SYSTEMATIX GROUP™

Investments Re-defined

40TH ANNUAL REPORT 2024-25

www.systematixgroup.in

SYSTEMATIX GROUP™
Investments Re-defined

INDEX

STANDALONE

CONSOLIDATED

ANNUAL GENERAL MEETING

Date : September 19, 2025
Day : Friday
Time : 11.00 a.m.

CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Nikhil Khandelwal	-	Chairman & Managing Director
Mrs. Anju Khandelwal	-	Non-Executive Director
Mrs. Priyanka Khandelwal	-	Whole Time Director
Mr. Sanjay Khandelwal	-	Independent Director (Cessation w.e.f September 26, 2024)
Mr. Rakesh Mehta	-	Independent Director
Mr. Sampath Kumar Kangeyam Venkatakrishnan	-	Independent Director
Mr. Ganesh Ramanthan	-	Independent Director (Appointed w.e.f August 09, 2024)

CHIEF FINANCIAL OFFICER

Mr. Anil Bhagchandani

COMPANY SECRETARY & COMPLIANCE OFFICER

Mr. Divyesh Badiyani

PRACTISING COMPANY SECRETARY

M/s. Kothari H. & Associates,
Practising Company Secretaries,
208, 2nd Floor, BSE Building, Dalal Street,
Fort, Mumbai -400001

AUDITORS

M/s. Shah & Taparia, Chartered Accountants
203, Center Point Building, 100, Dr. Babasaheb Ambedkar Road, Opp. Bharatmata Cinema, Lalbaug, Parel, Mumbai – 400 012.

BANKERS

Yes Bank Limited
Axis Bank Limited
Bank of India

REGISTRAR & TRANSFER AGENTS

CAMEO CORPORATE SERVICES LIMITED
Subramanian Building, No. 1, Club House Road,
Chennai - 600002, Tamilnadu
Tel No.: 044-40020700
Online Investor Portal.:
Web : www.cameoindia.com

REGISTERED OFFICE & CORPORATE OFFICE

Registered Office:
206-207, Bansi Trade Centre, 581/5, M. G. Road, Indore - 452001, Madhya Pradesh

Corporate Office:
"The Capital", `A' Wing, 6th Floor, No. 603-606, Plot No. C-70, 'G' Block, Bandra-Kurla Complex, Bandra (East), Mumbai - 400051.

Tel.: 022-66198000/40358000 • Fax: 022-66198029 / 40358029
e-mail: secretarial@systematixgroup.in • Web: www.systematixgroup.in

CORPORATE IDENTITY NUMBER

L91990MP1985PLC002969

Profile of Directors & Key Managerial Personnel

MR. NIKHIL KHANDELWAL - CHAIRMAN & MANAGING DIRECTOR

Mr. Nikhil Khandelwal holds a degree in management studies (MBA) from the ISB, Hyderabad and Bachelor in Engineering (BE) from Manipal Institute of Technology (MIT) and responsible for overseeing the group's expansion in Institutional Broking, Investment Banking, Equity Capital Markets (ECM) and Asset Management. He has previously worked as a Consumer sector analyst with IDFC Research. While leading the entire firm as CMD, he particularly oversees the Investment Banking business of Systematix encompassing M&A, Private Equity and Strategic Advisory for a wide variety of industries and clients in India and internationally. He has been instrumental in building Systematix's advisory business into an Industry Focused Cross Border M&A platform – with strong engagements with several mid to large India, US, Japan and Europe based companies.

MRS. ANJU KHANDELWAL - DIRECTOR

Mrs. Anju Khandelwal is qualified as M.Tech. She has experience of more than 18 years as Asst. professor in GSITS, one of the oldest and leading engineering college in Central India. She is Director of Systematix Corporate Services Limited and in other group Companies. She is actively involved in brokerage business of securities as well as commodities. She is also involved in setting up and continuous upgradation of risk management, surveillance systems & business strategy. She also looks after investor relations of the Company.

MRS. PRIYANKA KHANDELWAL - WHOLE TIME DIRECTOR

Mrs. Priyanka Khandelwal holds a degree in management studies (MBA) in Finance. She is having more than 15 years of experience in financial services industry. Mrs. Priyanka Khandelwal is associated with Systematix Finvest Private Limited and Systematix Fincorp India Limited. She is overseeing and handling progressive risk management systems and strategies, smooth functioning of accounting and operational activities related to NBFCs.

MR. RAKESH MEHTA - INDEPENDENT DIRECTOR

Mr. Rakesh Mehta is a qualified Chartered Accountant and Cost Accountant passed with merit having experience of more than 39 years in top Multi-National Companies. He has wide experience in handling commercial functions of big projects. He has worked as Vice President in Reliance group of Companies and commercially handled various projects such as world biggest grass root refinery at Jamnagar, Telecommunication project, Retail Petroleum, Retail and Petro chemical business. He has also taken lead in establishing new concept of shared services in the organisation which facilitated centralised control of various organizational functions.

MR. SAMPATH KUMAR KANGEYAM VENKATAKRISHNAN - INDEPENDENT DIRECTOR

Mr. Sampath Kumar Kangeyam Venkatakrishnan has 39 years of experience working with Income Tax Department in various capacities and in overlooking assessment and withholding tax assessments of various listed and unlisted companies over the years.

MR. GANESH RAMANATHAN - INDEPENDENT DIRECTOR

Mr. Ganesh Ramanathan is graduated in B.A. (Economics) and did ICWAI & LLB, along with various certification courses in Capital Markets and Financial Management.

MR. ANIL BHAGCHANDANI - CHIEF FINANCIAL OFFICER

Mr. Anil Bhagchandani is a qualified Chartered Accountant with a rich experience of more than 15 years in the field of finance and taxation. He has a good communication skill to deal with other department supervisors as well as executive management and he strongly believes in team work.

MR. DIVYESH BADIYANI - COMPANY SECRETARY & COMPLIANCE OFFICER

Mr. Divyesh Badiyani is an Associate Member of the Institute of Company Secretaries of India, possessing requisite qualification for the position. He has done Bachelor of Commerce and Bachelor of Laws from Mumbai University. He possesses skills in the matters of Corporate Laws, Corporate Governance and allied compliances.

NOTICE

NOTICE is hereby given that the 40th Annual General Meeting (AGM) of the Members of **Systematix Corporate Services Limited** will be held on **Friday, September 19, 2025 at 11.00 a.m.** through Video Conferencing (VC)/ Other Audio Visual Means (OAVM) to transact the following business:-

ORDINARY BUSINESS:

1. To consider and adopt the Standalone and Consolidated Audited Financial Statements of the Company for the financial year ended March 31, 2025, together with the reports of Directors and Auditors thereon.

2. To declare Final Dividend of Rs. 0.1/- (Rupees One Paise Only) (10%) per Equity Share of Re. 1/- (face value) each for the financial year ended March 31, 2025.

3. To appoint a director in place of **Mrs. Priyanka Khandelwal (DIN: 01878267)** who retires by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:

4. **To appoint Mrs. Sonam Jain, Practising Company Secretary as the Secretarial Auditor of the Company for a term of 5 consecutive years i.e. from financial year 2025-26 to FY 2029-30.**

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

   "**RESOLVED THAT** pursuant to Section 204 of the Companies Act, 2013 and of the Companies (Appointment and Remuneration of Key Managerial Personnel) Rules, 2014 and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions (including any modification or re-enactment thereof) if any, and on the recommendation of the Audit Committee and Board of Directors, the approval of the members of the Company be and is hereby accorded to appoint Mrs. Sonam Jain, Practising Company Secretary (COP - 12402) (Peer Review Certificate No - 2588/2022), as Secretarial Auditor of the Company for a term of 5 consecutive years i.e. from financial year 2025-26 to FY 2029-30 at such remuneration and out of pocket expenses, as maybe determined and recommended by the Board of Directors of the Company.

   RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such act, deeds and things as it may in its absolute discretion, deem necessary or desirable in this regard."

5. **Approval of the 'Systematix Employee Stock Option Scheme 2025' ("ESOP 2025"/ "Scheme")**

   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 Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 read with rules framed thereunder, relevant provisions of the Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021 and any circulars/notifications/ guidance/frequently asked questions issued thereunder, as amended from time to time (collectively referred as "SBEB & SE Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("Listing Regulations"), the applicable provisions of the Foreign Exchange Management Act, 1999, the rules and regulation framed thereunder and any rules, circulars, notifications, guidelines and regulations issued by Reserve Bank of India, as amended and enacted from time to time, the provisions of relevant regulations/guidelines, if any, prescribed by the Securities and Exchange Board of India ("SEBI"), the provisions of any other applicable laws and regulations (including any amendment thereto or modification(s) or re-enactment(s) thereof from time to time), the relevant provisions of the Memorandum and Articles of Association of the Company, and subject to any applicable approval(s), permission(s) and sanction(s) of any authorities and further subject to any condition(s) and modification(s) as may be prescribed or imposed by such authorities while granting such approval(s), permission(s) and sanction(s), the approval of the members of the Company be and is hereby accorded to the introduction and implementation of '**Systematix Employee Stock Option Scheme 2025' ("ESOP 2025"/ "Scheme")** authorizing the Board of Directors of the Company *(hereinafter referred to as the "Board" which shall be deemed to include any committee, including the Nomination and Remuneration Committee of the Company)* to create and grant from time to time, in one or more tranches, not exceeding **68,26,901 (Sixty-Eight Lakhs Twenty-Six Thousand Nine Hundred and One)** aggregate employee stock options ("**Options**") to or for the benefit of such person(s) working exclusively with the Company and its Subsidiary Company(ies) whether in or outside India, including any director, whether whole-time or not (excluding the employees/directors who are promoters and persons belonging to the promoter group, independent directors and directors either himself or through his relative or through any body corporate, directly or indirectly, holds more than 10% (ten percent) of the outstanding equity shares of the company subject to their eligibility as may be determined under the Scheme, exercisable into not more than **68,26,901 (Sixty-Eight Lakhs**

Twenty-Six Thousand Nine Hundred and One) Equity Shares of face value of ₹ **1/- (Rupee One)** each fully paid-up, where one Option upon exercise shall convert into one Share subject to payment/ recovery of requisite exercise price, on such terms & condition and in such manner as the Committee may decide in accordance with the provisions of the applicable laws and the provisions of the Scheme.

RESOLVED FURTHER THAT the new equity shares to be issued and allotted by the Company pursuant to the Scheme in the manner aforesaid shall rank pari passu in all respects with the then existing equity shares of the Company.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division and others, if any additional equity shares are required to be issued by the Company to the option grantees for the purpose of making a fair and reasonable adjustment to the Options granted earlier, the ceiling in terms of number of equity shares specified above shall be deemed to be increased to the extent of such additional equity shares that are required to be issued.

RESOLVED FURTHER THAT in case the Shares of the Company are either sub-divided or consolidated, then the ceiling in terms of number of Shares specified above shall automatically stand augmented or reduced, as the case may be, in the same proportion as the face value per Share shall bear to the revised face value of the Share of the Company after such sub-division or consolidation.

RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the SBEB & SE Regulations and any other applicable laws and regulations to the extent relevant and applicable to the Scheme.

RESOLVED FURTHER THAT the Committee is hereby authorised to make any modifications, changes, variations, alterations or revisions in the Plan as it may deem fit, from time to time or to suspend, withdraw or revive the Plan from time to time, in conformity with applicable laws, provided such variations, modifications, alterations or revisions are not detrimental to the interests of the Employees and further to execute all such documents, writings and to give such directions and or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, revisions, suspension, withdrawal or revival of the Plan.

RESOLVED FURTHER THAT the Board be and is hereby authorised to obtain in-principle approvals from the Stock Exchanges and other relevant authorities in accordance with the provisions of the SBEB & SE Regulations, the Listing Regulations, and other applicable rules and regulations. AND THAT the Committee shall take necessary steps for the subsequent listing of the Equity Shares allotted under the Plan on the Stock Exchanges where the Company's shares are listed.

RESOLVED FURTHER THAT the Board be and is hereby authorised to allot such number of Equity Shares, from time to time, as may be required upon the exercise of options granted under the Plan and to take all actions incidental thereto.

RESOLVED FURTHER THAT the Committee is hereby authorised to do all such acts, deeds, matters and things as may at its absolute discretion deems fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard and do all other things incidental and ancillary thereof."

6. **Approval to grant of employee stock Options to the employees of Subsidiary Company(ies) of the Company under 'Systematix Employee Stock Option Scheme 2025' ("ESOP 2025"/ "Scheme")**

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 Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 read with rules framed thereunder, relevant provisions of the Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021 and any circulars/notifications/ guidance/frequently asked questions issued thereunder, as amended from time to time (collectively referred as "SBEB & SE Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("Listing Regulations"), the applicable provisions of the Foreign Exchange Management Act, 1999, the rules and regulation framed thereunder and any rules, circulars, notifications, guidelines and regulations issued by Reserve Bank of India, as amended and enacted from time to time, the provisions of relevant regulations/guidelines, if any, prescribed by the Securities and Exchange Board of India ("SEBI"), the provisions of any other applicable laws and regulations (including any amendment thereto or modification(s) or re-enactment(s) thereof from time to time), the relevant provisions of the Memorandum and Articles of Association of the Company, and subject to any applicable approval(s), permission(s) and sanction(s) of any authorities and further subject to any condition(s) and modification(s) as may be prescribed or imposed by such authorities while granting such approval(s), permission(s) and sanction(s), the approval of the members of the Company be and is hereby accorded to the introduction and implementation of '**Systematix Employee Stock Option Scheme 2025' ("ESOP 2025"/ "Scheme")**, to create and grant from time to time, in one or more tranches, not exceeding **68,26,901 (Sixty-Eight Lakhs Twenty-**

Six Thousand Nine Hundred and One) aggregate employee stock options ("**Options**"), to the eligible employees of the Subsidiary Company(ies) including any Director whether whole-time or not, as determined by the Board in terms of the Plan, working in or outside India (excluding the employees/directors who are promoter or person belonging to the promoter group of the Company, Independent Directors and Director(s) either himself or through his relative or through any body corporate, directly or indirectly, holds more than 10% (ten percent) of the outstanding equity shares of the company), exercisable into not more than **68,26,901 (Sixty-Eight Lakhs Twenty-Six Thousand Nine Hundred and One)** equity shares of face value of ₹ **1/- (Rupee One)** each fully paid-up where one Option upon exercise shall convert into one Equity Share subject to payment/ recovery of requisite exercise price and applicable taxes, on such terms, condition and in such manner as the Committee may decide in accordance with the provisions of the applicable laws and the provisions of the Scheme.

RESOLVED FURTHER THAT the new equity shares to be issued and allotted by the Company pursuant to the Scheme in the manner aforesaid shall rank pari passu in all respects with the then existing equity shares of the Company.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division and others, if any additional equity shares are required to be issued by the Company to the option grantees for the purpose of making a fair and reasonable adjustment to the Options granted earlier, the ceiling in terms of number of equity shares specified above shall be deemed to be increased to the extent of such additional equity shares that are required to be issued.

RESOLVED FURTHER THAT in case the Shares of the Company are either sub-divided or consolidated, then the ceiling in terms of number of Shares specified above shall automatically stand augmented or reduced, as the case may be, in the same proportion as the face value per Share shall bear to the revised face value of the Share of the Company after such sub-division or consolidation.

RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the SBEB & SE Regulations and any other applicable laws and regulations to the extent relevant and applicable to the Scheme.

RESOLVED FURTHER THAT the Committee is hereby authorised to make any modifications, changes, variations, alterations or revisions in the Plan as it may deem fit, from time to time or to suspend, withdraw or revive the Plan from time to time, in conformity with applicable laws, provided such variations, modifications, alterations or revisions are not detrimental to the interests of the Employees and further to execute all such documents, writings and to give such directions and or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, revisions, suspension, withdrawal or revival of the Plan.

RESOLVED FURTHER THAT the Board be and is hereby authorised to obtain in-principle approvals from the Stock Exchanges and other relevant authorities in accordance with the provisions of the SBEB & SE Regulations, the Listing Regulations, and other applicable rules and regulations. AND THAT the Committee shall take necessary steps for the subsequent listing of the Equity Shares allotted under the Plan on the Stock Exchanges where the Company's shares are listed.

RESOLVED FURTHER THAT the Board be and is hereby authorised to allot such number of Equity Shares, from time to time, as may be required upon the exercise of options granted under the Plan and to take all actions incidental thereto.

RESOLVED FURTHER THAT the Committee is hereby authorised to do all such acts, deeds, matters and things as may at its absolute discretion deems fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard and do all other things incidental and ancillary thereof.

By Order of the Board
Systematix Corporate Services Limited

Divyesh Bharat Badiyani
Company Secretary & Compliance Officer

Date: 28.07.2025
Place: Mumbai
Corporate Office Address:
The Capital", "A" Wing, 6th Floor, No. 603-606,
Bandra kurla Complex,
Bandra (E), Mumbai-400051
CIN: L91990MP1985PLC002969
Tel No: 022 - 66198000 / 022 - 40358000
Email id: secretarial@systematixgroup.in
Website: https://www.systematixgroup.in/

NOTES:

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act"), relating to the Item Nos. 4, 5 & 6 to be transacted at the AGM is annexed hereto as **Annexure - I**.

2. The Ministry of Corporate Affairs ("MCA") vide its Circular No. 14/2020 dated April 08, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 19/2021 dated December 08, 2021, Circular No. 21/2021 dated December 14, 2021, Circular No. 2/2022 dated May 05, 2022, Circular No. 10/2022 dated December 28, 2022, Circular No. 09/2023 dated September 25, 2023 and Circular No. 09/2024 dated September 19, 2024 ("MCA Circulars") and the Securities and Exchange Board of India ("SEBI") vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, Circular No. SEBI/HO/DDHS/P/CIR/2022/0063 dated May 13, 2022, Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023, Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 ("SEBI Circulars") permitted the holding of the AGM through VC/OAVM, without physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ('the Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the MCA Circulars and the SEBI Circulars, the 40th AGM of the Company is being held through VC/OAVM. The Registered Office of the Company shall be deemed to be the venue for the AGM.

3. For this purpose, necessary arrangements have been made by your Company with Central Depository Services (India) Limited ("CDSL") and instructions for the process to be followed for attending and participating in the ensuing AGM through VC/ OAVM is forming part of this Notice.

4. Since the AGM is being held pursuant to MCA Circulars through VC/ OAVM, the requirement of physical attendance of Members has been dispensed with. Accordingly, in terms of the MCA Circulars and the SEBI Circulars, the facility for appointment of proxies by the members will not be available for this AGM. Hence, proxy forms, attendance slips and route map for venue of the AGM are not annexed to this Notice.

5. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations and MCA Circulars, your Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, your Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL. Members who have cast their votes by remote e-voting prior to the General Meeting may participate in the General Meeting but shall not be entitled to cast their votes again. The manner of voting remotely by members holding shares in dematerialized mode, physical mode and for members who have not registered their email addresses is provided in the Instructions for e-Voting section which forms part of this Notice.

6. The Members holding shares in your Company as on Friday, September 12, 2025, may join the AGM through VC/ OAVM Facility 15 minutes before the time scheduled to start the AGM i.e. from 10.45 p.m. (IST) and till the time of conclusion of the AGM, by following the procedure as mentioned in the Notice.

7. Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and is holding shares as of the cut-off date, i.e., Friday, September 12, 2025 may join the AGM through VC/ OAVM & can cast their votes using remote e-voting as well as the e-voting system on the date of the AGM by following the procedure as mentioned in the Notice.

8. Pursuant to Section 113 of the Act, representatives of Corporate Members may be appointed for the purpose of voting through Remote e-Voting or for participation and e-Voting during the AGM to be conducted through VC/ OAVM. Corporate Members intending to attend the AGM through their authorised representatives are requested to send a Certified True Copy of the Board Resolution (PDF/ JPG Format), authorizing its representative to attend and vote on their behalf at the AGM. The said Resolution/ Authorisation shall be sent to the Company by e-mail through its registered e-mail address at secretarial@systematixgroup.in with a copy marked to helpdesk.evoting@cdslindia.com.

9. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Act.

10. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee,

Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

11. In compliance with the MCA and SEBI Circulars, this Notice of the AGM along with the Annual Report for financial year ended March 31, 2025 is being sent only through electronic mode to those Members whose name appear in the Register of Members/ Beneficial Owners maintained by the Company/ Depositories as on benpos date i.e. Friday, August 15, 2025 and whose e-mail addresses are registered with the Company/ Depositories for communication purpose, unless any Member has requested for a physical copy of the same. The Notice and the Annual Report calling the AGM has been uploaded on the website of the Company at https://www.systematixgroup.in. The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com and the Notice is also available on the website of CDSL (agency for providing the Remote e-Voting facility) i.e. www.evotingindia.com.

12. The Register of members and share transfer books of the Company will remain closed from Saturday, September 13, 2025 to Friday, September 19, 2025 (both days inclusive) for the purpose of AGM and determining the names of members eligible for dividend on equity shares for the Financial Year 2024-25, if approved.

13. To support the 'Green Initiative', members who have not registered their e-mail addresses so far are requested to register their e-mail address with their Depository participants (DPs), in case the shares are held by them in electronic form/ Demat form and with Cameo Corporate Services Limited in case the shares are held by them in physical form for receiving all communication(s) including Annual Report, Notices, Circulars, etc. from the Company electronically. Alternatively, members holding shares in physical form are requested to visit https://wisdom.cameoindia.com/ to register their e-mail address and mobile number with the Company.

14. Process for registration of e-mail id for obtaining Annual Report in electronic mode and User ID/ password for e-Voting is annexed to this Notice.

15. All the correspondence pertaining to shareholding, transfer of shares, transmission etc. should be lodged at the Company's RTA: CAMEO CORPORATE SERVICES LIMITED, Subramanian Building, No.1,Club House Road, Chennai – 600002, Tamil Nadu Tel No.: 044-40020700, E-mail: investor@cameoindia.com

16. Members wishing to claim dividends that remain unclaimed are requested to correspond with the RTA as mentioned above, or with the Company Secretary at secretarial@systematixgroup.in. Members are requested to note that dividends that are 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). Shares on which dividend remains unclaimed for seven consecutive years shall be transferred to the IEPF as per Section 124 of the Act, read with applicable IEPF rules.

17. Final Dividend of 0.10/- per equity share as recommended by the Board of Directors for the year ended March 31, 2025, if approved at the AGM, will be payable, to those Members of the Company who hold shares:

    i. In dematerialised ('demat') mode, based on the beneficial ownership details to be received from National Securities Depository Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL') as at the close of business hours on September 12, 2025.

    ii. In physical mode, if their names appear in the Company's Register of Members as on September 12, 2025.

18. Pursuant to the Finance Act, 2020, dividend income is taxable in the hands of Members w.e.f. April 1, 2020 and the Company is required to deduct tax at source at time of paying dividend to the Members at the prescribed rates. For the prescribed rates for various categories, please refer to Income Tax Act, 1961 and the Finance Act, 2020, of the respective years. A Resident Individual Member with PAN and who is not liable to pay income tax can avail the benefit of non-deduction of tax at source by submitting a duly completed and signed yearly declaration in Form No. 15G/15H as maybe applicable, with the Company by sending email to the Company's email address at secretarial@systematixgroup.in or with RTA at investor@cameoindia.com / agm@cameoindia.com or by uploading the Form on the Registrar's online investor portal, WISDOM – https://wisdom.cameoindia.com/ by Friday, September 05, 2025, 6:00 p.m. (IST). Members are requested to note that if the PAN is not correct/ invalid/inoperative or have not filed their income tax returns, then tax will be deducted at higher rates prescribed under Sections 206AA or 206AB of the Income tax Act, as applicable and incase of invalid PAN, they will not be able to get credit of TDS from the Income Tax Department. No communication/documents on the tax determination/deduction shall be considered after, Friday, September 05, 2025, 6:00 p.m. (IST).

19. Members holding shares in demat mode may please note that their bank details as furnished by the respective Depositories to the Company will be considered for remittance of dividend in accordance with the mandate of SEBI. The Company or its RTA cannot act on any request received directly from the Members holding shares in electronic

form for any change of bank particulars or bank mandates. The Members may, therefore, give instructions regarding bank accounts in which they wish to receive dividend to their Depository Participant ('DP') only.

20. SEBI has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participant(s). Members holding shares in physical form are required to submit their PAN details to the RTA.

21. Members can avail the facility of nomination in respect of the Equity Shares held by them in physical form pursuant to the provisions of Section 72 of the Act read with the rules made thereunder. Members desiring to avail this facility may send their nomination in Form SH-13 duly filled in to the RTA of the Company. Further, Members desirous of cancelling/ varying nomination pursuant to the provisions of the Act are requested to send their requests in Form ISR-3 or SH-14 to RTA of the Company. These forms will be made available on request.

22. SEBI vide its Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024, requires:

    a. all members holding shares in physical form to furnish PAN, choice of nomination, contact details including postal address with PIN and mobile number, bank account details and specimen signature ('KYC and Nomination') before getting any investor service request processed. Any payments including dividend in respect of such folios shall only be made electronically with effect from April 1, 2024 upon registering the required details. Accordingly, Members are requested to submit the signed Form ISR-1 along with supporting documents to RTA of the Company;

    b. the listed companies to issue securities in dematerialized form only while processing service requests pertaining to issue of duplicate securities certificate; replacement/ renewal/exchange of securities certificate; consolidation of securities certificates/ folios; sub-division/splitting of securities certificate; endorsement; change in the name of the holder; claim from unclaimed suspense account and suspense escrow demat account; transposition and transmission. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR–4 to RTA of the Company;

23. Members holding equity shares of the Company in physical form are requested to kindly get their equity shares converted into dematerialised form to get inherent benefits of dematerialisation and also considering that physical transfer of equity shares/issuance of equity shares in physical form have been disallowed by SEBI.

24. Pursuant to SEBI Circular SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/97 dated July 02, 2025 a special window is opened only for re-lodgment of transfer deeds, which were lodged prior to the deadline of April 01, 2019 and rejected/ returned/not attended to due to deficiency in the documents/process/or otherwise, for a period of six months from July 07, 2025 till January 06, 2026. During this period, the securities that are re-lodged for transfer (including those requests that are pending with the listed company / RTA, as on date) shall be issued only in demat mode.

25. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DPs and holdings should be verified from time to time.

26. SEBI, vide its various circulars, has specified that a shareholder shall first take up his/her/their grievance with the Company by lodging a complaint directly with the Company and if the grievance is not redressed satisfactorily, the shareholder may, in accordance with the SCORES guidelines, escalate the same through the SCORES Portal in accordance with the process laid out therein. Only after exhausting all available options for resolution of the grievance, if the shareholder is not satisfied with the outcome, he/she/ they can initiate dispute resolution through the Online Dispute Resolution ("ODR") Portal. Shareholders are requested to take note of the same

27. Additional information, pursuant to Regulation 36 of the Listing Regulations, in respect of the directors seeking appointment / re-appointment at the AGM, forms part of this Notice.

28. 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 the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM, i.e. September 19, 2025. Members seeking to inspect such documents can send an email to Company Secretary at secretarial@systematixgroup.in.

VOTING RESULTS

1. Mrs. Sonam Jain, Practising Company Secretary has been appointed as the Scrutinizer to scrutinize the remote e-voting process and the voting during the AGM in a fair and transparent manner.

2. The scrutinizer shall, after conclusion of the AGM, electronically submit the consolidated scrutinizer report i.e., (vote caste through remote e-voting and e-voting during AGM) of the total vote caste in favour or against the resolution and invalid vote, to the Chairman of the AGM or to any other person authorized by the Chairman of the Company.

3. Based on the scrutinizer's report, the Company will submit within two working days of the conclusion of the AGM, to the stocks exchanges, details of the voting results as required under Regulation 44(3) of the Listing Regulations.

4. The results declared along with the scrutinizer's report will be placed on the website of the Company at www.systematixgroup.in and on the website of CDSL at www.evotingindia.com.

THE INTRUCTIONS FOR E-VOTING AND JOINING VIRTUAL AGM ARE AS UNDER:

1. The voting period begins on Tuesday, September 16, 2025 at 9.00 a.m. and ends on Thursday, September 18, 2025 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. September 12, 2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

2. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

3. Pursuant to **SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

   Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

4. In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

IN CASE OF INDIVIDUAL SHAREHOLDERS HOLDING SHARES IN DEMAT MODE.

In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

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

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with **CDSL Depository**	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by Company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.

<table>
<tr><th>Type of shareholders</th><th>Login Method</th></tr>
<tr><td>Individual Shareholders holding securities in Demat mode with CDSL Depository</td><td>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option.

4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.</td></tr>
<tr><td>Individual Shareholders holding securities in demat mode with NSDL Depository</td><td>1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on Company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.e-Voting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on Company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

4. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</td></tr>
<tr><td>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</td><td>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on Company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</td></tr>
</table>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login Type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000.

IN CASE OF SHAREHOLDERS HOLDING SHARES IN PHYSICAL MODE AND NON-INDIVIDUAL SHAREHOLDERS IN DEMAT MODE.

(i) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

1. The shareholders should log on to the e-voting website www.evotingindia.com.
2. Click on “Shareholders” module.

3) Now enter your User ID

   a. For CDSL: 16 digits beneficiary ID,

   b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

   c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

4) Next enter the Image Verification as displayed and Click on Login.

5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any Company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details **OR** Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. • If both the details are not recorded with the depository or Company, please enter the member id / folio number in the Dividend Bank details field.

(ii) After entering these details appropriately, click on “SUBMIT” tab.

(iii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(iv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(v) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

(vi) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(vii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(viii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(ix) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(x) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xiii) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address at; secretarial@systematixgroup.in, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING AGM ARE AS UNDER:

1. The procedure for attending AGM & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM
4. Only those shareholders, who are present in the AGM through VC/OAVM 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 system available during the AGM.
5. Shareholders are encouraged to join the AGM through Laptops / IPads for better experience.
6. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the AGM.
7. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
8. Shareholders who would like to express their views/ask questions during the AGM may register themselves as a speaker by sending their request in advance atleast **3 days prior to AGM** mentioning their name, demat account number/folio number, email id, mobile number at secretarial@systematixgroup.in. The Shareholders who do not

wish to speak during the AGM but have queries may send their queries in advance **7 days prior to AGM** mentioning their name, demat account number/folio number, email id, mobile number at secretarial@systematixgroup.in. These queries will be replied to by the Company suitably by email.

9. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM.

10. If any votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the AGM through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the AGM is available.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company at secretarial@systematixgroup.in / RTA at agm@cameoindia.com

2. For Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP)

3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on toll free no. 1800 22 55 33.

EXPLANATORY STATEMENT IN RESPECT OF SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

ITEM NO. 4

To appoint Mrs. Sonam Jain, Practising Company Secretary as the Secretarial Auditor of the Company for a term of 5 consecutive years i.e. from financial year 2025-26 to FY 2029-30.

The Board of Directors at its meeting held on May 16, 2025, on the recommendation of Audit Committee, approved the appointment of Mrs. Sonam Jain, Practising Company Secretary (COP- 12402) (Peer Review Certificate No - 2588/2022) as the Secretarial Auditors of the Company for five consecutive years i.e. from financial year 2025-26 to FY 2029-30.

SEBI had amended the Listing Regulations on December 12, 2024. Pursuant to the amendment, Regulations 24A of the Listing Regulations provides specific guidelines for appointing and re-appointing Secretarial Auditors w.e.f April 01, 2025. Regulations 24A of the Listing Regulations states that on the basis of recommendation of board of directors, a listed entity shall appoint or re-appoint an individual as Secretarial Auditor for not more than one term of five consecutive years; or a Secretarial Audit firm as Secretarial Auditor for not more than two terms of five consecutive years, with the approval of its shareholders in its Annual General Meeting.

Accordingly, based on the recommendations of the Audit Committee and the Board of Directors, it is proposed to appoint Mrs. Sonam Jain, Practising Company Secretary (COP – 12402) (Peer Review Certificate No - 2588/2022), as the Secretarial Auditor of the Company for a period of 5 consecutive years i.e. from financial year 2025-26 to FY 2029-30.

Mrs. Sonam Jain, Practising Company Secretary is a Fellow Member of the Institute of Company Secretaries of India and a Commerce Graduate. She possesses more than 10 years of extensive experience in the fields of Corporate Laws & Procedures, Secretarial Compliance Audit, SEBI Regulations, the Listing Regulations, FEMA Compliances, Takeover Regulations, Prohibition of Insider Trading Rules, Corporate Restructuring, Mergers/Amalgamations and other related compliances.

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 the Secretarial Auditors.

Therefore, Board recommends the resolution set out at Item No. 4 of the Notice for approval by the Members by way of an Ordinary Resolution. None of the Directors or Key Managerial Personnel of the Company or their relatives are interested or concerned, financially or otherwise, in the resolution.

ITEM NO. 5 & 6

Approval of the 'Systematix Employee Stock Option Scheme 2025' ("ESOP 2025"/ "Scheme") & Approval to grant of employee stock Options to the employees of Subsidiary Company(ies) of the Company under 'Systematix Employee Stock Option Scheme 2025' ("ESOP 2025"/ "Scheme")

Equity based compensation is considered to be an integral part of employee compensation across sectors which enables alignment of personal goals of the employees with organizational objectives by participating in the ownership of the Company through stock-based compensation plan.

Your Company believes that equity-based compensation plans are effective tools to attract, retain, motivate and reward the talents working exclusively with the Company and its Subsidiary Company(ies). With the objective to motivate key employees for their contribution to the corporate growth on sustained basis, to create an employee ownership culture, to retain the best talent in the competitive environment and to encourage them in aligning individual goals with that of the Company's objectives, your Company intends to implement an employee stock option plan namely '**Systematix Employee Stock Option Scheme 2025**' ("**ESOP 2025**" or "**Scheme**") seeking to cover eligible employees of the Company and its Subsidiary Company(ies).

Accordingly, the Nomination and Remuneration Committee ("Committee") and the Board of Directors ("Board") of the Company at their respective meetings held on July 28, 2025 had approved the introduction of the Scheme, subject to your approval.

As per the provisions of Section 62(1)(b) of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations 2021, ("**SBEB & SE Regulations**"), the implementation of employee stock option scheme requires prior approval of the shareholders by way of special resolution. Accordingly, the approval of shareholders is being sought for implementation of the Plan.

In terms of Section 62(1)(b) of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, Regulation 6 of the SBEB & SE Regulations, the salient features of the Plan are given as under:

a) Brief description of the Scheme:

The Scheme contemplates grant of Options to the eligible employees (including Directors) as specified at point 'c' below, from time to time as may be determined in due compliance of SBEB & SE Regulations and provisions of the Scheme. After vesting of Options, the eligible employees earn a right (but not obligation) to exercise the vested Options within the exercise period and obtain equity shares of the Company subject to payment of exercise price and satisfaction of any tax obligation arising thereon.

The employees may create wealth depending on prevailing market price of Shares as on the date of sale.

The Committee of the Company shall supervise the Scheme as required under SBEB & SE Regulations. All questions of interpretation of the Scheme shall be determined by the Committee and such determination shall be final and binding upon all persons having an interest in the Scheme.

b) Total number of Options to be granted:

The total number of Options to be granted under the Scheme shall not exceed **68,26,901 (Sixty Eight Lakhs Twenty-Six Thousand Nine Hundred and One)** Options**.** Each Option when exercised would be converted into one equity share of ₹ 1 /- (Rupee One) each fully paid-up.

Further, SBEB & SE Regulations require that in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division and others, if any additional equity shares are required to be issued by the Company to the option grantees for the purpose of making a fair and reasonable adjustment to the Options granted earlier, the ceiling in terms of number of equity shares specified above shall be deemed to be increased to the extent of such additional equity shares are required to be issued.

c) Identification of classes of employees entitled to participate in the Scheme :

Subject to determination or selection by the committee following classes of employees and directors (collectively referred to as "Employees") are eligible being:

(i) an employee as designated by the Company, who is exclusively working in India or outside India; and

(ii) a Director of the Company, whether a whole-time director or not, including a non-executive director, who is not a Promoter or member of the Promoter Group but excluding an Independent Director,

(iii) an employee as defined in clause (i) or (ii) of a subsidiary company(ies), in India or outside India.

but does not include—

a. an Employee who is a Promoter or belongs to the Promoter Group;

b. a Director who either by himself or through his relatives or through any body corporate, directly or indirectly holds more than 10% of the outstanding equity Shares of the Company.

d) Requirements of vesting and period of vesting:

Any Option granted under the Scheme shall vest not earlier than minimum vesting period of **1 (one) year** and not later than the maximum vesting period of **4 (Four) years** from the date of grant as may be determined by the Committee.

The Vesting dates, Vesting schedule and Vesting Condition in respect of the Options granted under the Scheme shall be determined by the Committee and may vary from an Employee to Employee or any class thereof and / or in respect of the number or percentage of Options to be vested and would be outlined in the document given to the Option Grantee at the time of Grant of Options.

Vesting of Option would be subject to continued employment with the Company or its Subsidiary Company(ies), as the case may be, in or outside India. In addition to this, the Committee shall have the power to prescribe certain performance condition(s)/target(s) being corporate or individual or otherwise with a predefined threshold for Vesting as deemed appropriate for each Employee, subject to satisfaction of which the Options would vest. An Option Grantee who has tendered his/her resignation and is serving the notice period after resignation, such notice period shall not be considered for Vesting and all the Unvested Options as on date of resignation shall be cancelled forthwith.

In the event of death or permanent incapacity of an Employee, the minimum vesting period shall not be applicable and in such instances, all the unvested Options shall vest with effect from date of the death or permanent incapacity as required under the SBEB & SE Regulations.

e) Maximum period within which the Option shall be vested:

Any Option granted under the Scheme shall be subject to a maximum vesting period of **4 (Four)** years from the date of grant of Options.

The Committee subject to minimum and maximum ceiling of vesting period shall have the power to prescribe the vesting schedule for a particular grant.

f) Exercise price or pricing formula:

The Exercise Price per Option shall be the determined by the Committee as on the date of Grant which shall be upto 30% discount to Market Price. However, the Exercise Price shall not be lesser than the face value of Shares.

Market Price for this purpose shall mean the latest available closing price on the recognized Stock Exchange on which the Shares of the Company are listed, immediately prior to the Relevant Date.

Provided that if Shares are listed on more than one Stock Exchange, then the closing price of the Shares on the Stock Exchange having higher trading volume shall be considered as the Market Price.

The Exercise Price shall be specified in the letter issued to the Option Grantee at the time of the Grant.

g) Exercise period and the process of Exercise:

The exercise period for vested Options shall be a maximum of **4 (Four)** years commencing from the relevant date of vesting of Options, or such other shorter period as may be prescribed by the Committee at time of Grant. All the Vested Options can be exercised by the Option Grantee at one time or at various points of time within the Exercise Period.

The vested Option shall be exercisable by the Option grantees by a written application to the Company expressing his/ her desire to exercise such Options in such manner and on such format as may be prescribed by the Committee from time to time. Exercise of Options shall be entertained only upon payment of requisite exercise price by the Option grantees. The Options shall lapse if not exercised within the specified exercise period.

h) Appraisal process for determining the eligibility of employees under the Scheme:

At the time of Grant, the Committee may determine broad eligibility criteria for appraisal and selection of Employees, aligned with the Company's talent and succession planning framework. Such criteria may include one or more of the following:

a) Past association with the Company or its Subsidiary Company(ies) for period equivalent to or more than 10 (Ten) years;

b) Holding a designation of Vice President or any position above the Vice President;

c) Any other criteria as may be determined appropriate by the Committee, including but not limited to, past performance ratings in accordance with the Company's appraisal process, assessment of future potential, or any other criteria as the Committee may, in its sole discretion, consider relevant.

Additionally, Committee at its sole discretion, may grant Options to any new employee at the time of joining the Company.

i) Maximum number of Options to be issued per employee and in aggregate:

The number of Options that may be granted under the Scheme per Employee and in aggregate (taking into account all grants) for such Employee, shall not exceed **13,65,380 (Thirteen lakh sixty-five thousand three hundred eighty)** Options per eligible Employee.

j) Maximum quantum of benefits to be provided per employee:

There is no contemplation of benefit other than grant of Options and any benefit arising out of Options shall be subject to ceiling specified in point hereinabove.

k) Route of Scheme implementation:

The Scheme shall be implemented and administered by the Company.

l) Source of acquisition of shares under the Scheme:

The Scheme contemplates issue of fresh/primary equity shares of the Company.

m) Amount of loan to be provided for implementation of the Scheme(s) by the Company to the Trust, its tenure, utilization, repayment terms, etc:

This is currently not contemplated under the Scheme.

n) Maximum percentage of secondary acquisition:

This is currently not contemplated under the Scheme.

o) Accounting and Disclosure Policies:

The Company shall follow the requirements including the disclosure requirements and IND AS 102 on Share-based payments and/ or any relevant accounting standards as may be prescribed by the Central Government in terms of Section 133 of the Companies Act or any other appropriate authority, from time to time, including any guidance note on Accounting for employee share-based payments issued in that regard from time to time and the disclosure requirements prescribed therein, in compliance with relevant provisions of Regulation 15 of SBEB & SE Regulations.

p) Method of Option valuation:

The Company shall adopt 'fair value method' for valuation of Options as prescribed under IND AS 102 on Share-based payments or any accounting standard/guidance note, as applicable, notified by competent authorities from time to time.

q) Declaration:

In case the Company opts for expensing of share-based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the Options and the impact of this difference on profits and on Earning Per Share ("EPS") of the Company shall also be disclosed in the Directors' report.

r) Period of Lock-in:

The shares issued pursuant to exercise of Options shall not be subject to any lock-in period restriction except such restrictions as may be prescribed under applicable laws including under the code of conduct framed, if any, by the Company under the Securities and Exchange Board of India (Prohibition of Insider Trading), Regulations, 2015, as amended, shall apply.

s) Terms & conditions for buyback, if any, of specified securities/ Options covered granted under the Scheme:

Subject to the provisions of the then prevailing applicable laws, the Committee shall determine the procedure for buy-back of specified securities/Options granted under the Scheme if to be undertaken at any time by the Company, and the applicable terms and conditions thereof.

The Board recommends the resolution set out at Item No. 5 & 6 of the Notice for approval by the Members by way of an special resolution, pursuant to Section 62(1)(b) and all other applicable provisions, if any, of the Act and as per Regulation 6 of the SBEB & SE Regulations.

A draft copy of the Scheme will be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM, i.e. September 19, 2025.

None of the Directors, Key Managerial Personnel of the Company including their relatives are interested or concerned in the resolution, except to the extent they may be lawfully granted Options under the Scheme.

Your Board of Directors recommends the Special Resolutions set forth as Item No. 5&6 of the notice for your approval.

By Order of the Board
Systematix Corporate Services Limited

Divyesh Bharat Badiyani
Company Secretary & Compliance Officer

Date: 28.07.2025
Place: Mumbai
Corporate Office Address:
The Capital", "A" Wing, 6th Floor, No. 603-606,
Bandra kurla Complex,
Bandra (E), Mumbai-400051
CIN: L91990MP1985PLC002969
Tel No: 022 - 66198000 / 022 - 40358000
Email id: secretarial@systematixgroup.in
Website: https://www.systematixgroup.in/

Details of Directors seeking appointment / re-appointment at the ensuing Annual General Meeting (as per Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015) and as per clause 1.2.5 of Secretarial Standard on General Meetings (SS-2).

Sr. No.	Name of the Director	Mrs. Priyanka Khandelwal
1.	Date of Birth	02/05/1985
2.	Age	40 years
3.	Date of Appointment	12/08/2022
4.	Permanent Account Number (PAN)	AMNPK1265E
5.	Director Identification Number (DIN)	01878267
6.	Qualifications	MBA in Finance
7.	Brief resume including profile, experience and expertise in specific functional areas	Mrs. Priyanka Khandelwal holds a degree in management studies (MBA) in Finance. She is having more than 15 years of experience in financial services industry. Mrs. Priyanka Khandelwal is associated with Systematix Finvest Private Limited and Systematix Fincorp India Limited. She is overseeing and handling progressive risk management systems and strategies, smooth functioning of accounting and operational activities related to NBFCs.
8.	The skills and capabilities required for the role and the manner in which the proposed person meets such requirements	N.A.
9.	Shareholding in the Company, including shareholding as a beneficial owner	10,000 Equity Shares
10.	List of other directorships (excluding Foreign Company)	As per Annexure - I
11.	Resignation from listed entities in the past three years	N.A.
12.	Membership/ Chairmanship of Committees of other Public Companies (includes only Audit Committee and Stakeholders Relationship Committee)	N.A.
13.	Relationships, if any, between Directors, Manager & KMP inter se	Wife of Mr. Nikhil Khandelwal and Daughter-in-law of Mrs. Anju Khandelwal.
14.	Terms & Conditions of re-appointment	Executive Director liable to retire by rotation
15.	Remuneration last drawn	₹ 13.30/- Lakhs p.a.
16.	Remuneration sought to be paid	₹ 12.00/- Lakhs p.a. to ₹ 25.00/- Lakhs p.a. (Excluding other allowances)
17.	No. of Board Meetings attended during the financial year 2024-25.	4 (Four)

Annexure – I

Sr. No.	Names of the Companies	Designation	Date of appointment
1.	Systematix Finvest Private Limited	Whole-time Director	07-03-2011
2.	Systematix Fincorp India Limited	Director	07-03-2011
3.	Nikunj Mercantile Private Limited	Director	02-07-2014
4.	Tekpoint Properties Private Limited	Director	02-07-2014
5.	Snehvardhini Properties Private Limited	Director	02-07-2014
6.	Shubham Mangalam Real Estate Private Limited	Director	02-07-2014
7.	Rangsharda Properties Private Limited	Director	02-07-2014
8.	Topcity Trading Company Private Limited	Director	02-07-2014
9.	Riteplaza Trading Company Private Limited	Director	02-07-2014
10.	Magicline Trading Company Private Limited	Director	02-07-2014
11.	Goldlife Trading Company Private Limited	Director	02-07-2014
12.	Wonderdream Realtors Private Limited	Director	14-06-2022
13.	Skittish Realtors Private Limited	Director	31-08-2023
14.	Systematix Commodities Services Private limited	Director	29-07-2022

DIRECTORS' REPORT

To,
The Members of
SYSTEMATIX CORPORATE SERVICES LIMITED

Your Directors have pleasure in presenting the 40th Board's Report on the business and operations of your Company together with the audited financial statements for the year ended March 31, 2025.

FINANCIAL SUMMARY OF YOUR COMPANY:

(₹ in Lakh except EPS)

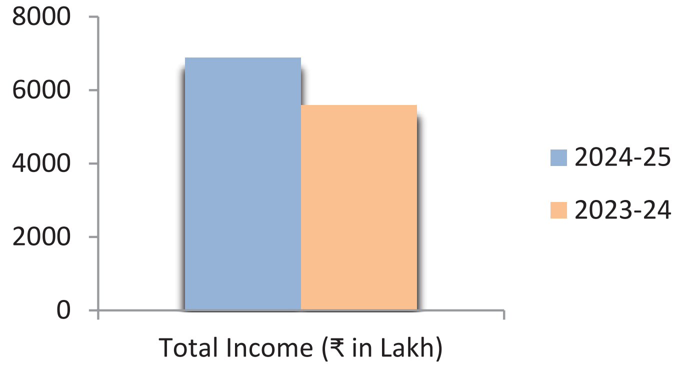
Particulars	Current Financial Year (31.03.2025)		Previous Financial Year (31.03.2024)	
	Standalone	Consolidated	Standalone	Consolidated
Revenue from Operations	6,819.62	13,938.70	5,575.78	13,965.42
Other Income	58.14	2,948.09	11.99	888.31
Profit before Depreciation, Finance Costs, Exceptional items and Tax Expense	3718.44	6444.37	3264.68	7274.18
Less: Depreciation/ Amortisation/ Impairment	237.15	317.94	74.84	192.49
Profit before Finance Costs, Exceptional & Extraordinary items and Tax Expense	3481.29	6126.43	3189.84	7081.69
Less: Finance Costs	282.27	417.28	229.16	309.00
Profit before Exceptional & Extraordinary items and Tax Expense	**3199.02**	**5709.15**	**2960.68**	**6,772.69**
Add/(less): Exceptional items	-	-	-	-
Add/(less): Extraordinary Items	-	-	-	-
Profit /loss before Tax	**3199.02**	**5709.15**	**2960.68**	**6,772.69**
Less: Tax Expense				
Provision for Taxation	829.30	1601.16	765.10	1,045.05
Deferred Tax	(6.14)	(509.60)	1.17	373.77
Income Tax related to Earlier Years	12.36	41.46	2.22	19.24
Profit for the year (1)	**2363.50**	**4576.13**	**2192.20**	**5,334.63**
Add/(less): Other Comprehensive Income (2)	(2.51)	(5.60)	(3.33)	(13.36)
Total Comprehensive Income/loss Total (1+2)	**2360.99**	**4570.53**	**2188.87**	**5321.27**
Balance of profit /loss for earlier years	5,748.85	10,904.79	3,559.98	6,292.97
Add: Profit for during the year	2360.99	4,570.53	2188.87	5,321.27
Less: Transfer to Reserves	-	169.95	-	709.45
Less: Dividend paid on Equity Shares	129.80	129.80	-	-
Less: Dividend paid on Preference Shares	-	-	-	-
Less: Dividend Distribution Tax	-	-	-	-
Balance carried forward	**7,980.04**	**15,175.56**	**5,748.85**	**10,904.79**
EPS (Basic)	1.79	3.46	1.69	4.11
EPS (Diluted)	1.79	3.46	1.69	4.11

Note: Previous Financial Year figures have been regrouped/re-arranged wherever necessary.

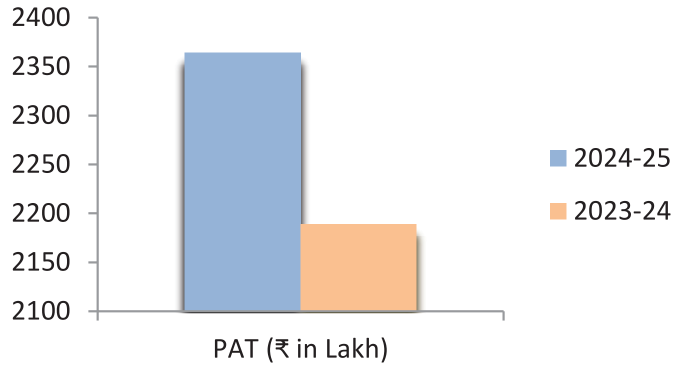
BRIEF DESCRIPTION OF YOUR COMPANY'S WORKING DURING THE YEAR / STATE OF COMPANY'S AFFAIR:

Standalone

As is evident from the above financial summary, during the year, your Company has earned total income of ₹ 6877.76 Lakh as compared to total income of ₹ 5587.77 earned during the previous year.

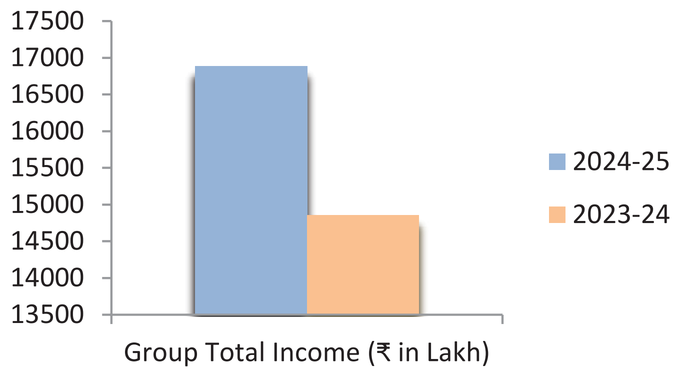


Your Company has earned profit after tax during the year of ₹ 2363.50 Lakh as compared to the profit after tax of ₹ 2192.20 Lakh earned during the previous year.

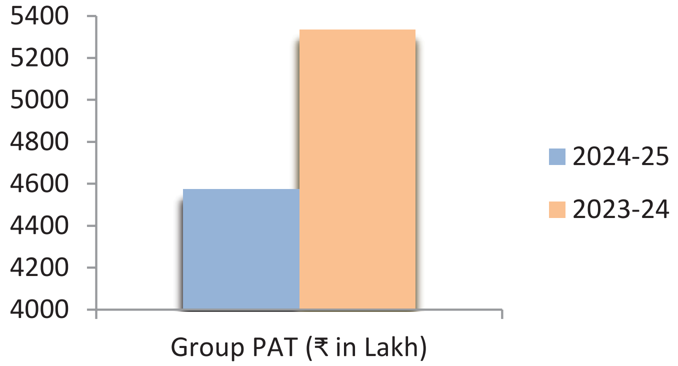


Consolidated

Your Group earned total income of ₹ 16886.79 Lakh as compared to total income of ₹ 14853.73 Lakh earned during the previous year.



Your Group earned profit after tax during the year of ₹ 4576.13 Lakh as compared to the profit after tax of ₹ 5,334.63 Lakh earned during the previous year.



These numbers reflect our adeptness at navigating the market dynamics and capitalising on strategic opportunities to enhance shareholder value. The financial performance is reflective of our continued focus on our commitment to sustainable growth amid fluctuating economic conditions.

