



# Algoquant



## ANNUAL **REPORT**

**Algoquant Fintech Ltd**

# **2023**

If undelivered please return to :

**ALGOQUANT FINTECH LIMITED**

(FORMERLY HINDUSTAN EVEREST TOOLS LIMITED)

(CIN: L74110DL1962PLC003634)

Registered office - Unit No. 705, 07th Floor of ISCON Elegance,

Developed at Plot No. 24, Prahaladnagar

Ahmedabad City Gujarat - 380015

Corporate office; 4/11, 1st Floor Asaf Ali Road

New Delhi Central Delhi-110002

Email; [investors@algoquantfintech.com](mailto:investors@algoquantfintech.com)

Phone +91-9910032394

## CORPORATE INFORMATION

### BOARD OF DIRECTORS

<b>Mr. Devansh Gupta</b>	<b>Managing Director</b>
<b>Mr. Dhruv Gupta</b>	<b>Director</b>
<b>Mr. Himanjal Jagdishchandra Brahmbhatt</b>	<b>Director</b>
(Appointed w.e.f. July 30, 2022)	
<b>Mr. Gyaneshwar Sahai</b>	<b>Independent Director</b>
(Appointed w.e.f. July 30, 2022)	
<b>Mr. Amit Gupta</b>	<b>Independent Director</b>
<b>Mrs. Shubhangi Agarwal</b>	<b>Independent Director</b>
(Appointed w.e.f. July 30, 2022)	

### STATUTORY AUDITOR

M/s OP Bagla & Co LLP, Chartered Accountants  
FRN: 000018N/N500091  
B-225, Okhla Industrial Area, Phase-1,  
New Delhi-110020

### REGISTERED OFFICE

Unit No. 705, 07th Floor of ISCON Elegance,  
developed at Plot No. 24,  
Pralhad Nagar Ahmedabad City  
Gujarat 380015 India  
Phone No.: +91-9910032394  
Email id: Investors@algoquantfintech.com  
Website: www.algoquantfintech.com

### BANKERS

HDFC Bank Limited  
IDFC First Bank Limited  
UCO Bank Limited  
Yes Bank Limited  
Axis Bank Limited

### KEY MANAGERIAL PERSONNEL

<b>Mr. Atul Kaushal</b>	<b>Company Secretary &amp; Compliance officer</b>
(Appointed w.e.f. September 09, 2022)	
(Ms. Ayushi Jain resigned w.e.f. September 08, 2022)	
<b>Mr. Yogesh Gusain</b>	<b>Chief Financial officer</b>
<b>Mr. Devansh Gupta</b>	<b>Managing Director</b>

### SECRETARIAL AUDITOR

M/s Parth P. Shah,  
Practicing Company Secretaries  
Membership No: F11871; COP NO: 18640

### INTERNAL AUDITOR

M/s V B R G & Associates  
04, Rainbow Complex, Bazaria, Ghaziabad,  
Uttar Pradesh – 201001

### REGISTRAR & SHARE TRANSFER AGENT

Link Intime India (P) Ltd  
Noble Heights, 1st Floor, C-1 Block,  
Janakpuri, New Delhi – 110058  
Phone: +011-41410592  
Email: delhi@linkintime.co.in

### SHARES LISTED AT

BSE Limited  
Floor 25, P J Tower  
Dalal Street, Mumbai - 400001  
Script Code : 505725

## COMPOSITION OF THE COMMITTEES

### AUDIT COMMITTEE MEMBERS

Name of Director	Designation	Position
Amit Gupta	Independent Director	Chairperson
Gyaneshwar Sahai	Independent Director	Member
Himanjal Jagdishchandra Brahmbhatt	Non-Executive Director	Member

### NOMINATION & REMUNERATION COMMITTEE MEMBERS

Name of Director	Designation	Position
Amit Gupta	Independent Director	Chairperson
Gyaneshwar Sahai	Independent Director	Member
Shubhangi Agarwal	Independent Director	Member

### STAKEHOLDERS RELATIONSHIP COMMITTEE MEMBERS

Name of Director	Designation	Position
Gyaneshwar Sahai	Independent Director	Chairperson
Amit Gupta	Independent Director	Member
Shubhangi Agarwal	Independent Director	Member

### INDEPENDENT DIRECTOR COMMITTEE MEMBERS

Name of Director	Designation	Position
Amit Gupta	Independent Director	Chairperson
Gyaneshwar Sahai	Independent Director	Member
Shubhangi Agarwal	Independent Director	Member

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**ALGOQUANT FINTECH LIMITED**  
**(FORMERLY HINDUSTAN EVEREST TOOLS LIMITED)**  
**(CIN: L74110GJ1962PLC136701)**

Registered Office: Unit No. 705, 07th Floor of ISCON Elegance, developed at Plot No. 24,  
Pralhad Nagar Ahmedabad City Gujarat 380015 India  
Corporate Office; 4/11, 1st Floor Asaf Ali Road New Delhi-110002  
Email: investors@algoquantfintech.com, Website: www.algoquantfintech.com  
Phone: +91-9910032394

**Notice of the 60<sup>th</sup> Annual General Meeting**

**NOTICE** is hereby given that **60<sup>TH</sup> Annual General Meeting ("AGM")** of Members of **ALGOQUANT FINTECH LIMITED (FORMERLY HINDUSTAN EVEREST TOOLS LIMITED) ("the Company")** will be held on Wednesday, 27<sup>th</sup> day of September, 2023 at 11:00 A.M. (IST) through Video Conferencing (VC)/Other Audio-Visual Means (OVAM). The venue of the meeting shall be deemed to be the Registered Office of the Company situated at Unit No. 705, 07th Floor of ISCON Elegance, developed at Plot No. 24, Prahalad Nagar Ahmedabad City Gujarat 380015 to transact the following businesses:

**ORDINARY BUSINESS:**

1. To receive, consider, and adopt the audited financial statements of the Company for the financial year ended 31<sup>st</sup> March, 2023 together with the reports of the Board of Directors and Auditors' thereon.
2. **To appoint a director in place of Mr. Himanjal Jagdishchandra Brahmbhatt (DIN:00049679) who retires by rotation and being eligible, offers himself for re-appointment.**

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

**"RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013 ('Act') read with rules made thereunder (including any statutory modification (s) or re-enactment (s) thereof for the time being in force), **Mr. Himanjal Jagdishchandra Brahmbhatt (DIN: 00049679)**, Non-Executive Director, who retires by rotation at this Annual General Meeting ('AGM') and being eligible for such re-appointment, be and is hereby re-appointed as a director of the Company and whose office is liable to retire by rotation."

**SPECIAL BUSINESS: -**

3. **To increase an overall managerial remuneration payable to the Directors of the Company.**

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

**"RESOLVED THAT** in accordance with the provisions of Section 197, Companies (Amendment) Act, 2017, Companies (Amendment) Act, 2020 read with Schedule V of Companies Act 2013, as amended and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), Ministry of Corporate Affairs (MCA) notification dated 12 September 2018 and pursuant to the recommendation of Nomination and Remuneration Committee, consent of the members of the Company be and is hereby accorded to increase the overall limit of managerial remuneration payable beyond specified limits under Section 197 read with schedule V of Companies Act, 2013 in respect of any financial year without approval of central government.

**RESOLVED FURTHER THAT** Consent of the members of the Company be and is hereby accorded to authorize the Board of the Company including any committee thereof to set/determine the overall limit of managerial remuneration payable beyond specified limits under Section 197 read with schedule V of Companies Act, 2013 in respect of any financial year without approval of central government.

**RESOLVED FURTHER THAT** MCA vide notification dated September 12, 2018 has done away the requirement to obtain the central govt approval w.r.t managerial remuneration as enunciated in Section 197 read with schedule V of the Companies Act, 2013.

**RESOLVED FURTHER THAT** in any financial year, if the Company has no profits or profits are inadequate, the overall managerial remuneration paid to Directors shall not exceed up to Rs. 5,00,00,000 (Rupees Five Crores Only).

**RESOLVED FURTHER THAT** all actions taken by the board in connection with any matter referred to or contemplated in this resolution, be and is hereby approved, ratified and confirmed in all respect.

**RESOLVED FURTHER THAT** any director(s) or KMP be and is hereby authorized to do all such acts, deeds and things

and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution including filing of any e-forms with the concerned Registrar of Companies or such other authorities as may be required from time to time."

4. **To approve the managerial remuneration payable to Mr. Devansh Gupta (DIN: 06920376), Managing Director of the Company.**

To consider and, if thought fit, to pass with or without modifications the following resolution as a **Special Resolution**:

**"RESOLVED THAT** Pursuant to the Special Resolution (agenda item number 4) passed in the 59<sup>th</sup> Annual General Meeting of the Members of the Company wherein members of the Company in accordance with provisions of Section 196, 197, 198, read with Schedule V of the Companies Act, 2013 has *inter alia* approved the remuneration payable to Mr. Devansh Gupta (Managing Director) to the tune of up to INR 6,00,000 (Rupees Six Lakh only) per month for a period of 3 (three) years effective from April 01, 2022 upto March 31, 2025, in continuation of aforesaid special resolution and pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013, Companies (Amendment) Act, 2017 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), and based on the recommendation of the Nomination and Remuneration Committee, the consent of the members of the Company be and is hereby accorded to ratify and pay the remuneration including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year, to Mr Devansh Gupta (Managing Director), upto INR 6,00,000 (Rupees Six Lakh only) per month for a period of 3 (three) years effective from April 01, 2022 upto March 31, 2025.

**RESOLVED FURTHER THAT** MCA vide notification dated September 12, 2018 has done away the requirement to obtain the central govt approval w.r.t managerial remuneration as enunciated in Section 197 read with schedule V of the Companies Act, 2013.

**RESOLVED FURTHER THAT** in the event, the Company has no profits or its profits are inadequate during the aforesaid tenure, the aforesaid managerial remuneration shall be paid to Mr. Devansh Gupta, Managing Director as the minimum remuneration as per applicable provisions of the Companies Act, 2013.

**RESOLVED FURTHER THAT** except as aforesaid, the other terms and conditions of appointment of Mr. Devansh Gupta as previously approved by the members at 58th AGM shall remain unchanged and continue to be effective in force.

**RESOLVED FURTHER THAT** all actions taken by the board in connection with any matter referred to or contemplated in this resolution, be and is hereby approved, ratified and confirmed in all respect.

**RESOLVED FURTHER THAT** any director(s) or KMP be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution including filing of any e-forms with the concerned Registrar of Companies or such other authorities as may be required from time to time."

5. **To approve the Material Related Party Transaction(s) between the Company and Algoquant Financials LLP, the Promoter.**

To consider and, if thought fit, to pass with or without modifications the following resolution as an **Ordinary Resolution**:-

**"RESOLVED THAT** pursuant to the provisions of Regulations 2(1)(zc), 23(4) read with SEBI Circular SEBI/HO/CFD/CMD1/CIR/P/2022/47 dated April 08, 2022 and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended from time to time, Section 2(76), 188 and other applicable provisions of the Companies Act, 2013 ('Act') read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended from time to time (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and other applicable laws / statutory provisions, if any, the Company's Policy on Material Related Party Transactions as well as subject to such approval(s), consent(s) and/or permission(s), as may be required and based on the recommendation of the Audit Committee, the consent of the members of the Company be and is hereby accorded to authorise the Board of directors of the Company (hereinafter referred to as the 'Board', which term shall be deemed to include the Audit Committee or any other Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) to the Material Related Party Transaction(s) / Contract(s) / Arrangement(s) / Agreement(s) entered into / proposed to be entered into (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise), as mentioned in detail in the explanatory statement, between the Company and Algoquant Financials LLP, the Promoter & Promoter Group of the



Company and accordingly a 'Related Party' of the Company, on such terms and conditions as may be mutually agreed between the Company and Algoquant Financials LLP, for an aggregate value not exceeding Rs. 107,00,00,000/- (Rupees One Hundred Seven Crore Only) during the financial year **2023-24** and shall be valid upto the date of the next AGM for a period not exceeding fifteen months (*gap between two Annual General Meetings (AGMs) cannot be more than fifteen months*), provided that such transaction(s) /contract(s) / arrangement(s) / agreement(s) is being carried out at an arm's length pricing basis and in the ordinary course of business.

**RESOLVED FURTHER THAT** any director(s) or KMP of the Company be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary, including but not limited to, finalizing the terms and conditions, methods and modes in respect of executing necessary documents, including contract(s) / arrangement(s) / agreement(s) and other ancillary documents; seeking necessary approvals from the authorities; settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred; and delegate all or any of the powers herein conferred to any director, Chief Financial Officer, Company Secretary or any other Officer / authorised representative of the Company, without being required to seek further consent from the members and that the members shall be deemed to have accorded their consent thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** all actions taken by the board in connection with any matter referred to or contemplated in this resolution, be and is hereby approved, ratified and confirmed in all respect and for the purpose of giving effect to this resolution, any director(s) or KMP be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper, or desirable fit and to settle any question, difficulty, doubt that may arise in this regard."

#### 6. To approve the Material Related Party Transaction between the Company and Algoquant LLP

*To consider and, if thought fit, to pass with or without modifications the following resolution as an **Ordinary Resolution**:-*

**"RESOLVED THAT** pursuant to the provisions of Regulations 2(1)(zc), 23(4) read with SEBI Circular SEBI/HO/CFD/CMD1/CIR/P/2022/47 dated April 08, 2022 and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended from time to time, Section 2(76), 188 and other applicable provisions of the Companies Act, 2013 ('Act') read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended from time to time (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and other applicable laws / statutory provisions, if any, the Company's Policy on Material Related Party Transactions as well as subject to such approval(s), consent(s) and/or permission(s), as may be required and based on the recommendation of the Audit Committee, the consent of the members of the Company be and is hereby accorded to authorise the board of directors of the Company (hereinafter referred to as the 'Board', which term shall be deemed to include the Audit Committee or any other Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) to the Material Related Party Transaction(s) / Contract(s) /Arrangement(s) / Agreement(s) entered into / proposed to be entered into (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise), as mentioned in detail in the explanatory statement, between the Company and Algoquant LLP, a 'Related Party' of the Company, on such terms and conditions as may be mutually agreed between the Company and Algoquant LLP, for an aggregate value not exceeding Rs. 106,00,00,000/- (Rupees One Hundred Six Crore only) during the financial year **2023-24** and shall be valid upto the date of the next AGM for a period not exceeding fifteen months (*gap between two Annual General Meetings (AGMs) cannot be more than fifteen months*), provided that such transaction(s) /contract(s) / arrangement(s) / agreement(s) is being carried out at an arm's length pricing basis and in the ordinary course of business.

**RESOLVED FURTHER THAT** any director(s) or KMP of the Company be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary, including but not limited to, finalizing the terms and conditions, methods and modes in respect of executing necessary documents, including contract(s) / arrangement(s) / agreement(s) and other ancillary documents; seeking necessary approvals from the authorities; settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred; and delegate all or any of the powers herein conferred to any Director, Chief Financial Officer, Company Secretary or any other Officer / authorised representative of the Company, without being required to seek further consent from the members and that the members shall be deemed to have accorded their consent thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** all actions taken by the board in connection with any matter referred to or contemplated in this resolution, be and is hereby approved, ratified and confirmed in all respect and for the purpose of giving effect to this resolution, any director(s) or KMP be and is hereby authorised to do all such acts, deeds, matters

and things as it may in its absolute discretion deem necessary, proper, or desirable fit and to settle any question, difficulty, doubt that may arise in this regard.”

**7. To approve the Material Related Party Transaction between the Company and Growth Securities Private Limited**

*To consider and, if thought fit, to pass with or without modifications the following resolution as an **Ordinary Resolution**:-*

**“RESOLVED THAT** pursuant to the provisions of Regulations 2(1)(zc), 23(4) read with SEBI Circular SEBI/HO/CFD/CMD1/CIR/P/2022/47 dated April 08, 2022 and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended from time to time, Section 2(76), 188 and other applicable provisions of the Companies Act, 2013 ('Act') read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended from time to time (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and other applicable laws / statutory provisions, if any, the Company's Policy on Material Related Party Transactions as well as subject to such approval(s), consent(s) and/or permission(s), as may be required and based on the recommendation of the Audit Committee, the consent of the members of the Company be and is hereby accorded to authorise the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall be deemed to include the Audit Committee or any other Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) to the Material Related Party Transaction(s) / Contract(s) / Arrangement(s) / Agreement(s) entered into / proposed to be entered into (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise), as mentioned in detail in the explanatory statement, between the Company and Growth Securities Private Limited, a 'Related Party' of the Company, on such terms and conditions as may be mutually agreed between the Company and Growth Securities Private Limited, the group entity, for an aggregate value not exceeding Rs. 126,00,00,000/- (Rupees One Hundred Twenty-Six Crore Only) during the financial year **2023-24** and shall be valid upto the date of the next AGM for a period not exceeding fifteen months (*gap between two Annual General Meetings (AGMs) cannot be more than fifteen months*), provided that such transaction(s) / contract(s) / arrangement(s) / agreement(s) is being carried out at an arm's length pricing basis and in the ordinary course of business.

**RESOLVED FURTHER THAT** any director(s) or KMP of the Company be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary, including but not limited to, finalizing the terms and conditions, methods and modes in respect of executing necessary documents, including contract(s) / arrangement(s) / agreement(s) and other ancillary documents; seeking necessary approvals from the authorities; settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred; and delegate all or any of the powers herein conferred to any director, Chief Financial Officer, Company Secretary or any other Officer / authorised representative of the Company, without being required to seek further consent from the members and that the members shall be deemed to have accorded their consent thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** all actions taken by the board in connection with any matter referred to or contemplated in this resolution, be and is hereby approved, ratified and confirmed in all respect and for the purpose of giving effect to this resolution, any director(s) or KMP be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper, or desirable fit and to settle any question, difficulty, doubt that may arise in this regard.”

**8. To approve the Material Related Party Transaction between the Company and Mr. Dhruv Gupta, the promoter -**

*To consider and, if thought fit, to pass with or without modifications the following resolution as an **Ordinary Resolution**:-*

**“RESOLVED THAT** pursuant to the provisions of Regulations 2(1)(zc), 23(4) read with SEBI Circular SEBI/HO/CFD/CMD1/CIR/P/2022/47 dated April 08, 2022 and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended from time to time, Section 2(76), 188 and other applicable provisions of the Companies Act, 2013 ('Act') read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended from time to time (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and other applicable laws / statutory provisions, if any, the Company's Policy on Material Related Party Transactions as well as subject to such approval(s), consent(s) and/or permission(s), as may be required and based on the recommendation of the Audit Committee, the consent of the members of the Company be and is hereby accorded to authorise the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall be deemed to include the Audit Committee or any other Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) to the Material Related Party Transaction(s) / Contract(s) / Arrangement(s) / Agreement(s) entered into / proposed to be entered into (whether by way of an individual



transaction or transactions taken together or a series of transactions or otherwise), as mentioned in detail in the explanatory statement, between the Company and Mr. Dhruv Gupta, the promoter of the Company and accordingly a 'Related Party' of the Company, on such terms and conditions as may be mutually agreed between the Company and Mr. Dhruv Gupta, the promoter, for an aggregate value not exceeding Rs. 50,00,00,000/- (Rupees fifty Crore only) during the financial year **2023-24** and shall be valid upto the date of the next AGM for a period not exceeding fifteen months (*gap between two Annual General Meetings (AGMs) cannot be more than fifteen months*), provided that such transaction(s) /contract(s) / arrangement(s) / agreement(s) is being carried out at an arm's length pricing basis and in the ordinary course of business.

**RESOLVED FURTHER THAT** any director(s) or KMP of the Company be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary, including but not limited to, finalizing the terms and conditions, methods and modes in respect of executing necessary documents, including contract(s) / arrangement(s) / agreement(s) and other ancillary documents; seeking necessary approvals from the authorities; settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred; and delegate all or any of the powers herein conferred to any director, Chief Financial Officer, Company Secretary or any other Officer / authorised representative of the Company, without being required to seek further consent from the members and that the members shall be deemed to have accorded their consent thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** all actions taken by the board in connection with any matter referred to or contemplated in this resolution, be and is hereby approved, ratified and confirmed in all respect and for the purpose of giving effect to this resolution, any director(s) or KMP be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper, or desirable fit and to settle any question, difficulty, doubt that may arise in this regard."

9. **To approve the Material Related Party Transaction between the Company and Algoquant Investments Private Limited (formerly Mandelia Investments Private Limited), the promoter -**

*To consider and, if thought fit, to pass with or without modifications the following resolution as an **Ordinary Resolution**:-*

**"RESOLVED THAT** pursuant to the provisions of Regulations 2(1)(zc), 23(4) read with SEBI Circular SEBI/HO/CFD/CMD1/CIR/P/2022/47 dated April 08, 2022 and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended from time to time, Section 2(76), 188 and other applicable provisions of the Companies Act, 2013 ('Act') read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended from time to time (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and other applicable laws / statutory provisions, if any, the Company's Policy on Material Related Party Transactions as well as subject to such approval(s), consent(s) and/or permission(s), as may be required and based on the recommendation of the Audit Committee, the consent of the members of the Company be and is hereby accorded to authorise the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall be deemed to include the Audit Committee or any other Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) to the Material Related Party Transaction(s) / Contract(s) /Arrangement(s) / Agreement(s) entered into / proposed to be entered into (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise), as mentioned in detail in the explanatory statement, between the Company and Algoquant Investments Private Limited, the Promoter and Promoter Group of the Company and accordingly a 'Related Party' of the Company, on such terms and conditions as may be mutually agreed between the Company and Algoquant Investments Private Limited(*formerly Mandelia Investments Private Limited*), the Promoter & Promoter Group for an aggregate value not exceeding Rs. 100,00,00,000/- (Rupees One Hundred Crore only) during the financial year **2023-24** and shall be valid upto the date of the next AGM for a period not exceeding fifteen months (*gap between two Annual General Meetings (AGMs) cannot be more than fifteen months*), provided that such transaction(s) /contract(s) / arrangement(s) / agreement(s) is being carried out at an arm's length pricing basis and in the ordinary course of business.

**RESOLVED FURTHER THAT** any director(s) or KMP of the Company be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary, including but not limited to, finalizing the terms and conditions, methods and modes in respect of executing necessary documents, including contract(s) / arrangement(s) / agreement(s) and other ancillary documents; seeking necessary approvals from the authorities; settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein

conferred; and delegate all or any of the powers herein conferred to any director, Chief Financial Officer, Company Secretary or any other Officer / authorised representative of the Company, without being required to seek further consent from the members and that the members shall be deemed to have accorded their consent thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** all actions taken by the board in connection with any matter referred to or contemplated in this resolution, be and is hereby approved, ratified and confirmed in all respect and for the purpose of giving effect to this resolution, any director(s) or KMP be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper, or desirable fit and to settle any question, difficulty, doubt that may arise in this regard."

**10. To approve the Material Related Party Transaction between the Company and Dhruv Devansh Investment and Finance LLP**

*To consider and, if thought fit, to pass with or without modifications the following resolution as an **Ordinary Resolution**:-*

**"RESOLVED THAT** pursuant to the provisions of Regulations 2(1)(zc), 23(4) read with SEBI Circular SEBI/HO/CFD/CMD1/CIR/P/2022/47 dated April 08, 2022 and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended from time to time, Section 2(76), 188 and other applicable provisions of the Companies Act, 2013 ('Act') read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended from time to time (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and other applicable laws / statutory provisions, if any, the Company's Policy on Material Related Party Transactions as well as subject to such approval(s), consent(s) and/or permission(s), as may be required and based on the recommendation of the Audit Committee, the consent of the members of the Company be and is hereby accorded to authorise the Board of directors of the Company (hereinafter referred to as the 'Board', which term shall be deemed to include the Audit Committee or any other Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) to the Material Related Party Transaction(s) / Contract(s) / Arrangement(s) / Agreement(s) entered into / proposed to be entered into (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise), as mentioned in detail in the explanatory statement, between the Company and Dhruv Devansh Investment and Finance LLP, a group entity of the Company, on such terms and conditions as may be mutually agreed between the Company and Dhruv Devansh Investment and Finance LLP for an aggregate value not exceeding Rs. 50,00,00,000/- (Rupees Fifty Crore Only) during the financial year **2023-24** and shall be valid upto the date of the next AGM for a period not exceeding fifteen months (*gap between two Annual General Meetings (AGMs) cannot be more than fifteen months*), provided that such transaction(s) / contract(s) / arrangement(s) / agreement(s) is being carried out at an arm's length pricing basis and in the ordinary course of business.

**RESOLVED FURTHER THAT** any director(s) or KMP of the Company be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary, including but not limited to, finalizing the terms and conditions, methods and modes in respect of executing necessary documents, including contract(s) / arrangement(s) / agreement(s) and other ancillary documents; seeking necessary approvals from the authorities; settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred; and delegate all or any of the powers herein conferred to any director, Chief Financial Officer, Company Secretary or any other Officer / authorised representative of the Company, without being required to seek further consent from the members and that the members shall be deemed to have accorded their consent thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** all actions taken by the board in connection with any matter referred to or contemplated in this resolution, be and is hereby approved, ratified and confirmed in all respect and for the purpose of giving effect to this resolution, any director(s) or KMP be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper, or desirable fit and to settle any question, difficulty, doubt that may arise in this regard."

**11. To approve the Material Related Party Transaction between the Company and Mr. Devansh Gupta, the promoter -**

*To consider and, if thought fit, to pass with or without modifications the following resolution as an **Ordinary Resolution**:-*

**"RESOLVED THAT** pursuant to the provisions of Regulations 2(1)(zc), 23(4) read with SEBI Circular SEBI/HO/CFD/CMD1/CIR/P/2022/47 dated April 08, 2022 and other applicable Regulations, if any, of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended from time to time, Section 2(76), 188 and other applicable provisions of the Companies Act, 2013 ('Act') read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended from time to time

(including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and other applicable laws / statutory provisions, if any, the Company's Policy on Material Related Party Transactions as well as subject to such approval(s), consent(s) and/or permission(s), as may be required and based on the recommendation of the Audit Committee, the consent of the members of the Company be and is hereby accorded to authorise the board of directors of the Company (hereinafter referred to as the 'Board', which term shall be deemed to include the Audit Committee or any other Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) to the Material Related Party Transaction(s) / Contract(s) / Arrangement(s) / Agreement(s) entered into / proposed to be entered into (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise), as mentioned in detail in the explanatory statement, between the Company and Mr. Devansh Gupta, the Promoter of the Company and accordingly a 'Related Party' of the Company, on such terms and conditions as may be mutually agreed between the Company and Mr. Devansh Gupta, the promoter for an aggregate value not exceeding Rs. 50,72,00,000/- (Rupees Fifty Crore Seventy-Two Lacs only) during the financial year **2023-24** and shall be valid upto the date of the next AGM for a period not exceeding fifteen months (*gap between two Annual General Meetings (AGMs) cannot be more than fifteen months*), provided that such transaction(s) / contract(s) / arrangement(s) / agreement(s) is being carried out at an arm's length pricing basis and in the ordinary course of business.

**RESOLVED FURTHER THAT** any director(s) or KMP of the Company be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary, including but not limited to, finalizing the terms and conditions, methods and modes in respect of executing necessary documents, including contract(s) / arrangement(s) / agreement(s) and other ancillary documents; seeking necessary approvals from the authorities; settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred; and delegate all or any of the powers herein conferred to any director, Chief Financial Officer, Company Secretary or any other Officer / authorised representative of the Company, without being required to seek further consent from the members and that the members shall be deemed to have accorded their consent thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** all actions taken by the board in connection with any matter referred to or contemplated in this resolution, be and is hereby approved, ratified and confirmed in all respect and for the purpose of giving effect to this resolution, any director(s) or KMP be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper, or desirable fit and to settle any question, difficulty, doubt that may arise in this regard."

## 12. To approve the Material Related Party Transaction between the Company and Devansh Real Estate Private Limited

*To consider and, if thought fit, to pass with or without modifications the following resolution as an **Ordinary Resolution**:-*

**"RESOLVED THAT** pursuant to the provisions of Regulations 2(1)(zc), 23(4) read with SEBI Circular SEBI/HO/CFD/CMD1/CIR/P/2022/47 dated April 08, 2022 and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended from time to time, Section 2(76), 188 and other applicable provisions of the Companies Act, 2013 ('Act') read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended from time to time (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and other applicable laws / statutory provisions, if any, the Company's Policy on Material Related Party Transactions as well as subject to such approval(s), consent(s) and/or permission(s), as may be required and based on the recommendation of the Audit Committee, the consent of the members of the Company be and is hereby accorded to authorize the Board of directors of the Company (hereinafter referred to as the 'Board', which term shall be deemed to include the Audit Committee or any other Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) to the Material Related Party Transaction(s) / Contract(s) / Arrangement(s) / Agreement(s) entered into / proposed to be entered into (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise), as mentioned in detail in the explanatory statement, between the Company and Devansh Real Estate Private Limited, a 'Related Party' of the Company, on such terms and conditions as may be mutually agreed between the Company and Devansh Real Estate Private Limited, a group entity for an aggregate value not exceeding Rs. 50,00,00,000/- (Rupees Fifty Crore only) during the financial year **2023-24** and shall be valid upto the date of the next AGM for a period not exceeding fifteen months (*gap between two Annual General Meetings (AGMs) cannot be more than fifteen months*), provided that such transaction(s) / contract(s) / arrangement(s) / agreement(s) is being carried out at an arm's length pricing basis and in the ordinary course of business.

**RESOLVED FURTHER THAT** any director(s) or KMP of the Company be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary, including but not limited to, finalizing the terms and conditions, methods and modes in respect of executing necessary documents, including contract(s) / arrangement(s)

/ agreement(s) and other ancillary documents; seeking necessary approvals from the authorities; settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred; and delegate all or any of the powers herein conferred to any director, Chief Financial Officer, Company Secretary or any other Officer / authorised representative of the Company, without being required to seek further consent from the members and that the members shall be deemed to have accorded their consent thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** all actions taken by the board in connection with any matter referred to or contemplated in this resolution w.r.t current financial year and previous years, be and is hereby approved, ratified and confirmed in all respect and for the purpose of giving effect to this resolution, any director(s) or KMP be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper, or desirable fit and to settle any question, difficulty, doubt that may arise in this regard."

### 13. To approve the Material Related Party Transaction between the Company and Ogha Research LLP

*To consider and, if thought fit, to pass with or without modifications the following resolution as an **Ordinary Resolution**:-*

**"RESOLVED THAT** pursuant to the provisions of Regulations 2(1)(zc), 23(4) read with SEBI Circular SEBI/HO/CFD/CMD1/CIR/P/2022/47 dated April 08, 2022 and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended from time to time, Section 2(76), 188 and other applicable provisions of the Companies Act, 2013 ('Act') read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended from time to time (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and other applicable laws / statutory provisions, if any, the Company's Policy on Material Related Party Transactions as well as subject to such approval(s), consent(s) and/or permission(s), as may be required and based on the recommendation of the Audit Committee, the consent of the members of the Company be and is hereby accorded to authorise the Board of directors of the Company (hereinafter referred to as the 'Board', which term shall be deemed to include the Audit Committee or any other Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) to the Material Related Party Transaction(s) / Contract(s) / Arrangement(s) / Agreement(s) entered into / proposed to be entered into (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise), as mentioned in detail in the explanatory statement, between the Company and Ogha Research LLP, a 'Related Party' of the Company, on such terms and conditions as may be mutually agreed between the Company and Ogha Research LLP, a group entity for an aggregate value not exceeding Rs. 15,00,00,000/- (Rupees Fifteen Crore Only) during the financial year **2023-24** and shall be valid upto the date of the next AGM for a period not exceeding fifteen months (*gap between two Annual General Meetings (AGMs) cannot be more than fifteen months*), provided that such transaction(s) / contract(s) / arrangement(s) / agreement(s) is being carried out at an arm's length pricing basis and in the ordinary course of business.

**RESOLVED FURTHER THAT** any director(s) or KMP of the Company be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary, including but not limited to, finalizing the terms and conditions, methods and modes in respect of executing necessary documents, including contract(s) / arrangement(s) / agreement(s) and other ancillary documents; seeking necessary approvals from the authorities; settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred; and delegate all or any of the powers herein conferred to any director, Chief Financial Officer, Company Secretary or any other Officer / authorised representative of the Company, without being required to seek further consent from the members and that the members shall be deemed to have accorded their consent thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** all actions taken by the board in connection with any matter referred to or contemplated in this resolution, be and is hereby approved, ratified and confirmed in all respect and for the purpose of giving effect to this resolution, any director(s) or KMP be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper, or desirable fit and to settle any question, difficulty, doubt that may arise in this regard."

### 14. To approve the Material Related Party Transaction between the Company and Vardan Securities Private Limited

*To consider and, if thought fit, to pass with or without modifications the following resolution as an **Ordinary Resolution**:-*

**"RESOLVED THAT** pursuant to the provisions of Regulations 2(1)(zc), 23(4) read with SEBI Circular SEBI/HO/CFD/CMD1/CIR/P/2022/47 dated April 08, 2022 and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended from time to time, Section 2(76), 188 and other applicable provisions of the Companies Act, 2013 ('Act') read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended from time to time



(including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and other applicable laws / statutory provisions, if any, the Company's Policy on Material Related Party Transactions as well as subject to such approval(s), consent(s) and/or permission(s), as may be required and based on the recommendation of the Audit Committee, the consent of the members of the Company be and is hereby accorded to authorize the Board of directors of the Company (hereinafter referred to as the 'Board', which term shall be deemed to include the Audit Committee or any other Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) to the Material Related Party Transaction(s) / Contract(s) / Arrangement(s) / Agreement(s) entered into / proposed to be entered into (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise), as mentioned in detail in the explanatory statement, between the Company and Vardan Securities Private Limited, a 'Related Party' of the Company, on such terms and conditions as may be mutually agreed between the Company and Vardan Securities Private Limited, a group entity for an aggregate value not exceeding Rs. 50,00,00,000/- (Rupees Fifty Crore only) during the financial year **2023-24** and shall be valid upto the date of the next AGM for a period not exceeding fifteen months (*gap between two Annual General Meetings (AGMs) cannot be more than fifteen months*), provided that such transaction(s) / contract(s) / arrangement(s) / agreement(s) is being carried out at an arm's length pricing basis and in the ordinary course of business.

**RESOLVED FURTHER THAT** any director(s) or KMP of the Company be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary, including but not limited to, finalizing the terms and conditions, methods and modes in respect of executing necessary documents, including contract(s) / arrangement(s) / agreement(s) and other ancillary documents; seeking necessary approvals from the authorities; settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred; and delegate all or any of the powers herein conferred to any director, Chief Financial Officer, Company Secretary or any other Officer / authorised representative of the Company, without being required to seek further consent from the members and that the members shall be deemed to have accorded their consent thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** all actions taken by the board in connection with any matter referred to or contemplated in this resolution, be and is hereby approved, ratified and confirmed in all respect and for the purpose of giving effect to this resolution, any director(s) or KMP be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper, or desirable fit and to settle any question, difficulty, doubt that may arise in this regard."

**15. To approve the Material Related Party Transaction between the Company and Nirmal Buildwell Real Estate, LLP**

*To consider and, if thought fit, to pass with or without modifications the following resolution as an **Ordinary Resolution**:-*

**"RESOLVED THAT** pursuant to the provisions of Regulations 2(1)(zc), 23(4) read with SEBI Circular SEBI/HO/CFD/CMD1/CIR/P/2022/47 dated April 08, 2022 and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended from time to time, Section 2(76), 188 and other applicable provisions of the Companies Act, 2013 ('Act') read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended from time to time (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and other applicable laws / statutory provisions, if any, the Company's Policy on Material Related Party Transactions as well as subject to such approval(s), consent(s) and/or permission(s), as may be required and based on the recommendation of the Audit Committee, the consent of the members of the Company be and is hereby accorded to authorize the Board of directors of the Company (hereinafter referred to as the 'Board', which term shall be deemed to include the Audit Committee or any other Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) to the Material Related Party Transaction(s) / Contract(s) / Arrangement(s) / Agreement(s) entered into / proposed to be entered into (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise), as mentioned in detail in the explanatory statement, between the Company and Nirmal Buildwell Real Estate LLP, a 'Related Party' of the Company, on such terms and conditions as may be mutually agreed between the Company and Nirmal Buildwell Real Estate LLP, a group entity for an aggregate value not exceeding Rs. 50,00,00,000/- (Rupees fifty Crore only) during the financial year **2023-24** and shall be valid upto the date of the next AGM for a period not exceeding fifteen months (*gap between two Annual General Meetings (AGMs) cannot be more than fifteen months*), provided that such transaction(s) / contract(s) / arrangement(s) / agreement(s) is being carried out at an arm's length pricing basis and in the ordinary course of business.

**RESOLVED FURTHER THAT** any director(s) or KMP of the Company be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary, including but not limited to, finalizing the terms and conditions, methods and modes in respect of executing necessary documents, including contract(s) / arrangement(s) / agreement(s) and other ancillary documents; seeking necessary approvals from the authorities; settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein



conferred; and delegate all or any of the powers herein conferred to any director, Chief Financial Officer, Company Secretary or any other Officer / authorised representative of the Company, without being required to seek further consent from the members and that the members shall be deemed to have accorded their consent thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** all actions taken by the board in connection with any matter referred to or contemplated in this resolution w.r.t current financial year and previous years, be and is hereby approved, ratified and confirmed in all respect and for the purpose of giving effect to this resolution, any director(s) or KMP be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper, or desirable fit and to settle any question, difficulty, doubt that may arise in this regard."

