Face value of all the commercial papers is Rs.5,00,000 each

i) The funds called for through issue of debt securities (commercial papers) during the year have been utilised by the Company for the purposes called for working capital requirement for regular course of business.

ii) There have been no delay and default during the year ended 31 March 2025 and 31 March 2024 in repayment of principal and interest.



## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025

### NOTE - 13

#### BORROWINGS (OTHER THAN DEBT SECURITIES) (AT AMORTISED COST)

|  | As at<br>31-03-2025 | ₹ in Lakhs<br>As at<br>31-03-2024 |
|--|---------------------|-----------------------------------|
| <b>(a) Term loans</b>  |                     |                                   |
| (i) from banks*  | 2,423.42            | 1,800.00                          |
| <b>(b) Loans repayable on demand / short term loans</b>      |                     |                                   |
| (i) from banks**   | 63,836.09           | 55,760.93                         |
| <b>(c) Other loans</b>                                       |                     |                                   |
| -Vehicle loans***  | 362.81              | 453.62                            |
| -Triparty repo dealing against corporate debt securities**** | 2,000.00            | -                                 |
| <b>Total (A)</b>   | <b>68,622.32</b>    | <b>58,014.55</b>                  |
| Borrowings in India  | 68,622.32           | 58,014.55                         |
| Borrowings outside India                                     | -                   | -                                 |
| <b>Total (B)</b>   | <b>68,622.32</b>    | <b>58,014.55</b>                  |
| Secured  | 68,622.32           | 58,014.55                         |
| Unsecured  | -                   | -                                 |
| <b>Total (C)</b>   | <b>68,622.32</b>    | <b>58,014.55</b>                  |

\* Term loan from bank is secured against mortgage of the Company's immovable property together with all structures and appurtenances thereon held by the Company situated at 8th Floor, Mafatlal Centre, Nariman Point, Mumbai 400 021. The loans amount are repayable in the range of 20-48 monthly / quarterly installments.

\*\* Loan repayable on demand / short term loans from banks are secured against pledge/lien on debt securities.

\*\*\* Vehicle loans from banks are repayable in 60 equated monthly installments along with interest from the date of loan. The loans were secured by hypothecation of motor vehicle purchased there against.

\*\*\*\* Loan from Triparty repo dealing is secured against corporate debt securities.

(i) the Company has used the borrowings from banks and financial institutions for the specific purpose for which it was taken at the balance sheet date.

(ii) The quarterly returns and / or statements of current assets filed by the Company with banks or financial institutions are in agreement with books of accounts and there is no discrepancies in the same.

(iii) The Company is not declared a wilful defaulter by any bank or financial institution or other lender.

(iv) The Company has registered all the charges towards secured borrowings outstanding as on 31 March 2025 and 31 March 2024. There is no satisfaction of charge pending on secured borrowings which are repaid during the financial year ended 31 March 2025 and 31 March 2024.

(v) Refer Note - 53 for utilisation of borrowed funds.

### NOTE - 14

#### DEPOSITS (AT AMORTISED COST)

|   | As at<br>31-03-2025 | ₹ in Lakhs<br>As at<br>31-03-2024 |
|---|---------------------|-----------------------------------|
| Rental deposits from others (Unsecured) | 73.35               | 197.50                            |
|   | <b>73.35</b>        | <b>197.50</b>                     |

### NOTE - 15

#### OTHER FINANCIAL LIABILITIES

|                                     | As at<br>31-03-2025 | ₹ in Lakhs<br>As at<br>31-03-2024 |
|-------------------------------------|---------------------|-----------------------------------|
| Employee dues                       | 130.30              | 140.90                            |
| Lease liabilities (Refer Note - 32) | 418.91              | 504.23                            |
| Unpaid dividends*                   | 14.33               | 11.49                             |
| Interest accrued but not due        | 72.77               | 15.82                             |
| Other payables                      | 25.52               | 17.87                             |
| Creditors for capital goods**       | -                   | 7.42                              |
|                                     | <b>661.83</b>       | <b>697.73</b>                     |

\* During the year ended 31 March 2025, Rs.2.62 Lakhs (Previous year Rs.1.08 Lakhs) has been credited into Investor Education and Protection Fund under Section 124 of the Companies Act, 2013.

\*\* Capital creditors includes amount payable to MSME vendor of Rs.Nil (previous year Rs. 0.64 lakhs).

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025

### NOTE - 16 PROVISIONS

Provision for employee benefits  
Gratuity (unfunded) (refer note 28)

| As at<br>31-03-2025 | As at<br>31-03-2024 |
|---------------------|---------------------|
| 281.07              | 265.03              |
| <b>281.07</b>       | <b>265.03</b>       |

### NOTE - 17 DEFERRED TAX LIABILITIES (NET)

#### Deferred tax liabilities

##### On the account of

|   |        |        |
|---|--------|--------|
| Depreciation on property, plant and equipments, investment properties & intangible assets | 348.94 | 361.03 |
| Fair value gain on investments  | 133.43 | 86.93  |
| Right-of-use assets   | 89.46  | 108.41 |
| Transaction cost on financial liabilities   | 1.38   | 0.41   |

#### Less: Deferred tax assets:

|  |          |          |
|--|----------|----------|
| Expenses allowable on payment basis (gratuity) | (70.74)  | (66.70)  |
| Lease liabilities                              | (105.43) | (126.90) |

#### Deferred tax liabilities (net)

|               |               |
|---------------|---------------|
| <b>397.04</b> | <b>363.18</b> |
|---------------|---------------|

### NOTE - 18 OTHER NON-FINANCIAL LIABILITIES

|                       |               |               |
|-----------------------|---------------|---------------|
| Statutory dues        | 237.55        | 202.61        |
| Deferred lease income | 29.38         | 0.35          |
|                       | <b>266.93</b> | <b>202.96</b> |

### NOTE - 19 (a) SHARE CAPITAL Equity share capital

₹ in Lakhs

| Particulars                              | As at<br>31-03-2025  |                  | As at<br>31-03-2024  |                  |
|--|----------------------|------------------|----------------------|------------------|
|  | Numbers<br>of shares | Amount           | Numbers<br>of shares | Amount           |
| <b>Authorised:</b>                       |                      |                  |                      |                  |
| Equity shares of ₹ 10 each               | 3,30,00,000          | 3,300.00         | 3,30,00,000          | 3,300.00         |
| Preference shares of ₹ 100 each          | 1,02,00,000          | 10,200.00        | 1,02,00,000          | 10,200.00        |
| <b>Total</b>                             |                      | <b>13,500.00</b> |                      | <b>13,500.00</b> |
| <b>Issued, subscribed and paid-up:</b>   |                      |                  |                      |                  |
| Equity shares of ₹ 10 each fully paid up | 66,00,000            | 660.00           | 66,00,000            | 660.00           |
| <b>Total</b>                             |                      | <b>660.00</b>    |                      | <b>660.00</b>    |

#### Rights, preferences and restrictions attached to equity shares

The Company has only one class of shares referred to as equity shares having a par value of Rs. 10 per share. Each holder of equity share(s) is entitled to one vote per share. The Company declares and pays dividend in Indian rupees.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders. However there exists no preferential liability as at 31 March 2025 and 31 March 2024.

#### Details of shareholders holding more than 5% equity shares in the Company :

| Name of the shareholder                          | As at<br>31-03-2025  |                               | As at<br>31-03-2024  |                               |
|--|----------------------|-------------------------------|----------------------|-------------------------------|
|  | Numbers<br>of shares | Percentage of<br>shareholding | Numbers<br>of shares | Percentage of<br>shareholding |
| Family Home Consultancy Services Private Limited | 32,59,738            | 49.39%                        | 32,59,738            | 49.39%                        |
| A. K. Mittal                                     | 10,62,187            | 16.09%                        | 10,62,187            | 16.09%                        |

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025

### NOTE - 19

#### (a) SHARE CAPITAL (CONTD.)

Details of shares held by promoters in the Company :

| Name of the shareholder                          | As at 31 March 2025 |                            |                          |
|--|---------------------|----------------------------|--------------------------|
|  | Numbers of shares   | Percentage of shareholding | % Change during the year |
| Family Home Consultancy Services Private Limited | 32,59,738           | 49.39%                     | -                        |
| A. K. Mittal                                     | 10,62,187           | 16.09%                     | -                        |
| Aditi Mittal                                     | 1,86,958            | 2.83%                      | -                        |
| A. K. Mittal HUF                                 | 1,19,848            | 1.82%                      | -                        |
| Sanjiv Kumar                                     | 29,100              | 0.44%                      | -                        |
| Sanjeev Kumar HUF                                | 28,500              | 0.43%                      | -                        |
| Kavita Garg                                      | 24,899              | 0.38%                      | -                        |
| Dinesh Kumar Gupta                               | 7,500               | 0.11%                      | -                        |

| Name of the shareholder                          | As at 31 March 2024 |                            |                          |
|--|---------------------|----------------------------|--------------------------|
|  | Numbers of shares   | Percentage of shareholding | % Change during the year |
| Family Home Consultancy Services Private Limited | 32,59,738           | 49.39%                     | -                        |
| A. K. Mittal                                     | 10,62,187           | 16.09%                     | -                        |
| Aditi Mittal                                     | 1,86,958            | 2.83%                      | -                        |
| A. K. Mittal HUF                                 | 1,19,848            | 1.82%                      | -                        |
| Sanjiv Kumar                                     | 29,100              | 0.44%                      | -                        |
| Sanjeev Kumar HUF                                | 28,500              | 0.43%                      | -                        |
| Kavita Garg                                      | 24,899              | 0.38%                      | -                        |
| Dinesh Kumar Gupta                               | 7,500               | 0.11%                      | -                        |

The reconciliation of the number of shares outstanding at the beginning and end of the year:

| Particulars                          | As at 31-03-2025 | As at 31-03-2024 |
|--------------------------------------|------------------|------------------|
| Shares at the beginning of the year  | 66,00,000        | 66,00,000        |
| Add :Shares issued during the year   | -                | -                |
| <b>Shares at the end of the year</b> | <b>66,00,000</b> | <b>66,00,000</b> |

#### (b) OTHER EQUITY

##### Capital reserve

At the beginning of the year

Add: Additions during the year

**At the close of the year**

##### Securities premium

At the beginning of the year

Add: Additions during the year

**At the close of the year**

##### General reserve

At the beginning of the year

Add: Additions during the year

**At the close of the year**

##### Retained earnings

At the beginning of the year

Add: Profit for the year

**Profit available for appropriation**

Less: Dividend paid\*

**At the close of the year**

##### Other comprehensive income

At the beginning of the year

Add: Other comprehensive income for the year

**At the close of the year**

|  | As at 31-03-2025 | As at 31-03-2024 |
|--|------------------|------------------|
| Capital reserve                              | 675.00           | 675.00           |
| At the beginning of the year                 | -                | -                |
| Add: Additions during the year               | 675.00           | 675.00           |
| At the close of the year                     | 675.00           | 675.00           |
| Securities premium                           | 3,440.00         | 3,440.00         |
| At the beginning of the year                 | -                | -                |
| Add: Additions during the year               | 3,440.00         | 3,440.00         |
| At the close of the year                     | 3,440.00         | 3,440.00         |
| General reserve                              | 4,960.89         | 4,960.89         |
| At the beginning of the year                 | -                | -                |
| Add: Additions during the year               | 4,960.89         | 4,960.89         |
| At the close of the year                     | 4,960.89         | 4,960.89         |
| Retained earnings                            | 39,718.54        | 37,462.65        |
| At the beginning of the year                 | 3,285.21         | 3,179.89         |
| Add: Profit for the year                     | 43,003.75        | 40,642.54        |
| Profit available for appropriation           | 2,112.00         | 924.00           |
| Less: Dividend paid*                         | 40,891.75        | 39,718.54        |
| At the close of the year                     | 40,891.75        | 39,718.54        |
| Other comprehensive income                   | (650.64)         | (622.80)         |
| At the beginning of the year                 | 0.98             | (27.84)          |
| Add: Other comprehensive income for the year | (649.66)         | (650.64)         |
| At the close of the year                     | (649.66)         | (650.64)         |
| <b>Total</b>                                 | <b>49,317.98</b> | <b>48,143.79</b> |

Refer Note - 53 for utilisation of securities premium

\* During the year 2024-25, the Board of Directors of the Company had paid a final dividend of Rs. 8 per equity share (previous year Rs. 6 per equity share pertaining to financial year ended 31 March 2023) having face value of Rs. 10 each for the year ended 31 March 2024. The same is approved by the shareholders of the Company in the annual general meeting held on 21 September 2024 (previous year's annual general meeting held on 16 September 2023). The total cash outflow of Rs. 528.00 Lakhs (previous year Rs. 396.00 Lakhs).

\* During the year 2024-25, the Board of Directors of the Company had paid interim dividend of Rs. 24 per equity share (previous year Rs. 8 per equity share) having face value of Rs.10 each for the year ended 31 March 2025, on its board meeting held on 07 November 2024 and 08 February 2025 (previous year's board meeting held on 09 February 2024). The total cash outflow of Rs. 1,584.00 Lakhs (previous year Rs. 528.00 Lakhs).

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025

₹ in Lakhs

### NOTE - 20 SALE OF SERVICES

Merchant banking fees  
Brokerage income

| Current Year<br>2024-2025 | Previous Year<br>2023-2024 |
|---------------------------|----------------------------|
| 6,376.28                  | 5,920.78                   |
| 120.31                    | 176.79                     |
| <b>6,496.59</b>           | <b>6,097.57</b>            |

#### 20 (a) Disaggregated revenue information

The table below represents disaggregation of Company's revenue from contracts with the customers. The Company believes that this disaggregation best depicts how the nature, amount, timing and uncertainty of its revenues and cash flows are affected by industry, market and other economic factors.

#### Sale of services (Merchant banking fees)

Arranger and advisory fees  
Lead manager fees  
Brokerage income

|          |          |
|----------|----------|
| 6,286.28 | 5,259.56 |
| 90.00    | 661.22   |
| 120.31   | 176.79   |

**Total revenue from contracts with the customers**

**6,496.59** **6,097.57**

#### Geographical markets

-India  
-Outside India

|          |          |
|----------|----------|
| 6,496.59 | 6,097.57 |
| -        | -        |

**Total revenue from contracts with the customers**

**6,496.59** **6,097.57**

#### Relation with customer

-Non related party  
-Related Party

|          |          |
|----------|----------|
| 6,496.59 | 6,097.57 |
| -        | -        |

**Total revenue from contracts with the customers**

**6,496.59** **6,097.57**

#### Timing of revenue recognition

-Service transferred over a period of time  
-Service transferred over a point in time

|          |          |
|----------|----------|
| 90.00    | 661.22   |
| 6,406.59 | 5,436.35 |

**Total revenue from contracts with the customers**

**6,496.59** **6,097.57**

*Geographical revenue is allocated based on the location of the services.*

### NOTE - 21

#### NET GAIN ON FAIR VALUE CHANGES

Net gain/(loss) on investments at fair value through profit and loss

- Realised  
- Unrealised

|                 |                 |
|-----------------|-----------------|
| (787.02)        | 1,009.96        |
| 372.92          | 372.23          |
| <b>(414.10)</b> | <b>1,382.19</b> |

Additional Information :

Profit on sale of investments (actual) (A)

(598.86) 1,060.12

Net gain/(loss) on investments due to fair value change (B)

- Realised  
- Unrealised

|          |         |
|----------|---------|
| (188.16) | (50.16) |
| 372.92   | 372.23  |

**Total (A+B)**

**184.76** **322.07**  
**(414.10)** **1,382.19**

### NOTE - 22

#### INTEREST INCOME

₹ in Lakhs

| Particulars                      | Current Year 2024-2025                         |   | Previous Year 2023-2024                        |   |
|----------------------------------|--|---|--|---|
|                                  | On financial assets measured at amortised cost | Interest income on securities classified at fair value through profit or loss | On financial assets measured at amortised cost | Interest income on securities classified at fair value through profit or loss |
| Interest income from investments | -  | 4,422.36  | -  | 4,374.32  |
| Interest on deposits with banks  | 1.44   | -   | 1.37   | -   |
| Interest income on loans         | -  | -   | 0.71   | -   |
| Other interest incomes           | 8.85   | -   | 8.18   | -   |
|                                  | <b>10.29</b>                                   | <b>4,422.36</b>   | <b>10.26</b>                                   | <b>4,374.32</b>   |

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025

### NOTE - 23

#### OTHER INCOME

|   |  |
|---|--|
| Liabilities and provisions written back         |  |
| Interest on income tax refund                   |  |
| Support services                                |  |
| Commission on corporate guarantee               |  |
| Profit on sale of property, plant and equipment |  |
| Miscellaneous incomes                           |  |

| ₹ in Lakhs                |                            |
|---------------------------|----------------------------|
| Current Year<br>2024-2025 | Previous Year<br>2023-2024 |
| 4.27                      | 9.26                       |
| 4.85                      | -                          |
| 18.00                     | 18.00                      |
| 275.00                    | 72.88                      |
| 0.20                      | -                          |
| 2.80                      | 0.58                       |
| <b>305.12</b>             | <b>100.72</b>              |

### NOTE - 24

#### FINANCE COSTS (AT AMORTISED COST)

|   |  |
|---|--|
| Interest on borrowings                          |  |
| Interest on debt securities (commercial papers) |  |
| Interest on income tax                          |  |
| Other interest expenses                         |  |

|                 |                 |
|-----------------|-----------------|
| 3,874.07        | 3,341.30        |
| 565.97          | 551.94          |
| 0.28            | -               |
| 45.71           | 65.41           |
| <b>4,486.03</b> | <b>3,958.65</b> |

### NOTE - 25

#### EMPLOYEE BENEFITS EXPENSES

|   |  |
|---|--|
| Salaries and wages                        |  |
| Gratuity (Refer Note - Note28)            |  |
| Contribution to provident and other funds |  |
| Staff welfare expenses                    |  |

|                 |                 |
|-----------------|-----------------|
| 2,538.58        | 2,881.76        |
| 41.41           | 42.07           |
| 68.62           | 59.46           |
| 71.68           | 51.11           |
| <b>2,720.29</b> | <b>3,034.40</b> |

### NOTE - 26

#### OTHER EXPENSES

|   |  |
|---|--|
| Rent, taxes and energy costs                      |  |
| Repairs and maintenance                           |  |
| Software expenses                                 |  |
| Printing and stationery                           |  |
| Advertisement and business promotion              |  |
| Auditor's remuneration                            |  |
| -for audit fees                                   |  |
| -for tax audit fees                               |  |
| -for other services                               |  |
| Legal and professional charges                    |  |
| Travelling expense                                |  |
| Bad debts/Deposits written off                    |  |
| Loss / (profit) on sale of fixed assets (net)     |  |
| Corporate social responsibilities (Refer note 27) |  |
| Directors' sitting fees                           |  |
| Communication cost                                |  |
| Insurance expenses                                |  |
| Miscellaneous expenses                            |  |

|                 |               |
|-----------------|---------------|
| 63.60           | 50.81         |
| 100.17          | 41.27         |
| 157.27          | 115.65        |
| 7.12            | 7.35          |
| 58.19           | 24.20         |
|                 |               |
| 3.70            | 3.45          |
| 0.70            | 0.69          |
| 3.38            | 3.11          |
| 145.74          | 151.08        |
| 115.19          | 126.19        |
| -               | 70.00         |
| -               | 9.81          |
| 72.40           | 68.89         |
| 9.00            | 5.75          |
| 51.66           | 45.62         |
| 20.79           | 13.40         |
| 308.06          | 182.21        |
| <b>1,116.97</b> | <b>919.48</b> |



## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025

### NOTE - 27

#### CORPORATE SOCIAL RESPONSIBILITY (CSR)

As per Section 135 of the Companies Act, 2013, a CSR committee has been formed by the Company. The areas for CSR activities are eradicating hunger, poverty and malnutrition, promoting preventive health care and sanitation and making available safe drinking water, promoting education, promoting gender equality, empowering women, setting up homes and ensuring environmental sustainability.

₹ in Lakhs

| Particulars   | For the year ended<br>31-March-2025   | For the year ended<br>31-March-2024 |
|---|---|-------------------------------------|
| Amount required to be spent by the Company during the year                      | 72.37   | 68.89                               |
| Less: Previous years' excess  | (0.06)  | (0.25)                              |
| <b>Net amount required to be spent by the Company during the financial year</b> | <b>72.31</b>  | <b>68.64</b>                        |
| Amount of expenditure incurred  | 72.35   | 68.70                               |
| Short fall / (Excess) in CSR Expenditure  | (0.04)  | (0.06)                              |
| Total of previous year shortfall  | Nil   | Nil                                 |
| Reason for shortfall  | NA  | NA                                  |
| Nature of CSR activities  | Contribution to any fund set up by the Central Government for socio-economic development and relief qualifies |                                     |
| Details of related party transaction  | NA  | NA                                  |

### NOTE - 28

#### EMPLOYEE BENEFIT OBLIGATION

##### A. Defined contribution plan

The following amount recognized as an expense in statement of profit and loss on account of provident fund and other funds. There are no other obligations other than the contribution payable to the respective authorities:

₹ in Lakhs

| Particulars                               | Current Year<br>2024-2025 | Previous Year<br>2023-2024 |
|---|---------------------------|----------------------------|
| Contribution to provident and other funds | 68.62                     | 59.46                      |

##### B. Defined benefit plan

The Company has an unfunded defined benefit gratuity plan. The gratuity plan is governed by the Payment of Gratuity Act, 1972. The following tables summaries the components of net benefit expense recognised in the statement of profit and loss and the funded status and amounts recognised in the balance sheet for the gratuity plan:

₹ in Lakhs

| Particulars  | Current Year<br>2024-2025 | Previous Year<br>2023-2024 |
|--|---------------------------|----------------------------|
| <b>(a) Statement of profit and loss</b>  |                           |                            |
| <b>Net employee benefit expense recognised in the employee cost</b>                                      |                           |                            |
| Current service cost   | 22.28                     | 23.20                      |
| Past service cost  | -                         | -                          |
| Interest cost on defined benefit obligation  | 19.13                     | 18.87                      |
| (Gain) / losses on settlement  | -                         | -                          |
| <b>Total expense charged to profit and loss account (included in salaries, wages and incentives) (A)</b> | <b>41.41</b>              | <b>42.07</b>               |
| <b>(b) Amount recorded in Other Comprehensive Income (OCI)</b>   |                           |                            |
| <b>Opening amount recognised in OCI outside profit and loss account</b>                                  |                           |                            |
| <b>Remeasurement during the period due to :</b>  |                           |                            |
| Actuarial loss / (gain) arising from change in financial assumptions                                     | 2.78                      | 0.34                       |
| Actuarial loss / (gain) arising from change in demographical assumptions                                 | 0.11                      | 0.54                       |
| Actuarial loss / (gain) arising on account of experience changes   | (4.19)                    | 36.32                      |
| <b>Amount recognised in OCI (B)</b>  | <b>(1.30)</b>             | <b>37.20</b>               |
| <b>Gratuity expense recognised in the statement of profit and loss and OCI (A+B)</b>                     | <b>40.11</b>              | <b>79.27</b>               |
| <b>(c) Reconciliation of net liability / asset</b>   |                           |                            |
| Opening defined benefit liability / (assets)   | 265.03                    | 251.58                     |
| Expense charged to profit & loss account   | 41.41                     | 42.07                      |
| Amount recognised in outside profit and loss account   | (1.30)                    | 37.20                      |
| Benefit paid/ payable  | (24.07)                   | (65.82)                    |
| <b>Closing net defined benefit liability / (asset)</b>   | <b>281.07</b>             | <b>265.03</b>              |

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025

### NOTE - 28

#### EMPLOYEE BENEFIT OBLIGATION (CONTD.)

₹ in Lakhs

| Particulars   | Current Year<br>2024-2025                      | Previous Year<br>2023-2024                     |
|---|--|--|
| <b>(d) Movement in benefit obligation and balance sheet</b>   |  |  |
| Opening defined benefit obligation  | 265.03   | 251.58   |
| Current service cost  | 22.28  | 23.20  |
| Past service cost   | -  | -  |
| Interest on defined benefit obligation  | 19.13  | 18.87  |
| <b>Remeasurement during the period due to :</b>   |  |  |
| Actuarial loss / (gain) arising from change in financial assumptions  | 2.78   | 0.34   |
| Actuarial loss / (gain) arising from change in demographical assumptions  | 0.11   | 0.54   |
| Actuarial loss / (gain) arising on account of experience changes  | (4.19)   | 36.32  |
| Benefit paid/ payable   | (24.07)  | (65.82)  |
| <b>Closing defined benefit obligation [liability/(asset)] recognised in balance sheet</b>                                     | <b>281.07</b>                                  | <b>265.03</b>                                  |
| <b>(e) The principal assumptions used in determining gratuity benefit obligation for the company's plans are shown below:</b> |  |  |
| Discount rate   | 6.99%  | 7.22%  |
| Salary escalation rate (p.a.)   | 5.00%  | 5.00%  |
| Withdrawal rate   |  |  |
| Upto 30 years   | 30.00%   | 30.00%   |
| From 31 to 44 years   | 26.00%   | 27.00%   |
| Above 45 years  | 19.00%   | 18.00%   |
| Mortality pre-retirement  | Indian Assured<br>Lives Mortality<br>(2012-14) | Indian Assured<br>Lives Mortality<br>(2012-14) |
| <b>(f) A quantitative analysis for significant assumption is as shown below:</b>  |  |  |
| <b>Indian gratuity plan:</b>  |  |  |
| <b>Assumptions -Discount rate</b>   |  |  |
| Sensitivity Level (a hypothetical increase / (decrease) by)   | 0.50%  | 0.50%  |
| Impact on defined benefit obligation -increase of sensitivity level   | (5.06)   | (4.75)   |
| Impact on defined benefit obligation -decrease of sensitivity level   | 5.24   | 4.93   |
| <b>Assumptions -Future salary escalations rates</b>   |  |  |
| Sensitivity Level (a hypothetical increase / (decrease) by)   | 0.50%  | 0.50%  |
| Impact on defined benefit obligation-increase of sensitivity level  | 5.32   | 5.01   |
| Impact on defined benefit obligation-decrease of sensitivity level  | (5.18)   | (4.87)   |

The following payments are expected contributions to the defined benefit plant in future years.

₹ in Lakhs

| Particulars     | Current Year<br>2024-2025 | Previous Year<br>2023-2024 |
|-----------------|---------------------------|----------------------------|
| Within 1-2 year | 91.25                     | 92.53                      |
| 2-3 year        | 95.93                     | 102.86                     |
| 3-4 year        | 108.72                    | 115.72                     |
| 4-5 year        | 122.99                    | 124.93                     |
| 5-6 year        | 221.81                    | 141.37                     |

The average duration of the defined benefit plan obligation at the end of the reporting period is 13.62 years (31 March 2024 - 13.39 years)

₹ in Lakhs

### NOTE - 29

#### OTHER COMPREHENSIVE INCOME

##### Items that will not be reclassified to profit or loss

Remeasurement of defined benefit obligation

##### Total

| As at<br>31-03-2025 | As at<br>31-03-2024 |
|---------------------|---------------------|
| 1.30                | (37.20)             |
| <b>1.30</b>         | <b>(37.20)</b>      |

### NOTE - 30

#### EARNINGS PER SHARE

| Particulars  | Current Year<br>2024-2025 | Previous Year<br>2023-2024 |
|--|---------------------------|----------------------------|
| Profit for the year as per statement of profit and loss (Rs. in Lakhs)   | 3,285.21                  | 3,179.89                   |
| Weighted average number of equity shares outstanding during the year for basic and diluted earnings per share (Nos.) | 66,00,000                 | 66,00,000                  |
| Basic and diluted earnings per share (Rs.)   | 49.78                     | 48.18                      |
| Nominal value of share (Rs.)   | 10.00                     | 10.00                      |

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025

### NOTE - 31

#### RELATED PARTY DISCLOSURE

##### I Related party relationships:

Directors / Key managerial personnel

Mr. A. K. Mittal - Managing Director

Mr. Vikas Jain - Whole Time Director

Mr. Ashish Agarwal - Whole Time Director

Mr. Rajiv Bakshi - Independent Director (w.e.f. 05 August 2023)

Mr. Ashish Vyas - Independent Director (w.e.f. 05 August 2023)

Mr. Vinod Kumar Kathuria - Independent Director (w.e.f. 18 December 2023)

Ms. Aditi Mittal (Non-executive Women Director)

Mr. Subhash Chandra Bhargava - Independent Director (upto 31 March 2024)

Mr. Khimji Shamji Pandav - Independent Director (upto 18 December 2023)

Mr. Mahesh Bhootra - Chief Financial Officer

Mr. Tejas Davda - Company Secretary

##### Subsidiaries

A. K. Capital Finance Limited

A. K. Stockmart Private Limited (wholly owned)

A. K. Wealth Management Private Limited (wholly owned)

A. K. Capital Corporation Private Limited (wholly owned)

A. K. Capital (Singapore) PTE Ltd (wholly owned)

Family Home Finance Private Limited (step down subsidiary)

A. K. Alternative Asset Managers Private Limited (step down subsidiary)

##### Enterprise controlled by key management personnel

India Bond Private Limited

IB Future Tech Private Limited (Formerly known as IndiaBonds Technologies Private Limited)

##### Notes:

- The related party relationships have been determined on the basis of the requirements of the Indian Accounting Standard (Ind AS) - 24 'Related Party Disclosures' and the same have been relied upon by the auditors.
- The relationships as mentioned above pertain to those related parties with whom transactions have taken place during the year, except where control exist, in which case the relationships have been mentioned irrespective of transactions with the relatives.

##### II Details of related party transactions are as follows:

##### Key managerial remuneration (Refer note (a))

Short term benefits (including perquisites)

Directors' sitting fees

##### Brokerage expense

A. K. Stockmart Private Limited

##### Referral fees

India Bond Private Limited

##### Software expenses

India Bond Private Limited

IB Future Tech Private Limited

##### Customer support fees

India Bond Private Limited

##### Software license purchased

India Bond Private Limited

##### Dividend received

A. K. Capital Finance Limited

##### Commission received on corporate guarantee

A. K. Capital Finance Limited

##### Extinguishment and Issuance of Equity Shares on Conversion of Compulsory Convertible Preference Shares

A. K. Capital Finance Limited (including securities premium of Rs.4,275 lakhs)

|  | Current Year<br>2024-2025 | Previous Year<br>2023-2024 |
|--|---------------------------|----------------------------|
|  |                           | ₹ in Lakhs                 |
| Short term benefits (including perquisites)  | 508.08                    | 527.98                     |
| Directors' sitting fees  | 9.00                      | 5.75                       |
| Brokerage expense  |                           |                            |
| A. K. Stockmart Private Limited  | 1.22                      | 8.20                       |
| Referral fees  |                           |                            |
| India Bond Private Limited   | 40.65                     | 175.61                     |
| Software expenses  |                           |                            |
| India Bond Private Limited   | 77.43                     | 107.10                     |
| IB Future Tech Private Limited   | 54.84                     | -                          |
| Customer support fees  |                           |                            |
| India Bond Private Limited   | 13.50                     | -                          |
| Software license purchased   |                           |                            |
| India Bond Private Limited   | -                         | 15.00                      |
| Dividend received  |                           |                            |
| A. K. Capital Finance Limited  | 1,720.71                  | 540.00                     |
| Commission received on corporate guarantee   |                           |                            |
| A. K. Capital Finance Limited  | 275.00                    | 72.88                      |
| Extinguishment and Issuance of Equity Shares on Conversion of Compulsory Convertible Preference Shares |                           |                            |
| A. K. Capital Finance Limited (including securities premium of Rs.4,275 lakhs)                         | 4,500.00                  | -                          |

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025

### NOTE - 31

#### RELATED PARTY DISCLOSURE (CONTD.)

₹ in Lakhs

#### II Details of related party transactions are as follows:

##### Rent received

India Bond Private Limited

Current Year  
2024-2025

7.35

Previous Year  
2023-2024

3.88

##### Demat charges

A. K. Stockmart Private Limited

0.02

0.03

##### Rent expense

A. K. Mittal

28.80

28.80

##### Rent deposit received

India Bond Private Limited

-

1.84

##### Purchase of investments (excluding accrued interest)

A. K. Capital Finance Limited

9,644.71

16,005.86

##### Sale of investments (excluding accrued interest)

A. K. Capital Finance Limited

747.61

492.25

#### Balances with related parties:

##### Balance receivable

A. K. Stockmart Private Limited (Stock Exchange Payout)

93.87

5.00

##### Balance payable

India Bond Private Limited

4.25

90.33

IB Future Tech Private Limited

1.62

-

A. K. Stockmart Private Limited

0.25

-

##### Rent deposit given

A. K. Mittal

48.00

48.00

##### Rent deposit received

India Bond Private Limited

1.84

1.84

##### Corporate guarantee given to a bank in respect of secured working capital demand loan taken by a subsidiary company (Refer Note 44)

A. K. Capital Finance Limited

27,500.00

27,500.00

#### Notes:

(a) As the future liability for gratuity is provided on an actuarial basis for the Company, the amount pertaining to the key management personnel is not ascertainable and, therefore, not included above.

(b) Reimbursement of expenses has not been considered for above disclosure.

(c) Transaction amount is excluding taxes, wherever applicable.

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025

### NOTE - 32

#### LEASES

##### I Lease commitments as lessee:

The Company has entered into agreements for taking on lease certain guest house and office on lease and licence basis. The lease term is for a period ranging from 12 to 108 months. The Company has contracts which have fixed rentals.

The following is the summary of practical expedients elected on initial application:

- Applied the exemption not to recognize right-of-use assets and liabilities for leases with less than 12 months of lease term on the date of initial application.
- Applied the practical expedient to grandfather the assessment of which transactions are leases. Accordingly, Ind AS116 is applied only to contracts that were previously identified as leases under Ind AS 17.

(a) Following are the changes in the carrying value of right-of-use assets (disclosed under note 8 - property, plant and equipment):

₹ in Lakhs

| Particulars  | Current Year<br>2024-2025 | Previous Year<br>2023-2024 |
|--|---------------------------|----------------------------|
| <b>Opening gross block value of account on adoption of Ind AS 116</b>        | <b>781.99</b>             | <b>606.93</b>              |
| Reclassified on account of adoption of Ind AS 116                            | -                         | -                          |
| Deduction on account of termination of lease                                 | (60.23)                   | -                          |
| Addition on account of new contracts entered                                 | 67.34                     | 175.06                     |
| Addition on account of acquisition of leasehold office premises              | 90.28                     | -                          |
| <b>Closing gross block value of account on adoption of Ind AS 116</b>        | <b>879.38</b>             | <b>781.99</b>              |
| <b>Opening accumulated depreciation of account on adoption of Ind AS 116</b> | <b>331.91</b>             | <b>173.67</b>              |
| Amortisation for the year  | 158.93                    | 158.24                     |
| Deduction on account of termination of lease                                 | (60.23)                   | -                          |
| <b>Closing accumulated depreciation of account on adoption of Ind AS 116</b> | <b>430.61</b>             | <b>331.91</b>              |
| <b>Closing net block</b>   | <b>448.77</b>             | <b>450.08</b>              |

(b) The following is the movement in lease liabilities (disclosed under note 15 - other financial liabilities):

₹ in Lakhs

| Particulars                                 | Current Year<br>2024-2025 | Previous Year<br>2023-2024 |
|---|---------------------------|----------------------------|
| <b>Balance at the beginning of the year</b> | <b>504.23</b>             | <b>465.72</b>              |
| Additions                                   | 65.92                     | 170.46                     |
| Finance cost accrued during the year        | 40.07                     | 49.18                      |
| Deletions                                   | -                         | -                          |
| Payment of lease liabilities                | (191.31)                  | (181.13)                   |
| <b>Balance at the end of the year</b>       | <b>418.91</b>             | <b>504.23</b>              |

The below table provides details regarding the contractual maturities of lease liabilities on undiscounted basis:

₹ in Lakhs

| Particulars                                       | Current Year<br>2024-2025 | Previous Year<br>2023-2024 |
|---|---------------------------|----------------------------|
| Not later than one year                           | 179.84                    | 188.31                     |
| Later than one year and not later than five years | 251.61                    | 326.60                     |
| More than five years                              | 72.22                     | 104.39                     |

The cash outflow of lease payments with respect to the above lease recognised in the statement of profit and loss for the financial year 2024-2025 is Rs.191.31 lakhs (previous year Rs.181.13 lakhs).