CONSOLIDATED FINANCIAL STATEMENTS:

As per Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and applicable provisions of the Companies Act, 2013 ("the Act") read with the Rules made thereunder (as amended from time to time), the Consolidated Financial Statements of your Company for the FY 2024-25 have been prepared in compliance with applicable Indian Accounting Standards and on the basis of the Audited Financial Statements of your Company and its subsidiaries, as approved by the respective Board of Directors ("Board"). The Consolidated Financial Statements together with the Auditors' Report is forming part of the Annual Report.

TRANSFER TO RESERVES:

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

DIVIDEND:

During the past financial year, the Company has actively rewarded its shareholders declaring and disbursing a final dividend of ₹ 1/- per share for the financial year 2023-24. The Board at its meeting held on May 16, 2025, recommended a final dividend of ₹ 0.10/- per Equity Share (10% of the face value) of ₹ 1/- each for the financial year 2024-25, subject to the approval of Members at the forthcoming Annual General Meeting (AGM).

DETAILS OF COMPANIES WHICH HAVE BECOME OR CEASED AS SUBSIDIARY, ASSOCIATES AND JOINT VENTURES, DURING THE YEAR UNDER REVIEW, ARE AS UNDER:

There is no such Company which has become or ceased as a subsidiary, associates and joint ventures, during the year under review. However, your Company has acquired a 80% stake in Urban Affordable Housing LLP " the LLP" on May 23, 2025 by making capital contribution of ₹ 1,60,000/-. Accordingly, Urban Affordable Housing LLP has become Subsidiary LLP of your Company. Urban Affordable Housing LLP is incorporated with an object to carry business of real estate & financial services. Also the LLP is proposed to act as sponsor of Alternative Investment Funds subject to necessary approvals.

Further, the name of one of the Wholly-Owned Subsidiary of your Company was changed from **"Systematix Ventures Private Limited" to "Systematix Wealth & Asset Management Private Limited"** w.e.f. January 22, 2025. Further the name was changed from "**Systematix Wealth & Asset Management Private Limited (Formerly Known as Systematix Ventures Private Limited)" to "Systematix Wealth & Asset Services Private Limited"** w.e.f April 11, 2025.

Further your Company continues to be a Subsidiary Company of M/s. Systematix Holdings Private Limited, which holds 64.91 % of total paid-up share capital of your Company.

Your Company has five Wholly Owned Subsidiary Companies and one Subsidiary LLP as on March 31, 2025, namely:

Your Company does not have any associate and joint venture company. Pursuant to Section 129 of the Act read with Rule 5 of the Companies (Accounts) Rules, 2014, a separate statement containing the salient features of the financial statement of subsidiaries in Form AOC-1 is attached herewith as **'Annexure I'** and forms part of this Report. The statement also provides highlights of the performance and financial position of each of the subsidiaries and their contribution to the overall performance of your Company as per Rule 8(1) the Companies (Accounts) Rules, 2014.

The Audited Financial Statements of the said Subsidiary Companies are available on your Company's website and shall also be made available for inspection by any member at the Registered Office of your Company during business hours on working days up to the date of the ensuing AGM. Any member, who is interested in obtaining a copy of the Audited Financial Statements of any Subsidiary Companies, may write to Company Secretary of your Company.

Pursuant to the provisions of Section 136 of the Act the Audited Standalone and Consolidated Financial Statements of your Company along with relevant documents are available on your Company's website.

Material Subsidiaries:

As required under Regulation 16(1)(c) and 46 of the Listing Regulations, the Board has approved the Policy on Determination of Material Subsidiaries ("Policy"). The said Policy is available on your Company's website at https://www.systematixgroup.in/cms/ResearchReport/Policy%20for%20Determining%20Material%20Subsidiary.pdf. Accordingly M/s. Systematix Shares and Stocks (India) Limited, M/s. Systematix Fincorp India Limited and M/s. Systematix Finvest Private Limited were determined as Material Subsidiaries for Financial Year 2024-25.

MAINTENANCE OF BOOKS OF ACCOUNTS OF COMPANY AT A PLACE OTHER THAN REGISTERED OFFICE OF YOUR COMPANY:

Effective from March 6, 2024, books of accounts, records, documents are kept at 303 & 304, 3rd Floor, Hallmark Business Plaza, Sant Dyaneshwar Marg, Near Gurunanak Hospital, Bandra (East), Mumbai – 400051.

CHANGE IN NATURE OF BUSINESS:

There is no change in the nature of business of your Company for the year under review.

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

During the year under review, there are no material changes and commitments, which affect the financial position of your Company which have occurred between the end of the financial year to which the financial statements relate and the date of this Report. However, your Company has acquired a 80% stake in Urban Affordable Housing LLP "the LLP" on May 23, 2025 by making capital contribution of ₹ 1,60,000/-. Accordingly, Urban Affordable Housing LLP has become Subsidiary LLP of your Company. Urban Affordable Housing LLP is incorporated with an object to carry business of real estate & financial services. Also the LLP is proposed to act as sponsor of Alternative Investment Funds subject to necessary approvals.

ANNUAL RETURN:

Pursuant to Section 92(3) and Section 134(3)(a) of the Act read with Rule 12 of the Companies (Management and Administration) Rules, 2014, the Annual Return of your Company in prescribed Form MGT-7 for the financial year ended March 31, 2025 is available on your Company's website at https://www.systematixgroup.in/. Stakeholders are invited to review the document at your Company's Investor Relations page. This initiative is part of our ongoing commitment to ensure transparency and ease of access to our corporate disclosures.

DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE:

There are no significant material orders passed by the Regulators / Courts or Tribunals which would impact the going concern status of your Company and its future operations.

DETAILS IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS:

Your Company has adequate systems of internal control, to ensure that all assets are safeguarded and protected against loss from unauthorized use and procedures commensurate with the size and nature of business. Your Company continuously upgrades its systems in line with the best availability practices. These systems are supported by periodical reviews by the management and standard policies and guidelines to ensure that financial and other records are prepared accurately. During the year under review, the Internal Financial Controls were operating effectively and no material or serious observations were received from the Auditors of your Company for inefficiency or inadequacy of such controls.

INTERNAL CONTROLS OVER FINANCIAL REPORTING (ICFR):

Your Company has in place adequate internal financial controls commensurate with the size, scale and complexity of its operations. During the year such controls were tested and no reportable material weakness in the design or operations were observed. Your Company has policies and procedures 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.

DEPOSITS:

During the year under review, your Company has not accepted any deposits in terms of Section 73 of the Act read with the Companies (Acceptance of Deposit) Rules, 2014, no amounts were outstanding which were classified as 'Deposits' under the applicable provisions of Act as on the date of Balance Sheet.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 OF THE ACT:

The Particulars of loans, guarantees and investments given/made during the financial year under review and governed by the provisions of Section 186 of the Act, 2013 forms part of financial statements.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:

In line with the requirements of the Act and the Listing Regulations. Your company has formulated a policy on Related Party Transactions for the purpose of identification and monitoring of such transactions and the same is available on your Company's website at https://www.systematixgroup.in/cms/ResearchReport/Policy%20on%20materiality%20of%20RPT%20and%20Dealing%20with%20RPT.pdf. The Policy intends to ensure that proper reporting, approval and disclosure processes are in place for all transactions between your Company and Related Parties.

All related party transactions entered into during the financial year were in ordinary course of business and arm's length basis. There were no significant material related party transactions entered into by your Company with any related party during the financial year under review. Thus disclosure in Form AOC-2 as per Section 134(3)(h) of the Act read with Rule 8(2) of the Companies (Accounts) Rules, 2014 is not required.

All related party transactions were placed before the Audit Committee for prior approval. Prior omnibus approval of the Audit Committee is obtained for the transactions which are repetitive in nature. The details of all such related party transactions entered into pursuant to the omnibus approval of the Committee, were placed before the Audit Committee on a quarterly basis for its review.

Further, details of related party transactions as per Indian Accounting Standard – 24 (Ind AS 24) and Schedule V of the Listing Regulations containing name of the related party and details of the transactions entered with such related party are given under Note 34 forming part of the Notes to Account of the Standalone Financial Statements which forms part of this Annual Report.

STATUTORY AUDITORS:

M/s. Shah & Taparia, Chartered Accountants (FRN: 109463W) were appointed as the Statutory Auditors of your Company at Annual General Meeting (AGM) of your Company held on September 29, 2022 for a term of five consecutive years from the conclusion of the Annual General Meeting held on September 29, 2022 until the conclusion of Annual General Meeting of your Company to be held in the year 2027.

STATUTORY AUDITORS' REPORT:

M/s. Shah & Taparia, Statutory Auditors of your Company has audited books of account of your Company for the financial year ended March 31, 2025 and have issued the Auditors' Report on the Standalone and Consolidated Financial Statements thereon. The Auditor's Report does not contain any qualification, reservation or adverse remark or Disclaimer.

SECRETARIAL AUDITOR AND THEIR REPORT:

Pursuant to the provisions of Section 204 of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, M/s. Kothari H. & Associates, Practising Company Secretaries were appointed as Secretarial Auditors of your Company to undertake the Secretarial Audit of your Company for the year under review. The report of Secretarial Audit in Form No. MR-3 for the FY 2024-25 is annexed herewith as **'Annexure II'**. The said report does not contain any qualification, reservation or adverse remark or disclaimer.

Further, the Secretarial Compliance Report for the year ended March 31, 2025 issued by the Practicing Company Secretary pursuant to Regulation 24A of the Listing Regulations, has been filed with BSE Limited and a copy of the same is available on the Company's website www.systematixgroup.in/.

Further, pursuant to Regulation 24A of the Listing Regulations, and on the basis of the recommendation of the Audit Committee & Board of Directors, it is proposed to appoint Mrs. Sonam Jain, Practising Company Secretary as the Secretarial Auditor of the Company for consecutive 5 years i.e. from financial year FY 2025-26 to FY 2029-30, subject to the approval of the members.

The Company has received a consent and certificate from Mrs. Sonam Jain, Practising Company Secretary that they are eligible to be appointed as Secretarial Auditor of the Company and are not disqualified for being so appointed.

SECRETARIAL AUDIT OF MATERIAL UNLISTED SUBSIDIARY FOR THE YEAR ENDED MARCH 31, 2025:

As per Regulation 24A of the Listing Regulations, the Secretarial Audit of the material subsidiaries i.e. M/s. Systematix Shares and Stocks (India) Limited, M/s. Systematix Fincorp India Limited and M/s. Systematix Finvest Private Limited has been conducted by M/s. Kothari H. & Associates, Practising Company Secretaries for the financial year 2024-25. Secretarial Audit Reports of material subsidiaries for the financial year ended March 31, 2025, are annexed herewith and marked as **'Annexure II (a), (b), and (c)' to this Report**. None of the said Audit Reports contain any qualification, reservation or adverse remark or disclaimer.

INTERNAL AUDITORS:

Your Company had designated Mr. Pradeep Gotecha, as an Internal Auditor of your Company, in compliance with the provisions of Section 138 of the Act and Rules framed thereunder.

Internal Audit Reports are reviewed by the Audit Committee of your Company at their meetings held during quarterly intervals. Internal Auditor carried out his functions as per the scope of work assigned and placed his reports at the meetings of the Audit Committee, during quarterly intervals. The internal audit reports does not contain any qualification, reservation or adverse remark or disclaimer.

COST AUDITORS AND RECORDS:

The Central Government has not prescribed maintenance of cost records for your Company under Section 148 (1) of the Act.

REPORTING OF FRAUDS BY AUDITORS:

During the year under review, the Statutory Auditors, the Secretarial Auditors and the Internal Auditor have not reported to the Audit Committee/Board pursuant to Section 143 (12) of the Act, any instances of frauds committed in your Company by its officers or employees, the details of which needs to be mentioned in this Report.

SHARE CAPITAL:

During the year under review, following changes were made in the Share Capital of the Company.

Sub-division/Split of Equity Shares :

Pursuant to the member's approval received in the Annual General Meeting held on September 26, 2024 for sub-division/ split, the Board of Directors of your Company had fixed November 05, 2024 as the Record Date for the purpose of sub-division/split of 1 (One) equity share of the Company having face value of ₹ 10/- (Ten) each into 10 (Ten) equity shares having face value of ₹ 1/- (One) each. Accordingly, with effect from November 05, 2024 the revised face value is ₹ 1/- per share and the new ISIN with effect from November 05, 2024 is lNE356B01024.

Further, pursuant to the aforesaid sub-division/split the revised authorized share capital of the Company is Rs. 50,00,00,000/- (Rupees Fifty Crore) divided into 20,00,00,000/- (Twenty Crore) Equity Shares of ₹ 1/- each (Rupee One) and 3,00,00,000/- (Three Crore) Preference Shares of ₹ 10/- (Rupees Ten) each and the revised paid-up share capital of the Company is ₹12,98,02,580/- (Rupees Twelve Crore Ninety Eight Lakhs Two Thousand Five Hundred and Eighty) divided into 12,98,02,580 (Twelve Crore Ninety Eight Lakhs Two Thousand Five Hundred and Eighty) Equity Shares of ₹ 1/- (Rupee One) each.

Preferential Issue:

On November 14, 2024 your Company had allotted 67,35,430 Equity Shares of face value of ₹ 1/- each fully paid-up to Non-Promoters, on a preferential basis in accordance with Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018), and other applicable laws, at a price of ₹ 153.10/- (Rupees One Hundred Fifty-Three and Ten paise) per Equity Share (including Premium of ₹ 152.10/-) amounting to ₹ 103,11,94,333/- (Rupees One Hundred Three Crore Eleven Lakh Ninety Four Thousand Three Hundred and Thirty Three Only).

Further pursuant to the aforesaid preferential issue the revised paid-up share capital of the Company is Rs. 13,65,38,010/- (Rupees Thirteen Crore Sixty Five Lakhs Thirty Eight Thousand and Ten) divided into 13,65,38,010 (Thirteen Crore Sixty Five Lakhs Thirty Eight Thousand and Ten) Equity Shares of ₹ 1/- (Rupee One) each.

Your Company has not issued any equity shares with differential rights / sweat equity shares/ employee stock options during the financial year 2024-25.

Your Company has not bought back any of its securities during the financial year 2024-25.

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

A) ENERGY CONSERVATION & TECHNOLOGY ABSORPTION:

Your company, along with its subsidiaries, primarily offers financial services—a sector not traditionally associated with high energy consumption. Despite this, we continuously explore avenues to reduce our operational carbon footprint, although the direct impact remains minimal due to the nature of our business activities.

Your Company has maintained a technology friendly environment for its employees to work in. Your Company uses latest technology and equipments. However since your Company is not engaged in any manufacturing, the information in connection with technology absorption is NIL.

B) FOREIGN EXCHANGE EARNINGS AND OUTGO:

The foreign exchange earnings and outgo as required under section 134(3) (m) of the Act read with rule 8(2) of the Companies (Accounts) Rules, 2014, are provided as follows:

(in ₹)

a.	Total foreign exchange earned	16,44,42,568
b.	Total foreign exchange outgo	15,63,601

DIRECTORS AND KEY MANAGERIAL PERSONNEL:

The Board of Directors is constituted in accordance with the provisions of the Act and the Listing Regulations and Articles of Association of your Company. Your Company has received relevant disclosures and declarations from the Directors and none of them are disqualified from being appointed as Director in terms of Section 164(2) of the Act and the Listing Regulations. The detailed composition of the Board along with the meetings and attendance are provided in Corporate Governance Report which forms part of the Annual Report.

Further, based on the recommendation of the Nomination and Remuneration Committee, the Board at its meeting held on August 09, 2024, appointed Mr. Ganesh Ramanathan (DIN: 00016260) as an Additional Non-Executive Independent Director of your Company. The appointment of Mr. Ganesh Ramanathan (DIN: 00016260) was regularized in the Annual General Meeting held on September 26, 2024.

Further, Mrs. Anju Khandelwal, Director of your Company who retired by rotation, was re-appointed at the Annual General Meeting held on September 26, 2024.

Further, Mr. Sanjay Lalchand Khandelwal (DIN: 01592134), completed his second and final term of 10 years as a Non-Executive Independent Director of your Company and consequently ceased to be a Director with effect from September 29, 2024.

In accordance with the provisions of the Act and in terms of the Articles of Association of your Company, Mrs. Priyanka Khandelwal who is liable to retire by rotation being eligible, has offered herself for re- appointment. The Board recommends her re-appointment for the consideration of the members of your Company at the forthcoming Annual General Meeting.

INTEGRITY, EXPERTISE, EXPERIENCE AND PROFICIENCY:

The Board epitomizes a blend of professionalism, knowledge, and experience, contributing significantly to the strategic direction of the Company. Our Independent Directors are Particularsly noted for their professional integrity, as well as their extensive expertise and experience, which are invaluable to our leadership framework.

The Board is proactive in providing strategic guidance and fulfills its fiduciary responsibilities with a steadfast commitment to safeguarding the interests of the Company and its stakeholders.

In the opinion of the Board, the independent director appointed during the year possesses requisite integrity, expertise, experience and proficiency.

DECLARATION BY INDEPENDENT DIRECTOR(S):

The Independent Directors of your Company have made a declaration confirming the compliance of the conditions of the independence stipulated in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations. The Independent Directors have also confirmed that they have complied with Schedule IV of the Act and your Company's Code of Conduct for Board Members and Senior Management. All Independent Directors of your Company have registered themselves with the Indian Institute of Corporate Affairs.

MEETINGS OF BOARD OF DIRECTORS:

The Board of Directors met 5 (Five) times during the financial year. The details of the meeting and attendance of the Directors are provided in the Corporate Governance Report which forms part of the Annual Report.

The intervening gap between the Meetings was within the period prescribed under section 173 of the Act.

MEETING OF INDEPENDENT DIRECTORS:

The Independent Directors met 1 (One) time during the financial year. The details of the meeting and attendance of Independent Directors are provided in the Corporate Governance Report which forms part of the Annual Report.

COMMITTEES OF THE BOARD OF DIRECTORS:

Your Company has now three Board-level Committees, which have been established in compliance with the relevant provisions of applicable laws and statutes:

1. Audit Committee
2. Nomination And Remuneration Committee
3. Stakeholders' Relationship Committee

The composition of aforesaid Committees, terms of reference, number of meetings held of each Committee, during the year, and meetings attended by each member of the Committees are provided in Corporate Governance Report which forms part of the Annual Report.

The recommendations of the Committees, as and when made to the Board, have been accepted by the Board.

Additionally, to streamline the management of day-to-day administrative and routine matters, the Board has established various management-level committees. These committees are composed of Directors from your Company, enabling efficient decision-making and operational agility.

FORMAL ANNUAL EVALUATION OF DIRECTORS, COMMITTEES & BOARD:

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

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

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

The feedback and results of the questionnaire were collated and consolidated report was shared with the Nomination and Remuneration Committee and the Board for improvements of its effectiveness. The Directors expressed their satisfaction with the evaluation process.

PREVENTION, PROHIBITION AND REDRESSAL OF SEXUAL HARASSMENT AT WORKPLACE:

Your Company has in place a Policy for prevention of Sexual Harassment at the Workplace in line with the requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013. Your Company is committed to provide a safe and conducive work environment to its employees.

In accordance with the introduction of Companies (Accounts) Amendment Rules, 2018 dated 31st July, 2018, your Directors would further like to inform that your Company has duly constituted Internal Complaints Committee as required under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

Further, details as required under Rule 8 of Companies (Accounts), Rules, 2014 are as follows:

Number of complaints of sexual harassment received in the year;	NIL
Number of complaints disposed off during the year;	NIL
Number of cases pending for more than ninety days.	NIL

MATERNITY BENEFIT ACT, 1961:

Your Directors confirms that your Company has complied with the provisions of the Maternity Benefit Act, 1961. Your Company is committed to supporting female employees during pregnancy, childbirth, and thereafter, and strive to maintain a workplace that is conducive to their well-being and career growth.

NUMBER OF EMPLOYEES

There were 39 employees as on March 31, 2025 out of which 24 were male employees & 16 female employees.

RISK MANAGEMENT:

Your Company recognizes that risk is an integral part of business and is committed to managing the risks in a proactive and efficient manner. Your Company periodically assesses risks in the internal and external environment, along with the cost of treating risks and incorporates risk treatment plans in strategy, business and operational plans. Some of the risks which may pose challenges are set out in Management Discussions and Analysis Report which forms part of this report.

CORPORATE SOCIAL RESPONSIBILITY ("CSR"):

Your Company recognizes its responsibility towards society and focusing on sustainable business practices encompassing economic, environmental and social imperatives that not only cover business, but also the communities around us.

In terms of Section 135 of the Act read with Companies (Corporate Social Responsibility Policy) Rules, 2014, your Company has also formulated a CSR Policy which is available on your Company's website at https://www.systematixgroup.in/impdocuments/CSR-Policy.pdf

Our approach to CSR goes beyond mere financial contributions; as experts in the financial sector, we are committed to leveraging our core competencies and expertise to make a significant social impact. This commitment is detailed in the Annual Report on CSR activities, which is annexed to this report as **Annexure - III.**

MANAGERIAL REMUNERATION:

The Particulars of employees required pursuant to Section 197 of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 form part of this Report and are annexed as **Annexure IV.** In accordance with the provisions of Section 136 of the Act, the Board's Report and the financial statements for the financial year ended March 31, 2025 are being sent to the members and others entitled thereto, excluding the details to be furnished under Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 which are available for inspection by the members at the Registered Office of your Company during business hours on all working days up to the date of the ensuing Annual General Meeting. If any member desires to have a copy of the same, he may write to the Company Secretary in this regard.

POLICY ON DIRECTORS', KEY MANAGERIAL PERSONNEL'S AND SENIOR MANAGEMENT PERSONNEL'S APPOINTMENT AND REMUNERATION:

The Board, on the recommendation of the Nomination and Remuneration Committee, has framed the policy for selection and appointment of Directors including determining qualifications and independence of a Director, Key Managerial Personnel ("KMP"), Senior Management Personnel and their remuneration as part of its charter and other matters provided under Section 178(3) of the Act and the Listing Regulations.

Pursuant to Section 134(3)(e) of the Act, the Nomination and Remuneration policy of your Company which lays down the criteria for determining qualifications, competencies, positive attributes and independence for appointment of Directors and relating to remuneration of Directors, KMP, Senior Management Personnel and other employees is available on your Company's website at https://www.systematixgroup.in/cms/ResearchReport/Nomination%20and%20Remuneration%20Policy.pdf

The Nomination and Remuneration Policy of your Company is attached herewith as '**Annexure V'**

VIGIL MECHANISM/ WHISTLE BLOWER MECHANISM:

Pursuant to the provisions of Section 177(9) of the Act read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules 2014 and Regulation 22 of the Listing Regulations, your Company has framed Vigil Mechanism/ Whistle Blower Policy ("Policy") to enable directors and employees to report genuine concerns or grievances, significant deviations from key management policies and report any non-compliance and wrong practices, e.g., unethical behavior, fraud, violation of law, inappropriate behavior/ conduct etc.

The functioning of the Vigil Mechanism is reviewed by the Audit Committee from time to time. None of the Directors or employees have been denied access to the Audit Committee of the Board. The objective of this mechanism is to maintain a redressal system which can process all complaints concerning questionable accounting practices, internal controls, or fraudulent reporting of financial information.

The Policy framed by your Company is in compliance with the requirements of the Act & Listing Regulations and is available on your Company's website at https://www.systematixgroup.in/cms/ResearchReport/Policy-vigil-mechanism-whistleblower.pdf

CORPORATE GOVERNANCE REPORT:

Effective corporate governance is the cornerstone of sustainable and successful businesses. Our Company is deeply committed to upholding the highest standards of governance, which guide our strategic decisions and daily operations. This commitment ensures financial responsibility, ethical conduct, and fairness to all stakeholders (including employees, customers, investors, regulators, suppliers, and society at large).

A detailed Report on Corporate Governance in terms of Schedule V of the Listing Regulations for FY 2024-25 together with a Certificate from M/s. Kothari H. & Associates, Practising Company Secretaries of your Company confirming compliance with conditions of Corporate Governance as stipulated in Regulation 34 read with Schedule V to the Listing Regulations, is forming part of the Annual Report.

MANAGEMENT'S DISCUSSION AND ANALYSIS:

In terms of the provisions of Regulation 34 read with Schedule V of the Listing Regulations, the Management's Discussion and Analysis Report is set out as an addition to this Board Report. This analysis is integral to understanding the context of our financial results and the strategic initiatives undertaken by the Company during the financial year 2024-25.

CODE OF CONDUCT:

Pursuant to Regulation 26(3) of the Listing Regulations, all the Directors & Senior Management of your Company have affirmed compliance with the Code of Conduct of your Company.

DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to the requirement under Section 134(3) (c) of the Act, with respect to Directors' Responsibility Statement, it is hereby confirmed;

a) That in the preparation of the annual financial statements for year ended March 31, 2025, the applicable accounting standards had been followed along with proper explanation relating to material departures;

b) That the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of your company as at March 31, 2025 and of the profit of your company for the year ended on that date;

c) That proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of your company and for preventing and detecting fraud and other irregularities;

d) That the annual financial statements have been prepared on a going concern basis;

e) That the proper internal financial controls were in place and that such internal financial controls were adequate and were operating effectively; and

f) Those systems to ensure compliance with the provisions of all applicable laws was in place and was adequate and were operating effectively.

COMPLIANCE WITH SECRETARIAL STANDARD:

Your Company has complied with the applicable Secretarial Standards, i.e. SS-1 and SS-2, relating to 'Meetings of the Board of Directors' and 'General Meetings' respectively.

TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND:

The Company is not carrying any fund which is required to be transferred to Investor Education and Protection Fund.

PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016:

There are no proceedings, either filed by your Company or filed against your Company, pending under the Insolvency and Bankruptcy Code, 2016 (31 of 2016) before National Company Law Tribunal or other courts during the year 2025.

DIFFERENCE BETWEEN AMOUNT OF VALUATION DONE AT ONE TIME SETTLEMENT AND VALUATION DONE WHILE TAKING LOAN FROM BANKS OR FINANCIAL INSTITUTIONS:

The disclosure under this clause is not applicable as there was no instance of one-time settlement with any bank or financial institutions.

OTHER DISCLOSURES:

During the year under review, the trading of securities was not suspended.

The Company, during the year under review, has not issued any debt instruments or has not taken fixed deposits or has not mobilized funds under any scheme or proposal. Hence, no credit ratings were obtained.

ACKNOWLEDGEMENTS:

The Board of Directors extends its sincere gratitude to the Securities and Exchange Board of India, BSE Limited, and the Ministry of Corporate Affairs, along with other government and regulatory authorities, for their continued support throughout the year. We also deeply appreciate the trust and confidence placed in us by our clients and stakeholders, which is essential to our success.

Further, the Board acknowledges with great appreciation the efforts and dedication of all our employees across the Company and its subsidiaries. Their commitment has been crucial in driving profitable growth during the fiscal year under review.

For and on behalf of the Board of Directors

Nikhil Khandelwal
Chairman & Managing Director
DIN: 00016387

Date : 28.07.2025
Place : Mumbai

Annexure - I

Form AOC-1

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

Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures
Part "A": Subsidiaries
(Information in respect of each subsidiary to be presented with amounts in ₹ in Lakh)

Sr. No.	1.	2.	3.	4.	5.	6.
CIN/ any other registration number of subsidiary company	U65993MH1995 PLC268414	U67120MH1995 PLC389867	U65990MH1995 PTC088488	U01119MH1994 PTC266348	U67190MH2013 PTC247782	AAV-1631
Name of the subsidiary	Systematix Shares and Stocks (India) Limited	Systematix Fincorp India Limited	Systematix Finvest Private Limited	Systematix Commodities Services Private Limited	Systematix wealth & asset services Private Limited	Divisha Alternative Investments LLP
Date since when subsidiary was acquired	24/03/2011	24/09/2007	24/12/2010	31/03/2015	15/03/2018	16/02/2021
Provisions pursuant to which the company has become a subsidiary (Section2(87)(i)/ Section 2(87)(ii))	2(87)(ii))	2(87)(ii))	2(87)(ii))	2(87)(ii))	2(87)(ii))	2(87)(ii))
Reporting period for the subsidiary concerned, if different from the holding company's reporting period	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Share Capital/ Contribution	491.35	167.58	187.82	80.00	30.00	11.00
Reserves & surplus	9,533.89	3,581.16	1,844.33	195.92	(24.11)	-
Total assets	19,079.60	3,784.62	2,067.68	454.04	6.39	2.71
Total Liabilities	9054.36	35.88	35.53	178.12	0.50	(8.29)
Investments	1037.64	3,516.25	-	-	2.74	1.00
Turnover	6,842.31	389.79	324.25	12.11	-	0.01
Profit/(Loss) before taxation	1,473.84	752.98	279.67	5.26	(1.62)	(2.24)
Provision for taxation	114.69	109.69	73.19	0.01	(0.07)	-
Profit/(Loss) after taxation	1,359.15	643.29	206.48	5.25	(1.55)	(2.24)
Proposed Dividend	-	-	-	-	-	
% of shareholding	100%	100%	100%	100%	100%	51%

Notes:

1. Names of subsidiaries which are yet to commence operations – N.A.
2. Names of subsidiaries which have been liquidated or sold during the year - N.A.

Part "B": Associates and Joint Ventures

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

Your Company does not have any Associate Company or Joint Venture Company, therefore Part B relating to Associates is not applicable.

For and on behalf of the Board of Directors

	Nikhil Khandelwal Chairman & Managing Director DIN: 00016387	**Anju Khandelwal** Director DIN: 00474604
Date : 16.05.2025 **Place :** Mumbai	**Anil Bhagchandani** Chief Financial Officer	**Divyesh Badiyani** Company Secretary

Annexure II

FORM NO. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED ON MARCH 31, 2025

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

To,
The Members
Systematix Corporate Service Limited

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

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company 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 on March 31,2025 ('Audit period') complied with the statutory provisions listed here under 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 herein after:

- We have examined the books, papers, minute books, forms and returns filed and other records maintained by Systematix Corporate Services Limited for the financial year ended on March 31,2025 according to the provisions of:

  i. The Companies Act, 2013(the Act)and the rules made there under;

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

  iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;

  iv. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

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

    a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

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

    c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

    d. The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;***(Not applicable to the company during the Audit Period)***

    e. Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; ***(Not applicable to the company during the Audit Period)***

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

    g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; ***(Not applicable to the company during the Audit Period)*** and

    h. Securities and Exchange Board of India (Buy-back of Securities) Regulations 2018; ***(Not applicable to the company during the Audit Period)***

    i. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and amendment made there under.

- We have relied on the representation made by the Company and its Officers for systems and mechanism formed by the Company for compliances under other Acts, Laws and Regulations as applicable specifically to the company.

  (1) Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992

  (2) Securities and Exchange Board of India (Intermediaries) Regulations, 2008 ***(To the extend applicable)***

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

1. Secretarial Standards issued by The Institute of Company Secretaries of India related to Board Meetings and General Meetings.

2. The Listing Agreement(s) entered by the Company with BSE Limited pursuant to the 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. There is no change in the composition of the Board of Directors, however there was a change in Directors of the Company during the period under review, 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 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 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 Based on the information provided by the Company, its officers and authorized representatives during the conduct of the audit, and also on the review of compliance reports by the respective Department Heads / Company Secretary / CFO / KMP taken on record by the Board of Directors of the Company, in our opinion there are adequate systems and processes in the Company commensurate with the size and the operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that the compliance by the Company of applicable financial laws, like direct and indirect tax laws, and Labour Law Compliances have been subject to review by statutory financial audit and other designated professionals.

We further report that during the audit period the Company has passed the resolution for preferential issue of 6,73,543 equity shares of Rs. 1,531/- each (Including premium of Rs. 1521/-) in the extra ordinary general meeting of the Company held on October 14, 2024, subject to appropriate adjustments for sub-division of equity shares. Further, pursuant to subdivision/ split of 1 (One) equity share of the Company having face value of ₹ 10/- (Ten) each into 10 (Ten) equity shares having face value of ₹ 1/- (One) each with effect from November 05, 2025, on November 14, 2024 your Company had allotted 67,35,430 Equity Shares of face value of ₹ 1/- each fully paid-up to Non-Promoters, on a preferential basis in accordance with Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018), and other applicable laws, at a price of ₹ 153.10/- (Rupees One Hundred Fifty-Three and Ten paise) per Equity Share (including Premium of ₹ 152.10/-) amounting to ₹ 103,11,94,333/- (Rupees One Hundred Three Crore Eleven Lakh Ninety Four Thousand Three Hundred and Thirty Three Only).

We further report that during the audit period the Company has also passed the following resolutions in the Annual General Meeting of the Company held on September 26, 2024.

1. Adoption of new set of Memorandum of Association (MOA) of the Company to make it is conformity with the Companies Act, 2013.

2. Alteration of clause V (Capital Clause) of the MOA of the Company pursuant to subdivision/split of Equity shares of the Company from 1 equity share of ₹ 10/- each to 10 equity shares of ₹ 1/- each

We further report that during the audit period the Company has not passed any resolution for the following:

i. Redemption / buy-back of securities.

ii. Major decisions taken by the members in pursuance to section 180 of the Companies Act, 2013.

iii. Merger / amalgamation / reconstruction, etc,

iv. Foreign technical collaborations.

For **KOTHARI H. & ASSOCIATES**
Company Secretaries
(Peer Review Certificate No.5312/2023)

Hitesh Kothari
Membership No. F6038
Certificate of Practice No. 26578
UDIN : F006038G000876127

Place : Mumbai
Date : 28.07.2025

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
Systematix Corporate Service Limited

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 the secretarial records based on our audit.

2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.

3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.

4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.

5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.

6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

For **KOTHARI H. & ASSOCIATES**
Company Secretaries

Hitesh Kothari
Membership No. F6038
Certificate of Practice No. 26578

Place : Mumbai
Date : 28.07.2025

Annexure II(a)

FORM MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED ON MARCH 31, 2025

[Pursuant to the provisions of Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,
The Members
Systematix Shares and Stocks (India) Limited

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

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company 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 on March 31,2025 ('Audit period') complied with the statutory provisions listed here under 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 Systematix Shares and Stocks (India) Limited for the financial year ended on March 31,2025 according to the provisions of:
    - i. The Companies Act, 2013(the Act)and the rules made there under;
    - ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under; ***(to the extend applicable)***
    - iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under; ***(to the extend applicable)***
    - iv. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; ***(not applicable to the Company during the Audit period)***
    - v. The Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): ***(to the extend applicable)***
        - a. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and amendment made thereunder; ***(to the extend applicable)***
        - b. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and amendment made thereunder; (***to the extend applicable)***
        - c. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; ***(to the extend applicable)***
        - d. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations 1993 regarding the Companies Act and dealing with client;
- We have relied on the representation made by the Company and its Officers for systems and mechanism formed by the Company for compliances under other Acts, Laws and Regulations as applicable specifically to the company.
    - a. The Securities and Exchange Board of India (Stock Brokers) Regulations, 1992;
    - b. The Securities and Exchange Board of India (Portfolio Managers) Regulations, 2020;
    - c. The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
    - d. The Securities and Exchange Board of India (Research Analysts) Regulations, 2014;
    - e. Securities and Exchange Board of India (Intermediaries) Regulations, 2008;
    - f. Securities and Exchange Board of India (Mutual Funds) Regulations 1996.

    Note: The list is an indicative list and not an exhaustive list.

In addition to the above other SEBI/exchange/AMFI regulations/ directives/ rules/ byelaws/ guidelines/ circulars to govern Company's regulatory licenses.

We have also examined compliance with the applicable clauses of Secretarial Standards issued by The Institute of Company Secretaries of India related to the Board Meetings and General Meetings.

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. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all 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 decisions at Board Meetings and Committee Meetings are carried out 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 Based on the information provided by the Company, its officers and authorized representatives during the conduct of the audit, and also on the review of compliance reports by the respective Department Heads / KMP taken on record by the Board of Directors of the Company, in our opinion there are adequate Systems and processes in the Company commensurate with the size and the operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that the compliance by the Company of applicable financial laws, like direct and indirect tax laws, and Labour Law Compliances have been subject to review by statutory financial audit and other designated professionals.

We further report that during the audit period the Company has passed the resolution to offer, issue and allot upto 14,81,000 equity shares of face value of Rs. 10/- each at an issue price of Rs. 168.80/- (including premium of Rs. 158.80/-) per Equity Share (hereinafter referred to as new shares) for an aggregate consideration of Rs. 24,99,92,800/- (Rupees Twenty-Four Crore Ninety-Nine Lakh Ninety-Two Thousand Eight Hundred Only) for cash to the existing shareholders as on record date i.e. March 14, 2025 in dematerialized form on rights basis.

We Further report that during the Audit Period the Company has altered its Memorandum of Association (MOA) for re-classification of Authorized Share Capital and also Adopted the new set of MOA to make it in conformity with the Companies Act, 2013 vide passing special resolution in the Extra Ordinary General Meeting held on February 21, 2025.

We further report that during the audit period the Company has not passed any resolution for the following:

i. Redemption / buy-back of securities.

ii. Major decisions taken by the members in pursuance to section 180 of the Companies Act, 2013.

iii. Merger / amalgamation / reconstruction, etc,

iv. Foreign technical collaborations.

For **KOTHARI H. & ASSOCIATES**
Company Secretaries
(Peer Review Certificate No.5312/2023)

Hitesh Kothari
Membership No. F6038
Certificate of Practice No. 26578
UDIN : F006038G000876886

Place : Mumbai
Date : 28.07.2025

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
Systematix Shares and Stocks (India) Limited

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

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

For **KOTHARI H. & ASSOCIATES**
Company Secretaries

Hitesh Kothari
Membership No. F6038
Certificate of Practice No. 26578

Place : Mumbai
Date : 28.07.2025

Annexure II(b)

FORM MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED ON MARCH 31, 2025

[Pursuant to the provisions of Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,
The Members
Systematix Fincorp India Limited

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

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company 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 on March 31,2025 ('Audit period') 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 Systematix Fincorp India Limited for the financial year ended 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; ***(to the extend applicable)***

  iii. The Depositories Act, 1996 and the Regulations and Bye- laws framed thereunder; ***(to the extend applicable)***

  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; ***(not applicable to the Company during the Audit period)***

  v. The Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): ***(to the extend applicable)***

     a. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and amendment made thereunder; ***(to the extend applicable)***

     b. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and amendment made thereunder; (***to the extend applicable)***

     c. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; ***(to the extend applicable)***

- We have relied on the representation made by the Company and its Officers for systems and mechanism formed by the Company for compliances under other Acts, Laws and Regulations as applicable specifically to the company.

  1. RBI Act, 1934

  2. RBI Master Guidelines issued by RBI from time to time.

  We have also examined compliance with the applicable clauses of Secretarial Standards issued by The Institute of Company Secretaries of India related to the Board Meetings and General Meetings.

  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. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act

Adequate notice is given to all 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 decisions at Board Meetings and Committee Meetings are carried out 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 Based on the information provided by the Company, its officers and authorized representatives during the conduct of the audit, and also on the review of compliance reports by the respective Department Heads taken on record by the Board of Directors of the Company, in our opinion there are adequate Systems and processes in the Company commensurate with the size and the operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that the compliance by the Company of applicable financial laws, like direct and indirect tax laws, and Labour Law Compliances have been subject to review by statutory financial audit and other designated professionals.

We further report that during the audit period the Company has not passed any resolution for the following:

i. Public/Right/Preferential issue of shares / debentures/sweat equity, etc.

ii. Redemption / buy-back of securities.

iii. Major decisions taken by the members in pursuance to section 180 of the Companies Act, 2013.

iv. Merger / amalgamation / reconstruction, etc,

v. Foreign technical collaborations.

For **KOTHARI H. & ASSOCIATES**
Company Secretaries
(Peer Review Certificate No.5312/2023)

Hitesh Kothari
Membership No. F6038
Certificate of Practice No. 26578
UDIN : F006038G000876732

Place : Mumbai
Date : 28.07.2025

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
Systematix Fincorp India Limited

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

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.

2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.

3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.

4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.

5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.

6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

For **KOTHARI H. & ASSOCIATES**
Company Secretaries

Hitesh Kothari
Membership No. F6038
Certificate of Practice No. 26578

Place : Mumbai
Date : 28.07.2025

Annexure II(c)

FORM MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED ON MARCH 31, 2025

[Pursuant to the provisions of Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,
TheMembers
Systematix Finvest Private Limited

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

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company 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 on March 31,2025 ('Audit period') complied with the statutory provisions listed here under 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 Systematix Finvest Private Limited for the financial year ended on March 31,2025 according to the provisions of:

    i. The Companies Act, 2013(the Act) and the rules made there under;

    ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under; ***(to the extend applicable)***

    iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under; ***(to the extend applicable)***

    iv. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; ***(not applicable to the Company during the Audit period)***

    v. The Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): ***(to the extend applicable)***

        a. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and amendment made thereunder; ***(to the extend applicable)***

        b. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and amendment made thereunder; (***to the extend applicable)***

        c. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; ***(to the extend applicable)***

- We have relied on the representation made by the Company and its Officers for systems and mechanism formed by the Company for compliances under other Acts, Laws and Regulations as applicable specifically to the company.

    1. RBI Act, 1934

    2. RBI Master Guidelines issued by RBI from time to time.

    We have also examined compliance with the applicable clauses of Secretarial Standards issued by The Institute of Company Secretaries of India related to the Board Meetings and General Meetings.

    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. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act

Adequate notice is given to all 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 decisions at Board Meetings and Committee Meetings are carried out 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 Based on the information provided by the Company, its officers and authorized representatives during the conduct of the audit, and also on the review of compliance reports by the respective Department Heads / KMPs taken on record by the Board of Directors of the Company, in our opinion there are adequate Systems and processes in the Company commensurate with the size and the operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that the compliance by the Company of applicable financial laws, like direct and indirect tax laws, and Labour Law Compliances have been subject to review by statutory financial audit and other designated professionals.

We further report that during the audit period the Company has not passed any resolution for the following:

i. Public/Right/Preferential issue of shares / debentures/sweat equity, etc.

ii. Redemption / buy-back of securities.

iii. Major decisions taken by the members in pursuance to section 180 of the Companies Act, 2013.

iv. Merger / amalgamation / reconstruction, etc,

v. Foreign technical collaborations.

For **KOTHARI H. & ASSOCIATES**
Company Secretaries
(Peer Review Certificate No.5312/2023)

Hitesh Kothari
Membership No. F6038
Certificate of Practice No.26578
UDIN: F006038G000876809

Place : Mumbai
Date : 28.07.2025

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
Systematix Finvest Private Limited

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

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.

2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.

3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.

4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.

5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.

6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

For **KOTHARI H. & ASSOCIATES**
Company Secretaries

Hitesh Kothari
Membership No. F6038
Certificate of Practice No. 26578

Place : Mumbai
Date : 28.07.2025

Annexure - III

Format for the Annual Report on CSR Activities to be Included in the Board's Report for Financial Year Commencing on or after 1st Day of April, 2020

1. Brief outline on CSR Policy of the Company.

   The Company is focusing on sustainable business practices encompassing economic, environmental and social imperatives that not only cover business, but also the communities around us. Our Corporate Social Responsibility (CSR) encompasses holistic community development and institution building, while shaping and sharing solutions that serve the development of businesses and communities. Our CSR Policy aims to provide a dedicated approach to community development in the areas of promoting education, promoting healthcare and sanitation and making available safe drinking water, promoting gender equality, empowering women, ensuring environmental sustainability, protection of national heritage, art and culture, measures for the benefit of armed forces veterans, training to promote rural sports, contribute to the Prime Minister's national relief fund, contribution to incubators or research and development projects, contributions to public funded Universities Rural Development Projects, slum area development, disaster management, setting up of hostels, providing other necessary facilities for senior Citizens.

2. Composition of CSR Committee: ***Not Applicable***

3. Web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company.

   1. Weblink for Composition of CSR committee: ***Not Applicable***

   2. Weblink for CSR Policy : https://www.systematixgroup.in/impdocuments/CSR-Policy.pdf

   3. Weblink for CSR projects: CSR expenditure incurred during the financial year is not on an ongoing project, accordingly the same is not disclosed on the website of the Company.

4. Details of Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social responsibility Policy) Rules, 2014, if applicable (attach the report).: ***Not Applicable***

5. Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any: ***Not Applicable***

6. Average net profit of the company as per section 135(5): ₹ **16,28,58,297.49/-**

   a) Two percent of average net profit of the company as per section 135(5): ₹ **32,57,165.95/-**

   b) Surplus arising out of the CSR projects or programmes or activities of the previous financial years: **NIL**

   c) Amount required to be set off for the financial year, if any: **NIL**

   d) Total CSR obligation for the financial year (7a+7b-7c): ₹ **32,57,165.95/-**

7. (a) CSR amount spent or unspent for the financial year:

Total Amount Spent for the Financial Year. (in ₹)	Amount Unspent (in ₹)				
	Total Amount transferred to Unspent CSR Account as per section 135(6).		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5).		
	Amount.	Date of transfer	Name of the Fund	Amount	Date of transfer
32,57,200	NIL	NIL	NIL	NIL	NIL

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

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

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	
Sl. No.	Name of the Project	Item from the list of activities in schedule VII to the Act.	Local area (Yes/ No)	Location of the project		Amount spent for the project (in ₹)	Mode of implementation - Direct (Yes/No)	Mode of implementation - Through implementing agency	
				State	District			Name.	CSR registration number
1.	Promoting Healthcare	i	No	Kerala	Palakkad	**8,00,000/-**	No	Swami Vivekananda Medical Mission	CSR00002488
2	Promoting Healthcare	i	Yes	Maharashtra	Mumbai	**8,00,000/-**	No	Aditya Birla Education Trust	CSR00004879
3	Ensuring Environmental sustainability and maintaining quality of air	iv	Yes	Maharashtra	Mumbai	**8,00,000/-**	No	Waatavaran Climate, Environment and Sustainability Foundation	CSR00000056
4	Promoting Healthcare, Promoting Education, Empowering women, Providing other necessary facilities for senior Citizens & Making available safe drinking water.	i, ii, iii	Yes	Maharashtra	Mumbai	**2,69,000/-**	No	Rotary Club of Mumbai Nariman Point Charitable Trust	CSR00002554
5	Setting up Hostels	iii	Yes	Maharashtra	Mumbai	**5,88,200/-**	No	KPA Welfare Foundation	CSR00008214
Total						**32,57,200/-**			

(d) Amount spent in Administrative Overheads: **NIL**

(e) Amount spent on Impact Assessment, if applicable: **NIL**

(f) Total amount spent for the Financial Year (8b+8c+8d+8e): **₹ 32,57,200/-**

(g) Excess amount for set off, if any: **NIL**

Sl. No.	Particulars	Amount (in ₹)
(i)	Two percent of average net profit of the company as per section 135(5)	₹ 32,57,165.95/-
(ii)	Total amount spent for the Financial Year	₹ 32,57,165.95/-
(iii)	Excess amount spent for the financial year [(ii)-(i)]	₹ 34.05/-
(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

8. (a) Details of Unspent CSR amount for the preceding three financial years: ***Not Applicable***

   (b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s): ***Not Applicable.***

9. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year (Asset-wise details).

   a. Date of creation or acquisition of the capital asset(s): ***Not Applicable***

   b. Amount of CSR spent for creation or acquisition of capital asset: ***Not Applicable***

   c. Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc: ***Not Applicable***

   d. Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset): ***Not Applicable***

10. 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

Nikhil Khandelwal
Managing Director
DIN: 00016387

Date : 28.07.2025
Place : Mumbai

Annexure - IV

DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

(i) The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2024-25, ratio of the remuneration of each Director to the median remuneration of the employees of your Company for the financial year 2024-25 and the comparison of remuneration of each Key Managerial Personnel (KMP) against the performance of your Company are as under:

Sr. No.	Name of Director/ KMP and Designation	Remuneration of Director/ KMP for financial year 2024-25 (₹ in Lakh)	% increase in Remuneration in the Financial Year 2024-25	Ratio of remuneration of each Director/ to median remuneration of employees
1	**Mr. Nikhil Khandelwal,** Managing Director	46.20	54.00%	4.49
2.	**Mrs. Priyanka Khandelwal** Wholetime Director	13.30	10.83%	1.29
3	**Mr. Anil Bhagchandani** Chief Financial Officer	39.84	28.26%	Not Applicable
4	**Mr. Divyesh Badiyani** Company Secretary	8.70	Not Applicable	Not Applicable

Note:

1. Details not given as Mr. Divyesh Badiyani acted as Company Secretary for part of financial year 2023-24.
2. No Director other than Managing Director & Wholetime Director received any remuneration other than sitting fees for the financial year 2024-25.
3. The median remuneration of employees of your Company during the financial year was ₹ 10.27 Lakh.
4. In the financial year 2024-25, there was a increase of 33.90% in the median remuneration of employees.
5. There were 40 permanent employees on the roll of your Company as on March 31, 2025.
6. For the Financial Year 2024-25, the average annual decrease in the remuneration of employees (excluding the remuneration of managerial personnel) was 21.77% and the average percentage increase in managerial remuneration was 32.42%.
7. affirmation that the remuneration is as per the remuneration policy of your Company:

   It is hereby affirmed that the remuneration paid is as per the remuneration policy of your Company.

Annexure V

NOMINATION AND REMUNERATION POLICY (u/s178)

INTRODUCTION:

Systematix Corporate Services Limited considers human capital as a strategic source of value creation. It aims, to harmonize the aspirations of human resources consistent with the goals of the Company and in terms of the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR") as amended from time to time, this policy on nomination and remuneration of Directors, Key Managerial Personnel, Senior Management and other employees has been framed by the Committee and approved by the Board of Directors.

THE OBJECTIVE AND PURPOSE OF THIS POLICY ARE AS FOLLOWS:

- To guide the Board of Directors in relation to appointment and removal of Directors (Executive and Non-Executive), Key Managerial Personnel, Senior Management and Other Employees.
- To lay down criteria for determining qualifications, positive attributes and independence of a Director.
- To lay down criteria for evaluation of performance of Board, its committees and individual Directors.
- To recommend to the Board of Directors on Remuneration payable to the Directors, Key Managerial Personnel and Senior Management.
- To provide to Directors, Key Managerial Personnel and Senior Management reward linked directly to their effort, performance, dedication and achievement relating to the Company's operations.
- To retain, motivate and promote talent and also to ensure long term sustainability of talented managerial persons to create competitive advantage.

DEFINITIONS:

- **Board,** means Board of Directors of the Company.
- **Directors,** means Directors of the Company.
- **Committee** means Nomination and Remuneration Committee of the Company as constituted by the Board.
- **Company,** means Systematix Corporate Services Limited.
- **Independent Director** means a director referred to in section 149(6) of the Companies Act, 2013 and as per Listing Regulation.
- **Key Managerial Personnel (KMP) means-**
  - (i) the Chief Executive Officer or the managing director or the manager;
  - (ii) the company secretary;
  - (iii) the whole-time director;
  - (iv) the Chief Financial Officer;
  - (v) such other officer, not more than one level below the Directors who is in whole-time employment, designated as key managerial personnel by the Board; and
  - (vi) such other officer as may be prescribed;
- **"Regulations" or "Listing Regulations"** means the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any modifications, clarifications or re-enactment thereof.
- **"Act"** means the Companies Act, 2013
- **"senior management"** shall mean the officers and personnel of the listed entity who are members of its core management team, excluding the Board of Directors, and shall also comprise all the members of the management one level below the Chief Executive Officer or Managing Director or Whole Time Director or Manager (including Chief Executive Officer and Manager, in case they are not part of the Board of Directors) and shall specifically include the functional heads,

by whatever name called and persons identified and designated as key managerial personnel, other than the board of directors, by the Company

FREQUENCY OF MEETINGS:

The meeting of the Committee shall be held at least once in a financial year and at such regular intervals as may be required.

APPLICABILITY:

- Directors (Executive and Non Executive)
- Key Managerial Personnel
- Senior Management

COMMITTEE MEMBERS' WELFARES:

Member of the Committee is not entitled to be present/participate in discussion when his or her own remuneration is discussed at a meeting or when his or her performance is being evaluated.

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

- The salient features of this Company's policy shall be included in the Board's Report.

SECRETARY:

The Company Secretary of the Company shall act as Secretary of the Committee.

RECOMMENDATIONS TO BE MADE BY NRC:

The Committee shall:

- Formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board a policy relating to, the remuneration of the directors, key managerial personnel and other employees.
- Recommend to the Board, appointment and removal of Director, KMP and Senior Management Personnel.
- Recommend to the Board whether to extend or continue the term of appointment of Independent Directors, on the basis of report of performance evaluation.
- Recommend to the Board, all remuneration, in whatever form payable to senior management.

APPOINTMENT AND REMOVAL OF DIRECTOR, KMP AND SENIOR MANAGEMENT:

1. 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.
2. A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the concerned position.
3. For every appointment of an independent director, the Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:
   a. use the services of an external agencies, if required;
   b. consider candidates from a wide range of backgrounds, having due regard to diversity; and
   c. consider the time commitments of the candidates.
4. The Company shall not appoint or continue the employment of any person as Managing Director or Whole-time Director or manager 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 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.

5. The Company shall not appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five years unless a special resolution is passed to that effect, in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such a person.

6. (a) The Company shall ensure that approval of shareholders for appointment or reappointment of a person on the Board or as a manager is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier:

Provided that if such appointment or re-appointment of a person to the Board or as a manager is subject to approval of regulatory, government or statutory authorities, then the time taken to receive such approvals shall be excluded for the purposes of this clause:

Provided further that the requirements specified in this clause shall not be applicable to appointment or re-appointment of a person nominated by a financial sector regulator, Court or Tribunal to the board of the Company.