**By Order of the Board of Directors  
For Algoquant Fintech Limited  
(Formerly Hindustan Everest Tools Limited)**

**Sd/-  
Atul Kaushal  
Company Secretary & Compliance Officer  
Membership No. A67692**

**Place: New Delhi**

**Date: 01-09-2023**

## NOTES

1. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts concerning the business under Item Nos. 3 to 15 of the accompanying Notice, is annexed hereto.
2. The Government of India, Ministry of Corporate Affairs has allowed conducting Annual General Meeting through Video Conferencing (VC) or Other Audio-Visual Means (OAVM) and dispensed the personal presence of the members at the meeting. Accordingly, the Ministry of Corporate Affairs issued Circular No. 14/2020 dated 8th April, 2020, Circular No. 17/2020 dated 13th April, 2020 and Circular No. 20/2020 dated 5th May, 2020 and Circular No. 02/2021 dated 13th January, 2021 and Circular No. 21/2021 dated December 14, 2021 and 02/2022 dated 5th May 2022 and latest being 10/2022 dated December 28, 2022 ("MCA Circulars") and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and Circular No. SEBI/HO/DDHS/P/CIR/2022/0063 dated 13th May, 2022 and SEBI/HO/CRD/PoD- 2/P/CIR/2023/4 dated 5th January, 2023 issued by the Securities Exchange Board of India ("SEBI Circular") prescribing the procedures and manner of conducting the Annual General Meeting through VC/OVAM. In terms of the said circulars, 60th Annual General Meeting ("AGM") of the Members will be held through VC/OAVM which does not require physical presence of members at a common venue. The deemed venue for 60<sup>th</sup> AGM shall be the Registered Office of the Company. Hence, Members can attend and participate in the AGM through VC/OAVM only. The detailed procedure for participation in the meeting through VC/ OAVM is as specified below and available at the Company's website [www.algoquantfintech.com](http://www.algoquantfintech.com)
3. Brief profile and other information about the Directors proposed to be appointed as required under Regulation 36(3) of Listing Regulations and Secretarial Standard on General Meetings ('SS-2') are forming part of the explanatory statement of this Notice.
4. Since, the AGM is being conducted through VC/OAVM pursuant to MCA Circulars 14/2020 dated April 08, 2020 & Others, physical attendance of Members, route map has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there and cast their votes through e-voting.
5. The Register of Members and Share Transfer Books of the Company will be closed from Wednesday, September 20, 2023 to Wednesday, September 27, 2023 (both days inclusive) for the purpose of the AGM.
6. In compliance with the aforesaid MCA Circulars and SEBI Circular, Notice of the AGM along with the Annual Report and Annual Accounts 2022-23 is being sent only through electronic mode (i.e., through e-mail) to those Members whose email addresses are registered with the Company/RTA/ Depositories. Members may note that

the Notice and Annual Report and Annual Accounts 2022-23 will also be available on the Company's website [www.algoquantfintech.com](http://www.algoquantfintech.com), relevant section of the websites of the Stock Exchange i.e., BSE Limited at [www.bseindia.com](http://www.bseindia.com), and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

7. The Register of Directors and Key Managerial Personnel and their shareholding and Register of Contracts or Arrangements in which the Directors are interested and all other documents referred to in this Notice, shall be available for online inspection by the Members of the Company, without payment of fees upto and including the date of AGM. Members desirous of inspecting the same may send their requests at [investors@algoquantfintech.com](mailto:investors@algoquantfintech.com) from their registered e-mail addresses mentioning their names and folio numbers / DP ID and Client ID.
8. Shareholders, who are holding shares in identical order of name in more than one folio, are requested to write to the Company enclosing their share certificates to enable the Company to consolidate their holding in one folio. In terms of SEBI notification, the shares of the Company are subject to compulsory trading only in dematerialized form on the stock exchange hence members are requested to convert their physical share certificates into electronic form.
9. The Board of Directors has appointed M/s. S. Khurana & Associates, Company Secretaries, Delhi, represented by CS Sachin Khurana, holding Membership No.: F10098, FRNI2014DE1158200 as a Scrutinizer, for conducting the voting/remote e-voting process in a fair and transparent manner.
10. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.algoquantfintech.com](http://www.algoquantfintech.com). The Notice can also be accessed from the website of the Stock Exchange i.e., BSE Limited at [www.bseindia.com](http://www.bseindia.com) and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e., [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
11. Members seeking any information with regard to accounts are requested to write to the Company at least 10 days before the meeting so as to enable the management to keep the information ready.
12. Members holding the shares in physical mode are requested to notify immediately the change of their address and bank particulars to the R&T Agent of the Company. In case shares held in dematerialized form, the information regarding change of address and bank particulars should be given to their respective Depository Participant.
13. In terms of Section 72 of the Act, nomination facility is available to individual Members holding shares in the physical form. The shareholders who are desirous of availing this facility, may kindly write to Company's R&T Agent for nomination form by quoting their folio number.

**General instructions for accessing and participating in the 60<sup>th</sup> AGM through VC/OAVM Facility and voting through electronic means including remote E-Voting:**

1. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairperson 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.
2. Institutional Investors, who are Members of the Company, are encouraged to attend the 60<sup>th</sup> AGM through VC/OAVM mode and vote electronically. Pursuant to the provisions of the Act, the Institutional/Corporate Shareholders (i.e., other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer at [sachinkhuranacs@gmail.com](mailto:sachinkhuranacs@gmail.com) with a copy marked to [investors@algoquantfintech.com](mailto:investors@algoquantfintech.com) and [devoting@nsdl.co.in](mailto:devoting@nsdl.co.in).
3. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
4. In case of joint holders, the Member whose name appears as the first holder in the order of the names as per the Register of Members of the Company will be entitled to vote at the Meeting.

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-**

1. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI Listing Regulations (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated 8th April, 2020, 13th April, 2020, 5th May, 2020, 13th January, 2021, 14th December, 2021, 5th May 2022 and 28th December, 2022, the 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, the Company has entered into an agreement with National Securities Depository Limited (NSDL, as the Authorised e-voting agency for facilitating voting through electronic means. The facility of casting votes by a member using remote e-voting as well as e-voting system on the date of the AGM will be provided by NSDL.
2. The remote e-voting period begins on Saturday, September 23, 2023 at 09:00 A.M. and ends on Tuesday, September 26, 2023 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter.
3. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e., Wednesday, September 20, 2023 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Wednesday, September 20, 2023. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.
4. A person who has acquired the shares and has become a Member after the dispatch of the Notice of the AGM and prior to the Cut-off date i.e. Wednesday, September 20, 2023, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or venue voting system on the date of the AGM by following the procedure mentioned in this notice.

#### **How do I vote electronically using NSDL e-Voting system?**

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:





#### **Step 1: Access to NSDL e-Voting system**

##### **A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular 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.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "<b>Beneficial Owner</b>" icon under "<b>Login</b>" which is available under '<b>IDeAS</b>' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "<b>Access to e-Voting</b>" under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "<b>Register Online for IDeAS Portal</b>" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> </ol>

	<p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App "<b>NSDL Speede</b>" facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<p>1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</p> <p>2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30 or 022-24994360 or 022-24994545 or 022 - 48867000 / 022 - 24997000
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43

**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e., Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID  For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID  For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company  For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.



- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, please follow steps mentioned below **in process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on **"Forgot User Details/Password?"**(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?"** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

#### **Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

#### **How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

#### **General Guidelines for shareholders**

Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [sachinkhuranacs@gmail.com](mailto:sachinkhuranacs@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.

In case of any queries/ grievances, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Mr. Abhishek Mishra at [evoting@nsdl](mailto:evoting@nsdl).

[co.in.abhishekm@nsdl.co.in](mailto:co.in.abhishekm@nsdl.co.in) or approach Company Secretary of the Company at [investors@algoquantfintech.com](mailto:investors@algoquantfintech.com)

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide 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 [investors@algoquantfintech.com](mailto:investors@algoquantfintech.com)
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to ([www.everesttools.com](http://www.everesttools.com)). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be 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 in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL E-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under **"Join General meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. 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.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [investors@algoquantfintech.com](mailto:investors@algoquantfintech.com) . The same will be replied by the company suitably.
6. Shareholders who would like to register as speaker can contact to Company Secretary at E-mail id: [investors@algoquantfintech.com](mailto:investors@algoquantfintech.com). The same will be replied by the company suitably.

**"Annexure-A"**
**BRIEF PROFILE OF DIRECTORS FOR SEEKING APPOINTMENT OR RE-APPOINTMENT AT FORTHCOMING ANNUAL GENERAL MEETING (PURSUANT TO REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

<b>Name &amp; DIN</b>	<b>Mr. Himanjal Jagdishchandra Brahmbhatt DIN00049679</b>
<b>Date of Birth &amp; Age</b>	<b>31.10.1980, Age; 42 Year</b>
<b>Date of first appointment in board</b>	<b>30.07.2022</b>
<b>Qualification</b>	Master of Commerce and qualified Chartered Accountant
<b>Terms and Conditions of appointment or re-appointment along with details of remuneration sought to be paid</b>	Appointed as Non-Executive Director being eligible to retire by rotation.  Remuneration - Nil
<b>Last Drawn Remuneration</b>	Nil
<b>No. of Board Meeting attended during the year 2022-2023</b>	06
<b>Brief resume of the Director</b>	Mr. Himanjal Jagdishchandra Brahmbhatt is master of commerce and qualified Chartered Accountant
<b>Nature of expertise in specific functional areas</b>	Mr. Himanjal Jagdishchandra Brahmbhatt has more than 20 years of experience in the financial services industry with knowledge in areas such as Exchange Compliance and operations, Risk Management, Product Development and implementation and overall business structuring.
<b>Disclosure of relationships between directors inter-se;</b>	He has no interest/relationship with any member of the Board in any manner
<b>Names of other listed entities in which the person also holds the directorship and the membership of Committees of the board along with listed entities from which the person has resigned in the past three years.</b>	Not Applicable
<b>Shareholding of non-executive directors in the listed entity, including shareholding as a beneficial owner</b>	Nil
<b>In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements</b>	Not Applicable
<b>Sitting Fees</b>	Not Applicable

# EXPLANATORY STATEMENT IN PURSUANT TO PROVISIONS OF THE SECTION 102(1) OF THE COMPANIES ACT, 2013

## ITEM NO. 3& 4

As per Section 197 read with Schedule V of the Companies Act, 2013, total managerial remuneration payable by the Company to its directors, including but not limited to managing director and whole-time director and its manager etc in respect of any financial year may be given to maximum permissible limit or beyond the limit as per the provisions laid down in Section 197 read with Schedule V of the Companies Act, 2013, provided that the same has been approved by the shareholders of the Company by way of requisite resolution.

Pursuant to the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company in its meeting held on **01.09.2023** has recommended to increase in overall limit of managerial remuneration payable by the Company to its directors in respect of any financial year beyond specified limits under Section 197 read with Schedule V and computed in the manner laid down in Section 198 of the Companies Act, 2013.

In the event wherein in any financial year, the Company has no profits or profits are inadequate, the overall remuneration to Directors shall not exceed Rs. 5,00,00,000/- (Rupees Five Crore Only).

Pursuant to the Special Resolution (agenda item number 4) passed in the 59<sup>th</sup> Annual General Meeting of the Members of the Company wherein members of the Company in accordance with provisions of Section 196, 197, 198, read with Schedule V of the Companies Act, 2013 has *inter alia* approved the remuneration payable to Mr Devansh Gupta (Managing Director) to the tune of up to INR 6,00,000 (Rupees Six Lakh only) per month for a period of 3 (three) years effective from April 01, 2022 upto March 31, 2025.

Considering the strategic role played by Mr Devansh Gupta (Managing Director), management of the day to day operation of the Company and upon recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company in its meeting held on **01.09.2023** has recommended that in the event, the Company has no profits or its profits are inadequate during the aforesaid tenure, the aforesaid managerial remuneration (i.e, up to INR 6,00,000 (Rupees Six Lakh only) per month for a period of 3 (three) years effective from April 01, 2022 upto March 31, 2025) shall be paid to Mr. Devansh Gupta, Managing Director as the minimum remuneration as per applicable provisions of the Companies Act, 2013.

MCA vide notification dated September 12, 2018 has done away the requirement to obtain the central government approval w.r.t managerial remuneration as enunciated in Section 197 read with schedule V of the Companies Act, 2013.

Accordingly, the Board recommends the resolution set out at item no. 03 & 04 for approval of members as Special resolution

*Except Mr. Dhruv Gupta and Mr. Devansh Gupta (directly or indirectly) being directors of the Company, none of the Directors or Key Managerial Personnel of the Company or their relatives is in any way concerned or interested in the resolution set out at item no. 03& 04 of the Notice.*

The Particulars of the information, pursuant to the provisions of Schedule V of the Act is as under:

S. No.	Particulars	
I	<b>General Information</b>	
	Nature of Industry	The Company is engaged in the business of trading in financial instruments with effect from 10 <sup>th</sup> February 2021.
	Date or expected date of commencement of commercial production	Not Applicable
	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable

	Financial performance based on given indicators	As per Financial statements of the Company for FY 2022-23, the financial performance is mentioned below:  Revenue From Operation: INR 12.84 Crores Profit after tax: INR (3.42) Crores Total income: INR 13.71 Crores
	Foreign investments or collaborations if any	As on March 31, 2023, Ecotek General Trading L.L.C, in the category of FII's, holds 3,89,889 equity shares of the Company which is 4.85 % of the total paid up equity share capital of the Company.
<b>II I Information about the appointee</b>		
1)	Background details	Mr. Devansh Gupta is Managing Director of the Company since 09.02.2021 and has experience in the Indian Capital Market as a director and shareholder of SEBI registered Stock-broker i.e. Growth Securities Private Limited.
2)	Past remuneration	Upto Rs. 6,00,000/- per month
3)	Recognition or awards	N.A.
4)	Job profile and his suitability	Mr. Devansh Gupta is Managing Director of the Company and manage the day-to-day operation of the Company.
5)	Remuneration proposed	Upto Rs 6,00,000 per month (even in case of no profit or inadequate profit in any financial year)
6)	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The remuneration of Mr. Devansh Gupta is comparable to that drawn by the peers in the similar capacity in the industry and is commensurate with the size of the Company and diverse nature of its business.
7)	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director if any.	No pecuniary relationship either directly or indirectly with the Company, or relationship with the managerial personnel or other director except a) being promoter and b) Mr. Dhruv Gupta (brother).
<b>III Other information:</b>		
1)	Reasons of loss or inadequate profits	The Company made a loss of Rs 3.42 Crores during the financial year ended March 31, 2023.  The aforesaid loss was inter alia caused on account of challenging operating scenario aggravated by continued volatility in stock market, disruption in investor sentiments caused by global slowdown & recession, hindenbure report on Adani alleging fraudulent behavior and other unethical practices by the adani group, causing a major drop in the adani group market value, Russia Ukraine conflict and variations in foreign exchange rates and enhanced employee benefit expenses during the period.



2)	Steps taken or proposed to be taken for improvement	Constant innovation and R&D in technology and personnel for superior trading performance and sustainable development Strong focus on risk assessment and mitigation
3)	Expected increase in productivity and profits in measurable terms	it is difficult to forecast the productivity and profitability in measurable terms. However, the Company expects that profitability may improve and would be comparable with the industry average.

#### ITEM NO. 5 TO 15

Pursuant to the provisions of Section 188 of the Companies Act, 2013 (the "Act"), transactions with related parties which are on an arm's length basis and in the ordinary course of business, are exempted from the obligation of obtaining prior approval of shareholders. However, as per the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 any transactions, if material, require prior approval of shareholders by way of a resolution, notwithstanding the fact that the same are at an arm's length basis and in the ordinary course of business.

As per the amendments to clause (zc) of Regulation 2(1) read with the proviso to Regulation 23(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, which was effective from April 1, 2022, provides transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceed(s) Rupees 1,000 crore, or 10% of the annual consolidated turnover as per the last audited financial statements of the Company, whichever is lower.

In view of the aforementioned regulatory changes, the Resolutions No. 5 to 15 are placed before the members for their approval. The management has provided the Audit Committee with relevant details of the proposed related party transactions "RPTs", including material terms and basis of pricing. The Audit Committee, after reviewing all necessary information, has granted its approval for entering into the below mentioned RPTs. The Audit Committee has noted that the said transaction(s) will be at an arm's length pricing basis and will be in the ordinary course of business.

#### ITEM NO. 5

Details of the proposed related party transactions between the Company and Algoquant Financials LLP, including the information required to be disclosed in the explanatory statement pursuant to the SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021, are as follows:

S. No.	Description	Details of proposed RPTs between the Company and Algoquant Financials LLP
1.	Summary of information provided by the Management to the Audit Committee for approval of the proposed RPTs.	
a.	Type, material terms and particulars of the proposed transaction	The Company and Algoquant Financials LLP entered into/propose to enter into RPTs such as inter corporate loan/deposit and other permitted transactions on arm length basis as enunciated in the Companies Act 2013 read with Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (more explicitly defined below in clause 1(d)) during the financial year 2023-24 and shall be valid upto the date of the next AGM for a period not exceeding fifteen months ( <i>gap between two Annual General Meetings (AGMs) cannot be more than fifteen months</i> ), for an aggregate value not exceeding Rs. 107,00,00,000/- (Rupees One Hundred Seven Crores Only)
b.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Algoquant Financials LLP is a part of promoter & Promoter Group & ultimate holding Company, directly holds 10,08,100 equity shares of the Company equivalent to 12.54% of the total paid-up equity share capital of the Company.

c.	Tenure of the proposed transaction (particular tenure shall be specified)	For the financial year 2023-24 and shall be valid upto the date of the next AGM for a period not exceeding fifteen months ( <i>gap between two Annual General Meetings (AGMs) cannot be more than fifteen months</i> )
d.	Value of the proposed transaction	An aggregate value not exceeding Rs. 107,00,00,000/- (rupees One Hundred Seven Crore only) as mentioned below: <ul style="list-style-type: none"> <li>Leasing or availing of property of any kind – Rs. 1,00,00,000/-</li> <li>Availing or rendering of any services or – Rs. 6,00,00,000/-</li> <li>Inter Corporate Loan/Deposit/corporate guarantee– Rs. 100,0000,000/-</li> </ul>
e.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction ( <i>and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided</i> )	833.33%
f.	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary	
	i) Details of source of funds in connection with the proposed transaction	Own funds / Internal accruals& undistributed profits
	ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments. <ul style="list-style-type: none"> <li>Nature of indebtedness;</li> <li>cost of funds;and</li> <li>tenure;</li> </ul>	Not Applicable
	iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and	Salient features; <ul style="list-style-type: none"> <li>Tenure – upto 11 months</li> <li>Interest rate – 8% to 10% p.a.</li> <li>Unsecured in nature.</li> <li>Arm Length basis transaction</li> <li>Corporate Guarantee</li> </ul>
	iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	To meet the principal business activities
g.	Justification as to why the RPT is in the interest of the listed entity	The objectives of the proposed transaction are to: <ol style="list-style-type: none"> <li>generate returns on the idle funds of the Company by making short terms- loan to the party at the rates are higher than rates on fixed deposit for similar tenor., or</li> <li>meet working capital requirements of its business by availing short terms-loan</li> <li>arm length basis RPT to meet the principal business activity.</li> <li>Provide/avail Corporate Guarantee</li> </ol>
h.	A copy of the valuation or other external party report, if any such report has been relied upon	Not applicable

i.	Any other information that may be relevant	All relevant information is mentioned in the Explanatory Statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice.
j.	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders	Not applicable
k.	Name of the director or key managerial personnel who is related if any	Mr. Dhruv Gupta and Mr. Devansh Gupta

*Except Mr. Dhruv Gupta and Mr. Devansh Gupta or their respective relatives, none of the other Directors, KMPs and/ or their respective relatives is in any way, concerned or interested, financially or otherwise, in the Resolution mentioned at Item No. 5 of the Notice.*

Based on the recommendation of the Audit Committee, the Board recommends the Ordinary Resolution set forth at Item No. 5 of the Notice for approval by the Members.

The Members may note that in terms of the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, no related party shall vote to approve the Ordinary Resolution set forth at Item No. 5 of the Notice, whether the entity is a Related Party to the particular transaction or not.

#### ITEM No. 6

Details of the proposed related party transaction between the Company and Algoquant LLP, including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021, are as follows:

S.No.	Description	Details of proposed RPTs between the Company and Algoquant LLP
1.	Summary of information provided by the Management to the Audit Committee for approval of the proposed RPTs.	
a.	Type, material terms and particulars of the proposed transaction	The Company and Algoquant LLP entered into/propose to enter into RPTs such as inter corporate loan/deposit and other permitted transactions on arm length basis as enunciated in the Companies Act 2013 read with Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (more explicitly defined below in clause 1(d)) during the financial year 2023-24 and shall be valid upto the date of the next AGM for a period not exceeding fifteen months ( <i>gap between two Annual General Meetings (AGMs) cannot be more than fifteen months</i> ), for an aggregate value not exceeding Rs. 106,00,00,000/- (Rupees One Hundred Six Croreonly).
b.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Algoquant LLP - Entity under the control of directors (other than independent directors)

c.	Tenure of the proposed transaction (particular tenure shall be specified)	For the financial year 2023-24 and shall be valid upto the date of the next AGM for a period not exceeding fifteen months ( <i>gap between two Annual General Meetings (AGMs) cannot be more than fifteen months</i> )
d.	Value of the proposed transaction	An aggregate value not exceeding Rs. 106,00,00,000/- (Rupees One hundred six Crore only) as mentioned below: <ul style="list-style-type: none"> <li>• Inter Corporate Loan/Deposit/Corporate Guarantee arrangement– Rs. 100,00,00,000/-</li> <li>• Availing or rendering of services -Rs. 6,00,00,000/-</li> </ul>
e.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction ( <i>and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided</i> )	825.54%
f.	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary	
	i) Details of source of funds in connection with the proposed transaction	Own funds / Internal accruals & undistributed profits
	ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments <ul style="list-style-type: none"> <li>• Nature of indebtedness;</li> <li>• cost of funds; and</li> <li>• tenure;</li> </ul>	Not applicable
	iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and	Salient features <ul style="list-style-type: none"> <li><input type="checkbox"/> Tenure –upto 11 months</li> <li><input type="checkbox"/> Interest rate – 8%-10% p.a.</li> <li><input type="checkbox"/> Unsecured in nature</li> <li><input type="checkbox"/> Arm Length basis transaction</li> <li><input type="checkbox"/> Corporate Guarantee</li> </ul>
	iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	To meet the principal business activities

g.	Justification as to why the RPT is in the interest of the listed entity	The objectives of the proposed transaction are to: 1. generate returns on the idle funds of the Company by making short terms- loan to the party at the rates are higher than rates on fixed deposit for similar tenor., or 2. meet working capital requirements of its business by availing short terms-loan 3. arm length basis RPT to meet the principal business activity 4. provide/avail Corporate Guarantee
h.	A copy of the valuation or other external party report, if any such report has been relied upon	Not applicable
i.	Any other information that may be relevant	All relevant information is mentioned in the Explanatory Statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice.
j.	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders	Not applicable
k.	name of the director or key managerial personnel who is related, if any	Mr. Dhruv Gupta and Mr. Devansh Gupta

*Except Mr. Dhruv Gupta and Mr. Devansh Gupta or their respective relatives, none of the other Directors, KMPs and/ or their respective relatives is in any way, concerned or interested, financially or otherwise, in the Resolution mentioned at Item No. 6 of the Notice.*

Based on the recommendation of the Audit Committee, the Board recommends the Ordinary Resolution set forth at Item No. 6 of the Notice for approval by the Members.

The Members may note that in terms of the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, no Related Party shall vote to approve the Ordinary Resolution set forth at Item No. 6 of the Notice, whether the entity is a Related Party to the particular transaction or not.

#### ITEM No. 7

Details of the proposed related party transaction between the Company and Growth Securities Private Limited, including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021, are as follows:

S.No.	Description	Details of proposed RPTs between the Company and Growth Securities Private Limited
1.	Summary of information provided by the Management to the Audit Committee for approval of the proposed RPTs.	



a.	Type, material terms and particulars of the proposed transaction	The Company and Growth Securities Private Limited entered into/propose to enter into RPTs such as inter corporate loan/ deposit and other permitted transactions on arm length basis as enunciated in the Companies Act 2013 read with Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (more explicitly defined below in clause 1(d)) during the financial year 2023-24 and shall be valid upto the date of the next AGM for a period not exceeding fifteen months ( <i>gap between two Annual General Meetings (AGMs) cannot be more than fifteen months</i> ), for an aggregate value not exceeding Rs. 126,00,00,000/- (Rupees One Hundred Twenty-Six Crore Only).
b.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Growth Securities Private Limited - Entity under control of directors (other than independent directors)
c.	Tenure of the proposed transaction (particular tenure shall be specified)	For the financial year 2023-24 and shall be valid upto the date of the next AGM for a period not exceeding fifteen months ( <i>gap between two Annual General Meetings (AGMs) cannot be more than fifteen months</i> )
d.	Value of the proposed transaction	An aggregate value not exceeding Rs. 126,00,00,000/- (Rupees One Hundred Twenty-Six Crore only) as mentioned below: <ul style="list-style-type: none"> <li><input type="checkbox"/> Availing or rendering of any services – Rs. 25,00,00,000/-</li> <li><input type="checkbox"/> Inter Corporate loan/Deposit/ Corporate Guarantee arrangement – Rs. 100,00,00,000/-</li> <li><input type="checkbox"/> Leasing or availing of property of any kind – Rs. 1,00,00,000/-</li> </ul>
e.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction ( <i>and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided</i> )	981.30%
f.	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary	
	i) Details of source of funds in connection with the proposed transaction	Own funds / Internal accruals & undistributed profits
	ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments <ul style="list-style-type: none"> <li>• Nature of indebtedness;</li> <li>• cost of funds; and</li> <li>• tenure;</li> </ul>	Not applicable

	iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and	Salient features: <ul style="list-style-type: none"> <li><input type="checkbox"/> Tenure – upto 11 months</li> <li><input type="checkbox"/> Interest rate – 8%-10% p.a.</li> <li><input type="checkbox"/> Unsecured nature</li> <li><input type="checkbox"/> Arm Length basis transaction</li> <li><input type="checkbox"/> Corporate Guarantee</li> </ul>
	iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	To meet the principal business activities
g.	Justification as to why the RPT is in the interest of the listed entity	The objectives of the proposed transaction is to: <ol style="list-style-type: none"> <li>1. generate returns on the idle funds of the Company by making short terms- loan to the party at the rates are higher than rates on fixed deposit for similar tenor., or</li> <li>2. meet working capital requirements of its business by availing short terms-loan</li> <li>3. arm length basis RPT to meet the principal business activity</li> <li>4. provide/avail Corporate Guarantee</li> </ol>
h.	A copy of the valuation or other external party report, if any such report has been relied upon	Not applicable
i.	Any other information that may be relevant	All relevant information is mentioned in the Explanatory Statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice.
j.	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders	Not applicable
k.	name of the director or key managerial personnel who is related, if any	Mr. Dhruv Gupta and Mr. Devansh Gupta

*Except Mr. Dhruv Gupta and Mr. Devansh Gupta or their respective relatives, none of the other Directors, KMPs and/ or their respective relatives is in any way, concerned or interested, financially or otherwise, in the Resolution mentioned at Item No. 7 of the Notice.*

Based on the recommendation of the Audit Committee, the Board recommends the Ordinary Resolution set forth at Item No. 7 of the Notice for approval by the Members.

The Members may note that in terms of the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, no Related Party shall vote to approve the Ordinary Resolution set forth at Item No. 7 of the Notice, whether the entity is a Related Party to the particular transaction or not.

#### **ITEM NO. 8**

Details of the proposed related party transaction(s) between the Company and Dhruv Gupta, including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021, are as follows:

S.No.	Description	Details of proposed RPTs between the Company and Dhruv Gupta
1.	Summary of information provided by the Management to the Audit Committee for approval of the proposed RPTs.	
a.	Type, material terms and particulars of the proposed transaction	The Company and Dhruv Gupta entered into/propose to enter into RPTs such as inter corporate loan/guarantee and other permitted transactions on arm length basis as enunciated in the Companies Act 2013 read with Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (more explicitly defined below in clause 1(d) during the financial year 2023-24 and shall be valid upto the date of the next AGM for a period not exceeding fifteen months ( <i>gap between two Annual General Meetings (AGMs) cannot be more than fifteen months</i> ), for an aggregate value not exceeding Rs. 50,00,00,000/- (Rupees Fifty Crore Only).
b.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Dhruv Gupta is part of promoter and promoter group of the Company and related party of the Company, as on the date of the notice.
c.	Tenure of the proposed transaction (particular tenure shall be specified)	For the financial year 2023-24 and shall be valid upto the date of the next AGM for a period not exceeding fifteen months ( <i>gap between two Annual General Meetings (AGMs) cannot be more than fifteen months</i> )
d.	Value of the proposed transaction	An aggregate value not exceeding Rs. 50,00,00,000/- (Rupees Fifty Crore only) as mentioned below: Loan from director /guarantee – Rs.50,00,00,000/-
e.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction ( <i>and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided</i> )	389.40%
f.	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary	
	i) Details of source of funds in connection with the proposed transaction	Own funds / Internal accruals & undistributed profits
	ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments • Nature of indebtedness; • cost of funds; and • tenure;	Not applicable
	iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and	Salient features: <input type="checkbox"/> Tenure – upto 11 months <input type="checkbox"/> Interest rate – 8%-10% p.a. <input type="checkbox"/> Unsecured in nature <input type="checkbox"/> Arm Length basis transaction <input type="checkbox"/> Corporate Guarantee/ Personal Guarantee

	iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	To meet the principal business activities
g.	Justification as to why the RPT is in the interest of the listed entity.	The objectives of the proposed transaction is to: 1. meet working capital requirements of its business by availing short terms-loan
h.	A copy of the valuation or other external party report, if any such report has been relied upon	Not applicable
i.	Any other information that may be relevant	All relevant information is mentioned in the Explanatory Statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice.
j.	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders	Not applicable
k.	name of the director or key managerial personnel who is related, if any	Mr. Devansh Gupta (Brother)

*Except Mr. Dhruv Gupta and Mr. Devansh Gupta or their respective relatives, none of the other Directors, KMPs and/ or their respective relatives is in any way, concerned or interested, financially or otherwise, in the Resolution mentioned at Item No. 8 of the Notice.*

Based on the recommendation of the Audit Committee, the Board recommends the Ordinary Resolution set forth at Item No. 8 of the Notice for approval by the Members.

The Members may note that in terms of the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, no Related Party shall vote to approve the Ordinary Resolution set forth at Item No. 8 of the Notice, whether the entity is a Related Party to the particular transaction or not.

#### ITEM No. 9

Details of the proposed related party transaction(s) between the Company and Algoquant Investments Private Limited (Formerly Mandelia Investments Private Limited), including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021, are as follows:

S.No.	Description	Details of proposed RPTs between the Company and Algoquant Investments Private Limited
1.	Summary of information provided by the Management to the Audit Committee for approval of the proposed RPTs.	
a.	Type, material terms and particulars of the proposed transaction	The Company and Algoquant Investments Private Limited entered into/proposed to enter into RPTs such as inter corporate loan/deposit and other permitted transactions on arm length basis as enunciated in the Companies Act 2013 read with Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (more explicitly defined below in clause 1(d)) during the financial year 2023-24 and shall be valid upto the date of the next AGM for a period not exceeding fifteen months ( <i>gap between two Annual General Meetings (AGMs) cannot be more than fifteen months</i> ), for an aggregate value not exceeding Rs. 100,00,00,000/- (Rupees One Hundred Crore Only).

b.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Algoquant Investments Private Limited, the promoter & Promoter Group and holding Company of Algoquant Fintech Limited and directly holds 41,72,350 equity shares of the Company equivalent to 51.92% of the paid-up equity share capital of the Company.
c.	Tenure of the proposed transaction (particular tenure shall be specified)	For the financial year 2023-24 and shall be valid upto the date of the next AGM for a period not exceeding fifteen months ( <i>gap between two Annual General Meetings (AGMs) cannot be more than fifteen months</i> )
d.	Value of the proposed transaction	An aggregate value not exceeding Rs. 100,00,00,000/- (Rupees One hundred Crore only) as mentioned below: Inter Corporate loan/Deposit/ Corporate Guarantee arrangement– Rs. 100,00,00,000/-
e.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction ( <i>and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided</i> )	778.81%
f.	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary	
	i) Details of source of funds in connection with the proposed transaction	Own funds / Internal accruals & undistributed profits
	ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments • Nature of indebtedness; • cost of funds; and • tenure;	Not applicable
	iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and	Salient Features - Tenure – upto 11 months - Interest rate – 8%-10% p.a. - Unsecured in nature - Arm Length basis transaction - Corporate Guarantee
	iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	To meet the principal business activities
g.	Justification as to why the RPT is in the interest of the listed entity	The objectives of the proposed transaction is to: 1. generate returns on the idle funds of the Company by making short terms- loan to the party at the rates are higher than rates on fixed deposit for similar tenor., or 2. meet working capital requirements of its business by availing short terms-loan 3. arm length basis RPT to meet the principal business activity. 4. Provide/avail Corporate Guarantee

h.	A copy of the valuation or other external party report, if any such report has been relied upon	Not Applicable
i.	Any other information that may be relevant	All relevant information is mentioned in the Explanatory Statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice.
j.	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders	Not Applicable
k.	name of the director or key managerial personnel who is related, if any	Mr. Dhruv Gupta and Mr. Devansh Gupta

*Except Mr. Dhruv Gupta and Mr. Devansh Gupta or their respective relatives, none of the other Directors, KMPs and/ or their respective relatives is in any way, concerned or interested, financially or otherwise, in the Resolution mentioned at Item No. 9 of the Notice.*

Based on the recommendation of the Audit Committee, the Board recommends the Ordinary Resolution set forth at Item No. 9 of the Notice for approval by the Members.

The Members may note that in terms of the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, no Related Party shall vote to approve the Ordinary Resolution set forth at Item No. 9 of the Notice, whether the entity is a Related Party to the particular transaction or not.

#### ITEM NO. 10

Details of the proposed related party transaction(s) between the Company and Dhruv Devansh Investments and Finance LLP, including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021, are as follows:

S.No.	Description	Details of proposed RPTs between the Company and Dhruv Devansh Investments and Finance LLP
1.	Summary of information provided by the Management to the Audit Committee for approval of the proposed RPTs.	
a.	Type, material terms and particulars of the proposed transaction	The Company and Dhruv Devansh Investments and Finance LLP entered into/propose to enter into RPTs such as inter corporate loan/ deposit and other permitted transactions on arm length basis as enunciated in the Companies Act 2013 read with Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (more explicitly defined below in clause 1(d)) during the financial year 2023-24 and shall be valid upto the date of the next AGM for a period not exceeding fifteen months ( <i>gap between two Annual General Meetings (AGMs) cannot be more than fifteen months</i> ), for an aggregate value not exceeding Rs. 50,00,00,000/- (Rupees Fifty Crore Only).
b.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Dhruv Devansh Investments and Finance LLP - Entity under control of directors (other than independent directors)
c.	Tenure of the proposed transaction (particular tenure shall be specified)	For the financial year 2023-24 and shall be valid upto the date of the next AGM for a period not exceeding fifteen months ( <i>gap between two Annual General Meetings (AGMs) cannot be more than fifteen months</i> )



d.	Value of the proposed transaction	An aggregate value not exceeding Rs. 50,00,00,000/- (Rupees Fifty Crore only) as mentioned below: <ul style="list-style-type: none"> <li><input type="checkbox"/> Leasing of property of any kind – Rs. 1,00,00,000/-</li> <li><input type="checkbox"/> Inter Corporate loan/Deposit/ Corporate Guarantee arrangement– Rs. 49,00,00,000/-</li> </ul>
e.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	389.40%
f.	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary	
	i) Details of source of funds in connection with the proposed transaction	Own funds / Internal accruals & undistributed profits
	ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments <ul style="list-style-type: none"> <li>• Nature of indebtedness;</li> <li>• cost of funds; and</li> <li>• tenure;</li> </ul>	Not applicable
	iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and	Salient features of Inter-corporate Deposits <ul style="list-style-type: none"> <li><input type="checkbox"/> Tenure –upto 11 months</li> <li><input type="checkbox"/> Interest rate – 8%-10% p.a.</li> <li><input type="checkbox"/> Unsecured in nature</li> <li><input type="checkbox"/> Arm Length basis transaction</li> <li><input type="checkbox"/> Corporate Guarantee</li> </ul>
	iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	To meet the principal business activities
g.	Justification as to why the RPT is in the interest of the listed entity	The objectives of the proposed transaction is to: <ol style="list-style-type: none"> <li>1. generate returns on the idle funds of the Company by making short terms- loan to the party at the rates are higher than rates on fixed deposit for similar tenor., or</li> <li>2. meet working capital requirements of its business by availing short terms-loan</li> <li>3. arm length basis RPT to meet the principal business activity.</li> <li>4. Provide/avail Corporate Guarantee</li> </ol>
h.	A copy of the valuation or other external party report, if any such report has been relied upon	Not Applicable
i.	Any other information that may be relevant	All relevant information is mentioned in the Explanatory Statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice.

j.	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders	Not Applicable
k.	name of the director or key managerial personnel who is related, if any	Mr. Dhruv Gupta and Mr. Devansh Gupta

*Except Mr. Dhruv Gupta and Mr. Devansh Gupta or their respective relatives, none of the other Directors, KMPs and/ or their respective relatives is in any way, concerned or interested, financially or otherwise, in the Resolution mentioned at Item No. 10 of the Notice.*

Based on the recommendation of the Audit Committee, the Board recommends the Ordinary Resolution set forth at Item No. 10 of the Notice for approval by the Members.

The Members may note that in terms of the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, no Related Party shall vote to approve the Ordinary Resolution set forth at Item No. 10 of the Notice, whether the entity is a Related Party to the particular transaction or not.

#### ITEM No. 11

Details of the proposed related party transaction(s) between the Company and Devansh Gupta, including the information required to be disclosed in the explanatory statement pursuant to the SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021, are as follows:

S.No.	Description	Details of proposed RPTs between the Company and Devansh Gupta
1.	Summary of information provided by the Management to the Audit Committee for approval of the proposed RPTs.	
a.	Type, material terms and particulars of the proposed transaction	The Company and Devansh Gupta entered into/propose to enter into RPTs such as inter corporate loan/deposit and other permitted transactions on arm length basis as enunciated in the Companies Act 2013 read with Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (more explicitly defined below in clause 1(d)) during the financial year 2023-24 and shall be valid upto the date of the next AGM for a period not exceeding fifteen months ( <i>gap between two Annual General Meetings (AGMs) cannot be more than fifteen months</i> ), for an aggregate value not exceeding Rs. 50,72,00,000/- (Rupees Fifty Crore seventy-two lakhs Only).
b.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Devansh Gupta is a part of promoter & promoter group of the Company and related party of the Company, as on the date of the notice.
c.	Tenure of the proposed transaction (particular tenure shall be specified)	For the financial year 2023-24 and shall be valid upto the date of the next AGM for a period not exceeding fifteen months ( <i>gap between two Annual General Meetings (AGMs) cannot be more than fifteen months</i> )
d.	Value of the proposed transaction	An aggregate value not exceeding Rs. 50,72,00,000/- (Rupees Fifty Crore Seventy-Two Lakhs Only) as mentioned below:  Loan from director/guarantee – Rs. 50,00,00,000/- Remuneration payable – Rs. 72,00,000/-

e.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	395.01%
f.	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary	
	i) Details of source of funds in connection with the proposed transaction	Own funds / Internal accruals & undistributed profits
	ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments <ul style="list-style-type: none"> <li>• Nature of indebtedness;</li> <li>• cost of funds; and</li> <li>• tenure;</li> </ul>	Not applicable
	iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and	Salient features <ul style="list-style-type: none"> <li><input type="checkbox"/> Tenure – upto 11 months</li> <li><input type="checkbox"/> Interest rate – 8%-10% p.a.</li> <li><input type="checkbox"/> Unsecured in nature</li> <li><input type="checkbox"/> Arm Length basis transaction</li> <li><input type="checkbox"/> Corporate Guarantee/Personal Guarantee</li> </ul>
	iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	To meet the principal business activities
g.	Justification as to why the RPT is in the interest of the listed entity	The objectives of the proposed transaction is to: <ol style="list-style-type: none"> <li>1. meet working capital requirements of its business by availing short terms-loan</li> <li>2. arm length basis RPT to meet the principal business activity</li> </ol>
h.	A copy of the valuation or other external party report, if any such report has been relied upon	Not applicable
i.	Any other information that may be relevant	All relevant information is mentioned in the Explanatory Statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice.
j.	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders	Not Applicable
k.	name of the director or key managerial personnel who is related, if any	Mr. Dhruv Gupta (Brother)

*Except Mr. Dhruv Gupta and Mr. Devansh Gupta or their respective relatives, none of the other Directors, KMPs and/ or their respective relatives is in any way, concerned or interested, financially or otherwise, in the Resolution mentioned at Item No. 11 of the Notice.*

Based on the recommendation of the Audit Committee, the Board recommends the Ordinary Resolution set forth at Item No. 11 of the Notice for approval by the Members.

The Members may note that in terms of the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, no Related Party shall vote to approve the Ordinary Resolution set forth at Item No. 11 of the Notice, whether the entity is a Related Party to the particular transaction or not.