##### II Where the Company is lessor:

The future minimum lease payments receivable as per the lease agreements are as follows:

₹ in Lakhs

| Particulars                                       | Current Year<br>2024-2025 | Previous Year<br>2023-2024 |
|---|---------------------------|----------------------------|
| Not later than one year                           | 211.35                    | 7.35                       |
| Later than one year and not later than five years | 826.27                    | 10.82                      |
| Later than five years                             | -                         | -                          |

The amount of minimum lease income with respect to operating lease recognised in the statement of profit and loss for the year is Rs. 184.02 Lakhs (previous year Rs. 214.89 Lakhs).



## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025

### NOTE - 33

#### FINANCIAL INSTRUMENTS

The risk management system of the Company 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 systems are reviewed regularly to reflect changes in market conditions and the Company's activities.

The Management has overall responsibility for the establishment and oversight of the Company's risk management framework. In performing its operating, investing and financing activities, the Company is exposed to the credit risk, liquidity risk and market risk.

The carrying value and fair value of financial instrument (except investment in subsidiary) by categories as of 31 March 2025 were as follows:

₹ in Lakhs

| Particulars                             | At Amortised Cost | At fair value through profit and loss | At fair value through OCI | Total carrying value |
|---|-------------------|---------------------------------------|---------------------------|----------------------|
| <b>Assets:</b>                          |                   |                                       |                           |                      |
| Cash and cash equivalents               | 704.39            | -                                     | -                         | 704.39               |
| Bank balances other than above          | 35.30             | -                                     | -                         | 35.30                |
| Trade receivables                       | 578.03            | -                                     | -                         | 578.03               |
| Investments excluding subsidiary        | -                 | 83,272.30                             | 0.46                      | 83,272.76            |
| Other financial assets                  | 227.28            | 868.98                                | -                         | 1,096.26             |
| <b>TOTAL</b>                            | <b>1,545.00</b>   | <b>84,141.28</b>                      | <b>0.46</b>               | <b>85,686.74</b>     |
| <b>Liabilities:</b>                     |                   |                                       |                           |                      |
| Trade payables                          | 102.42            | -                                     | -                         | 102.42               |
| Debt securities                         | 6,693.26          | -                                     | -                         | 6,693.26             |
| Borrowings (other than debt securities) | 68,622.32         | -                                     | -                         | 68,622.32            |
| Deposits                                | 73.35             | -                                     | -                         | 73.35                |
| Other financial liabilities             | 661.83            | -                                     | -                         | 661.83               |
| <b>TOTAL</b>                            | <b>76,153.18</b>  | <b>-</b>                              | <b>-</b>                  | <b>76,153.18</b>     |

The carrying value and fair value of financial instrument (except investment in subsidiary) by categories as of 31 March 2024 were as follows:

₹ in Lakhs

| Particulars                             | At Amortised Cost | At fair value through profit and loss | At fair value through OCI | Total carrying value |
|---|-------------------|---------------------------------------|---------------------------|----------------------|
| <b>Assets:</b>                          |                   |                                       |                           |                      |
| Cash and cash equivalents               | 140.17            | -                                     | -                         | 140.17               |
| Bank balances other than above          | 31.89             | -                                     | -                         | 31.89                |
| Trade receivables                       | 30.16             | -                                     | -                         | 30.16                |
| Investments excluding subsidiary        | -                 | 76,150.63                             | 0.46                      | 76,151.09            |
| Other financial assets                  | 131.17            | 1,056.12                              | -                         | 1,187.29             |
| <b>TOTAL</b>                            | <b>333.39</b>     | <b>77,206.75</b>                      | <b>0.46</b>               | <b>77,540.60</b>     |
| <b>Liabilities:</b>                     |                   |                                       |                           |                      |
| Trade payables                          | 173.17            | -                                     | -                         | 173.17               |
| Debt securities                         | 9,858.33          | -                                     | -                         | 9,858.33             |
| Borrowings (other than debt securities) | 58,014.55         | -                                     | -                         | 58,014.55            |
| Deposits                                | 197.50            | -                                     | -                         | 197.50               |
| Other financial liabilities             | 697.73            | -                                     | -                         | 697.73               |
| <b>TOTAL</b>                            | <b>68,941.28</b>  | <b>-</b>                              | <b>-</b>                  | <b>68,941.28</b>     |

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025

### NOTE - 34

#### RISK MANAGEMENT

##### Financial risk management

The risk management policies of the Company 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. The Management has overall responsibility for the establishment and oversight of the Company's risk management framework. In performing its operating, investing and financing activities, the Company is exposed to the Credit risk, Liquidity risk and Market risk.

##### Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as equity price risk and commodity risk. Financial instruments affected by market risk include loans and borrowings, deposits and investments.

##### Credit risk

##### Revenue / Trade receivable

Credit risk refers to the risk of default on its obligation by the counterparty resulting in a financial loss. The maximum exposure to the credit risk at the reporting date is from trade receivables amounting to Rs. 578.03 Lakhs and Rs. 30.16 Lakhs as at 31 March 2025 and 31 March 2024, respectively. Trade receivables are typically unsecured and are derived from revenue earned from customers located in India. Credit risk has always been managed by the Company through credit approvals, establishing credit limits and continuously monitoring the credit worthiness of customers to which the Company grants credit terms in the normal cause of business.

The Company applies a simplified approach in calculating Expected Credit Losses (ECLs) on trade receivables. Therefore, the Company does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The Company has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment. Based on the provision matrix, no provision is required to be made at the respective reporting date.

The Company have provided details of revenue from single largest customer, revenue from top 5 customer and ageing of trade receivables below:

(a) The following table gives details in respect of revenues generated from top customer and top 5 customers:

₹ in Lakhs

| Particulars                  | Current Year<br>2024-2025 | Previous Year<br>2023-2024 |
|------------------------------|---------------------------|----------------------------|
| Revenue from top customer    | 1,537.88                  | 600.35                     |
| Revenue from top 5 customers | 3,576.66                  | 2,343.02                   |

(b) Ageing analysis of trade receivables that are not due as at the end of reporting year:

₹ in Lakhs

| Particulars        | As at<br>31-03-2025 | As at<br>31-03-2024 |
|--------------------|---------------------|---------------------|
| Within credit days | -                   | -                   |

(c) Ageing analysis of the age of trade receivable amounts that are past due as at the end of reporting year but not impaired:

₹ in Lakhs

| Particulars               | As at<br>31-03-2025 | As at<br>31-03-2024 |
|---------------------------|---------------------|---------------------|
| <b>Trade receivables:</b> |                     |                     |
| Less than 90 days         | 578.03              | 30.16               |
| 91 to 180 days            | -                   | -                   |
| 181 to 270 days           | -                   | -                   |
| 271 to 360 days           | -                   | -                   |
| Over 360 days             | -                   | -                   |
| <b>Total</b>              | <b>578.03</b>       | <b>30.16</b>        |

##### Balances with banks and other financial assets:

The Company holds cash and cash equivalents with bank, which are having highest safety ratings based on ratings published by various credit rating agencies. The Company considers that its cash and cash equivalents have low credit risk based on external credit ratings of the counterparties.

For other financial assets, the Company assesses and manages credit risk based on reasonable and supportive forward looking information. The Company does not have significant credit risk exposure for these items.

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025

### Investments in debt securities measured at amortised cost

The impairment of the credit risk on the investments is carried out through a detailed ECL model. The ECL model provides for the ECL on a 12 month ECL basis for standard to stage 1 Assets whereas the same is calculated based on a lifetime ECL for stage 2 & 3 level assets. The ECL is calculated based on a probability default (PD) X exposure at default (EAD) X (Loss given default X discount rate - LGD)). The Company calculates the PD by taking into account the past historical trends of the portfolio and its credit performance based on a homogenous characteristic of the underlying portfolio. This is calculated based on a 12 month PD perspective. In case of Impaired assets where lifetime PD is applied, the PD is extrapolated to take into account the probability of default over the life time of asset.

### Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company has interest rate risk exposure mainly from changes in rate of interest on borrowing. The following table analyse the breakdown of the financial assets and liabilities by type of interest rate:

₹ in Lakhs

| Particulars  | As at<br>31-03-2025 | As at<br>31-03-2024 |
|--|---------------------|---------------------|
| <b>Financial assets</b>                            |                     |                     |
| <b>Interest bearing</b>                            |                     |                     |
| <b>- fixed interest rate</b>                       |                     |                     |
| Bank balances other than cash and cash equivalents | 20.97               | 20.40               |
| Investments  | 78,138.70           | 70,309.17           |
| Other financial assets                             | 122.83              | 123.48              |
| <b>Non interest bearing</b>                        |                     |                     |
| Investments  | 41,575.69           | 42,283.55           |
| Cash and cash equivalents                          | 718.72              | 151.66              |
| Trade receivables                                  | 578.03              | 30.16               |
| Other financial assets                             | 973.43              | 1,063.81            |
| <b>Total</b>                                       | <b>1,22,128.37</b>  | <b>1,13,982.23</b>  |
| <b>Financial Liabilities</b>                       |                     |                     |
| <b>Interest bearing</b>                            |                     |                     |
| <b>- fixed interest rate</b>                       |                     |                     |
| Borrowings (Term Loan)                             | 800.00              | 1,800.00            |
| Borrowings (Vehicle loans)                         | 112.91              | 141.85              |
| Borrowings (Repo)                                  | 2,000.00            | -                   |
| Lease liabilities                                  | 418.91              | 504.23              |
| Deposits   | 73.35               | 197.50              |
| Debt securities (Commercial Papers)                | 6,693.26            | 9,858.33            |
| <b>- floating interest rate</b>                    |                     |                     |
| Borrowings (Term loans)                            | 1,623.42            | -                   |
| Borrowings (Vehicle loans)                         | 249.90              | 311.77              |
| Borrowings (Repayable on demand)                   | 63,836.09           | 55,760.93           |
| <b>Non interest bearing</b>                        |                     |                     |
| Trade payables                                     | 102.42              | 173.17              |
| Other financial liabilities                        | 242.92              | 193.50              |
| <b>Total</b>                                       | <b>76,153.18</b>    | <b>68,941.28</b>    |

### Interest rate sensitivity

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of borrowings affected. With all other variables held constant, the Company's profit before tax is affected through the impact on floating rate borrowings, as follows:

₹ in Lakhs

| Particulars                 | Current Year<br>2024-2025 | Previous Year<br>2023-2024 |
|-----------------------------|---------------------------|----------------------------|
| Increase in basis points    | 50                        | 50                         |
| Effect on profit before tax | (328.55)                  | (280.36)                   |
| Decrease in basis points    | 50                        | 50                         |
| Effect on profit before tax | 328.55                    | 280.36                     |

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025

### NOTE - 35

#### LIQUIDITY RISK

The Company's principal sources of liquidity are cash and cash equivalents and the cash flow that is generated from operations. Liquidity risk is the risk that the Company may not be able to meet its present and future cash and collateral obligations without incurring unacceptable losses. The Company's objective is to, at all times maintain optimum levels of liquidity to meet its cash and collateral requirements. The Company closely monitors its liquidity position and deploys a robust cash management system. It maintains adequate sources of financing including debt and overdraft from banks at an optimised cost.

The Company's maximum exposure to liquidity risk for the components of the balance sheet at 31 March 2025 and 31 March 2024 is the carrying amounts. The liquidity risk is managed on the basis of expected maturity dates of the financial liabilities. The Company's major financial liabilities include term loans with maturity profile ranging between 0 to 5 years and short term borrowings are generally payable within one year. The average credit period taken to settle trade payables is about 30 days. The other payables are with short-term durations. The following table analysis undiscounted financial liabilities by remaining contractual maturities:

₹ in Lakhs

| Particulars                          | On demand       | Less than 3 months | 3 to 12 months  | 1 to 5 years    | > 5 years     | Total            |
|--------------------------------------|-----------------|--------------------|-----------------|-----------------|---------------|------------------|
| <b>As at 31 March 2025</b>           |                 |                    |                 |                 |               |                  |
| Borrowings including debt securities | 339.77          | 68,584.02          | 6,136.76        | 1,545.41        | -             | 76,605.96        |
| Trade and other payables             | -               | 102.42             | -               | -               | -             | 102.42           |
| Deposits                             | -               | -                  | -               | 103.84          | -             | 103.84           |
| Other financial liabilities          | 14.33           | 275.31             | 133.11          | 251.61          | 72.22         | 746.58           |
|                                      | <b>354.10</b>   | <b>68,961.75</b>   | <b>6,269.87</b> | <b>1,900.86</b> | <b>72.22</b>  | <b>77,558.80</b> |
| <b>As at 31 March 2024</b>           |                 |                    |                 |                 |               |                  |
| Borrowings including debt securities | 4,702.60        | 56,564.29          | 5,889.26        | 1,296.02        | -             | 68,452.17        |
| Trade and other payables             | -               | 173.17             | -               | -               | -             | 173.17           |
| Deposits                             | -               | 196.02             | -               | 1.84            | -             | 197.86           |
| Other financial liabilities          | 11.49           | 228.77             | 141.55          | 326.60          | 104.39        | 812.80           |
|                                      | <b>4,714.09</b> | <b>57,162.25</b>   | <b>6,030.81</b> | <b>1,624.46</b> | <b>104.39</b> | <b>69,636.00</b> |

#### Capital management

For the purpose of the Company's capital management, capital includes issued equity capital, share premium and all other equity reserves attributable to the equity holders of the Company. The primary objective of the Company's capital management is to maximise the shareholder value. The Company manages its capital to ensure that it will continue as going concern while maximising the return to stakeholders. The Company manages its capital structure and makes adjustment in light of changes in business condition. The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Company's policy is to keep optimum gearing ratio. The Company includes within net debt, interest bearing loans and borrowings, trade and other payables, less cash and cash equivalents, excluding discontinued operations.

₹ in Lakhs

| Particulars                          | As at 31-03-2025   | As at 31-03-2024   |
|--------------------------------------|--------------------|--------------------|
| Borrowings including debt securities | 75,315.58          | 67,872.88          |
| Trade payables                       | 102.42             | 173.17             |
| Deposits                             | 73.35              | 197.50             |
| Other financial liabilities          | 661.83             | 697.73             |
| Less: cash and bank balances         | (739.69)           | (172.06)           |
| <b>Net debt (A)</b>                  | <b>75,413.49</b>   | <b>68,769.22</b>   |
| Equity share capital                 | 660.00             | 660.00             |
| Other equity                         | 49,317.98          | 48,143.79          |
| <b>Total member's capital (B)</b>    | <b>49,977.98</b>   | <b>48,803.79</b>   |
| <b>Capital and net debt (C=A+B)</b>  | <b>1,25,391.47</b> | <b>1,17,573.01</b> |
| <b>Gearing ratio (%) (A/C)</b>       | <b>60.14</b>       | <b>58.49</b>       |

In order to achieve this overall objective, the Company's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the borrowings that define capital structure requirements. Breaches in meeting the financial covenants would permit the bank to immediately call borrowings. There have been no breaches in the financial covenants of any borrowings in the current year.

No changes were made in the objectives, policies or processes for managing capital during the aforesaid financial year.

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025

### NOTE - 36

#### FAIR VALUE HIERARCHY

**Level I** - Quoted prices (unadjusted) in active markets for identical assets or liabilities.

**Level II** - 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 III** - Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

The following table presents fair value hierarchy of assets and liabilities measured at fair value on a recurring basis as of 31 March 2025:

₹ in Lakhs

| Particulars  | As at<br>31-03-2025 | Fair value measurement at end of the reporting year using |           |           |
|--|---------------------|---|-----------|-----------|
|  |                     | Level I   | Level II  | Level III |
| <b>Financial Assets:</b>                                       |                     |   |           |           |
| Investments in AIF FVTPL                                       | 5,133.60            | -   | 5,133.60  | -         |
| Debt instruments FVTPL   | 78,138.70           | -   | 78,138.70 | -         |
| Equity instruments FVTOCI                                      | 0.46                | -   | -         | 0.46      |
| Other financial assets FVTPL                                   |                     |   |           |           |
| Interest accrued but not due on investments                    | 808.46              | -   | 808.46    | -         |
| Income receivable from investment in Alternate Investment Fund | 60.52               | -   | 60.52     | -         |

The following table presents fair value hierarchy of assets and liabilities measured at fair value on a recurring basis as of 31 March 2024:

₹ in Lakhs

| Particulars  | As at<br>31-03-2024 | Fair value measurement at end of the reporting year using |           |           |
|--|---------------------|---|-----------|-----------|
|  |                     | Level I   | Level II  | Level III |
| <b>Financial Assets:</b>                                       |                     |   |           |           |
| Investments in AIF FVTPL                                       | 5,841.46            | -   | 5,841.46  | -         |
| Debt instruments FVTPL   | 70,309.17           | -   | 70,309.17 | -         |
| Equity instruments FVTOCI                                      | 0.46                | -   | -         | 0.46      |
| Other financial assets FVTPL                                   |                     |   |           |           |
| Interest accrued but not due on investments                    | 995.29              | -   | 995.29    | -         |
| Income receivable from investment in Alternate Investment Fund | 60.83               | -   | 60.83     | -         |

**Description of techniques and valuation inputs used for Level II and Level III hierarchy are under:**

| Assets class                                   | Fair value hierarchy | Valuation techniques and inputs   |
|--|----------------------|---|
| Debt instruments measured at FVTPL             | Level II             | <b>Valuation techniques and inputs in order of first preference are as under:</b> <ol style="list-style-type: none"> <li>Cost of securities only if the securities are allotted within last 20 days or purchased within 7 days from the measurement date or, latest traded price reported on recognised stock exchange or settlement house close to measurement date i.e. in the range of 0-7 days, whichever is later.</li> <li>Weighted average (appropriate weight considered by the company) of; <ul style="list-style-type: none"> <li>-Future cash flows which are discounted using a discount rate arrived at by adding the spread provided by FIMMDA and</li> <li>-Latest subsequent traded price reported on recognised stock exchange or settlement house close to measurement date i.e. in the range of 0-7 days."</li> </ul> </li> <li>Future cash flows are discounted using a discount rate arrived at by adding the spread provided by FIMMDA or other approved agencies and annualised government security yield provided by regulatory authorities.</li> </ol> |
| Alternative Investment Fund measured at FVTPL  | Level II             | The valuation is done based on the rating agency valuation provided by the Alternative Investment Fund.   |
| Unquoted equity instruments measured at FVTOCI | Level III            | Based on unobservable inputs which generally approximates to the carrying value of the investments unless significantly impaired. Fair value has been considered Nil for significantly impaired investments. Sensitivity change in the unobservable input does not have a significant impact in its value and accordingly, sensitivity disclosure is not given.   |

a. The Company does not carry any financial asset and liability which it fair values on a non recurring basis

b. During the year there were no transfers across fair value hierarchy (level 1, 2 and 3)

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025

### NOTE - 37

#### FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENT NOT MEASURED AT FAIR VALUE THROUGH PROFIT AND LOSS

The carrying value and fair value of financial instrument not measured at fair value through profit and loss account categories as of 31 March 2025 were as follows:

₹ in Lakhs

| Particulars                             | Total carrying value | Fair Value Level I | Fair Value Level II | Fair Value Level III |
|---|----------------------|--------------------|---------------------|----------------------|
| <b>Assets:</b>                          |                      |                    |                     |                      |
| Trade receivables                       | 578.03               | -                  | -                   | 578.03               |
| Other financial assets                  | 227.28               | -                  | -                   | 227.28               |
| <b>TOTAL</b>                            | <b>805.31</b>        | -                  | -                   | <b>805.31</b>        |
| <b>Liabilities:</b>                     |                      |                    |                     |                      |
| Trade payables                          | 102.42               | -                  | -                   | 102.42               |
| Debt securities                         | 6,693.26             | -                  | 6,693.26            | -                    |
| Borrowings (other then debt securities) | 68,622.32            | -                  | -                   | 68,622.32            |
| Deposits                                | 73.35                | -                  | -                   | 73.35                |
| Other financial liabilities             | 661.83               | -                  | -                   | 661.83               |
| <b>TOTAL</b>                            | <b>76,153.18</b>     | -                  | <b>6,693.26</b>     | <b>69,459.92</b>     |

The carrying value and fair value of financial instrument not measured at fair value through profit and loss account categories as of 31 March 2024 were as follows:

₹ in Lakhs

| Particulars                             | As at 31-03-2024 | Fair Value Level I | Fair Value Level II | Fair Value Level III |
|---|------------------|--------------------|---------------------|----------------------|
| <b>Assets:</b>                          |                  |                    |                     |                      |
| Trade receivables                       | 30.16            | -                  | -                   | 30.16                |
| Other financial assets                  | 131.17           | -                  | -                   | 131.17               |
| <b>TOTAL</b>                            | <b>161.33</b>    | -                  | -                   | <b>161.33</b>        |
| <b>Liabilities:</b>                     |                  |                    |                     |                      |
| Trade payables                          | 173.17           | -                  | -                   | 173.17               |
| Debt securities                         | 9,858.33         | -                  | 9,858.33            | -                    |
| Borrowings (other then debt securities) | 58,014.55        | -                  | -                   | 58,014.55            |
| Deposits                                | 197.50           | -                  | -                   | 197.50               |
| Other financial liabilities             | 697.73           | -                  | -                   | 697.73               |
| <b>TOTAL</b>                            | <b>68,941.28</b> | -                  | <b>9,858.33</b>     | <b>59,082.95</b>     |

#### Measurement of Fair Value

Below are the methodologies and assumptions used to determine fair values for the above financial instruments which are not recorded and measured at fair value in the financial statements, these fair values were calculated for disclosure purpose only.

##### a. Short Term Financial Assets And Liabilities

For financial assets and financial liabilities that have a short term maturity (less than twelve months), the carrying amounts, which are net of impairment, are a reasonable approximation of their fair value. Such instruments include: other financial assets (excluding security deposit), trade payables and other financial liability.

##### b. Borrowings

In case of borrowings, the interest rate represents the market rate. Consequently the carrying amount represents the fair value.



## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025

### NOTE - 38

#### MATURITY ANALYSIS OF ASSETS AND LIABILITIES

The table below shows an analysis of assets and liabilities according to when they are expected to be recovered or settled:

₹ in Lakhs

| Particulars   | As at 31-03-2025    |                    |                    | As at 31-03-2024    |                    |                    |
|---|---------------------|--------------------|--------------------|---------------------|--------------------|--------------------|
|   | Within<br>12 Months | After<br>12 Months | Total              | Within<br>12 Months | After<br>12 Months | Total              |
| <b>ASSETS</b>   |                     |                    |                    |                     |                    |                    |
| (1) Financial assets  |                     |                    |                    |                     |                    |                    |
| (a) Cash and cash equivalents   | 704.39              | -                  | 704.39             | 140.17              | -                  | 140.17             |
| (b) Bank balances other than (a) above  | 35.30               | -                  | 35.30              | 31.89               | -                  | 31.89              |
| (c) Trade receivables   | 578.03              | -                  | 578.03             | 30.16               | -                  | 30.16              |
| (d) Investments   | 83,272.30           | 36,442.09          | 1,19,714.39        | 76,150.63           | 36,442.09          | 1,12,592.72        |
| (e) Other financial assets  | 1,010.20            | 86.06              | 1,096.26           | 1,061.31            | 125.98             | 1,187.29           |
| <b>Total financial assets</b>   | <b>85,600.22</b>    | <b>36,528.15</b>   | <b>1,22,128.37</b> | <b>77,414.16</b>    | <b>36,568.07</b>   | <b>1,13,982.23</b> |
| (2) Non-financial assets  |                     |                    |                    |                     |                    |                    |
| (a) Current tax assets (net)  | 681.21              | -                  | 681.21             | 146.69              | -                  | 146.69             |
| (b) Investment property   | -                   | 2,480.27           | 2,480.27           | -                   | 2,537.65           | 2,537.65           |
| (c) Property, plant and equipment   | -                   | 1,677.04           | 1,677.04           | -                   | 1,795.69           | 1,795.69           |
| (d) Intangible assets   | -                   | 11.55              | 11.55              | -                   | 19.30              | 19.30              |
| (e) Other non-financial assets  | 84.69               | 13.07              | 97.76              | 82.81               | 11.87              | 94.68              |
| <b>Total non-financial assets</b>   | <b>765.90</b>       | <b>4,181.93</b>    | <b>4,947.83</b>    | <b>229.50</b>       | <b>4,364.51</b>    | <b>4,594.01</b>    |
| <b>TOTAL ASSETS</b>   | <b>86,366.12</b>    | <b>40,710.08</b>   | <b>1,27,076.20</b> | <b>77,643.66</b>    | <b>40,932.58</b>   | <b>1,18,576.24</b> |
| <b>LIABILITIES AND EQUITY</b>   |                     |                    |                    |                     |                    |                    |
| <b>LIABILITIES</b>  |                     |                    |                    |                     |                    |                    |
| (1) Financial liabilities   |                     |                    |                    |                     |                    |                    |
| (a) Trade payables  |                     |                    |                    |                     |                    |                    |
| (i) Total outstanding dues of micro enterprises and small enterprises                     | 1.72                | -                  | 1.72               | 1.75                | -                  | 1.75               |
| (ii) Total outstanding dues of creditors other than micro enterprises & small enterprises | 100.70              | -                  | 100.70             | 171.42              | -                  | 171.42             |
| (b) Debt securities   | 6,693.26            | -                  | 6,693.26           | 9,858.33            | -                  | 9,858.33           |
| (c) Borrowings (other than debt securities)   | 67,235.11           | 1,387.21           | 68,622.32          | 56,851.74           | 1,162.81           | 58,014.55          |
| (d) Deposits  | -                   | 73.35              | 73.35              | 196.02              | 1.48               | 197.50             |
| (e) Other financial liabilities   | 391.16              | 270.67             | 661.83             | 342.45              | 355.28             | 697.73             |
| <b>Total financial liabilities</b>  | <b>74,421.95</b>    | <b>1,731.23</b>    | <b>76,153.18</b>   | <b>67,421.71</b>    | <b>1,519.57</b>    | <b>68,941.28</b>   |
| (2) Non-financial liabilities   |                     |                    |                    |                     |                    |                    |
| (a) Provisions  | 56.38               | 224.69             | 281.07             | 49.51               | 215.52             | 265.03             |
| (b) Deferred tax liabilities (net)  | -                   | 397.04             | 397.04             | -                   | 363.18             | 363.18             |
| (c) Other non-financial liabilities   | 244.83              | 22.10              | 266.93             | 202.75              | 0.21               | 202.96             |
| <b>Total non-financial liabilities</b>  | <b>301.21</b>       | <b>643.83</b>      | <b>945.04</b>      | <b>252.26</b>       | <b>578.91</b>      | <b>831.17</b>      |
| <b>TOTAL LIABILITIES</b>  | <b>74,723.16</b>    | <b>2,375.06</b>    | <b>77,098.22</b>   | <b>67,673.97</b>    | <b>2,098.48</b>    | <b>69,772.45</b>   |
| <b>EQUITY</b>   |                     |                    |                    |                     |                    |                    |
| (a) Equity share capital  | -                   | 660.00             | 660.00             | -                   | 660.00             | 660.00             |
| (b) Other equity  | -                   | 49,317.98          | 49,317.98          | -                   | 48,143.79          | 48,143.79          |
| <b>TOTAL EQUITY</b>   | <b>-</b>            | <b>49,977.98</b>   | <b>49,977.98</b>   | <b>-</b>            | <b>48,803.79</b>   | <b>48,803.79</b>   |

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025

### NOTE - 39

#### CHANGES IN LIABILITY ARISING FROM FINANCING ACTIVITIES (IND AS 7 'STATEMENT OF CASH FLOWS')

₹ in Lakhs

| Particulars  | As at<br>31 March 2024 | Cash Flows      | Transaction<br>cost | Interest<br>accrual | As at<br>31 March 2025 |
|--|------------------------|-----------------|---------------------|---------------------|------------------------|
| Debt securities                                    | 9,858.33               | (3,162.26)      | (2.81)              | -                   | 6,693.26               |
| Borrowing other than debt securities               | 58,014.55              | 10,620.37       | (12.60)             | -                   | 68,622.32              |
| Lease liabilities                                  | 504.23                 | (191.31)        | 65.92               | 40.07               | 418.91                 |
| Interest on above borrowings                       | 15.82                  | (4,427.13)      | 44.04               | 4,440.04            | 72.77                  |
| <b>Total liabilities from financing activities</b> | <b>68,392.93</b>       | <b>2,839.67</b> | <b>94.55</b>        | <b>4,480.11</b>     | <b>75,807.26</b>       |

₹ in Lakhs

| Particulars  | As at<br>31 March 2023 | Cash Flows       | Transaction<br>cost | Interest<br>accrual | As at<br>31 March 2024 |
|--|------------------------|------------------|---------------------|---------------------|------------------------|
| Debt securities                                    | 4,480.11               | 5,381.27         | (3.05)              | -                   | 9,858.33               |
| Borrowing other than debt securities               | 45,652.41              | 12,362.05        | 0.09                | -                   | 58,014.55              |
| Lease liabilities                                  | 465.72                 | (181.13)         | 170.46              | 49.18               | 504.23                 |
| Interest on above borrowings                       | 1.12                   | (3,929.27)       | 50.73               | 3,893.24            | 15.82                  |
| <b>Total liabilities from financing activities</b> | <b>50,599.36</b>       | <b>13,632.92</b> | <b>218.23</b>       | <b>3,942.42</b>     | <b>68,392.93</b>       |

### NOTE - 40

#### INCOME TAX

A The major components of income tax expense for the years are:

₹ in Lakhs

| Particulars   | Current Year<br>2024-2025 | Previous Year<br>2023-2024 |
|---|---------------------------|----------------------------|
| <b>Current income tax:</b>  |                           |                            |
| Current income tax charge   | 505.00                    | 775.00                     |
| Adjustments in respect of previous year                               | 2.99                      | (2.99)                     |
| <b>Deferred tax:</b>  |                           |                            |
| Relating to origination and reversal of temporary differences         | 33.54                     | 80.26                      |
| <b>Income tax expense reported in the statement of profit or loss</b> | <b>541.53</b>             | <b>852.27</b>              |

B The income tax expense for the year can be reconciled to the accounting profit as follows

₹ in Lakhs

| Particulars   | Current Year<br>2024-2025 | Previous Year<br>2023-2024 |
|---|---------------------------|----------------------------|
| <b>Profit before tax</b>  | <b>3,826.74</b>           | <b>4,032.16</b>            |
| Applicable tax rate   | 25.17%                    | 25.17%                     |
| Computed expected tax expenses  | 963.11                    | 1,014.81                   |
| <b>Tax effect of :</b>  |                           |                            |
| Tax effect due to non-deductible expenses                             | 37.04                     | 19.32                      |
| Tax effect due to deductible items                                    | (17.51)                   | (14.38)                    |
| Tax effect due to deduction under income tax                          | (433.07)                  | (135.91)                   |
| Tax effect due to different tax rate                                  | (20.62)                   | (31.46)                    |
| Adjustments in respect of current income tax of previous year         | 2.99                      | (2.99)                     |
| Others  | 9.59                      | 2.88                       |
| <b>Income tax expense reported in the statement of profit or loss</b> | <b>541.53</b>             | <b>852.27</b>              |

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025

C The Gross movement in the current income tax asset/(Liability) for the year ended 31 March 2025 and 31 March 2024 is as follows

₹ in Lakhs

| Particulars  | As at<br>31-03-2025 | As at<br>31-03-2024 |
|--|---------------------|---------------------|
| Net current income tax asset/(liability) at the beginning of the year  | 146.69              | 15.92               |
| Income tax paid  | 1,042.79            | 902.78              |
| Current tax expenses   | (505.00)            | (775.00)            |
| Interest on tax expenses   | (0.28)              | -                   |
| Excess/(short) provision of earlier year                               | (2.99)              | 2.99                |
| <b>Net current income tax asset/(liability) at the end of the year</b> | <b>681.21</b>       | <b>146.69</b>       |

D The balance comprises temporary differences attributable to the below items and corresponding movement in deferred tax liabilities / assets:

₹ in Lakhs

| Particulars  | As at<br>31-03-2025 | As at<br>31-03-2024 |
|--|---------------------|---------------------|
| <b>Net deferred tax liabilities at the beginning of the year</b> | <b>(363.18)</b>     | <b>(292.28)</b>     |
| Fair value gain on investments in debt securities                | (46.50)             | (81.06)             |
| Right-of-use assets  | 18.95               | (5.52)              |
| Lease liabilities  | (21.47)             | 9.69                |
| Transaction cost on financial liabilities                        | (0.97)              | (0.41)              |
| Gratuity   | 4.04                | 3.38                |
| Property plant and equipment                                     | 12.09               | 3.02                |
| <b>Net deferred tax liabilities at the end of the year</b>       | <b>(397.04)</b>     | <b>(363.18)</b>     |

### NOTE - 41

#### SIGNIFICANT ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS

The preparation of the Company's financial statements requires the management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets, liabilities, the accompanying disclosures and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods. Estimates and assumptions are reviewed on periodic basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised.

The key assumptions concerning the future and other key sources of estimation, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities, within the next financial year, are described below. The Company's assumptions and estimates are based on parameters available at the time of preparation of financial statements. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

#### (a) Employee benefit plans

The cost of the defined benefit plan and other employment benefits plan are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases & 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.

The parameter most subject to change is the discount rate. In determining the appropriate discount rate for plans, the management considers the interest rates of government bonds in currencies consistent with the currencies of the postemployment benefit obligation. The mortality rate is based on publicly available mortality tables for India. Those mortality tables tend to change only at intervals in response to demographic changes. Future salary increases are based on expected future inflation rates.

Based on periodic review of the demographic assumptions, attrition rate assumption used for actuarial valuation of liability related to gratuity has been re-assessed during the year ended 31 March 2025. For the purpose of assessing the attrition rate, the Company considered the historical attrition trend and expected rate based on such trend/ experience. The change in assumption resulted in a decrease of closing gratuity by Rs.1.30 lakhs for the year ended 31 March 2025.

Further details about gratuity obligations are given in Note - 28.

#### (b) Leases

The Company determines the lease term as the non-cancellable term of the lease, together with any periods covered by an option to extend the lease if it is reasonably certain to be exercised, or any periods covered by an option to terminate the lease, if it is reasonably certain not to be exercised.

The Company has several lease contracts that include extension and termination options. The Company applies judgement in evaluating whether it is reasonably certain to exercise the option to renew or terminate the lease. It considers all relevant factors that create an economic incentive for it to exercise either the renewal or termination. After the commencement date, the Company reassesses the lease term if there is a significant event or change in circumstances that is within its control and affects its ability to exercise or not to exercise the option to renew or to terminate..

#### (c) Taxes

Deferred tax assets are recognised for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits.

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025

### NOTE - 42

#### Segment reporting

In accordance with Indian Accounting Standard (Ind AS) 108, the Company operates in a single operating segment i.e. "Providing Merchant Banking Services" within India. Accordingly, no separate disclosure is required. The Board of Directors of the Company are collectively the Chief Operating Decision Makers (CODMs) of the Company.

### NOTE - 43

#### Code On Social Security, 2020

The Indian Parliament has approved the Code on Social Security, 2020 which subsumes the Provident Fund and the Gratuity Act and the Rules thereunder. The Ministry of Labour and Employment has also released draft rules thereunder on 13 November 2020, and has invited suggestions from the stakeholders which are under active consideration by the Ministry. The Company will evaluate the rules, assess the impact, if any, and account the same once the rules are notified and become effective.