(b) The appointment or a re-appointment of a person, including as a managing director or a whole-time director or a manager, who was earlier rejected by the shareholders at a general meeting, shall be done only with the prior approval of the shareholders:

Provided that the statement referred to under sub-section (1) of section 102 of the Companies Act, 2013, annexed to the notice to the shareholders, for considering the appointment or re-appointment of such a person earlier rejected by the shareholders shall contain a detailed explanation and justification by the Committee and the Board for recommending such a person for appointment or re-appointment."

TERM / TENURE:

1. Managing Director/Whole-time Director:

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

2. Independent Director:

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.

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 in the Company.

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.

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

  1. Understanding of nature and role of independent directors' position;
  2. Active engagement with the Management and attentiveness to progress of decisions taken;
  3. Driving any function or identified initiative based on domain knowledge and experience;
  4. Proactive, strategic and lateral thinking.

EVALUATION:

The Committee shall carry out evaluation of performance of its Board, KMP and Senior Management Personnel its committees and individual directors at regular interval (yearly).

CONTINUATION OF DIRECTOR SERVING ON THE BOARD:

The continuation of a Director serving on the Board of the Company shall be subject to the approval by the Shareholders in a general meeting at least once in every five years from the date of their appointment or re-appointment, as the case may be.

The requirement specified above shall not be applicable to the Whole-Time Director, Managing Director, Manager, Independent Director or a Director retiring as per the sub-section (6) of section 152 of the Act, if the approval of the shareholders for the re-appointment or continuation of the aforesaid directors or Manager is otherwise provided for by the provisions of the regulations or the Act and has been complied with.

The requirement specified above shall not be applicable to the Director appointed pursuant to the order of a Court or a Tribunal or to a Nominee Director of the Government on the board of the Company, other than a public sector company, or to a nominee director of a financial sector regulator on the board of the Company.

The requirement specified in above shall not be applicable to a Director nominated by a financial institution registered with or regulated by the Reserve Bank of India under a lending arrangement in its normal course of business or nominated by a Debenture Trustee registered with the Board under a subscription agreement for the debentures issued by the Company.

REMOVAL:

Due to reasons for any disqualification mentioned in the Companies Act, 2013, rules made thereunder or under any other applicable Act, rules and regulations, 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.

RETIREMENT:

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Companies Act, 2013 and the prevailing policy of the Company. 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.

VACANCIES IN RESPECT OF DIRECTORS:

Any vacancy in the office of a Director shall be filled by the Company at the earliest and in any case not later than three months from the date such vacancy.

Provided that if the vacancy in the office of a director results in non- compliance with the provisions of sub-regulation (1) of regulation 18, sub-regulation (1) or (2) of regulation 19, sub-regulation (2) or (2A) of regulation 20 or sub-regulation (2) or (3) of regulation 21 of the regulations, the Company shall ensure compliance at the earliest and in any case not later than three months from the date of such vacancy,

Provided that if the Company becomes non-compliant with the requirement under the sub-regulation (1) of regulation 17, sub-regulation (1) of regulation 18, sub-regulation (1) or (2) of regulation 19, sub-regulation (2) or (2A) of regulation 20 or sub-regulation (2) or (3) of regulation 21 of the regulations, due to expiration of the term of office of any Director, the resulting vacancy shall be filled by the Company not later than the date such office is vacated.

Provided further that the office of a Director shall not be filled if the Company fulfils the requirement under sub-regulation (1) of regulation 17, sub-regulation (1) of regulation 18, sub-regulation (1) and (2) of regulation 19, sub-regulation (2) and (2A) of regulation 20 and sub-regulation (2) and (3) of regulation 21 of the regulations without filling the vacancy.

VACANCIES IN RESPECT OF CERTAIN KEY MANAGERIAL PERSONNEL:

Any vacancy in the office of Chief Financial Officer, Chief Executive Officer, Managing Director, Whole Time Director, Manager or Compliance Officer shall be filled by the Company at the earliest and in any case not later than three months from the date of such vacancy.

Provided that where the Company is required to obtain approval of regulatory, government or statutory authorities to fill up such vacancies, then the vacancies shall be filled up by the Company at the earliest and in any case not later than six months from the date of vacancy.

Provided that the Company shall not fill such vacancy by appointing a person in interim capacity, unless such appointment is made in accordance with the laws applicable in case of a fresh appointment to such office and the obligations under such laws are made applicable to such person.

If a resolution plan under section 31 of the Insolvency Code has been approved in respect of the Company, any vacancy in the office of the Chief Financial Officer, Chief Executive Officer, Managing Director, Whole Time Director, Manager or Compliance Officer of the Company shall be filled within a period of three months of such approval:

Provided that, in the interim, the Company shall have not less than one full-time key managerial personnel managing its day-to-day affairs.

THE REMUNERATION FOR THE MANAGING DIRECTOR, WHOLE-TIME DIRECTOR, KMP AND SENIOR MANAGEMENT PERSONNEL:

- **General:**

  The remuneration / compensation / commission etc. to the Managing Director/Whole-time Director, KMP and Senior Management Personnel will be determined by the Committee and recommended to the Board for approval. The remuneration / compensation / commission etc. shall be subject to the prior approval of the shareholders of the Company.

  1. The remuneration and commission to be paid to the Managing Director/Whole-time Director shall be in accordance with the percentage / slabs / conditions laid down in the Articles of Association of the Company and as per the provisions of the Companies Act, 2013, and the rules made thereunder.

  2. Increments to the existing remuneration / compensation structure may be recommended by the Committee to the Board which should be within the slabs approved by the Shareholders in the case of Whole-time Director.

  3. Where any insurance is taken by the Company on behalf of its Whole-time Director, Chief Executive Officer, Chief Financial Officer, the Company Secretary and any other employees for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel. Provided that if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.

- **Remuneration to Whole-time / Executive / Managing Director, KMP and Senior Management Personnel:**

  1. **Fixed pay:**

     The Whole-time Director / KMP and Senior Management Personnel shall be eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee. The break up of the pay scale and quantum of perquisites including, employer's contribution to P.F, pension scheme, medical expenses, club fees etc. shall be decided and approved by the Board on the recommendation of the Committee and approved by the shareholders and Central Government, wherever required.

     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 rupees 5 crore or 2.5 per cent of the net profits of the Company, 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 Company:

     Provided that the approval of the shareholders under this provision shall be valid only till the expiry of the term of such director.

  2. **Minimum Remuneration:**

     If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Whole-time Director/Managing Director in accordance with the provisions of Schedule V of the Companies Act, 2013.

  3. **Provisions for excess remuneration:**

     If any Managing Director/Whole-time Director draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Companies Act, 2013 or without the prior sanction of the Shareholders, where required, he / she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company.

  4. The fees or remuneration payable to the 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 the said compensation exceeds the limit specified in the Regulation 17(6)(e) of the regulations.

- **Remuneration to Non- Executive / Independent Director:**

  1. **Remuneration / Commission:**

     The remuneration / commission shall be fixed as per the slabs and conditions mentioned in the Articles of Association of the Company and the Companies Act, 2013 and the rules made thereunder. And all the fees or compensation to be paid to non-executive directors shall require approval of the Shareholders in General Meeting except the payment of sitting fees.

The approval of shareholders by special resolution shall be obtained every year, in which the annual remuneration payable to single non-executive director exceeds 50% of the total remuneration payable to all the non-executive directors.

2. **Sitting Fees:**

The Non- Executive / Independent Director may receive remuneration by way of fees for attending meetings of Board or Committee thereof. Provided that the amount of such fees shall not exceed the maximum amount as provided in the Act, per meeting of the Board or Committee or such amount as may be prescribed from time to time.

3. **Commission:**

Commission may be paid within the monetary limit approved by shareholders, subject to the limit as computed as per the applicable provisions of the Companies Act, 2013.

4. **Stock Options:**

An Independent Director shall not be entitled to any stock option of the Company.

AMENDMENTS TO THE POLICY:

The Nomination and Remuneration Committee shall review and may amend this policy from time to time, subject to the approval of the Board of the Company.

CORPORATE GOVERNANCE REPORT

The Directors present the Corporate Governance report of your company for the year ended March, 31 2025.

1. <u>COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE</u>:

The foundation of a successful enterprise is built on excellent Corporate Governance practices. Your Company's approach to Corporate Governance is bases on legacy of fair, ethical and transparent practices. Corporate Governance broadly refers to a set of rules and practices designed to govern the behavior of corporate enterprises. Company's Corporate Governance philosophy encompasses not only regulatory and legal requirements in terms of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") as amended from time to time, but also several inherent core values of business ethics, transparency, effective supervision and enhancement of shareholder's value. Your Company firmly believes that Corporate Governance is a powerful tool to sub serve the long term growth of your Company and continues to give high priority to the principles and practices of good Corporate Governance and has accordingly benchmarked its practices with the existing guidelines of corporate governance as laid down in chapter IV of the Listing Regulations as amended from time to time.

Corporate Governance is not confined to a set of processes and compliances at your Company but also underlines the role that we see for ourselves for today, tomorrow and beyond. Corporate Governance is implemented through robust board and committees' governance and strong management processes through internal controls, code of conduct, effective risk management framework, policies and procedures etc.

Governance Structure:

Your Company's Governance structure broadly comprises the Board of Directors and the Committees of the Board at the apex level and the Management structure at the operational level. This layered structure brings about a harmonious blend in governance as the Board sets the overall corporate objectives and gives direction and freedom to the Management to achieve these corporate objectives within a given framework, thereby bringing about an enabling environment for value creation through sustainable profitable growth.

Your Company ensures timely disclosures and sharing of accurate information about financials and performance as well as leadership and governance of your Company.

The Corporate Governance philosophy of your Company rests on five basic tenets viz., Board's accountability, value creation, strategic guidance, transparency and equitable treatment to all stakeholders.

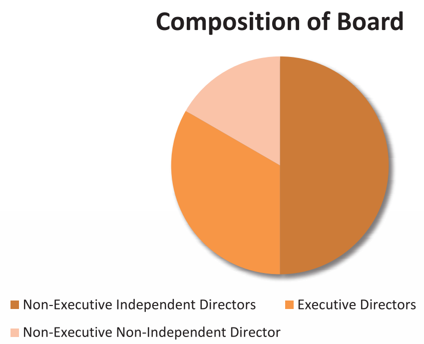
2. <u>BOARD OF DIRECTORS (BOARD):</u>

i) Composition of the Board of Directors:

Board of your Company comprises highly experienced persons of repute, eminence and has a good and diverse mix of Executive and Non-Executive Directors in conformity with the applicable provisions of Section 149 of the Companies Act, 2013 ("Act") and Regulation 17 of the Listing Regulations as amended from time to time.

The responsibilities of the Board, inter alia, include formulation of overall strategy for the Company, reviewing major plan of actions, oversight over subsidiaries, laying down the Code of Conduct for all members of the Board and the senior management team, formulating policies, conducting performance review, monitoring due compliance with applicable laws, reviewing and approving the financial results, enhancing corporate governance practices and ensuring the best interest of the shareholders, the community, environment and its various stakeholders.

As on March 31, 2025, the Board consists of 6 (Six) Directors, 3 (Three) of them are Non-Executive Independent Directors. Your Company has Executive Chairman & he is one of the Promoter of your Company, thus 50% of the total Board of Directors are independent. All members of the Board are persons with considerable experience and expertise in the Industry.



The Executive Director provides leadership to the Board and to the Management in strategizing and realizing business objectives and is supported by Independent Directors. The Independent Directors contribute by giving their valuable guidance and inputs with their independent judgment on the overall business strategies and performance.

None of the Directors on the Board is a Member of more than ten (10) Committees and Chairman of more than five (5) Committees (as specified in Regulation 26 of the Listing Regulations across all the companies in which he/she is a Director. The necessary disclosures regarding committee positions have been made by all the Directors.

ii) Details of the Board Meeting held during the year and Attendance of the Directors in Board Meetings and the last Annual General Meeting

The Board meets at least once in each quarter, inter-alia to review the quarterly results and other matters. In addition, the Board also meets whenever necessary. The Board periodically reviews compliance reports of all laws applicable to your Company.

The Board of Directors met 5 (Five) times during the financial year i.e. on May 10, 2024, August 09, 2024, September 14, 2024, November 13, 2024 and February 10, 2025. The maximum gap between any two meetings was not more than one hundred and twenty days. The required quorum was present at all the above meetings. The Meetings of the Board are generally held at the Corporate Office of Your Company.

Name of Director → Date of Meeting↓	Mr. Nikhil Khandelwal	Mrs. Anju Khandelwal	Mrs. Priyanka Khandelwal	*Mr. Sanjay Khandelwal	Mr. Rakesh Mehta	Mr. Sampath Kumar Kangeyam Venkatakrishnan	** Mr. Ganesh Ramanathan
Board Meeting							
May 10, 2024	Yes	Yes	Yes	Yes	Yes	Yes	NA
August 09, 2024	Yes	Yes	Yes	Yes	Yes	Yes	NA
September 14, 2024	Yes	Yes	No	Yes	Yes	Yes	Yes
November 13, 2024	Yes	Yes	Yes	NA	Yes	Yes	Yes
February 10, 2025	Yes	Yes	Yes	NA	Yes	Yes	Yes

All the Directors were present at the Annual General Meeting held on September 26, 2024.

* Mr. Sanjay Lalchand Khandelwal (DIN: 01592134), completed his second and final term of 10 years as a Non-Executive Independent Director of your Company and consequently ceased to be a Director with effect from September 29, 2024.

** Mr. Ganesh Ramanathan (DIN: 00016260) was appointed as an Additional Non-Executive Independent Director of your Company with effect from August 09, 2024. The appointment of Mr. Ganesh Ramanathan (DIN: 00016260) was regularized in the Annual General Meeting held on September 26, 2024.

iii) Directorship in other Companies and Chairmanship(s) / Membership (s) of Committees of each director in various Companies as on March 31, 2025:

The following table gives details of category, number of other Directorship(s) and Chairmanship(s) / Membership(s) of Committees of each director in various Companies as on March 31, 2025:

Name of the Director	DIN	Category	*No. of Directorships	**No. of Membership in Committees of other Companies	**No. of Chairmanships in Committees of other Companies
Mr. Nikhil Khandelwal	00016387	Promoter, Chairman & Managing Director	15	-	-
Mrs. Anju Khandelwal	00474604	Promoter & Non-Executive Director	16	-	-

Name of the Director	DIN	Category	*No. of Directorships	**No. of Membership in Committees of other Companies	**No. of Chairmanships in Committees of other Companies
Mrs. Priyanka Khandelwal	01878267	Member of Promoter Group & Whole-time Director	16	-	-
***Mr. Sanjay Khandelwal	01592134	Non- Executive / Independent Director	1	-	-
Mr. Rakesh Mehta	03203106	Non- Executive/ Independent Director	5	-	-
Mr. Sampath Kumar Kangeyam Venkatakrishnan	10295069	Non- Executive/ Independent Director	-	-	-
**** Mr. Ganesh Ramanathan	00016260	Non- Executive/ Independent Director	1	-	-

*Excluding Systematix Corporate Services Limited.

**Membership/ Chairmanship in Committee of Directors includes Audit Committee and Stakeholders' Relationship Committee of Directors, only of Public Limited Companies. This does not include Membership/ Chairmanship in Committee of Directors of Private Limited Companies, Foreign Companies, Section 8 Companies and Systematix Corporate Services Limited.

*** Mr. Sanjay Lalchand Khandelwal (DIN: 01592134), completed his second and final term of 10 years as a Non-Executive Independent Director of your Company and consequently ceased to be a Director with effect from September 29, 2024.

**** Mr. Ganesh Ramanathan (DIN: 00016260) was appointed as an Additional Non-Executive Independent Director of your Company with effect from August 09, 2024. The appointment of Mr. Ganesh Ramanathan (DIN: 00016260) was regularized in the Annual General Meeting held on September 26, 2024.

The number of directorships and the positions held in Board Committees by the directors are in conformity with the limits on the number of Directorships and Board Committee positions as laid down in the Act and Regulation 26 of the Listing Regulations as on March 31, 2025.

No Directors hold directorships in other listed entities, hence the names of the listed entities along with category of directorship are not provided.

iv) Disclosure of relationships between directors inter-se

Mr. Nikhil Khandelwal is son of Mrs. Anju Khandelwal and Husband of Mrs. Priyanka Khandelwal. None of the other directors are related to each other.

v) Number of Shares held by Non-Executive Directors

The details of shares held by Non-Executive Directors as on March 31, 2025 are as below:

Sr. No.	Name of Non-Executive Directors	No. of Shares held
1	Mrs. Anju Khandelwal	5,08,030
2	Mr. Rakesh Mehta	Nil
3	Mr. Sampath Kumar Kangeyam Venkatakrishnan	Nil
4	Mr. Ganesh Ramanathan	Nil

vi) Separate Independent Directors' Meetings:

Independent Directors held a separate meeting in compliance with the requirements of Section 149(8) read with Schedule IV of the Act and Regulation 25 (3) of the Listing Regulations.

The meeting of Independent Directors was held on February 10, 2025 inter-alia to,

- Review the performance of Non-Independent Directors and Board of Director as a whole; including committees of the Board.
- Review the performance of the Chairperson.
- Assess the quality, quantity and timeliness of flow of information between management and board of directors;

As required under Regulation 46 of the Listing Regulations, the terms and conditions for appointment of Independent Directors is available on your Company's website at https://www.systematixgroup.in/cms/ResearchReport/SCSL-Terms%20and%20conditions%20of%20appointment%20of%20Independent%20Director.pdf

vii) Familiarization Programme for Independent Directors:

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

The Board members are provided with necessary documents, reports and internal policies to enable them to familiarise with your Company's procedures and practices. Further, on an ongoing basis as a part of Agenda of the Board/ Committee Meetings, presentations are regularly made to the Independent Directors on various matters inter-alia covering the business strategies, management structure, management development, quarterly and annual results, budgets, review of Internal Audit, risk management framework, operations of subsidiaries and associates.

Your Company has periodically conducted the Familiarization Programme for Independent Directors and the same is available on the website of your Company at https://www.systematixgroup.in/cms/ResearchReport/SCSL_Familiarization%20programme%20conducted%20for%20Independent%20Director_24-25.pdf

viii) Matrix setting out the core skills/ expertise/ competencies of the Board of Director:

As stipulated under Schedule V of the Listing Regulations, the Board of Directors has identified the following core skills/ expertise/ competencies, required in the context of its business to function effectively.

Sr. No.	Skills/expertise/competences	Name of the Directors
1	Management and Strategy	Mr. Nikhil Khandelwal and Mrs. Priyanka Khandelwal
2	Business Leadership	Mr. Nikhil Khandelwal
3	Operational matters	Mr. Nikhil Khandelwal
4	Research and Development	Mr. Nikhil Khandelwal and Mrs. Anju Khandelwal
5	Finance and Taxation	Mr. Rakesh Mehta Mrs. Priyanka Khandelwal Mr. Sampath Kumar Kangeyam Venkatakrishnan and Mr. Ganesh Ramanathan
6	Financial Services	Mr. Nikhil Khandelwal Mrs. Priyanka Khandelwal Mr. Sampath Kumar Kangeyam Venkatakrishnan and Mr. Ganesh Ramnathan

Sr. No.	Skills/expertise/competences	Name of the Directors
7	Law	Mr. Sampath Kumar Kangeyam Venkatakrishnan and Mr. Ganesh Ramanathan
8	Corporate Governance and Ethics	Mrs. Anju Khandelwal, Mrs. Priyanka Khandelwal and Mr. Rakesh Mehta

ix) Declaration/Confirmation and status of Independent Directors:

All the Independent Directors of your Company have been appointed as per the provisions of the Act and the Rules made thereunder and meet the requirement of Regulation 25 of the Listing Regulations.

Your Company has received declarations from all the Independent Directors confirming that they meet the criteria of independence as specified in Regulation 16(1)(b) of the Listing Regulations and Section 149(6) of the Act and they are qualified to act as Independent Directors. In terms of Regulation 25(8) of the Listing Regulations, the Independent Directors have confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective of independent judgement and without any external influence. Further, apart from receiving sitting fees, none of the Independent Directors have any other material pecuniary relationship or transaction with your Company, its Promoters, or Directors, or Senior Management which, in their judgment, would affect their independence.

The Independent Directors have also registered their names in the Data Bank maintained by the Indian Institute of Corporate Affairs as mandated in the Companies (Appointment and Qualification of Directors), Rules, 2014.

The Board of Directors have taken on record the declaration and confirmation submitted by the Independent Directors and is of the opinion that they fulfil the conditions specified in the Act and the Listing Regulations and are independent of the management.

x) Board Diversity:

Your Company has over the years been fortunate to have eminent persons from diverse fields as Directors on its Board. Pursuant to Listing Regulations, the Nomination & Remuneration Committee has formalized a policy on Board Diversity to ensure diversity of experience, knowledge, perspective, background, gender, age and culture. The policy is available on the website of your Company at https://www.systematixgroup.in/cms/ResearchReport/Policy%20on%20Board%20Diversity.pdf

3. BOARD COMMITTEES:

In compliance with the Act, the Listing Regulations and the applicable laws, the Board constituted the following committees:

i) Audit Committee

ii) Stakeholders Relationship Committee

iii) Nomination & Remuneration Committee

The Board determines the constitution of the committees and the terms of reference for committee members, including their roles and responsibilities.

i) **Audit Committee:**

The Audit Committee comprises of three (3) Non–Executive Independent Directors as on March 31, 2025. The same is as under:

Sr. No.	Name	Category	Designation in the Committee
1	Mr. Rakesh Mehta	Non-Executive Independent Director	Chairman
2	Mr. Sampath Kumar Kangeyam Venkatakrishnan	Non-Executive Independent Director	Member
3	Mr. Ganesh Ramanathan	Non-Executive Independent Director	Member

Note: During the year under review, the Board of Directors of your Company at their meeting held on August 09, 2024 re-constituted the Audit Committee with effect from September 30, 2024, wherein Mr. Sanjay Khandelwal ceased to act as a Chairman & Member of the Audit Committee, Mr. Rakesh Mehta was designated as a Chairman of the Audit Committee and Mr. Ganesh Ramanathan was appointed as a Member of the Audit Committee.

All the members are financially literate and have accounting / related financial management expertise. The Committee's composition and terms of reference is in accordance with the requirements of Regulation 18 read with Part C of Schedule II of the Listing Regulations and provisions of Section 177 of the Act. The Company Secretary acts as the secretary to the Committee.

Terms of Reference of the Audit Committee:

- Overseeing your Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- Recommendation for appointment, re-appointment, terms of appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees;
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- Reviewing with the management, the annual financial statements and Auditor's Report thereon before submission to the Board of Directors for approval, with Particulars reference to:
    - ➢ Matters required to be included in the director's responsibility statement to be included in the Board of Directors' report in terms of clause (c) of sub-section 3 of section 134 of the Act;
    - ➢ Changes, if any, in accounting policies and practices and reasons for the same;
    - ➢ Major accounting entries involving estimates based on the exercise of judgment by management;
    - ➢ Significant adjustments made in the financial statements arising out of audit findings;
    - ➢ Compliance with listing and other legal requirements relating to financial statements;
    - ➢ Disclosure of any related party transactions;
    - ➢ Modified opinion(s) in the draft audit report;
- Reviewing with the management the quarterly financial results before submission to the Board of Directors for approval;
- Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/ notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public issue or rights issue or preferential issue or qualified institutional placement, and making appropriate recommendations to the Board to take up steps in this matter;
- Reviewing and monitoring the auditor's independence and performance and effectiveness of audit process;
- Approval or any subsequent modification of transactions of your Company with related parties;
- Scrutiny of inter-corporate loans and investments;

- Valuation of undertakings or assets of your Company, wherever it is necessary;
- Evaluation of internal financial controls and risk management systems;
- Reviewing with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- Discussion with internal auditors of any significant findings and follow up there on;
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board of Directors;
- Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as have post-audit discussion to ascertain any area of concern;
- To look into the reasons for substantial defaults in payments to depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- To review the functioning of the whistle blower mechanism;
- Approval of appointment of the chief financial officer after assessing, the qualifications, experience and background, etc. of the candidate;
- To review the financial statements, in Particulars the investment made by unlisted subsidiary company;
- reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 Crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans/advances/investments;
- consider and comment on rationale, cost benefits and impact of schemes involving merger, demerger, amalgamation etc., on the Company and the shareholders and;
- To monitor the implementation and compliance with your Company's Code of Conduct for Prohibition of Insider Trading in pursuance of the SEBI (Prohibition of Insider Trading) Regulations, 2015;
- Carrying out any other function as may be decided by the board from time to time and/or enforced by any statutory notification, amendment or modification, as may be applicable.
- To mandatorily review the following;
  - ➢ Management discussion and analysis of financial condition and results of operations;
  - ➢ Management letters / letters of internal control weaknesses issued by the statutory auditors;
  - ➢ Internal audit reports relating to internal control weaknesses; and
  - ➢ The appointment, removal and terms of remuneration of the internal auditors.
  - ➢ Statement of deviations:
    - (a) Quarterly statements of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
    - (b) Annual statement of funds utilized for purposes other than those stated in the offer document/ prospectus/notice in terms of Regulation 32(7).

Meetings of the Audit Committee:

Four (4) meetings of the Audit Committee were held during the Financial year, i.e. on May 10, 2024, August 09, 2024, November 13, 2024 and February 10, 2025, necessary quorum was present at all the meetings.

The details of committee meetings attended by the committee members are given below:

Sr. No.	Name of Member	Category	No. of Meetings held	No. of Meetings attended
1.	Mr. Sanjay Khandelwal	Non-Executive Independent Director	2	2
2.	Mr. Rakesh Mehta	Non-Executive Independent Director	4	4
3.	Mr. Sampath Kumar Kangeyam Venkatakrishnan	Non-Executive Independent Director	4	4
4.	Mr. Ganesh Ramanathan	Non-Executive Independent Director	2	2

Note: Mr. Sanjay Khandelwal, Chairman of the Audit Committee, was present at the previous Annual General Meeting held on September 26, 2024.

The meetings of the Audit Committee are usually attended by the Chief Financial Officer, the Company Secretary and Statutory Auditors. The Business Operation Heads are invited to the Meetings, as and when required.

ii) Stakeholders Relationship Committee:

The Stakeholders Relationship Committee (SRC) comprises of one (1) Non-Executive Non-Independent Director and Two (2) Non-Executive Independent Directors. The same is as under:

Sr. No.	Name	Category	Designation in the Committee
1	Mrs. Anju Khandelwal	Non-Executive Non- Independent Director	Chairperson
2	Mr. Rakesh Mehta	Non-Executive Independent Director	Member
3	Mr. Ganesh Ramanathan	Non-Executive Non- Independent Director	Member

Note: During the year under review, the Board of Directors of your Company at their meeting held on August 09, 2024 re-constituted the Stakeholders Relationship Committee with effect from September 30, 2024, wherein Mr. Sanjay Khandelwal ceased to act as a Member of the Stakeholders Relationship Committee and Mr. Ganesh Ramanathan was appointed as a Member of the Stakeholders Relationship Committee.

The Committee's composition and terms of reference is in accordance with the requirements of Regulation 20 read with Part D of Schedule II of the Listing Regulations and provisions of the Act. The Company Secretary acts as the secretary to the Committee.

Terms of reference of Stakeholders Relationship Committee:

- To look into the redressal of grievances of shareholders and other security holders, including complaints related to transfer of shares, non-receipt of annual report, non-receipt of declared dividends;
- To oversee the performance of the Registrars & Transfer Agents of your Company;
- Stakeholders Relationship Committee members shall be appraised on any request from shareholders asking for annual report or any investor grievance.
- Resolving the grievances of the security holders of your Company 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 company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants /annual reports/ statutory notices by the shareholders of your company.

- Issue of duplicate certificates and new certificates on split/consolidation/renewal, etc.
- To carry out such other functions as may be decided by the Board from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable.

Meetings of the Stakeholders Relationship Committee:

Four (4) meetings of the Stakeholders Relationship Committee were held during the year, i.e. on May 10, 2024, August 09, 2024, November 13, 2024 and February 10, 2025. Necessary quorum was present at all the meetings.

The details of committee meetings attended by the committee members are given below:

Sr. No.	Name of Member	Category	No. of meetings entitled to atend	No. of Meetings attended
1.	Mrs. Anju Khandelwal	Non-Executive Non-Independent Director	4	4
2.	Mr. Sanjay Khandelwal	Non-Executive Independent Director	2	2
3.	Mr. Rakesh Mehta	Non-Executive Independent Director	4	4
4.	Mr. Ganesh Ramanathan	Non-Executive Independent Director	2	2

Note: Mrs. Anju Khandelwal, Chairperson of the Stakeholders Relationship Committee, was present at the previous Annual General Meeting held on September 26, 2024.

The status of Shareholders' complaints received upto March 31, 2025 is as stated below:

No. of Complaints received during the financial year ended March 31, 2025	11
No. of Complaints not solved to the satisfaction of shareholders	Nil
No of Complaints pending as on March 31, 2025	Nil

SEBI Complaints Redress System (SCORES)

The Securities and Exchange Board of India ("SEBI") administers a centralised web based complaints redress system ("SCORES"). It enables investors to lodge and follow up complaints and track the status of redressal online on the website at https://scores.sebi.gov.in. It also enables the market intermediaries and listed companies to receive the complaints from investors against them, redress such complaints and report redressal of such complaints. All the activities starting from lodging of a complaint till its disposal are carried online in an automated environment and the status of every complaint can be viewed online at any time. Your Company has registered itself on SCORES and endeavors to resolve all investor complaints received through SCORES.

All complaints have been redressed to the satisfaction of the shareholders and none of them were pending as on March 31, 2025.

Smart ODR

The Securities and Exchange Board of India (SEBI) has released a significant master circular on July 31, 2023, aimed at enhancing the resolution of disputes within the Indian securities market. This circular introduces a comprehensive framework for Online Dispute Resolution (ODR) to streamline the resolution process and protect the interests of investors, companies and intermediaries. The framework encompasses various stakeholders, including Recognised Stock Exchanges, Clearing Corporations, Depositories, Stockbrokers, Depository Participants, Listed Companies, and SEBI Registered Intermediaries. The circular emphasises the usage of online conciliation and arbitration mechanisms, offering investors and market participants an efficient way to resolve disputes. Your Company has registered itself on ODR portal and endeavours to resolve all complaints.

No queries/complaints were received by your Company from investors/clients, during the financial year ended on March 31, 2025.

iii) Nomination & Remuneration Committee:

The Nomination & Remuneration Committee comprises of three (3) Non–Executive Independent Directors as on March 31, 2025. The same is as under:

Sr. No.	Name	Category	Designation in the Committee
1	Mr. Rakesh Mehta	Non-Executive Independent Director	Chairman
2	Mr. Sampath Kumar Kangeyam Venkatakrishnan	Non-Executive Independent Director	Member
3	Mr. Ganesh Ramanthan	Non-Executive Independent Director	Member

Note: During the year under review, the Board of Directors of your Company at their meeting held on August 09, 2024 re-constituted the Nomination & Remuneration Committee with effect from September 30, 2024, wherein Mr. Sanjay Khandelwal ceased to act as a Chairman & Member of the Nomination & Remuneration Committee, Mr. Rakesh Mehta was designated as a Chairman of the Nomination & Remuneration Committee and Mr. Ganesh Ramanathan was appointed as a Member of the Nomination & Remuneration Committee.

The Committee's composition and terms of reference is in accordance with the requirements of Regulation 19 read with Part D of Schedule II of the Listing Regulations and Section 178 of the Act.

Terms of reference of Nomination and Remuneration Committee:

- Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees.
- The Nomination and Remuneration Committee shall, while formulating the policy ensure that:
  - ➢ The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run your company successfully;
  - ➢ Relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
  - ➢ Remuneration to Directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of your company and its goals:
- For every appointment of an independent director, committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:
  - ➢ use the services of an external agencies, if required;
  - ➢ consider candidates from a wide range of backgrounds, having due regard to diversity; and
  - ➢ consider the time commitments of the candidates
- Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal.
- Formulation of criteria for evaluation of performance of Independent Directors and Board of Directors and specify the manner for effective evaluation of performance of the Board, its committee and individual directors, to be carried out either by the Board or by the committee or by an independent external agency and review its implementation and compliance.
- To decide whether to extend or continue the term of appointment of independent director on the basis of the report of performance evaluation of independent directors.
- Devising a policy on Board diversity.

- Recommendation to the board all remuneration, in whatever form, to be paid to senior management.
- To carry out such other functions as may be decided by the Board from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable.

Meetings of the Nomination and remuneration Committee:

Two (2) meetings of the Nomination and Remuneration Committee were held during the year on August 09, 2024 and February 10, 2025. Necessary quorum was present at the meeting.

The details of committee meetings attended by the committee members are given below:

Sr. No.	Name of Member	Category	No. of meetings entitled to attend	No. of Meetings attended
1.	Mr. Sanjay Khandelwal	Non-Executive Independent Director	1	1
2.	Mr. Rakesh Mehta	Non-Executive Independent Director	2	2
3.	Mr. Sampath Kumar Kangeyam Venkatakrishnan	Non-Executive Independent Director	2	2
4.	Mr. Ganesh Ramanathan	Non-Executive Independent Director	1	1

Performance Evaluation Criteria of Independent Directors:

- Understanding of nature and role of independent directors' position;
- Active engagement with the Management and attentiveness to progress of decisions taken;
- Driving any function or identified initiative based on domain knowledge and experience;
- Proactive, strategic and lateral thinking.

The Nomination and Remuneration Policy:

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

The Nomination and Remuneration policy of your Company which lays down the criteria for determining qualifications, competencies, positive attributes and independence for appointment of Directors and relating to remuneration of Directors, Key Managerial Personnel, Senior Management Personnel and other employees is available on your Company's website at https://www.systematixgroup.in/cms/ResearchReport/Nomination%20and%20Remuneration%20Policy.pdf

Remuneration of Executive Directors:

All Executive Director(s) receive salary. Payment of remuneration to the Executive Director is governed by a resolution approved by the shareholders of your Company.

The remuneration paid to the Executive Director during the period ended March 31, 2025, is as follows:

(₹ in Lakh)

Name of Directors	Salaries (in ₹)	Total
Mr. Nikhil Khandelwal	46.20	46.20
Mrs. Priyanka Khandelwal	13.30	13.30

Remuneration to non-executive directors:

There were no pecuniary relationships or transactions of Non-Executive Directors with your Company during the year under review. Your Company had paid sitting fees to Non-Executive Independent Directors for attending Board and Committee meetings.

The sitting fees paid to Non – Executive Director during the period ended March 31, 2025, is as follows:

(₹ in Lakh)

Name of Directors	Salaries (in ₹)	Total
Mrs. Anju Khandelwal	2.90	2.90
Mr. Sanjay Khandelwal	2.00	2.00
Mr. Rakesh Mehta	3.50	3.50
Mr. Sampath Kumar Kangeyam Venkatakrishnan	3.10	3.10
Mr. Ganesh Ramanathan	2.00	2.00

Details of fixed component and performance linked incentives, service contracts, Notice Period and Severance Fees, stock option: Not Applicable

4. SENIOR MANAGEMENT:

In terms of Regulation 16(1)(d) of the Listing Regulation, the following are the Senior Management person as on March 31, 2025.

Sr. No.	Name of the Senior Management	Designation
1.	Mr. Dhananjay Sinha	Director and Co-Head - Institutional Equities
2.	Mr. Vipul Sanghvi	Director and Co-Head - Institutional Equities
3.	Mr. Ankur Rajoria	Director - Investment Banking
4.	Mr. Amit Kumar	Director & Head - Merchant Banking
5.	Mr. Anil Bhagchandani	Chief Financial Officer
6.	Mr. Divyesh Badiyani	Company Secretary & Compliance Officer

There is no change in the Senior Management personnel during the financial year ended March 31, 2025.

5. DETAILS ON GENERAL BODY MEETINGS:

i) Date, Time and Venue for the last three Annual General Meetings held:

Financial years	Dates	Time	Venue	Special Resolution Passed
2024-2025	26.09.2024	11.00 A.M.	Through Video Conferencing	i. To appoint Mr. Ganesh Ramanathan (DIN: 00016260) as an Independent Director of the Company ii. To make investments, give loans, guarantees and security in excess of limits specified under section 186 of the Companies Act, 2013 iii. To adopt new set of the Memorandum of Association of the Company
2023-2024	27.09.2023	11.00 A.M.	Through Video Conferencing	i. To appoint Mr. Sampath Kumar Kangeyam Venkatakrishnan (DIN: 10295069) as an Independent Director of your Company.
2022-2023	29.09.2022	11.00 A.M.	Through Video Conferencing	i. To re-appoint Mr. Rakesh Mehta (DIN: 03203106) as an Independent Director of your Company. ii. To appoint Mrs. Priyanka Khandelwal (DIN: 01878267) as a Whole Time Director of your Company. iii. To increase the overall managerial remuneration of Mr. Nikhil Khandelwal, Managing Director of your Company. iv. To alter Articles of Association of your Company with respect to removal of Common Seal clause.

ii) **Date, Time and Venue for the Extra-Ordinary General Meeting held :**

One (1) Extra-Ordinary General meeting was held on October 14, 2024 at the corporate office of the Company situated at The Capital, A-wing, No. 603–606, 6th Floor, Plot No. C-70, G Block, Bandra Kurla Complex, Bandra (East), Mumbai – 400051 to approve Issue of Equity Shares on Preferential Basis to Non-Promoters.

iii) **Details of Special Resolutions passed through Postal Ballot**

No Special Resolution was passed by your Company last year through Postal Ballot. No Special Resolution is proposed to be passed through Postal Ballot as on the date of this Integrated Annual Report.

6. MEANS OF COMMUNICATION:

Modes of Communication:

Your Company, from time to time and as may be required, communicates with its Shareholders and Investors through multiple channels of communication including the following:

- Dissemination of information on the website of the Stock Exchanges;
- Annual reports;
- Uploading relevant information on your Company's website;
- General Meeting;
- Newspaper Publication;
- Investor Presentation;
- SEBI Complaints Redress Systems (SCORES).

i) **Financial results:**

The quarterly, half-yearly and annual financial results of your Company are published in the newspapers, namely Free Press Journal (Indore Edition & Mumbai Edition), Choutha Sansar (Indore Edition) and Business Standard (All Editions). At the same time, the results are also displayed on the website of your Company at www.systematixgroup.in/investor-relations

ii) **Website:**

Your Company's website www.systematixgroup.in contains dedicated section https://www.systematixgroup.in/investor-relations where annual reports, stock exchange filings, quarterly reports, corporate governance policies and other shareholder information's are available.

iii) **Annual Report:**

Pursuant to the MCA Circulars and SEBI Circulars, the Annual Report containing Auditors Report, Audited Standalone and Consolidated Financial Statements together with Board's Report, Corporate Governance Report, Management Discussion and Analysis Report, and other important information along with Notice of AGM are circulated to the Members entitled thereto through permitted mode(s).

The Annual Report is available on the website of your Company at www.systematixgroup.in/investor-relations

iv) **Disclosures:**

Your Company informs BSE Limited ("BSE") about all price sensitive matters or such other matters which in its opinion are material and of relevance to the Members of your Company and the same is available on the website of your Company. Further, in compliance to the provisions of Regulation 30 of the Listing Regulations, your Company has disclosed on its website, a duly approved Policy on Determination of Materiality of Events.

All periodical compliance filings like shareholding pattern, corporate governance report, among others are filed electronically on the BSE Listing Centre.

v) **Investor Presentation:**

All Investor Presentations were filed with the Stock Exchanges and are also uploaded on the website of the Company at www.systematixgroup.in/investor-relations.

vi) **SEBI Complaints Redress Systems (SCORES):**

The investor complaints are processed in a centralized web based complaints redress system. The salient features of the system are: centralized database of all complaints, online upload of Action Taken Report (ATR's) by concerned companies and online viewing by investors of actions taken on the complaint and its current status.

7. GENERAL SHAREHOLDERS INFORMATION:

Company Registration Details:

Your Company is registered in the State of Madhya Pradesh, India. The Corporate Identity Number (CIN) allotted to your Company by the Ministry of Corporate Affairs (MCA) is L91990MP1985PLC002969.

Annual General Meeting Day, Date, Time & venue	Friday, September 19, 2025 at 11.00 a.m. through Video Conferencing (VC) / Other Audio Video Means (OAVM)
Financial year:	April 1, 2024 to March 31, 2025
Book Closure Date:	Saturday, September 13, 2025 to Friday, September 19, 2025 (both days inclusive)
Cut-off Date:	Thursday, September 12, 2025
Dividend Payment Date:	On or after September 19, 2025
Listed on Stock Exchanges:	BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400001
Payment of Listing Fee:	The annual Listing Fees for the year 2025-26 has been paid to the concerned Stock Exchange.
Payment of Annual Custodial Fees :	Your Company has also paid the Annual Custodial fees to both the Depositories I.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).
In case securities are suspended from trading, the directors report shall explain the reason thereof:	N.A.
Financial Calendar 2024-25 (Tentative):	First Quarter: June 30, 2025 - on or before August 14, 2025 Second Quarter: September 30, 2025 - on or before November 14, 2025 Third Quarter: December 31, 2025 - on or before February 14, 2026 Fourth Quarter: March 31, 2026 - on or before May 30, 2026
Share Transfer Agents :	**CAMEO CORPORATE SERVICES LIMITED** Subramanian Building, No.1, Club House Road, Chennai – 600002, Tamil Nadu Tel No. : 044-40020700 Online Investor Portal : https://wisdom.cameoindia.com/ Web : www.cameoindia.com **Contact Person : Mr. P. Muralidharan, Manager**
Share transfer system:	In terms of the SEBI Listing Regulations, securities of the Company can only be transferred in dematerialized form. Further, SEBI vide its Circular dated January 24, 2022, mandated all the listed companies to issue securities in dematerialised form only, while processing the service request for issue of duplicate securities certificates, renewal/exchange of securities certificate, claim from Unclaimed Suspense Account, endorsement, sub-division/ splitting of securities certificate, consolidation of securities certificates/folios, transmission and transposition. Pursuant to SEBI Circular SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/97 dated July 02, 2025 a special window is opened only for re-lodgment of transfer deeds, which were lodged prior to the deadline of April 01, 2019 and rejected/returned/not attended to due to deficiency in the documents/process/or otherwise, for a period of six months

	from July 07, 2025 till January 06, 2026. During this period, the securities that are re-lodged for transfer (including those requests that are pending with the listed company / RTA, as on date) shall be issued only in demat mode. 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. Members can contact your Company or your Company's Registrar and Transfer Agent ('RTA'), for assistance in this regard. Also, share transactions in electronic form can be effected in a much simpler and faster manner. Shareholders should communicate with the RTA, quoting their folio number or Depository Participant ID ('DPID') and Client ID number, for any queries on their securities holding.

Distribution of Shareholding as on March 31, 2025:

Shareholding of Nominal Value (₹)	No. of shareholders	% To Total Holder	No. of equity shares	% of Shareholding
1 - 5,000	10243	96.92	34,93,241	2.55
5,001 – 10,000	139	1.31	10,99,264	0.80
10,001 – 20,000	68	0.64	10,05,661	0.74
20,001 – 30,000	33	0.31	8,71,077	0.64
30,001 – 40,000	19	0.18	6,79,080	0.50
40,001 – 50,000	6	0.06	2,73,000	0.20
50,001 – 1,00,000	24	0.23	16,37,108	1.20
1,00,001 and Above	37	0.35	12,74,79,579	93.37
Total	**10569**	**100.00**	**13,65,38,010**	**100.00**

Shareholding Pattern:

Table below gives the pattern of shareholding by ownership and Share Class respectively:

Pattern of shareholding as on March 31, 2025:

Category	No. of equity shares held	% of shareholding
Promoters & Promoters Group	9,63,64,492	70.58
Resident - Ordinary	2,47,72,684	18.14
NRI - Repatriable	15,07,955	1.11
NRI - Non Repatriable	2,22,500	0.16
Bodies Corporate	1,33,67,998	9.79
Resident - HUF	3,02,181	0.22
Trusts	200	0.00
Total	**13,65,38,010**	**100.00**

Dematerialization of shares and liquidity:	The equity shares of your Company are liquid and traded on BSE Limited. Your Company has executed agreement with both the depositories i.e. National Securities Depositories Limited (NSDL) and Central Depository Services (India) Limited (CDSL) for admission of its securities in dematerialized mode. The International Securities Identification Number (ISIN) allotted to the Equity Shares of your Company was INE356B01016 **(Upto November 05, 2025)**, the ISIN is INE356B01024 **(w.e.f November 05, 2025)**. All requests for dematerialization of shares are processed and the confirmation is given to the Depositories i.e. NSDL & CDSL within the stipulated time.

<table>
<tr><td></td><td>As on March 31, 2025, Dematerialized shares accounted for 96.73% of the total equity. Break-up of shared held in physical and dematerialised form as on March 31, 2025 is as follows:

<table><tr><th>Particulars</th><th>No. of Equity Shares</th><th>% to Share Capital</th></tr><tr><td>NSDL</td><td>2,04,98,531</td><td>15.01%</td></tr><tr><td>CDSL</td><td>11,15,78,549</td><td>81.72%</td></tr><tr><td>Physical</td><td>44,60,930</td><td>3.27%</td></tr><tr><td>TOTAL</td><td>13,65,38,010</td><td>100.00</td></tr></table></td></tr>
<tr><td><u>Outstanding global depository receipts or American depository receipts or warrants or any convertible instruments, conversion date and likely impact on equity:</u></td><td>Your Company has not issued any ADRs/GDRs/ Warrants or any Convertible instrument</td></tr>
<tr><td><u>Commodity Price Risk or Foreign Exchange Risk and Hedging activities:</u></td><td>Your Company is engaged in Merchant Banking activities; therefore it is not exposed to any Commodity Price Risk, thus it is not required to hedge the Commodity Price Risk

Your Company is not exposed to Foreign Exchange Risk and accordingly, it is not required to hedge the Foreign Exchange Risk.</td></tr>
<tr><td><u>Plant Location</u></td><td>Not Applicable since your Company is engaged in Merchant Banking activities</td></tr>
<tr><td><u>Correspondence Address for Investor:</u></td><td>CAMEO CORPORATE SERVICES LIMITED
Subramanian Building, No.1,
Club House Road, Chennai – 600002, Tamil Nadu
Tel No. : 044-40020700
Online Investor Portal : https://wisdom.cameoindia.com/
Web : www.cameoindia.com

Contact Person : Mr. P. Muralidharan, Manager

Secretarial Department,
SYSTEMATIX CORPORATE SERVICES LIMITED
"The Capital", `A' Wing, 6th Floor, No. 603-606,
Plot No. C-70, 'G' Block, Bandra-Kurla Complex,
Bandra (East), Mumbai – 400 051
Tel No.: +91-22-6619 8000/ 4035 8000;
E-mail: secretarial@systematixgroup.in

Contact person: Mr. Divyesh Badiyani, Company Secretary & Compliance Officer</td></tr>
<tr><td><u>Credit Ratings obtained during the Year:</u></td><td>Your Company was not required to obtain any credit rating during the financial year 2024-25.</td></tr>
</table>

8. DISCLOSURES:

i) Related Party Transaction:

Your Company's related party transactions are mainly with its subsidiaries and group companies. All the contracts/ arrangements/ transactions entered by your Company during the current financial year with related parties were in the ordinary course of business and at an arms' length basis. There are no materially significant related party transactions made by your Company with Promoters, Directors, Key Managerial Personnel or other Designated Persons which may have a potential conflict with the interest of your Company at large.

As required under Regulation 23 of the Listing Regulations, your Company has adopted a policy on Related Party Transactions. The policy on Related Party Transactions is available on the website of your Company At https://www.systematixgroup.in/cms/ResearchReport/Policy%20on%20materiality%20of%20RPT%20and%20Dealing%20with%20RPT.pdf

The Register under Section 189 of the Act is maintained and Particulars of the transactions have been entered in the Register, wherever applicable and the same is placed before the Board and Audit Committee regularly.

ii) Statutory Compliance, Penalties and Strictures:

There have been no instances of non-compliances by your Company on any matter related to the capital markets and no penalties and/ or strictures have been imposed on it by the stock exchanges or by the SEBI or by any statutory authority on any matter related to the capital markets during the last three financial years except the following :

The Company had received a Show Cause Notice under Rule 4 of the SEBI (Procedure for Holding Inquiry and Imposing Penalties) Rules, 1995 read with Section 15-I of the Securities and Exchange Board of India Act, 1992 dated April 23, 2024. Thereafter, SEBI vide its order dated June 28, 2024 imposed a monetary penalty of ₹ 7,00,000/- under Section 15HB of the Securities and Exchange Board of India Act, 1992 for the following non-compliances:

1. Not exercising due care and diligence, as a Merchant Banker, in respect of one of the objects of issue of an IPO;
2. Failure to maintain a separate SDD for merchant banking activities and
3. Failure to make the requisite 50 status updates in the SI portal in a timely manner.

The payment of the aforesaid penalty was made to SEBI on July 09, 2024.

iii) Whistle Blower Policy:

Pursuant to the provisions of Section 177(9) of the Act read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules 2014 and Regulation 22 of the Listing Regulations, your Company has framed Vigil Mechanism/ Whistle Blower Policy ("Policy") to enable directors and employees to report:

1. Breach of Company's Code of Conduct;
2. Breach of Business Integrity and Ethics;
3. Breach of terms and conditions of employment and rules thereof;
4. Intentional financial irregularities, including fraud or suspected fraud;
5. Deliberate violations of laws/regulations;
6. Gross or willful negligence causing substantial and specific danger to health, safety and environment;
7. Manipulation of company data/records;
8. Pilferation of confidential/proprietary information;
9. Gross wastage/misappropriation of the Company funds/assets, etc.

The functioning of the Vigil Mechanism is reviewed by the Audit Committee from time to time. None of the Directors or employees have been denied access to the Audit Committee of the Board. The objective of this mechanism is to maintain a redressal system which can process all complaints concerning questionable accounting practices, internal controls, or fraudulent reporting of financial information.

The Policy framed by your Company is in compliance with the requirements of the Act & Listing Regulations and is available on the website of your Company at https://www.systematixgroup.in/cms/ResearchReport/Policy-vigil-mechanism-whistleblower.pdf

iv) Compliance with Mandatory Requirements

Your Company has complied with all the mandatory requirements of the Listing Regulations

v) Compliance with Non-Mandatory Requirements

Your Company has complied with the following non-mandatory requirements as prescribed in Regulation 27 Schedule II Part E of the Listing Regulations:

Modified Opinion in Auditors Report: The Statutory Auditor's report on financial statements for the FY 2024-25 does not contain any modified opinion. Your Company continues to adopt best practices to ensure regime of the financial statements with unmodified audit qualifications.

Reporting of Internal Auditors: The Internal Auditors reports to the Audit Committee.

vi) Details of utilization of funds raised through preferential allotment or qualified institutional placement as specified under Regulation 32(7A):

During the year under review, on November 14, 2024 your Company had allotted 67,35,430 Equity Shares of face value of ₹ 1/- each fully paid-up to Non-Promoters, on a preferential basis in accordance with Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018), and other applicable laws, at a price of ₹ 153.10/- (Rupees One Hundred Fifty-Three and Ten paise) per Equity Share (including Premium of ₹ 152.10/-) amounting to ₹ 103,11,94,333/- (Rupees One Hundred Three Crore Eleven Lakh Ninety Four Thousand Three Hundred and Thirty Three Only).

Further, in terms of Regulation 162A of the SEBI ICDR Regulations, the Company has appointed CARE Ratings Limited, a SEBI registered Credit Rating Agency as the monitoring agency to monitor the use of the proceeds of the Preferential Issue.

The Company discloses to the Audit Committee, the usage / application of proceeds / deviations, if any of the funds raised by aforesaid preferential allotment / monitoring agency report as part of the quarterly review of financial results, whenever applicable.

There was no utilization of funds raised through aforesaid preferential allotment during the year under review.

vii) Certificate from Company Secretary in Practice on non-disqualification of Directors:

A certificate that none of the Directors of your Company have been debarred or disqualified from being appointed or continuing as director of your Company by the SEBI or Ministry of Corporate Affairs or any such other Statutory Authority issued by M/s Kothari H. & Associates Practising Company Secretaries, is attached as **"Annexure I"** which forms part of this report.

viii) Recommendations of the Committees:

All decisions and recommendations of the Committees are placed before the Board for information or approval. During the financial year, the Board has accepted the recommendations of Committees on matters where such a recommendation is mandatorily required. There have been no instances where such recommendations have not been considered.

ix) Fees to Statutory Auditors:

The details of total fees for all services, paid by your Company and its subsidiaries to Statutory Auditors are as follows:

(₹ in Lakh)

Particulars	By your Company (₹)	By the Subsidiaries (₹)	Total Amount (₹)
Statutory Audit	6.25	7.35	13.60
Tax Audit	1.25	1.25	2.50
Other Services	1.15	3.35	4.50
Out of expenses	-	-	-
Total	**8.65**	**11.95**	**20.60**

x) Disclosures under Sexual Harassment of Women at Workplace (Prevention, Prohibition And Redressal) Act, 2013:

Your Company has in place a Policy for prevention of Sexual Harassment at the Workplace in line with the requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013. Your Company is committed to provide a safe and conducive work environment to its employees.