## ITEM No. 12

Details of the proposed related party transaction(s) between the Company and Devansh Real Estate Private Limited, including the information required to be disclosed in the explanatory statement pursuant to the SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021, are as follows:

S.No.	Description	Details of proposed RPTs between the Company and Devansh Real Estate Private Limited
1.	Summary of information provided by the Management to the Audit Committee for approval of the proposed RPTs.	
a.	Type, material terms and particulars of the proposed transaction	The Company and Devansh Real Estate Private Limited entered into/ propose to enter into RPTs such as inter corporate loan/deposit, corporate guarantee and other permitted transactions on arm length basis as enunciated in the Companies Act 2013 read with Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (more explicitly defined below in clause 1(d)) during the financial year 2023-24 and shall be valid upto the date of the next AGM for a period not exceeding fifteen months ( <i>gap between two Annual General Meetings (AGMs) cannot be more than fifteen months</i> ), for an aggregate value not exceeding Rs. 50,00,00,000/- (Rupees Fifty Crore Only).
b.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Devansh Real Estate Private Limited - Entity controlled by directors (other than independent directors)
c.	Tenure of the proposed transaction (particular tenure shall be specified)	For the financial year 2023-24 and shall be valid upto the date of the next AGM for a period not exceeding fifteen months ( <i>gap between two Annual General Meetings (AGMs) cannot be more than fifteen months</i> )
d.	Value of the proposed transaction	An aggregate value not exceeding Rs. 50,00,00,000/- (Rupees Fifty crore only) as mentioned below: <ul style="list-style-type: none"> <li><input type="checkbox"/> Inter Corporate Deposit arrangement/ corporate Guarantee– Rs. 49,00,00,000/-</li> <li><input type="checkbox"/> leasing of property of any kind- Rs. 1,00,00,000/-</li> </ul>
e.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction ( <i>and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided</i> )	389.40%

f.	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary	
	i) Details of source of funds in connection with the proposed transaction	Own funds / Internal accruals & undistributed profits
	ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments <ul style="list-style-type: none"> <li>• Nature of indebtedness;</li> <li>• cost of funds; and</li> <li>• tenure;</li> </ul>	Not applicable
	iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and	Salient features <ul style="list-style-type: none"> <li><input type="checkbox"/> Tenure – upto 11 months</li> <li><input type="checkbox"/> Interest rate – 8%-10% p.a.</li> <li><input type="checkbox"/> Unsecured in nature</li> <li><input type="checkbox"/> Arm Length basis transaction</li> <li><input type="checkbox"/> Corporate Guarantee</li> </ul>
	iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	To meet the principal business activities
g.	Justification as to why the RPT is in the interest of the listed entity	The objectives of the proposed transaction is to: <ol style="list-style-type: none"> <li>1. generate returns on the idle funds of the Company by making short terms- loan to the party at the rates are higher than rates on fixed deposit for similar tenor., or</li> <li>2. meet working capital requirements of its business by availing short terms-loan</li> <li>3. arm length basis RPT to meet the principal business activity</li> <li>4. provide/avail Corporate Guarantee</li> </ol>
h.	A copy of the valuation or other external party report, if any such report has been relied upon	Not Applicable
i.	Any other information that may be relevant	All relevant information is mentioned in the Explanatory Statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice.
j.	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders	Not Applicable
k.	name of the director or key managerial personnel who is related, if any	Mr. Dhruv Gupta and Mr. Devansh Gupta

*Except Mr. Dhruv Gupta and Mr. Devansh Gupta or their respective relatives, none of the other Directors, KMPs and/ or their respective relatives is in any way, concerned or interested, financially or otherwise, in the Resolution mentioned at Item No. 12 of the Notice.*

Based on the recommendation of the Audit Committee, the Board recommends the Ordinary Resolution set forth at Item No. 12 of the Notice for approval by the Members.



The Members may note that in terms of the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, no Related Party shall vote to approve the Ordinary Resolution set forth at Item No. 12 of the Notice, whether the entity is a Related Party to the particular transaction or not.

#### ITEM NO. 13

Details of the proposed related party transaction(s) between the Company and Ogha Research LLP, including the information required to be disclosed in the explanatory statement pursuant to the SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021, are as follows:

S.No.	Description	Details of proposed RPTs between the Company and Ogha Research LLP
1.	Summary of information provided by the Management to the Audit Committee for approval of the proposed RPTs.	
a.	Type, material terms and particulars of the proposed transaction	The Company and Ogha Research LLP entered into/propose to enter into RPTs such as inter corporate loan/deposit and other permitted transactions on arm length basis as enunciated in the Companies Act 2013 read with Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (more explicitly defined below in clause 1(d)) during the financial year 2023-24 and shall be valid upto the date of the next AGM for a period not exceeding fifteen months ( <i>gap between two Annual General Meetings (AGMs) cannot be more than fifteen months</i> ), for an aggregate value not exceeding Rs. 15,00,00,000/- (Rupees Fifteen Crore Only).
b.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Ogha Research LLP - Entity under significant influence of Director (other than Independent directors)
c.	Tenure of the proposed transaction (particular tenure shall be specified)	For the financial year 2023-24 and shall be valid upto the date of the next AGM for a period not exceeding fifteen months ( <i>gap between two Annual General Meetings (AGMs) cannot be more than fifteen months</i> )
d.	Value of the proposed transaction	An aggregate value not exceeding Rs. 15,00,00,000/- (Rupees fifteen crore only) as mentioned below: Service arrangement (such as Intangible nature) Rs. 15,00,00,000/-
e.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction ( <i>and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided</i> )	116.82%
f.	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary – <b>NOT APPLICABLE</b>	
g.	Justification as to why the RPT is in the interest of the listed entity	The objectives of the proposed transaction are to: i) enter into a service arrangement ii) arm length basis RPT to meet the principal business activity
h.	A copy of the valuation or other external party report, if any such report has been relied upon	Not Applicable

i.	Any other information that may be relevant	All relevant information is mentioned in the Explanatory Statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice.
j.	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders	Not Applicable
k.	name of the director or key managerial personnel who is related, if any	Mr. Devansh Gupta

*Except Mr. Devansh Gupta and/or his respective relatives, none of the other Directors, KMPs and/ or their respective relatives is in any way, concerned or interested, financially or otherwise, in the resolution mentioned at Item No. 13 of the Notice.*

Based on the recommendation of the Audit Committee, the Board recommends the Ordinary Resolution set forth at Item No. 13 of the Notice for approval by the Members.

The Members may note that in terms of the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, no Related Party shall vote to approve the Ordinary Resolution set forth at Item No. 13 of the Notice, whether the entity is a Related Party to the particular transaction or not.

#### ITEM No. 14

Details of the proposed related party transaction(s) between the Company and Vardan Securities Private Limited, including the information required to be disclosed in the explanatory statement pursuant to the SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021, are as follows:

S.No.	Description	Details of proposed RPTs between the Company and Vardan Securities Private Limited
1.	Summary of information provided by the Management to the Audit Committee for approval of the proposed RPTs.	
a.	Type, material terms and particulars of the proposed transaction	The Company and Vardan Securities Private Limited entered into/propose to enter into RPTs such as inter corporate loan/ deposit and other permitted transactions on arm length basis as enunciated in the Companies Act 2013 read with Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (more explicitly defined below in clause 1(d)) during the financial year 2023-24 and shall be valid upto the date of the next AGM for a period not exceeding fifteen months ( <i>gap between two Annual General Meetings (AGMs) cannot be more than fifteen months</i> ), for an aggregate value not exceeding Rs. 50,00,00,000/- (Rupees Fifty Crore Only).
b.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Vardan Securities Private Limited – Entity controlled by directors (other than independent directors)
c.	Tenure of the proposed transaction (particular tenure shall be specified)	For the financial year 2023-24 and shall be valid upto the date of the next AGM for a period not exceeding fifteen months ( <i>gap between two Annual General Meetings (AGMs) cannot be more than fifteen months</i> )

d.	Value of the proposed transaction	An aggregate value not exceeding Rs. 50,00,00,000/- (Rupees Fifty crore only) as mentioned below:  <input type="checkbox"/> Inter Corporate loan/Deposit/ Corporate Guarantee arrangement – Rs. 50,00,00,000/-
e.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction <i>(and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)</i>	389.40%
f.	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary	
	i) Details of source of funds in connection with the proposed transaction	Own funds / Internal accruals & undistributed profits
	ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments  • Nature of indebtedness; • cost of funds; and • tenure;	Not applicable
	iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and	Salient features <input type="checkbox"/> Tenure – upto 11 months <input type="checkbox"/> Interest rate – 8%-10% p.a. <input type="checkbox"/> Unsecured in nature <input type="checkbox"/> Arm Length basis transaction <input type="checkbox"/> Corporate Guarantee
	iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	To meet the principal business activities
g.	Justification as to why the RPT is in the interest of the listed entity	The objectives of the proposed transaction is to: 1. generate returns on the idle funds of the Company by making inter corporate deposit and other permitted arrangement with the party at arm length basis, and/or 2. meet working capital requirements of its business by availing short terms-loan 3. arm length basis RPT to meet the principal business activity 4. provide/avail Corporate Guarantee
h.	A copy of the valuation or other external party report, if any such report has been relied upon	Not Applicable

i.	Any other information that may be relevant	All relevant information is mentioned in the Explanatory Statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice.
j.	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders	Not Applicable
k.	name of the director or key managerial personnel who is related, if any	Mr. Dhruv Gupta and Mr. Devansh Gupta

*Except Mr. Dhruv Gupta and Mr. Devansh Gupta or their respective relatives, none of the other Directors, KMPs and/ or their respective relatives is in any way, concerned or interested, financially or otherwise, in the Resolution mentioned at Item No. 14 of the Notice.*

Based on the recommendation of the Audit Committee, the Board recommends the Ordinary Resolution set forth at Item No. 14 of the Notice for approval by the Members.

The Members may note that in terms of the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, no Related Party shall vote to approve the Ordinary Resolution set forth at Item No. 14 of the Notice, whether the entity is a Related Party to the particular transaction or not.

#### ITEM No. 15

Details of the proposed related party transaction(s) between the Company and Devansh Real Estate Private Limited, including the information required to be disclosed in the explanatory statement pursuant to the SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021, are as follows:

S.No.	Description	Details of proposed RPTs between the Company and Nirmal Buildwell Real Estate LLP
1.	Summary of information provided by the Management to the Audit Committee for approval of the proposed RPTs.	
a.	Type, material terms and particulars of the proposed transaction	The Company and Nirmal Buildwell Real Estate LLP entered into/ propose to enter into RPTs such as inter corporate loan/deposit, corporate guarantee and other permitted transactions on arm length basis as enunciated in the Companies Act 2013 read with Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (more explicitly defined below in clause 1(d)) during the financial year 2023-24 and shall be valid upto the date of the next AGM for a period not exceeding fifteen months ( <i>gap between two Annual General Meetings (AGMs) cannot be more than fifteen months</i> ), for an aggregate value not exceeding Rs. 50,00,00,000/- (Rupees Fifty Crore Only).
b.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Devansh Real Estate Private Limited - Entity controlled by directors (other than independent directors)
c.	Tenure of the proposed transaction (particular tenure shall be specified)	For the financial year 2023-24 and shall be valid upto the date of the next AGM for a period not exceeding fifteen months ( <i>gap between two Annual General Meetings (AGMs) cannot be more than fifteen months</i> )

d.	Value of the proposed transaction	An aggregate value not exceeding Rs. 50,00,00,000/- (Rupees fifty crore only) as mentioned below: <ul style="list-style-type: none"> <li><input type="checkbox"/> Inter Corporate Deposit arrangement/ corporate Guarantee – Rs. 49,00,00,000/-</li> <li><input type="checkbox"/> leasing of property of any kind- Rs. 1,00,00,000/-</li> </ul>
e.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction <i>(and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)</i>	389.40%
f.	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary	
	i) Details of source of funds in connection with the proposed transaction	Own funds / Internal accruals & undistributed profits
	ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments <ul style="list-style-type: none"> <li>• Nature of indebtedness;</li> <li>• cost of funds; and</li> <li>• tenure;</li> </ul>	Not applicable
	iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and	Salient features <ul style="list-style-type: none"> <li><input type="checkbox"/> Tenure – upto 11 months</li> <li><input type="checkbox"/> Interest rate – 8%-10% p.a.</li> <li><input type="checkbox"/> Unsecured in nature</li> <li><input type="checkbox"/> Arm Length basis transaction</li> <li><input type="checkbox"/> Corporate Guarantee</li> </ul>
	v) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	To meet the principal business activities
g.	Justification as to why the RPT is in the interest of the listed entity	The objectives of the proposed transaction is to: <ol style="list-style-type: none"> <li>1. generate returns on the idle funds of the Company by making short terms- loan to the party at the rates are higher than rates on fixed deposit for similar tenor.,</li> <li>2. meet working capital requirements of its business by availing short terms-loan</li> <li>3. arm length basis RPT to meet the principal business activity</li> <li>4. provide/avail Corporate Guarantee</li> </ol>
h.	A copy of the valuation or other external party report, if any such report has been relied upon	Not Applicable



i.	Any other information that may be relevant	All relevant information is mentioned in the Explanatory Statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice.
j.	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders	Not Applicable
k.	name of the director or key managerial personnel who is related, if any	Mr. Dhruv Gupta and Mr. Devansh Gupta

*Except Mr. Dhruv Gupta and Mr. Devansh Gupta or their respective relatives, none of the other Directors, KMPs and/ or their respective relatives is in any way, concerned or interested, financially or otherwise, in the Resolution mentioned at Item No. 15 of the Notice.*

Based on the recommendation of the Audit Committee, the Board recommends the Ordinary Resolution set forth at Item No. 15 of the Notice for approval by the Members.

The Members may note that in terms of the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, no Related Party shall vote to approve the Ordinary Resolution set forth at Item No. 15 of the Notice, whether the entity is a Related Party to the particular transaction or not.

**By Order of the Board of Directors  
For Algoquant Fintech Limited  
(Formerly Hindustan Everest Tools Limited)**

**Sd/-  
Atul Kaushal  
Company Secretary & Compliance Officer  
Membership No. A67692**

**Place: New Delhi**

**Date: 01-09-2023**

## BOARD'S REPORT

Dear Members,

It gives me immense pleasure to share with you the performance of your company along with audited financial statements for the financial year ended March 31, 2023.

### 1. State of Company Affairs

- i) Our revenues primarily consist of revenue from trading of securities/financial instruments, income from interest and dividend etc. Main object of the Company is *inter alia* to carry on Business activities of trading in securities/financial instruments.
- ii) In order to make the combined financial strength, consolidation of funds and resources, faster expansion of the business operations, resource optimization, consolidation of the complementing strengths, optimization of working capital utilization and stronger financial leverage, improved balance sheet, streamline the group holding structure, stock broking business undertaking under the ambit of listed entity, consolidation of cross location talent pool and an extensive pan India network for deeper market penetration, among others, the Board of directors of the Company during board meeting held on March 10, 2023 have *inter alia* considered and approved the draft Scheme of Arrangement amongst Growth Securities Private Limited ("Demerged Company/GSPL"), Algoquant Investments Private Limited ("Amalgamating Company/AIPL") and Algoquant Fintech Limited ("Resulting Company" / "Amalgamated Company/AFL") (together referred to as "Companies") and their respective shareholders and creditors ("Scheme"), which entails (i) Demerger of Stock Broking Business Undertaking (as more explicitly defined in the Scheme) of the Demerged Company into the Resulting Company and (ii) Amalgamation of Amalgamating Company into and with the Amalgamated Company and (iii) Reorganisation of Equity Share Capital of the Resulting Company / Amalgamated Company, in the manner set out in the Scheme; pursuant to the provisions of Sections 230 to 232 read with Section 66 and other applicable provisions of the Companies Act, 2013 ("Act") and the rules made thereunder including but not limited to the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, read with Section 2(19AA), Section 2(1B) and other applicable provisions of the Income Tax Act, 1961
- iii) The Company has initiated the process to avail the requisite NOC/prior approval from the identified sectoral regulator.
- iv) Cost-Benefit Analysis of the Scheme
  - a) The proposed Scheme will result in consolidation of the businesses at Company level and would strengthen the position thereof in long run, by enabling it to harness and optimise the synergies. Accordingly, the Scheme would be in the best interest of the Companies and beneficial to their respective shareholders. Improved organizational capability and leadership, arising from the pooling of human capital, who have the diverse skills, talent and vast experience would enable the Company to compete successfully in an increasingly competitive industry.
  - b) The Company would issue its equity shares as consideration to the shareholders of the Demerged Company i.e., Growth Securities Private Limited and Amalgamating Company i.e., Algoquant Investments Private Limited and there will be no cash outflow of resources from Algoquant Fintech Limited. Apart from the cost of implementation of the Scheme, including payment of stamp duty, there are no additional costs involved for the proposed Scheme.
  - c) The proposed Scheme will also benefit the shareholders directly, as the costs incurred towards the implementation of the Scheme foreshadows the long-run benefit, to be derived by the shareholders, that can be derived by achieving strategic & operational synergies. The Audit Committee is of the opinion that the expected synergies and benefits, pursuant to the proposed Scheme, would offset the impact of such cost.

- v) FY 2022-23 was a year of transition, amid global slowdown & recession, hindenbug report on Adani, Covid19 Pandemic, Russia Ukraine conflict & high inflation among others, we navigated this change well, without slowing down our investments in peoples and technology. we have concluded the year on a reasonable note despite challenging operating scenario aggravated by continued volatility in stock market, disruption in investor sentiments caused by global slowdown & recession, hindenbug report on Adani alleging fraudulent behaviour and other unethical practices by the adani group, causing a major drop in the adani group market value, Russia Ukraine conflict and variations in foreign exchange rates among others. Amid all these headwinds, our focus remained to continuously invest in personnels, technology and improve the size of balance sheet. Employee benefit expenses grew by 234% & 141 % in Q4 & FY 23 as compared to Q4 & FY22 respectively. Negative EBIT is majorly caused by enhanced employee benefit expenses during the period.

vi) **Financial Results/Summary**

The operating results of the Company for the year under review are as follows:

(Rs. in Lakhs except per share data)

Particulars	Year ended 31.03.2023	Year ended 31.03.2022
<b>Revenue</b>	1371.01	1710.33
<b>Profit before Interest, Depreciation &amp; Taxation</b>	(626.49)	320.77
Finance Costs	158.93	63.85
Depreciation and amortisation	22.40	4.35
<b>Profit from Operations before Exceptional Items and Tax</b>	(648.89)	316.42
<b>Exceptional Items</b>	-	-
<b>Profit before Taxation</b>	697.68	335.49
<b>Less : Provision for Taxation</b>		
Current Tax	-	58.47
Deferred Tax	(355.80)	(66.87)
<b>Profit After Taxation</b>	341.88	342.89
Total other Comprehensive Income	416.43	999.86
<b>Total Comprehensive Income for the period</b>	74.55	1342.75
Paid up equity share capital (Face value of Rs 2 each)	160.72	160.72
Other Equity as per balance Sheet	3267.99	3193.45
<b>Earnings Per Share</b>	(3.65)	4.03

2. **Operations Review**

In order to strengthen its market share, the Company has taken steps to improve the business, operation, personnels, technology and growth strategy. Besides, efficiency improvement and resource optimisation have been followed vigorously across all the functions of the organisation, across the country during the year. It is one of the fastest growing financial service-oriented company in India.

During the year under review, the Company continued to focus on enhancing the capability of the organization, investment in personnel & technology, improve the size of Balance Sheet and towards the achievement of goals, the Company has been taking a number of initiatives.

Considering the scenario, the performance of the Company during the year under consideration was reasonable. During the year under review, the Company has earned a total revenue of Rs.1371.01 Lakh.

3. **Economic Overview**

During FY 2022-23, Stock market for India with key indices both the NIFTY 50 and BSE Sensex clocking their all-time highs in December 2023. The conflict between Russia and Ukraine led to the fluctuations in crude oil prices, weakness of the rupee, pandemic-induced global supply chain challenges and the staggering inflation well beyond the consumer price index (CPI) inflation of 4% within a band of +/- 2% range set by the Reserve Bank of India are factors that were set to break the Indian stock market indices' backs. It has instead been the reverse. Domestic

markets in India have been performing in line with the global correction, expected to achieve the new growth milestone and to continue the momentum of growth.

#### 4. Future outlook

The stock market is poised for a strong rally in 2024 as corporate earnings impress and tonnes of Rupees/dollars of sidelined cash gets invested. Earnings growth should outpace the economy next year as long as credit conditions don't deteriorate further India's growth continues to be resilient despite some signs of moderation in growth.

India's economic growth is anticipated to remain strong compared to other South Asian nations, which face more challenging prospects. It is projected that India to grow 6.7% in 2024, positioning it as the fastest-growing economy worldwide and continues to be a bright spot. This growth is expected to be driven by strong domestic demand. However, higher interest rates and reduced external demand may continue to impact investments and exports in the country this year.

We believe we are well-poised to capitalise on the healthy prospects of the industry and further solidify our position in the market. Our strong brand equity, disciplined investment philosophy and robust process, cutting edge technology and qualified personnels etc should facilitate our future growth.

#### 5. Dividend

Implementation of landmark reforms and immense growth opportunity for the organised service industry in India, your directors intend to retain previous internal accrual for business growth of the Company. Due to losses during the year, the Board of directors does not propose to declare any dividend for this year.

#### 6. Transfer to Reserve

Your directors do not propose to transfer any amount to the general reserve.

#### 7. Material changes and commitments

No material changes and commitments have occurred from the date of close of the financial year till the date of this Report, which might affect the financial position of the Company. However, the Board of the Company during Board meeting held on March 10, 2023 has *inter alia* approved the scheme of arrangement amongst Growth Securities Private Limited ("**Demerged Company/GSPL**"), Algoquant Investments Private Limited ("**Amalgamating Company/AIPL**") and Algoquant Fintech Limited ("**Resulting Company**" / "**Amalgamated Company/AFL**") (together referred to as "**Companies**") and their respective shareholders and creditors ("**Scheme**"), which entails (i) Demerger of Stock Broking Business Undertaking (*as more explicitly defined in the Scheme*) of the Demerged Company into the Resulting Company and (ii) Amalgamation of Amalgamating Company into and with the Amalgamated Company and (iii) Reorganisation of Equity Share Capital of the Resulting Company / Amalgamated Company, in the manner set out in the Scheme. The Company is in process to avail the requisite NOC from identified sectoral regulator.

Furthermore, during the year, the registered office of the Company has been shifted from state of Delhi to Gujarat.

#### Impact of Novel Covid -19 Pandemic

The Company took every possible precaution to ensure safety of its staff across the country in order to contain the outbreak of COVID 19 pandemic. The Company had started to resume its operations across the country in line with guidance issued by Ministry of Home Affairs (MHA) and local authorities. Each office is being opened with utmost precautions, implementing the highest standards and protocols on safety and hygiene to make them absolutely safe for employees and stakeholders. The disruption in operations due to Covid 19 pandemic during the year was least as compared to the previous year on account of decreased infection rate, herd immunity and successful implementation of covid 19 vaccination programme etc, we are confident and prepared to handle these uncertainties.

#### 8. Share Capital

As on 31<sup>st</sup> March 2023, the authorized share capital of the Company is Rs. 2,50,00,000/- (Rupees Two Crore Fifty Lakh Only) comprising of 1,15,00,000 Equity Shares of Rs.2/- (Two) each and 20,000 Preference Shares of Rs. 100/- (One hundred only) each out of which the total issued, subscribed and paid-up equity share capital of the Company stood at Rs 1,60,72,000 (Rupees One Crore Sixty Lakh Seventy-Two Thousand only) divided into 80,36,000 Equity Shares at a face value of Rs. 2 (Two) each.

Your Company has not issued equity shares with differential voting rights or otherwise, it has neither issued ESOP nor sweat equity shares and doesn't have any scheme to fund its employees to purchase its shares of the Company. During the year the Company has not made any allotment of shares.

#### 9. Transfer to Investor Education and Protection Fund

Pursuant to the provisions of Section 205C of the Companies Act, 1956 (Section 125 of the Companies Act, 2013), your Company has not transferred any amount during the year 2022-23 to the Investor Education and Protection Fund.

## 10. Employee Stock Option Scheme

During the year, the Company has not implemented any Employee Stock Option Scheme "ESOP" and no ESOP scheme is in existence as on 31.03.2023

Therefore, the information is not required to be disclosed under SEBI (Share Based Employee Benefits) Regulations, 2014 as on March 31, 2023.

## 11. Bonus issue

The Company has not allotted/transferred or issued any bonus shares during the year. However, the Company has approved the scheme of arrangement as stated in point 1 and 7 above. In compliance with Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, (LODR Regulations), the scheme envisages issuance of Bonus shares by AFL, as provided in Part D of the Scheme, extract of which is as follows:

### i) Extract of Part D of the Scheme of Arrangement

Resulting Company / Amalgamated Company (AFL) shall issue and allot by way of bonus, to each equity shareholder whose name is recorded in the Registrar of Members of the Resulting Company / Amalgamated Company and/or the records of the depository(ies) as equity shareholder of Resulting Company / Amalgamated Company on the Part D Record Date in the following ratio:

"1 (One) new bonus fully paid-up equity share having face value of INR 2/- (Indian Rupees Two) ("Bonus Shares") for every 2 (Two) equity shares of AFL having face value of INR 2/- (Indian Rupees Two) each held by a shareholder of AFL as on Part D Record Date."

## 12. Change in the nature of the Business, if any

There was no change in the nature of business of the Company during the financial year ended March 31, 2023. However, the Company has entered into a Scheme of Arrangement as stated in aforesaid point 1 and 7.

## 13. Indian Accounting Standards (Ind-As)

Financial Statements of your Company for the financial year ended 31st March 2023, are prepared in accordance with provisions of Indian Accounting Standards (Ind-AS), as notified under Section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015, as amended from time to time.

## 14. Internal Control systems and their adequacy

Your Company has in place, an adequate system of internal controls commensurate with its size, requirements and the nature of operations. These systems are designed keeping in view the nature of activities carried out at each location and various business operations.

Your Company's in-house internal audit department carries out internal audits at all offices across all locations of the country. Their objective is to assess the existence, adequacy and operation of financial and operating controls set up by the Company and to ensure compliance with the Companies Act, 2013, SEBI (Listing Obligations & Disclosures Requirements) Regulations, 2015 (SEBI Listing Regulations, 2015) (to the extent as applicable) and corporate policies.

Board of Directors of the Company has appointed M/s V B R G & Associates, having office at 04, Rainbow Complex, Bazaria, Ghaziabad, Uttar Pradesh-201001, as the Internal Auditor of the Company to conduct the Internal Audit Functions for Financial Year 2022-23.

A summary of all significant findings by the audit department/auditor along with the follow-up actions undertaken thereafter is placed before the Audit Committee for review. The Audit Committee reviews the comprehensiveness and effectiveness of the report and provides valuable suggestions and keeps the Board of Directors informed about its major observations, from time to time.

## 15. Internal financial controls

The Company has in place adequate financial controls commensurate with its size, scale and complexity of its operations. The Company has in place policies and procedures required to properly and efficiently conduct its business, safeguard its assets, detect frauds and errors, maintain accuracy and completeness of accounting records and prepare financial records/statements in a timely and reliable manner.

## 16. Segment Reporting

The Board wishes to inform you that Segment Reporting is not applicable to the Company.



## 17. Cash Flow Analysis

The Cash Flow Statement for the year, under reference in terms of Regulation 36 of SEBI (LODR) Regulations, 2015 is annexed with the Annual Accounts of the Company.

## 18. Subsidiary companies, joint ventures and associate companies

The Company had no subsidiary and joint venture during the financial year 2022-23. Further, there are no associate companies within the meaning of Section 2(6) of the Companies Act, 2013 ("Act").

Algoquant Investments Private Limited (Formerly known as Mandelia Investments Private Limited) is the holding Company.

The Company has adopted a Policy for determining the criteria of material subsidiaries which is available on Company's website at [www.algoquantfintech.com](http://www.algoquantfintech.com)

## 19. Consolidated financial statements

The Company has no subsidiary, associate and joint venture during the financial year 2022-23. Hence, the Company does not require to prepare the consolidated financial statements for FY 2022-23.

## 20. Deposits

The Company has not accepted any deposits covered under Chapter V of the Companies Act, 2013 read with The Companies (Acceptance of Deposits) Rules, 2014.

During the financial year under review, the Company has received an unsecured loan from Mr. Devansh Gupta, Managing Director of the Company as stated in financial statement for the year ended March 31, 2023.

## 21. Secretarial Standards of ICSI

The Ministry of Corporate Affairs has mandated SS-1 and SS-2 with respect to Board meetings and General meetings respectively. The Company is in compliance with the same and also complying the other optional Secretarial Standards as applicable.

## 22. Auditors and Auditors' Report

### Statutory audit

Your Company's Auditor, M/s OP Bagla & Co. LLP, (Regn. No. 000018N/N500091), Chartered Accountants, Delhi, was appointed as the Statutory Auditor of the Company from the conclusion of 59th Annual General Meeting till the conclusion of the 64<sup>th</sup> Annual General Meeting of the Company to be held in the year 2027.

The Ministry of Corporate Affairs vide its Notification dated May 7, 2018, has dispensed with the requirement of ratification of Auditor's appointment by the shareholders, every year. Hence, the resolution relating to ratification of Auditor's appointment is not included in the Notice of the ensuing Annual General Meeting

The Company had received a certificate from the Auditor under section 141 of the Companies Act 2013 to the effect that they are eligible to act as Statutory Auditors of the Company.

The Auditor has conducted the statutory audit of the financial statement of the Company for FY 23 and has issued and provided an unqualified and unmodified audit report thereon. Hence, Qualification and response to Auditor's Report is not applicable.

### Secretarial audit

Pursuant to the provisions of Section 204 of the Companies Act 2013, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s Parth P Shah & Associates, Practicing Company Secretaries, as its secretarial auditor to undertake the secretarial audit for FY 2022-23. The secretarial audit report certified by the secretarial auditors, in the specified form MR-3 is annexed herewith and forms part of this report and enclosed as **Annexure I**. The secretarial audit report does not contain any qualifications, reservations or adverse remarks.

## 23. Frauds Reported by Auditor under Section 143 (12) other than those which are reportable to the Central Government

There are no such frauds reported by auditor, which are committed against the Company by directors, officers or employees of the Company.

## 24. Conservation energy, technology and foreign exchange outgo

The particulars of conservation of energy, technology absorption and foreign exchange earnings and outgo in accordance with the provisions of Section 134(3) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts of Companies) Rules, 2014, is annexed herewith and forms part of this Report and enclosed as **Annexure II**.

## 25. Extract of Annual Returns

In accordance with Section 92(3) of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014, the requirement of attaching extract of annual return in Form MGT-9 with the Board's Report is done away with. The Annual Return as referred in Section 134(3)(a) of the Act for the financial year ended March 31, 2023, is available on the websites of the Company i.e. [www.algoquantfintech.com](http://www.algoquantfintech.com)

## 26. Corporate social responsibility

Corporate social responsibility forms an integral part of your Company's business activities. Your Company is a responsible corporate citizen, supporting activities which benefit the society as a whole. The Provision of the Section 135 of the Companies Act, 2013 read with Companies (Corporate Social Responsibility Policy) Rules, 2014 is not applicable to the Company.

The disclosures as per Rule 9 of Companies (Corporate Social Responsibility Policy) Rules, 2014 is not applicable to the Company.

## 27. Directors and key managerial personnel

In accordance with provisions of Section 152 of the Act read with Rules made thereunder, Mr. Himanjal Jagdishchandra Brahmhatt (DIN: 00049679), Non-Executive Director is liable to retire by rotation at the 60th Annual General Meeting "AGM" and being eligible, offers himself for reappointment.

- Ms. Ayushi Jain has resigned as Company Secretary & Compliance officer of the Company w.e.f 08.09.2022 due to her personal reason.
- Mr. Atul Kaushal has been appointed as Company Secretary & Compliance Officer of the Company w.e.f-09.09.2022.

Mr Himanjal Jagdishchandra Brahmhatt (DIN 00049679) has been appointed as a non-executive Director of the Company w.e.f. 30.07.2022.

Mr Gyaneshwar Sahai (DIN 00657315) has been appointed as an Independent Director of the Company w.e.f. 30.07.2022.

Ms Shubhangi Agarwal (DIN 08135535) has been appointed as a Woman Independent Director of the Company w.e.f. 30.07.2022.

All the Independent Directors have submitted their declaration to the Board confirming that they meet the criteria of independence as stipulated in Section 149(6) of the Companies Act, 2013 read with Regulation 16 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (to the extent as applicable).

None of the Directors of the Company is disqualified for being appointed as Director, as specified in Section 164(2) of the Companies Act, 2013 and Rule 14(1) of the Companies (Appointment and Qualification of Directors) Rules, 2014.

In the opinion of the board, independent directors appointed during the year have complied the requirement w.r.t integrity, expertise and experience (including the proficiency) as applicable.

A brief resume of the Director proposed to be appointed/reappointed, is provided in the Notice of the Annual General Meeting forming part of the Annual report.

The Key Managerial Personnel (KMP) in the Company as per Section 2(51) and 203 of the Companies Act, 2013 are as follows:

1. Mr. Devansh Gupta: Managing Director
2. Mr. Atul Kaushal: Company Secretary & Compliance Officer w.e.f 09.09.2022
3. Mr. Yogesh Gusain: Chief Financial Officer

## 28. Board induction, training and familiarization programme for Independent Directors

Prior to the appointment of an Independent Director, the Company sends a formal invitation along with a detailed

note on the profile of the Company, the Board structure and other relevant information. At the time of appointment of the Director, a formal letter of appointment which *interalia* explains the role, functions, and responsibilities expected of him/her as a Director of the Company is given. The Director is also explained in detail about the various compliances required from him/ her as a director under the various provisions of the Companies Act 2013, SEBI Listing Regulations, 2015, SEBI (Prohibition of Insider Trading) Regulations, 2015, the Code of Conduct of the Company and other relevant regulations.

A Director, upon appointment, is formally inducted to the Board. In order to familiarise the Independent Directors about the various business drivers, they are updated through presentations at Board Meetings about the performance and Financials of the Company. They are also provided presentations/booklets about the business and operations of the Company.

The Directors are also updated on the changes in relevant corporate laws relating to their roles and responsibilities as Directors. The details of the Board familiarization programme for the Independent Directors can be accessed at [www.algoquantfintech.com](http://www.algoquantfintech.com).

## 29. Performance evaluation

Pursuant to the provisions of Section 178 of the Companies Act, 2013 and the Guidance note on Board evaluation issued by SEBI vide its circular dated January 5, 2017, the Company has framed a policy for evaluating the annual performance of its Directors, Chairman, the Board as a whole, and the various Board Committees, and Directors' appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a director and other matters provided under sub-section (3) of section 178. The Nomination and Remuneration Committee of the Company has laid down parameters for performance evaluation in the policy, they include:

- Attendance
- Preparedness for the meeting
- Staying updated on developments
- Active participation in meetings
- Constructive contributions/positive attributes
- Engaging with and challenging management team without being confrontational or obstructive
- Protection of stakeholder interests
- Contribution to strategic planning
- Carrying out responsibilities as per the code of conduct

The Board also evaluated the performance of each of the Directors, the Chairman, the Board as whole and all committees of the Board. The process of evaluation is carried out in accordance with the Board Evaluation Policy of the Company and as per criteria suggested by SEBI.

## 30. Number of meetings of the Board

The Board of Directors held 09 meetings during the year on 20.05.2022, 30.05.2022, 08.07.2022, 12.08.2022, 08.09.2022, 05.11.2022, 05.01.2023, 02.02.2023 and 10.03.2023. The maximum time gap between any two meetings was less than 120 days. Video conferencing facilities are also used to facilitate Directors at other locations to participate in the Board Meetings.

The details of Board Meetings held and attendance of Directors are provided in the Report on Corporate Governance forming part of this report.

## 31. Separate meeting of Independent Directors

Details of the separate meeting of the Independent Directors held and attendance of Independent Directors therein are provided in the Report on Corporate Governance forming part of this report.

## 32. Committees of the Board

The Company has constituted/reconstituted various Board level committees in accordance with the requirements of Companies Act 2013. The Board has the following committees as under:

- I. Audit Committee
- II. Nomination and Remuneration Committee
- III. Stakeholders Relationship Committee

#### IV. Independent Director Committee

Details of all the above Committees along with composition and meetings held during the year under review are provided in the Report on Corporate Governance forming part of this report.

#### 33. Whistleblower policy

The Company has established an effective whistle blower policy (vigil mechanism) and procedures for its directors and employees; details of which are provided in the Report on Corporate Governance which forms part of this report. The policy on vigil mechanism may be accessed on the Company's website at: [www.algoquantfintech.com](http://www.algoquantfintech.com).

#### 34. Remuneration policy

The remuneration policy of the Company aims to attract, retain and motivate qualified people at the executive and at the board levels. The remuneration policy seeks to employ people who not only fulfil the eligibility criteria but also have the attributes needed to fit into the corporate culture of the Company. The remuneration policy also seeks to provide well-balanced and performance related compensation packages, taking into account shareholder interests, industry standards and relevant regulations.

The remuneration policy ensures that the remuneration to the directors, key managerial personnel and the senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals. The remuneration policy is consistent with the 'pay-for-performance' principle. The Company's policy on remuneration and appointment of Board members as mentioned in the Remuneration Policy has been disclosed at the company's website [www.algoquantfintech.com](http://www.algoquantfintech.com) annexed with the Directors' Report which forms part of the Annual Report as **Annexure III**.

#### 35. Related party transactions

All related party transactions entered into by the Company during the financial year were at arm's length. During the year the Audit Committee had granted an omnibus approval for transactions which were repetitive in nature for one financial year and all such omnibus approvals were reviewed by the Audit Committee on a periodic basis. Material contracts or arrangements with related parties were entered into during the year under review. All related party transactions were placed in the meetings of Audit Committee and the Board of Directors for the necessary review and approval. Your Company's policy on related party transactions, as approved by the Board, can be accessed at: [www.algoquantfintech.com](http://www.algoquantfintech.com). Accordingly, the disclosure of Related Party Transactions as required under Section 134(3)(h) of the Companies Act, 2013, in Form AOC-2 is appended as **Annexure VII** to this report.

#### 36. Particulars of loans, guarantees and investments

During the year ended March 31, 2023, the Company has made an investment and granted loan in accordance with section 186 of the Companies Act 2013 and details thereof are given in the notes to financial statements for the year ended March 31, 2023.

#### 37. Particulars of employees and managerial remuneration

The information of employees and managerial remuneration, as required under Section 197(2) read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, and other details are annexed herewith and forms part of this report as **Annexure IV**.

#### 38. Management discussion and analysis

As per Regulation 34(3) read with schedule V of the SEBI Listing Regulations 2015, as applicable, Management Discussion Analysis, is an integral part of this report and annexed herewith and forms part of this report as **Annexure VI**.

#### 39. Corporate Governance Report

Your Company has made serious effort to comply with the provisions of the Corporate Governance in order to secure the interest of all the stakeholders of the Company. It has always been the Company's endeavour to excel through better Corporate Governance and fair & transparent practices, many of which have already been in place even before they were mandated by the law of land. The management of Company believes that it will further enhance the level of Corporate Governance in the Company. Corporate Governance report forming part of this annual report is enclosed herewith.

#### 40. Risk Management system

The Company has developed and implemented a risk management policy which is periodically reviewed by the management, the enterprise risk management policy of the Company, which has been duly approved by the Board, is reviewed by the Audit Committee and the Board on a periodic basis. The risk management process encompasses practices relating to identification, assessment, monitoring and mitigation of various risks to key business objectives.

Besides exploiting the business opportunities, the risk management process seeks to minimise adverse impacts of risk to key business objectives.

#### 41. Prevention of sexual harassment at workplace

Your Company is committed to provide a work environment which ensures that every woman employee is treated with dignity, respect and equality. There is zero-tolerance towards sexual harassment and any act of sexual harassment invites serious disciplinary action.