### NOTE - 44

#### CONTINGENT LIABILITIES AND CAPITAL COMMITMENT

##### a Contingent liabilities

##### Note:

- (i) The above facility is fully secured by providing required security cover by the subsidiary company over the outstanding amount as mentioned in the bank sanction letter.
- (ii) During the financial year 2022-23, disputed demand of Rs. 159.54 Lakhs in respect of Assessment Year 2018-19 has been adjusted against the refund order issued for the assessment year 2022-23 of Rs. 2.95 Lakhs. Further, Company has filed an appeal with Commissioner of Income Tax (Appeals) and paid an amount of Rs. 32.00 Lakhs under protest against the said demand. The Company has already got favourable Order from ITAT in similar matter in earlier years and is of the opinion that there will be no liability arise in this regard and hence, not considered as contingent liability.

| Particulars  | As at<br>31 March 2025 | As at<br>31 March 2024 |
|--|------------------------|------------------------|
| Corporate guarantee given to a bank in respect of secured working capital facility and cash credit facility taken by a subsidiary company (Refer Note (i) below) | 27,500.00              | 27,500.00              |
| Contingent liabilities not provided for – Income tax matters under dispute (Refer Note (ii) below)   | -                      | -                      |
| <b>Total</b>   | <b>27,500.00</b>       | <b>27,500.00</b>       |

##### B Capital commitment

| Particulars  | As at<br>31 March 2025 | As at<br>31 March 2024 |
|--|------------------------|------------------------|
| Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances) | -                      | 14.61                  |
| Uncalled capital commitment w.r.t. investment in Alternate Investment Fund                                       | -                      | 139.70                 |
| <b>Total</b>   | <b>-</b>               | <b>154.31</b>          |

### NOTE - 45

The Company does not have any capital work in progress and intangible assets under development.

### NOTE - 46

The Company does not hold any Benami Property as defined under Benami Transactions (Prohibition) Act, 1988.

### NOTE - 47

The Company does not have any undisclosed income during the financial year ended 31 March 2025 and 31 March 2024.

### NOTE - 48

The Company has not traded or invested in Crypto Currency or Virtual Currency during the financial year ended 31 March 2025 and 31 March 2024.

### NOTE - 49

The Company does not have any investments, transactions and relationships with Struck off companies during the financial year ended 31 March 2025 and 31 March 2024.

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025

### NOTE - 50

The Company has complied with the number of layer prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on Number of Layers) Rules, 2017.

### NOTE - 51

The ratios pertaining to Capital to risk-weighted assets ratio (CRAR), Tier I CRAR, Tier II CRAR and Liquidity Coverage Ratio is not applicable to the Company.

### NOTE - 52

There is no scheme of arrangement of Company which has been approved by the Competent Authority in terms of section 230 to 237 of the Companies Act, 2013.

### NOTE - 53

#### Utilisation of borrowed funds and share premium

- (a) No funds (which are material either individually or in the aggregate) 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 or entity, including foreign entity ("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) No funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("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.

### NOTE - 54

There was no impairment loss on non-financial assets on the basis of review carried out by the management in accordance with Indian Accounting Standard (Ind AS) – 36 'Impairment of Assets'.

### NOTE - 55

Balances of certain trade receivables, trade payables are subject to confirmation/reconciliation, if any. The management does not expect any material difference affecting the financial statements on such reconciliation/adjustments.

### NOTE - 56

In the opinion of management, loans, investments and other financial assets have a value on realisation in the ordinary course of business at least equal to the amount at which they are stated in the balance sheet. The provision for all known liabilities is adequate and not in excess of the amount reasonably stated.

### NOTE - 57

#### Subsequent events

- i) The Board of Directors of the Company in its meeting held on 23 May 2025, have recommended a final dividend of Rs. 14 per equity share having face value of Rs. 10 each for the year ended 31 March 2025. The same is subject to approval of the shareholders in the ensuing annual general meeting. The proposed dividend if approved at the ensuing annual general meeting will result in total cash outflow of Rs. 924 Lakhs.
- ii) Subsequent to the balance sheet date, the Company has issued its fresh commercial papers amounting to Rs.10 crores which are listed on BSE Limited on 24 April 2025.

### NOTE - 58

Previous year's figure have been regrouped or rearranged, wherever considered necessary, to conform with the current year's presentation.

## SIGNATURES TO 1 TO 58

As per our report of even date attached

As per our report of even date attached  
For PYS & CO LLP  
Chartered Accountants  
Firm's Registration No. 012388S/S200048

For and on behalf of the Board of Directors of  
A. K. Capital Services Limited

Sanjay Kokate  
Partner  
Membership No. 130007

Place: Mumbai  
Date: May 23, 2025

A. K. Mittal  
Managing Director  
(DIN:00698377)  
Place: New Delhi  
Date: May 23, 2025

Ashish Agarwal  
Director  
(DIN:08064196)  
Place: New Delhi

Mahesh Bhootra  
Chief Financial Officer  
Place: Mumbai

Tejas Davda  
Company Secretary  
(ACS: A27660)  
Place: Mumbai

## INDEPENDENT AUDITOR'S REPORT

To,  
The Members of  
A. K. Capital Services Limited

### Report on the audit of the Consolidated Financial Statements

#### Opinion

We have audited the accompanying consolidated financial statements of A. K. Capital Services Limited ("the Holding Company") and its subsidiaries (together referred to as "the Group"), which comprise the consolidated balance sheet as at 31 March 2025, the consolidated statement of profit and loss (including other comprehensive income), the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended on that date, and notes to the consolidated 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, 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 Standard prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standard) Rules 2015, as amended ("Ind AS") and the accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at 31 March 2025, consolidated profit and other comprehensive income, consolidated changes in equity and its consolidated cash flows for the year ended on that date.

#### Basis for Opinion

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

#### 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. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the consolidated financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated financial statements.

The results of audit procedures performed by us and by other auditors of components not audited by us, as reported by them in their audit reports furnished to us by the management, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying consolidated financial statements.

| Sr. No. | Key Audit Matter  | Auditor's response   |
|---------|---|--|
| 1 (a)   | <p><b>Measurement of investments in accordance with Ind AS 109 "Financial Instruments"</b></p> <p>On initial recognition, investments are recognized at fair value, in case of Investments which are recognised at fair value through profit and loss (FVTPL), its transaction cost is recognised in the statement of profit and loss. In other cases, the transaction costs are attributed to the acquisition value of the investments.</p> <p>The Group's investments are subsequently classified into following categories based on the objective of its business model to manage the cash flows and options available in the standard:</p> <ul style="list-style-type: none"> <li>Debt instruments at amortised cost</li> <li>Debt instruments and equity instruments at fair value through profit or loss (FVTPL)</li> <li>Equity instruments measured at fair value through other comprehensive income FVTOCI.</li> </ul> | <p><b>Principal audit procedures applied by us and the auditors of the component namely A. K. Capital Finance Limited</b></p> <ul style="list-style-type: none"> <li>Obtained an understanding of the Group's business model assessed in accordance with Ind AS 109;</li> <li>Evaluated the Group's assessment of business model;</li> <li>Obtained an understanding of the determination of the measurement of the investments and tested the reasonableness of the significant judgments applied by the management;</li> <li>Evaluated the design of internal controls relating to the measurement and also tested the operating effectiveness of the aforesaid controls;</li> <li>Ensured that the Group has used valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs, including consideration of the current economic and market conditions.</li> </ul> |



| Sr. No. | Key Audit Matter   | Auditor's response   |
|---------|--|--|
|         | <p>The Group has assessed following two business model:</p> <ul style="list-style-type: none"> <li>- Held to collect contractual cash flows</li> <li>- Realising cash flows through the sale of investments. The Group makes decisions based on the assets' fair values and manages the assets to realise those fair values.</li> </ul> <p>Since valuation of investments at fair value involves critical assumptions, significant risk in valuation and complexity in assessment of business model, the valuation of investments as per Ind AS 109 is determined to be a key audit matter in our audit of the consolidated financial statements.</p> <p>(Refer note 2, 6, 7(a), 41, 42, 44 and 45 to the consolidated financial statements)</p>   | <ul style="list-style-type: none"> <li>• Obtained and assessed the valuation certificate of independent valuer in respect of fair value of investments of the holding company; and</li> <li>• Assessed the appropriateness of the disclosure in the consolidated financial statements in accordance with the applicable financial reporting framework.</li> <li>• Broadly reviewed the IT systems and internal controls related to investment in place.</li> </ul>   |
| 1(b)    | <p><b>Impairment loss on investments measured at amortized cost:</b></p> <p>Recognition and measurement of impairment relating to the investments measured at amortized cost involves significant management judgment and as per the requirements of Ind AS 109, credit loss assessment is based on management's ECL model. Management exercises judgment in determining the quantum of loss based on a range of factors.</p> <p>The most significant areas are:</p> <ul style="list-style-type: none"> <li>• Credit ratings of the investments;</li> <li>• Investment staging criteria;</li> <li>• Calculation of probability of default rate / Loss given default rate;</li> <li>• Consideration of probability weighted scenarios; and</li> <li>• Forward looking macro-economic factors.</li> </ul> <p>The Group considered current and anticipated future economic conditions relating to industries the Group deals. In calculating expected credit loss, the Group has also considered credit reports and other related credit information for its investments to estimate the probability of default in future.</p> <p>There is a large increase in the data inputs required for the computation of ECL of investments. This increases the risk of completeness and accuracy of the data that has been used as a basis of assumptions in the model and therefore, we identified allowance for credit losses of investments as a key audit matter in our audit of the consolidated financial statements.</p> <p>(Refer note 2, 6, 41, 42 and 45 to the consolidated financial statements)</p> | <p><b>Principal audit procedures applied by the auditors of the component namely A. K. Capital Finance Limited</b></p> <ul style="list-style-type: none"> <li>• Analysed the methodology for the allowance for credit losses, including consideration of the current and estimated future economic conditions;</li> <li>• For a sample of investments and allowance for the credit loss thereon, we tested the input data such as credit reports and other credit related information used in estimating the probability of default by comparing them to external and internal sources of information;</li> <li>• Assessed whether the impairment methodology used by the Group is in line with Ind AS 109 "Financial Instruments" requirements. Particularly, assessed the approach of the Group regarding the definition of default, probability of default, loss given default and forward-looking information for the calculation of ECL.</li> <li>• Verified the computation of the allowance for credit losses and tested the mathematical accuracy; and</li> <li>• Assessed the appropriateness of the disclosure in the financial statements of A. K. Capital Finance Limited in accordance with the applicable financial reporting framework.</li> <li>• Verified the data input used for probability of default rate and loss given default rate.</li> </ul> |
| 2       | <p><b>Loans and impairment loss allowance</b></p> <p>The value of loans as at 31 March 2025 is significant and there is a high degree of complexity and judgment involved for the Group in estimating individual and collective credit impairment provisions and write-offs against these loans.</p> <p>Recognition and measurement of impairment relating to the loans measured at amortized cost involves significant management judgment and as per the requirements of Ind AS 109, credit loss assessment is based on management's ECL model. The Group's impairment allowance is computed based on estimates including the historical default and loss ratios. Management exercises judgment in determining the quantum of loss based on a range of factors.</p> <p>The most significant areas are:</p> <ul style="list-style-type: none"> <li>• Credit ratings of the parties to whom loans have been given;</li> <li>• Loans staging criteria;</li> </ul>   | <p><b>Principal audit procedures applied by us and the auditors of the component namely A. K. Capital Finance Limited</b></p> <ul style="list-style-type: none"> <li>• Started audit procedures with understanding of the internal control environment related to loans and impairment loss allowance.</li> <li>• The procedures over internal controls focused on recognition and measurement of impairment loss allowance.</li> <li>• Assessed the design and tested the operating effectiveness of the selected key controls implemented.</li> <li>• Assessed whether the impairment methodology used is in line with Ind AS 109 "Financial instruments" requirements. Particularly, the approach regarding definition of default, probability of default, loss given default and incorporation of forward-looking information for the calculation of ECL.</li> </ul>   |

| Sr. No. | Key Audit Matter  | Auditor's response   |
|---------|---|--|
|         | <ul style="list-style-type: none"> <li>Calculation of probability of default rate / Loss given default rate;</li> <li>Consideration of probability weighted scenarios; and</li> <li>Forward looking macro-economic factors.</li> </ul> <p>In calculating expected credit loss, the Group has also considered credit reports and other related credit information for its loans to estimate the probability of default in future.</p> <p>There is a large increase in the data inputs required for the computation of ECL of loans. This increases the risk of completeness and accuracy of the data that has been used as a basis of assumptions in the model and therefore, we identified allowance for credit losses of loans as a key audit matter in our audit of the consolidated financial statements.</p> <p>(Refer note 2, 5, 41, 42 and 45 of the consolidated financial statements)</p>   | <p>For loans which are assessed for impairment on a portfolio basis, performed particularly the following procedures:</p> <ul style="list-style-type: none"> <li>Read and understood the methodology and policy laid down for loans given.</li> <li>Verified loan agreements and related financial and non-financial covenants on sample basis.</li> <li>Verified the existence of recovery process plan in the event of default.</li> <li>Verified the historical trends of repayment of principal amount of loan and repayment of interest.</li> <li>Tested the reliability of key data inputs and related management controls.</li> <li>Checked the stage classification as at the balance sheet date as per definition of default.</li> <li>Assessed the assumptions made in making provision considering forward looking information and subsequent recoverability.</li> </ul>  |
| 3       | <p><b>IT Systems and Controls</b></p> <p><b>a) Investments in financial instruments – w.r.t. A. K. Capital Finance Limited:</b></p> <p>The financial accounting and reporting, especially in financial services sector, are fundamentally reliant on IT systems and IT controls for processing significant transaction volumes and other calculations. Hence, the component auditors of A. K. Capital Finance Limited identified IT systems and controls over financial reporting as a key audit matter.</p> <p>Automated accounting procedures and IT environment controls, which include IT governance, general IT controls over program development and changes, access to programs and data and IT operations, are required to be designed and to operate effectively to ensure reliable financial reporting.</p> <p><b>b) Loans - w.r.t. Family Home Finance Private Limited:</b></p> <p>The financial accounting and reporting systems are highly dependent on the effective working of the operating and accounting system.</p> <p>The Component has separate software applications for management of its loan portfolio from origination to servicing and closure and for the routine accounting. Transfer of data from/to this software is critical for accurate compilation of financial information.</p> <p>Due to extensive volumes, variety and complexity of transactions the operating system is functioning, consistently and accurately, specifically with respect to following:</p> <ul style="list-style-type: none"> <li>Interest, Fee income and other charges collected on Loans.</li> <li>Bifurcation of the Loan Portfolio based on maturity pattern and Assets Classification based on ageing of default.</li> </ul> <p>We have identified 'IT systems and controls' as key audit matter because of significant use of IT system and the scale and complexity of the IT architecture. Our audit outcome is dependent on the effective functioning of such operating and accounting system.</p> | <p><b>Principal audit procedures applied by us and the auditors of the component namely A. K. Capital Finance Limited</b></p> <ul style="list-style-type: none"> <li>Obtained a detailed understanding and assessed whether the general IT controls, IT policies and procedures designed and implemented by the management are adequate and operating effectively.</li> <li>Broadly reviewed and tested the IT systems and internal controls in place.</li> <li>Tested key automated and manual business cycle controls and logic for the reports generated through the IT infrastructure that were relevant for financial reporting or were use in exercise of internal financial controls with reference to the financial statements. Test including testing of the compensating controls or alternate procedures to assess whether there were any unaddressed IT risks that would materially impact the financial statements.</li> <li>Placed reliance on work of IT System auditor after observance of the relevant provisions of applicable Indian Accounting Standards.</li> <li>Our audit procedures included verifying, testing and reviewing the design and operating effectiveness of the key automated and manual business cycle controls and logic for system generated reports relevant to the audit by verifying the reports/returns and other financial and non-financial information generated from the system on a test check basis.</li> <li>We have tested and reviewed the reconciliations between the loan origination/ servicing application and the accounting software to mitigate the risk of incorrect data flow to/from separate application software.</li> <li>We have also obtained management representations wherever considered necessary.</li> <li>We tested the Group's periodic review of access rights. We also tested requests of changes to systems for approval and authorization.</li> </ul> |

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

The Holding Company's Management and Board of Directors are responsible for the other information. The other information comprises the information included in the Holding Company's annual report namely Directors' Report, Annexures to Board Report, Management Discussion and Analysis, Corporate Governance Report, Business Responsibility Statement, but does not include the consolidated financial statements and our auditor's report thereon. The Holding Company's annual report is expected to be made available to us after the date of this auditor's report.

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

When we read the Directors' Report including Annexures to Board Report, Management Discussion and Analysis, Corporate Governance Report, Business Responsibility Statement, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance as required under SA 720 (Revised) 'The Auditor's responsibilities Relating to Other Information'.

## Management's and Board of Directors' responsibilities for the Consolidated Financial Statements

The Holding Company's Management and Board of Directors' are responsible for the matters stated in section 134(5) of the Act with respect to preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance (including consolidated total comprehensive income), consolidated changes in equity and consolidated cash flows of the Group in accordance with the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act and other accounting principles generally accepted in India.

The respective Management and 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 each 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 the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Management and Board of Directors' of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Management and Board of Directors of the companies included in the Group are responsible for assessing the ability of each company to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company 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 financial reporting process of each company.

## Auditor's responsibilities for the audit of 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 financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3) of the Act, we are also responsible for expressing our opinion on whether the Holding Company and its subsidiaries which are companies incorporated in India, has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Management and Board of Directors.
- Conclude on the appropriateness of the Management's and Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify

our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

Materiality is the magnitude of misstatements in the consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the 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 companies 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 period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

## Other Matters

- a) We did not audit the financial statements of 6 subsidiaries, whose financial statements excluding consolidation adjustment reflect total assets of Rs. 332,926.76 Lakhs as at 31 March 2025, total revenues of Rs. 36,958.25 Lakhs, total profit before tax of Rs. 8,718.17 Lakhs, total net profit after tax of Rs. 7,027.69 Lakhs and total net cash outflow amounting to Rs. 174.35 Lakhs for the year ended on that date, as considered in the consolidated financial statements. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management of the Holding Company and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of the aforesaid subsidiary companies and our report in terms of sub-sections (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiary companies, is based solely on the report of the other auditors.
- b) One of the subsidiary is located outside India whose financial statements and other financial information have been prepared in accordance with accounting principles generally accepted in its country and which has been audited by other auditors under generally accepted auditing standards applicable in its country. The Management of the Holding Company has converted the financial statements/financial information of such subsidiary company, located outside India from accounting principles generally accepted in its country to accounting principles generally accepted in India. We have audited these conversions made by the Management of the Holding Company based on the closing rate as on 31 March 2025 and average rate for financial year 2024-25, wherever applicable. Our opinion in so far as it relates to the balances and affairs of such subsidiary, located outside India is based on the reports of other auditors and the conversion prepared by the Management of the Holding Company and audited by us.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors.

## Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, we report, to the extent applicable, that:
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
  - (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
  - (c) The consolidated balance sheet, the consolidated statement of profit and loss (including other comprehensive income), the consolidated statement of changes in equity and the consolidated statement of cash flows 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.



- (e) On the basis of the written representations received from the directors of the Holding Company as on 31 March 2025 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies incorporated in India, none of the directors of the Group companies, incorporated in India is disqualified as on 31 March 2025 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the adequacy of internal financial controls over financial reporting with reference to financial statements of the Holding Company and its subsidiary companies incorporated in India and the operating effectiveness of such controls, refer to our separate report in "Annexure A".
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of Section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us and on the reports of the statutory auditors of the subsidiary companies incorporated in India, the remuneration paid or provided during the current year by the Holding Company and the subsidiary companies incorporated in India (wherever applicable) to its directors, wherever applicable, is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director by the Holding Company and the subsidiary companies incorporated in India is not in excess of the limit laid down under Section 197 of the Act.

- (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - (i) The Group has disclosed the impact of pending litigations on the financial position in the consolidated financial statements (Refer note 33 to the consolidated financial statements);
  - (ii) The Group did not have any material foreseeable losses on long-term contracts including derivative contracts during the year ended 31 March 2025;
  - (iii) There has been no delay in transferring amounts required to be transferred, to the Investor Education and Protection Fund by the Holding Company during the year ended 31 March 2025. Further, there are no amounts which are required to be transferred to the Investor Education and Protection Fund by the subsidiary companies incorporated in India during the year ended 31 March 2025.
  - (iv) a) The respective Managements of the Holding Company and its subsidiaries, whose financial statements have been audited under the Act, have represented to us and other auditors of the subsidiaries that, to the best of their knowledge and belief, as disclosed in the Note 59(a) to the consolidated financial statements, no funds (which are material either individually or in the aggregate) 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 subsidiaries to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Holding Company or its subsidiaries ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
  - b) The respective Managements of the Holding Company and its subsidiaries, whose financial statements have been audited under the Act, have represented to us and other auditors of subsidiary that, to the best of their knowledge and belief, as disclosed in the Note 59(b) to the consolidated financial statements, no funds (which are material either individually or in the aggregate) have been received by the Holding Company or its subsidiaries from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding Company or its subsidiaries shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
  - c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances and the reports of the auditors of its subsidiaries, 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), as provided under (a) and (b) above, contain any material misstatement.
- (v) In respect of the dividend:
  - a) The final dividend proposed in the previous year, declared and paid by the Holding Company and one of its subsidiary company during the year is in accordance with Section 123 of the Act, as applicable.
  - b) The interim dividend declared and paid by the Holding Company and one of its subsidiary company during the year and until the date of this report is in compliance with Section 123 of the Act.
  - c) The Board of Directors of the Holding Company and one of its subsidiary company have proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The amount of the dividend proposed is in accordance with section 123 of the Act, as applicable (Refer note 64(b) to the consolidated financial statements).
- (vi) Based on our examination, which included test checks, and as communicated by the respective auditors of the subsidiary companies which are companies incorporated in India, the Holding Company and subsidiary companies 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 auditors of the above referred subsidiary companies did not come across any instance of audit trail feature being tampered with.

Further, the Holding Company and subsidiary companies incorporated in India are using independent softwares for debt securities management, loan management and payroll processing which are not integrated with the accounting system of the respective companies. Based on the output of these softwares, the respective companies account for the entries related to investment in debt securities, loans and payroll on a timely basis. Accordingly, in our view and in the view of the auditors of subsidiary companies incorporated in India, the reporting responsibility under Rule 11(g) is not applicable.

Further, the audit trail has been preserved by the Holding companies and its subsidiaries as per the statutory requirements for record retention.

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, and based on the CARO reports issued by us for the Holding Company and by other auditors for its subsidiary companies incorporated in India included in the consolidated financial statements, to which reporting under CARO is applicable. We report the following remarks given by respective auditors:

| Sr. No. | Name of entity                      | CIN                   | Holding/ Subsidiary company | Clause No. of the CARO Report |
|---------|-------------------------------------|-----------------------|-----------------------------|-------------------------------|
| 1       | Family Home Finance Private Limited | U74999MH2017PTC296737 | Subsidiary company          | Clause iii (c) & (d)          |

For PYS & CO LLP  
Chartered Accountants  
Firm's Registration No. 012388S/S200048

Sanjay Kokate  
Partner  
Membership No.: 130007  
UDIN: 25130007BMHIVS7675

Place: Mumbai  
Date: 23 May 2025



## ANNEXURE 'A' TO THE INDEPENDENT AUDITORS' REPORT (Referred to in paragraph 1(f) under the heading 'Report on Other Legal and Regulatory Requirements' of our report of even date)

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

In conjunction with our audit of the consolidated financial statements of the A. K. Capital Services Limited ("the Holding Company") as of and for the year ended 31 March 2025, we have audited the internal financial controls over financial reporting with reference to the financial statements of the Holding Company and its subsidiaries which are incorporated in India, as of that date.

#### Management's Responsibility for Internal Financial Controls

The respective Company's Management and 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 over financial reporting criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India ("the 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 the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### Auditors' Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Holding Company and its subsidiaries which are 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 issued by the ICAI (the "Guidance Note") and the Standards on Auditing, prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matters Paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting.

#### Meaning of Internal Financial Controls over Financial Reporting

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of 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 Over Financial Reporting

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

#### Opinion

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of reporting of other auditors as mentioned in "Other Matter" paragraph, the Holding Company and its subsidiaries, which are incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at and for the year ended 31 March 2025, based on the internal control over financial reporting criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

#### Other Matters

Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting, insofar as it related to 6 subsidiaries which are incorporated in India, is based on the corresponding reports of the auditors of such subsidiaries incorporated in India.

For PYS & CO LLP

Chartered Accountants

Firm's Registration No. 012388S/S200048

Sanjay Kokate

Partner

Membership No.: 130007

UDIN: 25130007BMHIVS7675

Place: Mumbai

Date: 23 May 2025

## CONSOLIDATED BALANCE SHEET AS AT MARCH 31, 2025

₹ in Lakhs

|   | Note No. | As at<br>31-03-2025 | As at<br>31-03-2024 |
|---|----------|---------------------|---------------------|
| <b>ASSETS</b>   |          |                     |                     |
| <b>(1) Financial assets</b>   |          |                     |                     |
| (a) Cash and cash equivalents   | 3(a)     | 2,908.30            | 2,471.53            |
| (b) Bank balances other than (a) above  | 3(b)     | 309.02              | 521.56              |
| (c) Trade receivables   | 4        | 802.18              | 194.69              |
| (d) Loans   | 5        | 68,617.79           | 60,948.57           |
| (e) Investments   | 6        | 2,82,810.18         | 2,72,905.31         |
| (f) Other financial assets  |          |                     |                     |
| (i) Stock of securities   | 7(a)     | 52,924.00           | 28,692.21           |
| (ii) Other financial assets   | 7(b)     | 6,523.54            | 6,028.48            |
| <b>Total financial assets</b>   |          | <b>4,14,895.01</b>  | <b>3,71,762.35</b>  |
| <b>(2) Non-financial assets</b>   |          |                     |                     |
| (a) Current tax assets (net)  |          | 1,358.60            | 364.82              |
| (b) Deferred tax assets (net)   | 8        | 69.72               | 86.88               |
| (c) Investment property   | 9        | 2,480.27            | 2,537.65            |
| (d) Property, plant and equipment   | 10       | 4,514.39            | 4,920.60            |
| (e) Goodwill  |          | 399.97              | 399.97              |
| (f) Capital work-in-progress  | 11       | -                   | 188.43              |
| (g) Intangible assets   | 12       | 33.58               | 55.98               |
| (h) Other non financial assets  | 13       | 281.38              | 301.42              |
| <b>Total non-financial assets</b>   |          | <b>9,137.91</b>     | <b>8,855.75</b>     |
| <b>TOTAL ASSETS</b>   |          | <b>4,24,032.92</b>  | <b>3,80,618.10</b>  |
| <b>LIABILITIES AND EQUITY</b>   |          |                     |                     |
| <b>LIABILITIES</b>  |          |                     |                     |
| <b>(1) Financial liabilities</b>  |          |                     |                     |
| (a) Trade payables  | 14       |                     |                     |
| (i) Total outstanding dues of micro enterprises and small enterprises                       |          | 18.91               | 2.79                |
| (ii) Total outstanding dues of creditors other than micro enterprises and small enterprises |          | 471.44              | 658.33              |
| (b) Debt securities   | 15       | 65,698.08           | 71,682.82           |
| (c) Borrowings (other than debt securities)   | 16       | 2,49,008.30         | 2,03,511.28         |
| (d) Deposits  | 17       | 73.35               | 197.50              |
| (e) Other financial liabilities   | 18       | 5,644.16            | 7,959.90            |
| <b>Total financial liabilities</b>  |          | <b>3,20,914.24</b>  | <b>2,84,012.62</b>  |
| <b>(2) Non-financial liabilities</b>  |          |                     |                     |
| (a) Current tax liabilities (net)   |          | 20.23               | 33.38               |
| (b) Provisions  | 19       | 677.31              | 608.97              |
| (c) Deferred tax liabilities (net)  | 20       | 762.09              | 654.15              |
| (d) Other non-financial liabilities   | 21       | 537.34              | 502.28              |
| <b>Total non-financial liabilities</b>  |          | <b>1,996.97</b>     | <b>1,798.78</b>     |
| <b>TOTAL LIABILITIES</b>  |          | <b>3,22,911.21</b>  | <b>2,85,811.40</b>  |
| <b>EQUITY</b>   |          |                     |                     |
| (a) Equity share capital  | 22(a)    | 660.00              | 660.00              |
| (b) Other equity  | 22(b)    | 96,385.67           | 91,246.61           |
| (c) Non controlling interest  |          | 4,076.04            | 2,900.09            |
| <b>TOTAL EQUITY</b>   |          | <b>1,01,121.71</b>  | <b>94,806.70</b>    |
| <b>TOTAL LIABILITIES AND EQUITY</b>   |          | <b>4,24,032.92</b>  | <b>3,80,618.10</b>  |

### Summary of material accounting policies and other explanatory information (Refer note 2)

The accompanying notes are an integral part of the consolidated financial statements

As per our report of even date attached

For PYS & CO LLP

Chartered Accountants

Firm's Registration No. 012388S/S200048

For and on behalf of the Board of Directors of

A. K. Capital Services Limited

Sanjay Kokate

Partner

Membership No. 130007

Place: Mumbai

Date: 23 May 2025

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A. K. Mittal

Managing Director

(DIN:00698377)

Place: New Delhi

Date: 23 May 2025

Ashish Agarwal

Director

(DIN:08064196)

Place: New Delhi

Mahesh Bhootra

Chief Financial Officer

Place: Mumbai

Tejas Davda

Company Secretary

(ACS: A27660)

Place: Mumbai

**CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2025**

₹ in Lakhs

|  | Note No. | Current Year<br>2024-2025 | Previous Year<br>2023-2024 |
|--|----------|---------------------------|----------------------------|
| <b>Revenue from operations</b>   |          |                           |                            |
| Interest income  | 23       | 30,984.64                 | 28,181.32                  |
| Sale of services   | 24       | 10,703.45                 | 15,767.81                  |
| Net gain on fair value changes   | 25       | 6,172.44                  | 7,610.06                   |
| Net gain on derecognition of financial instruments under amortised cost category | 26       | 97.79                     | 76.17                      |
| Dividend income  |          | 0.42                      | -                          |
| Rental income  |          | 184.02                    | 214.89                     |
| <b>Total revenue from operations</b>   |          | <b>48,142.76</b>          | <b>51,850.25</b>           |
| Other income   | 27       | 267.33                    | 54.84                      |
| <b>Total income</b>  |          | <b>48,410.09</b>          | <b>51,905.09</b>           |
| <b>EXPENSES</b>  |          |                           |                            |
| Finance costs  | 28       | 22,350.68                 | 19,580.24                  |
| Fees and commission expense  |          | 1,905.96                  | 1,928.93                   |
| Impairment on financial instruments (net)  | 29       | 20.27                     | 8.87                       |
| Employee benefits expense  | 30       | 8,821.80                  | 9,714.13                   |
| Depreciation and amortization  | 11(c)    | 1,026.43                  | 845.51                     |
| Other expenses   | 31       | 3,307.18                  | 7,550.66                   |
| <b>Total expenses</b>  |          | <b>37,432.32</b>          | <b>39,628.34</b>           |
| <b>Profit before exceptional items and tax</b>                                   |          | <b>10,977.77</b>          | <b>12,276.75</b>           |
| Exceptional Items  |          | -                         | -                          |
| <b>Profit before tax</b>   |          | <b>10,977.77</b>          | <b>12,276.75</b>           |
| <b>Tax expense:</b>  |          |                           |                            |
| Current tax  |          | 2,129.37                  | 2,819.87                   |
| Tax adjustment for earlier years   |          | 4.11                      | (8.34)                     |
| Deferred tax charge  |          | 131.41                    | 213.03                     |
| <b>Profit for the year [A]</b>   |          | <b>8,712.88</b>           | <b>9,252.19</b>            |
| <b>Other comprehensive income, net of tax</b>                                    |          |                           |                            |
| Item that will not to be reclassified to the statement of profit and loss        | 32       | (48.31)                   | (56.86)                    |
| Less: Income tax expense on above  |          | 6.31                      | 24.85                      |
| <b>Other comprehensive income for the year [B]</b>                               |          | <b>(42.00)</b>            | <b>(32.01)</b>             |
| <b>Total comprehensive income for the year [A+B]</b>                             |          | <b>8,670.88</b>           | <b>9,220.18</b>            |
| <b>Profit for the year attributable to:</b>                                      |          | <b>8,712.88</b>           | <b>9,252.19</b>            |
| Owners of the Company  |          | 8,472.95                  | 9,170.70                   |
| Non-controlling interest   |          | 239.93                    | 81.49                      |
| <b>Other comprehensive income attributable to:</b>                               |          | <b>(42.00)</b>            | <b>(32.01)</b>             |
| Owners of the Company  |          | (41.81)                   | (31.54)                    |
| Non-controlling interest   |          | (0.19)                    | (0.47)                     |
| <b>Total comprehensive income attributable to:</b>                               |          | <b>8,670.88</b>           | <b>9,220.18</b>            |
| Owners of the Company  |          | 8,431.14                  | 9,139.16                   |
| Non-controlling interest   |          | 239.74                    | 81.02                      |
| <b>Earnings per equity share (Rs.)</b>   | 36       |                           |                            |
| Basic  |          | 128.38                    | 138.95                     |
| Diluted  |          | 128.38                    | 138.95                     |

**Summary of material accounting policies and other explanatory information (Refer note 2)**

The accompanying notes are an integral part of the consolidated financial statements

As per our report of even date attached

For PYS &amp; CO LLP

Chartered Accountants

Firm's Registration No. 012388S/S200048

For and on behalf of the Board of Directors of

A. K. Capital Services Limited

Sanjay Kokate

Partner

Membership No. 130007

Place: Mumbai

Date: 23 May 2025

A. K. Mittal

Managing Director

(DIN:00698377)

Place: New Delhi

Date: 23 May 2025

Ashish Agarwal

Director

(DIN:08064196)

Place: New Delhi

Mahesh Bhootra

Chief Financial Officer

Place: Mumbai

Tejas Davda

Company Secretary

(ACS: A27660)

Place: Mumbai

**CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE YEAR ENDED MARCH 31, 2025**

|   | <b>Current Year<br/>2024-2025</b> | <b>Previous Year<br/>2023-2024</b> |
|---|-----------------------------------|------------------------------------|
|   |                                   | ₹ in Lakhs                         |
| <b>(A) Cash flow from operating activities</b>  |                                   |                                    |
| Profit before tax   | 10,977.77                         | 12,276.75                          |
| <b>Adjustment for:</b>  |                                   |                                    |
| Depreciation and amortization   | 1,026.43                          | 845.51                             |
| Profit on sale of property, plant and equipment (net)                                 | (0.28)                            | (8.37)                             |
| Profit on repurchase/redemption of debentures   | -                                 | (3.38)                             |
| Bad debts written off   | -                                 | 70.00                              |
| Liabilities and provisions written back   | (4.27)                            | (9.26)                             |
| Impairment of financial instruments   | 20.27                             | 8.87                               |
| Amortisation of processing fees income  | 58.79                             | (2.28)                             |
| Other interest income   | (19.53)                           | (16.56)                            |
| Effective interest rate on securities held till maturity                              | 0.59                              | (21.82)                            |
| Interest Reversal on restructuring of loan  | -                                 | 0.81                               |
| Dividend income   | (0.42)                            | -                                  |
| Interest income   | (21,443.71)                       | (11,835.56)                        |
| Rental income   | (184.02)                          | (214.89)                           |
| Net gain on fair value changes on investments   | (4,233.35)                        | (5,879.21)                         |
| Net gain on derecognition of financial instruments under amortised cost category      | (97.79)                           | (76.17)                            |
| Net gain on fair value changes on stock of securities (unrealised)                    | (403.07)                          | 10.15                              |
| Finance costs   | 4,903.31                          | 4,479.39                           |
| <b>Movement in working capital:</b>   |                                   |                                    |
| (Decrease)/increase in trade payable, deposits and other financial liabilities        | (2,157.26)                        | 1,221.71                           |
| Increase/(decrease) in provisions and non-financial liabilities                       | 50.13                             | (433.38)                           |
| (Increase)/decrease in loans  | (7,761.19)                        | (4,167.88)                         |
| (Increase)/decrease in trade receivables and other financial assets                   | (25,148.10)                       | 27,024.76                          |
| Increase in non-financial assets  | (198.43)                          | 39.04                              |
| <b>Cash generated from operations</b>   | <b>(44,614.13)</b>                | <b>23,308.23</b>                   |
| Income tax paid   | (3,142.40)                        | (3,132.16)                         |
| <b>Net cash generated from operating activities [A]</b>                               | <b>(47,756.53)</b>                | <b>20,176.07</b>                   |
| <b>(B) Cash flow from investing activities</b>  |                                   |                                    |
| Proceeds from sale/(payment for purchases) of investments (net)                       | (5,535.70)                        | (83,065.08)                        |
| Payment for acquisition of property, plant and equipment (including capital advances) | (260.94)                          | (895.34)                           |
| Payment for acquisition of intangibles  | -                                 | (65.75)                            |
| Proceeds from sale of property, plant and equipment                                   | 0.61                              | 915.80                             |
| Proceeds/(Investment) in fixed deposits   | 190.38                            | 122.95                             |
| Interest income received  | 21,682.78                         | 9,281.39                           |
| Dividend income received  | 0.42                              | -                                  |
| Rent income received  | 177.35                            | 199.90                             |
| <b>Cash used in investing activities [B]</b>  | <b>16,254.90</b>                  | <b>(73,506.13)</b>                 |
| <b>(C) Cash flow generated from financing activities</b>                              |                                   |                                    |
| Proceeds from long-term borrowings (including debt securities)                        | 1,01,900.00                       | 38,512.00                          |
| Repayments of long-term borrowings (including debt securities)                        | (77,445.64)                       | (23,903.17)                        |
| Proceeds from /(Repayment of) short term borrowings (net)                             | 15,276.21                         | 44,447.79                          |
| Interest paid   | (4,875.57)                        | (4,431.03)                         |
| Dividends paid  | (2,410.30)                        | (1,164.00)                         |
| Share issue expenses  | -                                 | (19.00)                            |
| Repayment of lease liabilities  | (506.30)                          | (414.30)                           |
| <b>Cash (used in) / generated from financing activities [C]</b>                       | <b>31,938.40</b>                  | <b>53,028.29</b>                   |
| <b>Net decrease in cash and cash equivalents [A+B+C]</b>                              | <b>436.77</b>                     | <b>(301.77)</b>                    |
| Add: Cash and cash equivalents at the beginning of the year                           | 2,471.53                          | 2,773.30                           |
| Cash and cash equivalents at the end of the year                                      | 2,908.30                          | 2,471.53                           |

**Refer Note 51 for changes in liability arising from financing activities**

1. The above cash flow statement has been prepared under 'Indirect Method' as set out in the Indian Accounting Standard-7 on 'Statement of Cash Flows' notified by Central Government of India.