In accordance with the introduction of Companies (Accounts) Amendment Rules, dated July 31, 2018, your Directors would further like to inform that your Company has duly constituted Internal Complaints Committee as required under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

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

Number of complaints filed during the financial year	Number of complaints disposed off during the financial year	Number of complaints pending as on end of the financial year
Nil	Nil	Nil

xi) **Disclosure of 'Loans and advances in the nature of loans to firms/companies in which directors are interested by name and amount':**

Loans and advances forms part of the related party disclosures in the note no 34. to the financial statements for the financial year ended March 31, 2025.

xii) **Details of Material Subsidiary:**

According to the Regulation 16(1)(c) of the Listing Regulations, a "Material Subsidiary" shall mean a subsidiary, whose turnover or net worth exceeds 10% of the consolidated turnover or net worth respectively, of the listed entity and its subsidiaries in the immediately preceding accounting year.

Your Company has three material subsidiaries namely M/s. Systematix Shares and Stocks (India) Limited, M/s. Systematix Fincorp India Limited and M/s. Systematix Finvest Private Limited as on March 31, 2025.

Details of material subsidiaries of your Company as required under Schedule V of the Listing Regulations is as follows:

Name of Material Subsidiaries	Details of Incorporation		Details of Statutory Auditors	
	Place	Date	Name	Date of appointment
M/s. Systematix Shares and Stocks (India) Limited	Madras*	May 8, 1998	M/s. Shah & Taparia, Chartered Accountants	September 26, 2022
M/s. Systematix Fincorp India Limited	Jaipur*	August 24, 1995	M/s. Shah & Taparia, Chartered Accountants	September 26, 2022
M/s. Systematix Finvest Private Limited	Mumbai	May 18, 1995	M/s. Shah & Taparia, Chartered Accountants	September 26, 2022

*As on March 31, 2025, the registered office of the above subsidiaries is located at Mumbai

As required under the Listing Regulations, your Company has formulated policy for determining material subsidiaries and is available on the website of your Company at https://www.systematixgroup.in/cms/ResearchReport/Policy%20for%20Determining%20Material%20Subsidiary.pdf

xiii) **Non-Compliance of any requirement of Corporate Governance Report of sub-paras (2) to (10), with reasons thereof:**

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

xiv) **The disclosures of the compliance with Corporate Governance requirements specified in Regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 and paras (2) to (10) mentioned in part 'C' of Schedule V of the Listing Regulations shall be made in the section on Corporate Governance of the Annual Report:**

Your 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 and paras (2) to (10) mentioned in part 'C' of Schedule V of the Listing Regulations during the year under review.

xv) **Outstanding unclaimed shares**

Pursuant to Regulation 34(3) and Part F of Schedule V to the Listing Regulations, your Company does not have its equity shares in the demat suspense account or unclaimed suspense account.

xvi) **Unpaid / Unclaimed Dividends as on March 31, 2025**

Your Company had declared a final dividend of ₹ 1/- per share on 1,29,80,258 equity shares of ₹10 each for the financial year ended March 31, 2022 and March 31, 2024. Unclaimed Dividends were transferred to the Unpaid Dividend Account, in accordance with the Act.

The balance in the Unpaid Equity Dividend FY 2021-22 of your Company as on March 31, 2025 is ₹ 4,27,721/-.

The balance in the Unpaid Equity Dividend FY 2023-24 of your Company as on March 31, 2025 is ₹ 4,39,066/-.

xvii) **Investor Education and Protection Fund:**

In accordance with the provisions of Sections 124 and 125 of the Act and Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), dividends of a company which remain unpaid or unclaimed for a period of seven consecutive years from the date of transfer to the Unpaid Dividend Account shall be transferred by the Company to the Investor Education and Protection Fund ("IEPF"). In terms of the foregoing provisions of the Act, no dividend amount or shares were required to be transferred to the IEPF by your Company during the year ended March 31, 2025.

xviii) **Disclosure of Certain Types of Agreement binding Listed Company as per Clause 5A Para A Part A of Schedule III of SEBI Listing Regulations:**

There are no such agreements which bind Listed Company as per Clause 5A Para A Part A of Schedule III of SEBI Listing Regulations.

9. DECLARATION ON AFFIRMATION WITH THE CODE OF CONDUCT:

The Board of Directors has laid down a Code of Conduct, which is applicable to all Directors and Senior Management personnel of your Company. The Code is available on the website of your Company at https://www.systematixgroup.in/cms/ResearchReport/Code%20of%20Conduct%20for%20Directors%20and%20Members%20of%20Senior%20Management.pdf

All Board Members and Senior Management Executives have affirmed compliance with the Code of Conduct for the Financial Year 2024-25. The annual declaration signed by Managing Director, stating that the members of the Board and Senior Management Personnel have affirmed compliance with the Code of Conduct, in accordance with Regulation 26(3) read with Para D of Schedule V of the Listing Regulations is attached as **"Annexure-II"** to this Report.

10. CERTIFICATE ON CORPORATE GOVERNANCE:

A certificate issued by M/s Kothari H. & Associates, Practising Company Secretaries, regarding compliance of conditions of Corporate Governance as stipulated under the Listing Regulations is attached as **"Annexure III"** which forms part of this report.

11. CEO / CFO CERTIFICATION:

The Managing Director and Chief Financial Officer of your Company provide annual certification on financial reporting and internal controls to the Board in terms of Regulation 17(8) of the Listing Regulations. The Managing Director and Chief Financial Officer also provide quarterly certification on financial results while placing the financial results before the Board in terms of Regulation 33(2) of the Listing Regulations. The annual certificate given by the Managing Director and Chief Financial Officer is attached as **"Annexure-IV"** to this Report.

12. CODE OF CONDUCT FOR INSIDER TRADING:

Your Company has adequate Code of Conduct for Prevention of Insider Trading to regulate, monitor and report trading by insiders, in accordance with the requirements of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time.

Your Company Secretary is the Compliance Officer for monitoring adherence to the said Regulations. The Code is available on the website of your Company at https://www.systematixgroup.in/cms/ResearchReport/Code%20of%20Conduct%20for%20Prevention%20of%20Insider%20Trading.pdf

13. CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE

Your Company has adopted a Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information ('UPSI') with a view to facilitate prompt, uniform and universal dissemination of UPSI. The Code also includes Policy for determination of 'legitimate purpose'. Your Company has also adopted policy and procedure for inquiry in case of leak or suspected leak of Unpublished Price Sensitive Information. The Code is available on the website of your Company at https://www.systematixgroup.in/investor-relations

For and on behalf of the Board of Directors

Nikhil Khandelwal
Chairman & Managing Director
DIN: 00016387

Date : 28.07.2025
Place : Mumbai

Annexure - I

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10) (i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members of
SYSTEMATIX CORPORATE SERVICES LIMITED
206-207, Bansi Trade Centre, 581/5,
M.G Road, Indore - 452001

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **SYSTEMATIX CORPORATE SERVICES LIMITED** having **CIN : L91990MP1985PLC002969** and having registered office at 206-207, Bansi Trade Centre, 581/5, M.G Road, Indore – 452001 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal (www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on March 31, 2025 have been debarred or disqualified from being appointed or continuing as Directors of company by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Date of appointment in Company
1.	Mrs. Anju Khandelwal	00474604	20/01/2003
2.	Mr. Nikhil Khandelwal	00016387	13/08/2018
3.	Mrs. Priyanka Khandelwal	01878267	12/08/2022
4.	*Mr. Sanjay Lalchand Khandelwal	01592134	30/09/2014
5.	Mr. Rakesh Mehta	03203106	09/03/2018
6.	Mr. Sampath Kumar Kangeyam Venkatakrishnan	10295069	29/08/2023
7.	**Mr. Ganesh Ramanathan	00016260	09/08/2024

*** Mr. Sanjay Lalchand Khandelwal (DIN: 01592134), completed his second and final term of 10 years as a Non-Executive Independent Director of your Company and consequently ceased to be a Director with effect from September 29, 2024.*

*** Mr. Ganesh Ramanathan (DIN: 00016260) was appointed as an Additional Non-Executive Independent Director of your Company with effect from August 09, 2024. The appointment of Mr. Ganesh Ramanathan (DIN: 00016260) was regularized in the Annual General Meeting held on September 26, 2024.*

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

For **KOTHARI H. & ASSOCIATES**
Company Secretaries
(Peer Review Certificate No. 5312/2023)

Hitesh Kothari
Membership No. F6038
Certificate of Practice No. 26578
UDIN: F006038G000877601

Place : Mumbai
Date : 28.07.2025

Annexure - II

Declaration under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 regarding adherence to the Code of Conduct

I hereby confirm that the Company has obtained from all the members of the Board and senior management personnel, affirmation that they have complied with the Code of Conduct for directors and senior managerial personnel in respect of the financial year ended March 31, 2025.

Nikhil Khandelwal
Chairman & Managing Director
DIN: 00016387

Place : Mumbai
Date : 28.07.2025

AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

To,
The Board of Directors
SYSTEMATIX CORPORATE SERVICES LIMITED

We have examined the compliance of conditions of Corporate Governance of SYSTEMATIX CORPORATE SERVICES LIMITED ("the Company"), for the year ended March 31, 2025, as stipulated in regulations 17 to 27, clauses (b) to (i) of regulation 46(2) and paragraphs C, D and E of Schedule V of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time ("Listing Regulations").

MANAGEMENT'S RESPONSIBILITY FOR THE STATEMENT

The compliance of conditions of Corporate Governance as stipulated under the listing regulations is the responsibility of the management of the Company including the preparation and maintenance of all the relevant records and documents. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure compliance with the conditions of the Corporate Governance as stipulated in the Listing Regulations.

AUDITOR'S RESPONSIBILITY

Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

Pursuant to the requirements of the Listing Regulations, it is our responsibility to provide a reasonable assurance whether the Company has complied with the conditions of Corporate Governance as stipulated in Listing Regulations for the year ended March 31, 2025.

OPINION

Based on our examination of the relevant records and according to the information and explanations provided to us and the representations provided by the Management, we certify that the Company has complied with the conditions 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 during the year ended March 31, 2025.

We state that such future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

RESTRICTION ON USE

The certificate is addressed and provided to the Members of the Company solely for the purpose of enabling the Company to comply with the requirement of 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 for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

For Kothari H. & Associates
Company Secretaries

Hitesh Kothari
Partner
Mem. No. F6038
C O P. No. 26578

Peer Review Certificate No: 5312/2023
UDIN: F006038G000880351

Place : Mumbai
Date : 28.07.2025

Annexure - IV

MD & CFO Certification

Date: 16.05.2025

The Board of Directors,
Systematix Corporate Services Limited
Mumbai

Dear Sirs,

It is hereby certified that:

A. In connection with the financial statements placed before the Board for the year ended March 31, 2025 and that to the best of our knowledge and belief; we certify as follows:

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

   (ii) These statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

B. There are, to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the company's code of conduct.

C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.

D. We will keep the auditors and the Audit committee informed about:

   (i) Significant changes in internal control over financial reporting during the year;

   (ii) Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and

   (iii) Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

However there are no other matters to be brought to the notice of Auditor and Audit Committee for year ended March 31, 2025.

For Systematix Corporate Services Limited

Nikhil Khandelwal	**Anil Bhagchandani**
Managing Director	Chief Financial Officer

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

A. OVERVIEW & OUTLOOK

FY 25 was marked by momentum in the Indian economy maintaining our country's status as the fastest-growing major economy in the world. India is set to overtake Japan to become fourth largest economy in the world in 2025, as per the IMF in its World Economic Outlook (WEO) report released on April 22, 2025.

The key economic sectors driving India's growth are:

Agricultural sector: Agricultural sector is the backbone of the Indian economy and is forecasted to grow by 3.8% in FY25 as per the Economic Survey 2025. Although its share in the GDP is declining, 50% of the Indian population is dependent on that. Focusing on the development of the agricultural sector, the government has undertaken a slew of initiatives such as subsidies, self-help groups like Lijjat Papad, and co-operative farming models like e-Choupal. Apart from this, the industry has been gradually shifting towards cash crops and promising industries like food processing are emerging.

Industry sector: After the liberalisation reforms, the industrial sector has seen a surge in growth and is expected to grow by 6.2% in FY25. This is because of the encouragement of private investments including FDI, and the end of bureaucratic hurdles. Industries have seen growth, there is more autonomy and integration of modern technologies. Joint ventures and partnerships between private and public sectors are growing and diversifying the industrial landscape.

Services sector: In the Indian economy, the services sector has grown monumentally and constitutes 60% of the GDP. IT services, finance, banking, and business process outsourcing are the major contributors here. This sector is also contributing to the demographic dividend of India by creating numerous job opportunities and will be the primary growth driver, at 7.2%, with intense activity in financial services, real estate, professional services, and public administration.

Food processing: Food processing is a lucrative sector due to the availability of abundant resources, large consumer base and favourable policies such as Make in India. There is a need for packages and pre-processed food due to the increasing urbanisation, large population, and disposable incomes. Since India is the second-largest producer of food grains, we have a huge potential for growth and investment in this sector.

Manufacturing sector: After services sector, the manufacturing sector is the second-largest contributor to GDP. Government has undertaken initiatives such as Make in India, Sagarmala, Startup India, and Dedicated Freight Corridors, alongside enthusiastic state participation, to boost the share of the manufacturing sector in the coming years.

It is predicted that India will surpass Germany by 2030. Not only this, India's GDP growth in FY25 is estimated to be 6.2% and in FY26 at 6.3%. Also, the main export partner of India is the United States, constituting 17% of India's all exports. Other major nations include UAE and China. India's consumer market size, ability to manufacture, untapped natural resources, and reforms in government such as foreign direct investment have made it the preferred destination for investors worldwide.

B. INDUSTRY STRUCTURE AND DEVELOPMENTS - CAPITAL MARKETS

The Indian capital markets are experiencing significant transformations in 2025, driven by government initiatives, technological advancements, and the development of new investment products.

Government and regulatory initiatives:

The Indian government and regulatory bodies have proactively fostered a conducive environment for capital market growth. One standout initiative is the India Stack, a unique digital architecture that has revolutionized how millions of Indian nationals invest in shares. By providing digital IDs (Aadhaar), and widening access to banking and digital wallets, the India Stack has democratized investment opportunities.

A crucial component of this technological stack is the Unified Payment Interface (UPI). This interoperable system allows for fast, cheap, and seamless transfer of payment orders between individuals, companies, and government institutions. The impact of these initiatives is evident in the continuing growth of demat accounts.

Government policy has boosted the growth of Exchange Traded Funds (ETFs), principally their use as a disinvestment vehicle for formerly state-owned enterprises. The regulatory environment, spearheaded by the Securities and Exchange Board of India (SEBI), has further supported ETF growth. Measures to reduce transaction costs, simplify the process for launching new ETFs, and promote investor education have all contributed to the rising popularity of ETFs.

1. **Investment Banking & Merchant Banking Industry and Our Business:**

- **Investment Banking & Merchant Banking Industry**

India's Initial Public Offering (IPO) market continues to demonstrate resilience, securing a 22% share of global IPO activity in Q1 25. With 62 IPOs raising a total of US$ 2.8 billion, India remains a leading destination for companies seeking to go public, even amidst a backdrop of global market uncertainties.

However, the overall IPO activity in India saw a decline of approximately 20% compared to the previous year, reflecting a cautious investor sentiment as the BSE SENSEX index experienced a slight decrease of 1.1%.

While the impressive IPO proceeds in Q1 25 highlight the strength of India's capital markets, the record-breaking Mergers and Acquisitions (M&A) market further demonstrates its maturity. Q1 2025 saw all-time high M&A deal volumes with transactions valued at billions of dollars, reflecting strong investor confidence and strategic investments. This M&A surge, driven by domestic activity and international interest, complements the IPO market, showcasing a healthy and dynamic Indian financial landscape. We anticipate continued momentum in both public and private markets as companies pursue growth.

The IPO landscape in India remains diverse, with significant activity across sectors such as Industrials, Real Estate, Hospitality & Construction, and Health & Life Sciences. The health sector, in Particulars, recorded notable growth, with a substantial increase in the IPO pipeline. Despite the mixed performance in completed listings, the strong fundamentals of many companies are expected to attract investor interest.

India's dynamic stock market, coupled with favourable economic indicators, continues to bolster investor confidence. The growing participation of retail investors is evident, as the market adapts to shifting dynamics and investor preferences.

India's IPO market continues to be a beacon of resilience and growth. The strong performance in Q1 25, despite global uncertainties, highlights the robust fundamentals and investor confidence in our market. We are optimistic that this momentum will carry forward, driven by supportive policies and a dynamic economic environment.

- **Our Business:**

Systematix Group has emerged as one of the most active and trusted investment banks in India's capital markets in **FY25, closing 28 transactions and raising over ₹15,400 crore.** Ranked among the **Top 15 firms for QIP fund mobilization**, Systematix captured a significant **7.5% market share** of total QIP issuance this fiscal year. The firm has led marquee fundraises for institutions such as **Bank of Maharashtra (₹3,500 Cr), UCO Bank (₹2,000 Cr), Central Bank of India (₹1,500 Cr), Indian Overseas Bank (₹1,437 Cr), and Jupiter Wagons (₹800 Cr QIP + ₹135 Cr Preferential Issue)**.

In addition to QIPs, Systematix executed diverse capital market transactions, including a **₹350 Cr rights issue for Welspun** and a **buyback for Technocraft**. The firm also successfully managed equity raises for **ESDS Software (₹780 Cr), Jain Metal Group, Jasmino, ArisInfra, Kshema, and Trualt**, showcasing its sector-agnostic execution strength. With a proven track record across products like **QIPs, IPOs, preferential issues, block deals, private equity, and M&A**, Systematix continues to reinforce its position as a go-to advisor in India's mid-market investment banking space. The firm's agility, insight-driven approach, and relationship-driven model continue to deliver superior outcomes for clients across sectors.

2. **Broking Industry and Our Business:**

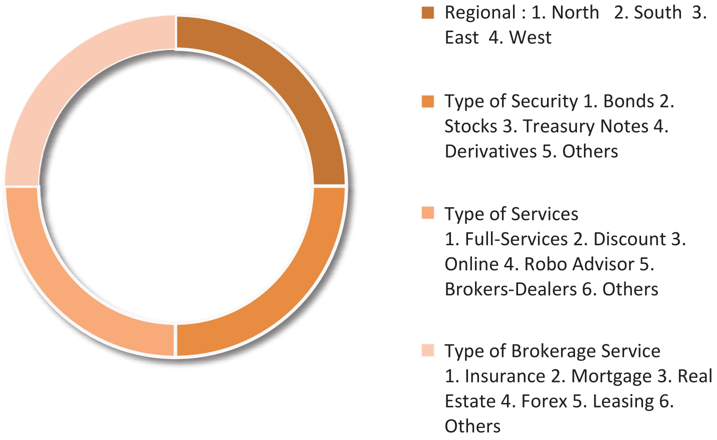
- **Broking Industry**

The India Security Brokerage Market was valued at USD 3.98 Billion in 2024 and is expected to reach USD 6.21 Billion by 2030 with a CAGR of 7.76% during the forecast period. The growth of the India Security

Brokerage Market is primarily driven by factors such as the increasing demand for reliable, fast, and efficient order execution, favorable government regulations, a rise in demand for Demat accounts, and the need for effective market supervision. On the other hand, the rise of AI and algorithms in financial services is expected to create lucrative opportunities for market expansion during the forecast period.

Mumbai, located in the West region, is home to India's prominent stock markets – the National Stock Exchange (NSE) and the BSE Limited. It serves as the largest trading hub, accounting for 50% of the trading volume on both exchanges. While the West region remains a significant player, North India is emerging as the fastest-growing region. As of January 2024, North India leads with a registered investor base of 31 million, followed by the West with 28 million, the South with 18 million, and the East with 10 million. These investors engage in buying and selling securities, including stocks, bonds, and derivatives, through brokerage services.

Indian Security Brokerage Market



- **Our Broking Business**

Our **PCG (Private Client Group)** and **Retail Broking** segments witnessed robust growth in FY25, driven by enhanced margin availability for clients and strong capital market activity. This resulted in a significant improvement in Systematix's market share in the non-institutional brokerage space.

On the **Institutional Broking** front, we offer both cash and derivatives to domestic and global institutional clients. FY25 saw the addition of new empanelment's and a rise in active institutional clients to over **1,102**. Our domestic client rankings improved considerably, thanks to a high-quality research platform, seamless execution across trading desks, and a team-driven service approach.

Our research vertical now covers **253+ companies across 25 sectors**, reinforcing our strong industry expertise. We continued to lead in **corporate access**, conducting focused, high-impact events like **industry-specific investor conferences** across India.

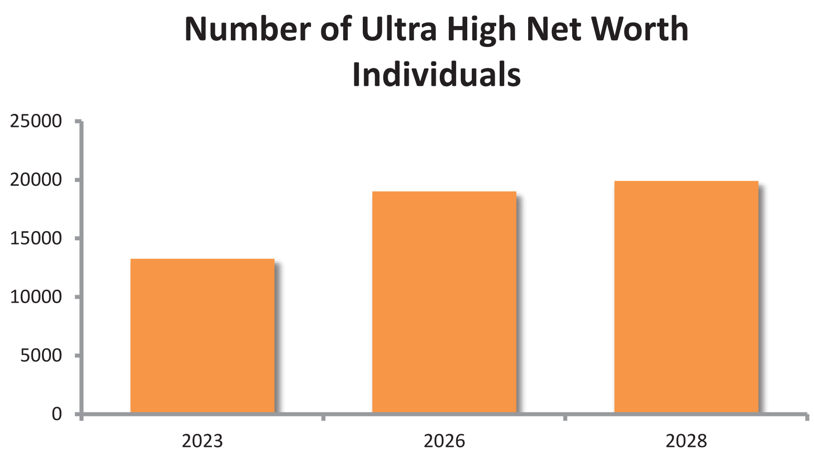
3. **Wealth Management Industry and Our Business:**

- **Wealth Management Business**

The Indian wealth management industry has witnessed robust growth in recent years, underpinned by sustained economic expansion, rising financial awareness, strong capital market performance and the rapid formalisation of the economy. While still nascent compared to mature markets, India's wealth management landscape is undergoing structural transformation, with a growing base of affluent individuals increasingly seeking professional advice, digital solutions and diversified financial products to manage and grow their wealth.

India is expected to become the world's fourth-largest economy by 2025, with the IMF projecting 6.5% growth for FY26. This momentum, combined with a strong startup ecosystem, has led to a sharp rise in the number of high-net-worth individuals (HNIs) and ultra-HNIs.

According to Knight Frank's flagship study, 'The Wealth Report 2024', the number of ultra-rich Indians will rise by 50.1% to 19,908 in 2028 from 13,263 in 2023. This is the highest growth for any country in the number of UHNWIs.



A growing share of this segment includes young founders and first-generation entrepreneurs, particularly from the technology, fintech, and startup space.

The rapid accumulation of wealth is prompting a change in how it is managed. Advisors report growing interest in purpose-led financial planning, estate structuring, and succession readiness.

This trend reflects the need to shift from short-term returns to long-term capital preservation.

Focus areas for wealth strategy

The evolving landscape has brought new priorities to the forefront:

1. **Succession Planning:** Early-stage planning is gaining attention to avoid future disputes.
2. **Impact and ESG Investing:** Younger investors are factoring in sustainability goals.
3. **Cross-Border Structuring:** Global investments require regulatory and legal clarity.
4. **Institutional Advisory Models:** Families are engaging multi-disciplinary advisory teams.

- **Our Wealth Management Business:**

Systematix Wealth is experiencing steady growth, currently serving 1,600+ clients with an AUM exceeding ₹300 crore, with a strategic focus on the small and mid-cap segments. Our PMS strategies have consistently ranked in the **top quartile across all time periods**, reaffirming their performance leadership—an achievement that continued into the last financial year.

Demonstrating a strong commitment to innovation and growth, Systematix Wealth has successfully **filed and received SEBI approval for its Category I AIF – India SME Growth Fund**, which is scheduled to be launched and closed in **FY25–26**.

With the Group placing a strategic bet on **Wealth and Asset Management**, we are poised to scale this business exponentially by **onboarding marquee industry talent** and **introducing differentiated products across asset classes and categories**. The vision is clear: to build a high-performance wealth platform that delivers alpha-driven returns while deepening our client relationships across the financial spectrum.

C. OUTLOOK FOR 2025

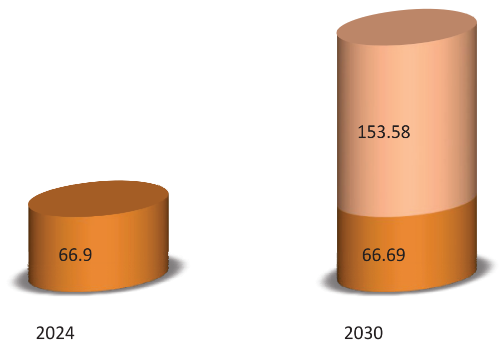
Investment Banking & Merchant Banking:

Investment banks are likely to adapt by leveraging technology, focusing on niche sectors, and integrating sustainability considerations into their practices. The industry is expected to remain relevant in channelling capital towards productive investments and facilitating economic growth.

Investment banking appears to have a promising future and is expanding in the correct direction. The system has ensured that, despite the rupee's recent considerable decline versus the dollar, the market is functioning smoothly and that all other matters are correctly managed. Higher client returns are anticipated in the sector shortly, but business model changes are likely.

The Merchant Banking Services Market grew from USD 56.05 billion in 2024 to USD 66.69 billion in 2025. It is expected to continue growing at a CAGR of 18.29%, reaching USD 153.58 billion by 2030.

Merchant Banking Services Market



The market is primarily driven by growing corporate financing needs, expanding cross-border transactions, and increasing demand for structured financial advisory services. The rising complexity of financial transactions, including debt restructuring, underwriting, and project financing, has created a need for specialized expertise, boosting demand for merchant banking services. Additionally, advancements in fintech solutions, digital banking, and regulatory reforms aimed at improving financial transparency and compliance contribute to market growth. Large enterprises and high-net-worth individuals are actively seeking strategic financial advisory services, further driving market expansion. Moreover, the increasing focus on sustainable finance and ESG (Environmental, Social, and Governance) investing is prompting merchant banks to adapt their strategies to meet evolving market demands. The rising integration of AI and blockchain in financial advisory services is also transforming the merchant banking landscape.

Market Drivers:

1. Growing Corporate Financing Needs:

   The increasing demand for corporate financing solutions is a key driver of the merchant banking services market. Businesses, ranging from startups to large enterprises, require capital for expansion, acquisitions, and operational improvements. Merchant banks play a crucial role in facilitating capital raising through private equity, venture capital, and debt financing. The rising complexity of financial transactions, coupled with the need for tailored investment strategies, has heightened the reliance on merchant banking services. Additionally, businesses are increasingly turning to structured financial solutions to optimize their capital structures, further driving market demand.

2. Expansion of Cross-Border Transactions:

   The globalization of businesses and financial markets has led to a significant rise in cross-border transactions, fueling the demand for merchant banking services. Companies engaging in international trade, mergers and acquisitions, and foreign investments require specialized advisory services to navigate regulatory frameworks and market complexities. Merchant banks provide expertise in structuring cross-border deals, ensuring regulatory compliance, and mitigating financial risks. Additionally, increasing foreign direct investments (FDI) in emerging economies are creating new opportunities for merchant banking services, as businesses seek financial support to expand their global footprint.

Broking Industry:

The Union Budget 2025 is engaging with a complex global and domestic landscape, and many of the same issues impact Indian brokers.

Will tax cuts drive growth in retail investment and consumption-focused stocks? If so, rising volumes and the potential for increased volatility will put the focus on internal systems and processes. Brokers must have stable, scalable solutions in place to handle this dynamic market environment. Volatile global markets may well prompt investors to diversify, and tax and regulatory changes may support this process. Sell-side firms must ensure they can fulfill this demand with platforms that can support multi-asset trading, and workflows that allow brokers to deliver a comprehensive service efficiently.

Meanwhile, the continuing growth of foreign investment drives an expectation of a consistent global service, and brokers are seeking solutions that can support them in providing this. Technology will be at the heart of how brokers respond to the current range of global and domestic challenges.

Market Drivers:

1. Increasing Demat Account and Brokerage Business Drives Growth:

   The increasing number of Demat accounts and the growth of the brokerage business are key driving factors for the India Security Brokerage Market. As more retail investors open Demat accounts to participate in the stock market, the demand for brokerage services rises. The surge in new accounts, Particularsly through digital platforms, reflects growing investor interest in equities, mutual funds, and other securities. This trend boosts market activity, leading to higher trading volumes and increased brokerage revenue. Additionally, improved financial literacy, cost-effective trading options, and enhanced transparency contribute to the market's overall expansion, fueling investor engagement. National Securities Depository Limited (NSDL) consistently standardizes all electronic Demat accounts in India for the buying and selling of securities through online brokerage platforms.

2. Technological Advancements and Digital Platforms

   The second major driver of the India Security Brokerage Market is the advancement of technology, particulary the rise of digital platforms. Over the past decade, technological innovations have revolutionized how people access and trade in the stock market. Brokerage firms have adopted cutting-edge technology to enhance trading platforms, making them faster, more reliable, and easier to use. Online trading platforms, mobile apps, and algorithmic trading have made it easier for investors to buy and sell securities in real-time, irrespective of geographical barriers. The proliferation of low-cost, high-speed internet access across urban and rural areas has further expanded the reach of these platforms. As a result, brokerage services have become more accessible to a larger population, including those in smaller towns and cities. Additionally, the introduction of tools like robo-advisors has further streamlined the investment process. These AI-powered platforms help investors make informed decisions by analyzing market trends and offering customized investment strategies based on individual risk profiles and financial goals. Robo-advisors are Particularsly appealing to new investors who may not have the expertise to make complex investment decisions on their own.

Wealth Management:

As of 2023, the Indian wealth management industry is estimated to manage assets of approximately ₹35–40 trillion (USD 425–500 billion), according to multiple sources including the Association of Portfolio Managers in India (APMI), CRISIL and industry analyses by EY and BCG. This figure includes Assets Under Management (AUM) across private banking, Portfolio Management Services (PMS) and Alternative Investment Funds (AIFs), but excludes mutual funds and insurance-based investments directly held by retail investors. If one includes individual wealth invested via mutual funds, direct equities and retirement schemes, the size of individual investable wealth in India exceeds ₹100 trillion (USD1.2 trillion).

Emerging Trends in India's Wealth Management Sector:

1. Rise of Digital and Robo-Advisory Platforms:

   Digitalization has been a game changer. Investors today expect seamless, real-time services, and wealth management platforms have responded with innovative tools powered by AI, and big data analytics. Robo-advisors have carved a niche by offering algorithm-driven portfolio management with low fees, transparent structures, and minimal human intervention—ideal for tech-savvy millennials and Gen Z investors.

2. Customized Wealth Solutions:

   Gone are the days of "one-size-fits-all" advisory models. Today's clients demand personalized solutions aligned with their financial goals, risk appetite, and life stages. Wealth managers are offering tailor-made portfolios integrating tax planning, estate planning, and goal-based investment strategies

Market Drivers:

1. Expanding Middle and Affluent Class:

   India's socio-economic shift is notable. Rising incomes and urbanization are swelling the ranks of middle and affluent class citizens who are actively seeking wealth creation and preservation strategies. Financial planning is no longer a luxury—it's a necessity.

2. Rising Financial Literacy

   Government programs, digital campaigns, and private sector initiatives have greatly improved financial literacy. More Indians are now aware of inflation-adjusted returns, diversification, and long-term wealth creation, which drives demand for structured investment management.

   Despite its strong growth trajectory, the Indian wealth management industry faces several structural challenges. Nevertheless, the medium to long-term outlook remains highly favourable. With India's household financial wealth projected to grow at over 10–12% annually, driven by rising incomes and deeper financialisation, the demand for professional wealth management services is expected to rise significantly. A young, technologically adept population, a broadening investment universe and a maturing regulatory landscape are likely to propel India towards becoming one of the largest and most dynamic wealth management markets globally in the coming decade.

D. OPPORTUNITIES/ THREATS/ STRENGTHS

Opportunities:

- Long-term economic outlook positive, will lead to opportunity for financial services;
- Growing Financial Services industry's share of wallet for disposable income;
- Regulatory reforms would aid greater participation by all class of investors;
- Leveraging technology to enable best practices and processes;
- Corporates looking at consolidation / acquisitions / restructuring opens out opportunities for the corporate advisory business;
- Expanding access to financial services and promoting financial literacy can bring more individuals into the capital market fold;
- Alternative investment funds, Real Estate Investment Trusts (REITs), and Infrastructure Investment Trusts (InvITs) offer new avenues for investment and capital raising;
- Growth in new and emerging sectors like technology, healthcare, and renewable energy can create new investment opportunities.

Threats:

- Execution risk;
- Short term economic slowdown impacting investor sentiments and business activities;
- Fluctuations in the global economy can significantly impact the Indian capital market, leading to volatility and reduced investor confidence;
- Increased intensity of competition from local and global players, especially the players with strong technology edge in the business;
- Market trends making other assets relatively attractive as investment avenues;
- Changes in regulations, compliance requirements, and oversight can pose challenges for market participants;
- Monitoring the legitimacy of foreign investments and mitigating risks like money laundering and foreign exchange fluctuations are crucial;
- Investors may choose to invest in other asset classes like real estate, potentially impacting capital market participation;
- Unfavourable geopolitical events can create uncertainty and negatively impact investor sentiment.

Strengths:

- Strong Brand name & presence;
- Strong deals execution track record;
- Experienced top management;
- Integrated financial services provider;
- Independent and insightful research;
- State of art infrastructure.
- Road shows and Conferences with senior managements of high repute
- India's capital market benefits from a vast and expanding pool of investors, including both domestic and foreign participants;
- There's a noticeable trend of increased participation from individual retail investors, indicating growing confidence in the market;
- The presence of established regulatory bodies like SEBI (Securities and Exchange Board of India) helps maintain market integrity and investor protection;
- A growing economy with strong domestic demand provides a solid foundation for capital market activity;
- Digital platforms and online trading have made it easier and more accessible for investors to participate in the market;

E. RISKS AND CONCERNS

Systematix being in financial sector is highly exposed to major market risks i.e. Credit risk, Market risk, Liquidity risk and Operational risk. We have adequate Risk Management Techniques and safeguards in place to ensure that major risks are properly assessed, analyzed and mitigation tools are applied and that the identified risks are commensurate with the potential returns.

i. Market Risk

Trading and investment in assets like equity, commodities, debts, foreign currency and derivatives is exposed to economic growth levels, inflation, prices, interest rates, foreign exchange rates and other macro-economic factors. Since, our exposure to market risk is determined by a number of factors including size, composition and diversification of positions held and market volatility, The Market Risk Management minimize market risk exposures within acceptable parameters, while optimizing the return on risk.

ii. Credit Risk

In order to manage and control exposure to Credit risks in the Capital market we collect upfront margins in the form of funds and/or securities/ commodities from clients and trading members against their trading positions. We also monitor positions, margins, mark to market losses and risks on real time basis through risk management systems and policies specially designed to mitigate the credit risk.

Our approach in the financing business is to effectively implement the loan policy which we follow to accept borrowers and loan proposals. To reduce the credit risk in financing, we perform a detailed credit assessment on the prospective borrower or seek security over some assets of the borrower or a guarantee from a third party.

iii. Operational Risk

We have adopted key risk indicators that assess Operational risk i.e., Internal fraud, External fraud, Technology failures, Process execution and Business practices.

Operational breakdowns or breaches have the potential to detrimentally affect your Company's reputation and financial standing, potentially resulting in legal or regulatory sanctions.

We had set benchmarks for abovementioned risks and track and measure the same through quantifiable data. Subsequently, our management pre-emptively makes decisions on whether to accept, mitigate, or avoid risk.

iv. Human Capital Risk

The scarcity of qualified talent can hinder our Company's capacity to provide high-quality services to clients and have adverse effects on our business performance.

Our Company dedicates resources to employee development through training programmes, offers competitive compensation and benefits, and nurtures a positive work environment.

v. Technology Risk

Technological malfunctions or security breaches have the potential to disrupt our Company's service delivery to clients, leading to financial losses and reputational damage.

Your Company prioritises investments in technology and cybersecurity measures, conducts frequent risk assessments, and upholds business continuity plans.

vi. Regulatory Risk:

Failure to adhere to regulations can lead to legal or regulatory penalties, tarnishing our Company's reputation and potentially causing the loss of clients or business opportunities.

Our Company remains updated with the latest regulatory modifications, ensuring adherence to all relevant compliances and fostering strong ties with regulatory bodies.

Risk management

The Systematix Group's activities expose it to a variety of financial risks, including but not limited to market risk, credit risk, operational risk, human capital risk, technology risk, regulatory risk. The Systematix Group's primary risk management focus is to minimize potential adverse effects on revenue. Systematix Group's risk management assessment and policies and processes are established to identify and analyze the risks faced by the Systematix Group's, to set appropriate risk limits and controls, and to monitor such risks and compliance with the same. Risk assessment and management policies and processes are reviewed regularly to reflect changes in market conditions and the Group's activities. The management of your Company is responsible for overseeing the Group's risk assessment and management policies and processes.

Equity share capital, other equity and secured borrowings from the banks are considered for the purpose of Company's capital management. We aim to manage our capital efficiently so as to safeguard our ability to continue as a going concern and to optimise returns to our shareholders. Our capital structure is based on management's judgement of the appropriate balance of key elements in order to meet its strategic and day-to-day needs. We consider the amount of capital in proportion to risk and manage the capital structure in light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, we may borrow from external parties such as banks or financial institutions. Our policy is to maintain a stable and strong capital structure with a focus on total equity so as to maintain shareholder, creditor and stakeholder confidence to sustain future development and growth of our business. We will take appropriate steps in order to maintain, or if necessary adjust, our capital structure.

F. INTERNAL CONTROL SYSTEMS & THEIR ADEQUACY

We have adequate systems of internal control, to ensure that all assets are safeguarded and protected against loss from unauthorized use and procedures commensurate with the size and nature of business. We continuously upgrade our systems in line with the best availability practices. These systems are supported by periodical reviews by the management and standard policies and guidelines to ensure that financial and other records are prepared accurately.

G. SYSTEMATIX GROUP OVERVIEW

Systematix Corporate Services Limited (SCSL) has come a long way since its incorporation, more than three decades ago. Your Company is a SEBI registered 'Category I' Merchant Banker and having 5 subsidiaries. Your Company's operations are organized around three broad business lines – Public Issues / Follow on Offerings / Right issues and Private Placements for our prestigious corporate clients. With a knowledge centric approach and our mission to provide our customers with secure, customized and comprehensive financial solutions and thereby achieve sustained growth we have restructured ourselves through a hub-and-spoke model and have become a one stop service provider of financial services across various assets classes during the year. Through our five subsidiaries, we have established our presence in the Wealth Management, Institutional & HNI / UHNI Broking, Commodities and Loan Against Shares (through RBI registered NBFC). We, through our subsidiaries, have facilities at around 7 locations via branches & close to 70 franchisees, spread across 9 states, targeting a strong client base across India.

This strategy is complemented by the following strengths:

- Diversified revenue streams with a balanced mix of revenue from various businesses
- Strong and liquid balance sheet
- Cost flexibility
- Risk Management
- People and culture

As a result, Systematix is fast emerging into India's leading full-service and integrated financial services provider offering a wide range of products and services. As a knowledge-driven financial services firm, our key objective is to serve all the financial needs of our customers across the value chain and throughout their lifecycle journey. We are a one-stop solution catering to every requirement of our customers related to managing and growing financial assets.

Systematix Group is a 40 years old, a leading financial services firm. We offer robust products across Investment Banking, Merchant Banking, Broking, Wealth Management, Portfolio Management Services (PMS), E-Broking and Depository Services. We have more than 40,000 registered clients - FIIs, DIIs, Insurance Companies, Bank Treasuries, Corporate Treasuries, Promoters, Ultra HNIs, HNIs and Retail investors. We have leading presence across markets such as Equity, Derivative, PMS, Commodity, Currency Derivative, IPO, Mutual Fund and Debt Product (Primary) markets. We have Pan India presence with wide network spread across more than 50+cities in India's key locations of Mumbai, Delhi, Lucknow, Jaipur, Indore, Ujjain and Ahmedabad.

H. SERVICES OFFERED

i. Merchant Banking & Investment Banking:

Merchant Banking & Investment Banking Division comprises of a group of highly experienced professionals with diverse expertise in investment advisory with special skills in assisting medium sized companies raising growth capital, companies going public and advising promoters or stakeholders (with a special focus on Private Equity funds) on stake sale. We help companies to raise capital during the growth and expansion phases as well as acquisition, financing and structuring the deal to maximize value for all its stakeholders. The comprehensive range of services from conception to completion provided under one roof reinforces our commitment on quality assurances through total involvement.

Each senior member of the team has more than a decade experience in the capital markets and have handled a variety of deals across several key sectors such as hospitality, automobiles, retail, engineering, media & entertainment, infrastructure, logistics, metals & mining, pharmaceuticals, power, banking & financial services, telecom & IT among others.

During the year under review, the division has gone up by 23.09% to ₹ 6,877.76 Lakh as compared to last year of ₹ 5,587.78 Lakh.

Our offerings are as follows:

- Open Offers/ Delisting / Buy-backs;
- IPOs/ Rights Issues/Follow-on Public Offers;
- Equity / Debt placements;
- Valuations;
- ESOP Advisory;
- Other Corporate Advisory Services.

ii. Financing & Other Activities:

The income from financing & other activities was ₹ 1,156.38 Lakh as compared to previous year ₹ 1,347.31 Lakh, an 14.17% decrease over the preceding year.

Our product offerings include activities like financing against shares and margin funding.

iii. Broking activities:

The broking division of our company focuses on bridging the gap between the physical and the digital world, catering to Equity, Derivatives, Commodities and Currency markets. We have robust dedicated advisory desk for mass retail and affluent clients. We focus on enhanced customer experience, high quality advisory, digital initiative, distribution of assets based product, system driven trading products and network expansion.

The income from broking activities stood at ₹ 9,358.64 lakhs as compared to previous year at ₹ 7,984.88 lakhs, an 17.20% increase over the preceding year.

iv. Wealth Management:

We have built our Wealth Management offering with a passion for excellence. The Wealth Management team at Systematix works with the objective of providing our clients with a bouquet of smart investment products, each analyzed and evaluated meticulously and thereafter blended together to precisely meet your unique investment needs. We have an enviable research team that spans multiple asset classes bringing insightful research to our clients. The proximity and connectivity of our Management with industry enables us to view in closer detail, the companies we study for investing.

Our approach is entirely client-centric, which means that the services and products will be tailored to suit their specific requirements.

Distribution and marketing income comprises commission, brokerage and marketing income generated from distribution of third party products such as insurance, mutual funds, IPO and online marketing on our website. A part of the income is contributed by commission and brokerage on Mutual Fund Distribution from the wealth management platform.

During the year company's income from distribution and marketing was ₹211.76 Lakhs as compared to ₹ 139.61 Lakh, a 51.68% increase from last year.

v. Portfolio Management Services:

Portfolio Management Service (PMS) is a sophisticated investment vehicle that offers customized investment strategies to capitalize on opportunities in the market. Efficient Investment Management requires time, knowledge, understanding, expertise and constant monitoring of developments in micro and macro-economic environment. That is difficult for investors because of involvement in its own business profession and other activities. For those who need an expert to help to manage their investments, PMS is the right answer.

Our Portfolio Managers work with clients to design an individual investment strategy in accordance with their objectives, risk tolerance, and liquidity needs and draw upon the best suited portfolio. In a nut shell, based on our holistic investment approach and innovative product capabilities we offer you very active multi asset class portfolio advisory & management services with personalized attention and active participation of Systematix' management. We offer both discretionary and non-discretionary portfolio services.

During the year company's income from PMS was ₹ 42.81 Lakhs as compared to ₹ 48.36 Lakhs, a 11.48% decrease from last year

vi. Research:

Research Team offers incisive, timely, objective and in-depth research across multiple asset classes. Driven by an in-depth understanding of investments and a deep sense of professional ethics and integrity, the Systematix Wealth Research team provides unbiased advice to our clients. Being present across the entire spectrum of investment services / products, such as equities, derivatives, fixed income products, currencies, mutual funds and commodities, Systematix Wealth Research subjects each security in its universe to stringent analytical rigor to arrive at the fair value. We take pride in our philosophy of offering advice which is in the best interest of our clients. Our emphasis on building long-term relationship ensures that we work closely with our clients empowering them to gain from market opportunities.

Our Research Process is structured around the objective of enabling our Wealth Management Team to create winning portfolios for our Clients across diverse assets, capable of delivering superior returns to investors as well as to prevent portfolio erosion in bad times.

The philosophy and goal of Systematix Wealth Research is to provide investors with a clear analysis that enables them to take a rational decision towards achieving the desired profit objectives.

I. FINANCIAL PERFORMANCE HIGHLIGHTS

The financial statements have been prepared in compliance with the requirements of the Companies Act, 2013 and Generally Accepted Accounting Principles (GAAP) in India.

Table 1: Abridged Statement of Profit and Loss (₹ in Lakh) –

Consolidated

Particulars	FY 25	% of Total Income	FY 24	% of Total Income
Revenue Income from Operation	13,938.70	82.54%	13,965.42	93.91%
Other Income	2,948.09	17.46%	888.31	5.98%
Total	**16,886.79**	**100.00%**	**14,853.73**	**100%**
Expenditure Employees Cost	4,806.41	28.46%	4371.48	29.43%
Finance Cost	417.28	2.47%	309.00	2.08%
Net loss on fair value changes	1,657.93	9.82%	-	-
Share of loss from Joint Venture LLP	1.25	0.01%	0.20	0.00%
Impairment on financial instruments	-	-	-	-
Depreciation	317.94	1.88%	192.49	1.30%
Other Expenses	3,976.82	23.55%	3207.88	21.60%
Total	**11,177.64**	**66.19%**	**8,081.05**	**54.40%**
Exceptional Items	-	-	-	-
Profit Before Tax	**5,709.15**	**33.81%**	**6772.69**	**45.60%**
Tax- current & deferred	1,133.02	6.71%	1438.06	9.68%
Profit after Tax	**4,576.13**	**27.10%**	**5334.63**	**35.92%**
Other comprehensive income	(5.59)	0.03%	(13.36)	0.09%
Total comprehensive income for the year	**4,570.54**	**27.07%**	**5321.27**	**35.82%**
Earning per Shares (Basic)	**3.46**	-	**4.11**	-
Earning per Shares (Diluted)	**3.46**	-	**4.11**	-

The revenues of our Company for the financial year under review are ₹ 14,597.19 Lakh as compared to ₹ 7,877.40 Lakh for the previous year. The profit for the year under review is ₹5321.27 Lakh as against the Profit of ₹544.67 Lakh in the previous year.

Table 2: Abridged Statement of Profit and Loss (₹ in Lakh) –

Standalone

Particulars	FY 25	% of Total Income	FY 24	% of Total Income
Revenue Income from Operation	6,819.62	99.15%	5,575.78	99.79%
Other Income	58.14	0.85%	11.99	0.21%
Total	**6,877.76**	**100.00%**	**5,587.78**	**100%**
Expenditure Employee benefits expenses	1,488.82	21.65%	1149.41	20.57%
Finance Cost	282.27	4.10%	229.16	4.10%
Net loss on fair value changes	-	-	-	-
Impairment on financial instruments	-	-	-	-
Share of loss from Joint Venture LLP	1.25	0.02%	0.20	0.01%
Depreciation	237.15	3.45%	74.84	1.34%
Other Expenses	1,669.25	24.27%	1173.50	21.00%

Standalone

Particulars	FY 25	% of Total Income	FY 24	% of Total Income
Total	**3,678.74**	**53.49%**	**2,627.10**	**47.02%**
Exceptional Items	-	-	-	-
Profit Before Tax	**3,199.02**	**46.51%**	**2960.68**	**52.98%**
Tax- current & deferred	835.52	12.15%	768.49	13.75%
Profit after Tax	**2,363.49**	**34.36%**	**2192.20**	**39.23%**
Other comprehensive income	(2.51)	0.04%	(3.33)	0.06%
Total comprehensive income for the year	**2,360.99**	**34.33%**	**2188.87**	**39.17%**
Earning per Shares (Basic)	1.79	-	1.69	-
Earning per Shares (Diluted)	1.79	-	1.69	-

➢ **Performance of Subsidiaries:**

Systematix Shares and Stocks (India) Limited :

(₹ in Lakh)

Particulars	FY 25	FY 24	Growth %
Total Revenues	9346.26	7923.80	17.95%
EBIDT	1,857.71	2731.37	(31.99)%
PBT	1,473.84	2500.88	(41.07)%
PAT	1,359.15	2010.99	(32.41)%

Systematix Fincorp India Limited :

(₹ in Lakh)

Particulars	FY 25	FY 24	Growth %
Total Revenues	831.83	756.66	9.93%
EBIDT	757.88	731.21	3.65%
PBT	752.98	723.47	4.08%
PAT	643.29	653.03	(1.49)%

Systematix Finvest Private Limited :

(₹ in Lakh)

Particulars	FY 25	FY 24	Growth %
Total Revenues	324.55	590.66	(45.05)%
EBIDT	294.71	564.02	(47.75)%
PBT	279.67	551.96	(49.33)%
PAT	206.48	449.28	(54.04)%

Systematix Commodities Services Private Limited :

(₹ in Lakh)

Particulars	FY 25	FY 24	Growth %
Total Revenues	12.38	61.08	(79.73)%
EBIDT	11.30	50.82	(77.76)%
PBT	5.26	36.46	(85.57)%
PAT	5.25	29.93	(82.46)%

Systematix Wealth & Asset Services Private Limited (Formerly Known as Systematix Wealth & Asset Management Private Limited & Systematix Ventures Private Limited)

(₹ in Lakh)

Particulars	FY 25	FY 24	Growth %
Total Revenues	0.34	0.77	(55.84)%
EBIDT	(1.62)	(0.74)	118.94%
PBT	(1.62)	(0.74)	118.94%
PAT	(1.55)	(0.79)	95.25%

Details of significant changes in key financial Ratios:

Sr. No.	Particulars	FY 25	FY 24	change in %	Explanation
1.	Debtors Turnover Ratio	5.61	11.53	(51.35%)	Increase in debtors resulted into decrease in Debtor Turnover Ratio as compared to last year.
2.	Interest coverage ratio (ICR)	14.68	22.92	(35.94%)	Decrease in profit and increase in Interest cost resulted into decrease in Interest Coverage Ratio.
3.	Current ratio	2.98	1.68	77.82%	Increase in current asset resulted in increase in Current Ratio.
4.	Debt Equity Ratio	0.03	0.08	(54.42%)	Increase in share/owned capital resulted in decrease of Debt Equity Ratio.
5.	Operating Profit Margin	0.36	0.48	(23.90%)	Decrease in earning on account of institutional corporate discount on brokerage and increase in fixed cost resulted in decrease in earning and overall increase in total revenue resulted in decrease of overall operating profit margin.
6.	Net Profit Margin	0.27	0.36	(24.55%)	Decrease in net profit and increase in total revenue resulted in decrease of overall operating profit margin
7.	Return on Net Worth	0.15	0.35	(56.42%)	Decrease in net income and increase in shareholder owed/equity resulted in overall decrease in return on net worth

Note: The figures for the corresponding previous period have been restated / grouped wherever necessary.

J. HUMAN RESOURCES

We continue to lay emphasis on developing and facilitating optimum human performance through Employee Engagement, Encourage Health and Wellness and Rewards and Recognition. At Systematix, we aim to create learning and development journeys based on output of the talent assessment process and focus on the leadership mindsets and behaviours. Recruitment process has been strengthened to ensure higher competence levels.

There were approx 242 permanent employees on the roll of your Company and it's subsidiaries as on March 31, 2025.

We encourage an entrepreneurial spirit among employees, offering uncapped incentives and empowering Relationship Managers to innovate and expand client engagements without geographical boundaries. This policy nurtures ownership and drives engagement across all levels of the organisation.

We aim to create a thriving, safe and inclusive workplace for its employees and providing merit based opportunities for professional development and growth while providing equal opportunity for employment across gender or ethnic background.

K. CAUTIONARY STATEMENT

Statements in this Management Discussion and Analysis describing our Company's objectives, projections, estimates and expectations may be 'forward-looking' within the meaning of applicable laws and regulations. Actual results may differ from those expressed or implied. Important factors that could make a difference to our operations include global economy, political stability, stock performance on stock markets, changes in government regulations, tax regimes, economic developments and other incidental factors. Except as required by law, we do not undertake to update any forward-looking statements to reflect future events or circumstances. Investors are advised to exercise due care and caution while interpreting these statements.

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS
SYSTEMATIX CORPORATE SERVICES LIMITED

Report on the Audit of Standalone Financial Statements:

Opinion

We have audited the accompanying Standalone Financial Statements of **M/s. Systematix Corporate Services Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2025, the Statement of Profit and Loss, (including other Comprehensive income), the Statement of Cash Flow, and the Statement of Changes in equity for the year then ended and notes to financial statements including a summary of the significant 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 ("Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards ("Ind AS") prescribed under section 133 of the Act read with The Companies (Indian Accounting Standards) Rules, 2015, and other accounting principles generally accepted in India of the state of affairs of the Company as at March 31, 2025, the Profit (Including Other Comprehensive Income), the Changes in equity and its cash flows for the year ended on that date.