The Company has established a policy against sexual harassment for its employees. The policy allows every employee to freely report any such act and prompt action will be taken thereon. The policy lays down severe punishment for any such act. Further, your directors state that during the year under review, there were no cases of sexual harassment reported to the Company pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

The company has complied with provisions relating to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

#### 42. 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 and material orders passed by the regulators or courts or tribunals that may have an impact for the company as a going concern and/or company's operations.

#### 43. Depository Systems

Company's shares are listed on BSE. As on March 31, 2023, 63,65,799 Equity Shares stand with the NSDL and 9,46,961 Equity Shares stand with the CDSL and 7,23,240 Equity Shares stands in physical form.

The Company has entered into agreements with both National securities Depository Limited (NSDL) and Central Depository services (India) Limited (CDSL) whereby shareholders holding Shares in physical mode are requested to avail of the dematerialization facility with either of the depositories.

Your Company had appointed M/s Link Intime India Private Limited, a Category-I SEBI registered R&T Agent as its Registrar and Share Transfer Agent.

#### 44. Listing Of Shares

The Company's shares are listed on the below mentioned Stock Exchange:-

I. BSE Limited (BSE)

Phiroze Jeejeebhoy Towers, 25th Floor, Dalal Street,

Mumbai – 400001

Script Code: - 505725

#### 45. Dividend Distribution Policy

The Company has formulated a dividend distribution policy which is enclosed as **Annexure V** and the same is also displayed on the website of the company i.e. [www.algoquantfintech.com](http://www.algoquantfintech.com).

#### 46. Industrial Relations

The Company maintained healthy, cordial and harmonious industrial relations at all levels. The enthusiasm and unstinting efforts of Employees have enabled the Company to remain at the leadership position in the industry. It has taken various steps to improve productivity across organization.

The Board also takes this opportunity to express its deep gratitude for the continued co-operation and support received from its valued shareholders.

#### 47. General

Your directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:-

- Issue of the equity shares with differential rights as to dividend, voting or otherwise.
- Issue of shares (including sweat equity shares) to Directors or employees.
- Purchase of or subscription for shares in the Company by the employees of the Company.
- There is no subsidiary of the Company.
- As there is no subsidiary of your Company, so Managing Director/Whole Time Directors of the Company does not receive any remuneration or commission from any of such Companies.
- No remuneration received by Managing Director/Whole Time Directors from holding company i.e., Algoquant Investments Private Limited.

#### 48. Directors' Responsibility Statement

Pursuant to the requirement under Section 134(5) of the Companies Act, 2013 with respect to Directors' Responsibility statement, the Directors confirm that:

- 1) In the preparation of the annual accounts for the year ended March 31, 2023, the applicable accounting standards have been followed and no material departures have been made therefrom.
- 2) The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2023 and of the profit and loss of the Company for the year ended on that date.
- 3) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- 4) The annual accounts were prepared on a going concern basis.
- 5) The Directors have laid down effective internal financial controls to consistently monitor the affairs of the company and that such internal financial controls were adequate and operating effectively.
- 6) The Directors have devised a proper system to ensure compliance with the provisions of all applicable laws and the same are adequate and operating effectively.
- 7) The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

#### 49. Disclosure with Respect to DMAT suspense account /unclaimed suspense account;

No DMAT suspense account /unclaimed suspense account reported by RTA, NSDL and CDSL to the company

#### 50. Disclosure of details of any application filed for corporate insolvency resolution process, by a financial or operational creditor or by the company itself under the IBC before the NCLT;

No such instance has taken place during the period under review.

#### 51. Business Responsibility Report (BRR)

Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, mandate the inclusion of the BRR as part of the Annual Report for top 1,000 listed entities based on market capitalization. In compliance with the Regulation 32(f) of the Listing Regulations, the Business Responsibility Report of the Company for the year ended March 31, 2023 is not applicable to the Company.

#### 52. Maintenance of Cost Records

As per the provisions of the Section 148(1) of the Companies Act, 2013 the Company is not required to maintain cost Records. Accordingly, such accounts and records are not made and maintained.

#### 53. One Time Settlement

During the Year ended March 31, 2023, the Company has not made any one-time settlement w.r.t credit facility and no instance of difference between amount of the valuation done at the time of one-time settlement and the valuation done while taking loan from the Banks or Financial Institutions along with the reasons thereof was occurred.

#### 54. Acknowledgements

Your directors would like to acknowledge and place on record their sincere appreciation of all stakeholders – shareholders, bankers, dealers, vendors and other business partners for the excellent support received from them during the year under review. Your directors recognise and appreciate the efforts and hard work of all the employees of the Company and their continued contribution to its progress.

#### By the Order of the Board of Directors

For Algoquant Fintech Limited

Earlier known as Hindustan Everest Tools Limited

Sd/-

Sd/-

Devansh Gupta  
(Managing Director)

Dhruv Gupta  
(Director)

DIN: 06920376

DIN: 06920431

Date: - 01.09.2023

Place: - New Delhi



FORM NO. MR-3**SECRETARIAL AUDIT REPORT  
FOR THE FINANCIAL YEAR ENDED ON MARCH 31, 2023**

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

To,

The Members,

**Algoquant Fintech Limited**

(Formerly known as Hindustan Everest Tools Limited)

CIN:- L74110GJ1962PLC136701

Unit No. 705, 07<sup>th</sup> Floor of ISCON Elegance, developed at Plot No. 24,  
Prahaldnagar Ahmedabad City, Gujarat - 380015.

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Algoquant Fintech Limited** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the records of **Algoquant Fintech Limited**, 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, I hereby report that in my opinion, the company has, during the audit period covering **the financial year ended on 31<sup>st</sup> March 2023** complied with the statutory provisions listed hereunder and also that the company has proper Board-processes and compliances mechanism in place to the extent in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and record maintained by **Algoquant Fintech Limited for the financial year ended on March 31, 2023 according to the provisions of:**

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulations) 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 regulation made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings: **(NOT APPLICABLE FOR THE YEAR UNDER REVIEW)**
- (v) The following Regulations and guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011;
  - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulation, 2015;
  - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
  - d. Securities And Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **(NOT APPLICABLE FOR THE YEAR UNDER REVIEW)**
  - e. The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Debt Securities) Regulations, 2021; **(NOT APPLICABLE FOR THE YEAR UNDER REVIEW)**
  - f. The Securities and Exchange Board of India (Registrar 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 FOR THE YEAR UNDER REVIEW)**
  - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(NOT APPLICABLE FOR THE YEAR UNDER REVIEW)**
- (vi) As stated in the **Annexure – A** – all the laws, rules, regulations are applicable specifically to the company.

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India and applicable w.e.f July 01, 2015 or any amendment, substation, if any, are adopted by the Company and are complied with.
- (ii) The Listing Agreements entered into by the Company with BSE Limited and the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

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

#### **I further report that**

During the year under review, a Scheme of Arrangement amongst Growth Securities Private Limited ('Demerged Company'), Algoquant Investments Private Limited (Formerly Mandelia Investments Private Limited) ('Amalgamating Company') and Algoquant Fintech Limited (Formerly Hindustan Everest Tools Ltd) ('Resulting Company' / 'Amalgamated Company') in terms of the provisions of Section(s) 230 to 232, read in conjunction with Section 66 and other pertinent sections and provisions of the Companies Act, 2013, along with the applicable rules promulgated thereunder has been approved by Board of Directors of the Company in Board Meeting held on March 10, 2023.

Apart from above, no other major corporate events occurred during the year and various compliances made by the Company with applicable Laws, Rules, Regulations, and Listing Regulations etc.

#### **I further report that**

The board of directors of the company is duly constituted with proper balance of executive directors, non -executives directors, independent directors and woman director. 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 and with intimation to stock exchanges.

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 or with consent of directors at a shorter notice, and a system exists for seeking and obtaining further information and clarification on the agenda items before the meeting and for meaningful participation at the meeting. Majority decision is carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes.

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

**I further report that** during the audit period, the company has not incurred any specific event / action that can have a bearing on the company's compliance responsibilities in pursuance of the above referred laws, rules, regulations, guideline, standards, etc. Referred to above.

**FOR PARTH P SHAH & ASSOCIATES**  
PRACTICING COMPANY SECRETARIES

**Parth P Shah**  
**(Proprietor)**  
FCS: 11871, COP: 18640  
Peer Review Cert. No.: 1949/2022  
UDIN: F011871E000705291

**Place: Ahmedabad**  
**Date: 29<sup>th</sup> July, 2023**

**"ANNEXURE-A"*****Securities Laws***

1. All Price Sensitive Information were informed to the stock exchanges from time to time
2. All investors' complaint directly received by the RTA & Company is recorded on the same date of receipts and all are resolved within reasonable time.

***Labour Laws***

1. All the premises and establishments have been registered with the appropriate authorities.
2. The Company has not employed any child labour/ Bonded labour in any of its establishments.
3. Provisions with relate to compliances of PF/ESI/Gratuity Act are applicable to the Company and Complied with.

***Environmental Laws***

The company is not engaged in the manufacturing activities, the environmental laws as applicable has been properly complied.

***Taxation Laws***

The company follows all the provisions of the taxation and Income Tax Act, 1961 and filing the returns at proper time with Income tax department and all other necessary departments.

FOR PARTH P SHAH & ASSOCIATES,  
PRACTICING COMPANY SECRETARIES

Parth P Shah  
(Proprietor)

FCS: 11871, COP: 18640  
Peer Review Cert. No.: 1949/2022  
UDIN: F011871E000705291

Place: Ahmedabad  
Date: 29<sup>th</sup> July, 2023

**"ANNEXURE-B"**

To  
The Members,  
Algoquant Fintech Limited  
(Formerly known as Hindustan Everest Tools Limited)  
CIN:- L74110GJ1962PLC136701  
Unit No. 705,07th Floor of ISCON Elegance, developed at Plot No. 24,  
Praladnagar Ahmedabad City, Gujarat-380015.

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.
7. We have relied on Management Representation Letter provided by the Company before issuing this Report to the Company.

FOR PARTH P SHAH & ASSOCIATES,  
PRACTICING COMPANY SECRETARIES

Parth P Shah  
(Proprietor)

FCS: 11871, COP: 18640  
Peer Review Cert. No.: 1949/2022  
UDIN: F011871E000705291

Place: Ahmedabad  
Date: 29<sup>th</sup> July, 2023

## ANNEXURE-II

## STATEMENT OF PARTICULARS UNDER RULE 8(3) OF THE COMPANIES (ACCOUNTS) RULES, 2014

**(A) Conservation of energy-**

## (i) Steps taken or impact on conservation of energy:

The Board considers the conservation of energy as one of the most vital point and has taken steps for formulation of policy for energy consumption. During the year under review, further efforts were made to ensure optimum utilization of electricity.

## (ii) Steps taken by the Company for utilizing alternate sources of energy: Nil

## (iii) Capital invested on energy conservation equipment's: Nil

**(B) Technology absorption-**

## (i) Efforts made towards technology absorption: The Company is implementing the updated software's and other technology in the operations.

## (ii) Benefits derived like product improvement, cost reduction, product development or import substitution: Nil

## (iii) In case of imported technology (imported during the last three years reckoned from the beginning of the financial year): Nil

## (a) Details of technology imported - NA

## (b) Year of import - NA

## (c) Whether the technology been fully absorbed - NA

## (d) If not fully absorbed, areas where absorption has not taken place and the reasons thereof - NA

## (iv) Expenditure incurred on Research and Development – Nil

**(C) Foreign Exchange Earnings and outgo**

The Company is not indulged into export of goods/services. No activities relating to exports have been undertaken by the Company during the financial year 2022-2023.

(₹)

Particulars	2022-23	2021-22
<b>Foreign Exchange Outgo</b>		
Travelling	NIL	NIL
Consultancy	Nil	Nil
Others	Nil	Nil
<b>Imports</b>		
Raw Materials	Nil	Nil
Finished Goods	Nil	Nil
Capital Goods	Nil	Nil
Others		
<b>Foreign Exchange Earnings</b>		
Earnings in foreign exchange	Nil	Nil

**REMUNERATION POLICY FOR THE MEMBERS OF BOARD AND EXECUTIVE MANAGEMENT**

The Board has delegated to the Nomination and Remuneration Committee in consultation with the Chairman of the Board, the responsibility for identifying and recommending to the Board, candidates for the Board, after considering the necessary and desirable competencies for new.

**Policy for Appointment and Re-Appointment of Director**

The Board believes that its membership should comprise Directors with an appropriate mix of skills, experience and personal attributes that will best complement board effectiveness, cohesion and diversity and allow the Directors to individually, and as a Board collectively, to:

- (a) Discharge their responsibilities and duties under the law effectively and efficiently;
- (b) Assess the performance of management in meeting those objectives and goals.

Accordingly, in selecting potential new directors, the Nomination and Remuneration committee will seek to identify the competencies required to enable the Board to fulfill its responsibilities. In doing so, the Committee will have regard to the results of the annual appraisal of the Board's performance.

While recognizing that each director will not necessarily fulfill all criteria, the Nomination and Remuneration Committee have identified the following fundamental factors as relevant to the selection and appointment of new directors:

- (a) Outstanding in capability with extensive and senior commercial experience;
- (b) High level of personal integrity; and
- (c) Time available to meet the commitment required.

**Remuneration payable to Managing Director/ Whole Time Director**

The Managing Director/ Whole-Time Director are receiving remuneration from the Company as per the approval by the members of the Company in the General Meeting (GM) in accordance to the provision of the Companies Act, 2013 and rules made there under.

The annual increments and performance incentive of the Managing Director/Whole Time Directors are linked to their performance and are decided by the Nomination and Remuneration Committee from time to time.

**Remuneration payable to Non-Executive Directors**

The Non-Executive Directors will be paid with the sitting fee, if any, subject to the approval of Board of Directors/ including any sub-committee thereof, upto the limit as specified under Companies Act, 2013 and also in Compliance with the Listing Agreement.

**Evaluation**

In addition to an annual self-evaluation by the Nomination and Remuneration Committee, the Board must review the effectiveness of the Committee annually.

**Amendments**

This policy can be modified or repealed at any time by the Board of Directors of the Company.



**ANNEXURE – IV**
**Statement of Disclosure of Remuneration under Section 197 of the Companies Act, 2013 and Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014**
**i. Ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the Financial Year 2022-23**

Sl. No.	Name	Ratio of Median Remuneration
1	Mr. Devansh Gupta (Managing Director & Promoter)	33.33:1
2	Mr Dhruv Gupta (Non-Executive Director & Promoter)	0.00
3	Mr. Himanjal Jagdishchandra Brahmabhatt (Non-Executive Director)	0.00
4.	Mr. Amit Gupta (Independent Director)	0.00
5.	Ms. Shubhangi Agarwal (Independent Director)	0.00
6.	Ms. Gyaneshwar Sahai (Independent Director)	0.00
7.	Mr. Yogesh Gusain (Chief Financial Officer)	4.33:1
8.	Mr. Atul Kaushal (Company Secretary & Compliance Officer)**	3.12:1
9.	Ms. Ayushi Jain (Company Secretary & Compliance Officer)*	0.86:1

\* Ayushi Jain resigned from the position of Company Secretary and Compliance Officer w.e.f 08.09.2022.

\*\* Atul Kaushal has appointed as Company Secretary and Compliance Officer w.e.f 09.09.2022.

**ii. Percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary, if any, in Financial Year 2022-23**

Sl. No.	Name	Designation	% Increase in remuneration
1	Mr. Devansh Gupta	Managing Director	50
2	Mr Dhruv Gupta	Non- Executive Director	-
3.	Mr. Himanjal Jagdishchandra Brahmabhatt	Non-Executive Director	-
4.	Mr Amit Gupta	(Independent Director)	-
5.	Ms. Shubhangi Agarwal	(Independent Director)	-
6.	Ms. Gyaneshwar Sahai	(Independent Director)	-
7.	Mr. Yogesh Gusain	(Chief Financial Officer)	30
8	Mr. Atul Kaushal	(Company Secretary & Compliance Officer) w.e.f 09.09.2022	-
9	Ms. Ayushi Jain	(Company Secretary & Compliance Officer) upto 08.09.2022	-

**iii. Percentage increase in the median remuneration of employees in the financial year: 50%**
**iv. Number of permanent employees on the rolls of Company as on March 31, 2023: 177**
**v. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration;**

The average increase in salaries of employees other than managerial personnel in Financial Year 2022-23 was Nil. Percentage increase in the KMP, other than Directors, managerial remuneration for the year was 40%.

**vi. Affirmation that the remuneration is as per the remuneration policy of the Company**

The Company's remuneration policy is driven by the success and performance of the individual employees and the Company. Through its compensation package, the Company endeavours to attract, retain, develop and motivate a high-performance staff. Individual performance pay is determined by business performance and the performance of the individuals measured through the annual appraisal process. The Company affirms remuneration is as per the remuneration policy of the Company.

**Details of Top 10 Employees of the Company in terms of Remuneration Drawn for the Financial Year 2022-23**

Sl. No.	Employee Name	Designation	Gross Remuneration paid (₹)	Nature of employment whether contractual or otherwise	Educational Qualifications	Experience (in years)	Date of joining	Previous Employment	% of equity shares held by the employee within the meaning of clause (iii) of sub-rule (2)	Whether any such employee is a relative of any Director or Manager of the Company and if so, name of such Director or Manager
1	Mohit Gupta	Trader	1,07,67,200	Permanent	Graduate	12	02-Jan-23	Thinkbot Technologies LLP		NO
2	Piyush Bhardwaj	Trader	1,07,67,200	Permanent	Graduate	11	02-Jan-23	Thinkbot Technologies LLP		NO
3	Devansh Gupta	MD	60,00,000	Permanent	Graduate	6	30-Jun-21	-	0.76	Yes
4	Nidhi Gupta	Trader	18,00,000	Permanent	Post Graduate	8	01-Apr-21	-		NO
5	Sanjay Agarwal	Trader	8,90,000	Permanent	Graduate	20	01-Apr-22	Algoquant Financials LLP		NO
6	Yogesh Gusain	CFO	7,80,000	Permanent	Post Graduate	12	30-Jun-21	EnpointeAd-wisers LLP		NO
7	Chetan Gupta	Trader	7,32,500	Permanent	Graduate	7	01-Apr-22	Algoquant Financials LLP		NO
8	Mehul Bagga	Trader	7,22,000	Permanent	Post Graduate	4	01-Apr-22	HB Direct LTD.		NO
9	Dolly Aggarwal	Trader	7,20,000	Permanent	Graduate	8	01-Jul-21	Algoquant Financials LLP		NO
10	Bhupinder Pratap Singh	Trader	6,96,700	Permanent	Graduate	22	01-Apr-22	Pace Stock Broking Services Pvt. Ltd.		NO

**DIVIDEND DISTRIBUTION POLICY****1. Purpose & Background**

This Policy will regulate the process of dividend declaration and its pay-out by the Company in accordance with the provisions contained in Companies Act, 2013 read with the applicable Rules, regulation 43A of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 as applicable from time to time. However, this document does not solicit investments in the Company's equity shares.

**2. Dividend,**

Dividend is the payment made by the company to its shareholders out of the profit made by the company in proportion to the equity capital they hold, dividend includes Interim Dividends.

**3. Parameters for declaration of Dividend**

The Board of Directors of the Company shall consider the following parameters for declaration of dividend: - .

**Financial parameters (internal factors)**

- Consolidated net operating profit after tax;
- Working capital requirements;
- Capital expenditure requirements;
- Resources required to fund acquisitions and/or new businesses
- Cash flow required to meet contingencies;
- Outstanding borrowings;
- Past Dividend Trends
- Net Worth of the company
- Accumulated Losses
- Deferred Tax
- Liabilities Including Contingent Liabilities

**External Factor**

- Prevailing legal requirements
- Regulatory conditions or restrictions laid down under the applicable laws including tax laws.
- Dividend pay-out ratio of companies in the same industry.

**4. Circumstances under which the shareholders may or may not expect Dividend**

- If the Company undertakes or proposes to undertake a significant expansion of business, project, acquisitions of business brand, company and/or joint ventures requiring higher allocation of capital;
- Significantly higher working capital requirements adversely impacting free cash flow;
- Whenever it proposes to utilize surplus cash for buy-back of securities; or
- In the event of inadequacy of profits or whenever the Company has incurred losses.
- If the company intend to retain internal accrual for Business growth of company
- Previous Accumulated Losses
- Negative Net Worth

**5. Utilization of retained earnings**

The retained earnings except declaration of the dividend if any if recommended by the board, shall be utilised in the manner as considered appropriate by the Board and subject to the applicable laws.

**6. Parameters adopted with regard to various classes of shares:**

Since the company has issued only one class of equity shares with equal voting rights, all the members of the company are entitled to the same dividend per share.

**7. Review**

The board of the company is authorised to make alterations in the policy if required from time to time. In case of any amendment(s), clarification(s) circular etc. issued by relevant authorities not being consistent to the provisions laid down under this policy then such amendment, clarification, circular etc. shall prevail upon the provisions hereunder and this policy shall stand amended accordingly from the effective date as laid down under such amendment, clarification, circular etc.

**Annexure -VI****MANAGEMENT DISCUSSION AND ANALYSIS****1. ECONOMY OVERVIEW**

In accordance to the summary of the economic survey 2022-23, India to witness GDP growth of 6.0 per cent to 6.8 per cent in 2023-24, depending on the trajectory of economic and political developments globally. Economic survey 2022-23 projects a baseline GDP growth of 6.5 per cent in real terms in FY24. Credit growth to the micro, small, and medium enterprises (MSME) sector has been remarkably high, over 30.5 per cent, on average during Jan-Nov 2022. Capital expenditure (capex) of the central government, which increased by 63.4 per cent in the first eight months of FY23, was another growth driver of the Indian economy in the current year. Surge in growth of exports in FY22 and the first half of FY23 induced a shift in the gears of the production processes from mild acceleration to cruise mode. Private consumption as a percentage of GDP stood at 58.4 per cent in Q2 of FY23, the highest among the second quarters of all the years since 2013-14, supported by a rebound in contact-intensive services such as trade, hotel and transport.

**2. OUTLOOK: 2023-24**

Dwelling on the Outlook for 2023-24, the Survey says, India's recovery from the pandemic was relatively quick, and growth in the upcoming year will be supported by solid domestic demand and a pickup in capital investment. It says that aided by healthy financials, incipient signs of a new private sector capital formation cycle are visible and more importantly, compensating for the private sector's caution in capital expenditure, the government raised capital expenditure substantially.

Budgeted capital expenditure rose 2.7 times in the last seven years, from FY16 to FY23, re-invigorating the Capex cycle. Structural reforms such as the introduction of the Goods and Services Tax and the Insolvency and Bankruptcy Code enhanced the efficiency and transparency of the economy and ensured financial discipline and better compliance.

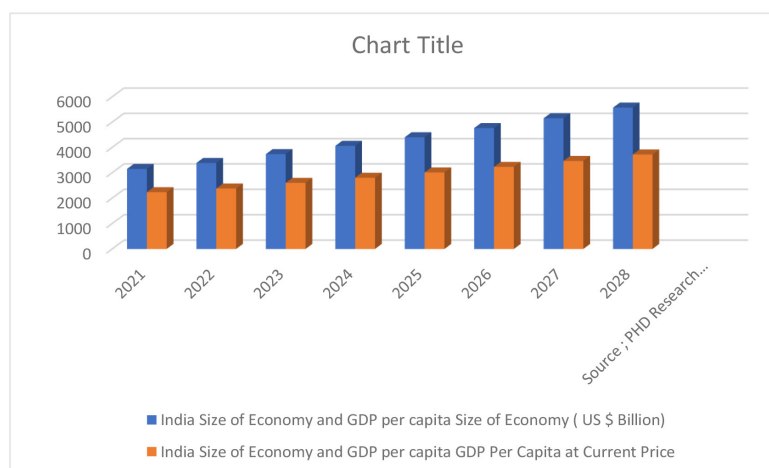
Global growth is forecasted to slow from 3.2 per cent in 2022 to 2.7 per cent in 2023 as per IMF's World Economic Outlook, October 2022. A slower growth in economic output coupled with increased uncertainty will dampen trade growth. This is seen in the lower forecast for growth in global trade by the World Trade Organisation, from 3.5 per cent in 2022 to 1.0 per cent in 2023.

On the external front, risks to the current account balance stem from multiple sources. While commodity prices have retreated from record highs, they are still above pre-conflict levels. Strong domestic demand amidst high commodity prices will raise India's total import bill and contribute to unfavourable developments in the current account balance. These may be exacerbated by plateauing export growth on account of slackening global demand. Should the current account deficit widen further, the currency may come under depreciation pressure.

Entrenched inflation may prolong the tightening cycle, and therefore, borrowing costs may stay 'higher for longer'. In such a scenario, global economy may be characterised by low growth in FY24. However, the scenario of subdued global growth presents two silver linings – oil prices will stay low, and India's CAD will be better than currently projected. The overall external situation will remain manageable.

India's economy, the largest in the South Asian region, is expected to remain a bright spot.

India Size of Economy and GDP per capita		
Year	Size of Economy ( US \$ Billion)	GDP Per Capita at Current Price
2021	3150	2234
2022	3386	2379
2023	3736	2601
2024	4062	2802
2025	4403	3011
2026	4765	3231
2027	5153	3465
2028	5575	3720
Source; PHD Research Bureau, PHD Chamber, Compiled from World Economic Outlook, April 2023, IMF		



### 3. INDUSTRIAL STRUCTURE & DEVELOPMENTS

Economic Survey 2022-2023 highlights buoyant performance of the Indian capital markets in the past year, driven by increased contribution of Small & Medium Enterprises (SMEs) and greater participation of domestic institutional and retail investors.

India's capital markets had a good year despite global macroeconomic uncertainty, unprecedented inflation, monetary policy tightening, volatile markets, etc. The number of SMEs coming with IPOs was almost double compared to the FY 2022 (till November 2021), and the total funds raised by them were almost three times the funds raised by them in the same period last year.

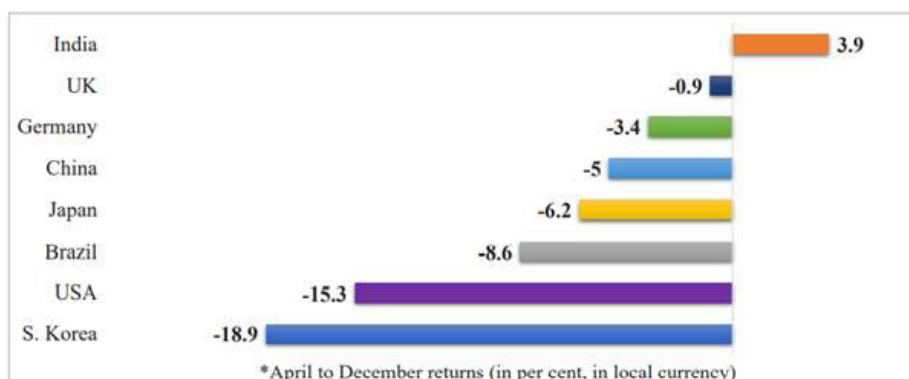
This year also saw the largest IPO ever in the history of India – in May 2022, the Central Government diluted its stake in the Life Insurance Corporation (LIC) of India and listed it on the stock exchanges, thereby making LIC's IPO the largest IPO ever in India and the sixth biggest IPO globally of 2022.

In April-November 2022, the under activity in public debt issuances was more than compensated by private debt placements. The number of private debt placements increased by 11 per cent from 851 to 945, while resources mobilised increased by 6 per cent in April-November 2022, compared to the corresponding period in the year before.

Regarding performance of the stock market, the Indian stock markets witnessed a resilient performance, with the bluechip index Nifty 50 registering a return of 3.7 per cent during April-December 2022. This is despite the decline in global stock markets because of geopolitical uncertainties, supply chain disruptions post Russia-Ukraine crisis. Even among major emerging market economies, India outperformed its peers in April-December 2022.

Towards the end of the year, the India Volatility Index (VIX) which measures expected short-term volatility in the stock market witnessed a declining trend as the impact of the conflict started to wane as the year progressed. The number of demat accounts increased sharply to 39% by the end of November 2022 on YoY basis, showing increased

#### Stock Market Performance: India outperformed its peers in FY23\*



Source : Bloomberg



retail participation in the capital market.

On account of the strong macroeconomic fundamentals of the Indian economy and the improvement in market risk appetite from time to time, India remains an attractive investment destination. The assets under custody (custodial holdings of FPIs reflecting the total market value of the holdings) witnessed an increase despite the outflows driven by global factors. The total assets under custody with FPIs increased by 3.4 per cent at the end of November 2022 compared to November 2021. The overall net investments by Foreign Portfolio Investors during FY23 registered an outflow of ₹16,153 crore at the end of December 2022 from an outflow of ₹5,578 crore during FY22 at the end of December 2021.

Investments by Domestic Institutional Investors (DIIs) acted as a countervailing force against FPI outflows during recent years, rendering the Indian equity market relatively less susceptible to large scale corrections.

Setting up and operationalizing India's maiden International Financial Services Centre (IFSC) in GIFT City as a new avenue and opportunity for capital market players, with the aim to facilitate India to emerge as a significant economic power by accelerating the development of a strong base of International Financial Services in the country. Over the last two years, GIFT-IFSC has witnessed tremendous growth and traction across the entire spectrum of financial services, including banking, capital markets, insurance, fund management, aircraft leasing, etc. With an internationally aligned regulatory regime, competitive tax structure and beneficial cost of operations, GIFT IFSC is now emerging as a preferred jurisdiction for international financial services.

Stock market for India with key indices both the NIFTY 50 and BSE Sensex clocked their all-time highs in December 2022.

#### 4. **OPPORTUNITIES AND THREAT**

##### **Opportunities**

- Trading in Financial Instruments services will have more opportunities if the long-term economic outlook is favourable.
- Growing percentage of discretionary income going to the financial services industry.
- Regulatory changes would encourage increased engagement from investors of all types.
- Making use of technology to support best practices and procedures.

##### **Threats**

- Short-term economic slowdown impacting investor sentiments and business activities.
- Other assets are becoming more appealing as investment opportunities due to market changes.

#### 5. **SEGMENT-WISE OR PRODUCT-WISE PERFORMANCE**

The Company is a technology driven trading entity. We are one of the leaders in Low-risk arbitrage and high frequency trading in the Indian Capital Markets. Our team of highly talented individuals help to run sophisticated algorithms at ultra-low latencies.

#### 6. **FUTURE OUTLOOK AND PROSPECTS**

The year under review was characterized by a recovery from the pandemic. While some aspects of the economy and lifestyles have returned to pre-pandemic practices, others have retained the benefits of the transition.

As per the records available on the website of the BSE Limited ('BSE'), the Company entered and occupied the position of top 2000 Companies based on the market capitalization calculated as on the last day of the financial year\*.

Our focus remained to continuously invest in personnel, technology and improve the size of balance sheet. We are on track to achieve several milestones as per our internal forecasts. The roadmap appears equally encouraging and we are ready to march to the next leg of growth that will demonstrate our growing capabilities at scale as well as expertise in several complex trading strategy. The industry is supportive, and the demand scenario continues to be favorable. Our objective is to continue on this profitable growth journey and deliver sustained value for our stakeholders.

\*(<https://www.bseindia.com/static/about/downloads.aspx>)

#### 7. **RISK MANAGEMENT & CONCERNS**

The Company has laid down procedures to inform Board Members about the risk assessment and minimization procedures. The Company has framed a comprehensive enterprise risk management policy and a new risk register,

not only to manage risks but also to minimize their impact. This policy is periodically reviewed by the management and the board in consultation with reputed and specialized consultants. The policy is updated as per requirements to ensure that the risks are properly dealt and mitigated.

#### 8. **HUMAN RESOURCE DEVELOPMENT AND INDUSTRIAL RELATIONS INCLUDING THE NUMBER OF PEOPLE EMPLOYED**

The Company considers human capital to be a key pillar of growth. Its skilled and professional management team is a strong driving force. The Company ensures a safe, conducive, and productive work environment. The HR policies continually strive towards attracting, retaining, and developing the best talent required for the business to grow.

To provide a constant and consistent connection as well as uninterrupted services, the Company has used technology to promote regular communication in its staff personnel's. 184 employees working in the company as on the financial year ended on 31<sup>st</sup> March 2023.

#### 9. **INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY**

The Company has in place, an adequate system of internal controls commensurate with its size, requirements and the nature of operations. These systems are designed keeping in view the nature of activities carried out at each location and various business operations.

The Company's in-house internal audit department carries out internal audits at all, offices, across all locations of the country. Their objective is to assess the existence, adequacy and operation of financial and operating controls set up by the Company and to ensure compliance with the Companies Act, 2013, SEBI (Listing Obligations & Disclosures Requirements) Regulations, 2015 (SEBI Listing Regulations, 2015) (to the extent as applicable) and corporate policies.

Board of Directors of the Company has appointed M/s V B R G & Associates having office at 04, Rainbow Complex, Bazaria, Ghaziabad, Uttar Pradesh-201001, as the Internal Auditor of the Company to conduct the Internal Audit Functions for Financial Year 2022-23.

A summary of all significant findings by the audit department/auditor along with the follow-up actions undertaken thereafter is placed before the Audit Committee for review. The Audit Committee reviews the comprehensiveness and effectiveness of the report and provides valuable suggestions and keeps the Board of Directors informed about its major observations, from time to time.

The Company has in place adequate financial controls commensurate with its size, scale and complexity of its operations. The Company has in place policies and procedures required to properly and efficiently conduct its business, safeguard its assets, detect frauds and errors, maintain accuracy and completeness of accounting records and prepare financial records/statements in a timely and reliable manner.

#### 10. **FINANCIAL REVIEW AND ANALYSIS**

The financial performance of the Company for the financial year ended March 31, 2023 is given as under: -

PERFORMANCE	Year ended 31-03-2023 (Rs. In lakh)	Year ended 31-03-2022 (Rs. In lakh)
Total Revenue from continuing operations	1371.01	1,710.33
Total Expenditure from continuing operations	2019.87	1,393.94
Profit before tax from continuing operations	(648.89)	316.39
Tax expense	(355.80)	(7.40)
Profit for the year from continuing operations	(293.09)	323.82
Profit for the year from discontinued operations	(48.79)	19.08
<b>Profit/(Loss) for the year</b>	<b>(341.88)</b>	<b>342.90</b>
<b>Other comprehensive income</b>	<b>416.43</b>	<b>999.86</b>
<b>Total comprehensive income for the year</b>	<b>74.55</b>	<b>1,342.73</b>

*\*Profit before tax from continuing operations includes amount from exceptional gain.*

**11. Details of Significant Changes (i.e., change of 25% or more as compared to the immediately previous financial year) in key financial ratios along with detailed explanations thereof:-**

S. No.	Particulars	FY 2022-23	FY 2021-22	Detailed explanation for changes thereof
i	Interest Coverage Ratio	3.08 Times	5.96 times	There is loss reported in current year which results in decrease in interest coverage ratio as compare to previous year where company made profit.
ii	Current Ratio	1.61 times	1.27 times	Increase in current ratio is due to increase in investments & other financial assets due to which current assets increased by higher margin as compared to previous financial year.
iii	Net Profit Margin (%)	-26.62%	20.92%	There is loss reported in current year which results in decrease in net profit ratio as compare to previous year where the company made profit.
iv	Debtors Turnover	N.A.	N.A.	During the current financial year there is no trade receivable. Accordingly, this ratio is not applicable for the current year.
v	Inventory Turnover	N.A.	N.A.	The Company did not have any inventory as on 31st March 2022 & 31st March 2023. Therefore, the ratio is not applicable.
vi	Debt Equity Ratio	0.80	N.A.	As on 31.03.2023, the Company has an outstanding loan to the tune of Rs 30.47 Crores
vii	Operating Profit Margin (%)	36.25%	23.20%	The company has reported loss during the year due to which operating profit ratio becomes negative for the year.

**12 DETAILS OF ANY CHANGE IN RETURN ON NETWORTH AS COMPARED TO THE IMMEDIATELY PREVIOUS FINANCIAL YEAR ALONGWITH A DETAILED EXPLANATION THEREOF.**

The Return on Net Worth for the financial year 2022-23 is (19) % as compared to 9% for the previous financial year 2021-22. The negative return on net worth is on account of negative PBT majorly caused by enhanced employee benefit cost, among others.

**13. CAUTIONARY STATEMENT:**

Certain Statements in the "Management Discussion and Analysis" describing the Company's objectives, expectations or predictions may be "forward looking". Actual results could differ materially from those expressed or implied due to various risk & uncertainties. Important factors that could make a difference to the Company's operations include changes in Govt. regulations, tax regimes, economic developments and other factors such as litigation. The company does not undertake to update these statements.

By the Order of the Board of Directors  
**For Algoquant Fintech Limited**  
 Earlier known as Hindustan Everest Tools Limited

**Devansh Gupta**  
 (Managing Director)  
 DIN: 06920376

**Dhruv Gupta**  
 (Director)  
 DIN: 06920431

Date: 01.09.2023  
 Place: New Delhi

## Annexure VII

## Form No. AOC-2

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

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

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

There were no contracts or arrangements, or transactions entered into during the year ended 31st March, 2023, which were not at arm's length basis.

Name of related party	Nature of relationship	Nature of contracts / arrangements / transactions	Duration of contract / arrangement / transaction	Salient terms of the contracts or arrangements or transactions including the value, if any	Date of approval of Board, if any	Amount paid as advances, if any
NIL						

**2. Details of material contracts or arrangements or transactions at arm's length basis as at 31st March, 2023**

Name of related party	Nature of relationship	Nature of contracts / arrangements / transactions	Duration of contract / arrangement / transaction	Salient terms of the contracts or arrangements or transactions including the value, if any	Date of approval of Board, if any	Amount paid as advances, if any
Algoquant Financials LLP	Promoter & Promoter Group	Availing or rendering of any services	As per agreement	3,00,000/- Rent Paid	08/07/2022	N.A.
Dhruv Devansh Investment & Finance LLP	Entities under control of Key management personnel (except CS & CFO)	Availing or rendering of any services	As per agreement	30,00,000/- Rent Paid	08/07/2022	N.A.
Growth Securities Private Limited	Entities under control of Key management personnel (except CS & CFO)	Availing or rendering any services	As per agreement	2,68,54,000/- Brokerage	08/07/2022	NA.

**FOR & ON BEHALF OF THE BOARD OF DIRECTORS  
ALGOQUANT FINTECH LIMITED  
(FORMERLY HINDUSTAN EVEREST TOOLS LIMITED)**

Sd/-  
Devansh Gupta  
(Managing Director)  
DIN: 06920376

Sd/-  
Dhruv Gupta  
(Director)  
DIN: 06920431

Place: New Delhi  
Dated: 01-09-2023

**CORPORATE GOVERNANCE REPORT****COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE**

Effective corporate governance practices constitute the strong foundation on which successful commercial enterprises are built to last. The Company's philosophy on corporate governance oversees business strategies and ensures fiscal accountability, ethical corporate behaviour and fairness to all stakeholders comprising regulators, employees, customers, vendors, investors and the society at large.

Good governance practices stem from the culture and mindset of the organisation and at Algoquant Fintech Limited "AFL" we are committed to meet the aspirations of all our stakeholders.

The Company stringently complies with the corporate governance practices as enumerated in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the SEBI Listing Regulations).

The Company lays a strong emphasis on ethical corporate citizenship and the establishment of good corporate culture. The corporate governance process and systems has gradually strengthened over the years. The Company endeavours not only to meet the statutory requirements in this regard but also to go well beyond them by instituting such systems and procedures as are in accordance with the latest global trends of making management completely transparent and institutionally sound.

The Company at the same time ensures full compliance with regulatory disclosure requirements. The Company further believes that the concept of corporate governance is founded upon the core values of transparency, empowerment, accountability, independent monitoring and environmental consciousness. The Company has always given its best efforts to uphold and nurture these core values across all operational aspects.