**Summary of material accounting policies and other explanatory information (Refer note 2)**

The accompanying notes are an integral part of the consolidated financial statements

As per our report of even date attached

For PYS & CO LLP

Chartered Accountants

Firm's Registration No. 012388S/S200048

For and on behalf of the Board of Directors of

A. K. Capital Services Limited

Sanjay Kokate

Partner

Membership No. 130007

Place: Mumbai

Date: 23 May 2025

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A. K. Mittal

Managing Director

(DIN:00698377)

Place: New Delhi

Date: 23 May 2025

Ashish Agarwal

Director

(DIN:08064196)

Place: New Delhi

Mahesh Bhootra

Chief Financial Officer

Place: Mumbai

Tejas Davda

Company Secretary

(ACS: A27660)

Place: Mumbai

**CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2025**

₹ in Lakhs

**A. EQUITY SHARE CAPITAL**

|  | Number of shares | Amount        |
|--|------------------|---------------|
| <b>At 01 April 2023</b>                                    | <b>66,00,000</b> | <b>660.00</b> |
| Changes in equity share capital due to prior period errors | -                | -             |
| Restated balance at 01 April 2023                          | <b>66,00,000</b> | <b>660.00</b> |
| Issue of share capital                                     | -                | -             |
| <b>At 31 March 2024</b>                                    | <b>66,00,000</b> | <b>660.00</b> |
| Changes in equity share capital due to prior period errors | -                | -             |
| Restated balance at 01 April 2024                          | <b>66,00,000</b> | <b>660.00</b> |
| Issue of share capital                                     | -                | -             |
| <b>At 31 March 2025</b>                                    | <b>66,00,000</b> | <b>660.00</b> |

**B. OTHER EQUITY**

₹ in Lakhs

| Particulars  | Reserves and surplus |                 |                 |                    |                     |                   | Items of other comprehensive income                    |                                     | Non controlling Interest | Total       |
|--|----------------------|-----------------|-----------------|--------------------|---------------------|-------------------|--|-------------------------------------|--------------------------|-------------|
|  | Capital reserve      | General reserve | Special reserve | Securities premium | Translation reserve | Retained earnings | Actuarial gain/ (loss) on defined benefits obligations | Remeasurement of equity Instruments |                          |             |
| <b>Balance at 01 April 2023</b>                    | 675.00               | 4,960.89        | 8,004.97        | 3,657.35           | 52.33               | 68,335.05         | (119.56)   | (2,288.53)                          | 2,828.98                 | 86,106.48   |
| <b>Restated balance at 01 April 2023</b>           | 675.00               | 4,960.89        | 8,004.97        | 3,657.35           | 52.33               | 68,335.05         | (119.56)   | (2,288.53)                          | 2,828.98                 | 86,106.48   |
| Profit for the year                                | -                    | -               | -               | -                  | -                   | 9,170.70          | -  | -                                   | 81.49                    | 9,252.19    |
| Other comprehensive income net of tax for the year | -                    | -               | -               | -                  | -                   | -                 | (73.39)  | 41.85                               | (0.47)                   | (32.01)     |
| Share issue cost (net of taxes)                    | -                    | -               | -               | (15.17)            | -                   | -                 | -  | -                                   | -                        | (15.17)     |
| Transfer to/(from) reserves                        | -                    | -               | 1,284.00        | -                  | -                   | (1,284.00)        | -  | -                                   | -                        | -           |
| Addition to translation reserves                   | -                    | -               | -               | -                  | (0.79)              | -                 | -  | -                                   | -                        | (0.79)      |
| Dividend paid                                      | -                    | -               | -               | -                  | -                   | (1,154.09)        | -  | -                                   | (9.91)                   | (1,164.00)  |
| <b>Balance at 31 March 2024</b>                    | 675.00               | 4,960.89        | 9,288.97        | 3,642.18           | 51.54               | 75,067.66         | (192.95)   | (2,246.68)                          | 2,900.09                 | 94,146.70   |
| <b>Restated balance at 01 April 2024</b>           | 675.00               | 4,960.89        | 9,288.97        | 3,642.18           | 51.54               | 75,067.66         | (192.95)   | (2,246.68)                          | 2,900.09                 | 94,146.70   |
| Profit for the year                                | -                    | -               | -               | -                  | -                   | 8,472.95          | -  | -                                   | 239.93                   | 8,712.88    |
| Other comprehensive income net of tax for the year | -                    | -               | -               | -                  | -                   | -                 | (18.56)  | (23.25)                             | (0.19)                   | (42.00)     |
| Transfer to/(from) reserves                        | -                    | -               | 1,335.11        | -                  | -                   | (1,335.11)        | -  | -                                   | -                        | -           |
| Share of non controlling interest                  | -                    | -               | (361.97)        | 612.34             | -                   | (1,266.66)        | 4.22   | 58.78                               | 1,006.89                 | 53.60       |
| Addition to translation reserves                   | -                    | -               | -               | -                  | 0.83                | -                 | -  | -                                   | -                        | 0.83        |
| Dividend paid                                      | -                    | -               | -               | -                  | -                   | (2,339.62)        | -  | -                                   | (70.68)                  | (2,410.30)  |
| <b>Balance at 31 March 2025</b>                    | 675.00               | 4,960.89        | 10,262.11       | 4,254.52           | 52.37               | 78,599.22         | (207.29)   | (2,211.15)                          | 4,076.04                 | 1,00,461.71 |

**Summary of material accounting policies and other explanatory information (Refer note 2)**

The accompanying notes are an integral part of the consolidated financial statements

As per our report of even date attached

For PYS &amp; CO LLP

Chartered Accountants

Firm's Registration No. 012388S/S200048

For and on behalf of the Board of Directors of

A. K. Capital Services Limited

Sanjay Kokate

Partner

Membership No. 130007

Place: Mumbai

Date: 23 May 2025

A. K. Mittal

Managing Director

(DIN:00698377)

Place: New Delhi

Date: 23 May 2025

Ashish Agarwal

Director

(DIN:08064196)

Place: New Delhi

Mahesh Bhootra

Chief Financial Officer

Place: Mumbai

Tejas Davda

Company Secretary

(ACS: A27660)

Place: Mumbai



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025

### NOTE - 1

#### CORPORATE INFORMATION

The consolidated financial statements comprise of financial statements of A. K. Capital Services Limited ('the Company' or 'the Holding Company' or 'Parent') and its subsidiaries (collectively, 'the Group'). The Company was incorporated on 05 October 1993. The registered address of the Company is situated at 603, 6th Floor, Windsor, Off CST Road, Kalina, Santacruz East, Mumbai - 400098. The Company is a SEBI Registered Category I Merchant Banker. The financial statements of the Group for the year ended 31 March 2025 were authorized by the Board of Directors on 23 May 2025.

### NOTE - 2

#### SUMMARY OF MATERIAL ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION

##### 2.01 Basis of preparation and presentation of financial statements

These consolidated financial statements have been prepared in accordance with Indian Accounting Standards ("Ind AS") notified under Section 133 of the Companies Act 2013 ("the Act"), read with the Companies (Indian Accounting Standards) Rules, 2015 as amended.

The consolidated financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values, and on the basis of accounting principle of a going concern in accordance with generally accepted accounting principles (GAAP). Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use. The Financial Statements are presented in Lakhs or decimal thereof.

The consolidated financial statements have been presented in accordance with Schedule III-Division III General Instructions for Preparation of financial statements of a Non-Banking Financial Company (NBFC) that is required to comply with Ind AS.

##### Basis of consolidation

The consolidated financial statements comprise the financial statements of the Holding Company and its subsidiaries as at 31 March 2025. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Group controls an investee if and only if the Group has:

- (i) Power over the investee (i.e. existing rights that give it the current ability to direct the relevant activities of the investee).
- (ii) Exposure, or rights, to variable returns from its involvement with the investee, and
- (iii) The ability to use its power over the investee to affect its returns

Generally, there is a presumption that a majority of voting rights result in control. To support this presumption and when the Group has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- a) The contractual arrangement with the other vote holders of the investee
- b) The ability to use its power over the investee to affect its returns
- c) The Group's voting rights and potential voting rights
- d) The size of the group's holding of voting rights relative to the size and dispersion of the holdings of the other voting rights holders

The Group re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiaries begins when the Group obtains control over the subsidiaries and ceases when the Group loses control of the subsidiaries. Assets, liabilities, income and expenses of a subsidiaries acquired or disposed of during the year are included in the consolidated financial statements from the date the Group gains control until the date the Group ceases to control the subsidiaries.

Consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances. If a member of the group uses accounting policies other than those adopted in the consolidated financial statements for like transactions and events in similar circumstances, appropriate adjustments are made to that group member's financial statements in preparing the consolidated financial statements to ensure conformity with the group's accounting policies.

The consolidated financial statements have been prepared on the following basis:

- (a) Combine like items of assets, liabilities, equity, income, expenses and cash flows of the parent with those of its subsidiaries. For this purpose, income and expenses of the subsidiaries are based on the amounts of the assets and liabilities recognized in the consolidated financial statements at the acquisition date.
- (b) Offset (eliminate) the carrying amount of the parent's investment in each subsidiaries and the parent's portion of equity of each subsidiaries.
- (c) Eliminate in full intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between entities of the group (profits or losses resulting from intragroup transactions that are recognized in assets, such as inventory and fixed assets, are eliminated in full) except as stated in point no (d). Intragroup losses may indicate an impairment that requires recognition in the consolidated financial statements. Ind AS12 Income Taxes applies to temporary differences that arise from the elimination of profits and losses resulting from intragroup transactions.
- (d) Profit or loss and each component of other comprehensive income (OCI) are attributed to the equity holders of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.
- (e) Changes in ownership interests

The Group treats transactions with non-controlling interests that do not result in a loss of control as transactions with equity owners of the Group. A change in ownership interest results in an adjustment between the carrying amounts of the controlling and non-controlling interests to reflect their relative interests in the subsidiaries. Any difference between the amount of the adjustment to non-controlling interests and any consideration paid or received is recognised within equity.



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025

When the Group ceases to consolidate or equity account for an investment because of a loss of control, joint control or significant influence, any retained interest in the entity is remeasured to its fair value with the change in carrying amount recognised in Consolidated Profit and Loss. This fair value becomes the initial carrying amount for the purposes of subsequently accounting for the retained interest as an associate, joint venture or financial asset. In addition, any amounts previously recognised in other comprehensive income in respect of that entity are accounted for as if the Group had directly disposed of the related assets or liabilities. This may mean that amounts previously recognised in other comprehensive income are reclassified to Consolidated Statement of Profit and Loss.

If the ownership interest in a joint venture or an associate is reduced but joint control or significant influence is retained, only a proportionate share of the amounts previously recognised in other comprehensive income are reclassified to profit or loss where appropriate.

- (f) The excess of cost to the Parent Company of its investment in the subsidiaries over the Parent Company's portion of equity of the subsidiaries as at the date of its investment is recognised in the Consolidated Financial Statements as Goodwill. This Goodwill is tested for impairment at the end of the financial year. The excess of Parent Company's portion of equity over the cost of investment as at the date of its investment is treated as Capital Reserve.
- (g) The financial statements of the subsidiaries used in consolidation are drawn upto the same reporting date as that of the Parent Company.
- (h) Following companies are consolidated:

| Name of Company                                  | Country of incorporation | Reporting currency | Effective date of becoming subsidiaries | Nature of principal activity   | Extent of Holding % |                  |
|--|--------------------------|--------------------|---|--|---------------------|------------------|
|  |                          |                    |   |  | As at 31-03-2025    | As at 31-03-2024 |
| A. K. Stockmart Private Limited                  | India                    | Indian Rupees      | 20-02-2006                              | Stock broking (Retail Distribution, WDM Broking, Stock Broking, Depository Services) | 100                 | 100              |
| A. K. Capital Corporation Private Limited        | India                    | Indian Rupees      | 29-01-2007                              | Investment activity  | 100                 | 100              |
| A. K. Capital Finance Limited                    | India                    | Indian Rupees      | 04-09-2008                              | Non Banking Finance Company (Investment and lending activities)                      | 95.12               | 98.73            |
| A. K. Wealth Management Private Limited          | India                    | Indian Rupees      | 12-05-2010                              | Portfolio management services  | 100                 | 100              |
| A. K. Capital (Singapore) Pte. Limited           | Singapore                | Singapore Dollar   | 29-07-2013                              | Financial advisory services  | 100                 | 100              |
| Family Home Finance Private Limited              | India                    | Indian Rupees      | 29-06-2017                              | Housing Finance activity   | 95.12*              | 98.73*           |
| A. K. Alternative Asset Managers Private Limited | India                    | Indian Rupees      | 20-12-2022                              | Fund Management services   | 69.99               | 100              |

\*Effective shareholding

### 2.02 Functional and presentation currency

Items included in the financial statements of Group are measured using the currency of the primary economic environment in which the Group operates ("the functional currency"). Indian rupee is the functional currency of the Group. All amounts are rounded to decimal places to the nearest lakhs unless otherwise stated.

### 2.03 Material accounting estimates, judgements and assumptions

The preparation of financial statements in conformity of Ind AS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, the disclosures of contingent assets and contingent liabilities at the date of financial statements, income and expenses during the year. 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.

Application of accounting policies that require critical accounting estimates and assumption having the most significant effect on the amounts recognised in the financial statements are:

- Fair value of financial instruments
- Impairment of financial assets
- Measurement of defined employee benefit obligation
- Useful life of property, plant and equipment
- Business model assessment
- Provisions

### 2.04 Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

In the principal market for the asset or liability, or

In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Group.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025

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

Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities

Level 2- Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.

Level 3 -Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

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

The Group's Management determines the policies and procedures for both recurring fair value measurement, such as derivative instruments and unquoted financial assets measured at fair value, and for non-recurring measurement, such as assets held for distribution in discontinued operations.

At each reporting date, the Management analyses the movements in the values of assets and liabilities which are required to be remeasured or re-assessed as per the Group's accounting policies. For this analysis, the Management verifies the major inputs applied in the latest valuation by agreeing the information in the valuation computation to contracts and other relevant documents.

The Management also compares the change in the fair value of each asset and liability with relevant external sources to determine whether the change is reasonable.

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

### 2.05 Revenue recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government.

Ind AS 115 "Revenue from contracts with Customers" provides a control-based revenue recognition model and provides a five step application approach to be followed for revenue recognition.

- A) Identify the contract(s) with a customer;
- B) Identify the performance obligations;
- C) Determine the transaction price;
- D) Allocate the transaction price to the performance obligations;
- E) Recognise revenue when or as an entity satisfies performance obligation.

#### Merchant banking fees

Revenue from merchant banking fees includes arranger fees, advisory fees and lead manager fees are recognized when the Group satisfies performance obligation. Lead manager fees are recognised over a point of time. The Group measures its progress towards satisfaction of performance obligation based on output method i.e. milestone basis. Revenue from arranger services and advisory services are recognised point in time.

#### Brokerage

Revenue from brokerage is recognised point in time.

#### Interest income

Under Ind AS 109, Interest income is recognised by applying the Effective Interest Rate (EIR) to the gross carrying amount of financial assets other than credit-impaired assets and financial assets classified as measured at fair value through Profit and loss (FVTPL).

The EIR in case of a financial asset is computed

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

Any subsequent changes in the estimation of the future cash flows is recognised in interest income with the corresponding adjustment to the carrying amount of the assets.

#### Net gain on fair value changes

Any differences between the fair values of financial assets classified as fair value through the profit or loss held by Group on the balance sheet date is recognised as an unrealised gain / loss. In cases there is a net gain in the aggregate, the same is recognised in Net gains on fair value changes" under revenue from operations and if there is a net loss the same is disclosed under "Expenses" in the statement of Profit and Loss.

Similarly, any realised gain or loss on sale of financial instruments measured at FVTPL and debt instruments measured at Fair value through Other Comprehensive Income ("FVTOCI") is recognised in net gain/loss on fair value changes.

However, net gain / loss on derecognition of financial instruments classified as amortised is presented separately under the respective head in the Statement of Profit and Loss.

#### Dividend income

Dividend income is recognised

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

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025

### Rental income

Rental income arising from operating leases on investment properties is accounted for on a straight-line basis over the lease terms and is included in revenue in the statement of profit or loss due to its operating nature.

### 2.06 Taxes

The tax expense for the period comprises of current tax and deferred tax. Tax is recognised in the Statement of Profit and Loss except to the extent it relates to items recognised in the other comprehensive income or equity. In which case, the tax is also recognised in other comprehensive income or equity.

#### Current tax

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates and laws that are enacted or substantively enacted at the Balance sheet date.

Current income taxes are recognized in profit or loss except to the extent that the tax relates to items recognized outside profit or loss, either in other comprehensive income or directly in equity. Management periodically evaluates position taken in the tax returns with respect to situations in which applicable tax regulations are subjected to interpretation and establishes provisions, where appropriate.

#### Deferred tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The carrying amount of Deferred tax liabilities and assets are reviewed at the end of each reporting period.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are reassessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

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

### 2.07 Property, plant and equipment

Property, plant and equipment are stated at cost, net of recoverable taxes, trade discount and rebates less accumulated depreciation and impairment loss, if any. Such cost includes purchase price, borrowing costs, and any cost directly attributable to bringing the asset to its working condition for its intended use, net charges on foreign exchange contracts and adjustments arising from exchange rate variations attributable to the assets.

#### Subsequent cost

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

#### Depreciation

Depreciation is calculated as per the estimated useful life of assets prescribed by the Schedule II to the Companies Act 2013.

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

#### Derecognition of assets

An item of property plant & equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset is included in the income statement when the asset is derecognised.

### 2.08 Investment property

Property that is held for long term rental yield or for capital appreciation or both, and that is not occupied by the Group, is classified as Investment property. Investors properties measured initially at cost including related transactions cost and where applicable borrowing cost. Subsequent expenditure is capitalised to the assets carrying amount only when it is probable that future economic benefits associated with the expenditure will flow to the entity and the cost of the item can be measured reliably. All other repairs and maintenance costs are expensed when incurred. When part of an investment property is incurred the carrying amount of replaced part is derecognised.

Investment properties other than land are depreciated as per the estimated useful life of assets prescribed by the Schedule II to the Companies Act 2013 i.e. 60 years for office premises.

### 2.09 Non-financial Assets held for Sale

Non-financial assets are classified as held for sale if their carrying amount is intended to be recovered principally through a sale (rather than through continuing use) when the asset is available for immediate sale in its present condition subject only to terms that are usual and customary for sale of such asset and the sale is highly probable and is expected to qualify for recognition as a completed sale within one year from the date of classification. In accordance with Ind AS 105, the Group is committed to sell these assets. Non-financial assets classified as held for sale are measured at lower of their carrying amount and fair value less cost to sell.

### 2.10 Intangible assets

Intangible Assets are stated at cost of acquisition net of recoverable taxes less accumulated amortisation and impairment loss, if any. The cost comprises purchase price, borrowing costs, and any cost directly attributable to bringing the asset to its working condition for the

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025

intended use and net charges on foreign exchange contracts and adjustments arising from exchange rate variations attributable to the intangible assets.

### Subsequent expenditure

Subsequent expenditure is capitalized only when it increases the future economic benefits embodied in the specific asset to which it relates. All other expenditure, including expenditure on internally generated goodwill and brands, are recognized in profit or loss as incurred.

### Derecognition of assets

An item of intangible asset and any significant part initially recognized is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset is included in the income statement when the asset is derecognized.

Intangible assets comprising of Software are amortised on a straight line basis over its estimated useful life or maximum 5 years, whichever is shorter.

## 2.11 Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

## 2.12 Provisions, contingent liabilities and contingent assets

Provisions are recognized when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Group expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognized as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Group or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The contingent liability is not recognized in books of account but its existence is disclosed in financial statements.

A contingent assets, where an inflow of economic benefits is probable, an entity shall disclose a brief description of the nature of the contingent assets at the end of the reporting period, and, where practicable, an estimate of their financial effect, measured using the principles set out for provisions in Ind AS 37

## 2.13 Impairment of assets

### a) Financial assets

#### Overview of the ECL principles

The Group records allowance for expected credit losses for all loans, other debt financial assets not held at FVTPL, together with financial guarantee contracts, in this section all referred to as 'financial instruments. Equity instruments are not subject to impairment under Ind AS 109.

The ECL allowance is based on the credit losses expected to arise over the life of the asset (the lifetime expected credit loss), unless there has been no significant increase in credit risk since origination, in which case, the allowance is based on the 12 months' expected credit loss.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is the portion of Lifetime ECL that represent the ECLs that result from default events on a financial instrument that are possible within the 12 months after the reporting date.

Both Lifetime ECLs and 12-month ECLs are calculated on either an individual basis or a collective basis.

The Group has established a policy to perform an assessment, at the end of each reporting period, of whether a financial instrument's credit risk has increased significantly since initial recognition, by considering the change in the risk of default occurring over the remaining life of the financial instrument. The Group does the assessment of significant increase in credit risk at a borrower level. If a borrower has various facilities having different past due status, then the highest days past due (DPD) is considered to be applicable for all the facilities of that borrower.

**Based on the above, the Group categorises its loans into Stage 1, Stage 2 and Stage 3 as described below:**

**Stage 1:** All exposures where there has not been a significant increase in credit risk since initial recognition or that has low credit risk at the reporting date and that are not credit impaired upon origination are classified under this stage. The Group classifies all standard advances and advances up to 0-30 days default under this category. Stage 1 loans also include facilities where the credit risk has improved, and the loan has been reclassified from Stage 2.

**Stage 2:** All exposures where there has been a significant increase in credit risk since initial recognition but are not credit impaired are classified under this stage. Financial assets past due for 31-90 days are classified under this stage. Stage 2 loans also include facilities where the credit risk has improved, and the loan has been reclassified from Stage 3.

**Stage 3:** All exposures assessed as credit impaired when one or more events that have a detrimental impact on the estimated future cash flows of that asset have occurred are classified in this stage. For exposures that have become credit impaired, a lifetime ECL is recognised and interest revenue is calculated by applying the effective interest rate to the amortised cost (net of provision) rather than the gross carrying amount. More than 90 days Past Due is considered as default for classifying a financial instrument as credit impaired. If an event warrants a provision higher than as mandated under ECL methodology, the Group may classify the financial asset in Stage 3 accordingly.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025

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

For all other financial assets, expected credit losses are measured at an amount equal to the 12 months ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL. The amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognized is recognized as an impairment gain or loss in the Statement of profit or loss.

### b) 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. An asset's recoverable amount is the higher of an asset's fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets.

If such assets are considered to be impaired, the impairment to be recognized in the Statement of Profit and Loss is measured by the amount by which the carrying value of the assets exceeds the estimated recoverable amount of the asset. An impairment loss is reversed in the statement of profit and loss if there has been a change in the estimates used to determine the recoverable amount. The carrying amount of the asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortization or depreciation) had no impairment loss been recognized for the asset in prior years.

## 2.14 Financial instruments

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

The classification depends on the contractual terms of the financial assets' cash flows and the Group's business model for managing financial assets which are explained below:

### Business model assessment

The Group determines its business model at the level that best reflects how it manages groups of financial assets to achieve its business objective.

The Group's business model is not assessed on an instrument-by-instrument basis, but at a higher level of aggregated portfolios and is based on observable factors such as:

- How the performance of the business model and the financial assets held within that business model are evaluated and reported to the Group's key management personnel
- The risks that affect the performance of the business model (and the financial assets held within that business model) and the way those risks are managed
- How managers of the business are compensated (for example, whether the compensation is based on the fair value of the assets managed or on the contractual cash flows collected)
- The expected frequency, value and timing of sales are also important aspects of the Group's assessment. The business model assessment is based on reasonably expected scenarios without taking 'worst case' or 'stress case' scenarios into account."

If cash flows after initial recognition are realised in a way that is different from the Group's original expectations, the Group does not change the classification of the remaining financial assets held in that business model but incorporates such information when assessing newly originated or newly purchased financial assets going forward.

### The Solely Payments of Principal and Interest (SPPI) test

As a second step of its classification process, the Group assesses the contractual terms of financial assets to identify whether they meet the SPPI test.

'Principal' for the purpose of this test is defined as the fair value of the financial asset at initial recognition and may change over the life of the financial asset (for example, if there are repayments of principal or amortisation of the premium/ discount). In making this assessment, the Group considers whether the contractual cash flows are consistent with a basic lending arrangement i.e. interest includes only consideration for the time value of money, credit risk, other basic lending risks and a profit margin that is consistent with a basic lending arrangement. Where the contractual terms introduce exposure to risk or volatility that are inconsistent with a basic lending arrangement, the related financial asset is classified and measured at fair value through profit or loss."

### Financial assets

Financial assets are recognised when the Group becomes a party to the contractual provisions of the instrument.

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

Financial assets are subsequently classified as measured at

**Amortised cost:** Financial assets that are held within a business model whose objective is to hold financial assets in order to collect contractual cash flows that are solely payments of principal and interest, are subsequently measured at amortised cost using the effective interest rate ('EIR') method less impairment, if any. The amortization of EIR and loss arising from impairment, if any is recognized in the Statement of Profit and Loss.

**Fair value through profit and loss (FVTPL):** A financial asset not classified as either amortised cost or FVTOCI, is classified as FVTPL. Such financial assets are measured at fair value with all changes in fair value, except interest income and dividend income if any, recognized as 'Net gain on fair value changes' in the Statement of Profit and Loss.



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025

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

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

### Trade receivables and loans:

Trade receivables and loans are initially recognized at fair value. Subsequently, these assets are held at amortised cost, using the effective interest rate (EIR) method net of any expected credit losses. The EIR is the rate that discounts estimated future cash income through the expected life of financial instrument.

### Debt instruments:

Debt instruments are initially measured at amortised cost, fair value through other comprehensive income ('FVTOCI') or fair value through profit or loss ('FVTPL') till derecognition on the basis of (i) the entity's business model for managing the financial assets and (ii) the contractual cash flow characteristics of the financial asset.

**(a) Measured at amortised cost:** Financial assets that are held within a business model whose objective is to hold financial assets in order to collect contractual cash flows that are solely payments of principal and interest, are subsequently measured at amortised cost using the effective interest rate ('EIR') method less impairment, if any. The amortisation of EIR and loss arising from impairment, if any is recognised in the Statement of Profit and Loss.

**(b) Measured at fair value through other comprehensive income:** Financial assets that are held within a business model whose objective is achieved by both, selling financial assets and collecting contractual cash flows that are solely payments of principal and interest, are subsequently measured at fair value through other comprehensive income. Fair value movements are recognized in the other comprehensive income (OCI). Interest income measured using the EIR method and impairment losses, if any are recognised in the Statement of Profit and Loss. On derecognition, cumulative gain or loss previously recognised in OCI is reclassified from the equity to the Statement of Profit and Loss.

**(c) Measured at fair value through profit or loss:** A financial asset not classified as either amortised cost or FVTOCI, is classified as FVTPL. Such financial assets are measured at fair value with all changes in fair value, except interest income and dividend income if any, recognized as 'Net gain on fair value changes' in the Statement of Profit and Loss. Interest income /dividend income on financial assets measured at FVTPL is recognised separately from "net gain on fair value changes" in the statement of profit and loss.

### Equity instruments:

All other investments in equity instruments classified under financial assets are initially measured at fair value, the Group may, on initial recognition, irrevocably elect to measure the same either at FVTOCI or FVTPL.

The Group makes such election on an instrument-by-instrument basis. Fair value changes on an equity instrument is recognised in the Statement of Profit and Loss unless the Group has elected to measure such instrument at FVTOCI. Fair value changes excluding dividends, on an equity instrument measured at FVTOCI are recognised in OCI. Amounts recognised in OCI are not subsequently reclassified to the Statement of Profit and Loss. Dividend income on the investments in equity instruments are recognised in the Statement of Profit and Loss.

### Derecognition

The Group derecognises a financial asset (or, where applicable, a part of a financial asset) when:

- The right to receive cash flows from the asset has expired such as repayments in the financial asset, sale of the financial asset etc.; or
- The Group has transferred its right to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under an assignment arrangement and the Group has transferred substantially all the risks and rewards of the asset. Once the asset is derecognised, the Group does not have any continuing involvement in the same.

A write-off of a financial asset constitutes a derecognition event.

On derecognition of a financial asset in its entirety, the difference between the carrying amount (measured at the date of derecognition) and the consideration received (including any new asset obtained less any new liability assumed) is recognised in the Statement of Profit and Loss.

Financial assets measured at amortised cost are generally held for collection of contractual cashflow. The Group on looking at economic viability of certain portfolios measured at amortised cost may enter into immaterial and infrequent transaction for sale of portfolios which doesn't affect the business model of the Group.

### Write-off

Financial assets are written off when the Group has no reasonable expectation of recovery or expected recovery is not significant basis experience. Where the amount to be written off is greater than the accumulated loss allowance, the difference is recorded as an expense in the period of write-off.

### Financial liabilities:

#### Initial recognition and measurement

Financial liabilities are recognized when the Group becomes a party to the contractual provisions of the instrument. Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, as appropriate. All financial liabilities are recognised initially at fair value and in the case of borrowings trade payables and other financial liabilities, net of directly attributable transaction costs. The Group's financial liabilities include borrowings, trade payables, deposits and other financial liabilities.

#### Subsequent measurement

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



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025

### (a) Borrowings:

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in the Statement of Profit and Loss over the period of the borrowings using the EIR method. Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a prepayment for liquidity services and amortised over the period of the facility to which it relates.

### (b) Trade and other payables:

These amounts represent liabilities for goods and services provided to the Group prior to the end of financial year which are unpaid. They are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method.

### (c) Deposits:

They are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method.

### Derecognition

A financial liability is derecognized when the obligation specified in the contract is discharged, cancelled or expires.

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

### Offsetting of financial instruments

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

## 2.15 Segment reporting:

Based on "Management Approach" as defined in Ind AS 108 -Operating Segments, the Chief Operating Decision Maker evaluates the Group's performance and allocates the resources based on an analysis of various performance indicators by business segments.

### Segment policies:

The Group prepares its segment information in conformity with the accounting policies adopted for preparing and presenting the financial statements of the Group as a whole. Common allocable costs are allocated to each segment on an appropriate basis.

### Segment information

Companies whole business is being considered as one segment.

## 2.16 Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits which are subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, as they are considered an integral part of the Group's cash management.

Cash flows are reported using the indirect method, whereby net profit before tax is adjusted for the effects of transactions of noncash future, any deferrals or accruals of past or future operating cash receipts or payments and item of expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Group are segregated

## 2.17 Retirement benefits

### i) Defined contribution plans

In accordance with Indian Law, eligible employees receive benefits from Provident Fund, Pension Fund and Labour welfare fund which is defined contribution plan. In case of Provident fund, both the employee and employer make monthly contributions to the plan, which is administrated by the Government authorities, each equal to the specific percentage of employee's basic salary. The Group has no further obligation under the plan beyond its monthly contributions. Obligation for contributions to the plan is recognised as an employee benefit expense in the Statement of Profit and Loss when incurred.

### ii) Defined benefit plans (Gratuity)

In accordance with applicable Indian Law, the Group provides for gratuity, a defined benefit retirement plan (the Gratuity Plan) covering eligible employees. The Gratuity Plan provides a lump sum payment to vested employees, at retirement or termination of employment, and amount based on respective last drawn salary and the years of employment with the Group. The Group's net obligation in respect of the Gratuity Plan is calculated by estimating the amount of future benefits that the employees have earned in return of their service in the current and prior periods; that benefit is discounted to determine its present value. Any unrecognised past service cost and the fair value of plan assets are deducted. The discount rate is yield at reporting date on risk free government bonds that have maturity dates approximating the terms of the Group's obligation. The calculation is performed annually by a qualified actuary using the projected unit credit method. When the calculation results in a benefit to the Group, the recognised asset is limited to the total of any unrecognised past service cost and the present value of the economic benefits available in the form of any future refunds from the plan or reduction in future contribution to the plan.

The Group recognises all remeasurements of net defined benefit liability/asset directly in other comprehensive income and presented within equity.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025

### iii) Short term benefits

Short term employee benefit obligations are measured on an undiscounted basis and are expensed as a related service provided. A liability is recognised for the amount expected to be paid under short term cash bonus or profit sharing plans if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

### iv) Compensated absences

The employees of the Group are entitled to leave as per the leave policy of the Group. The liability in respect of unutilized leave balances is provided at the end of year and charged to the statement of profit and loss.

## 2.18 Lease

### As a lessee:

#### i) Right of use assets and Lease liability

The Group assesses whether a contract is or contains a lease, at inception of a contract. A contract is, or contains, a lease if it conveys the right to control the use of an identified asset for a period in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Group assesses whether:

- the contract involves the use of an identified asset;
- the Group has substantially all the economic benefits from use of the asset through the period of the lease; and
- the Group has the right to direct the use of the asset.