Basis of 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 thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the Standalone Financial Statements.

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Standalone Financial Statements of the current period. These matters were addressed in the context of our audit of the Standalone Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

SR. No.	KEY AUDIT MATTERS	AUDITOR'S RESPONSE
1	**Revenue from Operations** Revenue from operations mainly comprises of revenue from investment banking services which includes lead manager's fees, underwriting commission, fees for mergers, acquisitions and advisory assignments; and arranger's fees for mobilizing debt funds. Revenue is recognized when the services for the transaction are determined to be completed or when specific obligations are determined to be fulfilled as per the terms of the engagement. The variety and number of obligations within the contracts can make it complex and requires significant judgement of management to determine completion of the performance condition associated with the revenue. Due to this complexity and significant level of judgement involved, we have identified Revenue from operations a Key Audit Matter in respect of Standalone Financial Statements.	**Principal Audit Procedures** Our key audit procedures included: – Obtained process understanding and tested the design and implementation of the controls established by the Company for revenue recognition. – For selected samples, evaluated fulfilment of the performance obligations as per the terms of engagement with customers by checking the underlying documents and engagement letter. – Obtained corroboration from the business teams on the open mandates and checked the reconciliation prepared by the Company between the open mandates and the revenue recognized in the books of accounts.

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

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual Report, but does not include the Consolidated Financial Statements, Standalone Financial Statements and our auditor's report thereon.

Our opinion on the Standalone Financial Statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Standalone Financial Statements, our responsibility is to read the other information identified above when it becomes available to us by the management and, in doing so, consider whether the other information is materially inconsistent with the Standalone Financial Statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

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

Responsibilities of the Management and Those charged with Governance for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act 2013, with respect to the preparation of these Standalone Financial Statements that give a true and fair view of the financial position and financial performance, changes in equity and the cash flow of the Company in accordance with the Accounting Principles generally accepted in India, including the accounting standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safe guarding 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, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are responsible for overseeing the Company Financial Reporting process.

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

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

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

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

- Obtain an understanding of internal controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls 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 management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Standalone Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the Standalone Financial Statements, including the disclosures, and whether the Standalone Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the Standalone Financial Statements that, individually or in aggregate, makes it probable that the economic decisions of 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 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 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.

Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central government in terms of Section 143(11) of the Act, we give in "**Annexure A**" a statement on the matters specified in paragraphs 3 and 4 of the order.

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

a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

c) The Standalone Balance Sheet, the Standalone Statement of Profit and Loss including Other Comprehensive Income, the Standalone Statement of Changes in Equity and the Standalone Statement of Cash Flow dealt with by this Report are in agreement with the relevant 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 Companies (Indian Accounting Standards) Rules, 2015, as amended.

e) On the basis of written representation received from the directors as on March 31, 2025 taken on record by the Board of directors, none of the directors is disqualified as on March 31, 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 Controls over Financial Reporting.

g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, 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 as at March 31, 2025 on its financial position in its Standalone Financial Statements - [Refer Note No: 30]

    ii. Based on the information and explanations provided to us, the Company does not have any long-term contracts, including derivative contracts for which there were any material foreseeable losses; and

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

iv. (i) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall:

- directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Company or
- provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

(ii) The management has represented, that, to the best of its knowledge and belief, no funds have been received by the Company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall:

- directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Funding Party or
- provide any guarantee, security or the like from or on behalf of the Ultimate Beneficiaries; and

(iii) Based on such audit procedures as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub para (iv)(i) and (iv)(ii) contain any material misstatement.

h) As stated in note no 45 of the Standalone Financial Statements:

(a) The final dividend declared and paid by the company during the year is in accordance with section 123 of the Companies Act 2013, as applicable.

(b) The company did not declare or pay any interim dividend during the year.

(c) The Board of directors of the company have proposed final dividend for the year ended 31st March 2025 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.

i) Based on our examination which included test checks, the company has used accounting software for maintaining its books of accounts 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 instances of audit trail feature being tampered with and the company has preserved the audit trail as per the statutory requirements for record retention.

j) With respect to the matter to be included in the Auditor's Report under Section 197(16) of the Act; in our opinion and according to the information and explanation given to us, the remuneration paid during the current year by the company is in accordance with the provisions of Section 197 of the Act.

For Shah & Taparia,
Chartered Accountants
FRN NO: 109463W

Bharat Joshi
Partner
M. no: 130863
UDIN NO: 25130863BMIQGT5363

Place: Mumbai
Date: 16.05.2025

Annexure A" to the Independent Auditors Report

(referred under the heading 'Report on Other Legal & Regulatory Requirements' of our report of even date to the Standalone Financial Statements of the Company for the year ended March 31, 2025.)

As per the books and records produced before us and as per the information and explanations given to us and based on such audit checks that we considered necessary and appropriate, we confirm that:

(i) (a) A. The Company has maintained proper records showing full Particulars, including quantitative details and situation of Property, plant and equipment.

B. The Company did not have any intangible assets hence reporting under para 3(i)(a)(B) is not applicable.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has a regular programme of physical verification of its property, plant and equipment by which all Property, plant and equipment are verified in a phased manner. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.

(c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the company did not have any immovable properties, hence reporting under para 3(i)(c) of the Order is not applicable.

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

(e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company for holding any benami property under the Benami Property Transactions (Prohibition) Act, 1988 as amended in 2016 and rules made thereunder.

(ii) (a) According to the information and explanations given to us, the company does not have any inventories and hence reporting under para 3(ii) of the Order is not applicable.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks on the basis of security of current assets. Hence reporting under this para is not applicable.

(iii) (a) In our opinion and according to information and explanation given to us, the company has made investments during the year, further it has provided guarantee to subsidiaries. The company has not provided any security to any company. Further the company has granted loans & advances in the nature of unsecured loans, to companies, firms, Limited Liability partnerships or other parties as per section 189 of the Act, as follows: -

(₹ in Lakh)

Particulars	Loans & Advances	Security	Guarantees
Aggregate amount provided / granted during the year to			
- Subsidiaries	38,081.60	Nil	5,500
- Joint Ventures & Associates	Nil	Nil	Nil
- Others			
a) Related parties	Nil	Nil	Nil
b) Employees	Nil	Nil	Nil
Balance outstanding as at the balance sheet date in respect of above cases			
- Subsidiaries	180.18	Nil	5,500
- Joint Ventures & Associates	Nil	Nil	Nil
- Others			
a) Related parties	Nil	Nil	Nil
b) Employees	Nil	Nil	Nil

(b) The investments made during the year are, in our opinion, prima facie, not prejudicial to the Company's interest.

(c) Based upon the audit procedures performed and the information & explanations given to us by the management; in respect of loans and advances in the nature of loans granted by the Company, we report that the schedule of repayment of principal and payment of interest has not been stipulated; hence we are unable to make specific comment on the regularity of repayment of principal & payment of interest, in such cases.

(d) In relation to cases where terms of arrangement do not stipulate any repayment schedule and loans are repayable on demand, we cannot comment on amount overdue in respect of the loans granted to parties.

(e) In our opinion and according to information and explanations given to us and based on the audit procedures performed by us, no loan or advance in the nature of loan granted which has fallen due during the year, has been renewed or extended or fresh loans granted to settle the overdue of existing loans given to the same parties.

(f) The Company has granted loans which are repayable on demand or without stipulation for amount of principal and interest, as per details below:

(₹ in Lakh)

Particulars	All Parties	Promoters	Related Parties
Aggregate amount of loans / advances in nature of loans • Repayable on demand (A) • Agreement does not specify any terms or period of repayment (B)	180.18	-	180.18
Total (A+B)	180.18	-	180.18
Percentage of loans / advances in nature of loans to the total loans	100%	-	100%

(iv) According to the information and explanations given to us and on the basis of our examination of the records, the Company has not granted loans or provided guarantees or securities to parties covered under Section 185 of the Companies Act, 2013. The Company has complied with the provisions of Section 186 of the Act in respect of loans granted, investments made and guarantees and securities provided, as applicable.

(v) In our opinion and according to information and explanation given to us, the company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable. As informed to us no order has been passed by the Company Law Board or National Company Law Tribunal or the Reserve Bank of India or any Court or any other Tribunal against the Company.

(vi) According to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under Section 148(1) of the Companies Act, 2013 for the services provided by the Company. Accordingly, para 3(vi) of the Order is not applicable.

(vii) According to the information and explanations given to us, in respect of statutory dues:

(a) The Company has been regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income Tax, Goods and Service Tax, Customs Duty, Cess and other material statutory dues applicable to it with the appropriate authorities. There were no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income Tax, Goods and Service Tax, Customs Duty, Cess and other material statutory dues in arrears as at March 31, 2025 for a period of more than six months from the date they became payable.

(b) According to the information and explanations given to us there were no dues of Provident Fund, Employees' State Insurance, Income Tax, Goods and Service Tax, Customs Duty, Cess and other material statutory dues which have not been deposited by the Company on account of disputes, except as mentioned hereunder:

Name of the Statute	Nature of Dues	Amount	Period to which the amount relates	Forum where dispute is pending
Income Tax Act, 1961	Income Tax	Rs. 19.03	AY 2017-18	Commissioner of Income Tax Appeals, Mumbai

(viii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income Tax Act 1961 as income during the year.

Hence reporting under clause 3(viii) of the Order is not applicable.

(ix) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not defaulted in repayment of any loans or other borrowings or in the payment of interest thereon to any lender.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been declared a wilful defaulter by any bank or financial institution or government or government authority.

(c) According to the information and explanations given to us by the management, the Company has not obtained any new term loans during the year.

(d) Based upon the audit procedures performed and the information and explanations given by the management, no funds raised on short term basis have been utilised by the Company for long term purposes.

(e) According to the information and explanations given to us and on an overall examination of the financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries or associates as defined under the Companies Act, 2013. Accordingly, para 3(ix)(e) of the Order is not applicable.

(f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries or associates as defined under the Companies Act, 2013. Accordingly, para 3(ix)(f) of the Order is not applicable.

(x) (a) 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 (x)(a) of the Order is not applicable to the company.

(b) According to the information and explanations given to us, the Company has raised money by way of preferential allotment of shares during the year. The requirements of section 42 & 62 of companies act 2013 have been complied with and the funds raised have been used of the purposes for which the funds were raised and the unutilised amount have been kept in the modes as specified under the issue document i.e prospectus.

(xi) (a) Based on examination of the books and records of the Company and according to the information and explanations given to us, considering the principles of materiality outlined in Standards on Auditing, we report that no fraud by the Company or on the Company has been noticed or reported during the course of the audit.

(b) According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Companies Act, 2013 has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.

(c) According to the information and explanations given to us, there were no whistle blower complaints received during the year. Accordingly, para 3(xi)(c) of the Order is not applicable.

(xii) According to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, para 3(xii) of the Order is not applicable.

(xiii) In our opinion and according to the information and explanations given to us, the transactions with related parties are in compliance with Sections 177 and 188 of the Companies Act, 2013, where applicable, and the details of the related party transactions have been disclosed in the Standalone Financial Statements as required by the applicable Indian Accounting Standards.

(xiv) Based on information and explanation provided to us and our audit procedures, in our opinion, the Company has an internal audit system commensurate with the size and nature of its business. We have considered the internal audit reports of the Company issued till date for the period under audit.

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

(xvi) According to the information and explanations given to us, the Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, para 3(xvi)(a) and (b) of the Order is not applicable.

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

According to the information and explanations provided to us during the course of audit, the company does not have any CIC. Accordingly, the requirements of para 3(xvi)(d) are not applicable.

(xvii) According to the information and explanations given to us, the Company has not incurred cash losses in the current and in the immediately preceding financial year.

(xviii) There has been no resignation of the statutory auditors during the year. Hence reporting under para 3(xviii) of the Order is not applicable.

(xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

(xx) In our opinion and according to the information and explanations given to us, there is no unspent amount towards corporate social responsibility under sub-section (5) of Section 135 of the Companies Act, 2013 pursuant to any project.

Accordingly, para 3(xx)(a) and 3(xx)(b) of the Order are not applicable.

(xxi) The reporting under para (xxi) is not applicable in respect of audit of Standalone Financial Statements of the Company. Accordingly, no comment has been included in respect of said para under this report.

For Shah & Taparia,
Chartered Accountants
FRN NO: 109463W

Bharat Joshi
Partner
M. no: 130863
UDIN NO: 25130863BMIQGT5363

Place: Mumbai
Date: 16.05.2025

Annexure – B" to the Independent Auditor's Report

(Referred to in paragraph (f) under the heading 'Report on Other Legal & Regulatory Requirements' of our report of even date to the Standalone Financial Statements of the Company for the year ended March 31, 2025.)

Report on the Internal Financial Controls under Para (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 M/s. Systematix Corporate Services Limited ("the Company") as of March 31, 2025 in conjunction with our audit of the Standalone Financial Statements of the Company for the year ended on that date.

Management's and Board of Director's Responsibility for Internal Financial Controls.

The Company's management and the 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. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India 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 judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting of the Company.

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 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, to the best of our information and according to the explanations given to us, 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 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 Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Shah & Taparia,
Chartered Accountants
FRN NO: 109463W

Bharat Joshi
Partner
M. no: 130863
UDIN NO: 25130863BMIQGT5363

Place: Mumbai
Date: 16.05.2025

STANDALONE BALANCE SHEET AS AT 31ST MARCH, 2025

(₹ in Lakhs)

Particulars	Note No.	As at 31st March 2025	As at 31st March 2024
ASSETS			
I. Financial assets			
Cash and cash equivalents	3	2,417.22	3,610.47
Bank balances other than above	3	12,490.02	17.40
Receivables			
(i) Trade receivables	4	448.24	61.50
Loans	5	180.18	-
Investments	6	8,149.53	8,085.97
Other financial assets	7	717.27	495.51
		24,402.46	**12,270.85**
II. Non-financial assets			
Deferred tax assets (net)	8	22.76	15.77
Property, plant and equipment	9	958.31	976.25
Other non-financial assets	10	87.49	94.28
		1,068.57	**1,086.30**
Total Assets		**25,471.03**	**13,357.16**
LIABILITIES AND EQUITY			
I. LIABILITIES			
I. Financial Liabilities			
Payable	11		
(i) Trade payable			
- Total outstanding dues of micro enterprises and small enterprises		43.98	33.26
- Total outstanding dues of creditors other than micro enterprises and small enterprises		86.84	199.86
(ii) Other payable			
Borrowings (other than debt securities)	12	1,020.20	1,135.03
Subordinated Liabilities	13	990.04	902.50
Other financial liabilities	14	1,112.39	1,123.31
		3,253.45	**3,393.95**
II. Non-financial Liabilities			
Current tax liabilities (net)	15	302.12	98.83
Provisions	16	40.90	42.03
Other non-financial liabilities	17	139.31	630.24
		482.33	**771.09**
II. EQUITY			
Equity Share Capital	18	1,372.50	1,305.14
Other equity	19	20,362.75	7,886.97
		21,735.25	**9,192.11**
Total Liabilities and Equity		**25,471.03**	**13,357.16**
The above balance sheet should be read in conjunction with the accompanying notes 1 to 48			

In terms of our report for even date attached

For **Shah & Taparia**
Chartered Accountants
FRN NO : 109463W

Bharat Ramesh Joshi
Partner
M NO.130863

Place: Mumbai
Date: 16.05.2025

For and on behalf of the Board of Directors

Nikhil Khandelwal
Managing Director
DIN: 00016387

Anju Khandelwal
Director
DIN: 00474604

Divyesh Badiyani
Company Secretary

Anil Bhagchandani
Chief Financial Officer

Place: Mumbai
Date: 16.05.2025

STANDALONE STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH 2025

(₹ in Lakhs)

Particulars	Note No.	Year ended 31 March 2025	Year ended 31 March 2024
Income			
Revenue from Operations			
Interest income	20	460.53	55.54
Fees	21	6,358.49	5,519.35
Impairment on financial instruments	22	0.61	0.90
Total revenue from operation		**6,819.62**	**5,575.78**
Other income	23	58.14	11.99
Total income		**6,877.76**	**5,587.78**
Expenses			
Finance costs	24	282.27	229.16
Share of loss from Joint Venture LLP(SVP)	6	1.25	0.20
Employee benefits expenses	25	1,488.82	1,149.41
Depreciation, amortization and impairment	26	237.15	74.84
Other expenses	27	1,669.25	1,173.50
Total expenses		**3,678.74**	**2,627.10**
Profit/(loss) before tax		**3,199.02**	**2,960.68**
Tax expenses	28		
Current Year Tax		829.30	765.10
Deferred tax		(6.14)	1.17
Previous Year Tax		12.36	2.22
Total tax expenses		835.52	768.49
Profit/(Loss) after tax		**2,363.49**	**2,192.20**
Other comprehensive income			
i. Items that will not be reclassified to profit or loss			
Remeasurement of defined benefit liability/asset		(3.35)	(4.45)
Income tax on remeasurement of defined benefit -Actuarial gain or loss		(0.84)	(1.12)
		(2.51)	(3.33)
ii. Items that will be reclassified to profit or loss			
		-	-
Other comprehensive income		**(2.51)**	**(3.33)**
Total comprehensive income for the year		**2,360.99**	**2,188.87**
Earning per Equity Shares of ₹ 1 each			
- Basic and Diluted	29	1.79	1.69

The above balance sheet should be read in conjunction with the accompanying notes 1 to 48.

In terms of our report for even date attached

For **Shah & Taparia**
Chartered Accountants
FRN NO : 109463W

Bharat Ramesh Joshi
Partner
M NO.130863

Place: Mumbai
Date: 16.05.2025

For and on behalf of the Board of Directors

Nikhil Khandelwal
Managing Director
DIN: 00016387

Anju Khandelwal
Director
DIN: 00474604

Divyesh Badiyani
Company Secretary

Anil Bhagchandani
Chief Financial Officer

Place: Mumbai
Date: 16.05.2025

2. Statement of change in equity for the year ended 31 March 2025

2 (A) Share capital

(₹ in Lakhs)

Particulars	No. of Shares	Equity share capital
As at 1st April 2023	**1,29,80,258**	**1,298.03**
Changes in equity share capital		-
As at 31st March 2024	**1,29,80,258**	**1,298.03**
Split/subdivision	11,68,22,322	-
Issued during the year	67,35,430	67.35
As at 31st March 2025	**13,65,38,010**	**1,365.38**

(B) Other equity

1. Reserve and Surplus

(₹ in Lakhs)

Particulars	Capital reserve	Securities premium	General reserve	Retained earnings	Total
As at 1st April 2023	228.64	1,865.02	44.47	3,559.98	**5,698.10**
Profit/(loss) for the year	-	-	-	2,192.20	**2,192.20**
Dividend Distributed	-	-	-	-	-
Remeasurement of the net defined benefit liability/ asset (net of tax effect)	-	-	-	(3.33)	**(3.33)**
As at 31st March 2024	**228.64**	**1,865.02**	**44.47**	**5,748.85**	**7,886.97**
As at 1st April 2024	**228.64**	**1,865.02**	**44.47**	**5,748.85**	**7,886.97**
Profit/(loss) for the year	-	-	-	2363.50	**2363.50**
Dividend Distributed (Refer note no 45)	-	-	-	(129.80)	(129.80)
Add: Issue of equity shares at premium	-	10,244.59	-	-	**10,244.59**
OCI Gratuity	-	-	-	-	-
Remeasurement of the net defined benefit liability/ asset (net of tax effect)	-	-	-	(2.51)	**(2.51)**
As at 31st March 2025	**228.64**	**12,109.61**	**44.47**	**7980.04**	**20,362.75**

The above statement of change in equity should be read in conjunction with the accompanying notes 1 to 48.

In terms of our report for even date attached

For **Shah & Taparia**
Chartered Accountants
FRN NO : 109463W

Bharat Ramesh Joshi
Partner
M NO.130863

Place: Mumbai
Date: 16.05.2025

For and on behalf of the Board of Directors

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Company Secretary

Anil Bhagchandani
Chief Financial Officer

Place: Mumbai
Date: 16.05.2025

STANDALONE CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2025

(₹ in Lakhs)

	Particulars	Year ended 31st March 2025	Year ended 31st March 2024
A.	**CASH FLOW FROM OPERATING ACTIVITIES**		
	Net Profit before tax and extra ordinary items	3,199.02	2,960.68
	Adjustments for : -		
	1 Depreciation and amortization	237.15	74.84
	2 Interest and/or Dividend received	(460.53)	(55.54)
	3 Interest expenses	117.88	127.81
	4 Interest on subordinated liability	87.54	79.80
	5 Interest on lease liability	63.37	21.10
	6 Impairment on financial instruments	(0.61)	(0.90)
	7 Corporate Guarantee Commission	(56.95)	(12.22)
	8 CGST and SGST Disallowances	13.43	1.09
	Operating profit before working capital changes	**3,200.30**	**3,196.68**
	Working capital changes:		
	1 Adjustments for decrease (increase) in trade receivables	(386.14)	(41.90)
	2 Adjustments for decrease (increase) in other financial assets	(221.75)	(236.37)
	3 Adjustments for decrease (increase) in other non-financial assets	6.79	(80.84)
	4 Adjustments for Increase/ (Decrease) trade and other payables	(119.08)	203.05
	5 Adjustments for Increase/ (Decrease) other financial liabilities	(10.92)	1,149.50
	6 Adjustments for Increase/ (Decrease) provisions	(1.13)	21.22
	7 Adjustments for Increase/ (Decrease) other non financial liabilities	(490.92)	589.01
	Less: Refund received/(income tax paid)	(638.38)	(507.67)
	Cash Generated from operation	**1,338.76**	**4,292.66**
	Cash Flow Before extraordinary items	**1,338.76**	**4,292.66**
	Extraordinary items	-	-
	Net Cash from/ (Used) in Operating activities	**1,338.76**	**4,292.66**
B.	**CASH FLOW FROM INVESTING ACTIVITIES**		
	1 Investment (net)	(6.61)	155.70
	2 Loan Given	(38,153.89)	(8,756.00)
	3 Loan Received Back	37,973.71	9,024.31
	4 Interest Received	460.53	55.54
	5 Purchase of Fixed Assets	(219.20)	(1,031.14)
	Net Cash from/ (Used) in investing activities	**54.54**	**(551.60)**
C.	**CASH FLOW FROM FINANCIANG ACTIVITIES**		
	1 Repayment of Long and Short Term Borrowings	(27.28)	(58.57)
	2 Interest Paid	(268.79)	(228.71)
	3 Dividend Paid	(129.80)	-
	4 Issuance of Equity shares	10,311.94	-
	Net Cash from financing activities	**9,886.08**	**(287.28)**
	Net increase in Cash and Cash equivalents (A+B+C)	**11,279.38**	**3,453.77**
	Cash and Cash equivalents as (Opening Balance)	3,627.87	174.10

STANDALONE CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2025

(₹ in Lakhs)

	Particulars	Year ended 31st March 2025	Year ended 31st March 2024
	Cash and Cash equivalents as (Closing Balance)*		
	Cash on hand	0.17	0.10
	Balance with bank in current account	2,417.05	3,610.37
	Fixed deposit with banks	12,481.36	-
	Bank Balance - Earmarked balances with Bank (Unpaid Dividend)	8.67	17.40
	Total	**14,907.25**	**3,627.87**

The above statement of cash flow has been prepared under the indirect method as set out in Ind As-7 'statement of cash flow'.

In terms of our report for even date attached

For **Shah & Taparia**
Chartered Accountants
FRN NO : 109463W

Bharat Ramesh Joshi
Partner
M NO.130863

Place: Mumbai
Date: 16.05.2025

For and on behalf of the Board of Directors

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Managing Director
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Anju Khandelwal
Director
DIN: 00474604

Divyesh Badiyani
Company Secretary

Anil Bhagchandani
Chief Financial Officer

Place: Mumbai
Date: 16.05.2025

NOTES TO AND FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS (Contd.)

1) Corporate Background

Systematix Corporate Services Limited ('the Company') is a Public Limited Company incorporated and domiciled in India and has its registered office in India 206-207, Bansi Trade Centre 581/5 M.G Road, Indore, Madhya Pradesh, India, 452001 .The Company has its primary listings on the BSE in India. The Company is registered as category I Merchant banker with Security Exchange Board of India (SEBI) and primarily engaged in Merchant Banking Activities.

These financial statements were authorised for issue by the board of directors on 16th May 2025.

2) Significant accounting policies

This note provides a list of the significant accounting policies adopted in the preparation of these financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated.

Basis of preparation and presentation

A) Statement of compliance

These financial statements comply in all material aspects with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the Act) read with Companies (Indian Accounting Standards) Rules, 2015 and other relevant provisions of the Act, as amended.

B) Basis of measurement

The financial statements have been prepared on a historical cost convention and on an accrual basis, except for the following material items that have been measured at fair value as required by relevant Ind AS:

1. Certain financial assets and liabilities measured at fair value (refer accounting policy on financial instruments);
2. Defined benefit and other long-term employee benefits.
3. Share based payment transactions (If any) and
4. Derivative Financial Instruments (If any)

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 Rs (INR), the functional currency of the Company. All amounts disclosed in the financial statements and notes have been rounded off to the nearest lakhs as per the requirement of Schedule III, unless otherwise stated.

C) Use of estimates and judgment

The preparation of financial statements in conformity with Ind AS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses and the disclosures of contingent assets and liabilities at the date of the financial statements. The application of accounting policies that require critical accounting estimates involving complex and subjective judgments and the use of assumptions in these financial statements have been disclosed under **"Summary of significant accounting policies"**. Accounting estimates could change from period to period. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on a periodic basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected. In Particulars, information about significant areas of estimation, uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the financial statements is included in the following notes:

Summary of significant accounting policies

(i) Functional and presentation currency Items included in the financial statements of the Company are measured using the currency of the primary economic environment in which these entities operate (i.e.

the "functional currency"). The financial statements are presented in Indian Rupee, the national currency of India, which is the functional currency of the Company.

(ii) Foreign currency transactions and balances are translated into the functional currency of the company, using the exchange rates prevailing at the dates of the respective transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at the exchange rates prevailing at reporting date of monetary assets and liabilities denominated in foreign currencies, are recognized in the statement of profit and loss and reported within foreign exchange gains/ (losses). Non-monetary assets and liabilities denominated in a foreign currency and measured at historical cost are translated at the exchange rate prevalent at the date of transaction.

(iii) Translation gains or losses realized upon settlement of foreign currency transactions are included in determining net profit for the period in which the transaction is settled. Revenue, expense and cash-flow items denominated in foreign currencies are translated into the relevant functional currencies using the exchange rate in effect on the date of the transaction.

(iv) Investment in subsidiaries: Investment in subsidiaries is measured at cost.

a) Financial instruments: -

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

Financial assets and liabilities are recognized when the Company becomes a party to the contractual provisions of the instrument.

Financial Assets:

Classification

The Company classifies its financial assets in the following measurement categories:

- Those to be measured subsequently at fair value (either through other comprehensive income, or through the Statement of Profit or Loss), and
- Those measured at amortized cost.

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses will either be recorded in profit or loss or other comprehensive income. For investments in equity instruments that are not held for trading, this will depend on whether the group has made an irrevocable election at the time of initial recognition to account for the equity investments at FVOCI.

Initial recognition and measurement

At initial recognition, the Company measures a financial asset or financial liability at its fair value plus or minus, in the case of a financial asset or financial liability not at fair value through profit or loss, transaction costs that are incremental and directly attributable to the acquisition or issue of the financial asset or financial liability, such as fees and commissions. Transaction costs of financial assets and financial liabilities carried at fair value through profit or loss are expensed in Statement of profit and loss. Immediately after initial recognition, an expected credit loss allowance (ECL) is recognized for financial assets measured at amortized cost.

When the fair value of financial assets and liabilities differs from the transaction price on initial recognition, the entity recognizes the difference as follows:

a) When the fair value is evidenced by a quoted price in an active market for an identical asset or liability (i.e. a Level 1 input) or based on a valuation technique that uses only data from observable markets, the difference is recognized as a gain or loss.

b) In all other cases, the difference is deferred and the timing of recognition of deferred day one profit or loss is determined individually. It is either amortized over the life of the instrument, deferred until the instrument's fair value can be determined using market observable inputs, or realized through settlement.

When the Company revises the estimates of future cash flows, the carrying amount of the respective financial assets or financial liability is adjusted to reflect the new estimate discounted using the original effective interest rate. Any changes are recognized in Statement of profit and loss.

Subsequent measurement

After initial recognition, financial assets are measured at:

- fair value (either through other comprehensive income or through profit or loss), or
- amortized cost

Debt instruments

Debt instruments are subsequently measured at amortized cost, fair value through other comprehensive income ('FVOCI') or fair value through profit or loss ('FVTPL') till de-recognition 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.

The company classifies its debt instruments into three measurement categories:

- **Amortized Cost:** Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortized cost. A gain or loss on a debt investment that is subsequently measured at amortized cost is recognized in the Statement of Profit and Loss when the asset is derecognized or impaired. Interest income from these financial assets is included in other income using the effective interest rate method.

- **Fair Value through Other Comprehensive Income (FVOCI):** Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at FVOCI. Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses, which are recognized in the Statement of Profit and Loss. When the financial asset is derecognized, the cumulative gain or loss previously recognized in OCI is reclassified from equity to profit or loss and recognized in other gains/ (losses). Interest income from these financial assets is included in other income using the effective interest rate method.

- **Fair Value through Profit or Loss (FVTPL):** Assets that do not meet the criteria for amortized cost or FVOCI are measured at FVTPL. A gain or loss on a debt investment that is subsequently measured at fair value through profit or loss is recognized in profit or loss in the period in which it arises. Interest income from these financial assets is recognized in the Statement of profit and loss.

Impairment of Financial Assets

In accordance with Ind AS 109, the Company applies expected credit loss model (ECL) for measurement and recognition of impairment loss. The Company recognises lifetime expected losses for all contract assets and / or all trade receivables that do not constitute a financing transaction.

At each reporting date, the Company assesses whether the loans have been impaired. The Company is exposed to credit risk when the customer defaults on his contractual obligations. For the computation of ECL, the loan receivables are classified into three stages based on the default and the ageing of the outstanding. If the amount of an impairment loss decreases in a subsequent period, and the decrease can be related objectively to an event occurring after the impairment was recognised, the excess is written back by reducing the loan impairment allowance account accordingly. The write-back is recognised in the statement of profit and loss.

NOTES TO AND FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS (Contd.)

The Company recognises life time expected credit loss for trade receivables and has adopted the simplified method of computation as per Ind AS 109. The Company considers outstanding overdue for more than 90 days for calculation of expected credit loss. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

Derecognition of Financial Assets

A financial asset is derecognized only when:

- The Company has transferred the rights to receive cash flows from the financial asset or
- Retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the entity has transferred an asset, the Company evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognized. Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognized.

Where the entity has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognized if the Company has not retained control of the financial asset. Where the Company retains control of the financial asset, the asset is continued to be recognized to the extent of continuing involvement in the financial asset.

Financial Liabilities:

Initial recognition and measurement

Financial liabilities are initially measured at its fair value plus or minus, in the case of a financial liability not at fair value through profit or loss, transaction costs that are directly attributable to the issue/ origination of the financial liability.

Subsequent Measurement

Financial liabilities are classified as measured at amortized cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held for trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognized in statement of profit and loss. Other financial liabilities are subsequently measured at amortized cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognized in statement of profit and loss. Any gain or loss on derecognition is also recognized in statement of profit and loss.

Derecognition

A financial liability is derecognized when the obligation specified in the contract is discharged, cancelled or expires.

Equity instruments

The Company has accounted for its investments in Subsidiary at cost wherever applicable.

Equity Instruments are instruments that meet the definition of equity from the issuer's perspective, that is, instruments that does not contain contractual obligation to pay and that evidence a residual interest in the issuer's net assets.

The Company measures all equity investments at initial recognition and subsequently at fair value. Where the Company management has elected to present fair value gains and losses on equity investments in other comprehensive income, there is no subsequent reclassification of fair value gains and losses to profit or loss following the derecognition of the investment. Dividends from such investments are recognised in profit or loss as other income when the Company right to receive payments is established.

Changes in the fair value of financial assets at fair value through profit or loss are recognised in other gain/ (losses) in the statement of profit and loss. Impairment losses (and reversal of impairment losses) on equity investments measured at FVOCI are not reported separately from other changes in fair value.

NOTES TO AND FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS (Contd.)

(v) Property, plant and equipment:

a) **Recognition and measurement:** All items of property, plant and equipment are stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items. Cost may also include transfers from equity of any gains or losses on qualifying cash flow hedges of foreign currency purchases of property, plant and equipment.

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 company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

b) **Depreciation method, estimated useful life and residual value:** The Company depreciates property, plant and equipment over the estimated useful life on a straight-line basis from the date the assets are ready for intended use. Depreciable amount for assets is the cost of an asset less its estimated residual value.

Depreciation on property plant and equipment has been provided on the straight line method allocated to its cost, net of residual value, over their estimated useful lives as follows:

Type of Asset	Estimated useful life
Computer (included in Plant & Equipment) End user services Servers and network	3 years
Vehicles	8 years
Office Equipments	5 years
Furniture and fixtures	10 years
Plant and equipments	15 years

Depreciation methods, useful lives and residual values are reviewed at each reporting date. There was no change in the useful life of property, plant and equipment as compared to previous year. When parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment. The cost and related accumulated depreciation are eliminated from the financial statements upon sale or disposition of the asset and the resultant gains or losses are recognized in the statement of profit and loss. Amounts paid towards the acquisition of property, plant and equipment outstanding as of each reporting date and the cost of property, plant and equipment not ready for intended use before such date are disclosed under capital work- in-progress (if any).

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

c) **Impairment:** Property, plant and equipment are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

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 depreciation) had no impairment loss been recognized for the asset in prior years.

NOTES TO AND FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS (Contd.)

(xi) Intangible assets

Intangible assets are stated at cost less accumulated amortization and impairment. Intangible assets are amortized over their respective estimated useful lives on a straight-line basis, from the date that they are available for use. The estimated useful life of an identifiable intangible asset is based on a number of factors including the effects of obsolescence, demand, competition and other economic factors (such as the stability of the industry and known technological advances) and the level of maintenance expenditures required to obtain the expected future cash flows from the asset.

(xii) Impairment of assets:

Intangible assets that have an indefinite useful life are not subject to amortisation and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired. Other assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use.

For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash-generating units). Non-financial assets that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

Impairment of Financial Assets

In accordance with Ind AS 109, the Company applies expected credit loss model (ECL) for measurement and recognition of impairment loss. The Company recognises life time expected losses for all contract assets and / or all trade receivables that do not constitute a financing transaction.

At each reporting date, the Company assesses whether the loans have been impaired. The Company is exposed to credit risk when the customer defaults on his contractual obligations. For the computation of ECL, the loan receivables are classified into three stages based on the default and the aging of the outstanding. If the amount of an impairment loss decreases in a subsequent period, and the decrease can be related objectively to an event occurring after the impairment was recognised, the excess is written back by reducing the loan impairment allowance account accordingly. The write-back is recognised in the statement of profit and loss.

The Company recognises life time expected credit loss for trade receivables and has adopted the simplified method of computation as per Ind AS 109. The Company consider outstanding overdue for more than 90 days for calculation of expected credit loss with periodical percentage method. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

Derecognition of Financial Assets

A financial asset is derecognized only when:

- The Company has transferred the rights to receive cash flows from the financial asset or
- Retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the entity has transferred an asset, the Company evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognized. Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognized.

Where the entity has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognized if the Company has not retained control of the financial asset. Where the Company retains control of the financial asset, the asset is continued to be recognized to the extent of continuing involvement in the financial asset.

NOTES TO AND FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS (Contd.)

Financial Liabilities:

Initial recognition and measurement

Financial liabilities are initially measured at its fair value plus or minus, in the case of a financial liability not at fair value through profit or loss, transaction costs that are directly attributable to the issue/ origination of the financial liability.

Subsequent Measurement

Financial liabilities are classified as measured at amortized cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held- for- trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognized in statement of profit and loss. Other financial liabilities are subsequently measured at amortized cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognized in statement of profit and loss. Any gain or loss on derecognition is also recognized in statement of profit and loss.

Derecognition

A financial liability is derecognized when the obligation specified in the contract is discharged, cancelled or expires.

(xiii) Trade receivable

Trade receivables are amounts due from customers for goods sold or services performed in the ordinary course of business. Trade receivables are recognised initially at the amount of consideration that is unconditional unless they contain significant financing components, when they are recognised at fair value. The Company holds the trade receivables with the objective to collect the contractual cash flows and therefore measures them subsequently at amortised cost using the effective interest method, less loss allowance.

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. They are recognized initially at their fair value and subsequently measured at amortized cost using the effective interest method.

Trade payables includes amounts payable to Micro Small and Medium Enterprises, on which appropriate interest is charged & paid in case of delay payments as per Micro Small and Medium Enterprises Development Act 2006.

(xiv) Cash and Cash Equivalents:

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash and cheque in hand, bank balances, deposits held at call with financial institutions i.e. demand deposits with banks, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and bank overdraft. Bank Overdraft are shown within borrowings in current liabilities in the balance sheet.

(xv) Provisions, Contingent Liabilities and Contingent Assets:

a) Provision

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

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material). When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

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

b) Contingent Liability

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

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

c) Contingent assets

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity. Contingent assets are not recognised but disclosed only when an inflow of economic benefits is probable.

(xvi) Employee benefits

i. Short term Obligation

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognized in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

ii. Post-Employment Obligation:

The company operates the following post-employment schemes.

Defined benefit plan i.e. gratuity

Contribution to Provident Fund i.e. PF

The Company participates in various employee benefit plans. Post-employment benefits are classified as either defined contribution plans or defined benefit plans. Under a defined contribution plan, the Company's only obligation is to pay a fixed amount with no obligation to pay further contributions if the fund does not hold sufficient assets to pay all employee benefits. The related actuarial and investment risks fall on the employee.

The expenditure for defined contribution plans is recognized as expense during the period when the employee provides service. Under a defined benefit plan, it is the Company's obligation to provide agreed benefits to the employees. The related actuarial and investment risks fall on the Company. The present value of the defined benefit obligations is calculated using the projected unit credit method.

Gratuity:

The Company 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, death, incapacitation or termination of employment, of an amount based on the respective employee's salary and the tenure of employment with the Company. Liabilities with regard to the Gratuity Plan are

NOTES TO AND FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS (Contd.)

determined by actuarial valuation, performed by an independent actuary, at each Balance Sheet date using the projected unit credit method.

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

The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation. The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the statement of profit and loss.

The Company recognizes the net obligation of a defined benefit plan in its Balance Sheet as an asset or liability. Gains and losses through re-measurements of the net defined benefit liability / (asset) are recognized in other comprehensive income and are not reclassified to profit or loss in subsequent periods. The actual return of the portfolio of plan assets, in excess of the yields computed by applying the discount rate used to measure the defined benefit obligation is recognized in other comprehensive income. Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognized immediately in profit or loss as past service cost.

Provident Fund:

Eligible employees of the company receive benefits from employee's provident fund Organisation, which is a defined benefit plan. Both the eligible employee and the Company make monthly contributions to the provident fund plan equal to a specified percentage of the covered employee's salary. The remaining portion is contributed to the government-administered pension fund.

(xvii) Revenue recognition

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

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

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

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

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

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

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

The Company recognises revenue from the following sources:

Revenue from fees

Revenue from fees includes income from Merchant banking, Investment banking, advisory fees, Valuation fees and syndication fees. It is recognised based on the stage of completion of assignments and terms of agreement with the client.

NOTES TO AND FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS (Contd.)

Research and advisory income

Research and advisory income is accounted for on an accrual basis in accordance with the terms of the respective agreements entered into between the Company and the counter party.

Interest income

Interest income is typically recognized as it is earned over time, rather than when cash is received i.e on time proportionate basis. Generally, interest income is recognized on an accrual basis as it is earned, but there are exceptions, such as with NPAs where recognition might be delayed until actual receipt of the interest. The effective interest method is commonly used to calculate interest income, especially for interest-bearing instruments. The effective interest rate is 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.

Dividend income

Dividend income is recognized in the Statement of profit and loss on the date that the Company's right to receive payment is established, it is probable that the economic benefits associated with the dividend will flow to the entity and the amount of dividend can be reliably measured. This is generally when the shareholders approve the dividend.

(xviii) Taxes on income

Income-tax expense comprises current tax (amount of tax for the period determined in accordance with The Income Tax law) and deferred tax charge or credit (reflecting the tax effects of temporary differences between tax bases of assets and liabilities and their carrying amounts in the financial statements). Taxes are recognized in the Statement of Profit and Loss except to the extent it relates to items directly recognized in equity or in the Other Comprehensive Income.

Current tax

Current tax is measured at the amount expected to be paid in respect of taxable income for the year in accordance with the Income Tax Act, 1961. Current tax comprises the tax payable on the taxable income or loss for the year and any adjustment to the tax payable in respect of previous years. It is measured using tax rates enacted or substantively enacted at the reporting date.

Current tax assets and liabilities are offset only if, the Company:

a) Has a legally enforceable right to set off the recognized amounts; and

b) Intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Deferred Tax

Deferred tax is recognised in respect of 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 income.

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Company expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities. It is measured using tax rates enacted or substantively enacted at the reporting date.

Deferred tax liabilities are recognised for all taxable temporary differences. Deferred tax assets are recognized to the extent that it is probable that future taxable income will be available against which the deductible temporary differences can be utilized.

Deferred tax assets are reviewed at each reporting date and based on management's judgement, are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

Unrecognised deferred tax assets are reassessed at each reporting date and recognised to the extent that it has become probable that future taxable profits will be available against which they can be used.

NOTES TO AND FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS (Contd.)

Deferred tax assets and liabilities are offset only if the Company:

a) Has a legally enforceable right to set off current tax assets against current tax liabilities; and

b) The deferred tax assets and the deferred tax liabilities relate to income taxes levied by the same taxation authority.

Current and Deferred tax for the year - OCI

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively.

(xix) Borrowing Cost

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

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

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

(xx) Earnings per share

Basic earnings per share

Basic earnings per share is calculated by dividing:

- The profit attributable to owners of the Company
- By the weighted average number of equity shares outstanding during the financial year.

Diluted earnings per share

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

- The after income tax effect of interest and other financing costs associated with dilutive potential equity shares, and

- The weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date. Dilutive potential equity shares are determined independently for each period presented. The number of equity shares and potentially dilutive equity shares are adjusted for bonus shares, as appropriate.

(xxi) Foreign Currency Transactions:

a) Initial Recognition

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

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

Foreign currency monetary items of the Company are restated at the closing exchange rates. Non-monetary items that are measured in terms of historical cost in a foreign currency are recorded using the exchange rates at the date of the transaction. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was measured. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognised in OCI or Statement of Profit and Loss are also recognised in OCI or Statement of Profit and Loss, respectively). Exchange differences arising out of these transactions are charged to the Statement of Profit and Loss.

(xxii) Leases

As a lessee

The Company's lease asset classes primarily consist of leases for land and buildings. The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

The Company, as a lessee, recognises a right of-use asset and a lease liability for its leasing arrangements, if the contract conveys the right to control the use of an identified asset.

To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether:

i. The contract involves the use of an identified asset

ii. The Company has substantially all of the economic benefits from use of the asset through the period of the lease and

iii. The Company has the right to direct the use of the asset.

At the date of commencement of the lease, the Company recognizes a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases), cancellable leases with not more than minimum penalty and low value leases. For these short-term leases, cancellable leases with not more than minimum penalty and low value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease. Certain lease arrangements includes the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised.

The right-of-use assets are initially recognized at a value which is equivalent to the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives.

They are subsequently measured at cost less accumulated depreciation and impairment losses, if any and adjusted for any re-measurement of the lease liability.

Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. Right of use assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country. Lease liabilities are re-measured with a corresponding adjustment to the related right of use asset if the Company changes its assessment if whether it will exercise an extension or a termination option. Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

As a lessor

Leases for which the Company is a lessor is classified as a finance or operating lease. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases. For operating leases, rental income is recognized on a straight line basis over the term of the relevant lease. When the Company is an intermediate lessor, it accounts for its interests in the head lease and the sublease separately. The sublease is classified as a finance or operating lease by reference to the right of-use asset arising from the head lease. For operating leases, rental income is recognized on a straight line basis over the term of the relevant lease.

(xxiii) 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 profit or loss over the period of the borrowings using the effective interest 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.

Preference shares, which are mandatorily redeemable on a specific date, are classified as liabilities. The dividends on these preference shares are recognised in profit or loss as finance cost.

The fair value of the liability portion of an optionally convertible bonds is determined using a market interest rate for an equivalent non-convertible bonds. This amount is recorded as a liability on an amortised cost basis until extinguished on conversion or redemption of the bonds. The remainder of the proceeds is attributable to the equity portion of the compound instrument. This is recognised and included in shareholders' equity, net of income tax effects, and not subsequently re-measured.

Borrowings are removed from the balance sheet when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss as other gains/(losses).

Where there is a breach of a material provision of a long-term loan arrangement on or before the end of the reporting period with the effect that the liability becomes payable on demand on the reporting date, the entity does not classify the liability as current, if the lender agreed, after the reporting period and before the approval of the financial statements for issue, not to demand payment as a consequence of the breach.

(xxiv) Offsetting financial instruments

Financial assets and liabilities are offset and the net amount is reported in the balance sheet where there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realize the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Company or the counterparty.

(xxv) Cash flow statement

Cash flows are reported using the indirect method as per IND AS: 7 "Statement of Cash Flows", whereby profit before tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments.

The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

NOTES TO AND FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS (Contd.)

(xxvi) Rounding of amounts

All amounts disclosed in the financial statements and notes have been rounded off to the nearest lakh as per the requirement of Schedule III, unless otherwise stated.

(xxvii) Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker (CODM). The chief operating decision-maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Director which makes strategic decisions.

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS (Contd.)

3 **Cash and cash equivalents**

(₹ in Lakhs)

Particulars	As at 31 March 2025	As at 31 March 2024
Cash On hand	0.17	0.10
Balances with banks		
- In current accounts	2,417.05	3,610.37
Total	**2,417.22**	**3,610.47**

Bank balances other than above

(₹ in Lakhs)

Particulars	As at 31 March 2025	As at 31 March 2024
Bank Balance - FDR with Bank	12,481.36	-
Bank Balance - Earmarked balances with Bank (Unpaid Dividend)	8.67	17.40
Total	**12,490.02**	**17.40**

FDR with Bank of Rs 10,481.35 created out of funds raised through preferential allotment will not be utilized for any other object.

4 **Trade receivables**

(₹ in Lakhs)

Particulars	As at 31 March 2025	As at 31 March 2024
Receivable considered good - unsecured		
- from others	448.70	62.56
Less: Impairment Allowance	(0.46)	(1.06)
Total	**448.24**	**61.50**

Reconciliation of impairment allowance on trade receivable

(₹ in Lakhs)

Particulars	Amount
Impairment allowance measured as per simplified approach	
As at 1st April 2023	**1.96**
Less: Reduction during the year	(0.90)
As at 31st March 2024	**1.06**
Less: Reduction during the year	(0.61)
As at 31st March 2025	**0.46**

(₹ in Lakhs)

Trade receivable past due	0-90 days	91-180 days	181-360 days	1 to 2 years	More than 2 years	Total
As at 31st March 2024						
Estimated total gross carrying amount at default	56.81	5.41	0.34	-	-	**62.56**
ECL - Simplified approach	-	1.06	-	-	-	1.06
Net carrying amount	**56.81**	**4.35**	**0.34**	**-**	**-**	**61.50**

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS (Contd.)

(₹ in Lakhs)

Trade receivable past due	0-90 days	91-180 days	181-360 days	1 to 2 years	More than 2 years	Total
As at 31st March 2025						
Estimated total gross carrying amount at default	446.41	2.29	-	-	-	**448.70**
ECL - Simplified approach	-	0.46	-	-	-	0.46
Net carrying amount	**446.41**	**1.83**	**-**	**-**	**-**	**448.24**

Ageing schedule for FY 2024-25 (₹ in Lakhs)

Particulars	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	Total
(i) Undisputed Trade receivables – considered good	446.41	-	-	-	-	**446.41**
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	2.29	-	-	-	-	**2.29**
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	**-**
(iv) Disputed Trade Receivables –considered good	-	-	-	-	-	**-**
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	**-**
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-		**-**

Ageing schedule for FY 2023-24 (₹ in Lakhs)

Particulars	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	Total
(i) Undisputed Trade receivables – considered good	56.81	-	-	-	-	**56.81**
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	5.41	-	-	-	-	**5.41**
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	**-**
(iv) Disputed Trade Receivables –considered good	-	-	-	-	-	**-**
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	**-**
(vi) Disputed Trade Receivables – credit impaired	-	0.34	-	-	-	**0.34**

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS (Contd.)

5 **Loans**

(₹ in Lakhs)

Particulars	As at 31 March 2025	As at 31 March 2024
At amortised cost		
(i) Loan Repayable on demand	180.18	-
Total gross	**180.18**	**-**
Less: Impairment loss allowance	-	-
Total net	**180.18**	**-**
Security details		
(i) Unsecured	180.18	-
Total gross	**180.18**	**-**
Less: Impairment loss allowance	-	-
Total net	**180.18**	**-**
Geographical details		
(i) Loans in India		
(a) Others	-	-
- Corporates	180.18	-
Total gross	**180.18**	**-**
Less: Impairment loss allowance	-	-
Total net	**180.18**	**-**

5 A **i)** **Details of loans and advances in the nature of loans to subsidiaries, associates, firms/companies in which directors are interested:**

(₹ in Lakhs)

Name of the Company and relationship	As at 31 March 2025	As at 31 March 2024
Subsidiaries		
Systematix Commodities Services Private Limited	178.00	-
Systematix Shares & Stocks India Limited	2.18	-
Total gross	**180.18**	**-**
Less: Impairment loss allowance	-	-
Total net	**180.18**	**-**

ii)

Type of Borrower	Amount of loan or advance in the nature of loan outstanding	Percentage to the total Loans and Advances in the nature of loans
Related Parties	180.18	100.00

6 **Investments**

(₹ in Lakhs)

Particulars		As at 31 March 2025		As at 31 March 2024	
	Face Value	Holding Nos.	Amount	Holding Nos.	Amount
A) INVESTMENTS					
Investment in Subsidiaries (AT COST)					
Systematix Fincorp India Limited	10	16,75,845	1,427.58	16,75,845	1,427.58
Systematix Finvest Private Limited	100	1,87,820	1,100.99	1,87,820	1,100.99
Systematix Shares and Stocks (India) Limited	10	49,13,500	5,274.29	49,13,500	5,209.48

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS (Contd.)

(₹ in Lakhs)

Particulars	Face Value	As at 31 March 2025 Holding Nos.	As at 31 March 2025 Amount	As at 31 March 2024 Holding Nos.	As at 31 March 2024 Amount
Systematix Commodities Services Private Limited	100	80,000	312.13	80,000	312.13
Systematix Wealth & Asset Services Private Limited (Formerly known as Systematix Wealth & Asset Management Private Limited & Systematix Ventures Private Limited)	10	3,00,000	33.54	3,00,000	33.54
Divisha Alternative Investments LLP (*)		-	1.00	-	2.24
Total (A)		**71,57,165**	**8,149.53**	**71,57,165**	**8,085.97**
Investments by Geographical Locations					
(i) Investments outside India		-	-	-	-
(ii) Investments in India		71,57,165	8,149.53	71,57,165	8,085.97
Total (B)		71,57,165	8,149.53	71,57,165	8,085.97
Less:					
Allowance for impairment Loss (C)		-	-	-	-
Total net (A-C)		**71,57,165**	**8,149.53**	**71,57,165**	**8,085.97**

Aggregate value of Investments

(₹ in Lakhs)

Particulars	As at 31 March 2025	As at 31 March 2024
Aggregate book value of unquoted investments	8,149.53	8,085.97
Total	**8,149.53**	**8,085.97**

*** Divisha Alternative Investments LLP**

(₹ in Lakhs)

Particulars	As at 31 March 2025	As at 31 March 2024
Opening Balance		
Fixed Capital investment	5.60	5.60
Current Capital investment	(3.36)	(1.66)
	2.24	3.94
Addition/(deduction) in current capital investment	-	(1.50)
Profit/(Loss) during the year	(1.25)	(0.20)
Closing Balance		
Fixed Capital investment	5.60	5.60
Current Capital investment	(4.60)	(3.36)
Total	**1.00**	**2.24**

7 **Other financial assets**

(₹ in Lakhs)

Particulars	As at 31 March 2025	As at 31 March 2024
Accrued Income	159.35	20.09
Security deposits	535.20	475.15
Others	22.71	0.27
Total	**717.27**	**495.51**

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS (Contd.)