**BOARD OF DIRECTORS****a. Introduction**

The Board of Directors is the apex body that governs the overall functioning of the Company. The Board provides and evaluates the strategic direction of the Company, management policies and their effectiveness besides ensuring that the long-term interests of stakeholders are being served. The Board plays a pivotal role in ensuring good governance. The Board's role, functions, responsibility and accountability are clearly defined in this regard.

The Board meeting is conducted at least once in every quarter to discuss the performance of the Company and its Quarterly Financial Results, along with other corporate matters. The Board also meets to consider other business(es), whenever required, from time to time. Agenda of the business(es) to be transacted at the Board Meeting along with explanatory notes thereto are drafted and circulated well in advance to the Board of Directors of the Company. The Company always ensures that Board members are presented with all the relevant information on vital matters affecting the working of the Company including the information as inter-alia specified under Part A of Schedule II of Regulation 17(7) of the Listing Regulations. Every Board Member is free to suggest the inclusion of any item on the agenda and hold due discussions thereto. The Board is assisted by the CFO/senior managerial personnel in overseeing the functional matters of the Company.

The Board reviews its strength and composition from time to time to ensure that it remains aligned with statutory as well as business requirements. The Board Meetings are usually held at the corporate office and/or registered office of the Company.

**b. Composition of the Board**

The Company's policy is to maintain an optimal combination of Executive and Non-Executive Directors. As on March 31, 2023, the Board comprised of 6 directors, 1 of them being Executive, 2 being non-Executive and 3 being Non-Executive Independent Director. The Majority of the Directors are non-Executive and half of the board are independent directors. The Company has one-woman Directors on its Board. The Detailed profile of all the directors is available on the company's website <https://www.algoquantfintech.com>. The Company has complied with the provisions of Section 149 of the Companies Act, 2013 and Regulation 17 (1) of the SEBI Listing Regulations with respect to the Composition of the Board.

The Composition of the Board and category of Directors are as under:

Name and Category of Directors		
Promoter Directors	Non-Executive – Non-Promoter -Non-Independent	Non-Executive Independent Directors
Mr. Devansh Gupta – Executive Director	Mr Himanjal Jagdishchandra Brahmbhatt	Mr Gyaneshwar Sahai
Mr Dhruv Gupta – Non-Executive Director	-	Ms Shubhangi Agarwal
-	-	Mr Amit Gupta

At the time of appointment, every Independent Director sign a declaration to confirm that he/she fulfills all the conditions for being an Independent Director as laid down under the law. The Independent Directors comply with the definition of Independent Directors as given under Section 149(6) of the Companies Act, 2013 and Regulation 16(1) (b) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. While appointing/reappointing any independent Directors/Non-Executive Directors on the Board, Nomination and Remuneration Committee (NR Committee) consider the criteria as laid down in the Companies Act, 2013 and Regulation 16(1) (b) of SEBI Listing Regulations, 2015. All the Independent Directors give a certificate confirming that they meet the independence criteria as mentioned in Section 149(6) of the Companies Act, 2013 and SEBI Listing Regulations, 2015.

**c. Agenda papers distributed in advance**

Agenda of the Meeting of Board of Directors/committees are circulated among the Directors/invitees; well in advance, in a structured format except unpublished price sensitive information. All material information is incorporated in the agenda papers to facilitate meaningful and focused discussions at the meeting. Where it is not practical to attach any document to the agenda, the same is tabled before the meeting with specific reference to this effect in the agenda and approval for the same is taken from the Board/committees as applicable. In special and exceptional circumstances, additional or supplementary item(s) on the agenda are permitted.

**d. Directors' responsibilities**

- i. The principal responsibility of the Board is to oversee the management of the Company and in doing so serve the best interest of the Company and its stakeholders. These include:
  - Reviewing and approving operating, financial and other corporate plans, strategies and objectives.
  - Evaluating whether the corporate resources are used for the appropriate business purposes.
  - Establishing a corporate environment that promotes timely and effective disclosures (including robust and appropriate control procedures and incentives), fiscal responsibility, high ethical standards and compliance with all applicable laws and regulations.
  - Evaluating the performance of the Company.
  - Attending the meetings of the Board, committees and shareholders.
- ii. Exercise best business judgments: In discharging their fiduciary duties with care and loyalty, the Directors exercise their judgment to act in what they reasonably believe to be in the best interest of the Company and its stakeholders.
- iii. Understand the Company and its business: The Directors have an obligation to remain informed about the Company and its business, including principal operational and financial objectives, strategies and plans.
- iv. To establish effective systems: The Directors ensure that the effective systems are in place for periodic and timely reporting to the Board on matters concerning the Company.

**e. The role of Company Secretary in the overall governance process**

The Company Secretary plays a vital role in ensuring that Board procedures are followed and regularly reviewed. The Company Secretary ensures that all relevant information, details and documents are made available to the



Directors and the senior management for effective decision making at the meeting.

**f. Compliance**

The Company Secretary is required to ensure adherence to all the applicable laws and regulations primarily the Companies Act, 2013 read with the rules made thereunder and SEBI Listing Regulations, 2015; besides preparing the agenda, the notes on the agenda and minutes of the meeting, among others. The Company Secretary establishes and regularly monitors the compliance mechanism in place to carry out effective and timely compliance of relevant laws, rules and regulations.

A composite report of statutory compliances of all applicable laws, rules and regulations among others along with the Certificates of Compliance duly signed by the respective heads of Department are placed before the Board on a quarterly basis. The Company has a dedicated team to monitor the compliance system and in turn is responsible for checking and reviewing the reports and preparing the Composite Compliance report. Based on the reports and certificates, a certificate of statutory compliances duly signed by the Managing Director and the CFO is also placed before the Board during the year under review.

The Audit Committee and the Board of Directors review the compliance reports of the laws applicable to the Company as well as instances of non-compliances, if any, together with their possible impacts on the business, if any. A strict internal audit system is also in place to monitor and certify the compliance system.

The Company has complied with all the mandatory requirements of SEBI Listing Regulations, 2015.

**g. Risk management**

The Company has a comprehensive Enterprise Risk Management System at work. The risk management system is periodically reviewed by the Audit Committee and the Board of Directors of the Company.

**h. Number of Board meetings and the Directors present therein**

The Board of Directors held ten meetings during the year.

Details of board meetings held during the financial year and the number of Directors present			
Sr. No.	Dates on which the Board Meetings were held	Total Strength of the Board	No. of Directors Present
1.	20.05.2022	3.00	3.00
2.	30.05.2022	3.00	3.00
3.	08.07.2022	3.00	3.00
4.	12.08.2022	6.00	6.00
5.	08.09.2022	6.00	6.00
6.	05.11.2022	6.00	6.00
7.	05.01.2023	6.00	6.00
8.	02.02.2023	6.00	6.00
9.	10.03.2023	6.00	6.00

The maximum time gap between any two meetings was less than 120 days as prescribed under regulation 17(2) of SEBI Listing Regulations, 2015. Video conferencing facilities are also used to facilitate Directors at other locations to participate in the Board Meetings.

**i. Attendance of Directors at Board meetings, last Annual General Meeting, relationship with other Directors and number of Directorships held, Chairmanship or memberships of committees of each Director in various companies as at March 31, 2023.**

Details of Board Meetings held during the financial year and the number of Directors present:

S r . No.	Name of Director & DIN	Position	Relationship with other Directors	Date of Joining	Nu m b e r of Board Meetings attended	Nu m b e r of Direc- torship as on March 31, 2023 in other company*	Number of Com- mittee pos i - t i o n s held**	Attend- ance at the last AGM
1.	Devansh Gupta (06920376)	Executive Director, MD	Unrelated except with Mr. Dhruv Gupta (Brother of Devansh Gupta)	0 9 - 0 2 - 2021	09	08	00	√Yes
2.	Dhruv Gupta (06920431)	Non-Exec- utive - Non Independ- ent Direc- tor	Unrelated except with Mr. Devansh Gupta (Brother of Dhruv Gupta)	0 9 - 0 2 - 2021	09	10	00	√Yes
3.	Himanjal Jagdish- chandra Brahmbhatt (00049679)	Non-Ex- ecutive – NonInde- pendent Director	Not related	3 0 - 0 7 - 2022	06	N.A.	01	N.A.
4.	Gyaneshwar Sahai (00657315)	Non-Exec- utive - In- dependent Director	Not related	3 0 - 0 7 - 2022	06	N.A.	02	N.A.
5.	Amit Gupta (07085538)	Non-Exec- utive - In- dependent Director	Not related	0 9 - 0 2 - 2021	09	05	02	√Yes
6.	Shubhangi Agarw- al (08135535)	Non-Exec- utive - In- dependent Director	Not related	3 0 - 0 7 - 2022	06	04	01	N.A.

\*Other directorships do not include alternate directorships, Section 25, / 8 companies and companies incorporated outside India.

\*\* In accordance with Regulation 26 of the Listing Regulations, Chairmanships / Memberships of Board Committees include only Audit and Stakeholders Relationship Committees of public limited companies (Listed & Unlisted) only.

j. **Information placed before the Board of Directors**

The Company has complied with Part A of Schedule II of SEBI Listing Regulations, 2015 read with Regulation 17(7) of the said regulations with regard to information being placed before the Board of Directors.

The following *inter alia* items are generally tabled for information and review of the Board:

- Annual operating plans and budgets and any updates;
- Capital budgets and any updates;
- Quarterly results of the Company and its operating divisions or business segments;
- Company's annual financial results, financial statements, Auditors' Report and Board Report;
- Formation/reconstitution, terms of references and minutes of Board Committees including Audit Committee
- Information on recruitment and remuneration of senior officers just below the Board level, including appointment or removal of Chief Financial Officer and the Company Secretary;
- Show cause, demand, prosecution notices and penalty notices which are materially important;
- Any materially relevant default in financial obligations to and by the Company or substantial non-payment for goods sold by the Company;
- Any issue, which involves possible public or product liability claims of substantial nature, including any judgment or order which may have been passed strictures on the conduct of the company or taken an adverse view regarding another enterprise that can have negative implications for the Company;

- Details of any joint venture or collaboration agreement;
- Transactions that involve substantial payment towards goodwill, brand equity or intellectual property;
- Significant labour problems and their proposed solutions. Any significant development on human resources/ industrial relations front like signing of wage agreement, implementation of voluntary retirement scheme, among others;
- Sale of material nature of investment and assets, which is not in the normal course of business;
- Non-compliance of any regulatory, statutory or listing requirements and shareholders service such as delay in share transfer, among others;
- Appointment, remuneration and resignation of Director(s) and key managerial personnel;
- General notices of interest to the Directors including declaration of Independent Directors at the time of appointment/annually;
- Appointment of internal auditors, and secretarial auditors;
- Secretarial audit report submitted by secretarial auditor;
- Certificate of statutory compliance certifying compliance with all laws as applicable to the Company;
- Reconciliation of Share Capital Audit Report under SEBI (Depositories and Participants) Regulation, 1996;
- Dividend declaration;
- Grant of loans and making investments of surplus funds;
- Transactions with related parties;
- Review of the risk management policy;
- Any other important or critical matter

The Board is presented with all the information under the above heads whenever applicable and materially significant. These are submitted either as a part of the agenda papers well in advance of the Board meetings, or are tabled in the course of the Board meetings or meetings of the relevant committees. Functional heads are also called upon to provide additional inputs to the items being discussed by the Board/committee as and when required.

**k. Presentation by the management**

Before putting on record the quarterly/annual financial results of the Company, a presentation is made before the Board on operations of the Company including performance of business operations, initiatives taken for business growth and all other matters having impact on the business of the Company.

**l. Succession plan**

The Board of Directors has satisfied itself that plans are in place for orderly succession for outgoing members of the Board of Directors and Senior Management Personnel.

**m. Training of Board members and familiarization programme for Independent Directors**

At AFL, all the members of the Board of Directors are well- experienced professionals who are well acquainted with nature of industry, business model and other aspects of the Company.

At each of the Board Meeting, Board members are provided presentations containing details about the Company and business model among others.

The Company arranges discussions / meetings on risks associated with the Company's business wherein experts are invited and mitigation plans are discussed with the Directors along with key managerial persons "KMP", such discussion form of trainings enables them for better decision-making in discharging their responsibilities.

The Executive Director/ promoter Directors/ Board along with KMP were imparted training on the Companies Act, 2013, the SEBI Listing Regulations 2015, Direct & Indirect Taxation, among others.

The relevant statutory changes/updates are discussed with the directors and KMP from time to time so that it helps them to make better and informed decisions.

All new Independent Directors inducted on the Board are given in a formal orientation.

The Company has initiated a familiarization programme for the Independent Directors as required under Regulation 25(7) of the SEBI Listing Regulations 2015.

Independent Directors are regularly informed and updated on the business activities of the Company by providing them with the details of businesses of the Company as well as details of competitors, changes in relevant laws, their duties/responsibilities and liabilities as a director. Such information enables the Independent Directors to be familiarized with the Company's operations and the industry at large. The Company had also organized respective office visits for the Independent Directors as a part of the familiarization programme.

Web link for familiarisation programmes imparted to independent directors: - <https://www.algoquantfintech.com>

**n. Whistleblower/ Vigil mechanism**

The Company has a strong and effective whistleblower policy which aims to deter and detect actual or suspected, misconduct. It has been established to ensure that genuine concerns of misconduct/unlawful conduct, which an individual believes may be taking place within the organization, are raised at an early stage in a responsible and confidential manner. This mechanism also provides for adequate safeguards against victimization of employees who avail of the mechanism. Any employee may report such incident without fear to the Chairman of the audit committee or alternatively may report to Head –Internal Audit/CFO. The above mechanism has been appropriately communicated within the Company across all levels and has been displayed on the Company's intranet as well as on the Company's website <https://www.algoquantfintech.com/>.

The Audit Committee is empowered to monitor the functioning of the mechanism. It reviews the status of complaints received under this policy. The Committee has, in its report, affirmed that no personnel have been denied access to the Audit Committee.

**o. Criteria for selection of Directors**

The selection process of Board members is dependent on several parameters. The Company recognizes and embraces the benefits of having a diverse Board and believes that it will enhance the quality of the decisions of the Board by utilizing their varied skills, qualifications, professional experience, gender, knowledge, among others, of the members of the Board, which is necessary for achieving sustainable and balanced growth of the Company.

The Nomination and Remuneration Committee, in consultation with the Chairman of the Board, suggests appointment of suitable professionals who may be inducted into the Board. Upon fulfilment of the parameters, the Directors are appointed.

**p. Terms and conditions for appointment of Independent Directors**

The terms and conditions of appointment of the Independent Directors are subject to the provisions of the applicable laws, including the Companies Act, 2013, SEBI Listing Regulations 2015 along with the Articles of Association of the Company. Each Independent Director is issued a letter specifying the details of appointment at the time of joining. Every Independent Director sign a declaration to confirm that he/she fulfills all the conditions for being an Independent Director as laid down under the law.

**q. Board diversity policy**

The Company recognizes and embraces the benefits of having a diverse Board of Directors. The Company believes that increasing diversity at the Board level is an essential element in maintaining a competitive advantage in the complex business that it operates. It recognizes that a Board comprising of appropriately qualified people, with a broad range of experience relevant to the business of the Company, is important to achieve effective corporate governance and sustained commercial success.

The Board of Directors of the Company has an optimum combination of Executive and Non-Executive Directors, and Women Directors. The composition of the Board is in accordance with requirements of the Articles of Association of the Company, the Companies Act, 2013, SEBI Listing Regulations, 2015 and all other Statutory, Regulatory and Contractual obligations of the Company.

**r. Board evaluation policy**

The primary objective of the policy is to provide a framework and set standards for the evaluation of the Board as a whole and each Director individually. The Company aims to achieve a balance of merit, experience and skills on the Board. The policy is to assess and enhance the effectiveness of the Board as a whole. Individual members are assessed on their effective contribution and commitment to their role and responsibilities as Directors. The Board evaluation process is carried out by the Nomination and Remuneration Committee.

#### s. **Post -meeting follow-up mechanism**

The important decisions taken at the Board/Board-level Committee meetings are promptly communicated to the concerned departments/divisions. A report on the action taken on the decisions/suggestions of the previous meeting(s) is placed at the immediately succeeding meeting of the Board/committee for noting the same.

#### **Code of conduct**

The Company has its code of conduct for all the members of the Board including Independent Directors, Committees and employees working at the level of Heads of Departments. In compliance with SEBI Listing Regulations, 2015 and Companies Act, 2013 the code of conduct suitably lays down the duties of the Independent Director. The said code is displayed on the Company's website, <https://www.algoquantfintech.com>. All the Board Members and Employees have affirmed compliance with the said code for the year ended March 31 2023. A declaration signed by the managing director in this regard, is enclosed with this report.

#### **Committees of the Board**

With an objective to have a more focused attention on various facets of business, better accountability and ensuring compliances, the Board has constituted under mentioned committees which complies with the requirements of the Companies Act, 2013 as well as SEBI Listing Regulations, 2015.

1. Audit Committee
2. Nomination and Remuneration Committee
3. Stakeholders Relationship Committee
4. Independent Director Committee

Each of these committees has been mandated to operate within a given framework. The details of composition of the above-mentioned committees are available on the company's website <https://www.algoquantfintech.com>.

#### 1. **Audit Committee**

The Audit Committee acts as the link between the statutory auditors, the internal auditors and the Board of Directors of the Company.

The terms of reference of the Audit Committee are as per the guidelines set out in Regulation 18 of the SEBI Listing Regulations, 2015 read with Section 177 of the Companies Act, 2013.

The Company has a well-defined and structured internal audit control system to ensure reliability of operational and financial information, statutory/regulatory compliances and safeguard of the assets of the Company.

The internal audit department governs its audit through modules/checklists to carry out process wise audit and to ensure effective discharges of their duties and compliance with SEBI Listing Regulations, 2015. The Audit process being used by Internal Audit Department is also reviewed from time to time with a view to bring it in line with the regulatory framework.

The representatives of statutory auditors are permanent invitees to the audit committee meeting and CFO attends the Audit Committee as a special invitee.

As on March 31, 2023 the Audit Committee comprises three (3) Directors out of whom two (2) are Independent Directors and Mr. Atul Kaushal, Company Secretary and Compliance officer, as its Secretary as on March 31<sup>st</sup> 2023.

The Audit Committee held 06 (Six) meetings during the year on 20.05.2022, 30.05.2022, 08.07.2022, 12.08.2022, 05.11.2022, and 02.02.2023.

Mr. Amit Gupta, Chairman of the Committee was duly present in Annual General Meeting held on 30<sup>th</sup> July, 2022.

The gap between any two meetings did not exceed 120 days complying with the Companies Act, 2013 and provisions of SEBI Listing Regulations, 2015. The functions of the committee include:

- Overseeing the 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, remuneration and terms of appointment of statutory auditors of the Company;
- Approval of payment to statutory auditors for any other services rendered by them;
- Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
  - o Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of Clause (c) of Sub-section 3 of Section 134 of the Companies Act, 2013;
  - o Changes, if any, in accounting policies and practices and reasons for the same;
  - o Major accounting entries involving estimates based on the exercise of judgment by management;
  - o Significant adjustments made in the financial statements arising out of audit findings;
  - o Compliance with listing and other legal requirements relating to financial statements;
  - o Disclosure of any related-party transactions;
  - o Qualifications in the draft audit report; if any.
- Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- Reviewing, with the management, the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue, among others), the statement of funds utilised for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
- Reviewing and monitoring the auditor's independence, performance and effectiveness of the audit process;
- Approval or any subsequent modification of transactions of the Company with related parties;
- Scrutiny of inter-corporate loans and investments;
- Valuation of undertakings or assets of the Company, wherever 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 thereon;
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud, irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
- Discussion with statutory auditors, before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- Reviewing the functioning of the vigil mechanism and whistleblower mechanism;
- Approval of appointment of CFO (i.e., Chief Financial Officer or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background among others of the candidate;
- Consider and comment on rationale, cost benefit and impact of scheme involving merger, demerger, amalgamation etc, on the Company and its shareholders.
- Carrying out any other function mentioned in the terms of reference of the Audit Committee;



- Other matters as required from time to time;
- Reviewing the following information:
  - o Management discussion and analysis of financial condition and results of operations;
  - o Statement of significant related party transactions (as defined by the Audit Committee), submitted by management;
  - o Management letters/letters of internal control weaknesses issued by the statutory auditors;
  - o Internal audit reports relating to internal control weaknesses; and
  - o Appointment, removal and terms of remuneration of the chief internal auditor.
  - o quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
  - o annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).

**Composition of the Committee and attendance of the Members at the meetings held during the year:**

Name of the Member	Designation in the Committee	Directorship	Particular of Attendance	
			No. of meetings held during the Members' Tenure	No. of meetings attended by the Member
Amit Gupta	Chairman	Independent Director	06	06
Gyaneshwar Sahai	Member	Independent Director	03	03
Himanjal Jagdishchandra Brahmbhatt	Member	Non-Executive Director	03	03

**2. Nomination and Remuneration Committee**

The Nomination and Remuneration Committee is constituted in compliance with the requirements of Regulation 19 of SEBI Listing Regulations read with the provisions of Section 178 of the Companies Act, 2013. The Nomination and Remuneration Committee recommends the nomination of Directors, and carries out evaluation of performance of individual Directors.

The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Key Managerial Personnel, Senior Management and their remuneration and for performance evaluation of Independent Directors. During financial year 2022-23, the Nomination and Remuneration Committee met on Two (2) times

The Committee comprises three (3) Independent Directors and Mr. Atul Kaushal, Company Secretary and Compliance officer, as it's Secretary as on March 31<sup>st</sup> 2023.

The Committee held 02 (Two) meetings during the year on 08.07.2022 and 08.09.2022.

Mr. Amit Gupta, Chairman of the Committee was duly present at the Annual General Meeting held on 30<sup>th</sup> July 2022.

The functions of the Committee include:

- To formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to remuneration of the Directors, key managerial personnel and other employees.
- For every appointment of an independent director, the Nomination and Remuneration 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. uses the services of an external agencies, if required

- b. considers candidates from a wide range of backgrounds, having due regard to diversity; and
- c. considers the time commitments of the candidates.
- To formulate criteria for evaluation of Independent Directors and the Board.
- Devising a policy on Board diversity.
- Identifying persons who are qualified to become a director and who may be appointed in senior management.
- To evaluate, review and recommend to the Board, the remuneration of the Executive Directors, striking a balance between the performance and achievement.
- Whether to extend or continue the terms of appointment of Independent Directors, on the basis of the report of performance evaluation of Independent Directors.
- To recommend to the board, all remuneration, in whatever form, payable to senior management.
- Other matters as required from time to time;

**Composition of the Committee and attendance of the Members at the meetings held during the year:**

Name of the Member	Designation in the Committee	Directorship	Particular of Attendance	
			No. of meetings held during the Members' Tenure	No. of meetings attended by the Member
Amit Gupta	Chairman	Independent Director	02	02
Shubhangi Agarwal	Member	Independent Director	01	01
Gyaneshwar Sahai	Member	Independent Director	01	01

**REMUNERATION POLICY**

**Executive Directors**

The Nomination and Remuneration Committee takes into account experience, qualification and prevailing industry practices before giving its recommendations to the Board. The Board, based on the recommendations, decides the quantum of remuneration to be paid to Executive Directors, subject to approval by the shareholders in terms of the provisions of the Companies Act, 2013, read with Schedule V thereof. The Committee aims to reward stellar performances on a periodical basis.

The Company has entered into agreement with each of the Executive Directors which may be terminated by either party by giving to the other party one months' notice of such termination.

**Non-Executive Directors**

The Non – Executive/ Independent Director of the Board shall be entitled for sitting fees for attending the meeting of the Board or Committees thereof. The sitting fees paid to the Directors are within the limits prescribed under the Companies Act, 2013. An Independent Director shall not be eligible to get any stock options and also shall not be eligible to participate in any shares-based payment schemes of the Company. The Non – Executive Independent Director do not have any material pecuniary relationship or transactions with the Company. Tenure of Independent Directors is for 5 (Five) years from the date of appointment and can be terminated by either party by giving one-month advance notice in writing. There is no separate provision for payment of severance fees and a criterion of making payments to non-executive directors is available on the website of the Company i.e. <https://www.algoquantfintech.com>.

The sitting fees paid to Non – Executive/ Independent Director for the FY 2022-23 has been mentioned in the notes to account of financial statements for the financial year ended March 2023. The Non – Executive/ Independent Director are also reimbursed expenses incurred for attending the meeting.

**Performance evaluation criteria for Independent Directors**

As per the provisions of SEBI Listing Regulations, the Nomination and Remuneration Committee lays down the criteria for performance evaluation of Independent Directors and the Board. The Committee formulates

evaluation criteria for the Independent Directors which is broadly based on:

- Knowledge to perform the role;
- Time and level of participation;
- Level of oversight; and
- Professional conduct and independence.

In terms of Section 134 of the Companies Act 2013, the Directors' Report also includes a statement indicating the process in which the Board has done formal annual evaluation of its own performance, performance of Committees and individual Directors of the Company.

Company also conducts familiarisation programme for Independent Directors covering business overview, respective office visits, operational updates & such other matters.

- **The details of sitting fees paid during the financial year are as under:**

In Rs

Particulars	Amit Gupta	Shubhangi Agarwal	Gyaneshwar Sahai
Sitting fees for the Board Meetings	1,25,000	94,000	94,000
Sitting fees for Committee Meetings			
Commission	-	-	-
Others, please specify	-	-	-
<b>Total</b>	<b>1,25,000</b>	<b>94,000</b>	<b>94,000</b>

- **Managing Directors & Executive Directors**

During the year, Company has paid remuneration to its Executive Director by way of salary and perquisites, within the limits stipulated under the Companies Act, 2013 and as per the approval sought from the shareholders of the Company. The details of remuneration paid to the Executive Director of the Company during the financial year 2022-23 are as under:

Name of the Director	Basic Salary (In Rs)	Contribution to PF	Value of Perquisites	Variable	Total
Mr. Devansh Gupta	60,00,000	-	-	-	60,00,000
<b>Total</b>	<b>60,00,000</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>60,00,000</b>

**Service contracts, notice period, severance fees:**

Appointment of executive director is on contractual basis with the notice period of one month from either side, and there is no provision of payment of severance fees.

**Stock option details, if any and whether issued at a discount as well as the period over which accrued and over which exercisable:** Not Applicable

**Shares held by the Non –Executive Directors as on March 31, 2023**

Sl. No.	Name of the Director	Category of Director	Number of Shares
1.	Amit Gupta	Independent Director	-
2.	Shubhangi Agarwal	Independent Director	-
3.	Gyaneshwar Sahai	Independent Director	-
4.	Dhruv Gupta	Non-Executive	<b>54,500</b>
5.	Himanjal Jagdishchandra Brahmhatt	Non-Executive	-

There is no pecuniary relationship or transactions of the non-executive directors vis-à-vis the listed entity other than receipt of sitting fees for the meetings of Board and its Committees and their shareholding, if any, in the Company. Criteria of making payment to non executive directors is disclosed on the website of the company i.e. <https://www.algoquantfintech.com>

### 3. Stakeholders Relationship Committee

The Stakeholders' Relationship Committee of the Board was constituted in compliance with the provisions of Section 178 of the Companies Act, 2013 and Regulation 20 of the SEBI Listing Regulations. This Committee deals with stakeholder relations and grievances raised by the investors in a timely and effective manner and to the satisfaction of investors. The Committee oversees the performance of the Registrar and Share Transfer Agents of the Company relating to investor services and recommends measures for improvement.

The Committee held 04 (Four) meetings during the year on 13.04.2022, 30.09.2022, 05.11.2022 and 30.01.2023,

The functions of the committee include:

- Approval of transfer/transmission/consolidation of securities of the Company;
- Overseeing of the performance of the registrar and share transfer agents of the Company;
- Redressal/resolving the grievances of the security holders of the Company related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividend, issue of new/duplicate certificates, general meetings, among others;
- Disposal of old stationeries of dividend warrants, among others;
- Issue of duplicate share certificates;
- Recommending upgradation measures for the standard of service to investors;
- Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company.
- Any other matter(s) out of and incidental to these functions and such other acts assigned by the Board.

#### Composition of the Committee and attendance of the Members at the meetings held during the year

Name of the Member	Designation in the Committee	Directorship	Particular of Attendance	
			No. of meetings held during the Members' Tenure	No. of meetings attended by the Member
Gyaneshwar Sahai	Chairman	Independent Director	03	03
Amit Gupta	Member	Independent Director	04	04
Shubhangi Agarwal	Member	Independent Director	03	03

The Company Secretary is the Compliance Officer as per the SEBI Listing Regulations, 2015. During the year ended March 31, 2023, 246 complaints were received from stakeholder/shareholders and same were redressed. Details of the complaints received and redressed are given below:

Nature of Complaint	Pending as on 1 <sup>st</sup> April 2022	Received During the Year	Disposed during the year	Pending as on 31 <sup>st</sup> March 2023
Investor Complaints	0	246	246	0

### 4. Independent Director Committee

The Committee's prime responsibility is *inter alia* to assist the Board in discharging its duties by way of formulating and monitoring implementation of the framework of performance evaluation of board. The Committee's constitution and terms of reference meet with the requirements of the Companies Act, 2013.

The committee has held 01(One) meetings during the year on 10 March, 2023.

#### The Committee is delegated and empowered to do the following:

- Review the performance of Non - Independent Director's and the Board as a whole;
- Review the Performance of the Managing Director of the Company, taking in to account the views of Non – Executive Directors;
- Assess the quality, quantity and timeline of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

- Develop understanding of Company's people and its key stakeholders.
- To issue report on the scheme of arrangement involving merger, demerger and amalgamation etc

**Composition, category of Directors and number of meetings attended:**

Name of the Member	Designation in the Committee	Directorship	Particular of Attendance	
			No. of meetings held during the Members' Tenure	No. of meetings attended by the Member
Amit Gupta	Chairperson	Independent Director	01	01
Gyaneshwar Sahai	Member	Independent Director	01	01
Shubhangi Agarwal	Member	Independent Director	01	01

**Separate meeting of the Independent Directors**

During the year under review, the separate meeting of Independent Director's was held as required under Schedule IV (Code of Independent Directors) of the Companies Act, 2013, and Regulation 25(3) of the Listing Regulations on 10<sup>th</sup> March, 2023 inter alia to:

- Review the performance of Non - Independent Director's and the Board as a whole;
- Review the Performance of the Managing Director of the Company, taking in to account the views of Non – Executive Directors;
- Assess the quality, quantity and timeline of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.
- Develop understanding of Company's people and its key stakeholders.

**Governance in subsidiary companies**

The Company does not have a listed and non-listed subsidiary.

**DISCLOSURES**

**a. Related-party transactions**

In accordance with relevant provisions of the Companies Act 2013 and SEBI Listing Regulations, 2015 the Company has formulated a policy on materiality of related party transactions and on dealings with related party transactions. The policy for Transactions with Related Parties can be accessed at: <https://www.algoquantfintech.com>

All related party transactions are approved and reviewed by the audit committee. Related party transactions of repetitive natures are approved by audit committee on omnibus basis for one financial year at a time. All transactions pursuant to omnibus approval are reviewed by the audit committee on a quarterly basis.

A confirmation as to compliance of related party transaction as per SEBI Listing Regulations is also sent along with quarterly compliance report on corporate governance.

Material significant related-party transactions and all contracts / agreements/ transactions entered into during the period with the related parties were carried out at arm's length at the fair market value.

The Company has made disclosures in compliance with the Accounting Standard on "Related Party Disclosures.

Details of such transactions as per requirements of IND-AS-24 are disclosed in Notes to the audited accounts. A statement of these transactions was also placed before the Audit Committee and in the Board meetings from time to time.

**b. Disclosure of certain types of agreements binding listed entities**

No such agreement has been entered during the year ended March 31, 2023

- c. **Details of non-compliance by the Company, penalties and strictures imposed on the Company by the stock exchanges or SEBI or any statutory authority, on any matter related to capital markets, during the last three years.**

There has been no instance of any non-compliance.

- d. **Disclosure of Vigil Mechanism Policy and access to the Chairman of the Audit Committee**

The Company has formulated Vigil Mechanism Policy, pursuant to which the Director(s) and employee(s) of the Company (including their representative bodies, if any) have open access to the Authorised Person/ Committee member, as the case may be, and also to the Chairman of Audit Committee, whenever exceptionally required, in connection with any grievance, which is concerned with unethical behaviour, frauds and other illegitimate activities in Company. The Vigil Mechanism Policy adopted by the Company is available on the website of the Company i.e. <https://www.algoquantfintech.com>.

The Company did not receive any complaint from any Director and employee pursuant to Vigil Mechanism Policy during the financial year 2022-23.

- e. **Policy on determination of materiality for disclosures**

The Company has adopted a policy on determination of materiality for disclosures and same is available on the website of the Company i.e., <https://www.algoquantfintech.com/>. The company has complied with Regulation 23 of SEBI Listing Regulations.

- f. **Policy on archival and preservation of documents**

The Company has adopted a policy on archival and preservation of documents. The company has complied with Regulation 19 of SEBI Listing Regulations.

- g. **Risk management**

The Company has framed a comprehensive enterprise risk management policy and a new risk register, not only to manage risks but also to minimize their impact. This policy is periodically reviewed by the management and the board in consultation with reputed and specialized consultants. The policy is updated as per requirements to ensure that the risks are properly dealt and mitigated. The Risk Management procedures are discussed and reviewed by the Audit Committee and the Board of Directors every quarter/periodic basis.

- h. **Observance of the secretarial standards issued by the Institute of Company Secretaries of India (ICSI).**

The ICSI has issued secretarial standards on board meetings, general meetings, payment of dividend, maintenance of register and records, minutes of meetings, transmission of shares and debentures, passing of resolution by circulation, affixing of common seal among others. The Ministry of Corporate Affairs has mandated SS-1 and SS-2 with respect to board meetings and general meetings respectively.

The Company has complied with these two standards, besides voluntarily complying with the other standards.

- i. **Audit report for reconciliation of share capital**

A qualified practicing company secretary M/s. Parth P Shah & Associates, Company secretaries carried out a share capital audit to reconcile the total admitted equity share capital with NSDL and the CSDL and the total issued and listed equity share capital. The audit report confirms that the total issued/paid up capital is in agreement with the total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL.

- j. **Disclosure on compliance with Corporate Governance Requirements specified in Listing Regulations**

The Company has complied with the requirements of Part C (Corporate Governance Report) of sub-paras (2) to (10) of Schedule V of the Listing Regulations.

The Company has complied with Corporate Governance requirements specified in Regulation 17 to 27 and Clauses (b) to (i) of Sub-Regulation (2) of Regulation 46 of the Listing Regulations and necessary disclosures thereof have been made in this Corporate Governance Report.



**k. Pursuant to Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Certificate from Company Secretary in Practice**

Pursuant to Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a certificate from company secretary in Practice confirming that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as director of the company by SEBI/Ministry of Corporate Affairs or any such regulatory authority. The Certificate is enclosed with this report.

**l. Disclosure in relation to Sexual Harassment of women at workplace(Prevention, prohibition and Redressal) Act, 2013**

- a) Number of complaint filed during the year **Nil**
- b) Number of complaint disposed off during the year **Nil**
- c) Number of complaint pending as on end of the financial year **Nil**

**m. Details of Fees paid to Statutory Auditor**

The details pertaining to total fees paid to statutory auditor against services rendered by statutory auditor areas follows;

S. No.	Type of Service	Amount (In Rs)
1.	Audit Fees including Limited Review Report	5,90,000
	Total	5,90,000

**Declaration pursuant to Code of Conduct:**

In terms of Regulation 26(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, The Board has laid down a Code of Conduct for its members and senior management personnel of the Company. The Code of Conduct is available on the website of the Company (<https://www.algoquantfintech.com/>). All the Board members and senior management personnel have affirmed compliance with the Code of Conduct. The Managing Director has affirmed to the Board that this Code of Conduct has been compiled by the Board members and senior management personnel.

**General shareholders' information**

**Resignation /Appointment of Director**

In accordance with provisions of Section 152 of the Act read with Rules made thereunder, Mr. Himanjal Jagdishchandra Brahmhatt (DIN:00049679), Non-Executive Director is liable to retire by rotation at this AGM and being eligible, offer himself for reappointment.

A brief resume of the Directors proposed to be appointed/reappointed during the year, is provided in the

Notice of the Annual General Meeting forming part of the Annual report.

#### GENERAL BODY MEETINGS

The location and time of the last three Annual General Meetings and special resolutions passed therein areas follows:

#### A) DETAILS OF LAST THREE ANNUAL GENERAL MEETING HELD

Financial year	Date	Time	Venue	Special Business transacted and resolution passed if any
2021-22	30 <sup>th</sup> July, 2022	04:00 P.M.	Audio Visual Mode Deemed venue (4/11, 1st Floor, Asaf Ali Road, New Delhi-110002)	<ol style="list-style-type: none"> <li>To approve and increase the managerial remuneration payable to Mr. Devansh Gupta (DIN: 06920376), Managing Director of the Company.</li> <li>To confirm the appointment of Mr. Himanjal Jagdishchandra Brahmhatt (DIN: 00049679) as a Non-Executive Non-Independent Director</li> <li>To confirm the appointment of Mrs. Shubhangi Agarwal (DIN: 08135535) as a Woman Independent Director</li> <li>To confirm the appointment of Mr. Gyaneshwar Sahai (00657315) as an Independent Director</li> <li>To give loan, make investment, give guarantee(s), and provide security under Section 186 of the Companies Act, 2013</li> <li>To seek approval under Section 185 of the Companies Act, 2013</li> <li>To consider and authorize borrowings &amp; creation of charge/provide security</li> <li>To approve the Material Related Party Transaction(s) between the Company and Algoquant Financials LLP, the Promoter.</li> <li>To approve the Material Related Party Transaction between the Company and Algoquant LLP</li> <li>To approve the Material Related Party Transaction between the Company and Growth Securities Private Limited</li> <li>To approve the Material Related Party Transaction between the Company and Mr. Dhruv Gupta, the promoter</li> <li>To approve the Material Related Party Transaction between the Company and Algoquant Investments Private Limited (formerly Mandelia Investments Private Limited), the promoter</li> <li>To approve the Material Related Party Transaction between the Company and Dhruv Devansh Investment and Finance LLP.</li> <li>To approve the Material Related Party Transaction between the Company and Mr. Devansh Gupta, the promoter.</li> <li>To approve the Material Related Party Transaction between the Company and Devansh Real Estate Private Limited</li> <li>To approve the Material Related Party Transaction between the Company and Ogha Research LLP</li> <li>To approve the Shifting of Registered Office of the Company from "NCT of Delhi &amp; Haryana" to "State of Gujarat" and consequent amendment in situation clause of Memorandum of Association</li> </ol>

2020-21	27 <sup>th</sup> October, 2021	04:30 P.M.	Audio Visual Mode (Deemed Venue) 4/11, 1 <sup>st</sup> Floor, Asaf Ali Road, New Delhi-110002	<ol style="list-style-type: none"> <li>To Approve the appointment of Mr. Devansh Gupta as Managing Director of the Company</li> <li>To confirm the appointment of Mr. Dhruv Gupta as Director of the Company</li> <li>To confirm the appointment of Mr. Amit Gupta (DIN: 07085538) as a Non-Executive, Independent Director for a First Term of 05 (Five) consecutive years w.e.f. 09th February, 2021 to 08th February, 2026</li> <li>To confirm the appointment of Mrs. Preeti Arora (DIN:00094055) as a Non-Executive Independent Director for a First Term of 05 (Five) consecutive years w.e.f. 09th February, 2021 to 08th February, 2026</li> <li>Approval for change of name of the Company and consequential amendment to Memorandum of Association and Articles of Association of the Company</li> <li>To Take approval of Material Related Party Transaction held with Mandelia Investments Private Limited, Promoter of the Company</li> <li>To Take Approval of Material Related Party Transaction held with Mr. Devansh Gupta, Managing Director of the Company.</li> <li>To take approval for Sub-Division (Stock split) of every 1(One) equity share of Face Value of Rs.10/- each into 5(Five) equity shares of Rs. 2/- each.</li> <li>Alteration of Capital Clause of Memorandum of Association of the Company</li> </ol>
2019-20	30 <sup>th</sup> December, 2020	10:30 A.M.	"PHD House" opposite Asian Games Village, Siri Fort Road, New Delhi - 110016	<ol style="list-style-type: none"> <li>Re-appointment of Shri Balgopal Mandelia (DIN: 00040592) as a Managing Director of the Company and approval of remuneration and other terms and conditions of his appointment.</li> <li>Re-appointment of Shri Shravan Kumar Mandelia (DIN: 00040532) as a Managing Director of the Company and approval of remuneration and other terms and conditions of his appointment</li> <li>Re-appointment of Mr. Pradeep Jain (DIN: 00108240) as an Independent Director of the Company.</li> <li>Appointment of Miss Shifa Nagar (DIN: 08240119) as an Independent Director of the Company.</li> <li>Appointment of Mr. Amitav (DIN: 08240143) as an Independent Director of the Company.</li> </ol>

**B) DETAILS OF LAST THREE EXTRA ORDINARY GENERAL MEETING HELD: N.A.**

Financial year	Date	Time	Venue	Special business transacted and resolution passed if any
NIL				

**Whether any special resolution passed through postal ballot during the year:**

During the financial year ended March 31, 2023, the Company has not passed any special/ordinary resolution through Postal Ballot.