#### Recognition and initial measurement

At the lease commencement date, the Group recognizes a Right-of-Use ("RoU") asset and equivalent amount of lease liability. The right-of-use asset is measured at cost, which is made up of the initial measurement of the lease liability, any initial direct costs incurred by the Group, an estimate of any costs to dismantle and remove the asset at the end of the lease (if any), and any lease payments made in advance of the lease commencement date (net of any incentives received).

#### Subsequent measurement

The Group depreciates the right-of-use assets on a straight-line basis from the lease commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. The Group also assesses the right-of-use asset for impairment when such indicators exist.

At the lease commencement date, the Group measures the lease liability at the present value of the lease payments unpaid at that date, discounted using the interest rate implicit in the lease if that rate is readily available or the notional borrowing rate. Lease payments included in the measurement of the lease liability are made up of fixed payments (including in substance fixed payments). Subsequent to initial measurement, the liability will be reduced for payments made and increased for interest. It is re-measured to reflect any reassessment or modification, or if there are changes in the in-substance fixed payments. When the lease liability is remeasured, the corresponding adjustment is reflected in the right-of-use asset or is recorded in statement of profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

#### Presentation

Lease liability and right of use assets have been separately presented in the balance sheet and lease payments have been classified as financing cash flows.

The Group has elected to account for shortterm leases and leases of low-value assets using the practical expedients. Instead of recognizing a right-of-use asset and lease liability, the payments in relation to these leases are recognized as an expense in the statement of profit and loss on a straight-line basis over the lease term.

#### ii) De-recognition

An item of right of use assets and lease liability is de-recognized upon termination of lease agreement. Any difference between the carrying amount of right of use asset and lease liability is recognized in statement of profit or loss."

#### As a lessor:

Leases under which the Group does not transfer substantially all the risks and rewards of ownership are classified as operating leases. Rental income arises from operating leases is accounted for on straight-line basis over the lease term, and is included in rental income in Statement of Profit and Loss, unless the increase is in line with expected general inflation, in which case lease income is recognised based on contractual terms. Contingent rents are recognised as revenue in the period in which they are earned.

## 2.19 Earnings per share

Basic earnings per share is computed by dividing the net profit for the period attributable to the equity shareholders of the Group by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period and for all periods presented is adjusted for events, such as bonus shares, other than the conversion of potential equity shares that have changed the number of equity shares outstanding, without a corresponding change in resources.

For the purpose of calculating diluted earnings per share, the net profit for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year is adjusted for the effects of all dilutive potential equity shares.

## 2.20 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 31 March 2025, MCA has notified Ind AS – 117 Insurance Contracts and amendments to Ind AS 116 – Leases, relating to sale and leaseback transactions, applicable to the Group w.e.f. 01 April 2024. The Group has reviewed the new pronouncements and based on its evaluation has determined that it does not have any significant impact in its consolidated financial statements.

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025****NOTE - 3****(A) CASH AND CASH EQUIVALENTS**

|  |  |
|--|--|
| Cash on hand   |  |
| Balances with banks  |  |
| Fixed deposits with bank with maturity of less than 3 months |  |

| As at<br>31-03-2025 | ₹ in Lakhs<br>As at<br>31-03-2024 |
|---------------------|-----------------------------------|
| 11.15               | 5.55                              |
| 2,697.00            | 2,275.90                          |
| 200.15              | 190.08                            |
| <b>2,908.30</b>     | <b>2,471.53</b>                   |
|                     |                                   |
| 14.33               | 11.49                             |
| 294.69              | 510.07                            |
| <b>309.02</b>       | <b>521.56</b>                     |

**(B) BANK BALANCES OTHER THAN CASH AND CASH EQUIVALENTS**

|   |  |
|---|--|
| Balance with banks in unpaid dividend account |  |
| Fixed deposits with banks*                    |  |

\*Fixed deposit with banks is lien against Guarantee, overdraft accounts with banks and term loans with financial institutions as at 31 March 2025 of Rs. 239.69 lakhs (as at 31 March 2024 Rs. 430.07 lakhs) and fixed deposit with bank as at 31 March 2025 amounting to Rs. 55.00 lakhs (as at 31 March 2024 Rs. 80.00 lakhs) is held as margin money or security deposit with stock exchange, FIMMDA and overdraft facilities with banks.

**NOTE - 4****TRADE RECEIVABLES**

Undisputed trade receivables considered good - unsecured

| As at<br>31-03-2025 | ₹ in Lakhs<br>As at<br>31-03-2024 |
|---------------------|-----------------------------------|
| 802.18              | 194.69                            |
| <b>802.18</b>       | <b>194.69</b>                     |
|                     |                                   |
| 157.18              | 94.29                             |
| 644.99              | 100.04                            |
| 0.01                | 0.31                              |
| -                   | -                                 |
| -                   | -                                 |
| -                   | 0.05                              |
| <b>802.18</b>       | <b>194.69</b>                     |

Undisputed trade receivable - considered good

**Outstanding for following period from due date of payment**

|                    |  |
|--------------------|--|
| Not due            |  |
| Less than 6 months |  |
| 6 months - 1 year  |  |
| 1-2 years          |  |
| 2-3 years          |  |
| More than 3 years  |  |

a) There are no disputed receivables as on 31 March 2025 and 31 March 2024

b) There are no unbilled revenues as on 31 March 2025 and 31 March 2024

**NOTE - 5****LOANS (AT AMORTISED COST)****(A) Loans**

- (i) Loans repayable on demand
- (ii) Term loans

**Total (A) -Gross****Less: Impairment loss allowance****Total (A) - Net****(B)**

- (i) Secured by tangible and other assets
- (ii) Unsecured

**Total (B)-Gross****Less: Impairment loss allowance****Total (B)-Net****(C)**

- (I) Loans in India
- (i) Public sector
- (ii) Others

**(II) Loans outside India****Total (C)- Gross****Less: Impairment loss allowance****Total(C)-Net**

Refer Note - 38 for related party transaction

Loans sanctioned but undisbursed is Rs.14.20 lakhs (previous year Rs.96.27 lakhs)

**(A) Summary of Effective interest rate on loans**

| As at<br>31-03-2025 | ₹ in Lakhs<br>As at<br>31-03-2024 |
|---------------------|-----------------------------------|
| 3,000.00            | 5,000.00                          |
| 65,891.56           | 56,194.41                         |
| <b>68,891.56</b>    | <b>61,194.41</b>                  |
| 273.77              | 245.84                            |
| <b>68,617.79</b>    | <b>60,948.57</b>                  |
|                     |                                   |
| 65,738.03           | 57,318.07                         |
| 3,153.53            | 3,876.34                          |
| <b>68,891.56</b>    | <b>61,194.41</b>                  |
| 273.77              | 245.84                            |
| <b>68,617.79</b>    | <b>60,948.57</b>                  |
|                     |                                   |
| -                   | -                                 |
| 68,891.56           | 61,194.41                         |
| -                   | -                                 |
| <b>68,891.56</b>    | <b>61,194.41</b>                  |
| 273.77              | 245.84                            |
| <b>68,617.79</b>    | <b>60,948.57</b>                  |

| Particulars                          | As at 31-03-2025 | As at 31-03-2024 |
|--------------------------------------|------------------|------------------|
| Gross Loans                          | 69,110.72        | 61,357.12        |
| Less: Effective interest rate impact | 219.16           | 162.71           |
|                                      | <b>68,891.56</b> | <b>61,194.41</b> |

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025

(B) Disclosure in relation to loans or advances in the nature of loans are granted to promoters, directors, KMPs and the related parties (as defined under the Companies Act, 2013), either severally or jointly with any other person that are;

(a) Repayable on demand

| Type of Borrower | As at 31-03-2025  |  |
|------------------|---|--|
|                  | Amount of loan or advance in the nature of loans outstanding (Rs. In lakhs) | Percentage to the loan or advance in the nature of loans outstanding |
| Promoters        | -   | -  |
| Directors        | -   | -  |
| KMPs             | -   | -  |
| Related parties  | 3,000.00  | 4.35%  |

| Type of Borrower | As at 31-03-2024  |  |
|------------------|---|--|
|                  | Amount of loan or advance in the nature of loans outstanding (Rs. In lakhs) | Percentage to the loan or advance in the nature of loans outstanding |
| Promoters        | -   | -  |
| Directors        | -   | -  |
| KMPs             | -   | -  |
| Related parties  | 5,000.00  | 8.17%  |

(b) The Group has not granted any loans or advances in the nature of loans to promoters, directors, KMPs and the related parties (as defined under the Companies Act, 2013), either severally or jointly with any other person that are without specifying any terms or period of repayment as on 31 March 2025 and 31 March 2024.

(C) (a) Credit quality of assets

₹ in Lakhs

| Particulars | As at 31-03-2025 | As at 31-03-2024 |
|-------------|------------------|------------------|
| Stage 1     | 68,641.93        | 61,113.24        |
| Stage 2     | 242.34           | 81.17            |
| Stage 3     | 7.29             | -                |

(b) (i) An analysis of changes in gross carrying amount and corresponding Impairment Loss allowances in relation to lending as at 31 March 2025 is as follows;

₹ in Lakhs

| Particulars   | Stage 1   | Stage 2 | Stage 3 |
|---|-----------|---------|---------|
| Gross carrying amount opening balance                 | 61,113.24 | 81.17   | -       |
| New assets originated / repaid (excluding write offs) | 7,755.48  | (54.62) | (3.71)  |
| Transfer to / from Stage 1                            | -         | 278.47  | (51.68) |
| Transfer to / from Stage 2                            | (278.47)  | -       | 62.68   |
| Transfer to / from Stage 3                            | 51.68     | (62.68) | -       |
| Amount written off                                    | -         | -       | -       |
| Gross carrying amount closing balance                 | 68,641.93 | 242.34  | 7.29    |

(b) (ii) An analysis of changes in gross carrying amount and corresponding Impairment Loss allowances in relation to lending as at 31 March 2024 is as follows;

₹ in Lakhs

| Particulars   | Stage 1   | Stage 2  | Stage 3  |
|---|-----------|----------|----------|
| Gross carrying amount opening balance                 | 56,978.04 | 60.08    | 8.95     |
| New assets originated / repaid (excluding write offs) | 4,619.49  | (83.00)  | (351.49) |
| Transfer to / from Stage 1                            | -         | 484.29   | 380.20   |
| Transfer to / from Stage 2                            | (484.29)  | -        | -        |
| Transfer to / from Stage 3                            | -         | (380.20) | -        |
| Amount written off                                    | -         | -        | (37.66)  |
| Gross carrying amount closing balance                 | 61,113.24 | 81.17    | -        |

(c) (i) Reconciliation of Impairment Loss allowances in relation to lending as at 31 March 2025 is as follows;

₹ in Lakhs

| Particulars   | Stage 1 | Stage 2 | Stage 3 |
|---|---------|---------|---------|
| Impairment Loss allowance opening balance             | 245.03  | 0.81    | -       |
| New assets originated / repaid (excluding write offs) | 35.08   | 1.83    | (8.98)  |
| Transfer to / from Stage 1                            | -       | 9.86    | (0.13)  |
| Transfer to / from Stage 2                            | (9.86)  | -       | 10.22   |
| Transfer to / from Stage 3                            | 0.13    | (10.22) | -       |
| Amount written off                                    | -       | -       | -       |
| Impairment Loss allowance closing balance             | 270.38  | 2.28    | 1.11    |

(c) (ii) Reconciliation of Impairment Loss allowances in relation to lending as at 31 March 2024 is as follows;

₹ in Lakhs

| Particulars   | Stage 1 | Stage 2  | Stage 3 |
|---|---------|----------|---------|
| Impairment Loss allowance opening balance             | 231.88  | 20.82    | 8.95    |
| New assets originated / repaid (excluding write offs) | 78.75   | 32.28    | (89.18) |
| Transfer to / from Stage 1                            | -       | 65.60    | -       |
| Transfer to / from Stage 2                            | (65.60) | -        | 117.89  |
| Transfer to / from Stage 3                            | -       | (117.89) | -       |
| Amount written off                                    | -       | -        | (37.66) |
| Impairment Loss allowance closing balance             | 245.03  | 0.81     | -       |

Refer Note - 42 for methodology of impairment allowance.

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025****NOTE - 6****INVESTMENTS**

₹ in Lakhs

| Particulars  | As at 31-03-2025 |                                    |                        |                    |                    |
|--|------------------|------------------------------------|------------------------|--------------------|--------------------|
|  | Amortised cost   | At fair value                      |                        | Subtotal           | Total              |
|  |                  | Through other comprehensive Income | Through profit or loss |                    |                    |
| <b>(I) Government securities</b>   | -                | -                                  | 76,201.14              | 76,201.14          | 76,201.14          |
| i) Quoted  | -                | -                                  | 76,201.14              | 76,201.14          | 76,201.14          |
| <b>(II) Mutual fund</b>  | -                | -                                  | 504.51                 | 504.51             | 504.51             |
| i) Quoted  | -                | -                                  | 504.51                 | 504.51             | 504.51             |
| <b>(III) Alternative Investment Fund</b>                                   | -                | -                                  | 6,238.21               | 6,238.21           | 6,238.21           |
| i) Unquoted  | -                | -                                  | 6,238.21               | 6,238.21           | 6,238.21           |
| <b>(IV) Debt securities</b>  | 1,152.72         | -                                  | 1,97,965.89            | 1,97,965.89        | 1,99,118.61        |
| i) Quoted  | 1,152.72         | -                                  | 1,97,955.24            | 1,97,955.24        | 1,99,107.96        |
| ii) Unquoted   | -                | -                                  | 10.65                  | 10.65              | 10.65              |
| <b>(V) Pass through certificates</b>                                       | 701.29           | -                                  | -                      | -                  | 701.29             |
| i) Unquoted  | 701.29           | -                                  | -                      | -                  | 701.29             |
| <b>(VI) Equity instruments</b>   | -                | -                                  | -                      | -                  | -                  |
| i) Quoted (fully paid)   | -                | 55.05                              | -                      | 55.05              | 55.05              |
| 1,50,000 Equity shares of UCO Bank of Rs 10 each                           | -                | 55.05                              | -                      | 55.05              | 55.05              |
| <b>- in other companies</b>  | -                | 0.46                               | -                      | 0.46               | 0.46               |
| Designated at fair value through other comprehensive income                | -                | -                                  | -                      | -                  | -                  |
| 6,36,000 Equity shares of Neesa Leisure Limited of Rs 10 each              | -                | -                                  | -                      | -                  | -                  |
| 4,600 Equity shares of Intelligroup Advisors Private Limited of Rs 10 each | -                | 0.46                               | -                      | 0.46               | 0.46               |
| 8,500 Equity shares of Shamken Spinners Limited of Rs 10 each              | -                | -                                  | -                      | -                  | -                  |
| <b>Total – Gross (A)</b>   | <b>1,854.01</b>  | <b>55.51</b>                       | <b>2,80,909.75</b>     | <b>2,80,965.26</b> | <b>2,82,819.27</b> |
| (i) Investments outside India  | -                | -                                  | -                      | -                  | -                  |
| (ii) Investments in India  | 1,854.01         | 55.51                              | 2,80,909.75            | 2,80,965.26        | 2,82,819.27        |
| <b>Total (B)</b>   | <b>1,854.01</b>  | <b>55.51</b>                       | <b>2,80,909.75</b>     | <b>2,80,965.26</b> | <b>2,82,819.27</b> |
| <b>Less: Allowance for impairment loss (C)</b>                             | <b>9.09</b>      | <b>-</b>                           | <b>-</b>               | <b>-</b>           | <b>9.09</b>        |
| <b>Total – Net D= (A)-(C)</b>  | <b>1,844.92</b>  | <b>55.51</b>                       | <b>2,80,909.75</b>     | <b>2,80,965.26</b> | <b>2,82,810.18</b> |

| Particulars  | As at 31-03-2024 |                                    |                        |                    |                    |
|--|------------------|------------------------------------|------------------------|--------------------|--------------------|
|  | Amortised cost   | At fair value                      |                        | Subtotal           | Total              |
|  |                  | Through other comprehensive Income | Through profit or loss |                    |                    |
| <b>(I) Government securities</b>   | -                | -                                  | 77,611.16              | 77,611.16          | 77,611.16          |
| i) Quoted  | -                | -                                  | 77,611.16              | 77,611.16          | 77,611.16          |
| <b>(II) Mutual fund</b>  | -                | -                                  | 628.25                 | 628.25             | 628.25             |
| i) Quoted  | -                | -                                  | 628.25                 | 628.25             | 628.25             |
| <b>(III) Alternative Investment Fund</b>                                   | -                | -                                  | 6,838.78               | 6,838.78           | 6,838.78           |
| i) Unquoted  | -                | -                                  | 6,838.78               | 6,838.78           | 6,838.78           |
| <b>(IV) Debt securities</b>  | 2,259.98         | -                                  | 1,84,503.69            | 1,84,503.69        | 1,86,763.67        |
| i) Quoted  | 2,259.98         | -                                  | 1,84,492.78            | 1,84,492.78        | 1,86,752.76        |
| ii) Unquoted   | -                | -                                  | 10.91                  | 10.91              | 10.91              |
| <b>(V) Pass through certificates</b>                                       | 1,001.45         | -                                  | -                      | -                  | 1,001.45           |
| i) Quoted  | -                | -                                  | -                      | -                  | -                  |
| i) Unquoted  | 1,001.45         | -                                  | -                      | -                  | 1,001.45           |
| <b>(VI) Equity instruments</b>   | -                | -                                  | -                      | -                  | -                  |
| i) Quoted (fully paid)   | -                | 78.30                              | -                      | 78.30              | 78.30              |
| 1,50,000 Equity shares of UCO Bank of Rs 10 each                           | -                | 78.30                              | -                      | 78.30              | 78.30              |
| <b>- in other companies</b>  | -                | 0.46                               | -                      | 0.46               | 0.46               |
| Designated at fair value through other comprehensive income                | -                | -                                  | -                      | -                  | -                  |
| 6,36,000 Equity shares of Neesa Leisure Limited of Rs 10 each              | -                | -                                  | -                      | -                  | -                  |
| 4,600 Equity shares of Intelligroup Advisors Private Limited of Rs 10 each | -                | 0.46                               | -                      | 0.46               | 0.46               |
| 8,500 Equity shares of Shamken Spinners Limited of Rs 10 each              | -                | -                                  | -                      | -                  | -                  |
| <b>Total – Gross (A)</b>   | <b>3,261.43</b>  | <b>78.76</b>                       | <b>2,69,581.88</b>     | <b>2,69,660.64</b> | <b>2,72,922.07</b> |
| (i) Investments outside India  | -                | -                                  | -                      | -                  | -                  |
| (ii) Investments in India  | 3,261.43         | 78.76                              | 2,69,581.88            | 2,69,660.64        | 2,72,922.07        |
| <b>Total (B)</b>   | <b>3,261.43</b>  | <b>78.76</b>                       | <b>2,69,581.88</b>     | <b>2,69,660.64</b> | <b>2,72,922.07</b> |
| <b>Less: Allowance for impairment loss (C)</b>                             | <b>16.76</b>     | <b>-</b>                           | <b>-</b>               | <b>-</b>           | <b>16.76</b>       |
| <b>Total – Net D= (A)-(C)</b>  | <b>3,244.67</b>  | <b>78.76</b>                       | <b>2,69,581.88</b>     | <b>2,69,660.64</b> | <b>2,72,905.31</b> |

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025

**NOTE - 7**

₹ in Lakhs

**(A) STOCK OF SECURITIES (MEASURED AT FAIR VALUE THROUGH PROFIT OR LOSS)**

|                                       |                  |                  |
|---------------------------------------|------------------|------------------|
| <b>Debt securities</b>                |                  |                  |
| (i) Quoted                            | 52,924.00        | 27,717.41        |
| <b>Exchange traded</b>                |                  |                  |
| (i) Quoted                            | -                | 974.80           |
| <b>Total – Gross (A)</b>              | <b>52,924.00</b> | <b>28,692.21</b> |
| (i) Stock of securities outside India | -                | -                |
| (ii) Stock of securities in India     | 52,924.00        | 28,692.21        |
| <b>Total – Net (B)</b>                | <b>52,924.00</b> | <b>28,692.21</b> |

## (B) OTHER FINANCIAL ASSETS

(A) Measured at amortised cost

|  |        |        |
|--|--------|--------|
| Deposits                                     |        |        |
| Earnest money deposits                       | 26.30  | 25.80  |
| Exchanges/Depository/Clearing house deposits | 440.52 | 478.47 |
| Security deposits for utilities              | 4.83   | 4.64   |
| <b>Rental deposits</b>                       |        |        |
| i) with related parties                      | 130.13 | 141.84 |
| ii) with others                              | 249.97 | 231.96 |
| Other deposits                               | 421.32 | 391.38 |
| Other receivables                            | 9.35   | 9.65   |

**(B) Measured at fair value through profit and loss account**

|                                       |                 |                 |
|---------------------------------------|-----------------|-----------------|
| Income receivable on financial assets | 5,241.12        | 4,744.74        |
| <b>Total</b>                          | <b>6,523.54</b> | <b>6,028.48</b> |

## NOTE 8

**DEFERRED TAX ASSETS (NET)**

₹ in Lakhs

|   |              |              |
|---|--------------|--------------|
| <b>Deferred tax assets</b>  |              |              |
| <b>On account of:</b>   |              |              |
| Depreciation on property, plant and equipments, investment properties & intangible assets | 8.25         | 5.60         |
| Timing difference arising on preliminary expenses (Section 35D on Income Tax Act 1961)    | 3.64         | 5.17         |
| Impairment allowance on loans   | 5.56         | 5.37         |
| Expenses allowable on payment basis (gratuity)  | 40.07        | 33.63        |
| Transaction costs on financial assets   | 2.99         | 3.58         |
| Unabsorbed Business Losses  | -            | 8.19         |
| Fair valuation of financial assets as at reporting date                                   | -            | 19.41        |
| Lease liabilities   | 168.33       | 200.12       |
| <b>Less: Deferred tax liabilities:</b>  |              |              |
| Timing difference arising on Section 36 on Income Tax Act 1961                            | (7.89)       | (3.60)       |
| Right-of-use assets   | (142.11)     | (190.59)     |
| Fair valuation of financial assets as at reporting date                                   | (9.12)       | -            |
| <b>Deferred tax assets (net)</b>  | <b>69.72</b> | <b>86.88</b> |



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025

### NOTE - 9

#### INVESTMENT PROPERTY

##### Gross block

##### As at 01 April 2023

Additions

Disposals

##### As at 31 March 2024

Additions

Disposals

##### As at 31 March 2025

##### Accumulated depreciation

##### As at 01 April 2023

Additions

Disposals

##### As at 31 March 2024

Additions

Disposals

##### As at 31 March 2025

##### Net block

##### As at 31 March 2024

##### As at 31 March 2025

|                     | Building | Total    |
|---------------------|----------|----------|
| As at 01 April 2023 | 2,939.63 | 2,939.63 |
| Additions           | -        | -        |
| Disposals           | -        | -        |
| As at 31 March 2024 | 2,939.63 | 2,939.63 |
| Additions           | -        | -        |
| Disposals           | -        | -        |
| As at 31 March 2025 | 2,939.63 | 2,939.63 |
| As at 01 April 2023 | 344.44   | 344.44   |
| Additions           | 57.54    | 57.54    |
| Disposals           | -        | -        |
| As at 31 March 2024 | 401.98   | 401.98   |
| Additions           | 57.38    | 57.38    |
| Disposals           | -        | -        |
| As at 31 March 2025 | 459.36   | 459.36   |
| As at 31 March 2024 | 2,537.65 | 2,537.65 |
| As at 31 March 2025 | 2,480.27 | 2,480.27 |

#### 9. (A) RECONCILIATION OF CHANGES IN THE FAIR VALE OF INVESTMENT PROPERTY:

As at 31 March 2025, fair value of the Holding Company's investment property was considered on prevailing average market rate of the nearby similar property. The fair value measurement for investment property has been categorised as Level 2 fair value based on the inputs to the valuation technique used. Considering the type of the asset, market approach (sales comparable method) to estimate the fair value of the subject property is adopted. The fair value of the Holding Company's investment property as at 31 March 2024 has been arrived on the basis of valuation carried out by an external independent valuer registered with the authority which governs the valuer in India.

|                           | Building | Total    |
|---------------------------|----------|----------|
| As at 01 April 2023       | 5,456.00 | 5,456.00 |
| Changes in the fair value | 25.00    | 25.00    |
| Disposed during the year  | 875.00   | 875.00   |
| As at 31 March 2024       | 4,606.00 | 4,606.00 |
| Changes in the fair value | 24.50    | 24.50    |
| As at 31 March 2025       | 4,630.50 | 4,630.50 |

#### 9 (B) INCOME AND EXPENDITURE OF INVESTMENT PROPERTY

|  | Current Year<br>2024-2025 | Previous Year<br>2023-2024 |
|--|---------------------------|----------------------------|
| Rental income derived from investment property   | 170.00                    | 196.02                     |
| Less: Direct operating expenses (including repairs & maintenance) generating rental income | 70.82                     | 23.97                      |
| Profit arising from investment properties before depreciation and indirect expenses        | 99.18                     | 172.05                     |
| Less: Depreciation   | 57.38                     | 57.54                      |
| Profit arising from investment properties before indirect expenses                         | 41.80                     | 114.51                     |

#### 9 (C) THE TITLE DEED OF ALL IMMOVABLE PROPERTY ARE HELD IN THE NAME OF THE GROUP

| Description of item of property   | Building        |
|---|-----------------|
| Gross carrying value  | 2,939.63        |
| Title deeds held in the name of   | Holding Company |
| Whether title deed holder is relative of promoter/director or employee of promoter/director | No              |
| Property held since which date  | 24-Jun-08       |
| Reason for not being held in the name of the Group  | NA              |

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025

### NOTE - 10

#### PROPERTY, PLANT AND EQUIPMENT

₹ in Lakhs

| Particulars                     | Plant and machinery | Computers     | Furniture and fixtures | Office equipments | Office buildings | Vehicles      | Leasehold Improvements | Leasehold office premises (Right-of-use) (Refer note 1 Below) | Building Right-of-use (refer note 39) | Total           |
|---------------------------------|---------------------|---------------|------------------------|-------------------|------------------|---------------|------------------------|---|---------------------------------------|-----------------|
| <b>Gross block</b>              |                     |               |                        |                   |                  |               |                        |   |                                       |                 |
| <b>As at 01 April 2023</b>      | <b>0.23</b>         | <b>333.42</b> | <b>141.50</b>          | <b>90.64</b>      | <b>2,071.17</b>  | <b>498.84</b> | <b>344.08</b>          | <b>-</b>  | <b>2,088.23</b>                       | <b>5,568.11</b> |
| Additions                       | -                   | 35.84         | 43.80                  | 74.23             | 2.73             | 638.24        | -                      | -   | 1,007.54                              | <b>1,802.38</b> |
| Disposals                       | -                   | (1.38)        | -                      | (0.38)            | -                | (212.68)      | -                      | -   | (155.36)                              | <b>(369.80)</b> |
| <b>As at 31 March 2024</b>      | <b>0.23</b>         | <b>367.88</b> | <b>185.30</b>          | <b>164.49</b>     | <b>2,073.90</b>  | <b>924.40</b> | <b>344.08</b>          | <b>-</b>  | <b>2,940.41</b>                       | <b>7,000.69</b> |
| Additions                       | -                   | 11.56         | 31.06                  | 32.64             | 8.24             | 22.96         | 212.97                 | 90.28   | 152.99                                | <b>562.70</b>   |
| Disposals                       | -                   | (2.25)        | -                      | (0.92)            | -                | -             | -                      | -   | (60.23)                               | <b>(63.40)</b>  |
| <b>As at 31 March 2025</b>      | <b>0.23</b>         | <b>377.19</b> | <b>216.36</b>          | <b>196.21</b>     | <b>2,082.14</b>  | <b>947.36</b> | <b>557.05</b>          | <b>90.28</b>  | <b>3,033.17</b>                       | <b>7,499.99</b> |
| <b>Accumulated depreciation</b> |                     |               |                        |                   |                  |               |                        |   |                                       |                 |
| <b>As at 01 April 2023</b>      | <b>0.23</b>         | <b>213.30</b> | <b>78.86</b>           | <b>52.54</b>      | <b>169.77</b>    | <b>334.54</b> | <b>47.01</b>           | <b>-</b>  | <b>711.60</b>                         | <b>1,607.85</b> |
| Additions                       | -                   | 65.15         | 13.45                  | 15.08             | 37.99            | 101.81        | 81.13                  | -   | 495.00                                | <b>809.61</b>   |
| Disposals                       | -                   | (1.38)        | -                      | (0.34)            | -                | (180.29)      | -                      | -   | (155.36)                              | <b>(337.37)</b> |
| <b>As at 31 March 2024</b>      | <b>0.23</b>         | <b>277.07</b> | <b>92.31</b>           | <b>67.28</b>      | <b>207.76</b>    | <b>256.06</b> | <b>128.14</b>          | <b>-</b>  | <b>1,051.24</b>                       | <b>2,080.09</b> |
| Additions                       | -                   | 62.62         | 18.14                  | 27.97             | 37.94            | 115.35        | 120.31                 | 1.18  | 585.08                                | <b>968.59</b>   |
| Disposals                       | -                   | (2.25)        | -                      | (0.60)            | -                | -             | -                      | -   | (60.23)                               | <b>(63.08)</b>  |
| <b>As at 31 March 2025</b>      | <b>0.23</b>         | <b>337.44</b> | <b>110.45</b>          | <b>94.65</b>      | <b>245.70</b>    | <b>371.41</b> | <b>248.45</b>          | <b>1.18</b>   | <b>1,576.09</b>                       | <b>2,985.60</b> |
| <b>Net block</b>                |                     |               |                        |                   |                  |               |                        |   |                                       |                 |
| <b>As at 31 March 2024</b>      | <b>-</b>            | <b>90.81</b>  | <b>92.99</b>           | <b>97.21</b>      | <b>1,866.14</b>  | <b>668.34</b> | <b>215.94</b>          | <b>-</b>  | <b>1,889.17</b>                       | <b>4,920.60</b> |
| <b>As at 31 March 2025</b>      | <b>-</b>            | <b>39.75</b>  | <b>105.91</b>          | <b>101.56</b>     | <b>1,836.44</b>  | <b>575.95</b> | <b>308.60</b>          | <b>89.10</b>  | <b>1,457.08</b>                       | <b>4,514.39</b> |

- During the year, the Holding Company has acquired a leasehold office premises for Rs. 90.28 lakhs, which is being amortised over the lease period of approximately 57 years.
- Vehicles include vehicles hypothecated against loan taken having net block as at 31 March 2025 of Rs. 472.89 Lakhs (as at 31 March 2024 of Rs. 548.42 lakhs).
- Building include premises hypothecated against loan taken having net block of as at 31 March 2024 Rs. 641.76 lakhs. The said loan was fully repaid during the financial year ended 31 March 2025.
- Building include premises situated at Chennai mortgaged against non convertible debenture issued having net block as at 31 March 2025 of Rs. 9.13 lakhs (as at 31 March 2024 of Rs. 9.31 lakhs).
- The Group has not revalued any of its Property, Plant and Equipment (including Right-of-Use Assets) during the year ended 31 March 2025 and 31 March 2024.
- The title deed of all immovable properties are held in the name of the respective companies of the Group, details are as under

| Description of item of property   | Building                          | Building  | Building  | Building  | Building  | Building  | Building  | Building  | Building  | Building  | Building  | Building  | Leasehold office premises | Total    |
|---|-----------------------------------|-----------|-----------|-----------|-----------|-----------|-----------|-----------|-----------|-----------|-----------|-----------|---------------------------|----------|
| Gross carrying value (Rs. in lakhs)   | 60.72                             | 107.48    | 9.22      | 71.56     | 731.70    | 10.50     | 501.48    | 171.09    | 112.32    | 96.59     | 96.59     | 112.90    | 90.28                     | 2,172.42 |
| Title deeds held in the name of   | Respective companies of the Group |           |           |           |           |           |           |           |           |           |           |           |                           |          |
| Whether title deed holder is relative of promoter/director or employee of promoter/director | No                                | No        | No        | No        | No        | No        | No        | No        | No        | No        | No        | No        | No                        | No       |
| Property held since which date  | 01-Feb-01                         | 06-Aug-08 | 29-Jul-09 | 01-Feb-13 | 28-Mar-14 | 13-Jul-17 | 13-Jul-17 | 31-May-19 | 15-Mar-22 | 23-Nov-22 | 23-Nov-22 | 23-Nov-22 | 03-Jul-24                 |          |
| Reason for not being held in the name of the Group  | NA                                | NA        | NA        | NA        | NA        | NA        | NA        | NA        | NA        | NA        | NA        | NA        | NA                        | NA       |

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025

### NOTE - 11

#### CAPITAL WORK-IN-PROGRESS (CWIP)

|  |          |
|--|----------|
| Opening capital work in progress of leasehold improvements & other capital expenditure | 188.43   |
| Add: Leasehold improvements  | -        |
| Add: Project development expenditure (Depreciation on Right of use asset)              | 21.94    |
| Less: Transferred to leasehold improvements  | (210.37) |
| <b>Total</b>   | <b>-</b> |

₹ in Lakhs

**As at  
31-03-2024**

(a) (i) CWIP aging schedule for leasehold improvements in progress

#### Capital work-in-progress (CWIP)

|                   |   |
|-------------------|---|
| Less than 1 year  | - |
| 1-2 years         | - |
| 2-3 years         | - |
| More than 3 years | - |

**Total**

188.43

-

-

-

**188.43**

(a) (ii) There is no capital work-in-progress which are temporarily suspended as on 31 March 2025 and 31 March 2024.

(b) There is no capital-work-in-progress, whose completion is overdue or has exceeded its cost compared to its original plan.

(c) Reconciliation of depreciation:

#### Depreciation charged during the year

|  |         |
|--|---------|
| - Depreciation on investment property                      | 57.38   |
| - Depreciation on property, plant and equipment            | 968.59  |
| - Amortisation on intangible assets                        | 22.40   |
| Less: Depreciation capitalised to capital work in progress | (21.94) |

#### Depreciation charged to Statement of Profit and Loss

**As at  
31-03-2025**
**As at  
31-03-2024**

₹ in Lakhs

57.54

809.61

22.23

(43.87)

**1,026.43**
**845.51**

### NOTE - 12

#### INTANGIBLE ASSETS

##### As at 01 April 2023

|           |       |
|-----------|-------|
| Additions | 65.75 |
| Disposals | -     |

##### As at 31 March 2024

|           |   |
|-----------|---|
| Additions | - |
| Disposals | - |

##### As at 31 March 2025

Software

**As at  
Total**

140.96

65.75

-

206.71

-

-

206.71

##### Accumulated amortisation

##### As at 01 April 2023

|           |       |
|-----------|-------|
| Additions | 22.23 |
| Disposals | -     |

##### As at 31 March 2024

|           |       |
|-----------|-------|
| Additions | 22.40 |
| Disposals | -     |

##### As at 31 March 2025

128.50

22.23

-

150.73

22.40

-

173.13

##### Net block

##### As at 31 March 2024

##### As at 31 March 2025

55.98

33.58

55.98

33.58

The Group has not revalued any of its intangible assets during the year ended 31 March 2025 and 31 March 2024.