8 **Deferred tax assets**

(₹ in Lakhs)

Particulars	**As at 31 March 2025**	**As at 31 March 2024**
Deferred tax liability on account of :		
- Depreciation and amortization due to timing difference	-	-
- Additional contribution to gratuity plan assets	-	-
Total Deferred tax liability	**-**	**-**
Deferred tax assets on account of :		
- Depreciation and amortization due to timing difference	(4.81)	(8.60)
- Additional contribution to gratuity plan assets	14.57	21.25
- created on Lease rent	12.99	3.12
Total Deferred tax assets	**22.76**	**15.77**
Net Deferred tax assets (A)	**22.76**	**15.77**
MAT Credit entitlement (B)	-	-
Total (a+b)	**22.76**	**15.77**

Movement in deferred tax balances

(₹ in Lakhs)

Particulars	**As at 1st April 2024**	**Charged/ (credited) to profit and loss**	**Charged/ (credited) to OCI**	**As at 31st March 2025**
Deferred tax liability on account of :				
- Depreciation and amortization due to timing difference	-	-	-	-
- Additional contribution to gratuity plan assets	-	-	-	-
Total Deferred tax liability	**-**	**-**	**-**	**-**
Deferred tax assets on account of :				
- Depreciation and amortization due to timing difference	(8.60)	3.79	-	(4.81)
- Additional contribution to gratuity plan assets	21.25	(7.52)	0.84	14.57
- Expected credit loss	3.12	9.87	-	12.99
Total Deferred tax assets	**15.77**	**6.14**	**0.84**	**22.76**
Deferred tax assets (net)	**15.77**	**6.14**	**0.84**	**22.76**

Movement in deferred tax balances

(₹ in Lakhs)

Particulars	**As at 1st April 2023**	**Charged/ (credited) to profit and loss**	**Charged/ (credited) to OCI**	**As at 31st March 2024**
Deferred tax liability on account of :				
- Depreciation and amortization due to timing difference	-	-	-	-
- Additional contribution to gratuity plan assets	-	-	-	-
Total Deferred tax liability	-	-	-	-

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS (Contd.)

(₹ in Lakhs)

Particulars	As at 1st April 2023	Charged/ (credited) to profit and loss	Charged/ (credited) to OCI	As at 31st March 2024
Deferred tax assets on account of :				
- Depreciation and amortization due to timing difference	10.52	(19.13)	-	(8.60)
- Additional contribution to gratuity plan assets	4.80	15.33	1.12	21.25
- Expected credit loss	0.49	2.63	-	3.12
Total Deferred tax assets	**15.82**	**(1.17)**	**1.12**	**15.77**
Deferred tax assets (net)	**15.82**	**(1.17)**	**1.12**	**15.77**

9 **Property, plant and equipment**

(₹ in Lakhs)

Particulars	Right to use asset - Lease building	Plant and equipments	Furniture and fixtures	Office Equipment	Vehicles	Total
Gross carrying amount						
As at 1st April 2024	869.40	124.21	265.90	55.70	31.45	1,346.66
Additions	188.40	2.17	28.07	0.56	-	219.20
Deductions and adjustments	-	-	-	-	-	-
As at 31st March 2025	**1,057.80**	**126.38**	**293.97**	**56.26**	**31.45**	**1,565.86**
Accumulated depreciation and impairment						
As at 1st April 2024	71.55	41.46	209.55	39.46	8.36	370.39
Depreciation charged during the year	200.70	26.00	4.80	3.00	2.65	237.15
Disposals	-	-	-	-	-	-
As at 31st March 2025	**272.25**	**67.46**	**214.35**	**42.46**	**11.01**	**607.54**
Net carrying amount as on 31st March, 2025	**785.55**	**58.92**	**79.62**	**13.79**	**20.44**	**958.31**
Gross carrying amount						
AS at 1st April 2023	-	42.33	225.85	40.07	7.25	315.51
Additions	**869.40**	**81.88**	**40.04**	**15.63**	**24.19**	1,031.14
Deductions and adjustments	-	-	-	-	-	-
As at 31st March 2024	**869.40**	**124.21**	**265.90**	**55.70**	**31.44**	**1,346.65**
Accumulated depreciation and impairment						
AS at 1st April 2023	-	41.46	207.78	39.43	6.89	295.55
Depreciation charged during the year	71.55	0.01	1.78	0.03	1.48	74.84
Disposals	-	-	-	-	-	-
As at 31st March 2024	**71.55**	**41.46**	**209.55**	**39.46**	**8.36**	**370.39**
Net carrying amount as on 31st March 2024	**797.85**	**82.75**	**56.34**	**16.23**	**23.08**	**976.25**
Refer note 35 for disclosure pertaining to assets taken on lease						

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS (Contd.)

10 Other non-financial assets

(₹ in Lakhs)

Particulars	As at 31 March 2025	As at 31 March 2024
Prepaid/Advance for expenses	62.56	16.86
Balance with government authorities	24.93	77.42
Total	**87.49**	**94.28**

11 Payable

(₹ in Lakhs)

Particulars	As at 31 March 2025	As at 31 March 2024
(i) Trade payable		
total outstanding dues of micro enterprises and small enterprises	43.98	33.26
total outstanding dues of creditors other than micro enterprises and small enterprises	86.84	199.86
	130.82	233.12
(i) Other payable		
total outstanding dues of micro enterprises and small enterprises	-	-
total outstanding dues of creditors other than micro enterprises and small enterprises	-	-
Total	**130.82**	**233.12**

a) **Disclosures requirement under section 22 of the Micro, Small & Medium Enterprises Development Act, 2006**

(₹ in Lakhs)

Particulars	As at 31 March 2025	As at 31 March 2024
i) Principal amount and interest due thereon remaining unpaid to each supplier at the end of each accounting year	-	-
ii) Interest paid by the Company in terms of section 16 of Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during each accounting year	-	-
iii) Interest due and payable for the year 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 Enterprises Development Act, 2006	-	-
iv) Interest accrued and remaining unpaid at the end of each accounting year	-	-
v) 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	-	-

b) **Ageing schedule for FY 2024-25** (₹ in Lakhs)

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 Year	1-2 Years	2-3 years	More than 3 years	Total
(i) MSME	43.98	-	-	-	43.98
(ii) Others	86.84	-	-	-	86.84
(iii) Disputed dues – MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS (Contd.)

c) **Ageing schedule for FY 2023-24**

(Rs in lakh)

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 Year	1-2 Years	2-3 years	More than 3 years	Total
(i) MSME	33.26	-	-	-	33.26
(ii) Others	199.86	-	-	-	199.86
(iii) Disputed dues – MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-

12 **Borrowings (other than debt securities)**

(₹ in Lakhs)

Particulars	As at 31 March 2025	As at 31 March 2024
(i) At amortised cost		
Term loans - secured		
Loan from Yes Bank	1,005.04	1,116.21
Vehicle Loan	15.17	18.81
Total	**1,020.20**	**1,135.03**
Borrowings in India	1,020.20	1,135.03
Total	**1,020.20**	**1,135.03**

Details of borrowings

(₹ in Lakhs)

Particulars	Maturity Date	Terms of repayment	Coupon Rate	As at 31st March 2025	As at 31st March 2024
Term loans - secured					
Loan from Yes Bank	September 2020 to August 2024	36 monthly installments starting from September 2021	Floating interest rate @8.55% linked with Marginal Cost of Funds Lending Rate	-	39.09
Loan from Yes Bank	January 2020 to June 2030	126 monthly installments starting from January 2020	Floating interest rate @8.82% linked with 6 months Certificate of Deposit rate published by FBIL	145.84	164.45
Loan from Yes Bank	April 2018 to February 2034	193 monthly installments starting from April 2018	Floating interest rate @9.37% linked with Marginal Cost of Funds Lending Rate	860.15	914.02
Processing fees	-	-	-	(0.95)	(1.34)
Vehicle loan	September 2023 to August 2028	60 monthly installments starting from September 2023	in the range of 5% to 8%	15.17	18.81

Notes:

1) Terms loan taken from Yes Bank are secured against the residential house property owned by Goldflag Exports Private Limited which is a Group Company

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS (Contd.)

13 Subordinated liabilities

(₹ in Lakhs)

Particulars	As at 31 March 2025	As at 31 March 2024
At Amortised cost		
Preference Share		
2,50,00,000 Non Convertible Redeemable Preference Shares is Rs. 10/- each (refer note 34)	990.04	902.50
Total	**990.04**	**902.50**
Subordinate Liabilities in India	990.04	902.50
Subordinate Liabilities Outside India	-	-
Total	**990.04**	**902.50**

Details of subordinated liabilities

(₹ in Lakhs)

Particulars	Maturity Date	Terms of repayment	Coupon Rate	As at 31st March 2025	As at 31st March 2024
Preference Share					
2,50,00,000 Non Convertible Redeemable Preference Shares if Rs. 10/- each	30th March 2035	Redeemable at par out of the profit available for distribution as dividend or out of the proceeds of a fresh issue for redemption.	Nil rates coupon, non cumulative	990.04	902.50

Notes:

1) 2,50,00,000 Non convertible Redeemable Preference Shares were issued for consideration other than cash.

14 Other financial liabilities

(₹ in Lakhs)

Particulars	As at 31 March 2025	As at 31 March 2024
Lease liability (refer note 35)	809.43	761.19
Employee benefits payable	294.28	344.71
Unpaid Dividend payable	8.67	17.40
Total	**1,112.39**	**1,123.31**

15 Current tax liabilities (net)

(₹ in Lakhs)

Particulars	As at 31 March 2025	As at 31 March 2024
Income tax	302.12	98.83
Total	**302.12**	**98.83**

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS (Contd.)

16 Provisions

(₹ in Lakhs)

Particulars	As at 31 March 2025	As at 31 March 2024
Provision for employee benefits:		
- Gratuity	15.89	14.99
Guarantee liabilities	25.01	27.04
Total	**40.90**	**42.03**

Information about provision and significant estimates

Movement in provisions for Guarantee liabilities

(₹ in Lakhs)

Balance as on 1st April 2023	**1.74**
Addition of provision on account of new corporate guarantee issued	33.30
Recognition of guarantee commission	8.00
Provision as on 31st March 2024	**27.04**
Addition of provision on account of new corporate guarantee issued	42.64
Recognition of guarantee commission	44.67
Provision as on 31st March 2025	**25.01**

Employee Benefit Obligation

Defined contribution plans

During the year the Company has made defined provident fund contribution plans and is not required to do so by any applicable laws.

Gratuity- Defined Benefit Obligation

The company provides for gratuity for employees in India as per the Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of 5 years are eligible for gratuity. Every employee is entitled to a benefit equivalent to fifteen days salary last drawn for each completed year of service in line with the Payment of Gratuity Act, 1972 or Company scheme whichever is beneficial. The same is payable at the time of separation from the Company or retirement, whichever is earlier. The benefits vest after five years of continuous service. The Company's gratuity liability is funded.

The company has carried out the actuarial valuation of Gratuity liability under actuarial principle, in accordance with Ind AS 19 - Employee Benefits.

(₹ in Lakhs)

Particulars	Present value of obligation	Fair value of plan assets	Net amount
As at 1st April 2023	**52.80**	**33.73**	**19.07**
Current service cost	10.03	-	10.03
Past service cost	-	-	-
Interest expense/(income)	3.62	2.41	1.21
Total amount recognised in profit and loss	**13.65**	**2.41**	**11.24**
Remeasurements			
Return on plan assets, excluding amount included in interest expense/(income)	-	19.77	(19.77)
Actual benefit paid	(3.52)	(3.52)	-

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS (Contd.)

(₹ in Lakhs)

Particulars	Present value of obligation	Fair value of plan assets	Net amount
(Gain)/loss from change in financial assumptions	-	-	-
Total amount recognised in other comprehensive income	5.15	0.70	4.45
Actual Return on Plan assets	-	-	-
	1.63	16.95	(15.33)
Employer contributions	-	-	-
Acquisition/Business Combination/Divestiture			-
Benefit payments	-	-	-
As at 31st March 2024	**68.08**	**53.09**	**14.99**

(₹ in Lakhs)

Particulars	Present value of obligation	Fair value of plan assets	Net amount
As at 1st April 2024	**68.08**	**53.09**	**14.99**
Current service cost	9.53	-	9.53
Past service cost	-	-	-
Interest expense/(income)	4.53	3.69	0.84
Total amount recognised in profit and loss	**14.07**	**3.69**	**10.38**
Remeasurements			
Actual Enterprise's Contributions	-	15.00	(15.00)
Actual benefit paid	-	-	-
Total amount recognised in other comprehensive income	4.25	0.90	3.35
Acquisition/Business Combination/Divestiture	2.18		2.18
Actual Return on Plan assets	-	-	-
	6.43	**15.90**	**(9.47)**
Employer contributions	-	-	-
Acquisition/Business Combination/Divestiture			-
Benefit payments	-	-	-
As at 31st March 2025	**88.57**	**72.69**	**15.89**

(₹ in Lakhs)

Particulars	As at 31 March 2025	As at 31 March 2025
Present value of funded obligations	88.57	68.08
Fair value of plan assets	72.69	53.09
Deficit of funded plan	15.89	14.99

Significant estimates: Actuarial assumptions and sensitivity

The significant actuarial assumptions were as follows:

Gratuity

(₹ in Lakhs)

Particulars	As at 31 March 2025	As at 31 March 2025
Discount rate	6.45%	6.95%
Salary escalation rate	10.00%	10.00%
Attrition rate		
Up to 45 years	15.00%	15.00%
Above 45 years	5.00%	5.00%
Mortality rate	IALM (2012-14) Ult.	IALM (2012-14) Ult.

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS (Contd.)

The sensitivity of the defined benefit obligation to changes in the weighted principal assumptions is:

(₹ in Lakhs)

Particulars	Change in assumption		Impact on defined benefit obligation			
			Increase in assumption		Decrease in assumption	
	As at 31st March 2025	As at 31st March 2024	As at 31st March 2025	As at 31st March 2024	As at 31st March 2025	As at 31st March 2024
Discount rate	+/- 1%	+/- 1%	(4.92)	(4.00)	5.42	4.41
Salary escalation rate	+/- 1%	+/- 1%	2.46	1.61	(2.05)	(2.24)

Risk Exposure

These plans typically expose the Company to actuarial risks such as: Longevity risk and salary risk.

Maturity Analysis

(₹ in Lakhs)

Particulars	Less than a year	Between 2-5 year	Between 6-10 year	Over 10 year	Total
As at 31st March 2025					
Defined Benefit Obligation	5.90	43.17	49.42	(9.92)	88.57
Total	**5.90**	**43.17**	**49.42**	**(9.92)**	**88.57**
As at 31st March 2024					
Defined Benefit Obligation	5.73	25.30	49.30	(12.25)	68.08
Total	**5.73**	**25.30**	**49.30**	**(12.25)**	**68.08**

17 **Other non-financial liabilities**

(₹ in Lakhs)

Particulars	As at 31 March 2025	As at 31 March 2024
Others	0.05	0.05
Statutory remittances	139.26	630.19
Total	**139.31**	**630.24**

18 **Equity Share Capital**

(₹ in Lakhs)

Particulars	As at 31 March 2025	As at 31 March 2024
(i) Authorized Share Capital		
20,00,00,000 Equity Shares (Previous Year 2,00,00,000 of Rs. 10/- each) of Rs. 1/- each	2,000.00	2,000.00
(ii) Issued		
13,79,61,010 Equity shares (Previous Year 1,31,22,558 of Rs. 10/- each) of Rs. 1/- each	1,379.61	1,312.26
(iii) Subscribed and fully paid		
13,65,38,010 Equity share (Previous year 1,29,80,258 of Rs. 10/- each)of Rs 1/ each	1,365.38	1,298.03
(iv) Share forfietured		
14,23,000 Equity shares Face value Rs 1 /- paid up Rs.0.5/- (Previous Year: 1,42,300 Equity Shares of face value Rs. 10/- each, paid up Rs. 5/- each)	7.12	7.12

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS (Contd.)

Disclosures:

a) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period:

Equity Shares	As at 31 March 2025		As at 31 March 2024	
	No. of Shares	Amount (₹ in Lakhs)	No. of Shares	Amount (₹ in Lakhs)
Opening Balance	**1,29,80,258**	**1,298.03**	**1,29,80,258**	**1,298.03**
Increase in Equity shares on sub-division of 1 (one) equity share of face value of Rs 10 each into 10 (Ten) equity shares of face value of Rs 1 each (*)	11,68,22,322	-	-	-
Fresh Issue(#)	67,35,430.00	67.35	-	-
Buy Back	-	-	-	-
Closing Balance	**13,65,38,010**	**1,365.38**	**1,29,80,258**	**1,298.03**

(*) Pursuant to Sub-division/Split of 1 (One) Equity Share of the Company having a face value of Rs. 10/- (Rupees Ten only) each fully paid up into 10 (Ten) Equity Shares having a face value of Re. 1/- (Rupee One only) each fully paid up

Pursuant to the member's approval received in the Annual General Meeting held on September 26, 2024 for sub-division/split of equity shares of the company, the Board of Directors of the Company had fixed November 05, 2024 as the Record Date for the purpose of sub-division/split of 1 (One) equity share of the Company having face value of Rs. 10/- (Ten) each into 10 (Ten) equity shares having face value of Rs. 1/- (One) each. Accordingly, with effect from November 05, 2024 the revised face value is Rs. 1/- per share and the new ISIN with effect from November 05, 2024 is INE356B01024.

(#) On November 14, 2024 the Company has allotted 67,35,430 Equity Shares of face value of Rs. 1/- each fully paid-up ("Equity Shares") to Non-Promoters, on a preferential basis in accordance with Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended ("SEBI ICDR Regulations"), and other applicable laws, at a price of Rs. 153.10/- (Rupees One Hundred Fifty-Three and Ten paise) per Equity Share (including Premium of Rs. 152.10/-). Pursuant to sub-division /split and allotment of the shares the number of shares increase from 1,29,80,258 to 13,65,38,010 and paid up share capital from Rs 1,298.03 lakh to Rs 1,365.38 lakh.

b) Rights, preferences and restrictions attached to equity shares

The Equity shares of the Company having par value of Rs 1 - /per share rank paripassu in all respects ,including voting rights, dividend entitlement and repayment of capital.

c) Equity Shares held by each shareholder holding more than 5% equity shares in the Company are as follows:

Particulars	As at 31 March 2025		As at 31 March 2024	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Systematix Holding Private Limited	8,86,22,760	64.91	88,62,276	68.28
Madhukar Sheth	71,87,189	5.26	6,31,977	4.87

d) Objectives, policies and processes for managing capital.

The primary objective of the Company's Capital Management is to maximise shareholders value. The Company manages its capital to ensure that it will be able to continue as going concerns while maximizing the return to stakeholders through the optimisation of the debt and equity balance. The Company's policy is to maintain a strong capital base so as to maintain investors, creditors and market confidence to sustain future development of the business. For the purpose of the Company's capital management, capital includes issued capital and other equity reserves.

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS (Contd.)

e) Promoters Shareholding

Particulars		Shares held by promoters at the end of the year				
		As at 31 March 2025		As at 31 March 2024		% Change
S No	Promoters Name	No of Shares	% of Total Shares	No of Shares	% of Total Shares	
1	Chandra Prakash Khandelwal	29,68,082	2.17%	2,95,528	2.28%	**-0.10%**
2	Nikhil Khandelwal	41,85,660	3.07%	4,18,566	3.22%	**-0.15%**
3	Anju Khandelwal	5,08,030	0.37%	50,803	0.39%	**-0.02%**
4	Chandra Prakash Khandelwal HUF	64,960	0.05%	6,496	0.05%	**0.00%**
5	Priyanka Khandelwal	10,000	0.01%	1,000	0.01%	**0.00%**
6	Rahul Khandelwal	5,000	0.00%	-	0.00%	**0.00%**
7	Systematix Holding Private Limited	8,86,22,760	64.91%	88,62,276	68.28%	**-3.37%**
	Total	**9,63,64,492**	**70.58%**	**96,34,669**	**74.23%**	

19 **Other equity**

(₹ in Lakhs)

Particulars	As at 31 March 2025	As at 31 March 2024
(i) Reserve & Surplus*		
Capital Reserve	228.64	228.64
Securities Premium	12,109.61	1,865.02
General Reserve	44.47	44.47
Retained Earnings	7,980.04	5,748.85
Total	**20,362.75**	**7,886.97**

*Refer Statement of Changes in Equity (Note No 2) for movement in each of the items

Nature and purpose of each reserve

Capital Reserve	Capital reserve is created out of Share Warrant forfeited in FY 2008-09
Securities Premium	Securities Premium is used to record the premium on issue of shares and can be utilised in accordance with the provisions of the Companies Act, 2013.During the current year, the Company, has successfully completed preferential allotment and has allotted 67,35,430 Equity Shares of face value of Rs. 1/- each fully paid-up ("Equity Shares") at a price of Rs. 153.10/- (Rupees One Hundred Fifty-Three and Ten paise) per Equity Share (including Premium of Rs. 152.10/-) which resulted increase in share premium by Rs 10,224.59 lakh.
General Reserve	General Reserve is created out of Profit and Loss account surplus balance generated every year
Retained earnings	The balance in retained earnings primarily represents the surplus after payment of dividend (including tax on dividend) and transfer to reserves.

20 **Interest income**

(₹ in Lakhs)

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
(a) On financial assets measured at fair value through OCI	-	-
(b) On financial assets measured at amortised cost		
Interest on loans (refer note 34)	72.50	23.64
Interest on deposits with banks	388.03	26.04
Interest on Income tax refund	-	5.86
Total	**460.53**	**55.54**

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS (Contd.)

21 Fees

(₹ in Lakhs)

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Financial advisory services	6,358.49	5,519.35
Total	**6,358.49**	**5,519.35**

22 Impairment on financial instruments

(₹ in Lakhs)

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
On financial instruments measured at amortized cost		
Trade receivables	0.61	0.90
Total	**0.61**	**0.90**

23 Other income

(₹ in Lakhs)

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Miscellaneous income	0.32	0.01
Guarantee Commission Income	56.95	12.22
Exchange Gain and Loss	-	(0.23)
Provision no longer required written back	0.87	-
Total	**58.14**	**11.99**

24 Finance costs

(₹ in Lakhs)

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Interest on borrowings	117.88	127.81
Interest on lease liability	63.37	21.10
Interest on Overdraft	13.09	-
Interest on Subordinated Liability	87.54	79.80
Other Borrowing Cost	0.39	0.45
Total	**282.27**	**229.16**

25 Employee Benefit Expenses

(₹ in Lakhs)

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Salaries, bonus and allowances	1,392.94	1,086.55
Director remuneration (Refer note 34)	47.50	42.00
Provision for Gratuity	10.38	11.24
Staff welfare expenses	38.01	9.62
Total	**1,488.82**	**1,149.41**

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS (Contd.)

26 Depreciation, amortisation and impairment

(₹ in Lakhs)

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Depreciation & amortisation		
on property, plant and equipment	36.45	3.29
on right to use assets	200.70	71.55
Total	**237.15**	**74.84**

27 Other expenses

(₹ in Lakhs)

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Rent, taxes and energy costs	397.66	392.46
Electricity charges	29.45	12.79
Repair and maintenance (refer note given below)	33.55	20.86
Advertisement and publicity	4.76	1.42
Director's Sitting fees (refer note 34)	13.50	11.80
Auditor's fees (refer note given below)	7.50	1.50
Legal and professional charges	963.77	572.98
Travelling and conveyance	59.19	46.40
Business promotion	11.48	10.27
CGST and SGST Disallowances	13.43	1.09
Bad Debts	-	1.21
Sponsorship Expenses	10.00	25.00
Donation	0.11	-
Commission and Brokerage	2.12	18.00
Housekeeping Expenses	23.02	14.76
Corporate Social Responsibility (Csr) Exp	32.57	15.00
Miscellaneous expenditure	67.13	27.96
Total	**1,669.25**	**1,173.50**

Details of Auditor's fees and expenses

(₹ in Lakhs)

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
- for Statutory Audit	6.25	1.25
- for Tax Audit	1.25	0.25
Total	**7.50**	**1.50**

Repair and Maintenance

(₹ in Lakhs)

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Repairs to Building	19.16	12.51
Other Repairs and Maintenance	14.39	8.34
Total	**33.55**	**20.86**

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS (Contd.)

28 Tax expense

(₹ in Lakhs)

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Current tax		
- Current tax	829.30	765.10
- Earlier year	12.36	2.22
	841.67	**767.32**
Deferred tax	**(6.14)**	**1.17**
Total	**835.52**	**768.49**

Reconciliation of current rate of tax and effective rate of tax:

(₹ in Lakhs)

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Profit/(loss) before income tax	**3,199.02**	**2,960.68**
Enacted tax rates in India (%)	**25.168%**	**25.168%**
Computed expected tax expenses	**805.13**	**745.14**
Reversal of excess provision of earlier years	12.36	2.22
Permanent difference & Temporary difference on which deferred tax assets/liability not created	18.03	21.12
Income Tax expenses - Net	**835.52**	**768.49**

Temporary differences, unused tax losses and unused tax credit on which deferred tax assets is not recognised

(₹ in Lakhs)

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Unused tax losses and unabsorbed depreciation for which no deferred tax asset has been created	10.72	10.72
Potential tax benefit @25.17%	**(2.70)**	**(2.70)**

29 Earnings per share

(₹ in Lakhs)

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
(i) Basic earnings per share		
Profit attributable to the equity holders of the Company	2,363.49	2,192.20
Total basic earnings per share attributable to the equity holders of the Company	1.79	1.69
(ii) Weighted average number of shares used as the denominator*		
Weighted average number of equity shares used as the denominator in calculating basic and diluted earnings per share	13,23,49,126	12,98,02,580

* Previous year weighted average number of shares used as the denominator has been regrouped to show the affect of split of share on basic earning per share.

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS (Contd.)

30 Contingent liabilities and commitment

(₹ in Lakhs)

Particulars	As at 31 March 2025	As at 31 March 2024
(i) Contingent liabilities:		
Income Tax Demand Contested in Appeals-Assessment year 2017-18	19.03	19.03
Appeal filed before Commissioner of Income Tax Appeals		
On account of guarantees given to Banks on behalf of Group Companies	5,500.00	4,000.00

31 Assets pledged as security

The Company has taken a term loan from yes bank against which residential property owned by Goldflag Exports Private Limited is given as a security.

32 Net debt reconciliation :

This section sets out an analysis of net debt and the movements in net debts for the year ended 31 March 2025

(₹ in Lakhs)

Particulars	As at 31 March 2025	As at 31 March 2024
Borrowings		
Secured loan	1020.20	1135.03
Preference shares	990.04	902.50
Total net debt	**2,010.25**	**2,037.52**

(₹ in Lakhs)

Particulars	Preference shares	Secured loan	Total
Net debt as on 31st March 2023	**(822.70)**	**(1,273.40)**	**(2,096.10)**
Notional interest cost using EIR method	(79.80)	-	(79.80)
Additional loan received	-	(21.00)	(21.00)
Interest cost using EIR method	-	(0.21)	(0.21)
Disposal of Lease Assets	-	-	-
Amortization of upfront fees	-	(0.45)	(0.45)
Repayment	-	160.03	160.03
Net debt as on 31st March 2024	**(902.50)**	**(1,135.03)**	**(2,037.52)**
Notional interest cost using EIR method	(87.54)	-	(87.54)
Additional loan received	-	-	-
Interest cost using EIR method	-	(0.39)	(0.39)
Disposal of Lease Assets	-	-	-
Amortization of upfront fees	-	-	-
Repayment	-	115.22	115.22
Net debt as on 31st March 2025	**(990.04)**	**(1,020.20)**	**(2,010.25)**

33 Segment revenue

Description

The company's chief operating decision maker is the Director who examines the company's performance both from a services and geographic perspective and has identified single reportable segment of its business. The company is engaged in Merchant Banking services which falls within a single business segment. The segment revenue is measured in the same way as in the statement of profit or loss.

The Company has a single operating segment that is "Merchant Banking". Accordingly, the segment revenue, segment results, segment assets and segment liabilities is reflected in the financial statements as of and for the financial year ended 31st March 2025

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS (Contd.)

Information about primary business segment:

The Company's business segment is "Merchant Banking" and it has no other primary reportable segments. Accordingly, the segment revenue, segment results, total carrying amount of segment assets and segment liability, total cost incurred to acquire segment assets and total amount charge for depreciation during the period, is as reflected in the Financial Statements as of and for the financial year ended 31st March 2025

Information about geographical areas:

Since the business operations of the Group are primarily concentrated in India, the Group is considered to operate only in the domestic segment.

34 Related party transactions

(i) Details of related parties

Description of relationship	Names of related party
Holding company	Systematix Holdings Private Limited
Wholly owned subsidiaries	Systematix Fincorp India Limited Systematix Finvest Private Limited Systematix Shares and Stocks (India) Limited Systematix Commodities Services Private Limited Systematix Wealth & Asset Services Private Limited (Formerly known as Systematix Wealth & Asset Management Private Limited & Systematix Ventures Private Limited)
Presumption of significance influence	Ceepeek Real Estate Private Limited First Lady Housing Private Limited Funsign Real Estate Private Limited Goldflag Exports Private Limited Goldlife Trading Company Private Limited Magicline Trading Company Private Limited Nikunj Mercantile Private Limited Perspire Builders & Developers Private Limited Rangsharda Properties Private Limited Riteplaza Trading Company Private Limited Shiv Shakti Real Estate Private Limited Shubham Mangalam Real Estate Private Limited Snehvardhini Properties Private Limited Swaraj Appartments P Ltd Systematix Assets Management Company Private Limited Systematix Capital Services Private Limited Systematix Distributions Services Private Limited Tekpoint Properties Private Limited Thirdwave Mercantile Company Private Limited Topcity Trading Company Private Limited Urban Affordable Housing LLP Wonderdream Realtors Private Limited Divisha Alternate Investments Manager LLP Divisha Alternative Investments LLP Divisha Developers LLP Divisha Lifestyle LLP Divisha Real Estate Advisors LLP

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS (Contd.)

Description of relationship	Names of related party
	Divisha Realty LLP NHI Developers LLP Skittish Realtors Private Limited Rasik Products Private Limited
Key managerial personnel	Nikhil Khandelwal Anju Khandelwal Sanjay Lalchand Khandelwal Priyanka Khandelwal Rakesh Mehta Anil Bhagchandani Divyesh Badiyani Sampath Kumar Kangeyam venkatakrishnan Ganesh Ramanathan

(ii) Compensation (remuneration to KMP)

(₹ in Lakhs)

For the year ended 31st March 2025		Short-term employee benefits	Post-employment benefits	Long-term employee benefits	Total
Nikhil Khandelwal	Managing Director	46.20	-	-	46.20
Priyanka Khandelwal	Director	13.30	-	-	13.30
Anil Bhagchandani	Chief Financial Officer	39.84	-	-	39.84
Divyesh Badiyani	Company Secretary	8.70	-	-	8.70

(iii) Transactions with related parties

(₹ in Lakhs)

Nature of Transaction	Name	Year ended 31 March 2025	Year ended 31 March 2024
Rent (inclusive of GST)	Thirdwave Mercantile Company Private Limited	17.25	15.00
	Swaraj Appartments P Ltd	1.80	1.80
	Goldflag Exports Private Limited	27.00	27.00
	Skittish Realtors Private Limited	324.00	-
Director Sitting Fees	Anju Khandelwal	2.90	2.40
	Shriram Surajmal Khandelwal	-	2.70
	Sanjay Khandelwal	2.00	3.10
	Rakesh Mehta	3.50	3.10
	Sampath Kumar Kangeyam Venkatakrishnan	3.10	0.50
	Ganesh Ramanathan	2.00	-
Reimbursement For Electricity	Thirdwave Mercantile Company Private Limited	1.15	0.52
Reimbursement For Electricity charges, building maintenance, property tax & office maintenance	Skittish Realtors Private Limited	58.56	-
Security Deposit	Thirdwave Mercantile Company Private Limited	24.00	-
Security Deposit	Goldflag Exports Private Limited	0.10	-

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS (Contd.)

(₹ in Lakhs)

Nature of Transaction	Name	Year ended 31 March 2025	Year ended 31 March 2024
Loan taken	Nikhil Khandelwal	-	50.00
Loan repaid	Nikhil Khandelwal	-	50.00
Expense reimbursement	Nikhil Khandelwal	0.26	-
Loan given	Systematix Finvest Private Limited	-	25.00
Loan received back	Systematix Finvest Private Limited	-	297.09
Interest charged on loan	Systematix Finvest Private Limited	-	3.79
Loan given	Systematix Commodities Services Private Limited	178.00	-
Loan given	Systematix Shares and Stocks (India) Limited	35,394.28	6,256.00
Loan repaid	Systematix Shares and Stocks (India) Limited	35,393.96	6,260.88
Interest charged on loan	Systematix Shares and Stocks (India) Limited	1.86	4.88
Loan given (MTF)	Systematix Shares and Stocks (India) Limited	2,509.32	-
Loan repaid (MTF)	Systematix Shares and Stocks (India) Limited	2,579.75	-
Interest charged on loan (MTF)	Systematix Shares and Stocks (India) Limited	70.43	-
DP charges	Systematix Shares and Stocks (India) Limited	0.01	0.01
Gratuity Fund	Systematix Shares and Stocks (India) Limited	-	10.51
Insurance expense	Systematix Shares and Stocks (India) Limited	-	0.50
Corporate Guarantee Commission	Systematix Shares and Stocks (India) Limited	56.95	12.22
Investment in Equity Shares	Systematix Shares and Stocks (India) Limited	64.81	-
Loan Taken	Systematix Fincorp India Limited	-	90.00
Loan & interest repaid	Systematix Fincorp India Limited	-	90.68
Interest charged on loan	Systematix Fincorp India Limited	-	0.68

(iv) Outstanding balances

(₹ in Lakhs)

Nature of transactions		As at 31 March 2025	As at 31 March 2024
Loan Given	Systematix Shares and Stocks (India) Limited	2.18	-
Loan Given	Systematix Commodities Services Private Limited	178.00	-
Outstanding Preference Shares	Systematix Holding Private Limited	2,500.00	2,500.00
Outstanding Equity Shares	Systematix Holding Private Limited	886.23	886.23
Investment in Equity Shares(Corporate Guarantee)	Systematix Shares and Stocks (India) Limited	5,500.00	4,000.00
Security Deposit	Thirdwave Mercantile Company Private Limited	24.00	-
Security Deposit	Goldflag Exports Private Limited	0.10	-
Security Deposit	Skittish Realtors Private Limited	425.00	425.00

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS (Contd.)

(₹ in Lakhs)

Nature of transactions		As at 31 March 2025	As at 31 March 2024
Rent	Skittish Realtors Private Limited	0.02	-
Investment in Current A/c	Divisha Alternative Investment LLP	(4.60)	(3.36)
Investment in Equity Shares	Systematix Finvest Private Limited	1,100.99	1,100.99
	Systematix Commodities Services Private Limited	312.13	312.13
	Systematix Fincorp India Limited	1,427.58	1,427.58
	Systematix Shares and Stocks (India) Limited	5,274.29	5,209.48
	Divisha Alternative Investment LLP	5.60	5.60
	Systematix Wealth & Asset Services Private Limited (Formerly known as Systematix Wealth & Asset Management Private Limited & Systematix Ventures Private Limited)	33.54	33.54

(v) Terms and conditions:

All related party transactions entered during the year were in ordinary course of business and are on arm's length basis.

35 Leases

The Company had taken a Building on operating lease for using as office space in current year.

(a) Amount recognised in balance sheet

The balance sheet shows the following amounts relating to leases:

(₹ in Lakhs)

Particulars	As at 31 March 2025	As at 31 March 2024
Right to use assets		
Building	785.55	797.85
Total	**785.55**	**797.85**

(₹ in Lakhs)

Particulars	As at 31 March 2025	As at 31 March 2024
Lease liabilities	809.43	761.19
Total	**809.43**	**761.19**

(b) Amount recognised in the statement of profit and loss

Right to use assets

(₹ in Lakhs)

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Amortization charge- Building	200.70	71.55
Interest expenses	63.37	21.10
Expenses relating to short-term leases (Included in other expenses)	374.06	237.35
Total	**638.12**	**330.00**

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS (Contd.)

(c) Maturity analysis of lease liabilities

(₹ in Lakhs)

Particulars	Carrying amount	Less than 12 months	1-5 years	More than 5 years
Lease liabilities	809.43	175.75	501.90	131.78

36 Financial instruments

(i) Financial instruments by category

The carrying value and fair value of financial instruments by categories as on 31st March 2025 is as follows:

(₹ in Lakhs)

Particulars	Carrying value		Fair value			
	Amortised cost	FVTPL	Level - 1	Level - 2	Level - 3	Total
I. Financial assets						
Cash and cash equivalents	2,417.22	-	-	-	-	**2,417.22**
Bank balances other than above	12,490.02	-	-	-	-	**12,490.02**
Receivables						
(i) Trade receivables	448.24	-	-	-	-	**448.24**
(ii) Other receivables	-	-	-	-	-	**-**
Loans	180.18	-	-	-	-	**180.18**
Investments	8,149.53		-	-	-	**-**
Other financial assets	717.27	-	-	-	-	**717.27**
Total financial assets	**24,402.46**	**-**	**-**	**-**	**-**	**16,252.93**
Financial Liabilities						
Payable						
(i) Trade payable						
- total outstanding dues of micro enterprises and small enterprises	43.98	-	-	-	-	**43.98**
- total outstanding dues of other than micro enterprises and small enterprises	86.84	-	-	-	-	**86.84**
(ii) Other payable						
- total outstanding dues of micro enterprises and small enterprises	-	-	-	-	-	**-**
- total outstanding dues of other than micro enterprises and small enterprises	-	-	-	-	-	**-**
Borrowings (other than debt securities)	1,020.20	-	-	-	-	**1,020.20**
Subordinated Liabilities	990.04	-	-	-	-	**990.04**
Other financial liabilities	1,112.39	-	-	-	-	1,112.39
Total financial liabilities	**3,253.45**	**-**	**-**	**-**	**-**	**3,253.45**

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS (Contd.)

The carrying value and fair value of financial instruments by categories as on 31 March 2024 is as follows:

(₹ in Lakhs)

Particulars	Carrying value		Fair value			
	Amortised cost	FVTPL	Level - 1	Level - 2	Level - 3	Total
I. Financial assets						
Cash and cash equivalents	3,610.47	-	-	-	-	**3,610.47**
Bank balances other than above	17.40	-	-	-	-	**17.40**
Receivables						
(i) Trade receivables	61.50	-	-	-	-	**61.50**
(ii) Other receivables	-	-	-	-	-	**-**
Loans	-	-	-	-	-	**-**
Investments	8,085.97		-	-	-	**-**
Other financial assets	495.51	-	-	-	-	**495.51**
Total financial assets	**12,270.85**	**-**	**-**	**-**	**-**	**4,184.88**
Financial Liabilities						
Payable						
(i) Trade payable						
- total outstanding dues of micro enterprises and small enterprises	33.26	-	-	-	-	**33.26**
- total outstanding dues of other than micro enterprises and small enterprises	199.86	-	-	-	-	**199.86**
(ii) Other payable						
- total outstanding dues of micro enterprises and small enterprises	-	-	-	-	-	**-**
- total outstanding dues of other than micro enterprises and small enterprises	-	-	-	-	-	**-**
Borrowings (other than debt securities)	1,135.03	-	-	-	-	**1,135.03**
Subordinated Liabilities	902.50	-	-	-	-	**902.50**
Other financial liabilities	1,123.31	-	-	-	-	**1,123.31**
Total financial liabilities	**3,393.95**	**-**	**-**	**-**	**-**	**3,393.95**

(ii) Fair Value Hierarchy

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are measured at amortised cost and for which fair values are disclosed in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the company has classified its financial instruments into the three levels prescribed under the accounting standard. An explanation of each level is given below:

The fair value of financial instruments are classified into three categories i.e. Level 1, 2 or 3 depending on the inputs used in the valuation technique. The hierarchy gives the highest priority to quoted prices in active market for identical assets or liabilities (level 1 measurements) and lowest priority to unobservable inputs (level 3 measurements).

There were no transfers between any levels during the year

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices.

Level 2: The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS (Contd.)

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities, preference shares and debentures which are included in level 3.

During the year there were no transfers between level 1 and level 2. Similarly there were no transfer from or transfer to level 3.

37 Financial risk management

The Company's business activities expose it to a variety of financial risks, namely credit risk and liquidity risk.

(i) Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers and investment securities. Credit risk arises from cash held with banks and financial institutions, as well as credit exposure to clients, including outstanding accounts receivable. The maximum exposure to credit risk is equal to the carrying value of the financial assets. The objective of managing counterparty credit risk is to prevent losses in financial assets.

The Company has exposure to credit risk from a limited customer group on account of specialised nature of business, i.e., port services provided by the Company. The Company ensures concentration of credit does not significantly impair the financial assets. The Company, based on the credit information available with its, has provided expected credit loss. Rest of the exposure is to the Customers which are well established and from reputed industries.

Expected credit loss for trade receivables under simplified approach

(₹ in Lakhs)

Particulars	Amount
Year ended 31 March 2025	0.46
Year ended 31 March 2024	1.06

(ii) Liquidity risk:

Liquidity risk is the risk that the Company will fail in meeting its obligations associated with its financial liabilities. The Company's approach to managing liquidity is to ensure that it will have sufficient funds to meet its liabilities when due without incurring unacceptable losses. In doing this, management considers both normal and stressed conditions. A material and sustained shortfall in cash flow could undermine the Company's credit rating and impair investor confidence.

The following table shows the maturity analysis of the Company's financial liabilities based on contractually agreed undiscounted cash flows as at the balance sheet date:

(₹ in Lakhs)

Particulars	Carrying amount	Less than 12 months	1-5 years	More than 5 years	Total
As at 31st March 2025					
Payable	130.82	130.82	-	-	130.82
Borrowings (other than debt securities)	1,020.20	84.74	443.73	491.73	1,020.20
Subordinated Liabilities (Refer note 13)	990.04	-	-	2,500.00	2,500.00
Other financial liabilities	1,112.39	474.43	506.18	131.78	1,112.39
Total	**3,253.45**	**689.99**	**949.91**	**3,123.51**	**4,763.41**

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS (Contd.)

(₹ in Lakhs)

Particulars	Carrying amount	Less than 12 months	1-5 years	More than 5 years	Total
As at 31st March 2024					
Payable	233.12	233.12	-	-	233.12
Borrowings (other than debt securities)	1,135.03	114.82	528.47	491.73	1,135.03
Subordinated Liabilities (Refer note 13)	902.50	-	-	2,500.00	2,500.00
Other financial liabilities	1,123.31	495.28	628.03	-	1,123.31
Total	**3,393.95**	**843.22**	**1,156.50**	**2,991.73**	**4,991.45**

(iii) 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 two types of risk: interest rate risk and price risk. Financial instruments affected by market risk include borrowings and investments measured at FVTPL.

(a) Interest rate risk

Exposure at the year end is as follow:

(₹ in Lakhs)

Particulars	As at 31 March 2025	As at 31 March 2024
Variable rate borrowings	1,005.04	1,116.21
Fixed rate borrowing	1,005.21	921.31
Total borrowings	**2,010.25**	**2,037.52**

An analysis by maturities is provided in Liquidity risk note above.

Sensitivity

Profit or loss is sensitive to higher / lower interest expense as a result of changes in interest rates. A 20 basis point increase or decrease is used when reporting interest rate risk internally to key management personnel and represents management's assessment of the reasonably possible change in interest rates. With all other variables held constant, the Company's profit before tax will be impacted by a change in interest rate as follows:

(₹ in Lakhs)

Particulars	Increase / (Decrease) in profit before tax	
	Year ended 31 March 2025	Year ended 31 March 2024
Increase in interest rate by 20 basis points (20 bps)	(2.01)	(2.23)
Decrease in interest rate by 20 basis points (20 bps)	2.01	2.23

(b) Price risk

Exposure at the year end is as follow:

(₹ in Lakhs)

Particulars	As at 31 March 2025	As at 31 March 2024
Equity instruments (Fair Value through profit and loss)	-	-
Total	**-**	**-**

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS (Contd.)

Sensitivity

Profit or loss is sensitive to fair value change in investment value as a change in market price. A 10 percentage increase or decrease is used when reporting price risk internally to key management personnel and represents management's assessment of the reasonably possible change in price risk. With all other variables held constant, the Company's profit before tax will be impacted by a change in price as follows:

(₹ in Lakhs)

Particulars	Increase / (Decrease) in profit before tax	
	As at 31 March 2025	As at 31 March 2024
Increase in price by 10%	-	-
Decrease in price by 10%	-	-

38 Capital management

Risk management

Equity share capital, other equity and secured borrowings from the banks are considered for the purpose of Company's capital management. The Company aims to manage its capital efficiently so as to safeguard its ability to continue as a going concern and to optimise returns to its shareholders. The capital structure of the Company is based on management's judgement of the appropriate balance of key elements in order to meet its strategic and day-to-day needs. The Company considers the amount of capital in proportion to risk and manages the capital structure in light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Company may borrow from external parties such as banks or financial institutions. The Company's policy is to maintain a stable and strong capital structure with a focus on total equity so as to maintain shareholder, creditor and stakeholder confidence to sustain future development and growth of its business. The Company will take appropriate steps in order to maintain, or if necessary adjust, its capital structure.

39 Disclosure related to funds borrowed from banks and financial institutions

The Company has no borrowings from banks or financial institutions on the basis of security of current assets

40 Wilful Defaulter

The company is not declared wilful defaulter by any bank or financial Institution or other lender as on 31st March, 2025

41 Relationship with Struck off Companies

The company does not has transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956 as on 31st March,2025.

Name of the struck off company	Nature of transactions with struck off company	Balance outstanding as at current period (₹ in Lakhs)	Relationship with the struck off company, if any, to be disclosed
NA	NA	NA	NA

42 Registration of charges or satisfaction

There are no charges or satisfaction yet to be registered with Registrar of Companies beyond the statutory period i.e. 31st March, 2025

43 Compliance with number of layers of companies

The company has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS (Contd.)

44 Ratios

Particulars	2024-25	2023-24	% Variance	Reason for variance (if above 25%
Capital to risk-weighted assets ratio (CRAR)				
Total of Tier 1 & Tier 2(Numerator)	14,325.36	1,766.48	-	-
Risk Adjusted Assets (Denominator)	12,269.47	9,787.79	-	-
Ratio	117%	18%	99%	-
Tier I CRAR	13,335.31	863.98	-	-
Tier II CRAR	990.04	902.50	-	-

45 Dividend Distribution made

(₹ in Lakhs)

Particulars	As at 31 March 2025	As at 31 March 2024
Final dividend paid for 31st March, 2024 is Rs 1/- per equity shares	129.80	-
Total	**129.80**	**-**

Dividends paid during the year ended March 31, 2025 include an amount of Rs 1 per equity share towards final dividend for the year ended March 31, 2024. On 26th September, 2024, the Board of Directors of the Company have declared final dividend of Rs 1 per share in respect of the year ended March 31, 2024.

On 16th May, 2025, The Board of Directors of Systematix Corporate Services Limited, have recommended a Dividend for the financial year ended on 31/03/2025 @ 10% (i.e. Rs 0.1/-) per equity share (Previous Year - @ 10%, i.e. Rs 1/- per equity share) to the equity shareholders. The Dividend will be paid after the approval of shareholders at ensuing Annual General Meeting. The date of book closure for the entitlement of such dividend and Annual General Meeting shall be decided and informed in due course of time.

46 Corporate Social Responsibility (CSR)

The company is covered under section 135 of the companies act, 2013 as on 31st March,2025. During the year the company has spent Rs 32.57 lakh on CSR activity as approved by CSR committee.

Pursuant to the application of Section 135 of the Act and the Rules framed , the company is required to spend at least two per cent of the average net profits of the company made during the three immediately preceding financial years as per the activities which are specified in Schedule VII of the Act and the Company has decided to spend the amount by way of contribution to a Trust. The disclosure as required by the Guidance Note on Accounting for Expenditure on Corporate Social Responsibility Activities issued by the Institute of Chartered Accounts of India are as follows

(₹ in Lakhs)

Particulars	As at 31 March 2025	As at 31 March 2024
Unspent balance at the beginning	-	-
Provision made by the company during the year	32.57	15.00
Prior Period Provision made by the company during the year	-	-
Amount spent during the year	32.57	15.00
Amount remaining to be spent at the end of the year	-	-
Total	**-**	**-**

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS (Contd.)

47 Details of Crypto Currency or Virtual Currency

The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year as on 31st March, 2025.

48 Utilisation of Borrowed funds and share premium

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

(i) 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)

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

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

(i) 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)

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

In terms of our report for even date attached

For **Shah & Taparia**
Chartered Accountants
FRN NO : 109463W

Bharat Ramesh Joshi
Partner
M NO.130863

Place: Mumbai
Date: 16.05.2025

For and on behalf of the Board of Directors

Nikhil Khandelwal
Managing Director
DIN: 00016387

Anju Khandelwal
Director
DIN: 00474604

Divyesh Badiyani
Company Secretary

Anil Bhagchandani
Chief Financial Officer

Place: Mumbai
Date: 16.05.2025

INDEPENDENT AUDITOR'S REPORT

To The Members of
SYSTEMATIX CORPORATE SERVICES LIMITED

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the consolidated financial statements of SYSTEMATIX CORPORATE SERVICES LIMITED ("the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") and its joint venture, which comprise the Consolidated Balance Sheet as at March 31, 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 ended on that date, and notes to the consolidated financial statements, including a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of reports of the other auditors on separate audited financial statements and on the other financial information of the subsidiaries and joint venture, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 (the "Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including Indian Accounting Standards ("Ind AS") specified under section 133 of the Act read with the Companies (Indian Accounting Standards)

Rules, 2015, as amended, ('Ind AS') of the consolidated state of affairs of the Group and its joint venture as at March 31, 2025, and their consolidated profit (including other comprehensive income), consolidated cash flows and the consolidated changes in equity 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. 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 and its joint venture 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 there under, 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. We have determined the matters described below to be the key audit matters to be communicated in our report.

SR NO	KEY AUDIT MATTERS	AUDITOR'S RESPONSE
1	**Revenue from Operations** Revenue from operations mainly comprises of revenue from investment banking services which includes lead manager's fees, underwriting commission, fees for mergers, acquisitions and advisory assignments; and arranger's fees for mobilizing debt funds. Revenue is recognized when the services for the transaction are determined to be completed or when specific obligations are determined to be fulfilled as per the terms of the engagement.	**Principal Audit Procedures** Our key audit procedures include and were not limited to the following: – Obtained process understanding and tested the design and implementation of the controls established by the Company for revenue recognition. – For selected samples, evaluated fulfilment of the performance obligations as per the terms of engagement with customers by checking the underlying documents.

SR NO	KEY AUDIT MATTERS	AUDITOR'S RESPONSE
	The variety and number of obligations within the contracts can make it complex and requires significant judgement of management to determine completion of the performance condition joint ventured with the revenue. Due to this complexity and significant level of judgement involved, we have identified Revenue from operations a Key Audit Matter in respect of consolidated financial statements.	– Obtained corroboration from the business teams on the open mandates and checked the reconciliation prepared by the Company between the open mandates and the revenue recognized in the books of accounts.
2	**Expected Credit Loss on Trade Receivables** The Group has significant trade receivables in its consolidated financial statements. In accordance with Ind AS 109 – Financial Instruments, the Group recognises impairment loss on trade receivables using the Expected Credit Loss (ECL) model. The Group determines ECL based on the ageing of receivables and whether such receivables are secured or unsecured. Management applies fixed provision rates to each ageing bucket, based on their internal matrix. This methodology requires management judgement in assessing the credit risk profile of customers, classification between secured and unsecured, and ensuring the accuracy of ageing analysis. Given the materiality of trade receivables and the level of judgement involved, this has been considered as a key audit matter. (Refer Note 5 to the consolidated financial statements)	**Principal Audit Procedures** Our key audit procedures include and were not limited to the following: - Understood and evaluated the appropriateness of the Group's ECL policy in line with Ind AS 109. - Tested the design, implementation and operating effectiveness of key internal controls over credit risk assessment, receivables management, and ECL computation. - Verified the ageing of receivables on a sample basis to underlying documents such as invoices and payment receipts. - Assessed the basis for classifying receivables as secured or unsecured, including verification of security documents where applicable. - Recomputed the ECL provision by applying the Group's stated provision rates to the tested ageing data and compared with management's computation. - Performed analytical procedures to identify unusual movements in provisions compared to prior periods. - Evaluated the adequacy of disclosures in the consolidated financial statements in accordance with Ind AS 107.

Other Information

The Holding Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual Report, but does not include the Consolidated Financial Statements, Standalone Financial Statements and our auditor's report thereon. The Annual Report is expected to be made available to us after the date of this auditor's report.

Our opinion on the 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, compare with the financial statements /financial information of the joint venture audited by the other auditor, to the extent it relates to the entity and, in doing so, place reliance on the work of the other auditor and consider whether the other information is materially inconsistent with the Consolidated Financial Statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. Other information so far as it relates to the joint venture, is traced from their financial statements /financial information audited by the other auditor.

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

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

The Holding Company's management and the Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance, consolidated total comprehensive income, consolidated changes in equity and consolidated cash flows of the Group including its joint venture in accordance with the Ind AS and other accounting principles generally accepted in India. The respective Management and the Board of Directors of the companies included in the Group are responsible for maintenance of the adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company as aforesaid.

In preparing the consolidated financial statements, the respective Management and the Board of Directors of the companies included in the Group and of its joint venture are responsible for assessing the ability of the Group and its joint venture to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group and of joint venture is also responsible for overseeing the financial reporting process of the Group and the joint venture.