**Whether any special/ordinary resolution is proposed to be conducted through postal ballot: No**

#### **Details of resolutions passed through e-voting:**

In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company provided members the facility to exercise their right to vote on resolutions transacted at AGM by electronic means, provided by National Securities Depository Limited (NSDL).

#### **Green initiatives undertaken as per the directives of the Ministry of Corporate Affairs, Government of India**

The Company as a responsible corporate citizen welcomes and supports the Green Initiatives taken by the Ministry of Corporate Affairs, Government of India by its circular, enabling electronic delivery of documents to the shareholders. The Company has already implemented to send the communication to the shareholders by electronic mode at their e-mail addresses registered with the depository/registrar and share transfer agent and all such communications were immediately uploaded at the Company's website. This helped in prompt delivery of documents avoiding loss in transit.

The Company had requested and also hereby request the shareholders to register their e-mail ids with the Registrar and Share Transfer agents of the Company or to their depository participants so as to enable the Company to use the same for serving documents to them electronically.

#### **Consolidation of Folios and avoidance of multiple mailing**

The members who are holding multiple folios are requested to consolidate their holding under single folio to avoid multiple mailing which will reduce cost and duplicity of efforts.

#### **Code for prevention of Insider-Trading practices**

As per the SEBI (Prohibition of Insider Trading) Regulations 2015 as amended, the Company Secretary is the compliance officer and is responsible for setting forth policies, procedures, monitoring adherence to the rules for the preservation of price-sensitive information, pre-clearance of trade, monitoring of trades and implementation of the code of conduct for trading in Company's securities under the overall supervision of the Board.

The Company has adopted a code of conduct for prevention of insider trading as well as a code of corporate disclosure practices. All the Directors on the Board, senior management at all locations and other employees who could be privy to unpublished price sensitive information of the Company are governed by this code. The Company has also formulated code of practices and procedures for fair disclosure of unpublished price-sensitive information which is available on the Company's website <https://www.algoquantfintech.com/>. A Declaration/certificate pursuant to Schedule V of SEBI (Listing Obligation Disclosure Requirements) Regulation 2015 is annexed herewith.

To,

Members of Algoquant Fintech Limited

Sub: Declaration under Schedule V of SEBI (Listing Obligation Disclosure Requirements) Regulation, 2015

I, Devansh Gupta, Managing Director of Algoquant Fintech Limited, to the best of my knowledge and belief, declare that all the members of the Board of Directors and senior management personnel have affirmed compliance with the code of conduct of the Company for the year ended March 31, 2023.

**Devansh Gupta**  
**Managing Director**  
DIN 06920376

Date : 30-05-2023  
Place: New Delhi

**Foreign Exchange Risk Management Policy**

During the financial year company has not made any transaction pertaining to import and export of the goods and services, however with an objective to indemnify the Company as a result of Foreign Exchange fluctuations, the Company has framed a structure of Foreign Exchange Risk Management Policy which elaborates on the process of risk management and to protect profits/ insulate itself against losses on account of forex fluctuations.

**Dividend Distribution Policy**

As required under Regulation 43A of the SEBI Listing Regulations 2015, Dividend Distribution policy is given separately in the Annual Report and same is also available at the Company's website at <https://www.algoquantfintech.com>.

**Means of communication****i. Quarterly /Annual results**

The Notice and Financial Result are generally published in The Mint/Financial Express / Business Standard/Jansatta/Naya India etc within 48 Hours after approval of Board of Directors and are displayed on the Company's website <https://www.algoquantfintech.com/>

**ii. Presentations/News releases**

Presentations and official press release made to the media, analysts and institutional investors, among others are displayed on the Company's website <https://www.algoquantfintech.com/>. The same are also disseminated to the Stock Exchanges as per the SEBI Listing Regulations, 2015.

**iii. Website**

The Company's corporate website <https://www.algoquantfintech.com/> contains comprehensive information about the Company. An exclusive section is for investors wherein annual reports, quarterly/half-yearly financial results, notices, shareholding patterns, policies among others are available for reference or download.

**iv. Annual report**

The annual report containing *inter alia* audited annual accounts, financial statements, reports of the auditors and directors, management discussion and analysis report and other important information is circulated to the members and displayed on the Company's website.

**v. Designated exclusive mail-id**

The Company has designated email-id exclusive for investor services—i.e. [investors@algoquantfintech.com](mailto:investors@algoquantfintech.com)

**vi. Intimation to stock exchanges**

The Company intimates the Stock Exchanges about all price sensitive information or such other matters which in its opinion are material and of relevance to the shareholders.

**vii. Investor relations**

The Company's executives participate in investor meetings including conferences in India and abroad from time to time organized by financial institutions, analyst and broking houses etc.

**Shareholders' information****A) Company Registration Details:**

The Company is registered in Ahmedabad, India, under the jurisdiction of Registrar of Companies, Ahmedabad. The Corporate Identity Number (CIN) allotted to the Company by the Ministry of Corporate Affairs (MCA) is L74110GJ1962PLC136701.

## B) Financial Year

April 01, 2022 to March 31, 2023

## C) Annual General Meeting for The Financial Year 2022- 23

<b>DAY AND DATE</b>	<b>Wednesday, 27<sup>th</sup> September, 2023</b>
<b>TIME</b>	<b>11:00 A.M</b>
<b>VENUE(Registered Office of the Company)</b>	<b>Audio Visual Mode Deemed Venue Unit No. 705, 07th Floor of ISCON Elegance, developed at Plot No. 24, Prahalad Nagar Ahmedabad City Gujarat 380015</b>
<b>FINANCIAL YEAR</b>	<b>April 01, 2022 to March 31, 2023</b>
<b>BOOK CLOSURE DATES</b>	<b>20<sup>th</sup> September, 2023 to 27<sup>th</sup> September , 2023 (Both Days inclusive)</b>
<b>DIVIDEND PAYMENT DATE</b>	<b>N.A.</b>
<b>REGISTERED OFFICE</b>	<b>Unit No. 705, 07th Floor of ISCON Elegance, developed at Plot No. 24, Prahalad Nagar Ahmedabad City Gujarat 380015</b>
<b>CORPORATE OFFICE</b>	<b>4/11, 1st Floor Asaf Ali Road New Delhi-110002</b>

## D) Stock Exchange Info

<b>Stock Exchange on which shares are listed</b>	<b>BSE Limited</b>
<b>Script Id</b>	<b>505725</b>

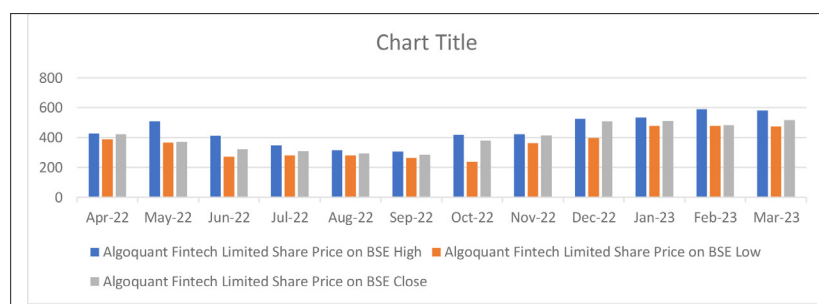
## E) Market Price Data

The Company's equity shares are listed on BSE Limited. The high and low share prices and volumes of your Company's shares at BSE (based on closing price) for the year is as under:

Month	Algoquant Fintech Limited Share Price on BSE		
	High	Low	Close
<b>Mar-23</b>	<b>582.90</b>	<b>475.00</b>	<b>518.30</b>
<b>Feb-23</b>	<b>590.00</b>	<b>479.20</b>	<b>483.35</b>
<b>Jan-23</b>	<b>534.70</b>	<b>479.75</b>	<b>511.65</b>
<b>Dec-22</b>	<b>526.95</b>	<b>398.50</b>	<b>509.65</b>
<b>Nov-22</b>	<b>424.00</b>	<b>363.05</b>	<b>413.80</b>
<b>Oct-22</b>	<b>419.00</b>	<b>238.95</b>	<b>379.80</b>
<b>Sep-22</b>	<b>305.95</b>	<b>264.00</b>	<b>285.65</b>
<b>Aug-22</b>	<b>317.75</b>	<b>280.00</b>	<b>295.90</b>
<b>July-22</b>	<b>346.50</b>	<b>280.50</b>	<b>308.65</b>
<b>June-22</b>	<b>410.80</b>	<b>273.00</b>	<b>323.00</b>
<b>May-22</b>	<b>509.45</b>	<b>367.60</b>	<b>372.20</b>
<b>Apr-22</b>	<b>428.90</b>	<b>390.00</b>	<b>423.55</b>



## Graphical Representation of share price of Algoquant Fintech Limited at BSE

F) **Distribution of Shareholding as on March 31, 2023**

DISTRIBUTION OF SHAREHOLDING (SHARES)							
SR.NO.	SHAREHOLDING OF SHARES			SHAREHOLDER	PERCENTAGE OF TOTAL	TOTAL SHARES	PERCENTAGE OF TOTAL
1	1	to	500	1784	71.5317	188060	2.3402
2	501	to	1000	307	12.3095	242004	3.0115
3	1001	to	2000	216	8.6608	320953	3.9939
4	2001	to	3000	71	2.8468	173930	2.1644
5	3001	to	4000	39	1.5638	134920	1.6789
6	4001	to	5000	17	0.6816	79199	0.9856
7	5001	to	10000	31	1.243	226047	2.8129
8	10001	to	*****	29	1.1628	6670887	83.0125
Total				2494	100	8036000	100

G) **SHARE TRANSFER SYSTEM**

Transfers of Equity Shares are handled by Link Intime India Private Limited. The transferee is required to furnish transfer deed duly completed in all respects together with share certificate to Link Intime India Private Limited at the above address in order to enable the Registrar and transfer agent to process the transfer and during the FY 23 company has complied with the process of transfer and consolidation of the shares.

Demat requests are confirmed within stipulated time period from the date of receipt of request. The Company obtains from a Company Secretary in Practice yearly Certificate of Compliance with the share transfer formalities as required under Regulation 40(9) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and files a copy of the said certificate with Stock Exchange.

H) **SHAREHOLDING PATTERN AS ON MARCH 31, 2023**

Listing of shareholders category (Summary)							
Category	Demated_Shares	Demated_Holders	Physical_Shares	Physical_Holders	Total_Shares	Total_Value	Total_Percent
Corporate Bodies (Promoter Co)	5180450	2	0	0	5,180,450	10360900	64.47
Clearing Members	5381	3	0	0	5381	10762	0.067
Other Bodies Corporate	543399	18	12495	11	555894	1111788	6.92
Bank/Financial Institutions	1730	1	4535	4	6265	12530	0.078
Hindu Undivided Family	154827	33	0	0	154827	309654	1.93
Mutual Funds	00	00	00	00	00	00	00
Non Nationalised Banks	125	1	0	0	125	250	0.0016
Non Resident Indians	525	5	0	0	525	1050	0.0065
Non Resident (Non Repatriable)	6645	9	0	0	6645	13290	0.0827
Body Corporate - LLP	8000	1	0	0	8000	16000	0.0996

Listing of shareholders category (Summary)							
Category	Demated_ Shares	Demated_ Holders	Physical_ Shares	Physical_ Holders	Total_ Shares	Total_ Value	Total_ Percent
Public	827274	1500	706210	901	1533484	3066968	19.0827
Promoters	115625	2	0	0	115625	231250	1.44
Foreign Portfolio Investors (Corporate)	468779	3	0	0	468779	937558	5.8335
NBFCs registered with RBI	00	00	00	00	00	00	00
TOTAL :	7312760	1578	723240	916	8036000	16072000	100.00

I) **Dematerialization of Shares and Liquidity**

The Equity Shares of your Company are under compulsory dematerialization mode as on March 31, 2023. The ISIN for the Equity Shares of the Company is INE598D01027.

73,12,760 (91%) equity shares of the Company are dematerialized as on March 31, 2023. Trading in Equity shares of the Company is permitted only in Demat mode.

The Equity shares of your Company are regularly traded on 31<sup>st</sup> March 2023.

	BSE (During FY23)
Total Traded Quantity	16,707
Turnover	Rs. 63,72,52,253

K) **Outstanding GDRs / ADRs/ Warrants or any Convertible Instruments, Conversion date and likely impact on Equity:**

There are no GDR/ ADR/ Warrants or any Convertible Instruments pending conversion or any other instruments which can have an impact on the equity share capital of the Company.

L) **Address of Correspondence:**

Compliance Officer	R&T Agent: (Link Intime India Private Limited)	Corporate Office & Registered Office
Mr. Atul Kaushal Company Secretary & Compliance Officer Email <a href="mailto:investors@algoquantfintech.com">investors@algoquantfintech.com</a>	Noble Heights, 1st Floor, Plot No. NH-2, LSC, C-1 Block, Near Savitri Market, Janakpuri, New Delhi -110058 Tel No: 011- 49411000 Fax: 011- 41410591 Email:delhi@linkintime.co.in	Corporate Office;4/11, 1st Floor Asaf Ali Road New Delhi -110002 Registered Office; Unit No. 705,07th Floor of ISCON Elegance,developed at Plot No. 24, Prahaladnagar Ahmedabad City Gujarat - 380015 India Email <a href="mailto:investors@algoquantfintech.com">investors@algoquantfintech.com</a>

Financial calendar

Financial year: April 1, 2022 to March 31, 2023

The board meetings for approval of financial results for financial year 2022-23 were held on the following dates:

Period	First Quarter	Second Quarter	Third Quarter	Fourth Quarter
Date	30.05.2022	12.08.2022	05.11.2022	02.02.2023

The tentative dates of the board meetings for consideration of quarterly and annual financial results for the financial year 2023-24 are as follows:

Period	First Quarter	Second Quarter	Third Quarter	Fourth Quarter
Date	On or before August 14, 2023	On or before November 14, 2023	On or before February 14, 2024	On or before May 30, 2024

#### Registrar and Share Transfer Agent

Link Intime India Private Limited  
(formerly known as Intime Spectrum Registry Limited)  
Noble Heights, 1st Floor,  
Plot No. NH-2, LSC, C-1 Block,  
Near Savitri Market, Janakpuri,  
New Delhi 110058  
Tel No: 011- 49411000 Fax: 011- 41410591  
Email: delhi@linkintime.co.in

All activities in relation to both physical and electronic share transfer facility are maintained by the registrar and share transfer agent of the Company, a compliance certificate in this respect duly signed by the compliance officer and the authorised representative of the share transfer agent is submitted to the exchanges within one month from the end of financial year with the requirements of sub- regulation 7(3) of SEBI Listing Regulations, 2015.

Applications for transfer of shares held in the physical form are received at the office of the Registrar and Share transfer agent of the Company. All valid transfers/requests are processed within 15 days from the date of receipt of complete documents.

Physical shares received for dematerialization are processed and completed within a period of 21 days from the date of receipt, provided they are in order in all respects. Bad deliveries are immediately returned to depository participants under advice to the shareholders.

Pursuant to the provisions of Regulation 40(9) of SEBI Listing Regulations, 2015, a certificate on the compliance of share transfer formalities on yearly basis for timely dematerialization of the shares as per SEBI (Depositories & Participants) Regulation, 1996 are sent to the Stock Exchanges where the shares are listed.

#### Reconciliation of share capital audit report

Reconciliation of share capital audit report by M/s. Parth P Shah & Associates, Practicing Company Secretary for reconciliation of the share capital confirming that the total issued capital of the Company is in agreement with the total number of shares in physical form and total number of dematerialized shares held with NSDL and CDSL, is placed before the Board on a quarterly basis. A copy of the audit report is submitted to the Stock Exchanges where company's shares are listed.

#### Certificate from a company secretary in practice that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as Directors of Companies by the Board/ Ministry of Corporate Affairs or any such statutory authority

On the basis of written representations/ declaration received from the Directors, as on 31st March 2023, M/s Parth P Shah & Associates., Company Secretaries (Membership No. 11871, CP No. 18640), have issued a certificate, confirming that none of the Directors on Board of the Company have been debarred or disqualified from being appointed or continuing as Director of Companies by SEBI/ MCA or any such authority.

#### Annual Secretarial Compliance Report

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, M/s Parth P Shah & Associates (Practicing Company Secretary) has provided Secretarial Compliance Report for the year ended March 31, 2023. Secretarial Compliance Report for the year ended 31st March, 2023 does not contain any qualifications, reservations or adverse remarks. Copy of the said Report is enclosed herewith.

#### Mandatory requirements

The Company was fully compliant with mandatory requirements SEBI Listing Regulations, 2015.

**Non-mandatory requirements:**

1. The Board (maintenance of Chairman's office):  
The Company has not appointed permanent Chairman and as such does not require a Non-Executive Chairman's Office.
2. Shareholders' rights  
The quarterly and half-yearly financial results are published in widely circulated national and local dailies and are displayed on the Company's website <https://www.algoquantfintech.com/>.
3. Audit qualification  
Statutory Auditor of the company has given the unmodified/unqualified Auditor Report for the year ended March 31, 2023. Hence, response thereon is not required.
4. Reporting of internal auditor  
The Company has a well-defined and structured internal audit control system to ensure reliability of operational and financial information, statutory/regulatory compliances and safeguard of the assets of the Company. The internal auditor reports directly to the Audit Committee.

**CEO/ CFO Certification**

A certificate from **CFO** on the financial statements of the Company was placed before the Board.

Certificate pursuant to Regulation 17 (8) of SEBI Listing Obligation Disclosure Requirements Regulation, 2015

- A) I have reviewed financial statements and the cash flow statement for the year ended 31st March, 2023 and that to the best of our knowledge and belief:
1. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  2. These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B) There are, 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) I 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 i/we have disclosed to the Auditor 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) I have indicated to the Auditor and the Audit committee that;
- a) there have been no significant changes in internal control over financial reporting system during the year;
  - b) there have been no significant changes in accounting policies during the year except for the changes disclosed in the notes to the financial statements, if any; and
  - c) there have been no instances of significant fraud, of which we have become aware, involving management or an employee having a significant role in the Company's internal control system over financial reporting.

**Yogesh Gusain**

**Chief Financial Officer**

**Date: May 30, 2023**

**Place: New Delhi**

**COMPLIANCE CERTIFICATE REGARDING COMPLIANCE OF  
CONDITIONS OF CORPORATE GOVERNANCE**

[As Per Provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To  
The Members of  
**Algoquant Fintech Limited (formerly known as Hindustan Everest Tools Limited)**  
CIN: - L74110GJ1962PLC136701  
Unit No. 705, 07<sup>th</sup> Floor of ISCON Elegance, developed at Plot No. 24,  
Pralhad Nagar, Ahmedabad City, Gujarat - 380015

1. I have examined the compliance of conditions of Corporate Governance by M/s. Algoquant Fintech Limited (CIN-L74110GJ1962PLC136701), for the year ended on March 31, 2023, as stipulated under the relevant provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, pursuant to the listing agreement of the company with stock exchange.
2. The compliance of conditions of Corporate Governance is the responsibility of the management. My examination was limited to review of procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of corporate governance as stipulated in the said clause. It is neither an audit nor an expression of opinion on the financial statements of the Company.
3. Based on the aforesaid examination and according to the information and explanations given to me, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Regulations.
4. I further state that, such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**FOR PARTH P SHAH & ASSOCIATES,  
PRACTICING COMPANY SECRETARIES**

**Parth P Shah**  
(Proprietor)  
FCS: 11871, COP: 18640  
Peer Review Cert. No.: 1949/2022  
UDIN: F011871E000705291

Place: Ahmedabad  
Date : 1st August, 2023



**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)

To,  
The Member,  
Algoquant Fintech Limited  
(Formerly known as Hindustan Everest Tools Limited)  
CIN: L74110GJ1962PLC136701  
Unit No. 705, 07th Floor of ISCON Elegance, developed at Plot  
No. 24, Prahaladnagar Ahmedabad City Gujarat - 380015 India

I have examined the relevant registers, records, forms, returns and disclosure received from the Directors of Algoquant Fintech Limited having CIN: L74110GJ1962PLC136701, having registered office at Unit No. 705, 07th Floor of ISCON Elegance, developed at Plot No. 24, Prahaladnagar Ahmedabad City Gujarat India - 380015 (hereinafter referred to as 'the Company') produced before me 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 my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the MCAportal i.e. [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31<sup>st</sup> March, 2023 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Date of appointment in the Company
1	HIMANJAL JAGDISHCHANDRA BRAHMBHATT	00049679	30/07/2022
2	GYANESHWAR SAHAI	00657315	30/07/2022
3	DEVANSH GUPTA	06920376	09/02/2021
4	DHRUV GUPTA	06920431	09/02/2021
5	AMIT GUPTA	07085538	09/02/2021
6	SHUBHANGI AGARWAL	08135535	30/07/2022

Ensuring the eligibility for the appointment/continuity of every Director on the board is the responsibility of the management of the Company. My responsibility is to express an opinion on these based on my 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 PARTH P SHAH & ASSOCIATES**  
PRACTICING COMPANY SECRETARIES

**Parth P Shah**  
(Proprietor)  
FCS: 11871, COP: 18640  
Peer Review Cert. No.: 1949/2022  
UDIN: F011871E000705291

Place: Ahmedabad  
Date : 1st August, 2023

**Annual Secretarial Compliance Report**

To,  
The Board of Directors,  
**Algoquant Fintech Limited**  
**(formerly known as Hindustan Everest Tools Limited)**  
Unit No. 705, 07<sup>th</sup> Floor of ISCON Elegance, developed at Plot No. 24,  
PralhadNagar, Ahmedabad City, Gujarat - 380015

Sir/ Madam,

**Annual Secretarial Compliance Report for the Financial Year 2022-23**

I have been engaged by **Algoquant Fintech Limited (formerly known as Hindustan Everest Tools Limited)** (hereinafter referred to as 'the Company') bearing CIN: **L74110GJ1962PLC136701** whose equity shares are listed on BSE Limited (Security Code: **505725**) to conduct an audit in terms of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended read with SEBI's Circular No. CIR/CFD/CMD1/27/2019 dated 8<sup>th</sup> February, 2019 and to issue the Annual Secretarial Compliance Report thereon.

It is the responsibility of the management of the Company to maintain records, devise proper systems to ensure compliance with provisions of all applicable SEBI Regulations and circulars/ guidelines issued there under from time to time and to ensure that the systems are adequate and are operating effectively.

My responsibility is to verify compliances by the Company with provisions of all applicable SEBI Regulations and circulars/ guidelines issued there under from time to time and issue a report thereon.

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

**Secretarial Compliance Report of  
Algoquant Fintech Limited  
(CIN: L74110GJ1962PLC136701)  
for the year ended 31.03.2023**

I have examined:

- (a) all the documents and records made available to us and explanation provided by **Algoquant Fintech Limited** ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification, for the year ended 31<sup>st</sup> March, 2023 ("Review Period") in respect of compliance with the provisions of:
  - (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
  - (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include: -

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

- (d) Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018; **[Not Applicable as there was no reportable event during the period under review];**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **[Not Applicable as there was no reportable event during the period under review];**
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **[Not Applicable as there was no reportable event during the period under review];**
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **[Not Applicable as there was no reportable event during the period under review];**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; **[Not attracted during the period under review].**
- (j) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993; **[Not attracted during the period under review];**

and circulars/ guidelines issued thereunder;

I hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

Sr. No.	Particulars	Compliance Status (Yes/No/ NA)	Observations /Remarks by PCS*
1.	<b>Secretarial Standards:</b> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.	Yes	
2.	<b>Adoption and timely updation of the Policies:</b> i All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities ii All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulation/circular/guideline issued by SEBI	Yes	
3.	<b>Maintenance and disclosures on Website:</b> i The Listed entity is maintaining a functional website ii Timely dissemination of the documents/ information under a separate section on the website iii Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s) / section of the website	Yes	
4.	<b>Disqualification of Director:</b> None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	Yes	
5.	<b>Details related to Subsidiaries of listed entities have been examined w.r.t.:</b> (a) Identification of material subsidiary companies (b) Disclosure requirement of material as well as other subsidiaries	NA	

6.	<b>Preservation of Documents:</b> The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI (LODR) Regulations, 2015.	Yes	
7.	<b>Performance Evaluation:</b> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	Yes	
8.	<b>Related Party Transactions:</b> (a)The listed entity has obtained prior approval of Audit Committee for all related party transactions; or (b)The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained.	Yes	
9.	<b>Disclosure of events or information:</b> The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI (LODR) Regulations, 2015 within the time limits prescribed thereunder.	Yes	
10.	<b>Prohibition of Insider Trading:</b> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	
11.	<b>Actions taken by SEBI or Stock Exchange(s), if any:</b> No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder except as provided under separate paragraph herein (**).	NA	
12.	<b>Additional Non-compliances, if any:</b> No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	NA	

Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18<sup>th</sup>October, 2019:

Sr No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS*
1.	Compliances with the following conditions while appointing/re-appointing an auditor		

	<p>i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter;or</p> <p>ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter;or</p> <p>iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.</p>	NA	
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<b>2.</b>	<b>Other conditions relating to resignation of statutory auditor</b>		
	<p>i. Reporting of concerns by Auditor with respect to the listed entity / its material subsidiary to the Audit Committee:</p> <p>a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p> <p>b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents</p>		
	<p>has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information/explanation sought and not provided by the management, as applicable.</p> <p>c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p> <p>ii. Disclaimer in case of non-receipt of information:</p> <p>The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.</p>		
<b>3.</b>	The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the form at as specified in Annexure-A in SEBI Circular CIR/ CFD/ CMD1/114/2019 dated 18 <sup>th</sup> October, 2019.	NA	

(a) (\*\*) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

Sr. No.	Compliance Requirement (Regulations/circulars/guide-lines including specific clause)	Regulation/Circular No.	Deviations	Action-Taken by	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks
NA										

b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Compliance Requirement (Regulations/circulars/guide-lines including specific clause)	Regulation/Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks
NA										

Place: Ahmedabad  
Date: 23.05.2023

FOR PARTH P SHAH & ASSOCIATES  
PRACTICING COMPANY SECRETARIES\

Parth P Shah  
Proprietor  
FCS No.: 11871  
C P No.: 18640  
UDIN: F011871E000361979  
Peer Review Cert. No.: 1949/2022



**INDEPENDENT AUDITOR'S REPORT****To the Members of Algoquant Fintech Limited****[formerly known as Hindustan Everest Tools Limited]****Report on the Audit of the Financial Statements****Opinion**

We have audited the accompanying financial statements of Algoquant Fintech Limited [formerly known as Hindustan Everest Tools Limited] ("the Company"), which comprise the Balance Sheet as at 31-March-2023, the Statement of Profit and Loss (including other comprehensive income), the Statement of changes in equity and the Cash Flow Statement for the year then ended, notes to the financial statements, and a summary of the significant accounting policies and other explanatory information ("here in after referred to as the financial statements").

In our opinion and to the best of our information and according to the explanations given to us the aforesaid 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 Standards specified 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 31-March-2023, its profit (including other comprehensive income), the changes in equity and its cash flows for the year ended on that date.

**Basis for Opinion**

We conducted our audit in accordance with the Standards on Auditing 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 Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ('ICAI') together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the financial statement.

**Key Audit Matter(s)**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current year. These matters were addressed in the context of our audit of the 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.

Key audit matter	How our audit addressed the key audit matter
<b>Revenue recognition</b>  The Company has majority of its income from trading in financial instruments through brokers, custodian, and stock exchanges.	Our audit approach was a combination of test of internal controls and substantive procedures which included the following: <ul style="list-style-type: none"> <li>• Obtained an understanding of internal controls put in place to execute, record, measure, present and disclose revenue transactions in accordance with the</li> </ul>

	<p>underlying contract notes and accounting standards.</p> <ul style="list-style-type: none"> <li>• Tested the operating effectiveness of those controls.</li> <li>• Obtained an understanding of the Company's IT environment and conducted risk assessment and identified IT applications, databases and operating systems that are relevant to our audit.</li> <li>• Tested the design and operating effectiveness of the Company's IT controls over IT applications as identified above.</li> <li>• Tested the access and application controls pertaining to recording which prevents unauthorized changes to recording of transactions incurred.</li> <li>• Selected a sample of contracts and through inspection of evidence of performance of these controls, tested the substantive occurrence of revenue transactions during the year.</li> <li>• Performed analytical procedures and test of details for reasonableness.</li> </ul>
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### Information other than the Financial Statements and Auditor's Report thereon

The Company's Board of Directors are responsible for the other information. The other information comprises the information included in the Annual Report but does not include the 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 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 financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

When we read the Annual Report, if we conclude that there's a material misstatement therein, we are required to communicate the matter to those charged with governance.

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

The accompanying financial statements have been approved by the Company's Board of Directors. The Company's Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation and presentation of these financial statements that give a true and fair view of the financial position, financial performance (including other comprehensive income), changes in equity and cash flows of the Company in accordance with the Accounting Standards specified under section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015 and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments

and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

### **Auditor's Responsibilities for the Audit of the Financial Statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with Standards on Auditing 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 financial statements.

As part of an audit in accordance with Standards on Auditing specified under section 143(10) of the Act, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system with reference to financial statements in place and the operating effectiveness of such controls;
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management;
- Conclude on the appropriateness of Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the 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 financial statements, including the disclosures, and whether the 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, including any significant deficiencies in internal control

that we identify during our audit.

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements for the year ended 31-March-2023 and are therefore, the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### Report on Other Legal and Regulatory Requirements

1. As required by section 197(16) of the Act, based on our audit, we report that the Company has paid remuneration to its directors during the year in accordance with the provisions of and limits laid down under section 197 read with Schedule V to the Act.
2. 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 1**" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
3. Further to our comments in Annexure 1, as required by section 143(3) of the Act, based on our audit, we report, to the extent applicable, that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit of the accompanying financial statements;
  - 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 financial statements dealt with by this report are in agreement with the books of account;
  - d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015;
  - e) On the basis of the written representations received from the directors and taken on record by the Board of Directors, none of the directors is disqualified as on 31-March-2023 from being appointed as a director in terms of section 164(2) of the Act;
  - f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company as on 31-March-2023 and operating effectiveness of such controls, refer to our separate Report in "**Annexure 2**" wherein we have expressed an unmodified opinion; and
  - 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, as detailed in note 26(iii) to the financial statements, has disclosed the impact of pending litigation(s) on its financial position as at 31-March-2023;
    - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses as at 31-March-2023;
    - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company during the year ended 31-March-2023;
    - iv. a) The management has represented that, to the best of its knowledge and belief, on the date of this audit report, no funds have been advanced or loaned or invested (either from borrowed funds or securities premium or any other sources or kind of funds) by the Company to or in any person(s) or entity(ies), including foreign entities ('the intermediaries'), with

- the understanding, whether recorded in writing or otherwise, that the intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ('the Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf the Ultimate Beneficiaries;
- b) The management has represented that, to the best of its knowledge and belief, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ('the Funding Parties'), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ('Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
  - c) Based on such audit procedures performed as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the management representations under sub-clauses (a) and (b) above contain any material misstatement.
- v. The Company has not declared or paid any dividend during the year ended 31-March-2023.

**For O P Bagla & Co. LLP**

**Chartered Accountants**

Firm's Registration No.: 000018N/N500091

**Deepanshu Saini**

**Partner**

Membership No.: 510573

UDIN: 23510573BGXPLP7559

Place: New Delhi

Date: 30-May-2023

**Annexure 1 referred to in Paragraph 2 under Report on Other legal and regulatory requirements of the Independent Auditor's Report of even date to the members of Algoquant Fintech Limited ("the Company") (Formerly Hindustan Everest Tools Limited) on the financial statements of the Company for the year ended 31-March-2023**

In terms of the information and explanations sought by us and given by the Company and the books of account and records examined by us in the normal course of audit, and to the best of our knowledge and belief, we report 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 does not have any intangible assets and accordingly, reporting under clause 3(i)(a)(B) of the Order is not applicable to the Company.
- b) The Company has a regular program of physical verification of its property, plant and equipment under which the assets are physically verified in a phased manner over a period of 3 years, which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. In accordance with this program, certain property, plant and equipment were verified during the year and no material discrepancies were noticed on such verification.
- c) The Company does not own any immovable property (including investment properties) (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee). Accordingly, reporting under clause 3(i)(d) of the Order is not applicable to the Company.
- d) The Company has not revalued its Property, Plant and Equipment during the year. Further, the Company does not hold any intangible assets.
- e) No proceedings have been initiated or are pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder. Accordingly, reporting under clause 3(i)(f) of the Order is not applicable to the Company.
- ii. a) The Company does not hold any inventory. Accordingly, reporting under clause 3(ii)(a) of the Order is not applicable to the Company.
- b) The Company has not been sanctioned working capital limits by banks or financial institutions on the basis of security of current assets during any point of time of the year. Accordingly, reporting under clause 3(ii)(b) of the Order is not applicable to the Company.
- iii. a) The Company has not provided any guarantee or given security to companies, firms, Limited Liability Partnerships (LLPs) or any other parties during the year. However, the Company has given unsecured loans of Rs.4,383.00 lakh during the year (year-end balance is Rs. 564.00 lakh) to two LLPs where Directors are Partners. The detail of the same are given below:

Particulars	Loans
<b>Aggregate amount given during the year</b>	
the ultimate holding entity (LLP)	2,323.00 lakh
LLP where Directors are Partners	2,060.00 lakh
<b>Balance outstanding as at the year end</b>	
the ultimate holding entity (LLP)	564.00 lakh
LLP where Directors are Partners	-

- b) The terms and conditions of the loans given and investments made by the Company are, prima facie, not prejudicial to the interest of the Company. The Company has not, provided any guarantee or given security to companies, firms, Limited Liability Partnerships (LLPs) or any other parties during the year and hence, not commented upon.
- c) In respect of unsecured loans granted by the Company, the schedule of repayment of principal



and payment of interest has been stipulated. The principal and interest amount was not due for repayment during the year.

- d) There is no overdue amount in respect of unsecured loan granted by the Company.
- e) The Company has granted unsecured loans which had not fallen due during the year. Accordingly, reporting under clauses 3(iii)(e) of the Order is not applicable to the Company.
- f) The Company has not granted any loan which is repayable on demand or without specifying any terms or period of repayment.
- iv. In our opinion, and according to the information and explanations given to us, the Company has complied with the provisions of sections 185 and 186 of the Act in respect of unsecured loans granted by it.
- v. In our opinion, and according to the information and explanations given to us, the Company has not accepted any deposits or there is no amount which has been considered as deemed deposit within the meaning of sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, reporting under clause 3(v) of the Order is not applicable to the Company.
- vi. The Central Government has not specified maintenance of cost records under sub-section (1) of section 148 of the Act, in respect of Company's business activity. Accordingly, reporting under clause 3(vi) of the Order is not applicable.
- vii. a) In our opinion, and according to the information and explanations given to us, undisputed statutory dues including goods and services tax, provident fund, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues, as applicable, have generally been regularly deposited with the appropriate authorities, though advance income-tax has not generally been regularly deposited with the appropriate authorities and there have been significant delays. Further, no undisputed amounts payable in respect thereof were outstanding at the year-end for a period of more than six months from the date they became payable except as disclosed below:

Statement of arrears of statutory dues outstanding for more than six months:

Name of the statute	Nature of the dues	Amount (₹ in lakh)	Period to which the amount relates	Due Date	Date of Payment
Income Tax Act, 1961	Advance tax	17.13	Financial year 2022-23	15-June-2022	Not paid
		34.26		15-Sep-2022	Not paid

- b) According to the information and explanations given to us, there are no statutory dues referred in sub-clause (a) which have not been deposited with the appropriate authorities on account of any dispute.
- viii. According to the information and explanations given to us, no transactions were surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961) which have not been recorded in the books of account.
- ix. a) According to the information and explanations given to us, the Company has not defaulted in repayment of its loans or borrowings or in the payment of interest thereon to any lender.
- b) According to the information and explanations given to us including confirmations received from other lenders and representation received from the Management of the Company, and on the basis of our audit procedures, we report that the Company has not been declared a wilful defaulter by any bank or financial institution or other lenders.
- c) In our opinion and according to the information and explanations given to us, the Company has not raised any money by way of term loans during the year and there has been no utilisation during the current year of the term loans obtained by the Company during any previous years. Accordingly,

reporting under clause 3(ix)(c) of the Order is not applicable to the Company

- d) In our opinion and according to the information and explanations given to us, and on an overall examination of the financial statements of the Company, funds raised by the Company on short-term basis have not been utilised for long-term purposes.
- e) According to the information and explanations given to us, the Company does not have any subsidiaries, associates or joint ventures. Accordingly, reporting under clause 3(ix)(e) and clause 3(ix)(f) of the Order is not applicable to the Company.
- x. a) The Company has not raised any money by way of initial public offer or further public offer (including debt instruments), during the year. Accordingly, reporting under clause 3(x)(a) of the Order is not applicable to the Company.
- b) According to the information and explanations given to us, the Company has not made any preferential allotment or private placement of shares or (fully, partially or optionally) convertible debentures during the year. Accordingly, reporting under clause 3(x)(b) of the Order is not applicable to the Company.
- xi. a) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or on the Company has been noticed or reported during the period covered by our audit.
- b) According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- c) According to the information and explanations given to us including the representation made to us by the management of the Company, there are no whistle-blower complaints received by the Company during the year.
- xii. The Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it. Accordingly, reporting under clause 3(xii) of the Order is not applicable to the Company.
- xiii. In our opinion and according to the information and explanations given to us, all transactions entered into by the Company with the related parties are in compliance with sections 177 and 188 of the Act, where applicable. Further, the details of such related party transactions have been disclosed in the financial statements, as required under Indian Accounting Standard (Ind AS) 24, Related Party Disclosures specified in Companies (Indian Accounting Standards) Rules 2015 as prescribed under section 133 of the Act.
- xiv. a) In our opinion and according to the information and explanations given to us, the Company has an internal audit system as required under section 138 of the Act which is commensurate with the size and nature of its business.
- b) We have considered the reports issued by the Internal Auditors of the Company till date for the period under audit.
- xv. According to the information and explanation given to us, the Company has not entered into any non-cash transactions with its directors or persons connected with them. Accordingly, provisions of section 192 of the Act are not applicable to the Company.
- xvi. a) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, reporting under clause 3(xvi)(a) to (c) of the Order is not applicable to the Company.
- d) Based on the information and explanations given to us and as represented by the management of the Company, the Company (as defined in Core Investment Companies (Reserve Bank) Directions, 2016) does not have any CIC.
- xvii. The Company has incurred cash losses of Rs. 446.67 lakh in the current year but had not incurred cash

losses in the immediately preceding financial year.