₹ in Lakhs

### NOTE - 13

#### OTHER NON-FINANCIAL ASSETS

|                                     |        |
|-------------------------------------|--------|
| Prepaid expenses                    | 217.55 |
| Balance with government authorities | 56.86  |
| Other advances and receivables      | 6.97   |

**As at  
31-03-2025**
**As at  
31-03-2024**

161.50

116.66

23.26

**301.42**

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025

### NOTE - 14 TRADE PAYABLES

- (i) Total outstanding dues of micro enterprises and small enterprises\*  
(ii) Total outstanding dues of creditors other than micro enterprises and small enterprises

|   | As at<br>31-03-2025 | As at<br>31-03-2024 |
|---|---------------------|---------------------|
| (i) Total outstanding dues of micro enterprises and small enterprises*                      | 18.91               | 2.79                |
| (ii) Total outstanding dues of creditors other than micro enterprises and small enterprises | 471.44              | 658.33              |
|   | <b>490.35</b>       | <b>661.12</b>       |

\*Following disclosures as required under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006 has been made to the extent information available with the Company and the same have been relied upon by the auditors:

| Particulars  | As at<br>31-03-2025 | As at<br>31-03-2024 |
|--|---------------------|---------------------|
| (i) Principal amount remaining unpaid to any supplier as at the end of the accounting year   | 18.91               | 3.34                |
| (ii) Interest due thereon remaining unpaid to any supplier as at the end of the accounting year  | -                   | -                   |
| (iii) The amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprise Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during each accounting year.   | -                   | -                   |
| (iv) The 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 Micro, Small and Medium Enterprise Development Act, 2006.  | -                   | -                   |
| (v) The amount of interest accrued and remaining unpaid at the end of each accounting year; and  | -                   | -                   |
| (vi) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the Micro, Small and Medium Enterprise Development Act, 2006 | -                   | -                   |

**Note** - Principal amount remaining unpaid to any supplier as at the end of the accounting year includes amount payable to creditors for capital goods by Holding Company amounting to Rs.Nil (previous year Rs. 0.64 lakhs) (Refer note 18) and the said amounts are subsequently paid within due dates.

#### Ageing schedule of Undisputed Trade Payable

| Particulars   | As at<br>31-03-2025<br>MSME | As at<br>31-03-2024<br>MSME |
|---|-----------------------------|-----------------------------|
| Outstanding for following period from due date of payment |                             |                             |
| Less than 1 year  | 11.42                       | 2.79                        |
| 1-2 years   | -                           | -                           |
| 2-3 years   | -                           | -                           |
| More than 3 years   | -                           | -                           |
| Unbilled dues   | 7.49                        | -                           |
| <b>Total</b>  | <b>18.91</b>                | <b>2.79</b>                 |

#### Ageing schedule of undisputed trade payable

| Particulars   | As at<br>31-03-2025<br>Others | As at<br>31-03-2024<br>Others |
|---|-------------------------------|-------------------------------|
| Outstanding for following period from due date of payment |                               |                               |
| Less than 1 year  | 417.51                        | 536.86                        |
| 1-2 years   | 0.85                          | 2.89                          |
| 2-3 years   | -                             | 1.57                          |
| More than 3 years   | -                             | 0.14                          |
| Unbilled dues   | 53.08                         | 116.87                        |
| <b>Total</b>  | <b>471.44</b>                 | <b>658.33</b>                 |

- (i) There are no outstanding of disputed trade payables from due date of payment as on 31 March 2025 and 31 March 2024.  
(ii) There are no outstanding of disputed trade payables from micro, medium and small enterprises from due date of payment as on 31 March 2025 and 31 March 2024.  
(iii) There are no unbilled disputed dues as on 31 March 2025 and 31 March 2024.

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025**

₹ in Lakhs

**NOTE - 15****DEBT SECURITIES (AT AMORTISED COST)**

Commercial papers - (Refer note Note 46)

Non convertible debentures - (Refer note Note 47)

**Total (A)**

Debt securities in India

Debt securities outside India

**Total (B)**

Secured

Unsecured

**Total (C)**

| As at<br>31-03-2025 | As at<br>31-03-2024 |
|---------------------|---------------------|
| 6,693.26            | 9,858.33            |
| 59,004.82           | 61,824.49           |
| <b>65,698.08</b>    | <b>71,682.82</b>    |
| 65,698.08           | 71,682.82           |
| -                   | -                   |
| <b>65,698.08</b>    | <b>71,682.82</b>    |
| 59,004.82           | 61,824.49           |
| 6,693.26            | 9,858.33            |
| <b>65,698.08</b>    | <b>71,682.82</b>    |

Non convertible debentures are secured by a first charge over the identified "business assets" i.e. securities/receivables of the Group and a Pari-passu charge over the immovable property of the Group situated at Chennai.

The Group has registered all the charges towards secured debt securities which are issued and outstanding as on 31 March 2025 and 31 March 2024. There is no satisfaction of charge pending on secured debt securities issued which are matured or repurchased during the financial year ended 31 March 2025 and 31 March 2024.

**NOTE - 16****BORROWINGS (OTHER THAN DEBT SECURITIES) (AT AMORTISED COST)**

₹ in Lakhs

**(a) Term loans**

(i) from banks\*

(ii) from public sector undertaking - public financial institution\*\*

(iii) from NBFCs\*\*\*

**(b) Loans repayable on demand / short term loans**(i) from banks<sup>#</sup>(ii) from NBFCs<sup>##</sup>**(c) Other loans**(i) Triparty repo dealing and settlement (TREPS)<sup>\$</sup>(ii) Vehicle loans<sup>\$\$</sup>(iii) Triparty repo dealing against corporate debt securities<sup>\$\$\$</sup>**Total (A)**

Borrowings in India

Borrowings outside India

**Total (B)**

Secured

Unsecured

**Total (C)**

| As at<br>31-03-2025 | As at<br>31-03-2024 |
|---------------------|---------------------|
| 64,674.35           | 43,515.77           |
| 8,717.85            | 6,657.08            |
| 8,912.58            | 4,992.53            |
| 1,08,040.71         | 88,692.28           |
| 3,800.00            | 3,700.00            |
| 52,500.00           | 55,500.00           |
| 362.81              | 453.62              |
| 2,000.00            | -                   |
| <b>2,49,008.30</b>  | <b>2,03,511.28</b>  |
| 2,49,008.30         | 2,03,511.28         |
| -                   | -                   |
| <b>2,49,008.30</b>  | <b>2,03,511.28</b>  |
| 2,49,008.30         | 2,03,511.28         |
| -                   | -                   |
| <b>2,49,008.30</b>  | <b>2,03,511.28</b>  |

\*(a) Term loans from bank to the extent of Rs. 2,423.42 lakhs (as at 31 March 2024 Rs. 1,800 lakhs) are secured against mortgage of the Group's immovable property together with all structures and appurtenances thereon held by the Group situated at 8th Floor, Mafatlal Centre, Nariman Point, Mumbai 400 021. The loans amount are repayable in the range of 20-48 monthly / quarterly installments.

\*(b) Term loans from banks to the extent of Rs. 62,250.93 lakhs (as at 31 March 2024 Rs. 41,414.41 lakhs) are secured by pari-passu first charge by way of hypothecation/assignment of identified business assets including current and future receivables of the Group, in favour of the security trustee. The loans are repayable in 6 semi-annually, 8 to 20 quarterly and 24 to 36 monthly installments along with interest from the date of loan.

\*(c) Housing loan from bank of Rs. Nil (as at March 2024 Rs. 301.36) was repayable in 180 equated monthly installments along with interest from the date of loan. The loans are secured by mortgage of premises at Delhi, purchased there against. The said loan was fully repaid during the financial year ended 31 March 2025.

\*\* Loan from public sector undertaking - public financial institution is repayable in 31 equated monthly installments after a principal moratorium period of 6 months along with interest from each tranche of disbursement. The loans are secured by exclusive charge by way of hypothecation on the identified book debts and receivables of the loans provided by the Group.

\*\*\* Loan from NBFC is repayable in 14 quarterly installments after a principal moratorium period of 6 months along with interest from each tranche of disbursement. The loans are secured by first pari passu charge by way of hypothecation over the identified "business assets" i.e. securities/receivables of the Group, in favour of the security trustee.

#(a) Loan repayable on demand / short term loans from bank to the extent of Rs. 63,836.09 lakhs (as at 31 March 2024 Rs. 55,760.93 lakhs) is secured against pledge/lien on debt securities.

#(b) Loan repayable on demand from banks to the extent of Rs. 34,842.84 lakhs (as at 31 March 2024 Rs. 27,682.30 lakhs) are secured against:

(i) Pledge/lien on government securities and other debt securities and corporate guarantee of Holding Company and demand promissory note.

(ii) Loan against receivable is secured by first pari passu charge by way of hypothecation/ assignment over the identified business assets including current and future receivables of a subsidiary company, in favour of the security trustee."

#(c) Bank overdraft facilities to the extent of Rs. 9,361.78 Lakhs (as at 31 March 2024 Rs. 5,249.05 Lakhs) are secured against lien on government securities and other debt securities.

## Loan from NBFC is secured against pledge on approved list of debt securities of the NBFCs.

\$ Loan from Triparty repo dealing and settlement (TREPS) is secured against lien on government securities and deposit.

\$\$ Vehicle loans from banks are repayable in 60 equated monthly instalments along with interest from the date of loan. The loans were secured by hypothecation of motor vehicle purchased there against.

\$\$\$ Loan from Triparty repo dealing is secured against corporate debt securities.

16. (a) The respective companies in the Group have used the borrowings from banks and financial institutions for the specific purpose for which it was taken.

16. (b) The quarterly returns and / or statements of current assets filed by the respective companies of the Group with banks or financial institutions are in agreement with books of accounts and there is no discrepancies in the same.

16. (c) The Group is not declared a wilful defaulter by any bank or financial institution or other lender.

16. (d) The respective companies of the Group have registered all the charges towards secured borrowings outstanding as on 31 March 2025 and 31 March 2024. There is no satisfaction of charge pending on secured borrowings which are repaid during the financial year ended 31 March 2025 and 31 March 2024.

16. (e) There are no instances of breach of any covenant and security cover towards loan availed or debt securities issued by the Group.

16. (f) Refer Note - 59 for utilisation of borrowed funds.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025

|  | As at<br>31-03-2025 | ₹ in Lakhs<br>As at<br>31-03-2024 |
|--|---------------------|-----------------------------------|
| <b>NOTE - 17</b>   |                     |                                   |
| <b>DEPOSITS (AT AMORTISED COST)</b>  |                     |                                   |
| Rental deposits from others (unsecured)  | 73.35               | 197.50                            |
|  | <b>73.35</b>        | <b>197.50</b>                     |
| <b>NOTE - 18</b>   |                     |                                   |
| <b>OTHER FINANCIAL LIABILITIES</b>   |                     |                                   |
| Interest accrued but not due on borrowings   | 2,834.06            | 5,130.18                          |
| Creditors for capital goods**  | -                   | 61.63                             |
| Employee dues  | 456.49              | 661.63                            |
| Lease liabilities (Refer Note 39)  | 1,693.07            | 2,070.56                          |
| Unpaid dividends*  | 14.33               | 11.49                             |
| Income received in advance   | -                   | -                                 |
| Other payables   | 646.21              | 24.41                             |
|  | <b>5,644.16</b>     | <b>7,959.90</b>                   |
| <p>* During the year ended 31 March 2025, Rs 2.62 Lakhs ( Previous year Rs.1.08 Lakhs) has been credited into Investor Education and Protection Fund under Section 124 of the Companies Act, 2013.</p> <p>** Capital creditors includes amount payable to MSME vendor of Rs. Nil (previous year Rs. 0.64 Lakhs).</p> |                     |                                   |
| <b>NOTE - 19</b>   |                     |                                   |
| <b>PROVISIONS</b>  |                     |                                   |
| Provision for employee benefits  |                     |                                   |
| Gratuity unfunded (refer note 37)  | 677.31              | 608.97                            |
|  | <b>677.31</b>       | <b>608.97</b>                     |
| <b>NOTE - 20</b>   |                     |                                   |
| <b>DEFERRED TAX LIABILITIES (NET)</b>  |                     |                                   |
| <b>Deferred tax liabilities</b>  |                     |                                   |
| <b>On the account of</b>   |                     |                                   |
| Depreciation on property, plant and equipments, investment properties & intangible assets  | 497.46              | 515.71                            |
| Fair value gain / (loss) on investment in debt securities  | 659.97              | 588.19                            |
| Transaction cost on financial liabilities  | 1.38                | 0.41                              |
| Right of use assets  | 209.52              | 267.25                            |
| <b>Less: Deferred tax assets:</b>  |                     |                                   |
| Expenses allowable on payment basis (gratuity)   | (130.40)            | (119.63)                          |
| Lease liabilities  | (257.77)            | (319.50)                          |
| Long term capital loss   | (90.44)             | (174.22)                          |
| Impairment allowance on investments  | (2.29)              | (4.22)                            |
| Impairment allowance on loans and advances   | (70.09)             | (60.56)                           |
| EIR on HTM securities  | (1.73)              | (1.58)                            |
| Transaction costs on financial liabilities   | (1.35)              | (0.33)                            |
| Transaction costs on financial assets  | (52.17)             | (37.37)                           |
| <b>Deferred tax liabilities (net)</b>  | <b>762.09</b>       | <b>654.15</b>                     |
| <b>NOTE - 21</b>   |                     |                                   |
| <b>OTHER NON-FINANCIAL LIABILITIES</b>   |                     |                                   |
| Statutory dues   | 507.87              | 501.71                            |
| Deferred lease income  | 29.38               | 0.35                              |
| Others   | 0.09                | 0.22                              |
|  | <b>537.34</b>       | <b>502.28</b>                     |



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025

### NOTE - 22

#### (a) SHARE CAPITAL

₹ in Lakhs

| Particulars                                | As at<br>31-03-2025  |                  | As at<br>31-03-2024  |                  |
|--|----------------------|------------------|----------------------|------------------|
|  | Numbers<br>of shares | Amount           | Numbers<br>of shares | Amount           |
| <b>Authorised:</b>                         |                      |                  |                      |                  |
| Equity shares of Rs. 10 each               | 3,30,00,000          | 3,300.00         | 3,30,00,000          | 3,300.00         |
| Preference shares of Rs. 100 each          | 1,02,00,000          | 10,200.00        | 1,02,00,000          | 10,200.00        |
| <b>Total</b>                               |                      | <b>13,500.00</b> |                      | <b>13,500.00</b> |
| <b>Issued, subscribed and paid-up:</b>     |                      |                  |                      |                  |
| Equity shares of Rs. 10 each fully paid up | 66,00,000            | 660.00           | 66,00,000            | 660.00           |
| <b>Total</b>                               |                      | <b>660.00</b>    |                      | <b>660.00</b>    |

#### Rights, preferences and restrictions attached to equity shares

The Holding Company has only one class of shares referred to as equity shares having a par value of Rs. 10 per share. Each holder of equity share(s) is entitled to one vote per share. The Holding Company declares and pays dividend in Indian rupees.

In the event of liquidation of the Holding Company, the holders of equity shares will be entitled to receive remaining assets of the Holding Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders. However there exists no preferential liability as at 31 March 2025 and 31 March 2024.

#### Details of shareholders holding more than 5% equity shares in the Holding Company (i.e. A. K. Capital Services Limited):

| Name of the shareholder                          | As at<br>31-03-2025  |                               | As at<br>31-03-2024  |                               |
|--|----------------------|-------------------------------|----------------------|-------------------------------|
|  | Numbers<br>of shares | Percentage of<br>shareholding | Numbers<br>of shares | Percentage of<br>shareholding |
| Family Home Consultancy Services Private Limited | 32,59,738            | 49.39%                        | 32,59,738            | 49.39%                        |
| A. K. Mittal                                     | 10,62,187            | 16.09%                        | 10,62,187            | 16.09%                        |

#### Details of shares held by promoters in the Holding Company (i.e. A. K. Capital Services Limited):

| Name of the shareholder                          | As at 31 March 2025  |                               |                             |
|--|----------------------|-------------------------------|-----------------------------|
|  | Numbers<br>of shares | Percentage of<br>shareholding | % Change<br>during the year |
| Family Home Consultancy Services Private Limited | 32,59,738            | 49.39%                        | -                           |
| A. K. Mittal                                     | 10,62,187            | 16.09%                        | -                           |
| Aditi Mittal                                     | 1,86,958             | 2.83%                         | -                           |
| A. K. Mittal HUF                                 | 1,19,848             | 1.82%                         | -                           |
| Sanjiv Kumar                                     | 29,100               | 0.44%                         | -                           |
| Sanjeev Kumar HUF                                | 28,500               | 0.43%                         | -                           |
| Kavita Garg                                      | 24,899               | 0.38%                         | -                           |
| Dinesh Kumar Gupta                               | 7,500                | 0.11%                         | -                           |

| Name of the shareholder                          | As at 31 March 2024  |                               |                             |
|--|----------------------|-------------------------------|-----------------------------|
|  | Numbers<br>of shares | Percentage of<br>shareholding | % Change<br>during the year |
| Family Home Consultancy Services Private Limited | 32,59,738            | 49.39%                        | -                           |
| A. K. Mittal                                     | 10,62,187            | 16.09%                        | -                           |
| Aditi Mittal                                     | 1,86,958             | 2.83%                         | -                           |
| A. K. Mittal HUF                                 | 1,19,848             | 1.82%                         | -                           |
| Sanjiv Kumar                                     | 29,100               | 0.44%                         | -                           |
| Sanjeev Kumar HUF                                | 28,500               | 0.43%                         | -                           |
| Kavita Garg                                      | 24,899               | 0.38%                         | -                           |
| Dinesh Kumar Gupta                               | 7,500                | 0.11%                         | -                           |

#### The reconciliation of the number of shares outstanding at the beginning and end of the year:

| Particulars                          | As at<br>31-03-2025 | As at<br>31-03-2024 |
|--------------------------------------|---------------------|---------------------|
| Shares at the beginning of the year  | 66,00,000           | 66,00,000           |
| Add :Shares issued during the year   | -                   | -                   |
| <b>Shares at the end of the year</b> | <b>66,00,000</b>    | <b>66,00,000</b>    |

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025

₹ in Lakhs

### (b) OTHER EQUITY

#### Capital reserve

|                                    |               |               |
|------------------------------------|---------------|---------------|
| At the beginning of the year       | 675.00        | 675.00        |
| Add: Additions during the year     | -             | -             |
| Closing balance of capital reserve | <b>675.00</b> | <b>675.00</b> |

#### Special reserve

|  |                  |                 |
|--|------------------|-----------------|
| Opening balance                          | 9,288.97         | 8,004.97        |
| Add: Current year transfer               | 1,335.11         | 1,284.00        |
| Less: Change in non controlling interest | (361.97)         | -               |
| Closing balance of special reserve*      | <b>10,262.11</b> | <b>9,288.97</b> |

#### Securities premium

|   |                 |                 |
|---|-----------------|-----------------|
| Opening balance                         | 3,642.18        | 3,657.35        |
| Add: Change in non controlling interest | 612.34          | -               |
| Less: Share issue cost (Net of taxes)   | -               | (15.17)         |
| Closing balance of securities premium   | <b>4,254.52</b> | <b>3,642.18</b> |

#### General reserve

|                                    |                 |                 |
|------------------------------------|-----------------|-----------------|
| Opening balance                    | 4,960.89        | 4,960.89        |
| Add: Additions during the year     | -               | -               |
| Closing balance of general reserve | <b>4,960.89</b> | <b>4,960.89</b> |

#### Translation reserve

|  |              |              |
|--|--------------|--------------|
| Opening balance                        | 51.54        | 52.33        |
| Add: Additions during the year         | 0.83         | (0.79)       |
| Closing balance of translation reserve | <b>52.37</b> | <b>51.54</b> |

#### Retained earnings

|  |                  |                  |
|--|------------------|------------------|
| Opening balance                          | 75,067.66        | 68,335.05        |
| Add: Profit for the year                 | 8,472.95         | 9,170.70         |
| Profit available for appropriation       | <b>83,540.61</b> | <b>77,505.75</b> |
| Less: Dividend paid on equity**          | (2,112.05)       | (924.00)         |
| Less: Change in non controlling interest | (1,266.66)       | -                |
| Less: Dividend paid on CCPS              | (227.57)         | (230.09)         |
| Less: Transfer to special reserve*       | (1,335.11)       | (1,284.00)       |
| Closing balance of retained earnings     | <b>78,599.22</b> | <b>75,067.66</b> |

#### Other comprehensive income

|   |                   |                   |
|---|-------------------|-------------------|
| Opening balance                               | (2,439.63)        | (2,408.09)        |
| Less: Change in non controlling interest      | 63.00             | -                 |
| Add: Other comprehensive income for the year  | (41.81)           | (31.54)           |
| Closing balance of other comprehensive income | <b>(2,418.44)</b> | <b>(2,439.63)</b> |

|  |                  |                  |
|--|------------------|------------------|
|  | <b>96,385.67</b> | <b>91,246.61</b> |
|--|------------------|------------------|

Refer Note - 59 for utilisation of securities premium

\* Special Reserve represents the reserve created pursuant to the Reserve Bank of India Act, 1934 ("the RBI Act") and the National Housing Bank Act, 1987 ("the NHB Act"). In terms of Section 45-IC of the RBI Act and Section 29C(1) of the NHB Act, the Group is required to transfer an amount not less than 20% of its net profit to a reserve fund before declaring any dividend. Further for this purpose any Special Reserve created by the Group under Section 36(1)(viii) of the Income Tax Act, 1961 is considered to be an eligible transfer. Appropriation from this Reserve Fund is permitted only for the purpose specified by the RBI.

\*\* During the year 2024-25, the Board of Directors of the Holding Company had paid a final dividend of Rs. 8 per equity share (previous year Rs. 6 per equity share pertaining to financial year ended 31 March 2023) having face value of Rs.10 each for the year ended 31 March 2024. The same is approved by the shareholders of the Holding Company in the annual general meeting held on 21 September 2024 (previous year's annual general meeting held on 16 September 2023). The total cash outflow of Rs. 528.00 Lakhs (previous year Rs. 396.00 Lakhs).

\*\* During the year 2024-25, the Board of Directors of the Holding Company had paid interim dividend of Rs. 24 per equity share (previous year Rs. 8 per equity share) having face value of Rs.10 each for the year ended 31 March 2025, on its board meeting held on 07 November 2024 and 08 February 2025 (previous year's board meeting held on 09 February 2024). The total cash outflow of Rs. 1,584.00 Lakhs (previous year Rs. 528.00 Lakhs).

## ₹ in Lakhs

| Particulars                              | Current Year 2024-2025                         |   |                  | Previous Year 2023-2024                        |   |                  |
|--|--|---|------------------|--|---|------------------|
|  | On financial assets measured at amortised cost | Interest income on securities classified at fair value through profit or loss | Total            | On financial assets measured at amortised cost | Interest income on securities classified at fair value through profit or loss | Total            |
| Interest income on loans                 | 6,754.04                                       | -   | 6,754.04         | 6,432.47                                       | -   | 6,432.47         |
| Processing fees income                   | 179.81   | -   | 179.81           | 113.19   | -   | 113.19           |
| Interest income on financial instruments | 314.11   | 23,655.57   | 23,969.68        | 2,207.71                                       | 19,328.15   | 21,535.86        |
| Interest on deposits with banks          | 38.31  | -   | 38.31            | 47.95  | -   | 47.95            |
| Interest on other deposits               | -  | -   | -                | 11.37  | -   | 11.37            |
| Other interest incomes and charges       | 42.80  | -   | 42.80            | 40.48  | -   | 40.48            |
| <b>Total</b>                             | <b>7,329.07</b>                                | <b>23,655.57</b>  | <b>30,984.64</b> | <b>8,853.17</b>                                | <b>19,328.15</b>  | <b>28,181.32</b> |

₹ in Lakhs

|                                  |                  |                  |
|----------------------------------|------------------|------------------|
| Merchant banking fees            | 6,376.28         | 5,920.78         |
| Brokerage income                 | 1,471.38         | 6,929.61         |
| Syndication and other fees       | 1,890.64         | 2,271.38         |
| Advisory fees                    | 199.53           | 225.24           |
| Fees and other operating incomes | 765.62           | 420.80           |
|                                  | <b>10,703.45</b> | <b>15,767.81</b> |

## Net gain on financial instruments at fair value

|                      |                 |                 |
|----------------------|-----------------|-----------------|
| -Investments         | 4,233.35        | 5,879.21        |
| -Stock of securities | 1,939.09        | 1,730.85        |
|                      | <b>6,172.44</b> | <b>7,610.06</b> |

## Net gain on financial instruments at fair value

|             |                 |                 |
|-------------|-----------------|-----------------|
| -Realised   | 3,865.41        | 5,960.68        |
| -Unrealised | 2,307.03        | 1,649.38        |
|             | <b>6,172.44</b> | <b>7,610.06</b> |

**Additional Information :**

|  |          |          |
|--|----------|----------|
| Profit on sale of Investments (net) (actual) (A) | 4,022.82 | 4,303.74 |
|--|----------|----------|

**Net gain on investments due to fair value change (B)**

|             |            |          |
|-------------|------------|----------|
| -Realised   | (1,693.43) | (84.06)  |
| -Unrealised | 1,903.96   | 1,659.53 |

**Total (C=A+B)**

|  |          |          |
|--|----------|----------|
| Profit on sale of stock of securities (net) (actual) (D) | 1,413.44 | 2,054.58 |
|--|----------|----------|

## Net gain on stock of securities due to fair value change (E)

|             |        |          |
|-------------|--------|----------|
| -Realised   | 122.58 | (313.58) |
| -Unrealised | 403.07 | (10.15)  |

**Total (F=D+E)**

|                    |                 |                 |
|--------------------|-----------------|-----------------|
| <b>Total (C+F)</b> | <b>6.172.44</b> | <b>7.610.06</b> |
|--------------------|-----------------|-----------------|

On financial instruments measured at amortised cost

|  |              |              |
|--|--------------|--------------|
| Loans (in form of unlisted debentures) | 78.82        | 20.09        |
| Investments                            | 18.97        | 56.08        |
|  | <b>97.79</b> | <b>76.17</b> |

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025

### NOTE - 27

#### OTHER INCOME

|   | Current Year<br>2024-2025 | Previous Year<br>2023-2024 |
|---|---------------------------|----------------------------|
| Liabilities and provisions written back                         | 225.12                    | 9.26                       |
| Profit on sale of property, plant and equipment (net)           | 0.28                      | 18.19                      |
| Profit on redemption / repurchase of non-convertible debentures | -                         | 3.38                       |
| Interest on income tax refund                                   | 15.02                     | 0.81                       |
| Support services  | 18.00                     | 18.00                      |
| Miscellaneous incomes   | 8.91                      | 5.20                       |
|   | <b>267.33</b>             | <b>54.84</b>               |

### NOTE - 28

#### FINANCE COSTS (AT AMORTISED COST)

|                             |                  |                  |
|-----------------------------|------------------|------------------|
| Interest on borrowings      | 16,851.65        | 12,796.15        |
| Interest on debt securities | 5,298.89         | 6,595.49         |
| Interest on income tax      | 1.99             | 4.46             |
| Other interest expenses     | 198.15           | 184.14           |
|                             | <b>22,350.68</b> | <b>19,580.24</b> |

### NOTE - 29

#### IMPAIRMENT OF FINANCIAL INSTRUMENTS

On financial instruments measured at amortised cost

|                     |              |             |
|---------------------|--------------|-------------|
| Loans (net)         | 27.93        | (15.81)     |
| Investments (net)   | (7.66)       | (12.98)     |
| Write Off - loans * | -            | 37.66       |
|                     | <b>20.27</b> | <b>8.87</b> |

\* Write off of loans is towards loans acquired through direct assignment.

### NOTE - 30

#### EMPLOYEE BENEFITS EXPENSES

|   |                 |                 |
|---|-----------------|-----------------|
| Salaries and wages                        | 8,246.43        | 9,235.18        |
| Gratuity (refer note 37)                  | 128.27          | 123.22          |
| Contribution to provident and other funds | 248.53          | 181.69          |
| Staff welfare expenses                    | 198.57          | 174.04          |
|   | <b>8,821.80</b> | <b>9,714.13</b> |

### NOTE - 31

#### OTHER EXPENSES

|  |                 |                 |
|--|-----------------|-----------------|
| Rent, taxes and energy costs                         | 181.93          | 228.00          |
| Repairs and maintenance                              | 179.73          | 85.58           |
| Software expenses                                    | 709.57          | 593.92          |
| Printing and stationery                              | 13.06           | 14.10           |
| Advertisement and business promotion                 | 99.63           | 66.95           |
| Auditor's remuneration                               |                 |                 |
| -for audit fees                                      | 18.24           | 16.25           |
| -for tax audit fees                                  | 2.06            | 1.85            |
| -for other services                                  | 12.38           | 8.83            |
| Legal and professional charges                       | 466.71          | 684.31          |
| Travelling expense                                   | 303.79          | 384.82          |
| Bad debts/Deposits written off                       | -               | 70.00           |
| Loss on sale of fixed assets (net)                   | -               | 9.82            |
| Corporate social responsibilities (Refer note no.40) | 225.18          | 205.16          |
| Brokerage paid                                       | 202.37          | 4,511.93        |
| Stock exchange expenses                              | 13.86           | 12.00           |
| Processing and other charges                         | 1.59            | 1.18            |
| Communication cost                                   | 86.43           | 71.41           |
| Office expenses                                      | 245.89          | 203.78          |
| Directors' sitting fees                              | 27.47           | 25.19           |
| Insurance expenses                                   | 50.55           | 49.89           |
| Miscellaneous expenses                               | 466.74          | 305.69          |
|  | <b>3,307.18</b> | <b>7,550.66</b> |



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025

### NOTE - 36

#### EARNINGS PER SHARE

| Particulars  | Current Year<br>2024-2025 | Previous Year<br>2023-2024 |
|--|---------------------------|----------------------------|
| Profit for the year attributable to the owners of the holding company (₹ in lakhs.)                      | 8,472.95                  | 9,170.70                   |
| Weighted average number of equity shares outstanding during the year for basic earnings per share (Nos.) | 66,00,000                 | 66,00,000                  |
| Basic earnings per share (₹)   | 128.38                    | 138.95                     |
| Diluted earnings per share (₹)   | 128.38                    | 138.95                     |
| Nominal value of share (₹)   | 10.00                     | 10.00                      |

### NOTE - 37

#### EMPLOYEE BENEFIT OBLIGATION

##### a) Defined contribution plans

The following amount recognized as an expense in statement of profit and loss on account of provident fund and other funds.

There are no other obligations other than the contribution payable to the respective authorities:

₹ in Lakhs

| Particulars  | Current Year<br>2024-2025 | Previous Year<br>2023-2024 |
|--|---------------------------|----------------------------|
| Employer's contribution to provident and other funds | 248.53                    | 181.69                     |

##### b) Defined Benefit Plan

The Group has an unfunded defined benefit gratuity plan. The gratuity plan is governed by the Payment of Gratuity Act, 1972. The following tables summaries the components of net benefit expense recognised in the statement of profit and loss and the funded status and amounts recognised in the balance sheet for the gratuity plan:

₹ in Lakhs

| Particulars  | Current Year<br>2024-2025 | Previous Year<br>2023-2024 |
|--|---------------------------|----------------------------|
| <b>(a) Statement of profit and loss</b>  |                           |                            |
| <b>Net employee benefit expense recognised in the employee cost</b>                                      |                           |                            |
| Current service cost   | 84.29                     | 80.17                      |
| Past service cost  | -                         | -                          |
| Interest cost on defined benefit obligation  | 43.98                     | 43.05                      |
| (Gain) / losses on settlement  | -                         | -                          |
| <b>Total expense charged to profit and loss account (included in salaries, wages and incentives) (A)</b> | <b>128.27</b>             | <b>123.22</b>              |
| <b>(b) Amount recorded in Other Comprehensive Income (OCI)</b>   |                           |                            |
| <b>Opening amount recognised in OCI outside profit and loss account</b>                                  |                           |                            |
| <b>Remeasurement during the period due to :</b>  |                           |                            |
| Actuarial loss / (gain) arising from change in financial assumptions                                     | 4.64                      | (3.64)                     |
| Actuarial loss / (gain) arising from change in demographical assumptions                                 | 1.69                      | 3.39                       |
| Actuarial loss / (gain) arising on account of experience changes   | 18.73                     | 98.96                      |
| <b>Amount recognised in OCI (B)</b>  | <b>25.06</b>              | <b>98.71</b>               |
| <b>Gratuity expense recognised in the statement of profit and loss and OCI (A+B)</b>                     | <b>153.33</b>             | <b>221.93</b>              |
| <b>(c) Reconciliation of net liability / (asset)</b>   |                           |                            |
| Opening defined benefit liability / (assets)   | 608.97                    | 573.80                     |
| Expense charged to profit & loss account   | 128.27                    | 123.22                     |
| Amount recognised in outside profit and loss account   | 25.06                     | 98.71                      |
| Benefit paid   | (84.99)                   | (186.76)                   |
| <b>Closing net defined benefit liability / (asset)</b>   | <b>677.31</b>             | <b>608.97</b>              |



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025

### NOTE - 37

#### EMPLOYEE BENEFIT OBLIGATION (CONTD.)

₹ in Lakhs

| Particulars   | Current Year<br>2024-2025                      | Previous Year<br>2023-2024                     |
|---|--|--|
| <b>(d) Movement in benefit obligation and balance sheet</b>   |  |  |
| Opening defined benefit obligation  | 608.97   | 573.80   |
| Current service cost  | 84.29  | 80.17  |
| Past service cost   | -  | -  |
| Interest on defined benefit obligation  | 43.98  | 43.05  |
| <b>Remeasurement during the year due to :</b>   |  |  |
| Actuarial loss / (gain) arising from change in financial assumptions  | 4.64   | (3.64)   |
| Actuarial loss / (gain) arising from change in demographical assumptions  | 1.69   | 3.39   |
| Actuarial loss / (gain) arising on account of experience changes  | 18.73  | 98.96  |
| Benefit paid  | (84.99)  | (186.76)                                       |
| <b>Closing defined benefit obligation [liability / (asset)] recognised in balance sheet</b>                                 | <b>677.31</b>                                  | <b>608.97</b>                                  |
| <b>(e) The principal assumptions used in determining gratuity benefit obligation for the Group's plans are shown below:</b> |  |  |
| Discount rate   | 6.99%  | 7.22%  |
| Salary escalation rate (p.a.)   | 5.00%  | 5.00%  |
| Withdrawal rate   |  |  |
| - Upto 30 years   | 30.00%   | 30.00%   |
| - From 31 to 44 years   | 26.00%   | 27.00%   |
| - Above 45 years  | 19.00%   | 18.00%   |
| Mortality pre-retirement  | Indian Assured<br>Lives Mortality<br>(2012-14) | Indian Assured<br>Lives Mortality<br>(2012-14) |
| <b>(f) A quantitative analysis for significant assumption is as shown below:</b>  |  |  |
| <b>Indian gratuity plan:</b>  |  |  |
| <b>Assumptions -Discount rate</b>   |  |  |
| Sensitivity Level (a hypothetical increase / (decrease) by)   | 0.50%  | 0.50%  |
| Impact on defined benefit obligation -increase of sensitivity level   | (11.62)  | (10.67)  |
| Impact on defined benefit obligation -decrease of sensitivity level   | 12.03  | 11.07  |
| <b>Assumptions -Future salary escalations rates</b>   |  |  |
| Sensitivity Level (a hypothetical increase / (decrease) by)   | 0.50%  | 0.50%  |
| Impact on defined benefit obligation-increase of sensitivity level  | 12.21  | 11.25  |
| Impact on defined benefit obligation-decrease of sensitivity level  | (11.89)  | (10.95)  |

The following payments are expected contributions to the defined benefit plant in future years.

₹ in Lakhs

| Particulars     | Current Year<br>2024-2025 | Previous Year<br>2023-2024 |
|-----------------|---------------------------|----------------------------|
| Within 1-2 year | 268.62                    | 244.61                     |
| 2-3 year        | 288.78                    | 280.40                     |
| 3-4 year        | 352.62                    | 318.95                     |
| 4-5 year        | 405.46                    | 386.64                     |
| 5-6 year        | 529.65                    | 425.20                     |

The average duration of the defined benefit plan obligation at the end of the reporting period is 2.31-13.62 years (31 March 2024:- 1.79-13.39 years)

The employees of the Group are entitled to leave as per the leave policy of the Group. The liability in respect of unutilized leave balances is provided at the end of year and charged to the Statement of Profit and Loss.