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

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

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

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

- 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)(i) of the Act, we are also responsible for expressing our opinion on whether the Company and its subsidiary companies 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 management and Board of Directors.

- Conclude on the appropriateness of management's and Board of Director's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group and its joint venture to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group and its joint venture to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group and its joint venture 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, 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 financial statements.

We communicate with those charged with governance of the Holding Company and such other entities 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 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

We have audited the financial results and other financial information in respect of 5 subsidiaries considered in the preparation of the Statement in respect of subsidiaries whose financial result reflect total assets of Rs. 25,381.29 lakhs as at 31st March, 2025; total revenue of Rs. 10,138.47 lakhs for the year ended 31st March, 2025; and total net profit after tax of Rs. 2,342.08 lakhs for the year ended 31st March, 2025.

The statement includes share of net loss of Rs. 1.25 Lacs in respect of one joint venture whose financial results and other financial information have been considered in the preparation of the statement. The financial results and other financial information have been certified by the management and have not been reviewed by us or any other auditors. In the opinion of the management the interim financial result and other financial result of this joint venture and is not material to the group.

Our opinion on the Statement is not modified in respect of matters referred to in above paragraph.

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 Section 143 (11) 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 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), 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 Ind AS specified under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ('Ind AS').

e) On the basis of the written representations received from the directors of the Holding Company as on March 31, 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 March 31, 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 and the operating effectiveness of such controls; refer to our separate Report in **"Annexure B".**

3. 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 consolidated financial statements disclose impact of pending litigations on the consolidated financial position of the Group – Refer Note No 33 to the consolidated financial statements.

(ii) Based on the information and explanations provided to us, the Group does not have any long-term contracts, including derivative contracts for which there were any material foreseeable losses during the year ended 31st March, 2025.

(iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the holding company and its subsidiaries incorporated in India during the year ended 31st March, 2025.

(iv) (a) The respective Managements of the Company and its subsidiaries which are companies incorporated in India, whose financial statements have been audited under the Act, have represented to us that, to the best of their knowledge and belief, 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 or any of such 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 Company or any of such subsidiaries ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(b) The respective Managements of the Company and its subsidiaries which are companies incorporated in India, whose financial statements have been audited under the Act, have represented to us that, to the best of their knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company or any of such subsidiaries from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company or any of such 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 performed by us on the Company and its subsidiaries which are companies incorporated in India 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) The final dividend proposed in the previous year, declared and paid by the Holding Company during the year is in accordance with Section 123 of the Act, as applicable.

(vi) Based on our examination which included test checks, the company has used accounting software for maintaining its books of accounts which had 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 instances of audit trail feature being tampered with and the company has preserved the audit trail as per the statutory requirements for record retention.

4. With respect to the matter to be included in the Auditors' report under Section 197(16) of the Act; in our opinion and according to the information and explanation given to us, the remuneration paid during the current year by the Holding Company is in accordance with the provisions of Section 197 of the Act.

For SHAH & TAPARIA
Chartered Accountants
(Firm Regn No 109463W)

Bharat Joshi
Partner
M. No. 130863
UDIN: 25130863BMIQGU8408

Place: Mumbai
Date: 16.05.2025

Annexure A to the Independent Auditor's report on the Consolidated Financial Statements of SYSTEMATIX CORPORATE SERVICES LIMITED for the year ended 31 March 2025

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

(xxi) 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 Company and its subsidiaries included in the consolidated financial statements of the Company, to which reporting under CARO is applicable, we report that there are no qualifications or adverse remarks in these CARO reports.

For SHAH & TAPARIA
Chartered Accountants
(Firm Regn No 109463W)

Bharat Joshi
Partner
M. No. : 130863
UDIN: 25130863BMIQGU8408

Place: Mumbai
Date: 16.05.2025

Annexure "B" to the Independent Auditor's Report

(Referred to in paragraph 2 (f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of SYSTEMATIX CORPORATE SERVICES LIMITED of even date)

Report on the Internal Financial Controls Over Financial Reporting 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 Company as of and for the year ended March 31, 2025, we have audited the internal financial controls over financial reporting of SYSTEMATIX CORPORATE SERVICES LIMITED (hereinafter referred to as "Company") and its subsidiary companies and its joint venture, which are companies incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

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

Auditor's Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Holding Company and its subsidiary companies, which are companies incorporated in India, and its joint venture based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India 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 judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting with reference to the Consolidated Financial Statements.

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 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 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, the Holding Company and its subsidiary companies, which are companies incorporated in India, and its joint venture 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 March 31, 2025, based on the internal control over financial reporting criteria established by the respective companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For SHAH & TAPARIA
Chartered Accountants
(Firm Regn No 109463W)

Bharat Joshi
Partner
M. No. : 130863
UDIN: 25130863BMIQGU8408

Place: Mumbai
Date: 16.05.2025

CONSOLIDATED BALANCE SHEET AS AT 31 MARCH 2025

(₹ in Lakhs)

Particulars	Note No.	As at 31 March 2025	As at 31 March 2024
ASSETS			
I. Financial assets			
Cash and cash equivalents	3	4,274.63	6,244.59
Bank balances other than above	4	22,111.01	11,262.69
Receivables			
(i) Trade receivables	5	3,499.97	1,471.36
(ii) Other receivables		-	-
Loans	6	1,355.32	1,644.90
Investments	7	4,557.63	4,118.96
Other financial assets	8	4,841.28	4,014.84
		40,639.86	**28,757.34**
II. Non-financial assets			
Deferred tax assets (net)	9	172.04	-
Property, plant and equipment	10	1,197.01	1,221.58
Intangible assets	11	432.01	448.08
Other non-financial assets	12	392.15	379.15
		2,193.22	**2,048.82**
Total Assets		**42,833.07**	**30,806.15**
LIABILITIES AND EQUITY			
I. LIABILITIES			
I. Financial Liabilities			
Payable	13		
(i) Trade payable			
- Total outstanding dues of micro enterprises and small enterprises		53.10	97.98
- Total outstanding Creditors dues of creditors other than micro enterprises and small enterprises		8,759.92	10,830.52
(ii) Other payable		-	-
- Total outstanding dues of micro enterprises and small enterprises		-	-
- Total outstanding Creditors dues of creditors other than micro enterprises and small enterprises		1.80	6.36
Borrowings (other than debt securities)	14	1,035.37	1,153.84
Subordinated Liabilities	15	990.04	902.50
Other financial liabilities	16	1,240.06	1,356.03
		12,080.29	**14,347.23**
II. Non-financial Liabilities			
Current tax liabilities (net)	17	393.66	24.90
Provisions	18	89.24	94.19
Deferred tax liabilities (net)	9	-	339.49
Other non-financial liabilities	19	285.76	768.91
		768.67	**1,227.48**
II. EQUITY			
Equity Share Capital	20	1,372.50	1,305.14
Other equity	21	28,611.61	13,926.30
		29,984.11	**15,231.44**
Total Liabilities and Equity		**42,833.07**	**30,806.15**
The above balance sheet should be read in conjunction with the accompanying notes 1 to 52			

In terms of our report for even date attached

For **Shah & Taparia**
Chartered Accountants
FRN NO : 109463W

Bharat Ramesh Joshi
Partner
M NO.130863

Place: Mumbai
Date: 16.05.2025

For and on behalf of the Board of Directors

Nikhil Khandelwal
Managing Director
DIN: 00016387

Anju Khandelwal
Director
DIN: 00474604

Divyesh Badiyani
Company Secretary

Anil Bhagchandani
Chief Financial Officer

Place: Mumbai
Date: 16.05.2025

CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH 2025

(₹ in Lakhs)

Particulars	Note No.	Year ended 31 March 2025	Year ended 31 March 2024
Income			
Revenue from operations			
Interest income	22	1,431.04	1,271.71
Service income	23	12,507.49	10,825.72
Net gain on fair value changes	24	-	1,611.45
Reversal of Impairment on financial instruments	27	0.16	256.55
Total revenue from operation		**13,938.70**	**13,965.42**
Other income	25	2,948.09	888.31
Total Income		**16,886.79**	**14,853.73**
Expenses			
Finance costs	26	417.28	309.00
Net loss on fair value changes	24	1,657.93	-
Share of loss from Joint Venture LLP(SVP)	7	1.25	0.20
Employee benefits expenses	28	4,806.41	4,371.48
Depreciation, amortization and impairment	29	317.94	192.49
Other expenses	30	3,976.82	3,207.89
Total Expenses		**11,177.64**	**8,081.05**
Profit/(loss) before tax		**5,709.15**	**6,772.69**
Tax expenses	31		
Current tax		1,601.16	1,045.05
Deferred tax		(509.60)	373.77
Earlier Tax		41.46	19.24
Total tax expenses		**1,133.02**	**1,438.06**
Profit/(Loss) after tax		**4,576.13**	**5,334.63**
Other comprehensive income			
i. Items that will not be reclassified to profit or loss			
Remeasurement of defined benefit liability/asset		(7.51)	(18.00)
Tax on remeasurement of defined benefit -Actuarial gain or loss		(1.93)	(4.65)
		(5.59)	(13.36)
ii. Items that will be reclassified to profit or loss			
Remeasurement of defined benefit liability/asset		-	-
Tax on remeasurement of defined benefit -Actuarial gain or loss		-	-
Other comprehensive income		**(5.59)**	**(13.36)**
Total comprehensive income for the year		**4,570.54**	**5,321.27**
Earning per Equity Shares of ₹ 1 each (annualised)			
- Basic and Diluted	32	3.46	4.11

The above statement of profit and loss should be read in conjunction with the accompanying notes 1 to 52

In terms of our report for even date attached

For **Shah & Taparia**
Chartered Accountants
FRN NO : 109463W

Bharat Ramesh Joshi
Partner
M NO.130863

Place: Mumbai
Date: 16.05.2025

For and on behalf of the Board of Directors

Nikhil Khandelwal
Managing Director
DIN: 00016387

Anju Khandelwal
Director
DIN: 00474604

Divyesh Badiyani
Company Secretary

Anil Bhagchandani
Chief Financial Officer

Place: Mumbai
Date: 16.05.2025

CONSOLIDATED CASH FLOW FOR THE YEAR ENDED 31ST MARCH 2025

(₹ in Lakhs)

	Particulars	Year ended 31st March 2025	Year ended 31st March 2024
A.	**CASH FLOW FROM OPERATING ACTIVITIES**		
	Profit/(Loss) Before tax	5,709.15	6,772.70
	Adjustments for : -		
	1 Depreciation on Property, Plant and Equipment	317.94	192.49
	2 Interest/Dividend Received	(331.05)	(721.19)
	3 Profit /Loss on Sale of Assets/MF/Shares	(2,852.37)	(875.29)
	4 Interest on lease liability	63.89	29.02
	5 Net fair value changes	1,657.93	(1,611.45)
	6 Interest as per effective interest rate	(6.55)	-
	7 Interest Paid	265.85	200.18
	8 Interest on Subordinated Liability	87.54	79.80
	9 Impairment on financial instruments	-	(256.55)
	Operating profit before working capital changes	**4,912.34**	**3,809.71**
	Adjustments for : -		
	1 Adjustments for decrease (increase) in Trade receivables	(2,022.07)	(279.79)
	2 Adjustments for decrease (increase) in Other financial assets	(826.44)	(143.63)
	3 Adjustments for decrease (increase) in Other non-financial assets	(13.00)	(182.88)
	4 Adjustments for (decrease)/ increase in Trade payable	(2,183.93)	5,337.86
	5 Adjustments for (decrease)/ increase in Other financial liabilities	(115.98)	1,024.21
	6 Adjustments for (decrease)/ increase in Provision	(4.95)	5.02
	7 Adjustments for (decrease)/ increase in Other non-financial liabilities	(483.14)	645.64
	Cash Generated from operation	**(737.17)**	**10,216.13**
	Less: income tax paid	1,275.78	1,433.41
	Cash Flow Before extraordinary items	**(2,012.95)**	**8,782.71**
	Extraordinary Items	-	-
	Net cash from/ (used) in operating activities	**(2,012.95)**	**8,782.71**
B.	**CASH FLOW FROM INVESTING ACTIVITIES**		
	1 Purchase of Fixed Assets	(277.31)	(1,258.40)
	2 Interest Received	331.05	721.19
	3 Loan Given	(676.04)	(2,823.36)
	4 Loan repaid	965.62	4,856.06
	5 Investment	755.77	854.33
	Net cash from/ (used) in investing activities	**1,099.09**	**2,349.81**
C.	**CASH FLOW FROM FINANCING ACTIVITIES**		
	1 Repayment /Proceeds from Long and Short Term Borrowings	(118.46)	(119.57)
	2 Interest Paid	(265.85)	(200.18)
	3 Dividend paid	(129.80)	-
	4 Issue of equity share	10,306.36	-
	Net Cash from financing activities	**9,792.24**	**(319.75)**
	Net increase in Cash and Cash equivalents (A+B+C)	**8,878.38**	**10,812.77**
	Cash and Cash equivalents as (Opening Balance)	17,507.28	6,694.52

CONSOLIDATED CASH FLOW FOR THE YEAR ENDED 31ST MARCH 2025

(₹ in Lakhs)

Particulars		Year ended 31st March 2025	Year ended 31st March 2024
	Cash and Cash equivalents as (Closing Balance)		
	Cash in hand	7.08	3.21
	Balances with banks - In current accounts	4,267.55	6,241.38
	Fixed deposit	22102.34	11,245.29
	Bank Balance - Earmarked balances with Bank (Unpaid Dividend)	8.67	17.40
	Total	**26,385.65**	**17,507.28**

1. **The above statement of cash flow has been prepared under the indirect method as set out in Ind AS-7 'Statement of Cash Flow'**

   See accompanying notes to the financial statement from notes 1 to 52

In terms of our report for even date attached

For **Shah & Taparia**
Chartered Accountants
FRN NO : 109463W

Bharat Ramesh Joshi
Partner
M NO.130863

Place: Mumbai
Date: 16.05.2025

For and on behalf of the Board of Directors

Nikhil Khandelwal
Managing Director
DIN: 00016387

Anju Khandelwal
Director
DIN: 00474604

Divyesh Badiyani
Company Secretary

Anil Bhagchandani
Chief Financial Officer

Place: Mumbai
Date: 16.05.2025

STATEMENT OF CHANGE IN EQUITY FOR THE YEAR ENDED 31 MARCH 2025

(A) Share capital

(₹ in Lakhs)

Particulars	No.of shares	Equity share capital
As at 1st April 2023	**1,29,80,258**	**1,298.03**
Changes in equity share capital	-	-
As at 31st March 2024	**1,29,80,258**	**1,298.03**
Split/subdivision	11,68,22,322	-
Issued during the year	67,35,430	67.35
As at 31st March 2025	**13,65,38,010**	**1,365.38**

(B) Other equity

1. Reserve and Surplus

(₹ in Lakhs)

Particulars	Capital reserve	Securities premium	General reserve	Reserve fund	Retained earnings	Total
As at 1st April 2023	228.64	1,865.02	348.19	359.19	5,803.99	**8,605.02**
Changes in equity during the year						
Transfer from Retained earnings	-	-	-	220.47	(220.47)	-
Profit/ (Loss) for the year	-	-	-	-	5,334.63	**5,334.63**
Remeasurement of the net defined benefit liability/ asset (net of tax effect)	-	-	-	-	(13.36)	**(13.36)**
As at 31st March 2024	**228.64**	**1,865.02**	**348.19**	**579.66**	**10,904.79**	**13,926.30**
As at 1st April 2024	**228.64**	**1,865.02**	**348.19**	**579.66**	**10,904.79**	**13,926.30**
Changes in equity during the year						
Transfer from Retained earnings	-	-	-	169.95	(169.95)	-
Issue of equity shares at premium	-	**10,244.59**	-	-	-	10,244.59
Profit/ (Loss) for the year	-	-	-	-	4,576.13	4,576.13
Dividend distributed (Refer note 42)	-	-	-	-	(129.80)	(129.80)
Remeasurement of the net defined benefit liability/ asset (net of tax effect)	-	-	-	-	(5.59)	(5.59)
As at 31st March 2025	**228.64**	**12,109.61**	**348.19**	**749.61**	**15,175.57**	**28,611.61**

The above Statement of change in equity should be read in conjunction with the accompanying notes.

In terms of our report for even date attached

For **Shah & Taparia**
Chartered Accountants
FRN NO : 109463W

Bharat Ramesh Joshi
Partner
M NO.130863

Place: Mumbai
Date: 16.05.2025

For and on behalf of the Board of Directors

Nikhil Khandelwal
Managing Director
DIN: 00016387

Anju Khandelwal
Director
DIN: 00474604

Divyesh Badiyani
Company Secretary

Anil Bhagchandani
Chief Financial Officer

Place: Mumbai
Date: 16.05.2025

NOTES TO AND FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS (contd...)

1) Corporate Background

Systematix Corporate Services Limited ('the Company') is a Public Limited Company incorporated and domiciled in India and has its registered office in India 206-207, Bansi Trade Centre 581/5 M.G Road, Indore, Madhya Pradesh, India, 452001.The Company has its primary listings on the BSE in India. The Company is registered as category I Merchant banker with Security Exchange Board of India (SEBI) and primarily engaged in Merchant Banking Activities. Further details regarding business segments are provided in Note no: 38 of Consolidated Financial Statements.

These financial statements were authorised for issue by the board of directors on 16th May 2025.

2) Significant accounting policies

This note provides a list of the significant accounting policies adopted in the preparation of these financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated.

Basis of preparation and presentation

A) Statement of compliance

These financial statements comply in all material aspects with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the Act) read with Companies (Indian Accounting Standards) Rules, 2015 and other relevant provisions of the Act, as amended.

B) Basis of measurement

The financial statements have been prepared on a historical cost convention and on an accrual basis, except for the following material items that have been measured at fair value as required by relevant Ind AS:

1. Certain financial assets and liabilities measured at fair value (refer accounting policy on financial instruments);
2. Defined benefit and other long-term employee benefits.
3. Share based payment transactions (If any) and
4. Derivative Financial Instruments (If any).

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 Rs (INR), the functional currency of the Company. All amounts disclosed in the financial statements and notes have been rounded off to the nearest lakhs as per the requirement of Schedule III, unless otherwise stated.

C) Use of estimates and judgment

The preparation of financial statements in conformity with Ind AS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses and the disclosures of contingent assets and liabilities at the date of the financial statements. The application of accounting policies that require critical accounting estimates involving complex and subjective judgments and the use of assumptions in these financial statements have been disclosed under **"Summary of significant accounting policies"**. Accounting estimates could change from period to period. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on a periodic basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected. In particular, information about significant areas of estimation, uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the financial statements is included in the following notes:

Summary of significant accounting policies

(i) Functional and presentation currency Items included in the financial statements of the Company are measured using the currency of the primary economic environment in which these entities operate (i.e.

the "functional currency"). The financial statements are presented in Indian Rupee, the national currency of India, which is the functional currency of the Company.

(ii) Foreign currency transactions and balances are translated into the functional currency of the company, using the exchange rates prevailing at the dates of the respective transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at the exchange rates prevailing at reporting date of monetary assets and liabilities denominated in foreign currencies, are recognized in the statement of profit and loss and reported within foreign exchange gains/ (losses). Non-monetary assets and liabilities denominated in a foreign currency and measured at historical cost are translated at the exchange rate prevalent at the date of transaction.

(iii) Translation gains or losses realized upon settlement of foreign currency transactions are included in determining net profit for the period in which the transaction is settled. Revenue, expense and cash-flow items denominated in foreign currencies are translated into the relevant functional currencies using the exchange rate in effect on the date of the transaction.

(iv) Investment in subsidiaries: Investment in subsidiaries is measured at cost.

(v) Financial instruments

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

Financial assets and liabilities are recognized when the Company becomes a party to the contractual provisions of the instrument.

Financial Assets:

Classification

The Company classifies its financial assets in the following measurement categories:

Those to be measured subsequently at fair value (either through other comprehensive income, or through the Statement of Profit or Loss), and

Those measured at amortized cost.

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses will either be recorded in profit or loss or other comprehensive income. For investments in equity instruments that are not held for trading, this will depend on whether the group has made an irrevocable election at the time of initial recognition to account for the equity investments at FVOCI.

Initial recognition and measurement

At initial recognition, the Company measures a financial asset or financial liability at its fair value plus or minus, in the case of a financial asset or financial liability not at fair value through profit or loss, transaction costs that are incremental and directly attributable to the acquisition or issue of the financial asset or financial liability, such as fees and commissions. Transaction costs of financial assets and financial liabilities carried at fair value through profit or loss are expensed in Statement of profit and loss. Immediately after initial recognition, an expected credit loss allowance (ECL) is recognized for financial assets measured at amortized cost.

When the fair value of financial assets and liabilities differs from the transaction price on initial recognition, the entity recognizes the difference as follows:

a) When the fair value is evidenced by a quoted price in an active market for an identical asset or liability (i.e. a Level 1 input) or based on a valuation technique that uses only data from observable markets, the difference is recognized as a gain or loss.

b) In all other casses, the difference is deferred and the timing of recognition of deferred day one profit or loss is determined individually. It is either amortized over the life of the instrument, deferred until the instrument's fair value can be determined using market observable inputs, or realized through settlement.

When the Company revises the estimates of future cash flows, the carrying amount of the respective financial assets or financial liability is adjusted to reflect the new estimate discounted using the original effective interest rate. Any changes are recognized in Statement of profit and loss.

Subsequent measurement

After initial recognition, financial assets are measured at:

fair value (either through other comprehensive income or through profit or loss), or amortized cost

Debt instruments

Debt instruments are subsequently measured at amortized cost, fair value through other comprehensive income ('FVOCI') or fair value through profit or loss ('FVTPL') till de-recognition 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.

The company classifies its debt instruments into three measurement categories:

Amortized Cost: Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortized cost. A gain or loss on a debt investment that is subsequently measured at amortized cost is recognized in the Statement of Profit and Loss when the asset is derecognized or impaired. Interest income from these financial assets is included in other income using the effective interest rate method.

Fair Value through Other Comprehensive Income (FVOCI): Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at FVOCI. Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses, which are recognized in the Statement of Profit and Loss. When the financial asset is derecognized, the cumulative gain or loss previously recognized in OCI is reclassified from equity to profit or loss and recognized in other gains/ (losses). Interest income from these financial assets is included in other income using the effective interest rate method.

Fair Value through Profit or Loss (FVTPL): Assets that do not meet the criteria for amortized cost or FVOCI are measured at FVTPL. A gain or loss on a debt investment that is subsequently measured at fair value through profit or loss is recognized in profit or loss in the period in which it arises. Interest income from these financial assets is recognized in the Statement of profit and loss.

Impairment of Financial Assets

In accordance with Ind AS 109, the Company applies expected credit loss model (ECL) for measurement and recognition of impairment loss. The Company recognises lifetime expected losses for all contract assets and / or all trade receivables that do not constitute a financing transaction.

At each reporting date, the Company assesses whether the loans have been impaired. The Company is exposed to credit risk when the customer defaults on his contractual obligations. For the computation of ECL, the loan receivables are classified into three stages based on the default and the ageing of the outstanding. If the amount of an impairment loss decreases in a subsequent period, and the decrease can be related objectively to an event occurring after the impairment was recognised, the excess is written back by reducing the loan impairment allowance account accordingly. The write-back is recognised in the statement of profit and loss.

The Company recognises life time expected credit loss for trade receivables and has adopted the simplified method of computation as per Ind AS 109. The Company considers outstanding overdue for more than 90 days for calculation of expected credit loss. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

Derecognition of Financial Assets

A financial asset is derecognized only when:

- The Company has transferred the rights to receive cash flows from the financial asset or
- Retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the entity has transferred an asset, the Company evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognized. Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognized.

Where the entity has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognized if the Company has not retained control of the financial asset. Where the Company retains control of the financial asset, the asset is continued to be recognized to the extent of continuing involvement in the financial asset.

Financial Liabilities:

Initial recognition and measurement

Financial liabilities are initially measured at its fair value plus or minus, in the case of a financial liability not at fair value through profit or loss, transaction costs that are directly attributable to the issue/ origination of the financial liability.

Subsequent Measurement

Financial liabilities are classified as measured at amortized cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held for trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognized in statement of profit and loss. Other financial liabilities are subsequently measured at amortized cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognized in statement of profit and loss. Any gain or loss on derecognition is also recognized in statement of profit and loss.

Derecognition

A financial liability is derecognized when the obligation specified in the contract is discharged, cancelled or expires.

Equity instruments

The Company has accounted for its investments in Subsidiary at cost wherever applicable.

Equity Instruments are instruments that meet the definition of equity from the issuer's perspective, that is, instruments that does not contain contractual obligation to pay and that evidence a residual interest in the issuer's net assets.

The Company measures all equity investments at initial recognition and subsequently at fair value. Where the Company management has elected to present fair value gains and losses on equity investments in other comprehensive income, there is no subsequent reclassification of fair value gains and losses to profit or loss following the derecognition of the investment. Dividends from such investments are recognised in profit or loss as other income when the Company right to receive payments is established.

Changes in the fair value of financial assets at fair value through profit or loss are recognised in other gain/ (losses) in the statement of profit and loss. Impairment losses (and reversal of impairment losses) on equity investments measured at FVOCI are not reported separately from other changes in fair value.

NOTES TO AND FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS (contd...)

(vi) **Property, plant and equipment:**

a) **Recognition and measurement:** All items of property, plant and equipment are stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items. Cost may also include transfers from equity of any gains or losses on qualifying cash flow hedges of foreign currency purchases of property, plant and equipment.

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 company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

b) **Depreciation method, estimated useful life and residual value:** The Company depreciates property, plant and equipment over the estimated useful life on a straight-line basis from the date the assets are ready for intended use. Depreciable amount for assets is the cost of an asset less its estimated residual value.

Depreciation on property plant and equipment has been provided on the straight line method allocated to its cost, net of residual value, over their estimated useful lives as follows:

Type of Asset	Estimated useful life
Computer (included in Plant & Equipment) End user services Servers and network	3 years
Vehicles	8 years
Office Equipments	5 years
Furniture and fixtures	10 years
Plant and equipment's	15 years

Depreciation methods, useful lives and residual values are reviewed at each reporting date. There was no change in the useful life of property, plant and equipment as compared to previous year. When parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment. The cost and related accumulated depreciation are eliminated from the financial statements upon sale or disposition of the asset and the resultant gains or losses are recognized in the statement of profit and loss. Amounts paid towards the acquisition of property, plant and equipment outstanding as of each reporting date and the cost of property, plant and equipment not ready for intended use before such date are disclosed under capital work- in-progress (if any).

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

c) **Impairment:** Property, plant and equipment are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

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 depreciation) had no impairment loss been recognized for the asset in prior years.

NOTES TO AND FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS (contd...)

(xi) Intangible assets

Intangible assets are stated at cost less accumulated amortization and impairment. Intangible assets are amortized over their respective estimated useful lives on a straight-line basis, from the date that they are available for use. The estimated useful life of an identifiable intangible asset is based on a number of factors including the effects of obsolescence, demand, competition and other economic factors (such as the stability of the industry and known technological advances) and the level of maintenance expenditures required to obtain the expected future cash flows from the asset.

Goodwill on account of consolidation

Goodwill arising on consolidation represents the excess of the aggregate of the consideration transferred,

goodwill is recognised as an intangible asset in the Consolidated Financial Statements in accordance with the principles laid out in Ind AS 110 – Consolidated Financial Statements and is measured at cost less accumulated impairment losses, if any. Goodwill is not amortised, but is tested for impairment annually, or more frequently when there is an indication that the carrying amount may be impaired, in accordance with Ind AS 36 – Impairment of Assets.

(xii) Impairment of assets:

Intangible assets that have an indefinite useful life are not subject to amortisation and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired. Other assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use.

For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash-generating units). Non-financial assets that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

Impairment of Financial Assets

In accordance with Ind AS 109, the Company applies expected credit loss model (ECL) for measurement and recognition of impairment loss. The Company recognises life time expected losses for all contract assets and / or all trade receivables that do not constitute a financing transaction.

At each reporting date, the Company assesses whether the loans have been impaired. The Company is exposed to credit risk when the customer defaults on his contractual obligations. For the computation of ECL, the loan receivables are classified into three stages based on the default and the aging of the outstanding. If the amount of an impairment loss decreases in a subsequent period, and the decrease can be related objectively to an event occurring after the impairment was recognised, the excess is written back by reducing the loan impairment allowance account accordingly. The write-back is recognised in the statement of profit and loss.

The Company recognises life time expected credit loss for trade receivables and has adopted the simplified method of computation as per Ind AS 109. The Company consider outstanding overdue for more than 90 days for calculation of expected credit loss with periodical percentage method. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

Derecognition of Financial Assets

A financial asset is derecognized only when:

- The Company has transferred the rights to receive cash flows from the financial asset or
- Retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the entity has transferred an asset, the Company evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognized. Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognized.

Where the entity has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognized if the Company has not retained control of the financial asset. Where the Company retains control of the financial asset, the asset is continued to be recognized to the extent of continuing involvement in the financial asset.

(xiii) Trade receivable

Trade receivables are amounts due from customers for goods sold or services performed in the ordinary course of business. Trade receivables are recognised initially at the amount of consideration that is unconditional unless they contain significant financing components, when they are recognised at fair value. The Company holds the trade receivables with the objective to collect the contractual cash flows and therefore measures them subsequently at amortised cost using the effective interest method, less loss allowance.

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. They are recognized initially at their fair value and subsequently measured at amortized cost using the effective interest method.

(xiv) Cash and Cash Equivalents:

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash and cheque in hand, bank balances, deposits held at call with financial institutions i.e. demand deposits with banks, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and bank overdraft. Bank Overdraft are shown within borrowings in current liabilities in the balance sheet.

(xv) Provisions, Contingent Liabilities and Contingent Assets:

a) Provision

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

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material). When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

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

b) Contingent Liability

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

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

c) Contingent assets

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity. Contingent assets are not recognised but disclosed only when an inflow of economic benefits is probable.

(xvi) Employee benefits

i. Short term Obligation

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognized in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

ii. Post-Employment Obligation:

The company operates the following post-employment schemes.

- Defined benefit plan i.e. gratuity
- Defined Contribution plan i.e. Provident Fund

The Company participates in various employee benefit plans. Post-employment benefits are classified as either defined contribution plans or defined benefit plans. Under a defined contribution plan, the Company's only obligation is to pay a fixed amount with no obligation to pay further contributions if the fund does not hold sufficient assets to pay all employee benefits. The related actuarial and investment risks fall on the employee.

The expenditure for defined contribution plans is recognized as expense during the period when the employee provides service. Under a defined benefit plan, it is the Company's obligation to provide agreed benefits to the employees. The related actuarial and investment risks fall on the Company. The present value of the defined benefit obligations is calculated using the projected unit credit method.

Gratuity:

The Company 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, death, incapacitation or termination of employment, of an amount based on the respective employee's salary and the tenure of employment with the Company. Liabilities with regard to the Gratuity Plan are determined by actuarial valuation, performed by an independent actuary, at each Balance Sheet date using the projected unit credit method.

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

The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation. The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the statement of profit and loss.

The Company recognizes the net obligation of a defined benefit plan in its Balance Sheet as an asset or liability. Gains and losses through re-measurements of the net defined benefit liability / (asset) are recognized in other comprehensive income and are not reclassified to profit or loss in subsequent periods. The actual return of the portfolio of plan assets, in excess of the yields computed by applying the discount rate used to measure the defined benefit obligation is recognized in other comprehensive income. Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognized immediately in profit or loss as past service cost.

Provident Fund:

Eligible employees of the company receive benefits from employee's provident fund Organisation, which is a defined contribution plan. Both the eligible employee and the Company make monthly contributions to the provident fund plan equal to a specified percentage of the covered employee's salary. The remaining portion is contributed to the government-administered pension fund.

(xvii) Revenue recognition

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

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

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

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

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

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

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

The Company recognises revenue from the following sources:

Revenue from fees

Revenue from fees includes income from Merchant banking, Investment banking, advisory fees, Valuation fees, and syndication fees. It is recognised based on the stage of completion of assignments and terms of agreement with the client.

Other Fees include the following:

Portfolio Management & Performance Fees are accounted over a period of time as follows:

Performance obligations are satisfied over a period of time and portfolio management fees are recognised in accordance with the Portfolio Management Agreement entered with respective clients i.e., as per pre-decided percentage over the portfolio managed by company and over and above the threshold limit as mentioned in Portfolio Management Agreement.

Research and advisory income is accounted for on an accrual basis in accordance with the terms of the respective agreements entered into between the Company and the counter party.

Brokerage income: Revenue from contract with customer is recognized point in time when performance obligation is satisfied. Income from broking activities is accounted for on the trade date of transactions in accordance with the terms of contract and is exclusive of goods and service tax and securities transaction tax (STT) wherever applicable.

Interest income

Interest income is typically recognized as it is earned over time, rather than when cash is received i.e on time proportionate basis. Generally, interest income is recognized on an accrual basis as it is earned, but there are exceptions, such as with NPAs where recognition might be delayed until actual receipt of the interest. The effective interest method is commonly used to calculate interest income, especially for interest-bearing instruments. The effective interest rate is 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.

Dividend income

Dividend income is recognized in the Statement of profit and loss on the date that the Company's right to receive payment is established, it is probable that the economic benefits associated with the dividend will flow to the entity and the amount of dividend can be reliably measured. This is generally when the shareholders approve the dividend.

(xviii) Taxes on income

Income-tax expense comprises current tax (amount of tax for the period determined in accordance with The Income Tax law) and deferred tax charge or credit (reflecting the tax effects of temporary differences between tax bases of assets and liabilities and their carrying amounts in the financial statements). Taxes are recognized in the Statement of Profit and Loss except to the extent it relates to items directly recognized in equity or in the Other Comprehensive Income.

Current tax

Current tax is measured at the amount expected to be paid in respect of taxable income for the year in accordance with the Income Tax Act, 1961. Current tax comprises the tax payable on the taxable income or loss for the year and any adjustment to the tax payable in respect of previous years. It is measured using tax rates enacted or substantively enacted at the reporting date.

Current tax assets and liabilities are offset only if, the Company:

a) Has a legally enforceable right to set off the recognized amounts; and

b) Intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Deferred Tax

Deferred tax is recognised in respect of 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 income.

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Company expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities. It is measured using tax rates enacted or substantively enacted at the reporting date.

Deferred tax liabilities are recognised for all taxable temporary differences. Deferred tax assets are recognized to the extent that it is probable that future taxable income will be available against which the deductible temporary differences can be utilized.

Deferred tax assets are reviewed at each reporting date and based on management's judgement, are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

Unrecognised deferred tax assets are reassessed at each reporting date and recognised to the extent that it has become probable that future taxable profits will be available against which they can be used.

Deferred tax assets and liabilities are offset only if the Company:

a) Has a legally enforceable right to set off current tax assets against current tax liabilities; and

b) The deferred tax assets and the deferred tax liabilities relate to income taxes levied by the same taxation authority.

NOTES TO AND FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS (contd...)

Current and Deferred tax for the year - OCI

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively.

(xix) Borrowing Cost

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

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

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

(xx) Earnings per share

i) Basic earnings per share

Basic earnings per share is calculated by dividing:

- The profit attributable to owners of the Company
- By the weighted average number of equity shares outstanding during the financial year.

ii) Diluted earnings per share

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

- The after income tax effect of interest and other financing costs associated with dilutive potential equity shares, and

- the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date. Dilutive potential equity shares are determined independently for each period presented. The number of equity shares and potentially dilutive equity shares are adjusted for bonus shares, as appropriate.

(xxi) Foreign Currency Transactions:

a) Initial Recognition

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

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

Foreign currency monetary items of the Company are restated at the closing exchange rates. Non-monetary items that are measured in terms of historical cost in a foreign currency are recorded using the exchange rates at the date of the transaction. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was measured. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognised in OCI or Statement of Profit and Loss are also recognised in OCI or Statement of Profit and Loss, respectively). Exchange differences arising out of these transactions are charged to the Statement of Profit and Loss.

NOTES TO AND FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS (contd...)

(xxii) Leases

As a lessee

The Company's lease asset classes primarily consist of leases for land and buildings. The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

The Company, as a lessee, recognises a right of-use asset and a lease liability for its leasing arrangements, if the contract conveys the right to control the use of an identified asset.

To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether:

i. The contract involves the use of an identified asset

ii. The Company has substantially all of the economic benefits from use of the asset through the period of the lease and

iii. The Company has the right to direct the use of the asset.

At the date of commencement of the lease, the Company recognizes a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases), cancellable leases with not more than minimum penalty and low value leases. For these short-term leases, cancellable leases with not more than minimum penalty and low value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease. Certain lease arrangements includes the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised.

The right-of-use assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives.

They are subsequently measured at cost less accumulated depreciation and impairment losses, if any and adjusted for any re-measurement of the lease liability.

Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. Right of use assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country. Lease liabilities are re-measured with a corresponding adjustment to the related right of use asset if the Company changes its assessment if whether it will exercise an extension or a termination option. Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

As a lessor

Leases for which the Company is a lessor is classified as a finance or operating lease. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases. For operating leases, rental income is recognized on a straight line basis over the term of the relevant lease. When the Company is an intermediate lessor, it accounts for its interests in the head lease and the sublease separately. The sublease is classified as a finance or operating lease by reference to the right of-use asset

NOTES TO AND FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS (contd...)

arising from the head lease. For operating leases, rental income is recognized on a straight line basis over the term of the relevant lease.

(xxiii) 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 profit or loss over the period of the borrowings using the effective interest 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.

Preference shares, which are mandatorily redeemable on a specific date, are classified as liabilities. The dividends on these preference shares are recognised in profit or loss as finance cost.

The fair value of the liability portion of an optionally convertible bonds is determined using a market interest rate for an equivalent non-convertible bonds. This amount is recorded as a liability on an amortised cost basis until extinguished on conversion or redemption of the bonds. The remainder of the proceeds is attributable to the equity portion of the compound instrument. This is recognised and included in shareholders' equity, net of income tax effects, and not subsequently re-measured.

Borrowings are removed from the balance sheet when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss as other gains/(losses).

Where there is a breach of a material provision of a long-term loan arrangement on or before the end of the reporting period with the effect that the liability becomes payable on demand on the reporting date, the entity does not classify the liability as current, if the lender agreed, after the reporting period and before the approval of the financial statements for issue, not to demand payment as a consequence of the breach.

(xxiv) Offsetting financial instruments

Financial assets and liabilities are offset and the net amount is reported in the balance sheet where there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realize the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Company or the counterparty.

(xxv) Cash flow statement

Cash flows are reported using the indirect method, as per IND AS: 7 "Statement of Cash Flows" whereby profit before tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments.

The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

(xxvi) Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker (CODM). The chief operating decision-maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Director which makes strategic decisions.

(xxvii) Rounding of amounts

All amounts disclosed in the financial statements and notes have been rounded off to the nearest lakh as per the requirement of Schedule III, unless otherwise stated.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS (contd...)

3 Cash and cash equivalents

(₹ in Lakhs)

Particulars	As at 31 March 2025	As at 31 March 2024
Cash in hand	7.08	3.21
Balances with banks		
- In current accounts	4,267.55	6,241.38
Total	**4,274.63**	**6,244.59**

4 Bank balances other than above

(₹ in Lakhs)

Particulars	As at 31 March 2025	As at 31 March 2024
Fixed deposit	22,102.34	11,245.29
Other Bank Balances	8.67	17.40
Total	**22,111.01**	**11,262.69**

FDR with bank of Rs 10,481.35 created out of funds raised through preferential allotment will not be utilized for any other object

5 Trade receivables

(₹ in Lakhs)

Particulars	As at 31 March 2025	As at 31 March 2024
Receivable considered good - unsecured		
- from related parties	-	-
- from others	3,504.54	1,476.07
Receivable - credit impaired	40.79	40.81
Less: Impairment Allowance	(45.35)	(45.52)
Total	**3,499.97**	**1,471.36**

Reconciliation of impairment allowance on trade receivable

(₹ in Lakhs)

Particulars	Amount
Impairment allowance measured as per simplified approach	
As at 1st April 2023	**(46.58)**
Add: Addition during the year	-
Less: Reduction during the year	1.06
As at 31st March 2024	**(45.52)**
Add: Addition during the year	-
Less: Reduction during the year	0.17
As at 31st March 2025	**(45.35)**

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS (contd...)

Trade receivable	0-180 days	181-360 days	1 to 2 years	2 to 3 years	More than 3 years	Total
As at 1st April 2023						
Estimated total gross carrying amount at default	934.98	0.53	1.82	0.17	61.26	998.76
ECL - Simplified approach	(1.22)		(0.92)		(44.44)	(46.58)
Net carrying amount	**933.76**	**0.53**	**0.90**	**0.17**	**16.82**	**952.18**
As at 31st March 2024						
Estimated total gross carrying amount at default	1,413.05	2.93	8.28	8.46	84.16	1,516.88
ECL - Simplified approach	(1.32)	(0.12)	(0.17)	(0.72)	(43.19)	(45.52)
Net carrying amount	**1,411.73**	**2.81**	**8.12**	**7.74**	**40.96**	**1,471.36**
As at 31st March 2025						
Estimated total gross carrying amount at default	3,435.94	10.64	3.84	6.44	88.47	3,545.33
ECL - Simplified approach	(0.46)	-	-	-	(44.90)	(45.36)
Net carrying amount	**3,435.48**	**10.64**	**3.84**	**6.44**	**43.57**	**3,499.97**

Trade receivable as on 31st March, 2025

	Outstanding for following periods from due date of payment					
Particulars	**Less than 6 months**	**6 month - 1 year**	**1-2 Years**	**2-3 years**	**More than 3 years**	**Total**
(i) Undisputed Trade receivables – considered good	3,435.48	10.64	3.84	6.44	43.57	**3,499.97**
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-
(iv) Disputed Trade Receivables– considered good	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-

Trade receivable as on 31st March, 2024

	Outstanding for following periods from due date of payment					
Particulars	**Less than 6 months**	**6 months - 1 years**	**1-2 Years**	**2-3 years**	**More than 3 years**	**Total**
(i) Undisputed Trade receivables – considered good	1,411.73	2.81	8.12	7.74	40.96	**1,471.36**
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-
(iv) Disputed Trade Receivables– considered good	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS (contd...)

6 **Loans**

(₹ in Lakhs)

Particulars	As at 31 March 2025	As at 31 March 2024
At amortised cost		
A) Loan Repayable on demand	1,355.32	1,644.90
Total gross	**1,355.32**	**1,644.90**
Less: Impairment Loss Allowance	-	-
Total	**1,355.32**	**1,644.90**
Security details		
(i) Secured against shares	-	-
(i) Unsecured	1,355.32	1,644.90
Total gross	**1,355.32**	**1,644.90**
Less: Impairment loss allowance	-	-
Total net	**1,355.32**	**1,644.90**
Geographical details		
(i) Loans in India		
- Corporates	1,355.32	1,644.90
Total gross	**1,355.32**	**1,644.90**
Less: Impairment loss allowance	-	-
Total net	**1,355.32**	**1,644.90**

7 **Investments**

(₹ in Lakhs)

Particulars	As at 31 March 2025	As at 31 March 2024
A) INVESTMENTS		
Mutual Funds (Fair value through Profit and Loss)	2.74	4.27
Equity instruments (Fair Value through profit and loss)	4,134.56	3,872.51
Other Investments		
Investment in Divisha Alternative Investments LLP*	1.00	2.24
Investment in Unlisted Equity shares	419.33	239.93
Total (A)	**4,557.63**	**4,118.96**
(i) Investments outside India	-	-
(ii) Investments in India	4,557.63	4,118.96
Total (B)	**4,557.63**	**4,118.96**
Less:		
Allowance for impairment Loss	-	-
Total	**4,557.63**	**4,118.96**

Aggregate value of Investments

(₹ in Lakhs)

Particulars	As at 31 March 2025	As at 31 March 2024
Aggregate book value of quoted investments	4,137.30	3,876.78
Aggregate market value of quoted investments	4,137.30	3,876.78
Aggregate book value of unquoted investments	420.33	242.18
Total	**4,557.63**	**4,118.96**

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS (contd...)

*** Divisha Alternative Investments LLP**

(₹ in Lakhs)

Particulars	As at 31 March 2025	As at 31 March 2024
Opening Balance		
Fixed Capital investment	5.60	5.60
Current Capital investment	(3.36)	(1.66)
	2.24	3.94
Addition/(deduction) in current capital investment	-	(1.50)
Profit/(Loss) during the year	(1.25)	(0.20)
Closing Balance		
Fixed Capital investment	5.60	5.60
Current Capital investment	(4.60)	(3.36)
Total	**1.00**	**2.24**

8 **Other financial assets**

(₹ in Lakhs)

Particulars	As at 31 March 2025	As at 31 March 2024
Accrued income	214.69	169.58
Deposits	4,592.06	3,622.10
Investment in JV with Pegasus Venture Pvt Ltd	-	200.00
Others	34.53	23.16
Total	**4,841.28**	**4,014.84**

9 **Deferred tax assets**

(₹ in Lakhs)

Particulars	As at 31 March 2025	As at 31 March 2024
Deferred tax liability on account of :		
- Others	**0.21**	**0.22**
Total Deferred tax liability	**0.21**	**0.22**
Deferred tax assets on account of :		
- Depreciation and amortization due to timing difference	(4.99)	(4.67)
- Created on Lease rent	13.06	3.21
- Additional contribution to gratuity plan assets	25.89	33.45
- Provision for Gratuity	(0.00)	0.12
- Provision for standard assets	0.86	4.12
- Provision for bad and doubtful debts	11.30	11.20
- Others	126.13	(386.70)
Total Deferred tax assets	**172.25**	**(339.27)**
Net Deferred tax assets (A)	**172.04**	**(339.49)**
Total (a+b)	**172.04**	**(339.49)**

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS (contd...)

Movement in deferred tax balances

(₹ in Lakhs)

Particulars	As at 1st April 2024	Charged/ (credited) to profit and loss	Charged/ (credited) to OCI	As at 31st March 2025
Deferred tax liability on account of :				
- Depreciation and amortization due to timing difference	0.22	(0.01)	-	0.21
Total Deferred tax liability	**0.22**	**(0.01)**	**-**	**0.21**
Deferred tax assets on account of :				
- Depreciation and amortization due to timing difference	(4.67)	(0.31)	-	(4.99)
- Created on Lease rent	3.21	9.85		13.06
- Additional contribution to gratuity plan assets	33.45	(7.56)		25.89
- Provision for Gratuity	0.12	(2.05)	1.93	(0.00)
- Provision for standard assets	4.12	(3.26)	-	0.86
- Provision for bad and doubtful debts	11.20	0.10	-	11.30
Others	(386.70)	512.83	-	126.13
Total Deferred tax assets	**(339.27)**	**509.59**	**1.93**	**172.25**
Deferred tax assets (net)	**(339.49)**	**509.60**	**1.93**	**172.04**

Movement in deferred tax balances

(₹ in Lakhs)

Particulars	As at 1st April 2023	Charged/ (credited) to profit and loss	Charged/ (credited) to OCI	As at 31st March 2024
Deferred tax liability on account of :				
- Depreciation and amortization due to timing difference	0.22	(0.00)	-	0.22
Total Deferred tax liability	**0.22**	**(0.00)**	**-**	**0.22**
Deferred tax assets on account of :				
- Depreciation and amortization due to timing difference	14.70	(19.38)	-	(4.67)
- Created on Lease rent	-	3.21	-	3.21
- Additional contribution to gratuity plan assets	20.21	8.60	4.65	33.45
- Provision for Gratuity	(0.70)	0.82	-	0.12
- Provision for standard assets	2.72	1.39	-	4.12
- Provision for bad and doubtful debts	11.24	(0.04)	-	11.20
- Expected credit loss	0.49	(0.49)	-	-
Others	(18.82)	(367.89)	-	(386.70)
Total Deferred tax assets	**29.85**	**(373.77)**	**4.65**	**(339.27)**
Deferred tax assets (net)	**29.63**	**(373.77)**	**4.65**	**(339.49)**

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS (contd...)

10 **Property, plant and equipment**

(₹ in Lakhs)

Particulars	Right to use assets - Lease building	Building	Plant and equipment	Furniture and fixtures	Vehicles	Total
Gross carrying amount						
As at 1st April, 2024	939.78	14.15	545.05	309.62	247.26	2,055.86
Additions	188.40	0.01	44.75	39.20		272.36
Adjustment	-	-	-	-	-	-
Deductions	-	-	(2.28)	-	-	(2.28)
As at 31st March 2025	**1,128.18**	**14.16**	**587.52**	**348.82**	**247.26**	**2,325.94**
Accumulated depreciation and impairment						
As at 1st April, 2024	134.64	13.27	307.67	237.34	141.36	834.28
Depreciation charged during the year	205.35	0.18	62.40	7.52	19.33	294.78
Adjustments	-	-	-	0.03	-	0.03
Disposals	-	-	(0.17)	-	-	(0.17)
As at 31st March 2025	**339.99**	**13.45**	**369.90**	**244.89**	**160.69**	**1,128.92**
Net carrying amount As at 31st March 2025	**788.20**	**0.71**	**217.61**	**103.93**	**86.56**	**1,197.01**

(₹ in Lakhs)

Particulars	Right to use assets - Lease building	Building	Plant and equipment	Furniture and fixtures	Vehicles	Total
Gross carrying amount						
As at 1st April, 2023	-	14.15	922.26	306.00	230.12	1,472.53
Additions	939.78	-	141.26	44.67	48.39	1,174.09
Adjustment	-	-	-			-
Deductions and adjustments	-	-	(518.47)	(41.05)	(31.25)	(590.77)
As at 31st March 2024	**939.78**	**14.15**	**545.05**	**309.62**	**247.26**	**2,055.86**
Accumulated depreciation and impairment						
As at 1st April, 2023	-	8.79	770.14	265.84	162.69	1,207.46
Depreciation charged during the year	134.64	2.24	25.56	4.73	20.50	187.67
Adjustments	-	2.24	3.88	5.75	(13.29)	(1.42)
Disposals	-	-	(491.91)	(38.98)	(28.54)	(559.43)
As at 31st March 2024	**134.64**	**13.27**	**307.67**	**237.34**	**141.36**	**834.28**
Net carrying amount As at 31st March 2024	**805.14**	**0.88**	**237.38**	**72.28**	**105.90**	**1,221.58**

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS (contd...)

11 **Intangible assets**

(₹ in Lakhs)

Particulars	Goodwill on Consolidation	Computer software	Membership License	Total
Gross carrying amount				
As at 1st April, 2024	309.46	299.76	20.00	629.22
Additions	-	7.09	-	7.09
Deductions and adjustments	-	-	-	-
As at 31st March 2025	**309.46**	**306.85**	**20.00**	**636.31**
Accumulated depreciation and impairment				
As at 1st April, 2024	-	163.34	17.80	181.14
Depreciation charged during the year	-	21.97	1.19	23.16
As at 31st March 2025	**-**	**185.31**	**18.99**	**204.30**
Net carrying amount As at 31st March 2025	**309.46**	**121.54**	**1.01**	**432.01**

(₹ in Lakhs)

Particulars	Goodwill on Consolidation	Computer software	Membership License	Total
Gross carrying amount				
As at 1st April, 2023	309.46	401.59	20.00	731.05
Additions	-	126.94	-	126.94
Deductions and adjustments	-	(228.77)	-	(228.77)
As at 31st March 2024	**309.46**	**299.76**	**20.00**	**629.22**
Accumulated depreciation and impairment				
As at 1st April, 2023	-	378.39	14.02	392.41
Depreciation charged during the year	-	1.03	3.77	4.80
Adjustment	-	1.22	0.01	1.23
Disposals	-	(217.30)	-	(217.30)
As at 31st March 2024	-	**163.34**	**17.80**	**181.14**
Net carrying amount As at 31st March 2024	**309.46**	**136.42**	**2.20**	**448.08**

12 **Other non-financial assets**

(₹ in Lakhs)

Particulars	As at 31 March 2025	As at 31 March 2024
Prepaid/Advance for expenses	139.40	88.39
Advance salary	1.29	1.46
Advance to Vendors	60.48	5.08
Provision for gratuity reversal	3.46	3.83
Balance with government authorities	162.51	253.34
Deferred Commission	25.01	27.04
Total	**392.15**	**379.15**

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS (contd...)