- xviii. There has been resignation of the statutory auditors during the year and based on the information and explanations given to us by the management and the response to our communication with the outgoing auditors, there have been no issues, objections or concerns raised by the outgoing auditors.
- xix. According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the plans of the Board of Directors and the Management, we are of the opinion that no material uncertainty exists as on the date of the audit report that Company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- xx. According to the information and explanations given to us, the Company does not fulfill the criteria as specified under section 135(1) of the Act read with the Companies (Corporate Social Responsibility Policy) Rules, 2014. Accordingly, reporting under clause 3(xx) of the Order is not applicable to the Company.
- xxi. The reporting under clause 3(xxi) is not applicable in respect of audit of financial statements of the Company. Accordingly, no comment has been included in respect of said clause under this report.

**For O P Bagla & Co. LLP**

**Chartered Accountants**

Firm's Registration No.: 000018N/N500091

**Deepanshu Saini**

**Partner**

Membership No.: 510573

UDIN: 23510573BGXPLP7559

Place: New Delhi

Date: 30-May-2023

**Annexure 2****Independent Auditor's Report on the internal financial controls with reference to the standalone financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act')**

1. In conjunction with our audit of the financial statements of Algoquant Fintech Limited ('the Company') [formerly known as Hindustan Everest Tools Limited] as at and for the year ended 31-March-2023, we have audited the internal financial controls with reference to financial statements of the Company as at that date.

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

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

**Auditor's Responsibility for the Audit of the Internal Financial Controls with Reference to Financial Statements**

3. Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India ('ICAI') prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements, and the Guidance Note issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were established and maintained and if such controls operated effectively in all material respects.
4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements includes obtaining an understanding of such internal financial controls, 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.
5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to financial statements.

**Meaning of Internal Financial Controls with Reference to Financial Statements**

6. A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3)

provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

**Inherent Limitations of Internal Financial Controls with Reference to Financial Statements**

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

**Opinion**

8. In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to financial statements and such controls were operating effectively as at 31-March-2023, based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

**For O P Bagla & Co. LLP**

**Chartered Accountants**

Firm's Registration No.:000018N/N500091

**Deepanshu Saini**

**Partner**

Membership No.:510573

UDIN: 23510573BGXPLP7559

Place: New Delhi

Date: 30-May-2023

**Balance Sheet as at 31-March-2023**

[All amounts are in rupees lakh, except share data and earnings per share]

	Notes	As at 31-March-2023	As at 31-March-2022
		₹	₹
<b>ASSETS</b>			
<b>Non-current assets</b>			
Property, plant and equipment	3	173.26	114.09
Financial assets			
- Investments	4	549.40	3,067.20
Income tax assets	5	19.13	19.13
Deferred tax assets	6	391.97	66.87
<b>Total non-current assets</b>		<b>1,133.77</b>	<b>3,267.29</b>
<b>Current assets</b>			
<b>Financial assets</b>	7		
- Investments	(i)	1,266.88	270.55
- Cash and cash equivalents	(ii)	289.34	156.88
- Bank balance other than cash and cash equivalents	(iii)	30.52	29.86
- Loans	(iv)	564.00	-
- Other financial assets	(v)	3,803.73	584.11
<b>Other current assets</b>	8	0.45	7.58
Current assets pertaining to discontinued operations	26	95.11	9.65
<b>Total current assets</b>		<b>6,050.03</b>	<b>1,058.63</b>
<b>TOTAL ASSETS</b>		<b>7,183.80</b>	<b>4,325.92</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
<b>Equity share capital</b>	9	160.72	160.72
Other equity	10	3,267.98	3,193.45
<b>Total equity</b>		<b>3,428.70</b>	<b>3,354.17</b>
<b>Non-current liabilities</b>			
Long-term provisions	11	8.14	5.64
Deferred tax liabilities	12	-	131.41
<b>Total non-current liabilities</b>		<b>8.14</b>	<b>137.05</b>
<b>Current liabilities</b>			
<b>Financial liabilities</b>	13		
- Borrowings	(i)	3,046.56	-
- Trade payables	(ii)	-	-
- total outstanding dues to micro and small enterprises		-	-
- total outstanding dues to other than micro and small enterprises		88.35	140.27
- Other financial liabilities	(iii)	75.94	399.01
Other current liabilities	14	67.69	21.23
Short-term provisions	15	3.02	0.02
Current tax liabilities (net)	16	143.20	87.47
Current liabilities pertaining to discontinued operations	26	322.20	186.70
<b>Total current liabilities</b>		<b>3,746.96</b>	<b>834.70</b>
<b>Total liabilities</b>		<b>3,755.10</b>	<b>971.75</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>7,183.80</b>	<b>4,325.92</b>

The accompanying summary of significant accounting policies and other explanatory information are an integral part of the financial statements.

This is the Balance Sheet referred to in our report of even date.

For O P Bagla &amp; Co. LLP

Chartered Accountants

Firm Registration No: 000018N/N500091

Sd/-

Deepanshu Saini

Partner

Membership No : 510573

Place: New Delhi

Date: 30-May-2023

For and on the behalf of the Board of Directors

Sd/-

Dhruv Gupta

Director

DIN: 06920431

Sd/-

Yogesh Gusain

Chief Financial Officer

BGGPG8044R

Sd/-

Devansh Gupta

Managing Director

DIN: 06920376

Sd/-

Atul Kaushal

Company Secretary

DKIPK4559K

**Statement of Profit and Loss for the year ended 31-March-2023**  
[All amounts are in rupees lakh, except share data and earnings per share]

	Notes	Year ended 31-March-2023 ₹	Year ended 31-March-2022 ₹
<b>(A) Continuing operations</b>			
<b>Revenue from continuing operations</b>			
Revenue from operations	17	1,284.17	1,639.17
Other income	18	86.84	71.16
<b>Total income from continuing operations</b>		<b>1,371.01</b>	<b>1,710.33</b>
<b>Expenses from continuing operations</b>			
Trading and other charges	19	792.12	835.90
Employee benefits expense	20	928.18	385.83
Finance costs	21	158.93	63.85
Depreciation	22	22.40	4.35
Other expenses	23	118.27	104.00
<b>Total expenses from continuing operations</b>		<b>2,019.90</b>	<b>1,393.94</b>
<b>(Loss)/Profit before tax from continuing operations</b>		<b>(648.89)</b>	<b>316.39</b>
<b>(Loss)/Profit before tax</b>		<b>(648.89)</b>	<b>316.39</b>
Tax expense:	24		
- Current tax		-	58.47
- Deferred tax charge/(credit)		(355.80)	(66.87)
- Tax expense for earlier years		-	1.00
		<b>(355.80)</b>	<b>(7.40)</b>
<b>(Loss)/Profit after tax for the year from continuing operations</b>		<b>(293.09)</b>	<b>323.79</b>
<b>(B) Discontinued operations</b>			
<b>"(Loss)/Profit before tax from discontinued operations (including exceptional items)"</b>	26	<b>(134.26)</b>	<b>19.08</b>
Tax expense pertaining to discontinued operations		85.47	-
<b>(Loss)/Profit after tax for the period from discontinued operations</b>		<b>(48.79)</b>	<b>19.08</b>
<b>(Loss)/Profit for the year</b>		<b>(341.88)</b>	<b>342.87</b>
<b>Other comprehensive income for the year (net of tax)</b>			
- Items that will not be reclassified to profit or loss		429.82	1,131.89
- Income tax relating to items that will not be reclassified to profit or loss		(13.39)	(132.03)
		<b>416.43</b>	<b>999.86</b>
<b>Total comprehensive income for the year</b>		<b>74.55</b>	<b>1,342.73</b>
<b>Earnings per equity share [restated for previous year]</b>			
	25		
- from continuing operations (basic and diluted) (in ₹)		<b>(3.65)</b>	<b>4.03</b>
- from discontinued operations (basic and diluted) (in ₹)		<b>(1.67)</b>	<b>0.24</b>
- from continuing and discontinued operations (basic and diluted) (in ₹)		<b>(5.32)</b>	<b>4.27</b>

The accompanying summary of significant accounting policies and other explanatory information are an integral part of the financial statements.

This is the Statement of Profit and Loss referred to in our report of even date.

**For O P Bagla & Co. LLP**  
**Chartered Accountants**

**Firm Registration No: 000018N/N500091**

Sd/-  
**Deepanshu Saini**  
Partner  
Membership No : 510573

**Place: New Delhi**  
**Date: 30-May-2023**

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

Sd/-  
**Dhruv Gupta**  
Director  
DIN: 06920431

Sd/-  
**Yogesh Gusain**  
Chief Financial Officer  
BGGPG8044R

Sd/-  
**Devansh Gupta**  
Managing Director  
DIN: 06920376

Sd/-  
**Atul Kaushal**  
Company Secretary  
DKIPK4559K



**Statement of changes in equity for the year ended 31-March-2023**  
 [All amounts are in rupees lakh, except share data and earnings per share]

**(A) Equity share capital**

	Amount ₹
Balance as at 01-April-2021	160.72
Changes in equity share capital during the year	-
<b>Balance as at 31-March-2022</b>	<b>160.72</b>
Balance as at 01-April-2022	160.72
Changes in equity share capital during the year	-
<b>Balance as at 31-March-2023</b>	<b>160.72</b>

**(B) Other equity****For the year ended 31-March-2023**

Particulars	Reserves and surplus				Total equity ₹
	Capital reserves ₹	Securities premium reserve ₹	Other comprehensive income ₹	Retained earnings ₹	
As at 31-March-2022	7.52	73.28	999.86	2,112.78	3,193.44
Loss for the year	-	-	-	(341.89)	(341.89)
Other comprehensive income for the year	-	-	416.43	-	416.43
<b>Total comprehensive income for the year</b>	-	-	416.43	(341.89)	74.54
<b>As at 31-March-2023</b>	<b>7.52</b>	<b>73.28</b>	<b>1,416.28</b>	<b>1,770.89</b>	<b>3,267.98</b>

**For the year ended 31-March-2022**

Particulars	Reserves and surplus				Total equity ₹
	Capital reserves ₹	Securities premium reserve ₹	Other comprehensive income ₹	Retained earnings ₹	
As at 01-April-2021	7.52	73.28	-	1,769.89	1,850.69
Profit for the year	-	-	-	342.89	342.89
Other comprehensive income for the year	-	-	999.86	-	999.86
<b>Total comprehensive income for the year</b>	-	-	999.86	342.89	1,342.75
<b>As at 31-March-2022</b>	<b>7.52</b>	<b>73.28</b>	<b>999.86</b>	<b>2,112.78</b>	<b>3,193.44</b>

The accompanying summary of significant accounting policies and other explanatory information are an integral part of the financial statements..

This is the Statement of Changes in Equity referred to in our report of even date.

**For O P Bagla & Co. LLP**  
**Chartered Accountants**  
**Firm Registration No: 000018N/N500091**

Sd/-  
**Deepanshu Saini**  
 Partner  
 Membership No : 510573

**Place: New Delhi**  
**Date: 30-May-2023**

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

Sd/-  
**Dhruv Gupta**  
 Director  
 DIN: 06920431

Sd/-  
**Yogesh Gusain**  
 Chief Financial Officer  
 BGGPG8044R

Sd/-  
**Devansh Gupta**  
 Managing Director  
 DIN: 06920376

Sd/-  
**Atul Kaushal**  
 Company Secretary  
 DKIPK4559K

**Cash flow statement for the year ended 31st March, 2023**

[All amounts are in rupees lakh, except share data and earning for share]

	Year ended 31-March-2023	Year ended 31-March-2022
	₹	₹
<b>(A) Cash flow from operating activities</b>		
<b>(Loss)/Profit before income tax from</b>		
- Continuing operations	(648.89)	316.42
- Discontinued operations	(48.79)	19.08
<b>(Loss)/Profit before income tax</b>	<b>(697.68)</b>	<b>335.50</b>
<b>Adjustments for:</b>		
<b>Continuing operations</b>		
Depreciation	22.40	4.35
Finance costs	158.93	63.85
Interest income	(59.92)	(1.36)
Dividend received	(0.15)	(3.40)
Provision of defined benefit plans	-	5.66
Provisions no longer required written-back	(24.56)	(51.46)
Changes on fair valuation of investments (measured at FVTOCI)	416.43	-
<b>Operating profit /(loss) before Working Capital Changes</b>	<b>(135.76)</b>	<b>334.06</b>
<b>Change in operating assets and liabilities</b>		
<b>Trade receivables, advances and other assets</b>		
in trade and other receivables	-	83.07
in other financial assets	(3,219.63)	1,280.73
in other current assets	7.14	(7.36)
<b>Trade payables, other liabilities and provisions</b>		
in trade payables	(27.37)	119.83
in other current liabilities	46.46	13.61
in other financial liabilities	(351.95)	252.92
in current tax liabilities	55.73	18.12
in restricted cash	(0.65)	(1.87)
in provisions	5.50	-
<b>Cash generated (used in)/from operations</b>	<b>(3,620.54)</b>	<b>2,093.11</b>
- Income taxes paid	(100.72)	(74.61)
	<b>(3,721.26)</b>	<b>2,018.51</b>
<b>Net cash flow (used in)/generated from operating activities</b>	<b>1.25</b>	<b>-</b>
<b>[Discontinued operations]</b>		
<b>Total Net cash flow (used in)/generated from operating activities</b>	<b>(3,720.01)</b>	<b>2,018.51</b>

**Cash flow statement for the year ended 31st March, 2023**  
 [All amounts are in rupees lakh, except share data and earning for share]

	Year ended 31-March-2023	Year ended 31-March-2022
	₹	₹
<b>(B) Cash flows from investing activities</b>		
(Purchase)/Sale of property, plant and equipment	(81.57)	(118.44)
(Purchase)/Sale of financial assets [investments at FVTPL]	(996.33)	248.94
Sale/(Purchase) of financial assets [investments at FVOCI]	2,517.80	(1,935.31)
Loans given	(564.00)	-
Dividend received	0.15	3.40
Interest received	59.92	1.36
	<b>935.96</b>	<b>(1,800.05)</b>
<b>Net cash flow generated from/(used in) investing activities</b>	<b>-</b>	<b>(5.44)</b>
<b>[Discontinued operations]</b>		
<b>Total net cash flow generated from/(used in) investing activities</b>	<b>935.96</b>	<b>(1,805.49)</b>
<b>(C) Cash flows from financing activities</b>		
Proceeds from short-term borrowings	3,046.56	1,728.50
Repayment of short-term borrowings	-	(1,728.50)
Finance cost	(130.05)	(63.82)
	<b>2,916.51</b>	<b>(63.82)</b>
<b>Net cash flow generated from/(used in) financing activities</b>	<b>-</b>	<b>-</b>
<b>[Discontinued operations]</b>		
<b>Total Net cash flow generated/(used in) from financing activities</b>	<b>2,916.51</b>	<b>(63.82)</b>
<b>Net increase/(decrease) in cash and cash equivalents (A+B+C)</b>	<b>132.47</b>	<b>149.17</b>
Cash and cash equivalents at the beginning of the financial year	156.88	7.71
<b>Cash and cash equivalents at the end of the year</b>	<b>289.34</b>	<b>156.88</b>
<b>Components of cash and cash equivalents</b>		
Balance with banks		
- in current accounts	287.59	137.59
- in deposit accounts	0.32	13.84
Cash on hand	1.43	5.45
<b>Total cash and cash equivalents</b>	<b>289.34</b>	<b>156.88</b>

The accompanying summary of significant accounting policies and other explanatory information are an integral part of the financial statements.

This is the Cash Flow Statement referred to in our report of even date.  
 For O P Bagla & Co. LLP  
 Chartered Accountants  
 Firm Registration No: 000018N/N500091

Sd/-  
**Deepanshu Saini**  
 Partner  
 Membership No : 510573

Place: New Delhi  
 Date: 30-May-2023

For and on the behalf of the Board of Directors

Sd/-  
**Dhruv Gupta**  
 Director  
 DIN: 06920431

Sd/-  
**Yogesh Gusain**  
 Chief Financial Officer  
 BGGPG8044R

Sd/-  
**Devansh Gupta**  
 Managing Director  
 DIN: 06920376

Sd/-  
**Atul Kaushal**  
 Company Secretary  
 DKIPK4559K

**Summary of significant accounting policies and other explanatory information to the financial statement  
for the year ended 31-March-2022**  
[All amounts are in rupees lakh, except share data]

**1. Corporate Information**

Algoquant Fintech Limited [Formerly Hindustan Everest Tools Limited] ("Algoquant" or the 'Company') was incorporated on 25-January-1962 and is engaged in the business of trading in financial instruments [w.e.f. 10-Feb-2021].

The Company was formerly engaged in the business of trading in metals, which was discontinued w.e.f. 01-April-2021.

The Company is domiciled in India and the address of its registered office of the Company is at Unit No. 705, 07th Floor of ISCON Elegance, developed at Plot No. 24, Prahaladnagar Ahmedabad City Gujarat - 380015. The equity shares of the Company are listed on BSE Limited ("BSE" or "the Stock exchange").

The Company is a wholly owned subsidiary of Algoquant Investment Private Limited [Formerly Mandelia Investment Private Limited] and during the year ended 31-March-2021, there was a change in the management of the Company.

**2. Summary of 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 consistent with those of the previous year unless otherwise stated.

**A) Basis of preparation**

**i) Statement of compliance**

These financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015 notified under Section 133 of Companies Act, 2013, (the 'Act') and other relevant provisions of the Act. The Company has prepared these financial statements which comprise the Balance Sheet as at 31-March-2023, the Statement of Profit and Loss (including other comprehensive income), and the Statement of Changes in Equity for the year ended 31-March-2023, and a summary of the significant accounting policies and other explanatory information (together hereinafter referred to as "financial statements").

The financial statements have been prepared on going concern basis using a historical cost convention, except certain financial assets and financial liabilities which are measured at fair value as explained in relevant accounting policies.

The Company does not have any investment that is required to be consolidated. Therefore, the Company has presented these standalone financials only. Accordingly, there are no consolidated financial statements.

These financial statements are presented in Indian Rupees (₹) which is the functional currency of the Company. All amounts disclosed in the financial statements which also include the accompanying notes have been rounded off to the nearest lakh as per the requirement of Schedule III to the Companies Act, 2013, unless otherwise stated.

**ii) Discontinued operations**

The Company had closed the only manufacturing facility in the year 2017. Results of the manufacturing operations that were discontinued, are disclosed as discontinued operations. Further, during the quarter ended 31-Dec-2018, the Company had substantially completed the settlement of liabilities and realization of assets, pertaining to its discontinued operations. The adjustments in the current period pertain to changes in the settlement of those liabilities.

Summary of significant accounting policies and other explanatory information to the financial statement for the year ended 31-March-2022  
[All amounts are in rupees lakh, except share data]

iii) **Presentation of financial statements**

**Current versus non-current classification**

The Company presents assets and liabilities in the balance sheet based on current/non-current classification. All the assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013 and Ind AS 1 "Presentation of Financial Statements".

**An asset is treated as current when it is:**

- Expected to be realized or intended to be sold or consumed in normal operating cycle of the Company
- Held primarily for the purposes of trading
- Expected to be realized within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

**All other assets are classified as non-current.**

**A liability is treated as current when:**

- It is expected to be settled in normal operating cycle of the Company
- It is held primarily for the purposes of trading
- It is due to be settled within twelve months from the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

iv) **Use of estimates and judgements**

The preparation of the Pro Forma financial statements in conformity with Ind AS requires that management make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities and disclosures of contingent assets and liabilities as of the date of the financial statements and the income and expense for the reporting period. The actual results could differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised and in any future periods affected.

In particular, information about significant judgements and areas of estimation uncertainty in applying accounting policies that have the most significant effect on the amounts recognized in the Pro Forma financial statements are discussed below:

**Significant management judgements**

The following are significant management judgements in applying the accounting policies of the Company that have the most significant effect on the Pro Forma financial statements as follows:

Summary of significant accounting policies and other explanatory information to the financial statement for the year ended 31-March-2022  
[All amounts are in rupees lakh, except share data]

- **Recognition of deferred tax assets** - The extent to which deferred tax assets can be recognized is based on an assessment of the probability of the Company's future taxable income against which the deferred tax assets can be utilized.
- **Evaluation of indicators for impairment of assets** – The evaluation of applicability of indicators of impairment of assets requires assessment of several external and internal factors which could result in deterioration of recoverable amount of the assets.
- **Classification of leases** – The assessment (including measurement) of the lease is based on several factors, including, but not limited to, transfer of ownership of leased asset at end of lease term, lessee's option to extend/terminate etc. After the commencement date, the Company reassesses the lease term if there is a significant event or change in circumstances that is within its control and affects its ability to exercise or not to exercise the option to extend or to terminate.
- **Defined benefit plans** - The liabilities and costs for defined benefit plans are determined using actuarial valuations. The actuarial valuation involves making assumptions about discount rates, future salary increases, mortality rates and future pension increases. Due to the long-term nature of these plans, such estimates are subject to significant uncertainty.
- **Provisions**  
At each balance sheet date basis the management judgment, changes in facts and legal aspects, the Company assesses the requirement of provisions against the outstanding contingent liabilities. However, the actual future outcome may be different from this judgement.
- **Contingencies**  
In the normal course of business, contingent liabilities may arise from litigation, taxation and other claims against the Company. A tax provision is recognized when the Company has a present obligation as a result of a past event; it is probable that the Company will be required to settle that obligation. Where it is management's assessment that the outcome cannot be reliably quantified or is uncertain the claims are disclosed as contingent liabilities unless the likelihood of an adverse outcome is remote. Such liabilities are disclosed in the notes but are not provided for in the Pro Forma financial statements. When considering the classification of a legal or tax cases as probable, possible or remote there is judgement involved.  
  
This pertains to the application of the legislation, which in certain cases is based upon management's interpretation of country specific tax law, in particular India, and the likelihood of settlement. Management uses in-house and external legal professionals to inform their decision.  
  
Although, there can be no assurance regarding the final outcome of the legal proceedings, the Company does not expect them to have a materially adverse impact on the Company's financial position or profitability.
- **Going concern**  
The management has made an assessment of the Company's ability to continue as going concern and is satisfied that the Company has resources to continue in business for the foreseeable future. Further, management is not aware of any material uncertainties that may cast significant doubt upon the Company's ability to continue as going concern.
- **Estimation uncertainty**  
Information about estimates and assumptions that have the most significant effect on

Summary of significant accounting policies and other explanatory information to the financial statement for the year ended 31-March-2022  
[All amounts are in rupees lakh, except share data]

recognition and measurement of assets, liabilities, income and expenses is provided below. Actual results may be substantially different.

- **Recoverability of advances/ receivables** – At each balance sheet date, based on discussions with the respective counterparties and internal assessment of their credit worthiness, the Management assesses the recoverability and expected credit loss of outstanding receivables and advances. Such assessment requires significant management judgement based on financial position of the counter-parties, market information and other relevant factor.
- **Classification of assets and liabilities into current and non-current** – The management classifies the assets and liabilities into current and non-current categories based on management's expectation of the timing of realization of the assets or timing of contractual settlement of liabilities.
- **Impairment of non-financial assets** – The evaluation of applicability of indicators of impairment of assets requires assessment of several external and internal factors which could result in deterioration of recoverable amount of the assets.
- **Impairment of financial assets** – The Company estimates the recoverable amount of trade receivables and other financial assets where collection of the full amount is expected to be no longer probable. For individually significant amounts, this estimation is performed on an individual basis considering the length of time past due, financial condition of the counterparty, impending legal disputes, if any and other relevant factors.
- **Fair value measurements** – Management applies valuation techniques to determine the fair value of financial instruments (where active market quotes are not available). This involves developing estimates and assumptions consistent with how market participants would price the instrument. Management bases its assumptions on observable data as far as possible, but this is not always available. In that case management uses the best information available.
- **Useful lives of Property, Plant and Equipment** - The Company uses its technical expertise along with historical and industry trends for determining the economic life of an asset/ component of an asset. The useful lives are reviewed by management periodically and revised, if appropriate. In case of a revision, the unmortised depreciable amount is charged over the remaining useful life of the asset.

## B) *Financial instruments*

### *Recognition and initial measurement*

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 are recognized when the Company becomes a party to the contractual provisions of the financial instrument and are measured initially at fair value adjusted by transaction costs, except for those carried at fair value through profit or loss which are measured initially at fair value.

### *Classification and subsequent measurement*

The Company has applied Ind AS 109 and classifies its financial assets in the following measurement categories: -

- Amortized cost
- Fair value through other comprehensive income (FVOCI)
- Fair value through profit or loss (FVTPL)



Summary of significant accounting policies and other explanatory information to the financial statement for the year ended 31-March-2022  
[All amounts are in rupees lakh, except share data]

**a) Financial assets carried at amortized cost**

The Company classifies the financial assets at amortized cost, if the contractual cash flows represent solely payments of principal and interest on the principal amount outstanding and the assets are held under a business model to collect contractual cash flows. The gains and losses resulting from fluctuations in fair value are not recognized for financial assets classified in amortized cost measurement category.

Financial asset is measured at the amortized cost, if both the following conditions are met:

The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method.

**b) Financial assets measured at FVOCI.**

The Company classifies the financial assets as FVOCI if the contractual cash flows represent solely payments of principal and interest on the principal amount outstanding and the Company's business model is achieved by both collecting contractual cash flow and selling financial assets. In case of debt instruments measured at FVOCI, changes in fair value are recognized in other comprehensive income.

Amounts recognized in OCI are not subsequently reclassified to the Statement of Profit and Loss. Dividend income on the investments in equity instruments are recognized as other income in the Statement of Profit and Loss.

In case of equity instruments irrevocably designated at FVOCI, gains / losses including relating to foreign exchange, are recognized through other comprehensive income. Further, cumulative gains or losses previously recognized in other comprehensive income remain permanently in equity and are not subsequently transferred to profit or loss on derecognition.

**c) Financial assets measured at FVTPL**

The financial assets are classified as FVTPL if these do not meet the criteria for classifying at amortized cost or FVOCI. The Company makes such election on an instrument-by-instrument basis. Such financial assets are subsequently measured at fair value at each reporting date. In case of financial assets measured at FVTPL, changes in fair value are recognized in profit or loss.

**De-recognition of financial assets**

A financial asset (or, where applicable, a part of a financial asset or part of a Company of similar financial assets) is primarily derecognized (i.e. removed from the Company's balance sheet) when:

- The rights to receive cash flows from the asset have expired; or
- The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (1) the Company has transferred substantially all the risks and rewards of the asset, or (2) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

**Financial liabilities Subsequent measurement**

Subsequent to recognition, all non-derivative financial liabilities are measured at amortized cost using the effective interest method.

Summary of significant accounting policies and other explanatory information to the financial statement for the year ended 31-March-2022  
[All amounts are in rupees lakh, except share data]

### ***De-recognition of financial liabilities***

A financial liability is de-recognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the statement of profit or loss.

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires.

### ***Offsetting***

Financial assets and financial liabilities are offset, and the net amount presented in the balance sheet when, and only when, the Company currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realize the asset and settle the liability simultaneously.

### ***Fair Value***

The Company measures financial instruments at fair value in accordance with the accounting policies mentioned above. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability
- In absence of principal market, in the most advantageous market for the asset or liability

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy that categorizes into three levels, described as follows, the inputs to valuation techniques used to measure value.

The fair value hierarchy gives the highest priority to quoted prices in active markets for identical assets or liabilities (Level 1 inputs) and the lowest priority to unobservable inputs (Level 3 inputs).

- Level 1 — quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 — inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly
- Level 3 — inputs that are unobservable for the asset or liability

## **C) Property, plant and equipment**

### **Recognition and measurement**

Items of property, plant and equipment are measured at cost, less accumulated depreciation and accumulated impairment losses, if any.

Cost of an item of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable cost of bringing the item to its working condition for its intended use and estimated costs of dismantling and removing the item and restoring the site on which it is located.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment.

Summary of significant accounting policies and other explanatory information to the financial statement for the year ended 31-March-2022  
[All amounts are in rupees lakh, except share data]

Any gain or loss on retirement from active use or disposal of an item of property, plant and equipment is recognized in statement of profit and loss.

All other repair and maintenance costs are recognised in the Statement of Profit and Loss as incurred.

#### ***Subsequent expenditure***

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. Subsequent costs are included in the asset's carrying amount or recognized 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 separate asset is derecognized when replaced.

#### **De-recognition**

An item of property, plant and equipment or any significant part initially recognised of such item of property plant and equipment is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the income statement when the asset is derecognised.

#### ***Depreciation method and estimated useful lives***

Depreciation is calculated on cost of items of property, plant and equipment less their estimated residual values over their estimated useful lives using the straight-line method and is generally recognized in the statement of profit and loss.

Depreciation on fixed assets is provided as per the guidance set out in the schedule II to the Companies Act, 2013. Depreciation is charged on straight-line method based on estimated useful life of the asset after considering residual value as set out in schedule II to the Companies Act, 2013. Depreciation on additions (disposals) is provided on a pro-rata basis i.e., from (up to) the date on which asset is ready for use (disposed of).

Useful life of depreciable assets

S.No.	Asset class	Useful life of asset
1	Buildings	3 - 60 years
2	Plant and equipment	8 - 30 years
3	Computers	3 - 6 years
4	Furniture & fixtures	3 - 10 years
5	Leasehold improvements	5 - 10 years

The Management believes that the useful lives as given above represents the period over which the assets are likely to be used. Depreciation method, useful lives and residual values are reviewed at each financial year-end and adjusted if appropriate.

#### **D) Employee benefits**

##### **(i) Short-term employee benefit**

Short-term employee benefit includes salaries/short-term cash bonus and such obligations are measured at an undiscounted amount and are expensed as the related service is provided. A liability is under short-term cash bonus, if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee, and the amount of obligation can be estimated reliably. These costs are recognized as an expense in the Statement of Profit and Loss at the undiscounted amount expected to be paid over the period of services rendered by the employees to the Company.

Summary of significant accounting policies and other explanatory information to the financial statement for the year ended 31-March-2022  
[All amounts are in rupees lakh, except share data]

**(ii) Long-term employee benefits**

a) Defined contribution plan

Defined contribution plan is a post-employment benefit plan under which an entity pays fixed contributions into a separate entity and will have no legal or constructive obligation to pay further amounts. The Company makes monthly contributions to statutory provident fund (Government administered provident fund scheme) in accordance with Employees Provident Fund and Miscellaneous Provisions Act, 1952 which is a defined contribution plan. Obligations for contributions to defined contribution plans are recognized as an employee benefit expense in statement of profit or loss in the period(s) during which the related services are rendered by employees.

b) Defined benefit plan

Defined benefit plan is a post-employment benefit plan other than a defined contribution plan. Gratuity is a post-employment benefit and is in the nature of a defined benefit plan.

The Company's liability is determined on the basis of an actuarial valuation using the projected unit credit method as at the Balance Sheet date. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using discount rate with reference to the market yield on government bonds at the end of reporting period. The Gratuity plan of the Company is un-funded.

Defined benefit costs are categorised as follows:

- i) The current service cost of the defined benefit plan, recognised in the Statement of Profit and Loss in employee benefits expense, reflects the increase in the defined benefit obligation resulting from employee service in the current period, benefit changes, curtailments and settlements. Past service costs, which comprise plan amendments and curtailments, as well as gains or losses on the settlement of benefits are recognised immediately in the Statement of Profit and Loss when they occur.
- ii) The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation. This cost is included in finance cost in the Statement of Profit and Loss.
- iii) Re-measurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability, are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Re-measurements are not reclassified to the Statement of Profit and Loss in subsequent periods.

For discontinued operations, in view of closure of its operations in earlier years, the Company's net obligation in respect of defined benefit plans had been considered as current liability and has been calculated on actual basis as per the provisions of Payment of Gratuity Act, 1972. The same was discharged during the previous year.

**E) Borrowing costs**

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

Summary of significant accounting policies and other explanatory information to the financial statement for the year ended 31-March-2022  
[All amounts are in rupees lakh, except share data]

## F) *Leases*

For any new contracts entered into on or after 01-April-2019, the Company considers whether a contract is, or contains a lease. A lease is defined as 'a contract, or part of a contract, that conveys the right to use an asset (the underlying asset) for a period of time in exchange for consideration'. Identification of a lease requires significant judgment. The Company uses significant judgment in assessing the lease term (including anticipated renewals) and the applicable discount rate.

The Company recognizes right of use assets, measured at an amount equal to lease liability (adjusted for related prepayments/ accruals) and discounts lease payments using the incremental borrowing rate for measuring the lease liability.

The Company depreciates the right of use assets on a straight-line basis from the lease commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. The Company also assesses the right-of-use asset for impairment when such indicators exist.

Lease payments included in the measurement of the lease liability are made up of fixed payments (including in substance fixed), variable payments based on an index or rate, amounts expected to be payable under a residual value guarantee and payments arising from options reasonably certain to be exercised.

Subsequent to initial measurement, the liability will be reduced for payments made and increased for interest. It is remeasured to reflect any reassessment or modification, or if there are changes in in-substance fixed payments.

When the lease liability is remeasured, the corresponding adjustment is reflected in the right-of-use asset, or profit and loss if the right-of-use asset is already reduced to zero.

### *Short-term leases and leases of low-value assets*

The Company has elected to account for short-term leases and leases of low-value assets using the practical expedients. Instead of recognising a right-of-use asset and lease liability, the payments in relation to these are recognized as an expense in Statement of profit and loss on a straight-line basis over the lease term.

## G) *Revenue Recognition*

### *Trading in financial instruments*

Revenue from trading, primarily consists of trading in marketable financial instruments earned by the Company. Net Trading income represents trading gain net of losses. The profit or loss arising from all transactions entered into on account and risk of the Company are recorded on completion of trade date. The revenue is recorded at the gross value after net trading revenue.

Market Value for exchange traded derivatives, principally, futures and options, are based on quoted market prices. The gains or losses on derivatives used for trading purposes are included in revenue from trading. Purchase & Sales of derivatives financial instruments are recorded on trade date. The transactions are recorded on a net basis.

As per Ind AS 109 Financial Instruments, in respect of options contracts open as on the reporting date, the net premium paid or received is carried forward to the balance sheet as financial assets or financial liabilities. The unrealized gain or loss measured on fair valuation is shown as financial assets or financial liabilities.

### *Consulting and advisory Income*

Advisory income or service 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*

Summary of significant accounting policies and other explanatory information to the financial statement for the year ended 31-March-2022  
[All amounts are in rupees lakh, except share data]

Revenue is recognized on accrual basis using effective interest rate method.

### **Dividend income**

Dividend on equity shares, preference shares and on mutual fund units is recognized as income when the right to receive the dividend is established as at the reporting date.

## **H) Income tax**

Income tax comprises current and deferred tax incurred by the Company. It is recognised in statement of profit or loss except to the extent that it relates to items recognised directly in equity or OCI, in which case the tax effect is recognised in equity or OCI.

### **i. Current tax**

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the period, using tax rates enacted by the reporting period and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any, related to income taxes.

Current tax assets and current tax liabilities are off set when there is a legally enforceable right to set off the recognized amounts and there is an intention to settle the asset and the liability on a net basis. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any, related to income taxes.

### **ii. Deferred tax**

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes. Deferred tax is also recognised in respect of carried forward tax losses and tax credits. Deferred tax is recognised for:

-deferred tax assets are recognised to the extent that it is probable that future taxable profits will be available against which they can be used. The existence of unused tax losses is strong evidence that future taxable profit may not be available. Therefore, in case of a history of recent losses, the Company recognises a deferred tax asset only to the extent that it has sufficient taxable temporary differences or there is convincing other evidence that sufficient taxable profit will be available against which such deferred tax asset can be realised. Deferred tax assets – unrecognised or recognised, are reviewed at each reporting date and are recognised/ reduced to the extent that it is probable/ no longer probable respectively that the related tax benefit will be realised.

Deferred tax is measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on the laws that have been enacted or substantively enacted by the reporting date.

Minimum Alternative Tax ('MAT') credit is recognized as deferred tax asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period. Such asset is reviewed at each Balance Sheet date and the carrying amount of the MAT credit asset is written down to the extent there is no longer a convincing evidence to the effect that the Company will pay normal income tax during the specified period.

Current and deferred tax is recognised in the statement of profit and loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity and in this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

The measurement of deferred tax reflects the tax consequences that would follow from the



Summary of significant accounting policies and other explanatory information to the financial statement for the year ended 31-March-2022  
[All amounts are in rupees lakh, except share data]

manner in which the Company expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis, or their tax assets and liabilities will be realised simultaneously.

**I) *Cash and cash equivalents***

Cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, 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 overdrafts. Bank overdrafts are shown within borrowings in current liabilities in the balance sheet.

**J) *Earnings per share***

The basic earning/loss per share is computed by dividing the net profit/(loss) before other comprehensive income attributable to owners of the Company for the period by the weighted average number of equity shares outstanding during reporting period.

The number of shares used in computing diluted earnings/(loss) per share comprises the weighted average shares considered for deriving basic earnings/(loss) per share and also the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares.

While computing basic and diluted earnings/loss per share the Company takes into account issue of ordinary shares during the period which can be in the form of fresh issue at fair value, bonus issue without any consideration, stock split, issue of shares to the existing holders in lieu of dividends, right issue to the existing holders of ordinary shares at a price which is equal to or less than the fair value and so on. Accordingly, restated comparative figures of earning/loss per share is presented in the financial statements.

**K) *Provisions and contingent liabilities***

Provisions are recognized only when there is a present obligation (legal or constructive), as a result of past events and when a reliable estimate of the amount of obligation can be made at the reporting date. Provisions are determined based on management estimates required to settle the obligation at the balance sheet date, supplemented by experience of similar transactions. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates. Provisions are discounted to their present values, where the time value of money is material.

Contingent liability is disclosed for:

- Possible obligations which will be confirmed only by future events not wholly within the control of the Company or
- Present obligations arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made.

Contingent assets are neither recognized nor disclosed except when realisation of income is virtually certain, related asset is disclosed.

**L) *Impairment***

**Impairment of non-financial assets**

At each reporting date, the Company assesses whether there is any indication based on internal/



Summary of significant accounting policies and other explanatory information to the financial statement for the year ended 31-March-2022  
[All amounts are in rupees lakh, except share data]

external factors, that an asset may be impaired. If any such indication exists, the recoverable amount of the asset or the cash generating unit is estimated. If such recoverable amount of the asset or cash generating unit to which the asset belongs is less than its carrying amount. The carrying amount is reduced to its recoverable amount and the reduction is treated as an impairment loss and is recognized in the statement of profit and loss. If, at the reporting date, there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is re-assessed and the asset is reflected at the recoverable amount. Impairment losses previously recognized are accordingly reversed in the statement of profit and loss.

#### ***Impairment of financial assets***

In accordance with Ind AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss for financial assets.

ECL is the weighted-average of difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the Company expects to receive, discounted at the original effective interest rate, with the respective risks of default occurring as the weights. When estimating the cash flows, the Company is required to consider:

All contractual terms of the financial assets (including prepayment and extension) over the expected life of the assets; and; and Cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

#### ***Other financial assets***

In respect of its other financial assets, the Company assesses if the credit risk on those financial assets has increased significantly since initial recognition. If the credit risk has not increased significantly since initial recognition, the Company measures the loss allowance at an amount equal to 12-month expected credit losses, else at an amount equal to the lifetime expected credit losses.