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025****NOTE - 38****RELATED PARTY DISCLOSURES****I RELATED PARTY RELATIONSHIPS:****a Key managerial personnel (Directors)**

Mr. A. K. Mittal  
Ms. Aditi Mittal  
Mr. Ashish Agarwal  
Mr. Vikas Jain  
Ms. Annu Garg  
Mr. Rajiv Kumar Bakshi  
Mr. Anil Kewalramani  
Mr. Karnad Suvarna  
Mr. Deepak Maheshwari  
Mr. Madhusudhan Narayan (w.e.f 04 September 2023)  
Mr. Ashish Vyas (w.e.f 05 August 2023)  
Ms. Bindu Shah (w.e.f 0 September 2023)  
Mr. Vinod Kumar Kathuria (w.e.f 18 December 2023)  
Mr. Harit Oberoi (Upto 01 May 2023)  
Mr. Prashant Roongta (w.e.f 04 September 2023)  
Mr. Khimji Shamji Pandav (Upto 18 December 2023)  
Mr. Subhash Chandra Bhargava (Upto 31 March 2024)  
Mr. Vikram Puri (w.e.f. 22 August 2024)

**b Other Key managerial personnel**

Mr. Mahesh Bhootra (Group Chief Financial Officer)  
Mr. Ajay Tendulkar (CEO of Family Home Finance Private Limited )  
Mr. Tejas Davda (Company Secretary of A. K. Capital Services Limited)  
Mr. Ranjit Dutta (CFO of A. K. Stockmart Private Limited)  
Ms. Shikha Sharma (Company Secretary of A. K. Capital Finance Limited) (w.e.f 31 October 2023)  
Ms. Sneha Tejas Chandan (Company Secretary of A. K. Stockmart Private Limited) (w.e.f 14 August 2023) (upto 27 November 2024)  
Mr. Govind Lalwani (Company Secretary of A. K. Capital Finance Limited & Family Home Finance Private Limited) (Upto 30 October 2023)  
Ms. Sunidhi Singhai (Company Secretary of Family Home Finance Private Limited) (w.e.f 22 April 2024) (upto 01 August 2024)  
Mr. Jinit Kewalramani (Chief Financial Officer of Family Home Finance Private Limited) (w.e.f 02 August 2024)  
Mr. Rahul Ved (Company Secretary of Family Home Finance Private Limited) (w.e.f 29 October 2024)  
Ms. Heena Dhameja (Company Secretary of A. K. Stockmart Private Limited) (w.e.f 08 March 2025)

**c Relatives of key managerial personnel**

Anshu  
Abhishek Kumar  
Kavita Garg  
Sanjiv Kumar  
Sanjiv Kumar (HUF)

**d Enterprise having significant influence in Holding Company**

Family Home Consultancy Services Private Limited

**e Enterprises in which key managerial personnel is having significant influence**

A. K. Services Private Limited  
A. K. Capital Markets Limited  
M Square Financial Consultants and Auto Private Limited  
IndiaCredit Private Limited  
India Bond Private Limited  
IB Future Tech Private Limited (Formerly known as IndiaBonds Technologies Private Limited)

**Notes:**

The related party relationships have been determined on the basis of the requirements of the Indian Accounting Standard (Ind AS) - 24 'Related Party Disclosures' and the same have been relied upon by the auditors.

The relationship as mentioned above pertains to those related parties with whom transactions have taken place during the year and the previous year, except where control exist, in which case the relationship has been mentioned irrespective of the transaction with the related parties.

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025****NOTE - 38****RELATED PARTY DISCLOSURES (CONTD).**

Details of transactions with related parties are given as under:

**Key managerial remuneration \***

Short term benefits (including perquisites)  
Director's sitting fees

**Remuneration to relative of key managerial personnel**

Anshu

**Software expenses**

India Bond Private Limited  
IB Future Tech Private Limited

**Brokerage received**

A. K. Services Private Limited  
Sanjiv Kumar  
Sanjiv Kumar (HUF)  
Annu Garg  
Kavita Garg

**Brokerage paid**

A. K. Services Private Limited  
M Square Financial Consultants and Auto Private Limited  
India Bond Private Limited

**Demat charges received**

A. K. Capital Markets Limited  
A. K. Mittal  
A. K. Services Private Limited  
M Square Financial Consultants and Auto Private Limited  
IndiaCredit Private Limited  
Family Home Consultancy Services Private Limited  
Abhishek Kumar  
India Bond Private Limited  
Annu Garg  
Kavita Garg  
Sanjiv Kumar  
Sanjiv Kumar (HUF)

**PMS Fees**

India Bond Private Limited

**Issuance of Non Convertible Debentures (excluding accrued interest)**

A. K. Services Private Limited

**Referral Fees**

India Bond Private Limited

**Website Maintenance Charges**

IB Future Tech Private Limited

**Rent Received**

India Bond Private Limited

**Rent Paid**

A. K. Mittal  
Aditi Mittal

**Software license purchased**

India Bond Private Limited

**Rent Deposit Received**

India Bond Private Limited

**Interest income on loan given**

A. K. Services Private Limited

**Interest expense on Non Convertible Debentures**

A. K. Services Private Limited

**Current Year**  
**2024-2025**

**₹ in Lakhs**  
**Previous Year**  
**2023-2024**

1,068.50  
24.80

1,156.17  
22.75

65.04

77.56

380.64  
165.84

497.26  
-

0.11  
0.02  
-  
-  
0.02

1.78  
0.02  
-  
0.01  
0.02

-  
-  
43.52

431.40  
47.18  
153.55

0.02  
-  
0.02  
-  
-  
0.02  
0.01  
0.02  
0.01  
0.02  
0.03  
0.03  
0.03  
-

0.02  
0.01  
0.03  
0.01  
0.01  
0.04  
0.01  
0.01  
0.03  
0.03  
0.05  
-

0.12

0.33

3,600.00

-

975.77

852.39

1.00

-

7.35

3.88

28.80  
24.00

28.80  
24.00

-

40.00

-

1.84

457.82

541.12

0.13

0.68

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025

### NOTE - 38

#### RELATED PARTY DISCLOSURES (CONTD.)

Details of transactions with related parties are given as under: (CONTD.)

##### Loan given

A. K. Services Private Limited  
(Revolving Credit Sanction Limits amounting upto a maximum amount of Rs. 10,000 lakhs)  
(Previous year Rs. 10,000 Lakhs)

##### Redemption of Non convertible Debentures

A. K. Services Private Limited

##### Upfront Processing Fees

A. K. Services Private Limited

##### Issuance of Equity Shares

Vikas Jain

##### Extinguishment of Compulsory Convertible Preferene Shares on Conversion to Equity Shares

A. K. Mittal

##### Issuance of Equity Shares on Conversion of Compulsory Convertible Preferene Shares

A. K. Mittal

##### Customer Support Fees

India Bond Private Limited

##### Repayment of loan given

A. K. Services Private Limited  
(Revolving Credit Sanction Limits amounting upto a maximum amount of Rs. 10,000 lakhs)  
(Previous year Rs. 10,000 Lakhs)

#### iii) Balances with related parties

##### Balances payable

India Bond Private Limited  
IB Future Tech Private Limited  
Sanjiv Kumar  
Sanjiv Kumar(HUF)  
Kavita Garg  
Annu Garg

##### Balances receivable

Sanjiv Kumar  
Sanjiv Kumar (HUF)  
Kavita Garg

##### Non Convertible Debentures Outstanding

A. K. Services Private Limited

##### Accured interest on Non Convertible Debentures Outstanding

A. K. Services Private Limited

##### Rent deposit given outstanding as at year end

A. K. Mittal  
Aditi Mittal  
India Bond Private Limited

##### Rent deposit received

India Bond Private Limited

##### Loan given outstanding

A. K. Services Private Limited

**Note: Transaction amount is excluding taxes, wherever applicable.**

- \*As the future liability for gratuity is provided on an actuarial basis for the Group as whole, the amount pertaining to the key management personnel and their relatives is not ascertainable and, therefore, not included above.
- The figures of consolidated financial statements have been reported in Rs.in Lakhs rounded off to 2 decimals. However, while doing so, some of the above reported amounts might appear as ZERO (0) due to rounding off of amounts.
- Reimbursement of expenses have not been considered for above disclosure.

|  | Current Year<br>2024-2025 | Previous Year<br>2023-2024 |
|--|---------------------------|----------------------------|
|  |                           | ₹ in Lakhs                 |
|  |                           |                            |
|  | -                         | 2,500.00                   |
|  | 10.00                     | -                          |
|  | 36.00                     | -                          |
|  | 53.60                     | -                          |
|  | 2,000.00                  | -                          |
|  | 2,000.00                  | -                          |
|  | 40.50                     | -                          |
|  | 2,000.00                  | 5,000.00                   |
|  | As at<br>31-03-2025       | As at<br>31-03-2024        |
|  | 165.56                    | 255.27                     |
|  | 4.86                      | -                          |
|  | 0.13                      | 1.60                       |
|  | -                         | 0.16                       |
|  | -                         | 0.72                       |
|  | -                         | 1.89                       |
|  | -                         | -                          |
|  | -                         | -                          |
|  | -                         | -                          |
|  | -                         | 10.00                      |
|  | -                         | 0.68                       |
|  | 48.00                     | 48.00                      |
|  | 100.00                    | 100.00                     |
|  | -                         | 1.84                       |
|  | 1.84                      | -                          |
|  | 3,000.00                  | 5,000.00                   |

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025

### NOTE - 39 LEASES

#### I Lease commitments as lessee:

The Group has entered into agreements for taking on lease certain guest house and office on lease and licence basis. The lease term is for a period ranging from 12 to 108 months. The Group has contracts which have fixed rentals.

#### The following is the summary of practical expedients elected on initial application:

- Applied the exemption not to recognize right-of-use assets and liabilities for leases with less than 12 months of lease term on the date of initial application.

- Applied the practical expedient to grandfather the assessment of which transactions are leases. Accordingly, Ind AS 116 is applied only to contracts that were previously identified as leases under Ind AS 17.

Following are the changes in the carrying value of right-of-use assets (disclosed under note 10 - property, plant and equipment):-

₹ in Lakhs

| Particulars  | Current Year<br>2024-2025 | Previous Year<br>2023-2024 |
|--|---------------------------|----------------------------|
| <b>Opening gross block value of account on adoption of Ind AS 116</b>        | <b>2,940.41</b>           | <b>2,088.23</b>            |
| Reclassified on account of adoption of Ind AS 116                            | -                         | -                          |
| Addition on account of new contracts entered                                 | 152.99                    | 1,007.54                   |
| Deduction on account of termination of lease                                 | (60.23)                   | (155.36)                   |
| Addition on account of acquisition of leasehold office premises              | 90.28                     | -                          |
| <b>Closing gross block value of account on adoption of Ind AS 116</b>        | <b>3,123.45</b>           | <b>2,940.41</b>            |
| <b>Opening accumulated depreciation of account on adoption of Ind AS 116</b> | <b>1,051.24</b>           | <b>711.60</b>              |
| Depreciation charged for the year  | 586.26                    | 495.00                     |
| Deduction on account of termination of lease                                 | (60.23)                   | (155.36)                   |
| <b>Closing accumulated depreciation of account on adoption of Ind AS 116</b> | <b>1,577.27</b>           | <b>1,051.24</b>            |
| <b>Closing net block</b>   | <b>1,546.18</b>           | <b>1,889.17</b>            |

The following is the movement in lease liabilities during the year:-(disclosed under note 18 - other financial liabilities):-

₹ in Lakhs

| Particulars                                 | Current Year<br>2024-2025 | Previous Year<br>2023-2024 |
|---|---------------------------|----------------------------|
| <b>Balance at the beginning of the year</b> | <b>2,070.56</b>           | <b>1,511.50</b>            |
| Additions                                   | 128.80                    | 973.36                     |
| Finance cost accrued during the year        | 167.11                    | 161.35                     |
| Deletions                                   | -                         | -                          |
| Repayment of lease liabilities              | (673.40)                  | (575.65)                   |
| <b>Balance at the end of the year</b>       | <b>1,693.07</b>           | <b>2,070.56</b>            |

#### Contractual maturities of lease liabilities:

The below table provides details regarding the contractual maturities of lease liabilities on undiscounted basis:

₹ in Lakhs

| Particulars                                       | As at<br>31-03-2025 | As at<br>31-03-2024 |
|---|---------------------|---------------------|
| Not later than one year                           | 715.27              | 650.39              |
| Later than one year and not later than five years | 1,066.96            | 1,643.20            |
| More than five years                              | 144.44              | 208.78              |

The cash outflow of lease payments with respect to the above lease recognised in the consolidated statement of profit and loss for the financial year 2024-2025 is Rs. 673.40 Lakhs. (previous year Rs. 575.65 lakhs)

#### II Where the Group is lessor:

The future minimum lease payments receivable as per the lease agreements:

₹ in Lakhs

| Particulars                                       | As at<br>31-03-2025 | As at<br>31-03-2024 |
|---|---------------------|---------------------|
| Not later than one year                           | 211.35              | 7.35                |
| Later than one year and not later than five years | 826.27              | 10.82               |
| Later than five years                             | -                   | -                   |

The amount of minimum lease income with respect to operating lease recognised in the consolidated statement of profit and loss for the year is Rs. 184.02 Lakhs (previous year Rs. 214.89 Lakhs)

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025

### NOTE - 40

#### CORPORATE SOCIAL RESPONSIBILITIES (CSR)

As per Section 135 of the Companies Act, 2013, CSR committee has been formed by the Group. The areas for CSR activities are eradicating hunger, poverty and malnutrition, promoting preventive health care and sanitation and making available safe drinking water, promoting education, promoting gender equality, empowering women, setting up homes and ensuring environmental sustainability.

₹ in Lakhs

| Particulars   | 31 March 2025   | 31 March 2024 |
|---|---|---------------|
| Amount required to be spent by the Group during the year                        | 225.14  | 205.30        |
| Less: Previous years' excess  | (0.09)  | (0.39)        |
| <b>Net amount required to be spent by the Group during the financial year</b>   | <b>225.05</b>   | <b>204.91</b> |
| Amount of CSR expenditure incurred  | 225.10  | 205.00        |
| Short fall / (Excess) in CSR Expenditure carried forward to next financial year | (0.05)  | (0.09)        |
| Total of previous year shortfall  | Nil   | Nil           |
| Reason for shortfall  | NA  | NA            |
| Nature of CSR activities  | Contribution to any fund set up by the Central Government for socio-economic development and relief qualifies |               |
| Details of related party transaction  | NA  | NA            |

### NOTE - 41

#### FINANCIAL INSTRUMENTS

The risk management policies and systems of the Group 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.

The Management has overall responsibility for the establishment and oversight of the Group's risk management framework. In performing its operating, investing and financing activities, the Group is exposed to the Credit risk, Liquidity risk and Market risk.

The carrying value and fair value of financial instrument by categories as of 31 March 2025 were as follows:

₹ in Lakhs

| Particulars                             | At Amortised cost  | At fair value through profit and loss | At fair value through OCI | Total carrying value |
|---|--------------------|---------------------------------------|---------------------------|----------------------|
| <b>Assets:</b>                          |                    |                                       |                           |                      |
| Cash and cash equivalents               | 2,908.30           | -                                     | -                         | 2,908.30             |
| Bank balances other than above          | 309.02             | -                                     | -                         | 309.02               |
| Trade receivables                       | 802.18             | -                                     | -                         | 802.18               |
| Loans                                   | 68,617.79          | -                                     | -                         | 68,617.79            |
| Investments                             | 1,844.92           | 2,80,909.75                           | 55.51                     | 2,82,810.18          |
| Stock of securities                     | -                  | 52,924.00                             | -                         | 52,924.00            |
| Other financial assets                  | 1,282.42           | 5,241.12                              | -                         | 6,523.54             |
| <b>TOTAL</b>                            | <b>75,764.63</b>   | <b>3,39,074.87</b>                    | <b>55.51</b>              | <b>4,14,895.01</b>   |
| <b>Liabilities:</b>                     |                    |                                       |                           |                      |
| Trade payables                          | 490.35             | -                                     | -                         | 490.35               |
| Debt Securities                         | 65,698.08          | -                                     | -                         | 65,698.08            |
| Borrowings (other than debt securities) | 2,49,008.30        | -                                     | -                         | 2,49,008.30          |
| Deposits                                | 73.35              | -                                     | -                         | 73.35                |
| Other financial liabilities             | 5,644.16           | -                                     | -                         | 5,644.16             |
| <b>TOTAL</b>                            | <b>3,20,914.24</b> | <b>-</b>                              | <b>-</b>                  | <b>3,20,914.24</b>   |

The carrying value and fair value of financial instrument by categories as of 31 March 2024 were as follows:

₹ in Lakhs

| Particulars                             | At Amortised cost  | At Fair value through profit and loss | At fair value through OCI | Total carrying value |
|---|--------------------|---------------------------------------|---------------------------|----------------------|
| <b>Assets:</b>                          |                    |                                       |                           |                      |
| Cash and cash equivalents               | 2,471.53           | -                                     | -                         | 2,471.53             |
| Bank balances other than above          | 521.56             | -                                     | -                         | 521.56               |
| Trade receivables                       | 194.69             | -                                     | -                         | 194.69               |
| Loans                                   | 60,948.57          | -                                     | -                         | 60,948.57            |
| Investments                             | 3,244.67           | 2,69,581.88                           | 78.76                     | 2,72,905.31          |
| Stock of securities                     | -                  | 28,692.21                             | -                         | 28,692.21            |
| Other financial assets                  | 1,283.74           | 4,744.74                              | -                         | 6,028.48             |
| <b>TOTAL</b>                            | <b>68,664.76</b>   | <b>3,03,018.83</b>                    | <b>78.76</b>              | <b>3,71,762.35</b>   |
| <b>Liabilities:</b>                     |                    |                                       |                           |                      |
| Trade payables                          | 661.12             | -                                     | -                         | 661.12               |
| Debt Securities                         | 71,682.82          | -                                     | -                         | 71,682.82            |
| Borrowings (other than debt securities) | 2,03,511.28        | -                                     | -                         | 2,03,511.28          |
| Deposits                                | 197.50             | -                                     | -                         | 197.50               |
| Other financial liabilities             | 7,959.90           | -                                     | -                         | 7,959.90             |
| <b>TOTAL</b>                            | <b>2,84,012.62</b> | <b>-</b>                              | <b>-</b>                  | <b>2,84,012.62</b>   |



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025

### NOTE - 42

#### RISK MANAGEMENT

##### Financial risk management

The risk management policies and systems of the Group 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. The Management has overall responsibility for the establishment and oversight of the Group's risk management framework. In performing its operating, investing and financing activities, the Group is exposed to the Credit risk, Liquidity risk and Market risk.

##### Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as equity price risk and commodity risk. Financial instruments affected by market risk include loans and borrowings, deposits, investments and stock of securities.

##### Credit risk

##### Revenue / Trade receivable

Credit risk refers to the risk of default on its obligation by the counterparty resulting in a financial loss. The maximum exposure to the credit risk at the reporting date is from trade receivables amounting to Rs. 802.18 Lakhs and Rs 194.69 Lakhs as at 31 March 2025 and 31 March 2024, respectively. Trade receivables are typically unsecured and are derived from revenue earned from customers located in India. Credit risk has always been managed by the Group through credit approvals, establishing credit limits and continuously monitoring the credit worthiness of customers to which the Group grants credit terms in the normal course of business. The Group applies a simplified approach in calculating Expected Credit Losses (ECLs) on trade receivables. Therefore, the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The Group has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment. Based on the provision matrix, no provision is required to be made at the respective reporting date.

The Group have provided details of revenue from single largest customer, revenue from top 5 customer and ageing of trade receivables below:

(a) The following table gives details in respect of revenues generated from top customer and top 5 customers:

₹ in Lakhs

| Particulars                  | Current Year<br>2024-2025 | Previous Year<br>2023-2024 |
|------------------------------|---------------------------|----------------------------|
| Revenue from top customer    | 2,327.98                  | 4,306.58                   |
| Revenue from top 5 customers | 4,740.41                  | 8,146.58                   |

(b) Ageing analysis of the age of trade receivable amounts that are not due as at the end of reporting year:

₹ in Lakhs

| Particulars        | As at<br>31-03-2025 | As at<br>31-03-2024 |
|--------------------|---------------------|---------------------|
| Within credit days | 157.18              | 94.29               |

(c) Ageing analysis of the age of trade receivable amounts that are past due as at the end of reporting year but not impaired:

₹ in Lakhs

| Particulars       | As at<br>31-03-2025 | As at<br>31-03-2024 |
|-------------------|---------------------|---------------------|
| Less than 90 days | 644.99              | 100.04              |
| 91 to 180 days    | -                   | -                   |
| 181 to 270 days   | 0.01                | 0.31                |
| 271 to 360 days   | -                   | -                   |
| Over 360 days     | -                   | 0.05                |
| <b>Total</b>      | <b>645.00</b>       | <b>100.40</b>       |

##### Balances with banks and other financial assets:

The Group holds cash and cash equivalents with bank, which are having highest safety ratings based on ratings published by various credit rating agencies. The Group considers that its cash and cash equivalents have low credit risk based on external credit ratings of the counterparties.

For other financial assets, the Group assesses and manages credit risk based on reasonable and supportive forward looking information. The Group does not have significant credit risk exposure for these items.

##### Investments in debt securities measured at amortised cost

The impairment of the credit risk on the investments is carried out through a detailed ECL model. The ECL model provides for the ECL on a 12 month ECL basis for standard to stage 1 Assets whereas the same is calculated based on a lifetime ECL for stage 2 & 3 level assets. The ECL is calculated based on a probability default (PD) X exposure at default (EAD) X (Loss given default X discount rate - LGD)). The Company calculates the PD by taking into account the past historical trends of the portfolio and its credit performance based on a homogenous characteristic of the underlying portfolio. This is calculated based on a 12 month PD perspective. In case of Impaired assets where lifetime PD is applied, the PD is extrapolated to take into account the probability of default over the life time of asset.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025

### Loans

Credit risk is controlled by analysing the credit limits and creditworthiness of the customer on a continuous basis to whom the credit has been granted after obtaining necessary approvals for credit. An impairment analysis is performed at each reporting date on a portfolio basis. The Group holds collateral as security against the loans. The impairment of the credit risk on the loan is carried out through a detailed ECL model. The ECL model provides for the ECL on a 12 month ECL basis for standard to stage 1 Assets whereas the same is calculated based on a lifetime ECL for stage 2 & 3 level assets. The ECL is calculated based on a probability default (PD) X exposure at default (EAD) X (Loss given default X discount rate - LGD)). The Group calculates the PD by taking into account the past historical trends of the portfolio and its credit performance based on a homogenous characteristic of the underlying portfolio. This is calculated based on a 12 month PD perspective. In case of Impaired assets where lifetime PD is applied, the PD is extrapolated to take into account the probability of default over the life time of asset.

Loss given default (LGD) represents estimated financial loss the Group is likely to suffer in respect of default account and it is used to calculate provision requirement on EAD along with PD. The Group uses collection details on previously defaulted cases for calculating LGD including estimated direct cost of collection from default cases. Appropriate discounting rates are applied to calculate present value of future estimated collection net of direct collection cost. LGD thus calculated is used for all Stages, i.e. Stage 1, Stage 2 and Stage 3.

The exposure at default (EAD) represents the gross carrying amount of the financial instruments subject to the impairment calculation; To calculate the ECL for a Stage 1 loan, the Group assesses the possible default events within 12 months for the calculation of the 12 month ECL. For Stage 2 and Stage 3 financial assets, the exposure at default is considered for events over the lifetime of the instruments.

The Group uses historical empirical data to arrive at factors that are indicative of future credit risk on the basis of combinations of these parameters. Some of the factors that the Group may consider are:

- |  |                                  |
|--|----------------------------------|
| a) Loan to value                                   | b) Type of collateral            |
| c) Cash-flow and income assessment of the borrower | d) Credit Rating of the borrower |
| e) Repayment track record of the borrower          |                                  |

### Exposure to credit risk

Financial asset measured at amortised cost for which loss allowance is measured using expected credit loss model:

₹ in Lakhs

| Particulars               | As at<br>31-03-2025 | As at<br>31-03-2024 |
|---------------------------|---------------------|---------------------|
| Trade receivables         | 802.18              | 194.69              |
| Loans                     | 68,891.56           | 61,194.41           |
| Investments               | 1,854.01            | 3,261.43            |
| Other financial assets    | 1,282.42            | 1,283.74            |
| <b>At end of the year</b> | <b>72,830.17</b>    | <b>65,934.27</b>    |

### Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group has interest rate risk exposure mainly from changes in rate of interest on borrowing. The following table analyse the breakdown of the financial assets and liabilities by type of interest rate:

₹ in Lakhs

| Particulars  | As at<br>31-03-2025 | As at<br>31-03-2024 |
|--|---------------------|---------------------|
| <b>Financial assets</b>                            |                     |                     |
| <b>Interest bearing</b>                            |                     |                     |
| <b>- fixed interest rate</b>                       |                     |                     |
| Cash and cash equivalent                           | 200.15              | 190.08              |
| Bank balances other than cash and cash equivalents | 294.69              | 510.07              |
| Loans  | 61,028.51           | 39,521.07           |
| Investments  | 2,74,249.29         | 2,63,234.11         |
| Stock of securities                                | 52,924.00           | 26,552.41           |
| Other financial assets                             | 122.83              | 123.48              |
| <b>- floating interest rate</b>                    |                     |                     |
| Loans  | 7,863.05            | 21,673.34           |
| Investments  | 1,771.75            | 2,168.68            |
| Stock of securities                                | -                   | 1,164.99            |
| <b>Non interest bearing</b>                        |                     |                     |
| Investment   | 6,798.23            | 7,545.79            |
| Stock of securities                                | -                   | 974.80              |
| Cash and cash equivalents                          | 2,722.48            | 2,292.94            |
| Trade receivables                                  | 802.18              | 194.69              |
| Other financial assets                             | 6,400.71            | 5,878.50            |
| <b>Total</b>                                       | <b>4,15,177.87</b>  | <b>3,72,024.95</b>  |
| <b>Financial liabilities</b>                       |                     |                     |
| <b>Interest bearing</b>                            |                     |                     |
| <b>- fixed interest rate</b>                       |                     |                     |
| Borrowings including debt securities               | 1,26,100.40         | 1,31,684.25         |
| Lease liabilities                                  | 1,693.07            | 2,070.56            |
| Deposits   | 73.35               | 197.50              |
| <b>- floating interest rate</b>                    |                     |                     |
| Borrowings   | 1,88,605.99         | 1,43,509.85         |
| <b>Non interest bearing</b>                        |                     |                     |
| Trade payables                                     | 490.35              | 661.12              |
| Other financial liabilities                        | 3,951.08            | 5,889.34            |
| <b>Total</b>                                       | <b>3,20,914.24</b>  | <b>2,84,012.62</b>  |

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025

### Interest rate sensitivity

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of borrowings affected. With all other variables held constant, the Group's profit before tax is affected through the impact on floating rate financial instruments, as follows:

| Particulars                 | Current Year<br>2024-2025 | Previous Year<br>2023-2024 |
|-----------------------------|---------------------------|----------------------------|
| Increase in basis points    | 50.00                     | 50.00                      |
| Effect on profit before tax | (894.86)                  | (592.51)                   |
| Decrease in basis points    | 50.00                     | 50.00                      |
| Effect on profit before tax | 894.86                    | 592.51                     |

### NOTE - 43

#### LIQUIDITY RISK

The Group's principal sources of liquidity are cash and cash equivalents and the cash flow that is generated from operations. Liquidity risk is the risk that the Group may not be able to meet its present and future cash and collateral obligations without incurring unacceptable losses. The Group objective is to, at all times maintain optimum levels of liquidity to meet its cash and collateral requirements. The Group closely monitors its liquidity position and deploys a robust cash management system. It maintains adequate sources of financing including debt and overdraft from banks at an optimised cost.

The Group's maximum exposure to liquidity risk for the components of the balance sheet at 31 March 2025 and 31 March 2024 is the carrying amounts. The liquidity risk is managed on the basis of expected maturity dates of the financial liabilities. The Group's major financial liabilities include term loans with maturity profile ranging between 0 to 5 years and short term borrowings are generally payable within one year. The average credit period taken to settle trade payables is about 30 days. The other payables are with short-term durations. The following table analysis undiscounted financial liabilities by remaining contractual maturities:

₹ in Lakhs

| Particulars                          | On demand       | Less than<br>3 months | 3 to 12 months   | 1 to 5 years     | >5 years      | Total              |
|--------------------------------------|-----------------|-----------------------|------------------|------------------|---------------|--------------------|
| <b>As at 31 March 2025</b>           |                 |                       |                  |                  |               |                    |
| Borrowings including debt securities | 339.77          | 1,81,943.91           | 56,393.09        | 95,915.36        | -             | 3,34,592.13        |
| Trade and other payables             | -               | 490.35                | -                | -                | -             | 490.35             |
| Deposits                             | -               | -                     | -                | 103.84           | -             | 103.84             |
| Other financial liabilities          | 14.33           | 3,072.18              | 1,579.84         | 1,066.96         | 144.44        | 5,877.75           |
|                                      | <b>354.10</b>   | <b>1,85,506.44</b>    | <b>57,972.93</b> | <b>97,086.16</b> | <b>144.44</b> | <b>3,41,064.07</b> |
| <b>As at 31 March 2024</b>           |                 |                       |                  |                  |               |                    |
| Borrowings including debt securities | 4,702.60        | 1,71,968.65           | 58,474.19        | 52,069.25        | -             | 2,87,214.69        |
| Trade and other payables             | -               | 661.12                | -                | -                | -             | 661.12             |
| Deposits                             | -               | 196.02                | -                | 1.84             | -             | 197.86             |
| Other financial liabilities          | 11.49           | 5,773.14              | 751.12           | 1,643.20         | 208.78        | 8,387.73           |
|                                      | <b>4,714.09</b> | <b>1,78,598.93</b>    | <b>59,225.31</b> | <b>53,714.29</b> | <b>208.78</b> | <b>2,96,461.40</b> |

### Capital management

For the purpose of the Group's capital management, capital includes issued equity capital, share premium and all other equity reserves attributable to the equity holders of the Group. The primary objective of the Group's capital management is to maximise the shareholder value. The Group manages its capital to ensure that it will continue as going concern while maximising the return to stakeholders. The Group manages its capital structure and makes adjustment in light of changes in business condition. The Group monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Group's policy is to keep optimum gearing ratio. The Group includes within net debt, interest bearing loans and borrowings, trade and other payables, less cash and cash equivalents, excluding discontinued operations.

₹ in Lakhs

| Particulars                          | As at<br>31-03-2025 | As at<br>31-03-2024 |
|--------------------------------------|---------------------|---------------------|
| Borrowings including debt securities | 3,14,706.38         | 2,75,194.10         |
| Trade payables                       | 490.35              | 661.12              |
| Other financial liabilities          | 5,644.16            | 7,959.90            |
| Deposits                             | 73.35               | 197.50              |
| Less: cash and bank balances         | (3,217.32)          | (2,993.09)          |
| <b>Net debt (A)</b>                  | <b>3,17,696.92</b>  | <b>2,81,019.53</b>  |
| Equity share capital                 | 660.00              | 660.00              |
| Other equity                         | 96,385.67           | 91,246.61           |
| Non-controlling interest             | 4,076.04            | 2,900.09            |
| <b>Total member's capital (B)</b>    | <b>1,01,121.71</b>  | <b>94,806.70</b>    |
| <b>Capital and net debt (C=A+B)</b>  | <b>4,18,818.63</b>  | <b>3,75,826.23</b>  |
| <b>Gearing ratio (%) (A/C)</b>       | <b>75.86</b>        | <b>74.77</b>        |

In order to achieve this overall objective, the Group's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the borrowings that define capital structure requirements. Breaches in meeting the financial covenants would permit the bank to immediately call borrowings. There have been no breaches in the financial covenants of any borrowings in the current period.

No changes were made in the objectives, policies or processes for managing capital during the aforesaid financial period.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025

### NOTE - 44

#### FAIR VALUE HIERARCHY

**Level I** - Quoted prices (unadjusted) in active markets for identical assets or liabilities.

**Level II** - Inputs other than quoted prices included within Level I that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

**Level III** - Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

The following table presents fair value hierarchy of assets and liabilities measured at fair value on a recurring basis as of 31 March 2025:

₹ in Lakhs

| Particulars                           | As at<br>31-03-2025 | Fair value measurement at end of the reporting year using |             |           |
|---------------------------------------|---------------------|---|-------------|-----------|
|                                       |                     | Level I   | Level II    | Level III |
| <b>Financial Assets:</b>              |                     |   |             |           |
| Debt instruments FVTPL                | 1,97,965.89         | -   | 1,97,965.89 | -         |
| Equity instruments FVTOCI             | 55.51               | 55.05   | -           | 0.46      |
| Alternate Investment Fund at FVTPL    | 6,238.21            | -   | 6,238.21    | -         |
| Mutual Funds at FVTPL                 | 504.51              | 504.51  | -           | -         |
| Government securities at FVTPL        | 76,201.14           | -   | 76,201.14   | -         |
| <b>Stock of securities:</b>           |                     |   |             |           |
| Debt instruments at FVTPL             | 52,924.00           | -   | 52,924.00   | -         |
| Other financial assets:               |                     |   |             |           |
| Income receivable on financial assets | 5,241.12            | -   | 5,241.12    | -         |

The following table presents fair value hierarchy of assets and liabilities measured at fair value on a recurring basis as of 31 March 2024:

₹ in Lakhs

| Particulars                           | As at<br>31-03-2024 | Fair value measurement at end of the reporting year using |             |           |
|---------------------------------------|---------------------|---|-------------|-----------|
|                                       |                     | Level I   | Level II    | Level III |
| <b>Financial Assets:</b>              |                     |   |             |           |
| Debt instruments FVTPL                | 1,84,503.69         | -   | 1,84,503.69 | -         |
| Equity instruments FVTOCI             | 78.76               | 78.30   | -           | 0.46      |
| Alternate Investment Fund at FVTPL    | 6,838.78            | -   | 6,838.78    | -         |
| Mutual Funds at FVTPL                 | 628.25              | 628.25  | -           | -         |
| Government securities at FVTPL        | 77,611.16           | -   | 77,611.16   | -         |
| <b>Stock of securities:</b>           |                     |   |             |           |
| Exchange Traded funds at FVTPL        | 974.80              | 974.80  | -           | -         |
| Debt instruments at FVTPL             | 27,717.41           | -   | 27,717.41   | -         |
| Other financial assets:               |                     |   |             |           |
| Income receivable on financial assets | 4,744.74            | -   | 4,744.74    | -         |

**Description of techniques and valuation inputs used for Level II and Level III hierarchy are under:**

| Assets class   | Fair value hierarchy | Valuation techniques and inputs   |
|--|----------------------|---|
| Debt instruments, Government securities, commercial paper and state development loan measured at FVTPL | Level II             | Valuation techniques and inputs in order of first preference are as under:<br>1. Cost of securities only if the securities are allotted within last 20 days or purchased within 7 days from the measurement date or, latest traded price reported on recognised stock exchange or settlement house close to measurement date i.e. in the range of 0-7 days, whichever is later.<br>2. Weighted average (appropriate weight considered by the company) of;<br>-Future cash flows which are discounted using a discount rate arrived at by adding the spread provided by FIMMDA and<br>-Latest subsequent traded price reported on recognised stock exchange or settlement house close to measurement date i.e. in the range of 0-7 days"<br>3. Future cash flows are discounted using a discount rate arrived at by adding the spread provided by FIMMDA or other approved agencies and annualised government security yield provided by regulatory authorities. |
| Alternative Investment Fund measured at FVTPL  | Level II             | The valuation is done based on the rating agency valuation provided by the Alternative Investment Fund.   |
| Unquoted equity instruments measured at FVTOCI   | Level III            | Based on unobservable inputs which generally approximates to the carrying value of the investments unless significantly impaired. Fair value has been considered Nil for significantly impaired investments. Sensitivity change in the unobservable input does not have a significant impact in its value and accordingly, sensitivity disclosure is not given.   |

a. The Group does not carry any financial asset and liability which it fair values on a non recurring basis

b. During the year there were no transfers across fair value hierarchy (level 1, 2 and 3)

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025

### NOTE - 45

#### FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENT NOT MEASURED AT FAIR VALUE

The carrying value and fair value of financial instrument not measured at fair value by categories as of 31 March 2025 were as follows:

₹ in Lakhs

| Particulars                             | Total carrying value | Fair value measurement at end of the reporting year using |                  |                    |
|---|----------------------|---|------------------|--------------------|
|   |                      | Level I   | Level II         | Level III          |
| <b>Assets:</b>                          |                      |   |                  |                    |
| Trade Receivables                       | 802.18               | -   | -                | 802.18             |
| Loans                                   | 68,617.79            | -   | -                | 68,617.79          |
| Investments                             | 1,844.92             | -   | 1,831.50         | -                  |
| Other financial assets                  | 1,282.42             | -   | -                | 1,282.42           |
| <b>TOTAL</b>                            | <b>72,547.31</b>     | <b>-</b>  | <b>1,831.50</b>  | <b>70,702.39</b>   |
| <b>Liabilities:</b>                     |                      |   |                  |                    |
| Trade payables                          | 490.35               | -   | -                | 490.35             |
| Debt Securities                         | 65,698.08            | -   | 66,166.44        | -                  |
| Borrowings (other than debt securities) | 2,49,008.30          | -   | -                | 2,49,008.30        |
| Deposits                                | 73.35                | -   | -                | 73.35              |
| Other financial liabilities             | 5,644.16             | -   | -                | 5,644.16           |
| <b>TOTAL</b>                            | <b>3,20,914.24</b>   | <b>-</b>  | <b>66,166.44</b> | <b>2,55,216.16</b> |

The carrying value and fair value of financial instrument not measured at fair value by categories as of 31 March 2024 were as follows:

₹ in Lakhs

| Particulars                             | Total carrying value | Fair value measurement at end of the reporting year using |                  |                    |
|---|----------------------|---|------------------|--------------------|
|   |                      | Level I   | Level II         | Level III          |
| <b>Assets:</b>                          |                      |   |                  |                    |
| Trade Receivables                       | 194.69               | -   | -                | 194.69             |
| Loans                                   | 60,948.57            | -   | -                | 60,948.57          |
| Investments                             | 3,244.67             | -   | 3,450.14         | -                  |
| Other financial assets                  | 1,283.74             | -   | -                | 1,283.74           |
| <b>TOTAL</b>                            | <b>65,671.67</b>     | <b>-</b>  | <b>3,450.14</b>  | <b>62,427.00</b>   |
| <b>Liabilities:</b>                     |                      |   |                  |                    |
| Trade payables                          | 661.12               | -   | -                | 661.12             |
| Debt Securities                         | 71,682.82            | -   | 74,155.43        | -                  |
| Borrowings (other than debt securities) | 2,03,511.28          | -   | -                | 2,03,511.28        |
| Deposits                                | 197.50               | -   | -                | 197.50             |
| Other financial liabilities             | 7,959.90             | -   | -                | 7,959.90           |
| <b>TOTAL</b>                            | <b>2,84,012.62</b>   | <b>-</b>  | <b>74,155.43</b> | <b>2,12,329.80</b> |

#### Measurement of fair value

Below are the methodologies and assumptions used to determine fair values for the above financial instruments which are not recorded and measured at fair value in the financial statements, these fair values were calculated for disclosure purpose only.