13 **Payable**

(₹ in Lakhs)

Particulars	As at 31 March 2025	As at 31 March 2024
(i) Trade payable		
total outstanding dues of micro enterprises and small enterprises	53.10	97.98
total outstanding dues of other than micro enterprises and small enterprises	8,759.92	10,830.52
	8,813.02	**10,928.50**
(ii) Other payable		
total outstanding dues of micro enterprises and small enterprises	-	-
total outstanding dues of other than micro enterprises and small enterprises	1.80	6.36
	1.80	**6.36**
Total	**8,814.82**	**10,934.86**

Disclosures requirement under section 22 of the Micro, Small Medium Enterprises Development Act, 2006

(₹ in Lakhs)

Particulars	As at 31 March 2025	As at 31 March 2024
i) Principal amount and interest due thereon remaining unpaid to each supplier at the end of each accounting year	-	-
ii) Interest paid by the Group in terms of section 16 of Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during each accounting year	-	-
iii) Interest due and payable for the year 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 Enterprises Development Act, 2006	-	-
iv) Interest accrued and remaining unpaid at the end of each accounting year	-	-
v) 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	-	-

b) **Ageing schedule as on 31st March, 2025**

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 Year	1-2 Years	2-3 years	More than 3 years	Total
(i) MSME	53.10	-	-	-	53.10
(ii) Others	8,757.25	2.93	0.75	0.79	8,761.72
iii) Disputed dues – MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS (contd...)

c) **Ageing schedule as on 31st March, 2024**

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 Year	1-2 Years	2-3 years	More than 3 years	Total
(i) MSME	97.98	-	-	-	97.98
(ii) Others	10,833.89	0.79	0.62	1.58	10,836.88
iii) Disputed dues – MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-

14 **Borrowings (other than debt securities)**

(₹ in Lakhs)

	Particulars	As at 31 March 2025	As at 31 March 2024
	Secured		
a)	Term loans		
	From Bank	1,005.04	1,116.21
b)	Vehicle loan	30.33	37.63
	Total	**1,035.37**	**1,153.84**
	Borrowings in India	1,035.37	1,153.84
	Borrowings outside India	-	-
	Total	**1,035.37**	**1,153.84**

Details of terms of repayment and security provided:
Details of borrowings

(₹ in Lakhs)

Particulars	Security	Coupon Rate	As at 31st March 2025	As at 31 March 2024
Loan from Yes Bank	Residential property owned by Goldflag Exports Private Limited	Floating interest rate @8.82% linked with 6 months Certificate of Deposit rate published by FBIL	145.84	164.45
Loan from Yes Bank	Residential property owned by Goldflag Exports Private Limited	Floating interest rate @9.37% linked with Marginal Cost of Funds Lending Rate	860.15	914.01
Loan from Yes Bank	Residential property owned by Goldflag Exports Private Limited	Floating interest rate @8.55% linked with Marginal Cost of Funds Lending Rate	-	39.09
Processing fees	-	-	(0.95)	(1.34)
Vehicle loan	-	8.79%	15.17	18.81
Vehicle loan	-	8.79%	15.17	18.81
			1,035.37	**1,153.84**

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS (contd...)

Terms of repayment

(₹ in Lakhs)

Particulars	Terms of repayment	Less than 12 months	1-5 years	More than 5 years	Total
Loan from Yes Bank	126 monthly installments starting from January 2020	21.18	118.16	6.50	145.84
Loan from Yes Bank	193 monthly installments starting from April 2018	59.91	315.00	485.23	860.15
Vehicle loan	60 monthly installments starting from September 2023	3.98	11.18	-	15.17
Vehicle loan	60 monthly installments starting from September 2023	3.98	11.18	-	15.17

15 **Subordinated Liabilities**

(₹ in Lakhs)

Particulars	As at 31 March 2025	As at 31 March 2024
At amortised cost		
Preference shares		
2,50,00,000 Non Convertible Redeemable Preference Shares Rs. 10/- each	990.04	902.50
Total	**990.04**	**902.50**

Details of subordinated liabilities

(₹ in Lakhs)

Particulars	Maturity Date	Terms of repayment	Coupon Rate	As at 31 March 2025	As at 31 March 2024
Preference Share					
2,50,00,000 Non Convertible Redeemable Preference Shares if Rs. 10/- each	30 March 2035	Redeemable at par out of the profit available for distribution as dividend or out of the proceeds of a fresh issue for redemption.	Nil rates coupon, non cumulative	990.04	902.50

Notes:

1) 2,50,00,000 Non convertible Redeemable Preference Shares were issued for consideration other than cash.

16 **Other financial liabilities**

(₹ in Lakhs)

Particulars	As at 31 March 2025	As at 31 March 2024
Deposit from VAST	0.75	0.75
Deposits from Remisery	108.62	154.13
Rent Deposit	0.02	49.99
Employee benefits payable	309.72	367.50
Unpaid Dividend payable	8.67	17.40
Other Payables	-	(2.41)
Lease Liability	812.28	768.67
Total	**1,240.06**	**1,356.03**

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS (contd...)

17 **Current tax liabilities (net)**

(₹ in Lakhs)

Particulars	As at 31 March 2025	As at 31 March 2024
Income tax (Net of Provisions)	393.66	24.90
Total	**393.66**	**24.90**

18 **Provisions**

(₹ in Lakhs)

Particulars	As at 31 March 2025	As at 31 March 2024
Provision for employee benefits:		
- Gratuity	60.85	63.47
Guarantee liabilities	25.01	27.04
Provision for standard assets	3.39	3.68
Total	**89.24**	**94.19**

Information about provision and significant estimates

Movement in provisions against standard assets

(₹ in Lakhs)

Balance as on 31 March 2023	**3.53**
Reversal of provision no longer required	0.16
Provision as on 31 March 2024	**3.68**
Reversal of provision no longer required	(0.29)
Provision as on 31 March 2025	**3.39**

Employee Benefit Obligation

Defined contribution plans

During the year the Group has made contribution of Rs 59.42 lakhs (previous year: Rs 56.78 lakhs) towards provident fund.

Gratuity

The Group provides for gratuity for employees in India as per the Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of 5 years are eligible for gratuity. Every employee is entitled to a benefit equivalent to fifteen days salary last drawn for each completed year of service in line with the Payment of Gratuity Act, 1972 or Company scheme whichever is beneficial. The same is payable at the time of separation from the Company or retirement, whichever is earlier. The benefits vest after five years of continuous service. The Group's gratuity liability is funded.

The Group has carried out the actuarial valuation of Gratuity liability under actuarial principle, in accordance with Ind AS 19 - Employee Benefits.

(₹ in Lakhs)

Particulars	Present value of obligation	Fair value of plan assets	Net amount
As at 1 April 2023	**262.33**	**184.47**	**77.86**
Current service cost	48.83	-	48.83
Interest expense/(income)	17.45	13.18	4.27
Total amount recognised in profit and loss	**66.28**	**13.18**	**53.10**

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS (contd...)

(₹ in Lakhs)

Particulars	Present value of obligation	Fair value of plan assets	Net amount
Remeasurements			
Return on plan assets, excluding amount included in interest expense/(income)	-	19.77	(19.77)
Actual benefit paid	(3.52)	(3.52)	-
Actual Enterprise's Contribution	-	61.52	(61.52)
Total amount recognised in other comprehensive income	10.75	0.79	9.96
	7.23	**78.56**	**(71.33)**
Benefit payments	(10.21)	(10.21)	-
As at 31st March 2024	**325.63**	**266.00**	**59.64**

(₹ in Lakhs)

Particulars	Present value of obligation	Fair value of plan assets	Net amount
As at 1st April 2024	**325.63**	**266.00**	**59.63**
Current service cost	57.03	-	57.03
Interest expense/(income)	21.25	18.48	2.78
Total amount recognised in profit and loss	**78.28**	**18.48**	**59.80**
Remeasurements			
Actual Enterprise's Contributions	-	69.57	(69.57)
Total amount recognised in other comprehensive income	9.66	2.15	7.51
	9.66	**71.72**	**(62.06)**
Employer contributions	-	-	-
Benefit payments	(12.41)	(12.41)	-
As at 31st March 2025	**401.16**	**343.79**	**57.38**

(₹ in Lakhs)

Particulars	As at 31 March 2025	As at 31 March 2024
Present value of funded obligations	401.16	325.63
Fair value of plan assets	343.79	266.00
Deficit of funded plan	57.38	59.64

Significant estimates: Actuarial assumptions and sensitivity

The significant actuarial assumptions were as follows:

Gratuity

(₹ in Lakhs)

Particulars	As at 31 March 2025	As at 31 March 2024
Discount rate	6.45%	6.95%
Salary escalation rate	10% to 11%	10% to 15%
Attrition rate		
Up to 45 years	5% to 15 %	5% to 15 %
Above 45 years	2% to 5%	2% to 5%
Mortality rate	IALM (2012-14) Ult.	IALM (2012-14) Ult.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS (contd...)

The sensitivity of the defined benefit obligation to changes in the weighted principal assumptions is:

(₹ in Lakhs)

Particulars	Change in assumption		Impact on defined benefit obligation			
			Increase in assumption		Decrease in assumption	
	As at 31 March 2025	As at 31 March 2024	As at 31 March 2025	As at 31 March 2024	As at 31 March 2025	As at 31 March 2024
Discount rate	+/- 1%	+/- 1%	(24.78)	(20.57)	27.82	23.13
Salary escalation rate	+/- 1%	+/- 1%	14.55	12.11	(13.72)	(12.09)

Risk Exposure

These plans typically expose the Group to actuarial risks such as: Longevity risk and salary risk.

Maturity Analysis

(₹ in Lakhs)

Particulars	Less than a year	Between 2-5 yrs	Between 6-10 yrs	Over 10 yrs	Total
As at 31st March 2025					
Defined Benefit Obligation	31.28	185.21	175.06	9.62	401.16
Total	**31.28**	**185.21**	**175.06**	**9.62**	**401.16**
As at 31st March 2024					
Defined Benefit Obligation	39.70	131.92	151.86	2.15	325.63
Total	**39.70**	**131.92**	**151.86**	**2.15**	**325.63**

19 **Other non-financial liabilities**

(₹ in Lakhs)

Particulars	As at 31 March 2025	As at 31 March 2024
Other Payables	0.05	0.04
Statutory remittances (Contributions to PF, Service Tax, GST etc.)	285.71	768.87
Total	**285.76**	**768.91**

20 **Equity Share Capital**

(₹ in Lakhs)

Particulars	As at 31 March 2025	As at 31 March 2024
(i) Authorized Share Capital 20,00,00,000 Equity Shares (Previous Year 2,00,00,000 of Rs 10/- each)of Rs. 1/- each	2,000.00	2,000.00
(ii) Issued 13,79,61,010 Equity shares (Previous Year 1,31,22,558 of Rs. 10/- each)of Rs. 1/- each	1,379.61	1,312.26
(iii) Subscribed and fully paid 13,65,38,010 Equity share (Previous year 1,29,80,258 of Rs. 10/- each)of Rs 1/- each	1,365.38	1,298.03
(iv) Share forfeiture 14,23,000 Equity shares Face value Rs 1 /- paid up Rs.0.5/- (Previous Year: 1,42,300 Equity Shares of face value Rs. 10/- each, paid up Rs. 5/- each)	7.12	7.12

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS (contd...)

Disclosures:-

a) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period:

Equity Shares	As at 31st March 2025		As at 31st March 2024	
	No. of Shares	Amount (₹ in Lakhs)	No. of Shares	Amount (₹ in Lakhs)
Opening Balance	1,29,80,258	1,298.03	1,29,80,258	1,298.03
Increase in Equity shares on sub-division of 1 (one) equity share of face value of Rs 10/- each into 10 (Ten) equity shares of face value of Rs 1/- each *	11,68,22,322	-	-	-
Fresh Issue	67,35,430.00	67.35	-	-
Closing Balance	**13,65,38,010**	**1,365.38**	**1,29,80,258**	**1,298.03**

* Pursuant to Sub-division/Split of 1 (One) Equity Share of the Company having a face value of Rs. 10/- (Rupees Ten only) each fully paid up into 10 (Ten) Equity Shares having a face value of Re. 1/- (Rupee One only) each fully paid up

Pursuant to the member's approval received in the Annual General Meeting held on September 26, 2024 for sub-division/split of equity shares of the company, the Board of Directors of the Company had fixed November 05, 2024 as the Record Date for the purpose of sub-division/split of 1 (One) equity share of the Company having face value of Rs. 10/- (Ten) each into 10 (Ten) equity shares having face value of Rs. 1/- (One) each. Accordingly, with effect from November 05, 2024 the revised face value is Rs. 1/- per share and the new ISIN with effect from November 05, 2024 is INE356B01024.

On November 14, 2024 the Company has allotted 67,35,430 Equity Shares of face value of Rs. 1/- each fully paid-up ("Equity Shares") to Non-Promoters, on a preferential basis in accordance with Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended ("SEBI ICDR Regulations"), and other applicable laws, at a price of Rs. 153.10/- (Rupees One Hundred Fifty-Three and Ten paise) per Equity Share (including Premium of Rs. 152.10/-). Pursuant to sub-division /split and allotment of the shares the number of shares increase from 1,29,80,258 to 13,65,38,010 and paid up share capital from Rs 1,298.03 lakh to Rs 1,365.38 lakh.

b) Rights, preferences and restrictions attached to equity shares

The Equity shares of the Company having par value of Rs 1 - /per share rank paripassu in all respects, including voting rights, dividend entitlement and repayment of capital.

c) Equity Shares held by each shareholder holding more than 5% equity shares in the Company are as follows:

(₹ in Lakhs)

Particulars	As at 31 March 2025		As at 31 March 2024	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Systematix Holdings Private Limited	8,86,22,760	64.91	88,62,276	68.28
Madhukar Sheth	71,87,189	5.26	6,31,977	4.87

d) Objectives, policies and processes for managing capital.

The primary objective of the Group's Capital Management is to maximise shareholders value. The Group manages its capital to ensure that it will be able to continue as going concerns while maximizing the return to stakeholders through the optimisation of the debt and equity balance. The Group's policy is to maintain a strong capital base so as to maintain investors, creditors and market confidence to sustain future development of the business. For the purpose of the Group's capital management, capital includes issued capital and other equity reserves.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS (contd...)

e) Promoters Shareholding

Particulars		Shares held by promoters at the end of the year				
		As at 31st March 2025		As at 31st March 2024		As at 31st March 2025
S No	Promoter Name	No of Shares	% of Total Shares	No of Shares	% of Total Shares	% Change (Dec) / Inc
1	Chandra Prakash Khandelwal	29,68,082	2.17%	2,95,528	2.28%	**-0.10%**
2	Nikhil Khandelwal	41,85,660	3.07%	4,18,566	3.22%	**-0.15%**
3	Anju Khandelwal	5,08,030	0.37%	50,803	0.39%	**-0.02%**
4	Chandra Prakash Khandelwal HUF	64,960	0.05%	6,496	0.05%	**0.00%**
5	Priyanka Khandelwal	10,000	0.01%	1,000	0.01%	**0.00%**
6	Rahul Khandelwal	5,000	0.00%	-	0.00%	**0.00%**
7	Systematix Holdings Private Limited	8,86,22,760	64.91%	88,62,276	68.28%	**-3.37%**
Total		**9,63,64,492**	**70.58%**	**96,34,669**	**74.23%**	

21 **Other equity**

(₹ in Lakhs)

Particulars	As at 31 March 2025	As at 31 March 2024
Transfer Balances from SOCE and show only Closing Balance		
(i) Reserve Surplus		
Capital Reserve	228.64	228.64
Securities Premium	12,109.61	1,865.02
Reserve Fund (u/s 45 -IC of the Reserve Bank of India, Act 1934)	749.61	579.66
General reserves	348.19	348.19
Retained Earnings	15,175.56	10,904.79
Total	**28,611.61**	**13,926.30**

Nature and purpose of each reserve

Capital Reserve Capital reserve is created out of Share Warrant forfeited in FY 2008-09

Securities Premium Securities Premium is used to record the premium on issue of shares and can be utilised in accordance with the provisions of the Companies Act, 2013.During the current year, the Company, has successfully completed preferential allotment and has allotted 67,35,430 Equity Shares of face value of Rs. 1/- each fully paid-up ("Equity Shares") at a price of Rs. 153.10/- (Rupees One Hundred Fifty-Three and Ten paise) per Equity Share (including Premium of Rs. 152.10/-) which resulted increase in share premium by Rs 10,224.59 lakh.

General Reserve General Reserve is created out of Profit and Loss account Surplus Balance generated every year

Special Reserve (as per the RBI regulations) Every non-banking financial company shall create a reserve fund the transfer therein a sum not less than twenty per cent of its net profit every year as disclosed in the profit and loss account and before any dividend is declared.

Retained earnings The balance in retained earnings primarily represents the surplus after payment of dividend (including tax on dividend) and transfer to reserves.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS (contd...)

22 Interest income

(₹ in Lakhs)

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
(a) On financial assets measured at fair value through OCI	-	-
(b) On financial assets measured at amortised cost		
Interest on loans	331.05	721.19
Interest on deposits	997.73	537.34
Interest from margin trading facility	99.86	13.18
Other interest income	2.40	-
(c) On financial assets classified at fair value through profit or loss	-	-
Total	**1,431.04**	**1,271.71**

23 Service income

(₹ in Lakhs)

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Financial Advisory Services	6,358.49	5,519.36
Brokerage income	5,362.17	4,828.64
Demat operating income	55.52	56.62
Other operating income	371.64	277.25
Professional consultancy and management fees	359.66	143.84
Total	**12,507.49**	**10,825.72**

24 Net Gain/ (Loss) on fair value changes

(₹ in Lakhs)

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
On financial assets	(1,657.93)	1,611.45
Total	**(1,657.93)**	**1,611.45**

25 Other income

(₹ in Lakhs)

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Excess provision written back	2.27	5.30
Miscellaneous income	56.18	5.25
Exchange Gain and Loss	-	(0.23)
Commission Income	-	0.23
Dividend on shares	0.36	-
Gain on sale of mutual fund	0.34	0.35
Dividend From Mutual Funds	36.91	2.47
Profit/ loss from FNO	-	8.52
Profit on sale of Shares	2,852.03	866.43
Total	**2,948.09**	**888.31**

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS (contd...)

26 Finance costs

(₹ in Lakhs)

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Interest on borrowings	200.92	187.61
Other borrowing cost	0.48	0.46
Interest on lease liability	63.89	29.02
Interest on Overdraft	13.09	-
Bank guarantee commission	51.36	12.11
Interest on Subordinated Liability	87.54	79.80
Total	**417.28**	**309.00**

27 Reversal on Impairment on financial instruments

(₹ in Lakhs)

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Expected credit loss		
Trade receivables	0.16	256.55
Total	**0.16**	**256.55**

28 Employee Benefit Expenses

(₹ in Lakhs)

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Salaries, bonus and allowances	4,428.43	4,161.88
Director remuneration	159.54	42.00
Contribution to provident fund	59.42	56.78
Provision for gratuity	59.80	53.10
Staff welfare expenses	99.21	57.72
Total	**4,806.41**	**4,371.48**

29 Depreciation, amortisation and impairment

(₹ in Lakhs)

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Depreciation and amortisation		
on property, plant and equipment & Intangible assets	94.09	120.94
on right to use assets & intangible assets	223.86	71.55
Total	**317.94**	**192.49**

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS (contd...)

30 **Other expenses**

(₹ in Lakhs)

Particulars	**Year ended 31 March 2025**	**Year ended 31 March 2024**
Rent, taxes and energy costs	726.55	672.05
Repair and maintenance	135.31	121.24
Communication costs	115.45	96.26
Advertisement and publicity	4.79	1.42
Director's fee, allowances and expenses*	18.48	18.49
Auditor's fees and expenses	16.55	12.42
Legal and professional charges	1,136.78	743.85
Insurance	7.87	14.53
Provision for Standard Assets	-	-
Other expenditure		
Demat charges	28.42	29.46
Travelling and conveyance	146.25	108.89
Business promotion	63.84	47.52
Transaction charges	328.77	291.47
Membership and subscription charges	341.14	243.76
Remisery charges	592.31	544.31
Profit/ loss FNO	58.52	-
Bad Debts	0.99	5.52
Loss on Assets sale /Written off	0.15	40.97
CGST and SGST reversal	14.97	5.81
Sponsorship Expenses	10.00	-
Donation	0.11	-
Brokerage and commission paid	9.37	19.63
Corporate Social Responsibility (CSR) Exp	47.01	-
Housekeeping Expenses	23.02	14.76
Miscellaneous expenditure	150.17	175.54
Total	**3,976.82**	**3,207.89**

* Includes Reverse Charges

Details of Auditor's fees and expenses

(₹ in Lakhs)

Particulars	**Year ended 31 March 2025**	**Year ended 31 March 2024**
- for Audit Fees	-	-
- for taxation matter	14.05	12.42
- for statutory audit	2.50	-
Total	**16.55**	**12.42**

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS (contd...)

31 **Tax expenses**

(₹ in Lakhs)

Particulars	**Year ended 31 March 2025**	**Year ended 31 March 2024**
Current tax		
- Current tax	1,601.16	1,045.05
- Earlier year	41.46	19.24
	1,642.62	1,064.29
Deferred tax	(509.60)	373.77
Total	**1,133.02**	**1,438.06**

Reconciliation of current rate of tax and effective rate of tax:

(₹ in Lakhs)

Particulars	**Year ended 31 March 2025**	**Year ended 31 March 2024**
Profit before income tax	5,709.15	6,772.69
Enacted tax rates in India (%)	25.168%	25.168%
Computed expected tax expenses	1,436.88	1,704.55
Difference in earlier year IT depreciation between considered for accounting purpose and claimed under IT Act	3.49	-
Temporary/Permanent difference on which deferred tax assets/liability not created	(482.75)	(197.28)
Adjustment for disallowed under Income Tax Act	248.14	-
Deferred tax expenses	(0.02)	(53.75)
Tax expenses for earlier year	41.46	19.24
Others	(114.18)	(34.70)
Income Tax expenses - Net	**1,133.02**	**1,438.06**

Temporary differences, unused tax losses and unused tax credit on which deferred tax assets is not recognised

(₹ in Lakhs)

Particulars	**Year ended 31 March 2025**	**Year ended 31 March 2024**
Unused tax losses and unabsorbed depreciation for which no deferred tax asset has been created	79.91	78.29
Impairment allowance for which no deferred tax assets recognised	-	-
Potential tax benefit @ 25.168%	**20.11**	**19.70**

32 **Earnings per share**

(₹ in Lakhs)

Particulars	**Year ended 31 March 2025**	**Year ended 31 March 2024**
(i) Basic earnings per share		
Profit attributable to the equity holders of the Company	4,576.13	5,334.63
Total basic earnings per share attributable to the equity holders of the Company	3.46	4.11
(ii) Weighted average number of shares used as the denominator		
Weighted average number of equity shares used as the denominator in calculating basic and diluted earnings per share	13,23,49,126	12,98,02,580

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS (contd...)

33 Contingent liabilities and commitment

(₹ in Lakhs)

Particulars	As at 31 March 2025	As at 31 March 2024
(i) Contingent liabilities:		
Income Tax Demand Contested in Appeals		
Income Tax Demand Contested in Appeals-Assessment year 2017-18	19.03	19.03
Appeal filed before Commissioner of Income Tax Appeals		
Income Tax demand for AY 2012-13. The same has been appeal against and pending in CIT (A), Mumbai (Notice of demand u/s 156 of Income Tax Act, 1961)	17.32	17.32
Income Tax demand for AY 2013-14. The same has been appeal against and pending in CIT (A), Mumbai (Notice of demand u/s 156 of Income Tax Act, 1961)	62.74	62.74
Income Tax demand for AY 2014-15. The same has been appeal against and pending in CIT (A), Mumbai (Notice of demand u/s 156 of Income Tax Act, 1961)	155.59	155.59
Matters pending in appeal under IT Act,1961 for Assessment Year 2015-16 notice of demand u/s 156	2.63	2.63

34 Assets pledged as security

The following assets are pledged as a security against the borrowings, guarantees and other facilities obtained from the Banks and financial institutions

(₹ in Lakhs)

Particulars	As at 31 March 2025	As at 31 March 2024
Vehicles	86.56	105.90
Bank balance other than cash and cash equivalents	11,620.99	11,245.29

Further, the Group has taken a term loan from yes bank against which residential property owned by Goldflag Exports Private Limited is given as a security.

35 Related party transactions

(i) Details of related parties

Description of relationship	Names of related party
Holding Company	Systematix Holdings Private Limited
Wholly Owned Subsidiaries	Systematix Fincorp India Limited
	Systematix Finvest Private Limited
	Systematix Shares & Stocks (India) Limited
	Systematix Commodities Services Private Limited
	Systematix Wealth & Asset Services Private Limited (Formerly known as Systematix Wealth & Asset Management Private Limited & Systematix Ventures Private Limited)
Presumption of significance influence	Ceepeek Real Estate Private Limited
	First Lady Housing Private Limited
	Funsign Real Estate Private Limited
	Goldflag Exports Private Limited
	Goldlife Trading Company Private Limited
	Magicline Trading Company Private Limited

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS (contd...)

Description of relationship	Names of related party
	Nikunj Mercantile Private Limited Perspire Builders & Developers Private Limited Rangsharda Properties Private Limited Riteplaza Trading Company Private Limited Shiv Shakti Real Estate Private Limited Shubham Mangalam Real Estate Private Limited Snehvardhini Properties Private Limited Swaraj Appartments P Ltd Systematix Assets Management Company Private Limited Systematix Capital Services Private Limited Systematix Distributions Services Private Limited Tekpoint Properties Private Limited Thirdwave Mercantile Company Private Limited Topcity Trading Company Private Limited Urban Affordable Housing LLP Wonderdream Realtors Private Limited Divisha Alternate Investments Manager LLP Divisha Alternative Investments LLP Divisha Developers LLP Divisha Lifestyle LLP Divisha Real Estate Advisors LLP Divisha Realty LLP NHI Developers LLP Skittish Realtors Private Limited Rasik Product Private Limited
Key managerial personnel	Nikhil Khandelwal Anju Khandelwal Sanjay Lalchand Khandelwal Priyanka Khandelwal Rakesh Mehta Anil Bhagchandani Divyesh Badiyani Sampath Kumar Kangeyam venkatakrishnan Ganesh Ramanathan

(ii) Compensation (remuneration to KMP)

(₹ in Lakhs)

For the year ended 31 March 2025		Short-term employee benefits	Post-employment benefits	Long-term employee benefits	Total
Sunil Sarda	Director	79.98	-	-	79.98
Nikhil Khandelwal	Managing Director	52.20	-	-	52.20
Priyanka Khandelwal	Director	19.90	-	-	19.90
Rahul Khandelwal	Director	19.46	-	-	19.46
Anil Bhagchandani	Chief Financial Officer	39.84	-	-	39.84
Divyesh Badiyani	Company Secretary	8.70	-	-	8.70

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS (contd...)

(iii) Transactions with related parties

(₹ in Lakhs)

Nature of Transaction	Name	Year ended 31st March 2025	Year ended 31 March 2024
Director Sitting Fees	Anju Khandelwal	5.10	4.40
	Shriram Surajmal Khandelwal	-	4.30
	Sanjay khandelwal	2.40	3.90
	Rakesh Mehta	5.70	5.10
	Sampath Kumar Kangeyam Venkatakrishnan	3.10	0.50
	Ganesh Ramanathan	2.00	-
Salary Paid	Krathi Khandelwal	11.53	9.00
Rent Paid	Goldflag Exports Private Limited	27.00	27.00
	Thirdwave Mercantile Company Private Limited	17.25	15.00
	Swaraj Appartments Private Limited	2.04	1.80
	Skittish Realtors Private Limited	695.88	-
Electricity & Lightening Charges	Thirdwave Mercantile Company Private Limited	1.15	0.52
Electricity & Lightening Charges	Skittish Realtors Private Limited	58.56	-
Security Deposit	Thirdwave Mercantile Company Private Limited	24.00	-
Security Deposit	Goldflag Exports Private Limited	0.10	-
Deposit repaid	Skittish Realtors Private Limited	30.00	-
Expense reimbursement	Nikhil Khandelwal	0.26	-
Loan taken	Nikhil Khandelwal	-	50.00
Loan repaid	Nikhil Khandelwal	-	50.00
Loan given	Systematix Distributions Services Private Limited	511.04	104.00
Loan received back	Systematix Distributions Services Private Limited	511.11	104.01
Interest charged	Systematix Distributions Services Private Limited	0.07	0.01
Loan given	Divisha Lifestyle LLP	-	50.00
Loan received back	Divisha Lifestyle LLP	-	50.83
Interest income	Divisha Lifestyle LLP	-	0.83
Loan given	NHI Developers LLP	250.00	737.00
Loan received back	NHI Developers LLP	799.42	195.03
Interest charged	NHI Developers LLP	310.07	223.23
Loan given	Systematix Distributions Services Private Limited	-	190.53
Interest income	Systematix Distributions Services Private Limited	-	0.02
Loan received back	Systematix Distributions Services Private Limited	-	190.55
Professional Fees Paid	Systematix Distributions Services Private Limited	-	21.34
Depository Charges	Systematix Capital Services Private Limited	0.01	-
Loan given	Rasik Products Private Limited	-	-
Interest income	Rasik Products Private Limited	2.87	-
Loan received back	Rasik Products Private Limited	53.10	-

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS (contd...)

(iv) Outstanding balances

Nature of transactions		As at 31st March 2025	As at 31st March 2024
Outstanding Preference Shares	Systematix Holdings Pvt Ltd	2,500.00	2,500.00
Outstanding Equity Shares	Systematix Holdings Pvt Ltd	886.23	886.23
Loan Granted	NHI Developers LLP (Refer note 6)	1,285.02	1,594.67
Interest receivable	NHI Developers LLP (Refer note 6)	70.31	-
Corporate Guarantee	Systematix Shares and Stocks (India) Limited	5,500.00	4,000.00
Security Deposit	Thirdwave Mercantile Company Private Limited	24.00	-
Security Deposit	Goldflag Exports Private Limited	0.10	-
Security Deposit	Skittish Realtors Private Limited	425.00	-
Rent	Skittish Realtors Private Limited	0.02	-
Investment	Divisha Alternative Investments LLP	5.60	5.60
Investment in current account	Divisha Alternative Investments LLP	(4.60)	(3.36)
Deposit given for rent	Skittish Realtors Private Limited	630.00	-
Other receivable	Skittish Realtors Private Limited	0.01	-
DP charges	Systematix Capital Services Private Limited	0.01	-
Depository Charges	Systematix Distributions Services Private Limited	0.10	0.10

(v) Terms and conditions:

All related party transactions entered during the year were in ordinary course of business and are on arm's length basis.

36 **Leases**

The Company has taken three offices on operating lease for using as office space and carrying out business operation.

(a) Amount recognised in balance sheet

The balance sheet shows the following amounts relating to leases:

(₹ in Lakhs)

Particulars	As at 31 March 2025	As at 31 March 2024
Right to use assets		
Building (Offices)	788.20	805.14
Total	**788.20**	**805.14**

(₹ in Lakhs)

Particulars	As at 31 March 2025	As at 31 March 2024
Lease liabilities	812.28	768.67
Total	**812.28**	**768.67**

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS (contd...)

(b) Amount recognised in the statement of profit and loss

Right to use assets

(₹ in Lakhs)

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Amortization charge- Building (Offices)	205.35	134.64
Interest expenses	63.89	29.02
Expenses relating to short-term leases (Included in other expenses)	616.46	451.33
Total	**269.24**	**163.66**

(c) Maturity analysis of lease liabilities

(₹ in Lakhs)

Particulars	Carrying amount	Less than 12 months	1-5 years	More than 5 years
Lease liabilities	812.28	177.85	502.64	131.78

37 **Net debt reconciliation :**

This section sets out an analysis of net debt and the movements in net debts for the year ended 31 March 2025

(₹ in Lakhs)

Particulars	As at 31 March 2025	As at 31 March 2024
Secured		
Term loan - From Banks	1,005.04	1,116.21
Vehicle loan	30.33	37.63
Unsecured		
Subordinated Liabilities	990.04	902.50
Total net debt	**2,025.41**	**2,056.34**

(₹ in Lakhs)

Particulars	Term loan - From Banks	Term loan - From Banks	Loan repayable on demand - From others-Loan against shares	Vehicle loan	Subordinated Liabilities	Total
Net debt as on 1 April 2023	**(1,208.41)**	**59.16**	**(124.16)**	**-**	**(822.70)**	**(2,096.11)**
Addition during the year	-	-	-	(42.01)	(79.80)	(121.81)
Notional interest cost using EIR method	-	-	-	-	-	-
Interest cost using EIR method	(0.21)	-	-	-	-	(0.21)
Other charges	(0.44)	-	-	-	-	(0.44)
Repayment	92.85	(59.16)	124.16	4.38	-	162.23
Net debt as on 31 March 2024	**(1,116.21)**	**-**	**-**	**(37.63)**	**(902.50)**	**(2,056.34)**
Addition during the year	-	-	-	-	(87.54)	(87.54)
Notional interest cost using EIR method	-	-	-	-	-	-
Interest cost using EIR method	-	-	-	-	-	-
Other charges	(0.39)	-	-	-	-	(0.39)
Amortization of upfront fees	-	-	-	-	-	-
Repayment	111.57	-	-	7.30	-	118.87
Net debt as on 31 March 2025	**(1,005.04)**	**-**	**-**	**(30.33)**	**(990.04)**	**(2,025.41)**

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS (contd...)

38 **Segment information**

The Group's chief operating decision maker is the Managing Director (MD) of the Company who examines the Group's performance both from a services and geographic perspective and has identified three reportable segment of its business as follows:.

A Merchant Banking and Related Activities

B Financing and Other Activities

C Equity, Commodity, Currency and Other Transactional Services

The MD primarily uses a measure of profit before tax and interest to assess the performance of the operating segments. However, the MD also receives information about the segments' revenue and assets on a monthly basis.

(i) Segment profit or loss

(₹ in Lakhs)

Particulars	As at 31 March 2025	As at 31 March 2024
Profit before tax and interest		
Merchant Banking and Related Activities	3,351.84	3,173.47
Financing and Other Activities	985.07	1,240.50
Equity, Commodity, Currency and Other Transactional Services	1789.52	2,667.73
Total profit before tax and interest	**6126.43**	7,081.69
Add/less: Adjustments		
Interest cost	(417.28)	(309.00)
Tax (expenses)/income	(1,133.02)	(1,438.06)
Total consolidated profit after tax	**4576.13**	**5,334.63**

(ii) Segment revenue

(₹ in Lakhs)

As at 31st March 2025	Total segment revenue	Inter- segment revenue	Revenue from external customer
Merchant Banking and Related Activities	6,877.76	129.45	6,748.31
Financing and Other Activities	844.54	64.60	779.94
Equity, Commodity, Currency and Other Transactional Services	9,358.54	-	9,358.54
Total segment revenue	**17,080.84**	**194.05**	**16,886.79**

(₹ in Lakhs)

As at 31st March 2024	Total segment revenue	Inter- segment revenue	Revenue from external customer
Merchant Banking and Related Activities	5,586.89	16.36	5,570.53
Financing and Other Activities	1,091.82	50.33	1,041.49
Equity, Commodity, Currency and Other Transactional Services	8,242.20	0.48	8,241.72
Total	**14,920.92**	**67.17**	**14,853.74**

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS (contd...)

(iii) Segment assets

(₹ in Lakhs)

Particulars	As at 31 March 2025	As at 31 March 2024
Merchant Banking and Related Activities	17,160.34	5,310.84
Financing and Other Activities	5,852.31	4,974.88
Equity, Commodity, Currency and Other Transactional Services	19,528.99	20,411.00
Total segment assets	**42,541.63**	**30,696.73**
Add/less: Adjustments		
Inter segment assets	(18.02)	(163.94)
Total assets	**42,523.62**	**30,532.79**

(iv) Segment liabilities

(₹ in Lakhs)

Particulars	As at 31 March 2025	As at 31 March 2024
Merchant Banking and Related Activities	3,735.78	4,202.46
Financing and Other Activities	71.42	43.78
Equity, Commodity, Currency and Other Transactional Services	9,221.94	11,528.50
Total segment liabilities	**13,029.14**	**15,774.74**
Add/less: Adjustments		
Inter segment Liabilities	(180.18)	(163.94)
Total liabilities	**12,848.96**	**15,610.80**

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS (contd...)

39 **Financial instruments**

(i) Financial instruments by category

The carrying value and fair value of financial instruments by categories as on 31st March 2025 is as follows:

(₹ in Lakhs)

Particulars	Carrying value		Fair value			
	Amortised cost	FVTPL	Level - 1	Level - 2	Level - 3	Total
I. Financial assets						
Cash and cash equivalents	4,274.63	-	-	-	-	-
Bank balances other than above	22,111.01	-	-	-	-	-
Receivables						
(i) Trade receivables	3,499.97	-	-	-	-	-
(ii) Other receivables	-	-	-	-	-	-
Loans	1,355.32	-	-	-	-	-
Investments	420.33	4,137.30	4,137.30	-	-	**4,137.30**
Other financial assets	4,841.28	-	-	-	-	-
Total financial assets	**36,502.55**	**4,137.30**	**4,137.30**	**-**	**-**	**4,137.30**
Financial Liabilities						
Payable						
(i) Trade payable						
- Total outstanding dues of micro enterprises and small enterprises	53.10	-	-	-	-	-
- Total outstanding dues of other than micro enterprises and small enterprises	8,759.92	-	-	-	-	-
(ii) Other payable						
- Total outstanding dues of micro enterprises and small enterprises	-	-	-	-	-	-
- Total outstanding dues of other than micro enterprises and small enterprises	1.80	-	-	-	-	-
Borrowings (other than debt securities)	1,035.37	-	-	-	-	-
Subordinated Liabilities	990.04	-	-	-	-	-
Other financial liabilities	1,240.06	-	-	-	-	-
Total financial liabilities	**12,080.29**	**-**	**-**	**-**	**-**	**-**

The carrying value and fair value of financial instruments by categories as on 31st March 2024 is as follows:

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS (contd...)

(₹ in Lakhs)

Particulars	Carrying value		Fair value			
	Amortised cost	FVTPL	Level - 1	Level - 2	Level - 3	Total
I. Financial assets						
Cash and cash equivalents	6,244.59	-	-	-	-	**-**
Bank balances other than above	11,262.69	-	-	-	-	**-**
Receivables					-	
(i) Trade receivables	1,471.36	-	-	-	-	**-**
(ii) Other receivables	-	-	-	-	-	**-**
Loans	1,644.90	-	-	-	-	**-**
Investments	242.18	3,876.78	3,876.78	-	-	**3,876.78**
Other financial assets	4,014.84	-	-	-	-	**-**
Total financial assets	**24,880.56**	**3,876.78**	**3,876.78**	**-**	**-**	**3,876.78**
Financial Liabilities						
Payable						
(i) Trade payable						
- Total outstanding dues of micro enterprises and small enterprises	97.98	-	-	-	-	**-**
- Total outstanding dues of other than micro enterprises and small enterprises	10,830.52	-	-	-	-	**-**
(ii) Other payable						
- Total outstanding dues of micro enterprises and small enterprises	-	-	-	-	-	**-**
- Total outstanding dues of other than micro enterprises and small enterprises	6.36	-	-	-	-	**-**
Borrowings (Other than debt securities)	1,153.84	-	-	-	-	**-**
Subordinated Liabilities	902.50	-	-	-	-	**-**
Other financial liabilities	1,356.03	-	-	-	-	**-**
Total financial liabilities	**14,347.23**	**-**	**-**	**-**	**-**	**-**

(ii) Fair Value Hierarchy

This section explains the judgments and estimates made in determining the fair values of the financial instruments that are measured at amortised cost and for which fair values are disclosed in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the Group has classified its financial instruments into the three levels prescribed under the accounting standard. An explanation of each level is given below :

The fair value of financial instruments are classified into three categories i.e. Level 1, 2 or 3 depending on the inputs used in the valuation technique. The hierarchy gives the highest priority to quoted prices in active market for identical assets or liabilities (level 1 measurements) and lowest priority to unobservable inputs (level 3 measurements).

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS (contd...)

There were no transfers between any levels during the year

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices.

Level 2: The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities, preference shares and debentures which are included in level 3.

During the year there were no transfers between level 1 and level 2. Similarly there were no transfer from or transfer to level 3.

40 **Financial risk management**

The Group's business activities expose it to a variety of financial risks, namely credit risk, liquidity risk and market risk.

(i) Credit risk

Credit risk is the risk of financial loss to the Group if a customer or borrower or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Group's receivables from customers, borrowers and investment securities. Credit risk arises from cash held with banks and financial institutions, as well as credit exposure to clients and borrowers, including outstanding accounts receivable. The maximum exposure to credit risk is equal to the carrying value of the financial assets. The objective of managing counterparty credit risk is to prevent losses in financial assets.

The Company has exposure to credit risk from a limited customer group on account of specialised nature of business provided by the Company. The Company ensures concentration of credit does not significantly impair the financial assets. The Company, based on the credit information available with its, has provided expected credit loss. Rest of the exposure is to the Customers which are well established and from reputed industries.

Expected credit loss

Particulars	Amount
Year ended 31 March 2025	45.35
Year ended 31 March 2024	45.52

(ii) Liquidity risk:

Liquidity risk is the risk that the Group will fail in meeting its obligations associated with its financial liabilities. The Group's approach to managing liquidity is to ensure that it will have sufficient funds to meet its liabilities when due without incurring unacceptable losses. In doing this, management considers both normal and stressed conditions. A material and sustained shortfall in our cash flow could undermine the Group's credit rating and impair investor confidence.

The following table shows the maturity analysis of the Group's financial liabilities based on contractually agreed undiscounted cash flows as at the balance sheet date:

(₹ in Lakhs)

Particulars	Carrying amount	Less than 12 months	1-5 years	More than 5 years	Total
As at 31 March 2025					
Payable	8,814.82	8,810.35	3.68	0.79	8,814.82
Borrowings (other than debt securities)	1,035.37	88.72	454.92	491.73	1,035.37
Subordinated Liabilities	990.04	-	-	2,500.00	2,500.00
Other financial liabilities	1,240.06	506.79	601.49	131.78	1,240.06
Total	**12,080.29**	**9,405.86**	**1,060.09**	**3,124.30**	**13,590.25**

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS (contd...)

(₹ in Lakhs)

Particulars	Carrying amount	Less than 12 months	1-5 years	More than 5 years	Total
As at 31 March 2024					
Payable	10,934.86	10,934.86	-	-	10,934.86
Borrowings (other than debt securities)	1,153.84	118.86	1,034.98	-	1,153.84
Subordinated Liabilities	902.50	-	-	2,500.00	2,500.00
Other financial liabilities	1,356.03	522.71	833.32	-	1,356.03
Total	**14,347.23**	**11,576.42**	**1,868.30**	**2,500.00**	**15,944.72**

(iii) 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 two types of risk: interest rate risk and price risk. Financial instruments affected by market risk include borrowings and investments measured at FVTPL.

(a) Interest rate risk

Exposure at the year end is as follow:

(₹ in Lakhs)

Particulars	As at 31 March 2025	As at 31 March 2024
Variable rate borrowings	1,005.04	1,116.21
Fixed rate borrowings	1,020.38	940.13
Total borrowings	**2,025.41**	**2,056.34**

An analysis by maturities is provided in Liquidity risk note above.

Sensitivity

Profit or loss is sensitive to higher / lower interest expense as a result of changes in interest rates. A 20 basis point increase or decrease is used when reporting interest rate risk internally to key management personnel and represents management's assessment of the reasonably possible change in interest rates. With all other variables held constant, the Group's profit before tax will be impacted by a change in interest rate as follows:

(₹ in Lakhs)

Particulars	Increase / (Decrease) in profit before tax	
	Year ended 31 March 2025	Year ended 31 March 2024
Increase in interest rate by 20 basis points (20 bps)	(2.01)	(2.23)
Decrease in interest rate by 20 basis points (20 bps)	2.01	2.23

(b) Price risk

Exposure at the year end is as follow:

(₹ in Lakhs)

Particulars	As at 31 March 2025	As at 31 March 2024
Investment in mutual funds (Fair Value through profit and loss)	2.74	4.27
Equity instruments (Fair Value through profit and loss)	4,134.56	3,872.51
Total	**4,137.30**	**3,876.78**

Sensitivity

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS (contd...)

Profit or loss is sensitive to fair value change in investment value as a change in market price. A 10 percentage increase or decrease is used when reporting price risk internally to key management personnel and represents management's assessment of the reasonably possible change in price risk. With all other variables held constant, the Group's profit before tax will be impacted by a change in price as follows:

(₹ in Lakhs)

Particulars	Increase / (Decrease) in profit before tax	
	Year ended 31 March 2025	Year ended 31 March 2024
Increase in price by 10%	413.73	387.68
Decrease in price by 10%	(413.73)	(387.68)

41 **Capital management**

(i) Risk management

Equity share capital, other equity and secured borrowings from the banks are considered for the purpose of Group's capital management. The Group aims to manage its capital efficiently so as to safeguard its ability to continue as a going concern and to optimise returns to its shareholders. The capital structure of the Group Companies is based on management's judgment of the appropriate balance of key elements in order to meet its strategic and day-to-day needs. The Group considers the amount of capital in proportion to risk and manages the capital structure in light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Group may borrow from external parties such as banks or financial institutions. The Group's policy is to maintain a stable and strong capital structure with a focus on total equity so as to maintain shareholder, creditor and stakeholder confidence to sustain future development and growth of its business. The Group will take appropriate steps in order to maintain, or if necessary adjust, its capital structure.

42 **Dividend Distribution made**

(₹ in Lakhs)

Particulars's	Year ended 31 March 2025	Year ended 31 March 2024
Final dividend paid for 31st March, 2024 is Rs 1/- per equity shares	129.80	-
Total	**129.80**	**-**

Dividends paid during the year ended March 31, 2025 include an amount of Rs 1 per equity share towards final dividend for the year ended March 31, 2024. On 26th September, 2024, the Board of Directors of the Company have declared final dividend of Rs 1 per share in respect of the year ended March 31, 2024.

On 16th May, 2025, The Board of Directors of Systematix Corporate Services Limited, have recommended a Dividend for the financial year ended on 31/03/2025 @ 10% (i.e. Rs 0.1/-) per equity share (Previous Year - @ 10%, i.e. Rs 1/- per equity share) to the equity shareholders. The Dividend will be paid after the approval of shareholders at ensuing Annual General Meeting. The date of book closure for the entitlement of such dividend and Annual General Meeting shall be decided and informed in due course of time.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS (contd...)

43 **Additional information, as required under Schedule III to the Companies Act, 2013, of enterprises on consolidated basis into various criteria.**

(₹ in Lakhs)

Name of the Company	Net Assets, i.e., total assets minus total liabilities		Share in profit or loss		Share in other comprehensive income		Share in total comprehensive income	
	As % of consolidated net assets	Amount (₹ in Lakhs)	As % of consolidated profit or loss	Amount (₹ in Lakhs)	As % of consolidated other comprehensive income	Amount (₹ in Lakhs)	As % of total comprehensive income	Amount (₹ in Lakhs)
As at 31st March 2025								
Parent								
Systematix Corporate Services Limited	44.71	13,406.54	48.82	2,234.05	44.88	(2.51)	48.82	2,231.53
Subsidiaries								
Indian								
Systematix Fincorp India Limited	12.50	3,748.73	12.77	584.50	-	-	12.79	584.50
Systematix Finvest Private Limited	6.78	2,032.16	4.40	201.14	(0.21)	0.01	4.40	201.15
Systematix Shares and Stocks (India) Limited	33.44	10,027.41	33.80	1546.71	55.33	(3.09)	33.77	1543.61
Systematix Commodities Services Private Limited	1.51	453.92	0.25	11.29	-	-	0.25	11.29
Systematix Ventures Private Limited	0.02	5.89	(0.03)	(1.55)	-	-	(0.03)	(1.55)
Consolidation related adjustments	1.03	309.46	-	-	-	-	-	-
Total	**100.00**	**29,984.12**	**100**	**4576.14**	**100.00**	**(5.59)**	**100**	**4570.54**

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS (contd...)

(₹ in Lakhs)

Name of the Company	Net Assets, i.e., total assets minus total liabilities		Share in profit or loss		Share in other comprehensive income		Share in total comprehensive income	
	As % of consolidated net assets	Amount (₹ in Lakhs)	As % of consolidated profit or loss	Amount (₹ in Lakhs)	As % of consolidated other comprehensive income	Amount (₹ in Lakhs)	As % of total comprehensive income	Amount (₹ in Lakhs)
As at 31st March 2024								
Parent								
Systematix Corporate Services Limited	7.28	1,108.38	40.80	2,176.50	24.88	(3.32)	40.84	2,173.17
Subsidiaries								
Indian								
Systematix Fincorp India Limited	19.31	2,941.51	11.40	608.37	-	-	11.43	608.37
Systematix Finvest Private Limited	11.99	1,825.65	8.65	461.50	(1.87)	0.25	8.68	461.75
Systematix Shares and Stocks (India) Limited	56.51	8,607.07	38.34	2,045.35	76.99	(10.28)	38.24	2,035.07
Systematix Commodities Services Private Limited	2.84	431.92	0.82	43.70	-	-	0.82	43.70
Systematix Ventures Private Limited	0.05	7.45	(0.01)	(0.79)	-	-	(0.01)	(0.79)
Consolidation related adjustments	2.03	309.46	-	-	-	-	-	-
Total	**100.00**	**15,231.45**	**100.00**	**5,334.64**	**100.00**	**(13.36)**	**100.00**	**5,321.27**

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS (contd...)

44 **Relationship with Struck off Companies**

The company has no transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956 as on 31st March,2025.

Name of the struck off company	Nature of transactions with struck off company	Balance outstanding as at current period (₹ in Lakhs)	Relationship with the struck off company, if any, to be disclosed
	Shares held by struck off company		Not Applicable

45 **Compliance with number of layers of companies**

The company has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017

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Particulars	2024-25	2023-24	% Variance	Reason for variance (if above 25%
Capital to risk-weighted assets ratio (CRAR)				
Total of Tier 1 & Tier 2(Numerator)	30141.46	15796.71		
Risk Adjusted Assets (Denominator)	11532.16	9237.98		
Ratio	2.61	1.71	90%	Due to issure of ESC on preferential basis
Tier I CRAR	29,151.42	14,894.21		
Tier II CRAR	990.04	902.50		

47 **Registration of charges or satisfaction**

There are no charges or satisfaction yet to be registered with Registrar of Companies beyond the statutory period i.e. 31st March, 2025.

48 **Willful Defaulter**

The company is not declared willful defaulter by any bank or financial Institution or other lender as on 31st March, 2025.

49 **Disclosure related to funds borrowed from banks and financial institutions**

The Company has borrowings from banks or financial institutions on the basis of security of current assets

(a) Quarterly returns or statements of current assets filed by the Company with banks or financial institutions are in agreement with the books of accounts.

(b) There is no Material Discrepancies in books of accounts and Quarterly Return or Statement filed by the company.

50 **Corporate Social Responsibility (CSR)**

The company is covered under section 135 of the companies act, 2013 as on 31st March,2025. During the year the company has spent Rs 47.01 lakh on CSR activity as approved by CSR committee.

Pursuant to the application of Section 135 of the Act and the Rules framed , the company is required to spend at least two per cent of the average net profits of the company made during the three immediately preceding financial years as per the activities which are specified in Schedule VII of the Act and the Company has decided to spend the amount by way of contribution to a Trust. The disclosure as required by the Guidance Note on Accounting for Expenditure on Corporate Social Responsibility Activities issued by the Institute of Chartered Accounts of India are as follows.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS (contd...)

(₹ in Lakhs)

Particulars's	Year ended 31 March 2025	Year ended 31 March 2024
Unspent balance at the beginning	-	-
Provision made by the company during the year	47.01	40.00
Prior Period Provision made by the company during the year	-	-
Amount spent during the year	47.01	40.00
Amount remaining to be spent at the end of the year	-	-
Total	**-**	**-**

51 **Details of Crypto Currency or Virtual Currency**

The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year as on 31st March, 2025.

52 **Utilisation of Borrowed funds and share premium**

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

(i) 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)

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

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

(i) 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)

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

In terms of our report for even date attached

For **Shah & Taparia**
Chartered Accountants
FRN NO : 109463W

Bharat Ramesh Joshi
Partner
M NO.130863

Place: Mumbai
Date: 16.05.2025

For and on behalf of the Board of Directors

Nikhil Khandelwal
Managing Director
DIN: 00016387

Anju Khandelwal
Director
DIN: 00474604

Divyesh Badiyani
Company Secretary

Anil Bhagchandani
Chief Financial Officer

Place: Mumbai
Date: 16.05.2025

Our Branches

Mumbai
Unit No. 303 & 304, 3rd Floor,
Hallmark Business Plaza,
Sant Dyaneshwar Marg,
Near Gurunanak Hospital,
Bandra (East), Mumbai - 400051
contactus@systematixgroup.in
08:30 AM to 06:30 PM

Ahmedabad
Office No. 512/A, 514,
5th Floor, Palak Prime,
Ambli Road,
Opp. Double Tree by Hilton
contactus@systematixgroup.in
09:00 AM to 06:00 PM

Delhi
Co-offiz, 2nd Floor,
5 - Park End, Vikas Marg,
Preet Vihar,
Delhi -110092
contactus@systematixgroup.in
08:30 AM to 06:30 PM

Indore
206-207,
Bansi Trade Centre,
581/5, M.G. Road,
Indore - 452001
contactus@systematixgroup.in
08:30 AM to 06:30 PM

Ujjain
101, Gopal Plaza,
11 Varruchi Marg,
Above Federal Bank,
A. K. Building Choraha,
Ujjain - 456010
contactus@systematixgroup.in
08:30 AM to 06:30 PM

Jaipur
Office No. 35,
Ground Floor, JSEL Building,
Malviya Nagar,
Jaipur - 302017
contactus@systematixgroup.in
08:30 AM to 06:30 PM

Lucknow - RO
120/1, 1st Floor,
Indra Karan Plaza,
Lalbagh Road,
Lucknow - 226001
contactus@systematixgroup.in
08:30 AM to 06:30 PM

SYSTEMATIX GROUP™
Investments Re-defined