##### a. Short term financial assets and liabilities

For financial assets and financial liabilities that have a short term maturity (less than twelve months), the carrying amounts, which are net of impairment, are a reasonable approximation of their fair value. Such instruments include: trade receivables, other financial assets (excluding security deposit), trade payables and other financial liabilities.

##### b. Loans

In case of loans with floating rates, the interest rate represents the market rate. Consequently the carrying amount represents the fair value.

In case of loan with fixed rate, the fair values estimated by discounted cash flow model that incorporates assumptions for credit risk, probability of default and loss given default estimates. As per management assumptions, the fair value of the loans & advances has been at par with the carrying value of the portfolio considering the fact that the competitive interest rates in the operational area of the company and the portfolio in which the company has exposure are more or less as per prevailing market rates.

##### c. Investments

Refer Note 44 for description of techniques and valuation inputs used for Level II hierarchy adopted for fair valuation of investments measured at amortised cost

##### d. Debt securities

Refer Note 44 for description of techniques and valuation inputs used for Level II hierarchy adopted for fair valuation of debt securities measured at amortised cost

##### e. Borrowings

In case of borrowings, the interest rate represents the market rate. Consequently the carrying amount represents the fair value.



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025

### NOTE - 46

#### DETAILS OF UNSECURED DEBT SECURITIES (COMMERCIAL PAPERS)

##### A Details of unsecured commercial papers as at 31 March 2025

| Name of Security                      | Number   | Amount<br>(Rs. in lakhs) | Allotment<br>Date | Redemption<br>Date |
|---------------------------------------|----------|--------------------------|-------------------|--------------------|
| 9.00% Commercial Paper (INE701G14221) | 200.00   | 1,000.00                 | 24-Sep-24         | 22-Apr-25          |
| 9.05% Commercial Paper (INE701G14239) | 1,000.00 | 5,000.00                 | 11-Dec-24         | 10-Dec-25          |
| 8.75% Commercial Paper (INE701G14254) | 200.00   | 1,000.00                 | 04-Mar-25         | 06-May-25          |

1. Face value of all the commercial papers is Rs.5,00,000 each

##### B Details of unsecured commercial papers as at 31 March 2024

| Name of Security                      | Number   | Amount<br>(Rs. in lakhs) | Allotment<br>Date | Redemption<br>Date |
|---------------------------------------|----------|--------------------------|-------------------|--------------------|
| 8.75% Commercial Paper (INE701G14148) | 1,000.00 | 5,000.00                 | 13-Oct-23         | 19-Apr-24          |
| 9.00% Commercial Paper (INE701G14155) | 980.00   | 4,900.00                 | 12-Jan-24         | 10-Jul-24          |
| 8.75% Commercial Paper (INE701G14155) | 20.00    | 100.00                   | 12-Jan-24         | 10-Jul-24          |

1. Face value of all the commercial papers is Rs.5,00,000 each

### NOTE 47

#### DETAILS OF SECURED REDEEMABLE NON-CONVERTIBLE DEBENTURES

##### A Details of secured redeemable non-convertible debentures as at 31 March 2025

| Name of Security                             | Number    | Amount<br>(Rs. in lakhs) | Allotment<br>Date | Redemption<br>Date |
|--|-----------|--------------------------|-------------------|--------------------|
| 9.75% Non Convertible Debentures - Series K* | 6,600.00  | 6,600.00                 | 28-Jun-18         | 28-Jun-25          |
| 9.95% Non Convertible Debentures - Series N* | 3,500.00  | 3,500.00                 | 18-Sep-18         | 18-Sep-25          |
| 9.08% Non Convertible Debentures - Series U  | 5,000.00  | 5,000.00                 | 17-Jul-23         | 17-Jul-26          |
| 9.35% Non Convertible Debentures             | 5,000.00  | 5,000.00                 | 24-Apr-24         | 24-Apr-27          |
| 9.35% Non Convertible Debentures*            | 4,000.00  | 4,000.00                 | 13-May-24         | 13-May-27          |
| 9.35% Non Convertible Debentures             | 2,500.00  | 2,500.00                 | 01-Aug-24         | 01-Nov-25          |
| 9.40% Non Convertible Debentures             | 5,000.00  | 5,000.00                 | 03-Oct-24         | 03-Oct-27          |
| 9.29% Non Convertible Debentures*            | 12,500.00 | 12,500.00                | 24-Oct-24         | 23-Oct-26          |
| 9.40% Non Convertible Debentures*            | 5,000.00  | 5,000.00                 | 30-Dec-24         | 30-Dec-27          |
| 9.40% Non Convertible Debentures*            | 5,000.00  | 5,000.00                 | 14-Jan-25         | 14-Jan-28          |
| 9.50% Non Convertible Debentures*            | 5,000.00  | 5,000.00                 | 27-Mar-25         | 27-Mar-28          |

1. Face value of all the non convertible debentures is Rs.1,00,000

\*Non convertible debentures are redeemable at a call option in the range of 12 months to 48 months.

##### B Details of secured redeemable non-convertible debentures as at 31 March 2024

| Name of Security                                 | Number    | Amount<br>(Rs. in lakhs) | Allotment<br>Date | Redemption<br>Date |
|--|-----------|--------------------------|-------------------|--------------------|
| 9.00% Non Convertible Debentures - Series E-II   | 5,852.00  | 5,852.00                 | 10-Aug-17         | 10-Aug-24          |
| 9.40% Non Convertible Debentures - Series H      | 7,000.00  | 7,000.00                 | 06-Dec-17         | 06-Dec-24          |
| 9.75% Non Convertible Debentures - Series K      | 6,600.00  | 6,600.00                 | 28-Jun-18         | 28-Jun-25          |
| 9.95% Non Convertible Debentures - Series N      | 3,500.00  | 3,500.00                 | 18-Sep-18         | 18-Sep-25          |
| 8.00% Non Convertible Debentures - Series S      | 13,835.00 | 13,835.00                | 28-May-21         | 28-May-24          |
| 8.05% Non Convertible Debentures - Series T      | 500.00    | 5,000.00                 | 30-Mar-22         | 30-Mar-25          |
| 0.00% Non Convertible Debentures - Series MLD- I | 990.00    | 9,900.00                 | 26-May-22         | 26-May-24          |
| 0.00% Non Convertible Debentures - Series MLD- 2 | 514.00    | 5,140.00                 | 27-Jun-22         | 27-Jun-24          |
| 9.08% Non Convertible Debentures - Series U      | 5,000.00  | 5,000.00                 | 17-Jul-23         | 17-Jul-26          |

1. Face value of all the non convertible debentures is Rs.1,00,000 except Series T, Series MLD-1 and MLD-2

2. Face value of Series T, Series MLD-1 and MLD-2 non convertible debentures is Rs.10,00,000.

3. Non convertible debentures Series B, Series E, Series K, Series H, Series N, Series S, Series T, Series MLD-1 and Series MLD-2 are redeemable at a call option in the range of 12 months to 48 months.



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025

### NOTE - 48 INCOME TAX

A) The major components of income tax expense for the years are:

₹ in Lakhs

| Particulars   | Current Year<br>2024-2025 | Previous Year<br>2023-2024 |
|---|---------------------------|----------------------------|
| <b>Current income tax:</b>  |                           |                            |
| Current income tax charge   | 2,129.37                  | 2,819.87                   |
| Adjustments in respect of previous year                               | 4.11                      | (8.34)                     |
| <b>Deferred tax:</b>  |                           |                            |
| Relating to origination and reversal of temporary differences         | 131.41                    | 213.03                     |
| <b>Income tax expense reported in the statement of profit or loss</b> | <b>2,264.89</b>           | <b>3,024.56</b>            |

B) The income tax expense for the year can be reconciled to the accounting profit as follows

₹ in Lakhs

| Particulars  | Current Year<br>2024-2025 | Previous Year<br>2023-2024 |
|--|---------------------------|----------------------------|
| <b>Profit before tax</b>   | 10,977.77                 | 12,276.75                  |
| Applicable Tax Rate  | 25.17%                    | 25.17%                     |
| Computed expected tax expenses   | 2,762.89                  | 3,089.81                   |
| <b>Tax effect of :</b>   |                           |                            |
| Tax effect due to non-deductible items   | 90.50                     | 120.36                     |
| Tax effect due to deductible items   | (70.37)                   | (48.29)                    |
| Tax effect due to different tax rate   | (22.79)                   | (31.46)                    |
| Tax effect due to cost indexation benefit  | -                         | (68.40)                    |
| Tax effect due to recognition of previously unrecognised tax losses                    | -                         | (57.20)                    |
| Tax effect due to recognition / non recognition of deferred tax assets / (liabilities) | (520.42)                  | 19.88                      |
| Adjustments in respect of current income tax of previous year                          | 4.11                      | (8.34)                     |
| Others   | 20.96                     | 8.20                       |
| <b>Income tax expense reported in the statement of profit or loss</b>                  | <b>2,264.89</b>           | <b>3,024.56</b>            |

C) The Gross movement in the current income tax asset/(Liability) for the year ended 31 March 2025 and 31 March 2024 is as follows

₹ in Lakhs

| Particulars  | As at<br>31-03-2025 | As at<br>31-03-2024 |
|--|---------------------|---------------------|
| Net current income tax asset/(liability) at the beginning of the year  | 331.44              | 15.27               |
| Income tax paid  | 3,142.40            | 3,132.16            |
| Current tax expenses   | (2,129.37)          | (2,819.87)          |
| Interest on tax expenses   | (1.99)              | (4.46)              |
| Excess short provision of earlier year                                 | (4.11)              | 8.34                |
| <b>Net current income tax asset/(liability) at the end of the year</b> | <b>1,338.37</b>     | <b>331.44</b>       |

D) The balance comprises temporary differences attributable to the below items and corresponding movement in deferred tax liabilities / assets:

₹ in Lakhs

| Particulars   | As at<br>31-03-2025 | As at<br>31-03-2024 |
|---|---------------------|---------------------|
| Net deferred tax asset/(liability) at the beginning of the year                           | (567.27)            | (382.90)            |
| Depreciation on property, plant and equipments, investment properties & intangible assets | 20.90               | (48.96)             |
| Fair value gain / (loss) on investment  | (100.31)            | (315.04)            |
| Transaction costs   | 14.26               | 0.79                |
| Right of use assets   | 106.21              | (129.36)            |
| Gain on modification due to restructuring of loan   | -                   | 0.20                |
| Timing difference arising on Section 36 on Income Tax Act 1961                            | (4.29)              | (3.60)              |
| Expenses allowable on payment basis (gratuity)  | 17.21               | 8.83                |
| Lease liabilities   | (93.52)             | 139.21              |
| Long term capital loss  | (83.78)             | 174.22              |
| Impairment on financial instruments   | 7.79                | (14.29)             |
| EIR of Securiteis at amortised cost   | 0.15                | (5.49)              |
| Disallowance of share issue expenses  | (1.53)              | 3.73                |
| Unabsorbed business loss  | (8.19)              | 5.39                |
| <b>Net deferred tax asset/(liability) at the end of the year</b>                          | <b>(692.37)</b>     | <b>(567.27)</b>     |

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025

## NOTE - 49

### MATURITY ANALYSIS OF ASSETS AND LIABILITIES

The table below shows an analysis of assets and liabilities according to when they are expected to be recovered or settled

₹ in Lakhs

|   | Within<br>12 Months | After<br>12 Months | Total              | Within<br>12 Months | After<br>12 Months | Total              |
|---|---------------------|--------------------|--------------------|---------------------|--------------------|--------------------|
| <b>ASSETS</b>   |                     |                    |                    |                     |                    |                    |
| <b>(1) Financial assets</b>   |                     |                    |                    |                     |                    |                    |
| (a) Cash and cash equivalents   | 2,908.30            | -                  | 2,908.30           | 2,471.53            | -                  | 2,471.53           |
| (b) Bank balances other than (a) above  | 292.89              | 16.13              | 309.02             | 294.56              | 227.00             | 521.56             |
| (c) Trade receivables   | 802.18              | -                  | 802.18             | 194.69              | -                  | 194.69             |
| (d) Loans   | 35,805.02           | 32,812.77          | 68,617.79          | 31,464.63           | 29,483.94          | 60,948.57          |
| (e) Investments   | 2,81,540.19         | 1,269.99           | 2,82,810.18        | 2,70,043.12         | 2,862.19           | 2,72,905.31        |
| (f) Other financial assets  |                     |                    |                    |                     |                    |                    |
| (i) Stock of securities   | 52,924.00           | -                  | 52,924.00          | 28,692.21           | -                  | 28,692.21          |
| (ii) Other financial assets   | 5,908.16            | 615.38             | 6,523.54           | 5,342.66            | 685.82             | 6,028.48           |
| <b>Total financial assets</b>   | <b>3,80,180.74</b>  | <b>34,714.27</b>   | <b>4,14,895.01</b> | <b>3,38,503.40</b>  | <b>33,258.95</b>   | <b>3,71,762.35</b> |
| <b>(2) Non-financial assets</b>   |                     |                    |                    |                     |                    |                    |
| (a) Current tax assets (net)  | 1,358.60            | -                  | 1,358.60           | 364.82              | -                  | 364.82             |
| (b) Deferred tax assets (net)   | -                   | 69.72              | 69.72              | -                   | 86.88              | 86.88              |
| (c) Investment property   | -                   | 2,480.27           | 2,480.27           | -                   | 2,537.65           | 2,537.65           |
| (d) Property, plant and equipment   | -                   | 4,514.39           | 4,514.39           | -                   | 4,920.60           | 4,920.60           |
| (e) Goodwill  | -                   | 399.97             | 399.97             | -                   | 399.97             | 399.97             |
| (f) Capital work-in-progress  | -                   | -                  | -                  | 188.43              | -                  | 188.43             |
| (g) Intangible assets   | -                   | 33.58              | 33.58              | -                   | 55.98              | 55.98              |
| (h) Other non financial assets  | 261.69              | 19.69              | 281.38             | 283.45              | 17.97              | 301.42             |
| <b>Total non-financial assets</b>   | <b>1,620.29</b>     | <b>7,517.62</b>    | <b>9,137.91</b>    | <b>836.70</b>       | <b>8,019.05</b>    | <b>8,855.75</b>    |
| <b>TOTAL ASSETS</b>   | <b>3,81,801.03</b>  | <b>42,231.89</b>   | <b>4,24,032.92</b> | <b>3,39,340.10</b>  | <b>41,278.00</b>   | <b>3,80,618.10</b> |
| <b>LIABILITIES AND EQUITY</b>   |                     |                    |                    |                     |                    |                    |
| <b>LIABILITIES</b>  |                     |                    |                    |                     |                    |                    |
| <b>(1) Financial liabilities</b>  |                     |                    |                    |                     |                    |                    |
| (a) Trade payables  | -                   | -                  | -                  | -                   | -                  | -                  |
| (i) Total outstanding dues of micro enterprises and small enterprises                       | 18.91               | -                  | 18.91              | 2.79                | -                  | 2.79               |
| (ii) Total outstanding dues of creditors other than micro enterprises and small enterprises | 471.44              | -                  | 471.44             | 658.33              | -                  | 658.33             |
| (b) Debt securities   | 21,779.32           | 43,918.76          | 65,698.08          | 56,582.82           | 15,100.00          | 71,682.82          |
| (c) Borrowings (other than debt securities)   | 2,05,954.44         | 43,053.86          | 2,49,008.30        | 1,71,492.78         | 32,018.50          | 2,03,511.28        |
| (d) Deposits  | 51.95               | 21.40              | 73.35              | 196.02              | 1.48               | 197.50             |
| (e) Other financial liabilities   | 4,564.31            | 1,079.85           | 5,644.16           | 6,373.58            | 1,586.32           | 7,959.90           |
| <b>Total financial liabilities</b>  | <b>2,32,840.37</b>  | <b>88,073.87</b>   | <b>3,20,914.24</b> | <b>2,35,306.32</b>  | <b>48,706.30</b>   | <b>2,84,012.62</b> |
| <b>(2) Non-financial liabilities</b>  |                     |                    |                    |                     |                    |                    |
| (a) Current tax liabilities (net)   | 20.23               | -                  | 20.23              | 33.38               | -                  | 33.38              |
| (b) Provisions  | 169.44              | 507.87             | 677.31             | 137.32              | 471.65             | 608.97             |
| (c) Deferred tax liabilities (net)  | -                   | 762.09             | 762.09             | 363.18              | 290.97             | 654.15             |
| (d) Other non-financial liabilities   | 515.24              | 22.10              | 537.34             | 502.07              | 0.21               | 502.28             |
| <b>Total non-financial liabilities</b>  | <b>704.91</b>       | <b>1,292.06</b>    | <b>1,996.97</b>    | <b>1,035.95</b>     | <b>762.83</b>      | <b>1,798.78</b>    |
| <b>TOTAL LIABILITIES</b>  | <b>2,33,545.28</b>  | <b>89,365.93</b>   | <b>3,22,911.21</b> | <b>2,36,342.27</b>  | <b>49,469.13</b>   | <b>2,85,811.40</b> |
| <b>EQUITY</b>   |                     |                    |                    |                     |                    |                    |
| (a) Equity share capital  | -                   | 660.00             | 660.00             | -                   | 660.00             | 660.00             |
| (b) Other equity  | -                   | 96,385.67          | 96,385.67          | -                   | 91,246.61          | 91,246.61          |
| (c) Non controlling interest  | -                   | 4,076.04           | 4,076.04           | -                   | 2,900.09           | 2,900.09           |
| <b>TOTAL EQUITY</b>   | <b>-</b>            | <b>1,01,121.71</b> | <b>1,01,121.71</b> | <b>-</b>            | <b>94,806.70</b>   | <b>94,806.70</b>   |

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025

### NOTE - 50

a) Additional information as required under Schedule III to the Companies act 2013, of enterprises consolidated as Subsidiary Company: ₹ in Lakhs

| Particulars  | Parent    | Subsidiaries | Non controlling interest (NCI) | Adjustment due to consolidation | Total (including NCI) |
|--|-----------|--------------|--------------------------------|---------------------------------|-----------------------|
| Net assets   | 49,977.98 | 91,805.47    | 4,076.04                       | (44,737.78)                     | 1,01,121.71           |
| As a percentage of consolidated net assets (%)                 | 49.42%    | 90.79%       | 4.03%                          | (44.24%)                        | 100.00%               |
| Share in profit or loss  | 3,285.21  | 7,137.70     | 239.93                         | (1,949.96)                      | 8,712.88              |
| As a percentage of consolidated profit or loss (%)             | 37.71%    | 81.92%       | 2.75%                          | (22.38%)                        | 100.00%               |
| Share in other comprehensive income                            | 0.98      | (42.98)      | (0.19)                         | 0.19                            | (42.00)               |
| As a percentage of consolidated other comprehensive income (%) | (2.33%)   | 102.33%      | 0.45%                          | (0.45%)                         | 100.00%               |
| Share in total comprehensive income                            | 3,286.19  | 7,094.72     | 239.74                         | (1,949.77)                      | 8,670.88              |
| As a percentage of consolidated total comprehensive income (%) | 37.90%    | 81.82%       | 2.76%                          | (22.49%)                        | 100.00%               |

b) Salient Features of Financial Statements of Subsidiary Companies Act, 2013 (Pursuant to first proviso to sub-section (3) of section 129:

#### Part "A" : Subsidiaries

₹ in Lakhs

| Sr. No | Name of Subsidiary Company (Along with percentage of holding) | Reporting Currency | Share Capital | Other Equity  | Total Assets | Total Liabilities | Investments | Turnover/ Total Income | Profit before taxation | Profit after taxation | % of Shareholding |
|--------|---|--------------------|---------------|---------------|--------------|-------------------|-------------|------------------------|------------------------|-----------------------|-------------------|
| 1      | A. K. Stockmart Private Limited                               | INR                | 1,200.00      | 2,669.09      | 14,456.97    | 10,587.88         | 254.28      | 3,114.12               | 230.20                 | 170.17                | 100.00            |
| 2      | A. K. Capital Corporation Private Limited                     | INR                | 210.00        | 104.80        | 315.84       | 1.04              | 99.62       | 23.39                  | 22.70                  | 16.95                 | 100.00            |
| 3      | A. K. Wealth Management Private Limited                       | INR                | 225.00        | 379.25        | 842.88       | 238.63            | 451.61      | 222.90                 | 10.47                  | 8.33                  | 100.00            |
| 4      | A. K. Capital (Singapore) PTE. Limited                        | INR                | 451.39        | (380.92)      | 98.73        | 28.26             | -           | 159.23                 | 14.13                  | (1.93)                | 100.00            |
|        |   | SGD*               | 9,04,884.00   | (7,25,004.00) | 2,24,498.00  | 44,618.00         | -           | 2,52,000.00            | 22,524.00              | (2,891.00)            |                   |
| 5      | A. K. Capital Finance Limited                                 | INR                | 2,654.38      | 79,102.52     | 3,16,402.19  | 2,34,645.29       | 2,02,395.12 | 33,396.71              | 8,371.54               | 6,781.63              | 95.12             |
| 6      | Family Home Finance Private Limited                           | INR                | 3,850.00      | 1,129.60      | 7,912.70     | 2,933.10          | 298.85      | 757.90                 | 142.88                 | 110.01                | **95.12           |
| 7      | A. K. Alternative Asset Managers Private Limited              | INR                | 178.60        | 31.76         | 810.15       | 599.79            | 684.81      | 279.10                 | 69.13                  | 52.54                 | **69.99           |

\*As at 31 March 2025 1 SGD = Rs. 63.548977

\*\*Effective shareholding

#### Notes

1 Name of subsidiaries which are yet to commence operations: None

2 Name of subsidiaries which have been liquidated or sold during the year: None

#### Part "B" : Associates and Joint Ventures

The Company doesn't have any Associates and Joint ventures

### NOTE - 51

#### Changes in liability arising from financing activities (Ind AS 7 'Statement of Cash Flows')

₹ in Lakhs

| Particulars  | As at 01 April 2024 | Cash flows       | Transaction cost | Interest accrual | As at 31 March 2025 |
|--|---------------------|------------------|------------------|------------------|---------------------|
| Debt securities                                    | 71,682.82           | (5,889.26)       | (95.48)          | -                | 65,698.08           |
| Borrowing other than debt securities               | 2,03,511.28         | 45,619.83        | (122.81)         | -                | 2,49,008.30         |
| Lease liabilities                                  | 2,070.56            | (673.40)         | 128.80           | 167.11           | 1,693.07            |
| Interest on above borrowings                       | 53.01               | (4,875.57)       | 171.08           | 4,724.62         | 73.14               |
| <b>Total liabilities from financing activities</b> | <b>2,77,317.67</b>  | <b>34,181.60</b> | <b>81.59</b>     | <b>4,891.73</b>  | <b>3,16,472.59</b>  |

₹ in Lakhs

| Particulars  | As at 01 April 2023 | Cash flows       | Transaction cost | Interest accrual | As at 31 March 2024 |
|--|---------------------|------------------|------------------|------------------|---------------------|
| Debt securities                                    | 69,211.52           | 2,456.27         | 15.03            | -                | 71,682.82           |
| Borrowing other than debt securities               | 1,46,974.10         | 56,600.36        | (63.18)          | -                | 2,03,511.28         |
| Lease liabilities                                  | 1,511.50            | (575.65)         | 973.36           | 161.35           | 2,070.56            |
| Interest on above borrowings                       | 24.39               | (4,431.03)       | 162.90           | 4,296.75         | 53.01               |
| <b>Total liabilities from financing activities</b> | <b>2,17,721.51</b>  | <b>54,049.95</b> | <b>1,088.11</b>  | <b>4,458.10</b>  | <b>2,77,317.67</b>  |

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025****NOTE - 52****SIGNIFICANT ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS**

The preparation of the Group's financial statements requires the management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets, liabilities, the accompanying disclosures and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods. Estimates and assumptions are reviewed on periodic basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised.

The key assumptions concerning the future and other key sources of estimation, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities, within the next financial year, are described below. The Group's assumptions and estimates are based on parameters available at the time of preparation of financial statements. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Group. Such changes are reflected in the assumptions when they occur.

**(a) Employee benefit plans**

The cost of the defined benefit plan and other employment benefits plan are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the 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.

The parameter most subject to change is the discount rate. In determining the appropriate discount rate for plans, the management considers the interest rates of government bonds in currencies consistent with the currencies of the postemployment benefit obligation. The mortality rate is based on publicly available mortality tables for India. Those mortality tables tend to change only at intervals in response to demographic changes. Future salary increases are based on expected future inflation rates.

Based on periodic review of the demographic assumptions, attrition rate assumption used for actuarial valuation of liability related to gratuity has been re-assessed during the year ended 31 March 2025. For the purpose of assessing the attrition rate, the Group considered the historical attrition trend and expected rate based on such trend/ experience. The change in assumption resulted in a increase of closing gratuity by Rs.25.06 Lakhs, for the year ended 31 March 2025.

Further details about gratuity obligations are given in Note - 37

**(b) Leases**

The Group determines the lease term as the non-cancellable term of the lease, together with any periods covered by an option to extend the lease if it is reasonably certain to be exercised, or any periods covered by an option to terminate the lease, if it is reasonably certain not to be exercised.

The Group has several lease contracts that include extension and termination options. The Group applies judgement in evaluating whether it is reasonably certain to exercise the option to renew or terminate the lease. It considers all relevant factors that create an economic incentive for it to exercise either the renewal or termination. After the commencement date, the Group reassesses the lease term if there is a significant event or change in circumstances that is within its control and affects its ability to exercise or not to exercise the option to renew or to terminate.

**(c) Impairment allowance for investments and loans**

Recognition and measurement of impairment relating to the investments and loans measured at amortized cost involves significant management judgment and as per the requirements of Ind AS 109, credit loss assessment is based on management's ECL model. Management exercises judgment in determining the quantum of loss based on a range of factors. The most significant areas are:

- Credit ratings of the investments and loans;
- Investment and loans staging criteria
- Calculation of probability of default / Loss given default
- Consideration of probability weighted scenarios and
- Forward looking macro-economic factors.

The Group considered current and anticipated future economic conditions relating to industries the Group deals. In calculating expected credit loss, the Group has also considered credit reports and other related credit information for its investments to estimate the probability of default in future.

**(d) Taxes**

Deferred tax assets are recognised for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits.

**NOTE - 53****Code on Social Security, 2020**

The Indian Parliament has approved the Code on Social Security, 2020 which subsumes the Provident Fund and the Gratuity Act and the Rules thereunder. The Ministry of Labour and Employment has also released draft rules thereunder on 13 November 2020, and has invited suggestions from the stakeholders which are under active consideration by the Ministry. The Group will evaluate the rules, assess the impact, if any, and account the same once the rules are notified and become effective."

**NOTE - 54**

There was no impairment loss on the non-financial assets on the basis of review carried out by the management in accordance with Indian Accounting Standard (Ind AS) – 36 'Impairment of Assets'.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025

### NOTE - 55

The Group does not have any intangible assets under development during the year.

### NOTE - 56

The Group does not hold any Benami Property as defined under Benami Transactions (Prohibition) Act (45) of 1988 and rules made thereunder.

### NOTE - 57

The Group does not have any investments, transactions and relationships with Struck off companies during the financial year ended 31 March 2025 and 31 March 2024.

### NOTE - 58

The Group has complied with the number of layer prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on Number of Layers) Rules, 2017.

### NOTE - 59

#### Utilisation of borrowed funds and share premium

- (a) No funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Group to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Group ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (b) No funds (which are material either individually or in the aggregate) have been received by the Group from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Group shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

### NOTE - 60

The Group does not have any undisclosed income during the financial year ended 31 March 2025 and 31 March 2024.

### NOTE - 61

No fraud on or by the Group has been noticed or reported during the year ended 31 March 2025 and 31 March 2024.

### NOTE - 62

The Group does not traded or invested in Crypto Currency or Virtual Currency during the financial year ended 31 March 2025 and 31 March 2024.

### NOTE - 63

Balances of certain trade receivables, trade payables are subject to confirmation/reconciliation, if any. The management does not expect any material difference affecting the financial statements on such reconciliation/adjustments.

### NOTE - 64

#### SUBSEQUENT EVENTS

- (a) Subsequent to the balance sheet date, the Holding Company has issued its fresh commercial papers amounting to Rs.10 crores which are listed on BSE Limited on 24 April 2025.
- (b) The Board of Directors of the holding company in its meeting held on 23 May 2025, have recommended a final dividend of Rs. 14 per equity share having face value of Rs. 10 each for the year ended 31 March 2025. The same is subject to approval of the shareholders in the ensuing annual general meeting. The proposed dividend if approved at the ensuing annual general meeting will result in total cash outflow of Rs. 924 Lakhs.

### NOTE - 65

Previous year's figure have been regrouped or rearranged, wherever considered necessary, to conform with the current year's presentation.

## SIGNATURES TO 1 TO 65

As per our report of even date attached

For PYS & CO LLP  
Chartered Accountants  
Firm's Registration No. 012388S/S200048

Sanjay Kokate  
Partner  
Membership No. 130007  
Place: Mumbai  
Date: 23 May 2025

For and on behalf of the Board of Directors of  
A. K. Capital Services Limited

A. K. Mittal  
Managing Director  
(DIN:00698377)  
Place: New Delhi  
Date: 23 May 2025

Ashish Agarwal  
Director  
(DIN:08064196)  
Place: New Delhi

Mahesh Bhootra  
Chief Financial Officer  
Place: Mumbai

Tejas Davda  
Company Secretary  
(ACS: A27660)  
Place: Mumbai

### NOTES :

[illegible]



### NOTES :

[illegible]

### NOTES :

[illegible]





Registered Office: 603, 6th Floor, Windsor, Off CST Road, Kalina, Santacruz (East), Mumbai – 400 098.  
Tel: +91 (022) 67546500 / 66349300 Fax: +91 (022) 66100594 | Website: [www.akgroup.co.in](http://www.akgroup.co.in)



## A. K. Capital Services Limited

**Registered Office:** 603, 6<sup>th</sup> Floor, Windsor, Off CST Road, Kalina, Santacruz (East), Mumbai - 400098

**CIN:** L74899MH1993PLC274881 | **Tel:** +91-22-67546500 | **Fax:** +91-22-66100594

**Website:** [www.akgroup.co.in](http://www.akgroup.co.in) | **Email:** [akcslagm@akgroup.co.in](mailto:akcslagm@akgroup.co.in)

To,  
The Shareholder,

**Subject: Notice of the 32<sup>nd</sup> Annual General Meeting of the Company to be held on Saturday, September 13, 2025, at 10:00 a.m. (IST) and Annual Report for the FY 2024-25.**

Dear Shareholder,

We are pleased to inform you that the **32<sup>nd</sup> Annual General Meeting (AGM)** of **A. K. Capital Services Limited** ("the Company") is scheduled to be held on **Saturday, 13th day of September, 2025, at 10:00 a.m. (IST)** through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM"), in accordance with the applicable circulars issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India (the "SEBI")

Pursuant to Regulation 36(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the Annual Report of the Company for the financial year 2024–25, along with the Notice of the 32<sup>nd</sup> AGM, is available on website of the Company at [www.akgroup.co.in](http://www.akgroup.co.in) and at the website of Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and on the website of MUFG Intime India Private Limited (Formerly known as "Link Intime India Private Limited") at <https://instavote.linkintime.co.in>.

Based on the records available with the Depository/Company's records, your email address is not registered against your demat account/folio no. As a result, we are unable to send the AGM Notice and Annual Report to you electronically. This letter is intended to inform you that the Notice of the 32<sup>nd</sup> AGM and the Annual Report can be accessed on the Company's website by clicking on the weblink (with exact path) and QR Code:

**Web-Link to Annual Report:** <https://www.akgroup.co.in/docs/ANNUAL%20REPORT%2024-25.pdf>

**Path:** [www.akgroup.co.in/](http://www.akgroup.co.in/) → Home → Regulatory Disclosures → Annual Report

**QR Code:**



You may access/download the Annual Report from the above link/path or by scanning the QR Code. However, If you wish to receive a physical copy of the Annual Report, you may request the same by writing to [akcslagm@akgroup.co.in](mailto:akcslagm@akgroup.co.in) or [rnt.helpdesk@in.mpms.mufg.com](mailto:rnt.helpdesk@in.mpms.mufg.com).

The Shareholders are requested to register the email address with their respective Depository Participant (in case of demat holdings) or with RTA (in case of physical holders) to receive all future communications electronically, thereby contributing to a greener environment.

Thank you for your continued support.

Yours faithfully,

**For A. K. Capital Services Limited**

**Sd/-**

**A. K. Mittal**

**Managing Director**

**(DIN: 00698377)**