### **M) *Operating Segment***

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker ('CODM') of the Company. The CODM is responsible for allocating resources and assessing performance of the operating segment of the company.

In accordance with IND AS-108, prior to 10-Feb-2021 the Company had only one business segment i.e., business of trading in metals. However, due to unfavorable business environment and to safeguard against losses the Management did not engage into trading in metals during financial years ended 31-March-2020 and 31-Mar-2021. Further, w.e.f. 01-April-2021, the Company has discontinued the business of trading in metals.

The new Management has engaged in the business of trading in financial instruments w.e.f 10-Feb-2021. Accordingly, revenue from operations for the year ended 31-March-2023 represents revenue from trading in financial instruments.

### **N) *Dividends***

Being appropriately authorized and no longer at the discretion of the entity, provision is made for the amount of any dividend declared, on or before the end of the reporting period but not distributed at the end of the reporting period.

Final Dividend is recorded as liability on the date of approval by shareholders in their General Meeting. Interim Dividend is declared as liability on the date of declaration by Board of Directors.

### **O) *Events after Reporting Date***

Where events occurring after the Balance Sheet date provide evidence of conditions that existed at the end of the reporting period, the impact of such events is adjusted within the financial statements.

Summary of significant accounting policies and other explanatory information to the financial statement for the year ended 31-March-2023  
[All amounts are in rupees lakh, except share data and earnings per share]

### 3 Property, plant and equipment

Year ended 31-March-2023					
	Tangible assets				(Amount in ₹)
	Computers & Peripherals	Furnitures & Fixtures	Leasehold improvements	Car	Total
<b>Gross carrying amount</b>					
As at 01-April-2022	93.15	17.39	7.90	-	118.44
Additions	62.37	3.86	-	15.34	81.57
Disposals	-	-	-	-	-
<b>As at 31-March-2023</b>	<b>155.52</b>	<b>21.26</b>	<b>7.90</b>	<b>15.34</b>	<b>200.02</b>
<b>Accumulated depreciation</b>					
As at 01-April-2022	3.84	0.14	0.37	-	4.35
Depreciation charge	19.14	2.11	0.75	0.39	22.40
Disposals	-	-	-	-	-
<b>As at 31-March-2023</b>	<b>22.98</b>	<b>2.25</b>	<b>1.12</b>	<b>0.39</b>	<b>26.75</b>
<b>Net carrying amount</b>					
<b>As at 31-March-2023</b>	<b>132.54</b>	<b>19.00</b>	<b>6.78</b>	<b>14.95</b>	<b>173.26</b>
<b>As at 31-March-2022</b>	<b>89.31</b>	<b>17.25</b>	<b>7.53</b>	<b>-</b>	<b>114.09</b>
Year ended 31-March-2022					
	Tangible assets				(Amount in ₹)
	Computers & Peripherals	Furnitures & Fixtures	Leasehold improvements	Car	Total
<b>Gross carrying amount</b>					
As at 01-April-2021	-	-	-	-	-
Opening gross carrying amount	-	-	-	-	-
Additions	93.15	17.39	7.90	-	118.44
Disposals	-	-	-	-	-
<b>As at 31-March-2022</b>	<b>93.15</b>	<b>17.39</b>	<b>7.90</b>	<b>-</b>	<b>118.44</b>
<b>Accumulated depreciation</b>					
As at 01-April-2021	-	-	-	-	-
Depreciation charge	3.84	0.14	0.37	-	4.35
Disposals	-	-	-	-	-
<b>As at 31-March-2022</b>	<b>3.84</b>	<b>0.14</b>	<b>0.37</b>	<b>-</b>	<b>4.35</b>
<b>Net carrying amount</b>					
<b>As at 31-March-2022</b>	<b>89.31</b>	<b>17.25</b>	<b>7.53</b>	<b>-</b>	<b>114.09</b>
<b>As at 31-March-2021</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

Summary of significant accounting policies and other explanatory information to the financial statement for the year ended 31-March-2023  
[All amounts are in rupees lakh, except share data and earnings per share]

	As at 31-March-2023	As at 31-March-2022
	₹	₹
<b>NON-CURRENT ASSETS</b>		
<b>4 Financial assets</b>		
(a) Investments at fair value through other comprehensive income*		
Quoted equity shares		
Easy Trip Planners Limited	549.40	3,067.20
[12,65,031 (Previous year 9,00,000) equity shares of Rs. 1 each/- (Previous year Rs. 2/- each) fully paid up]		
	<b>549.40</b>	<b>3,067.20</b>
<b>Aggregate value of quoted investments</b>	<b>549.40</b>	<b>3,067.20</b>
* The Company makes an irrevocable election at initial recognition for particular investments in equity instruments that would otherwise be measured at fair value through profit or loss to present subsequent changes in fair value in other comprehensive income.		
(i) Refer note 30 - Financial risk management for information about credit risk and market risk of other financial assets.		
(ii) 'The carrying amounts of financial assets are considered to be a reasonable approximation of their fair values.		
<b>5 Income tax assets</b>		
Income tax deposited [against matter under appeal]	19.13	19.13
	<b>19.13</b>	<b>19.13</b>
<b>6 Deferred tax assets^</b>		
<b>arising on account of:</b>		
- Minimum alternate tax credit entitlement	56.07	56.15
- Revaluation loss (FVTPL)	50.03	-
- Revaluation loss (FVTOCI)	53.14	
- Depreciation on property, plant and equipment	-	9.14
- Unabsorbed business losses and unabsorbed depreciation	240.38	-
- Employee benefit plan (Gratuity)	3.45	1.57
	<b>403.07</b>	<b>66.87</b>
<b>Deferred tax liabilities</b>		
<b>arising on account of</b>		
- Depreciation on property, plant and equipment	(11.10)	-
	<b>(11.10)</b>	<b>-</b>
<b>Total</b>	<b>391.97</b>	<b>66.87</b>
^ Refer note 24		

Summary of significant accounting policies and other explanatory information to the financial statement for the year ended 31-March-2023  
[All amounts are in rupees lakh, except share data and earnings per share]

Movement in deferred tax assets during the year ended 31-March-2023	Opening balance as at 1-April-2022	Utilisation of MAT credit	Recognised during the year through profit and loss	Closing balance as at 31-March-2023
- Minimum alternate tax credit entitlement	56.15	0.08	-	56.07
- Depreciation on property, plant and equipment	9.14	9.14	-	-
- Employee benefit plan (Gratuity)	1.58	-	1.87	3.45
- Revaluation loss (FVTPL)	-	-	50.03	50.03
- Revaluation loss (FVTOCI)	-	-	53.14	53.14
- Unabsorbed business losses and unabsorbed depreciation	-	-	240.38	240.38
	66.87	9.22	345.42	403.07

Movement in deferred tax liability during the year ended 31-March-2023	Opening balance as at 1-April-2022	Utilisation of MAT credit	Recognised during the year through profit and loss	Closing balance as at 31-March-2023
- Depreciation on property, plant and equipment	-	-	11.10	11.10
	-	-	11.10	11.10

The Company has unused minimum alternate tax credit amounting to Rs. 56.07 lakh as on 31-March-2023 (previous year: Rs. 56.15 lakh). Such tax credit have been recognised on the basis that recovery is probable in foreseeable future.

Assessment year(A.Y.) to which MAT credit pertains	Expiry date	31-March-2023	31-March-2022
2021-22	2036-37	56.07	56.15

There are unused minimum alternate tax credits as mentioned below which have not been recognized as an asset in the books of account on a prudent basis

Assessment year (A.Y.) to which MAT credit pertains	Expiry date	31-March-2023	31-March-2022
2018-19	2033-34	938.66	1,044.78

## CURRENT ASSETS

### 7 Financial assets

#### (i) Investments

[Measured at fair value through profit and loss (FVTPL), unless otherwise stated]

(a) in equity instruments*					
Particulars	Face value	As at 31-March-2023	As at 31-March-2022	As at 31-March 2023	As at 31-March 2022
	₹	Number	Number	₹	₹
- in equity shares (quoted) of					
GP Petroleums Limited	5.00	-	10,000	-	4.54
Hemisphere Properties (I) Limited	10.00	-	3,000	-	3.43
Mcleod Russel Limited	5.00	-	10,00,000	-	228.00
Oriental Hotels Limited	1.00	-	62	-	0.04
Coffee Day Enterprises Limited	10.00	60,000	-	17.15	-
D C M Limited	10.00	9,322	-	6.54	-
Droneacharya Aerial Innovations Limited	10.00	10,000	-	12.26	-
Indiabulls Enterprises Limited	2.00	1,50,000	-	12.08	-
Servotech Power Systems Limited	1.00	90,000	-	32.38	-
Sumit Woods Limited	10.00	1,894	-	0.58	-
Tejnaksh Healthcare Limited	5.00	13,221	20,500	9.11	34.54
Vip Clothing Limited	2.00	3,26,836	-	131.36	-
Easy Trip Planners Limited	-	-	-	-	-

Summary of significant accounting policies and other explanatory information to the financial statement for the year ended 31-March-2023  
[All amounts are in rupees lakh, except share data and earnings per share]

Particulars	Face value	As at 31-March-2023	As at 31-March-2022	As at 31-March-2023	As at 31-March-2022
	₹	Number	Number	₹	₹
Orient Green Power Company Limited	10.00	50,000	-	4.54	-
3I Infotech Limited	10.00	10,000	-	2.75	-
Adani Green Energy Limited	10.00	5,000	-	44.09	-
Alok Industries Limited	1.00	1,00,000	-	11.59	-
Ansal Housing & Constructions	10.00	3,50,000	-	11.38	-
Apis India Limited	10.00	25	-	0.02	-
Brightcom Group Limited	2.00	50,000	-	7.32	-
Dhani Services Limited	2.00	10,000	-	2.66	-
Euro Panel Products Limited	10.00	10,000	-	10.75	-
Future Consumer Limited	6.00	51,00,000	-	25.50	-
GTL Infrastructure Limited	10.00	25,00,000	-	17.75	-
GTL Limited	10.00	9,00,000	-	44.10	-
Hazoor Multi Projects Limited - Rights issue	-	51,500	-	11.65	-
Hazoor Multi Projects Limited	10.00	1,03,000	-	189.11	-
Hi-Tech Pipes Limited.	1.00	62,400	-	50.14	-
Intellivate Capital Ventures Limited	1.00	89	-	0.01	-
Lloyds Steel Industries	1.00	25,000	-	4.49	-
Motherson Sumi Systems	1.00	10,000	-	6.71	-
Patron Exim Limited	10.00	40,000	-	3.03	-
PC Jeweller Limited	10.00	10,17,000	-	271.74	-
Rail Vikas Nigam Limited	10.00	10,000	-	6.86	-
Rattanindia Power Limited	10.00	5,00,000	-	14.75	-
Sadbhav Infrastructure Project Limited	10.00	1,70,000	-	5.13	-
Sml Isuzu Limited	10.00	6,134	-	45.21	-
South Indian Bank Limited	1.00	50,000	-	7.31	-
S.S. Organics Limited	10.00	3,250	-	1.19	-
Subex Limited	5.00	10,000	-	2.84	-
Tata Teleservices (Maharashtra) Limited	10.00	10,000	-	5.55	-
Trident Limited	1.00	10,000	-	2.79	-
Tulsyan NEC Limited	10.00	6,000	-	3.43	-
Visagar Polytex Limited	1.00	1,97,746	-	1.50	-
Vodafone Idea Limited	10.00	1	-	0.00	-
WS Industries India Limited	10.00	3,020	-	1.01	-
Visesh Infotechnics Limited	1.00	2	-	0.00	-
IRB Infrastructure Developers Limited	1.00	8,50,000	-	213.52	-
<b>Investments at fair value through profit and loss</b>				<b>1,251.88</b>	<b>270.55</b>
<b>- in share warrants of (un-quoted) (refer note iii)</b>					
JTL Industries Limited (partly paid up)	-	20,000	-	15.00	-
				<b>1,266.88</b>	<b>270.55</b>
<b>Aggregate value of un-quoted investments</b>				<b>15.00</b>	<b>-</b>
<b>Aggregate value of quoted investments</b>				<b>1,251.88</b>	<b>270.55</b>

- (i) Refer note 30 - Financial risk management for information about credit risk and market risk of other financial assets
- (ii) 'The carrying amounts of financial assets are considered to be a reasonable approximation of their fair values.
- (iii) represents investments in fully convertible share warrants which are convertible into equity shares in ratio of 1:1 with in 18 months of from allotment. The Company has a capital commitment of Rs. 225 per share warrant aggregating to Rs. 45.00 lakh.

\* held for trading

Summary of significant accounting policies and other explanatory information to the financial statement for the year ended 31-March-2023  
[All amounts are in rupees lakh, except share data and earnings per share]

	As at 31-March-2023	As at 31-March-2022
	₹	₹
<b>(ii) Cash and cash equivalent</b>		
Balances with banks		
- in current accounts	287.59	137.59
- deposits with maturity of less than 3 months	0.32	13.83
Cash on hand	1.43	5.45
	<b>289.34</b>	<b>156.88</b>

Cash at banks earns interest at floating rates based on daily bank deposit rates. Short-term deposits are made for varying periods of between one day and three months, depending on the immediate cash requirements of the group, and earn interest at the respective short-term deposit rates.

(i) Refer note 30 - Financial risk management for information about credit risk and market risk of other financial assets.

(ii)The carrying amounts of financial assets are considered to be a reasonable approximation of their fair values.

**(iii) Bank balance other than cash and cash equivalents**

- Deposits with maturity for more than 3 months but less than 12 months*	30.52	29.86
	<b>30.52</b>	<b>29.86</b>

\* The amount was pledged against bank guarantees issued by HDFC Bank Limited in favor of Haryana VAT department (refer note 26). However, the assessments under VAT have been closed. As at 31-March-2023, the Company is in the process of encashing these Fixed Deposits (FD).

(i) Refer note 30 - Financial risk management for information about credit risk and market risk of other financial assets.

(ii)The carrying amounts of financial assets are considered to be a reasonable approximation of their fair values.

	As at 31-March-2023	As at 31-March-2022
	₹	₹
<b>(iv) Loans</b>		
Unsecured, considered good		
- To related party (Refer note 28)	564.00	-
	<b>564.00</b>	<b>-</b>

The Company has given unsecured loan to its Holding entity (refer note 28) at an interest rate of 10% and the loan is repayable in full by the borrower with in 15 days from the end of last day of 11 calendar months from disbursement. There borrower can pre-pay principal and/or interest without any charges or penalties. . The borrower has utilised the loans for its principal business activities only.

(i) Refer note 30 - Financial risk management for information about credit risk and market risk of other financial assets.

(ii)The carrying amounts of financial assets are considered to be a reasonable approximation of their fair values.

Summary of significant accounting policies and other explanatory information to the financial statement for the year ended 31-March-2023  
[All amounts are in rupees lakh, except share data and earnings per share]

	As at 31-March-2023	As at 31-March-2022
	₹	₹
<b>(v) Other financial assets</b>		
At amortised cost		
(Unsecured, considered good unless otherwise stated)		
Stamp duty refund receivable	24.52	31.85
Balance with brokers		
- related party (refer note 28)	76.93	-
- clearing agent	2,187.93	552.14
Deposit with		
- Broker	1,500.00	-
- Others	2.00	-
Other recoverables from related party (refer note 28)	0.85	-
Accrued interest on deposits	11.50	0.12
	<b>3,803.73</b>	<b>584.11</b>

(i) Refer note 30 - Financial risk management for information about credit risk and market risk of other financial assets.

(ii) The carrying amounts of financial assets are considered to be a reasonable approximation of their fair values.

	As at 31-March-2023	As at 31-March-2022
	₹	₹
<b>8 Other current assets</b>		
<b>(Unsecured, considered good unless otherwise stated)</b>		
<b>Advances other than capital advances:</b>		
- Prepaid expenses	-	7.58
- Other recoverable	0.45	-
	<b>0.45</b>	<b>7.58</b>
<b>9 Equity share capital</b>		
<b>Authorised share capital</b>		
1,15,00,000 (Previous year 1,15,00,000) Equity Share of Rs. 2/- each fully paid up.	230.00	230.00
20,000 (Previous Year 20,000) Redeemable Cumulative Preference Shares of Rs. 100/- each	20.00	20.00
	250.00	250.00
<b>Issued, subscribed and paid up capital</b>		
80,36,000 (Previous year 80,36,000) Equity Share of Rs. 2/- each fully paid up.	160.72	160.72
	<b>160.72</b>	<b>160.72</b>



Summary of significant accounting policies and other explanatory information to the financial statement for the year ended 31-March-2023  
[All amounts are in rupees lakh, except share data and earnings per share]

(i) Movement in equity share capital	Number of shares	Equity share capital (par value)
		₹
As at 01-April-2022	80,36,000	803.60
Add: Issued during the year	-	-
<b>As at 31-March-2023</b>	<b>80,36,000</b>	<b>803.60</b>
As at 01-April-2021	16,07,200	160.72
Add: Issued during the year	-	-
Adjustment : Sub division of equity shares	64,28,800	642.88
<b>As at 31-March-2022</b>	<b>80,36,000</b>	<b>803.60</b>

There are no securities which are convertible into equity shares.

## (ii) Terms/Rights attached to equity shares

The Company has one class of equity shares having a par value of Rs.2 each [previous year Rs.2]. Each holder of equity shares is entitled to one vote per share. The dividend, if any, proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of Interim dividend.

In the event of liquidation of the Company, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

The shareholders have all other rights as available to equity shareholders as per provisions of the Companies Act, 2013 read together with the Memorandum and Articles of Association of the Company, as applicable.

## (iii) Details of shareholders holding more than 5% equity shares in the Company

	As at 31-March-2023	
	Number of shares	% holding
Algoquant Financials LLP [Entity holding AIPL]*	10,08,100	12.54%
Algoquant Investments Private Limited [Formerly Mandelia Investments Private Limited] ("AIPL" or the "holding Company")	41,72,350	51.92%
<b>(As per the records of the Company, including register of members)</b>		

	As at 31-March-2022	
	Number of shares	% holding
Algoquant Financials LLP [Entity holding AIPL]*	10,04,045	12.49%
Algoquant Investments Private Limited [Formerly Mandelia Investments Private Limited] ("AIPL" or the "holding Company")	41,72,350	51.92%
<b>(As per the records of the Company, including register of members)</b>		

Summary of significant accounting policies and other explanatory information to the financial statement for the year ended 31-March-2023  
[All amounts are in rupees lakh, except share data and earnings per share]

(iv) Details of equity shares held by promoter

As at 31-March-2023

S. No.	Promoter's Name	No. of Shares at beginning of the year	Change during the year	No. of shares at the end of the year	% of total shares	% change during the year
1	Algoquant Financials LLP	10,04,045	4,055.00	10,08,100	12.54%	0.4%
2	Algoquant Investments Private Limited [Formerly Mandelia Investments Private Limited]	41,72,350	-	41,72,350	51.92%	-
3	Dhruv Gupta	54,500	-	54,500	0.68%	-
4	Devansh Gupta	61,125	-	61,125	0.76%	-

As at 31-March-2022

S. No.	Promoter's Name	No. of Shares at beginning of the year	Change during the year	No. of shares at the end of the year	% of total shares	% change during the year
1	Algoquant Financials LLP	10,04,045	-	10,04,045	12.49%	-
2	Algoquant Investments Private Limited [Formerly Mandelia Investments Private Limited]	41,72,350	-	41,72,350	51.92%	-
3	Dhruv Gupta	54,500	-	54,500	0.68%	-
4	Devansh Gupta	61,125	-	61,125	0.76%	-

(vi) The Company has not issued/allotted any class of shares as fully paid up pursuant to contract(s) without payment being received in cash or by way of bonus shares during the period of five year immediately preceding the reporting date. Further, no shares of any class were bought back during the period of five year immediately preceding the reporting date. Further, no shares have been reserved to be issued against stock options.

10 Other equity

	As at 31-March-2023 ₹	As at 31-March-2022 ₹
<b>(i) Reserves</b>		
Capital reserve	7.52	7.52
Securities premium	73.28	73.28
<b>Balance as at the end of the year</b>	<b>80.80</b>	<b>80.80</b>
<b>(ii) Retained earnings</b>		
Balance as at the beginning of the year	3,112.65	1,769.89
Add: (Loss)/Profit for the year	(341.88)	342.89
Add: Other comprehensive income	416.43	999.86
<b>Balance as at the end of the year</b>	<b>3,187.19</b>	<b>3,112.65</b>
<b>Total reserves and surplus</b>	<b>3,267.99</b>	<b>3,193.45</b>

- a) Capital Reserve: This Reserve represents the difference between value of the net assets transferred to the Company in the course of business combinations and the consideration paid for such combinations.
- b) Securities Premium Reserve: The security premium is the amount paid by shareholder over and above the face value of equity share. Security premium can be utilised as per the provisions of the Companies Act, 2013.

Summary of significant accounting policies and other explanatory information to the financial statement for the year ended 31-March-2023  
[All amounts are in rupees lakh, except share data and earnings per share]

- c) Retained Earnings: Retained Earnings are the profits that the Company has earned till date, less any transfers to general reserve, dividends or other distributions paid to shareholders. Retained earnings is a free reserve available to the Company.

	As at 31-March-2023	As at 31-March-2022
	₹	₹
<b>11 Long-term provisions</b>		
Provision for defined benefit obligations (Gratuity)		
- Non-current portion (refer note 39)	8.14	5.64
	<b>8.14</b>	<b>5.64</b>
<b>12 Deferred tax liabilities</b>		
arising on account of:		
- fair valuation of financial assets measured at FVOCI	-	131.41
	-	<b>131.41</b>

The Company offsets tax assets and liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities.

## CURRENT LIABILITIES

### 13 Financial liabilities

#### i) Borrowings

(Measured at amortised cost)

Secured

Marging trade funding

- from NBFC

416.56

-

Unsecured

- from the holding company

130.00

-

- from NBFC

2,500.00

-

**3,046.56**

-

Terms and condition attached

#### (a) SEBI Margin trade funding facility (SEBI MTF)

The Company has SEBI MTF facilities from two stock-brokers. The rate of interest ranges between 10.00% - 12.00%. The facilities are secured by the pledge of underlying investments acquired under such facilities. The borrowing facility is for a short-term and are repayable on demand. Margin requirement are as per SEBI norms.

#### (b) Revolving loan facility

**Nature of facility:-** Revolving loan facility- Loan amount of Rs. 2,500 lakh

**Rate of Interest:-** Interest @ 12%-16% per annum, charged on calendar monthly basis on daily outstanding basis & payable within next calendar month.

Summary of significant accounting policies and other explanatory information to the financial statement for the year ended 31-March-2023  
[All amounts are in rupees lakh, except share data and earnings per share]

### Security:-

1. Equitable Mortgage of Office Space in the name of Nirmal Buildwell Real Estate LLP, a related party.
2. Equitable Mortgage of Property owned by Dhruv Devansh Investment & Finance LLP, a related party

### (c) From related parties

- the loan (and interest thereon) is unsecured and repayable within 15 days from the end of last day of 11 calendar months from disbursement. The loan carries an interest of 10% per annum. The Company can pre-pay principal and/or interest without any charges or penalties.

As at 31-March-2023	As at 31-March-2022
₹	

### (ii) Trade payable ageing schedule (refer note 27)

-total outstanding dues to micro and small enterprises	-	-
-total outstanding dues to other than micro and small enterprises	88.35	140.27
	<b>88.35</b>	<b>140.27</b>

### Trade payables ageing schedule

	As at 31-March-2023		As at 31-March-2022	
	Outstanding for following periods from due date of payment			
	Less than 1 year	More than 1 year	Less than 1 year	More than 1 year
Undisputed dues - MSME	-	-	-	-
Undisputed dues - Others	51.59	9.87	140.27	-
Disputed dues - MSME	-	-	-	-
Disputed dues - Others	-	-	-	-
Unbilled dues	26.89	-	-	-
	78.48	9.87	140.27	

There are no overdue amounts to micro, small and medium enterprises as at 31 March, 2023

As at 31-March-2023	As at 31-march-2022
₹	

### (iii) Other financial liabilities

Balance with brokers		
- payable to related party (refer note 28)	-	354.89
Interest accrued and due		
- to related parties (refer note 28)	-	0.03
- to others	28.87	-
Other payables	-	8.45
Employee emoluments	47.06	35.64
	<b>75.94</b>	<b>399.01</b>

Summary of significant accounting policies and other explanatory information to the financial statement for the year ended 31-March-2023  
[All amounts are in rupees lakh, except share data and earnings per share]

	As at 31-March-2023	As at 31-march-2022
₹	₹	
<b>14 Other current liabilities</b>		
Statutory dues (including interest thereon)	67.69	21.23
	<b>67.69</b>	<b>21.23</b>
<b>15 Short-term provisions</b>		
Provision for defined benefit obligations (Gratuity)		
- Current portion (Refer note 36)	3.02	0.02
	<b>3.02</b>	<b>0.02</b>
<b>16 Current tax liabilities (net)</b>		
Provision for income tax	143.20	87.47
	<b>143.20</b>	<b>87.47</b>
	Year ended 31-March-2023	Year ended 31-March-2022
	₹	₹
<b>Revenue from continuing operations</b>		
<b>17 Revenue from operations</b>		
Trading in financial instruments	1,439.78	1,587.44
Loss on fair valuation of financial assets	(179.83)	(3.14)
Other operating income		
Interest income		
- on margin money	24.21	54.87
	<b>1,284.17</b>	<b>1,639.17</b>
<b>18 Other income</b>		
Interest income		
- on fixed deposits [carried at amortized cost]	37.18	1.36
- on loan [carried at amortized cost]	22.73	-
Gain on sale of financial assets [measured at FVTPL]	2.17	14.94
Dividend received [on equity instruments measured at FVTPL]	0.15	3.40
Provisions no longer required written-back	24.56	51.46
Miscellaneous income	0.05	-
	<b>86.84</b>	<b>71.16</b>
<b>19 Trading and other charges</b>		
Trade charges	240.37	449.38
Securities transaction tax	127.20	285.07
Software and strategy charges	420.56	61.30
Connectivity charges	-	32.75
Clearing charges to custodian	3.66	6.01
Depository charges	0.33	1.39
	<b>792.12</b>	<b>835.90</b>

Summary of significant accounting policies and other explanatory information to the financial statement for the year ended 31-March-2023  
[All amounts are in rupees lakh, except share data and earnings per share]

	Year ended 31-March-2023	Year ended 31-March-2022
	₹	₹
<b>20 Employee benefits expense</b>		
Salaries, wages and bonus	851.52	348.13
Director remuneration	64.54	24.00
Gratuity expense (refer note 36)	6.75	5.66
Staff welfare	5.37	8.05
	<b>928.18</b>	<b>385.83</b>
<b>21 Finance cost</b>		
Interest		
- on delayed payment of statutory dues	9.22	18.46
- borrowings	149.71	45.39
	<b>158.93</b>	<b>63.85</b>
<b>22 Depreciation</b>		
Depreciation on property, plant and equipment	22.40	4.35
	<b>22.40</b>	<b>4.35</b>
<b>23 Other expenses</b>		
Rent	42.01	43.74
Annual listing fee	3.65	6.02
Power and fuel	2.79	3.47
Legal and professional fees	55.71	34.14
Bank charges	0.65	0.57
Rates and taxes	2.13	0.29
Advertisement charges	0.69	0.57
Issuers fee	0.16	0.11
Repairs and maintenance		
- electrical	0.72	1.92
- building	0.28	3.00
Printing and stationery	0.86	2.78
Balances written-off	-	1.02
Auditors' remuneration		
- as statutory auditors	5.90	5.19
- as out of pocket expenses	-	0.07
Miscellaneous expenses	2.72	1.10
	<b>118.27</b>	<b>103.98</b>
<b>24 Tax expense</b>		
<b>from continuing operations</b>		
<b>Current tax</b>		
Current tax for the year	-	58.47
	<b>-</b>	<b>58.47</b>
<b>Deferred tax</b>		
Deferred tax for the year	(355.80)	(66.87)
	<b>(355.80)</b>	<b>(66.87)</b>
<b>Tax expense for previous year</b>		
- Income tax for previous year	-	1.00
	<b>-</b>	<b>1.00</b>
	<b>(355.80)</b>	<b>(7.40)</b>

Summary of significant accounting policies and other explanatory information to the financial statement for the year ended 31-March-2023  
[All amounts are in rupees lakh, except share data and earnings per share]

## 24.1 Deferred tax on brought forward business loss and MAT credit

The Company, in line with the requirements of Ind AS 12 has reviewed the un-recognised deferred tax assets on brought forward losses and MAT credits and has recognised deferred tax assets to the extent it is prudent.

	Year ended 31-March-2023 ₹	Year ended 31-March-2022 ₹
<b>24.2 Effective tax reconciliation</b>		
<b>Profit before tax</b>	(648.90)	335.49
Tax rate	27.82%	27.82%
Tax on accounting profit	(180.52)	93.33
Tax impact of		
a) permanent differences	2.56	(12.91)
b) items taxed at preferential rate	79.89	(4.19)
c) losses set-off against income taxed at preferential rate	49.66	(15.26)
d) brought forward losses on which DTA was not recognised earlier	(240.38)	(69.37)
e) change in rate of tax used for deferred tax recognition*	75.64	1.00
f) utilisation of unrecognised MAT credit	(106.12)	-
h) Other miscellaneous differences	(36.54)	-
<b>Expected tax after adjustments</b>	<b>(355.80)</b>	<b>(7.39)</b>
*Items expected to be taxed at LTCG were taxed as STCG		
<b>As per statement of profit and loss</b>		
Tax/(credit) charged to profit and loss		
- Current tax	-	58.47
- Deferred tax [including MAT credit entitlement]	(355.80)	(66.87)
- Tax expense for earlier years'	-	1.00
	<b>(355.80)</b>	<b>(7.40)</b>

## 25 Earnings per equity share from continuing operations

(Loss)/profit before OCI attributable to equity shareholders'	(293.09)	323.81
Number of equity shares outstanding at the end of the year#	80,36,000	80,36,000
Weighted average number of equity shares outstanding during the year#	80,36,000	80,36,000
<b>Basic and diluted earning per share (in ₹)</b>	<b>(3.65)</b>	<b>4.03</b>
from discontinued operations		
Profit/(loss) before OCI attributable to equity shareholders'	(48.79)	19.08
Number of equity shares outstanding at the end of the year#	80,36,000	80,36,000
Weighted average number of equity shares outstanding during the year#	80,36,000	80,36,000
<b>Basic and diluted earning per share (in ₹)</b>	<b>(1.67)</b>	<b>0.24</b>
<b>from continuing and discontinued operations (basic and diluted)</b>	<b>(5.32)</b>	<b>4.27</b>



Summary of significant accounting policies and other explanatory information to the financial statement for the year ended 31-March-2023  
[All amounts are in rupees lakh, except share data and earnings per share]

## 26 Discontinued operations

### i) Discontinued operations

The Company had closed the only manufacturing facility in the year 2017. Results of the manufacturing operations that were discontinued are disclosed as discontinued operations. Further, during the quarter ended 31-Dec-2018, the Company had substantially completed the settlement of liabilities and realisation of assets, pertaining to its discontinued operations. The adjustments in the current period pertain to changes in the settlement of those liabilities.

### ii) Financial position and financial performance

The financial position presented for the year ended 31-March-2023

	As at 31-March-2023 ₹	As at 31-March-2022 ₹
<b>(A) Current assets pertaining to discontinued operations</b>		
- <b>Financial assets</b> <b>(Unsecured, considered good unless otherwise stated )</b>		
Deposit with Government Department	9.48	9.48
Deposit with Others	0.17	0.17
<b>Deferred tax assets</b>		
-On account of gratuity	85.46	-
<b>Total current assets pertaining to discontinued operations</b>	<b>95.11</b>	<b>9.65</b>
<b>(B) Current liabilities pertaining to discontinued operations</b>		
- <b>Other current liabilities</b>		
Statutory dues (including interest thereon)	15.00	15.00
	<b>15.00</b>	<b>15.00</b>
- <b>Provisions</b>		
Provision for employee benefits:		
- for gratuity (defined benefit obligation and interest thereon) [refer note iii(a)]	307.20	147.52
- for liability under Haryana VAT / CST [refer note iii(b)]	-	24.18
	<b>307.20</b>	<b>171.70</b>
<b>Total current liabilities pertaining to discontinued operations</b>	<b>322.20</b>	<b>186.70</b>

### (iii) Contingent liabilities:

#### (a) Provision for gratuity (defined benefit obligation)

The labour union had submitted a demand notice to the Management of the Company for revision of wages and other amenities. This notice was under negotiation when without any prior notice, the workers staged a walk out on 22-May-2020 bringing the production and all aligned activities to a complete standstill. All efforts by the management as well as the labour department to find a resolution to the strike were unsuccessful.

The Hon'ble Governor of Haryana issued orders declaring the strike to be illegal and directed the workers to join duty with in 3 days of the order and refer the dispute to the labour court panipat.

Summary of significant accounting policies and other explanatory information to the financial statement for the year ended 31-March-2023  
[All amounts are in rupees lakh, except share data and earnings per share]

This too had no affect on the labour union and the workers resorted to unrest and production shut down on 3 separate occasions causing heavy losses to the Company. The strike continued, forcing the management to issue notice of forfeiture of Gratuity and all other dues include lien on service of all workers on payrolls.

The notice regarding the forfeiture of gratuity and other dues was challenged by some of the workers through Labour office, Sonipat where the matter was dismissed in favour of the Company. Thereafter, the workers appealed before the Dy. Labour Commissioner, Rohtak where DLC ruled the matter in favour of the workers i.e. against the Company. The learned DLC chose to pass this order without giving due consideration to the actual facts of the case and therefore, the Management then had no option but to approach the High Court, Chandigarh vide writ petition no. 18716/2018 and the case was decided against the Company on 06-Mar-2020. Management has filed a revision petition on a larger bench on 05-July-2020 and the petition has been admitted for hearing on merit 22-Mar-2022.

Pursuant to the judgement of the double bench of the Hon'ble High Court of Punjab and Haryana at Chandigarh relating to the gratuity claims of certain employees, the Company has received additional claims during the year ended 31-March-2023 and subsequently. Consequently, the Company has re-assessed the potential claims and recorded appropriate accruals in the financial statements for the year ended 31-March-2023 on a prudent basis.

The Company is carrying a total provision of Rs.307.21 lakh (previous year Rs. 147.52 lakh ) in the books of account. Based on the opinion of legal counsels, the management believes that the provision recorded is sufficient to cover for the eligible claims.

**(b) Provision for liabilities under indirect taxes**

The Company had received orders from assessing officers of Haryana and Telangana VAT departments demanding tax as explained below:

	As at 31-March-2023	As at 31-March-2022
	₹	₹
<b>Haryana VAT / CST matters</b>		
Demand under CST for Assessment Year 2014-15*	-	10.13
Demand under CST for Assessment Year 2015-16*	-	14.05
	-	<b>24.18</b>

\* During the financial year 2020-21 the Company has received rectification order dated 16-July-2020 reducing the VAT/CST for the Assessment year 2014-15 from Rs. 41.83 lakh to Rs. 10.13 lakh and for the assessment year 2015-16 from Rs. 21.49 lakh to Rs. 14.05 lakh. Consequent to the aforesaid reduction, the amounts had been reversed through statement of profit and loss. As at the year ended 31-March-2022 the Management was contesting the residual demand before the respective authorities. However, the Company had recorded a provision for the demand outstanding. These demands were settled during the year. Therefore, the entire provision has been reversed during the current financial year through statement of profit & loss.

Summary of significant accounting policies and other explanatory information to the financial statement for the year ended 31-March-2023  
[All amounts are in rupees lakh, except share data and earnings per share]

	Year ended 31-March-2023	Year ended 31-March-2022
	₹	₹
<b>Summary of profit and loss of discontinued operations</b>		
Income		
- Other income	24.18	30.35
Expenses		
- Finance cost	(8.44)	(11.27)
- Employee benefit expense	(150.00)	-
<b>Profit/(loss) before income tax</b>	<b>(134.26)</b>	<b>19.08</b>
Tax expense (deferred tax)	85.47	-
<b>Loss after tax</b>	<b>(48.79)</b>	<b>19.08</b>
Other comprehensive income for the year, net of tax	-	-
<b>Total comprehensive income for the year</b>	<b>(48.79)</b>	<b>19.08</b>
<b>c) Loss before tax from discontinued operations</b>		
<b>a) Income from discontinued operations</b>		
<b>i) Other income</b>		
Provisions no longer required written-back	24.18	30.34
	<b>24.18</b>	<b>30.34</b>
<b>b) Expenses from discontinued operations</b>		
<b>i) Finance cost</b>		
Interest on gratuity	8.44	11.27
	<b>8.44</b>	<b>11.27</b>
<b>ii) Employee benefit expenses</b>		
Gratuity	150	-
	<b>150</b>	<b>-</b>

## 27 Detail of dues to micro and small enterprises defined under the MSMED Act 2006

Disclosure of payable to vendors as defined under the "Micro, Small and Medium Enterprise Development Act, 2006" is based on the information available with the Company regarding the status of registration of such vendors under the said Act, as per the intimation received from them on requests made by the Company. There are no overdue Principal amounts/interest payable amounts for delayed payments to such vendors at the Balance Sheet date. There are no delays in payment made to such suppliers during the year or for any earlier years and accordingly, there is no interest paid or outstanding interest in this regard in respect of payments made during the year or brought forward from previous years.

Summary of significant accounting policies and other explanatory information to the financial statement for the year ended 31-March-2023  
[All amounts are in rupees lakh, except share data and earnings per share]

## 28 Related party disclosures

### a) Ultimate holding entity

Algoquant Financials LLP [w.e.f. 09-Feb-2021]

### b) Holding Company

Algoquant Investments Private Limited  
(Formerly known as Mandelia Investments Private Limited)

### c) Key Management Personnel

Dhruv Gupta (Director) [w.e.f. 09-Feb-2021]  
Devansh Gupta (Director) [w.e.f. 09-Feb-2021]  
Amit Gupta (Independent Director) (w.e.f. 09-Feb-2021)  
Preeti Arora (Independent Director) (up to 10-Jan-2022)  
Yogesh Gusain (Chief Financial Officer) [w.e.f. 30-June-2021]  
Atul Kaushal (Company Secretary) [w.e.f. 09-Sep-2022][Ayushi Jain (CS) upto 08-Sep-2022]  
Himanjal Jagdishchandra Brahmbhatt (Independent Director) [w.e.f. 30-Jul-2022]  
Gyaneshwar Sahai (Independent Director) [w.e.f. 30-Jul-2022]  
Shubhangi Agarwal (Independent Director) [w.e.f. 30-Jul-2022]

### d) Entities under control of Key management personnel

Dhruv Devansh Investment & Finance LLP [w.e.f. 09-Feb-2021]  
Growth Securities Private Limited [w.e.f. 09-Feb-2021]  
Algoquant LLP [w.e.f. 09-Feb-2021]  
Ogha Research LLP [w.e.f. 09-Feb-2021]

### e) Entities under control of relatives of Key management personnel

[where transaction has taken place during the year]  
Sigmaquant Technologies Private Limited [w.e.f. 09-Feb-2021]

	Year ended 31-March-2023	Year ended 31-March-2022
	₹	₹
<b>Transactions with related parties during the year</b>		
<b>Remuneration</b>		
Devansh Gupta	60.00	24.00
Yogesh Gusain	7.80	4.50
Ayushi Jain	1.55	2.61
Atul Kaushal	3.37	-
	<b>72.72</b>	<b>31.11</b>
<b>Rent (excluding GST)</b>		
Algoquant Financials LLP	3.00	3.00
Dhruv Devansh Investment & Finance LLP	30.00	27.00
	<b>33.00</b>	<b>30.00</b>

Summary of significant accounting policies and other explanatory information to the financial statement for the year ended 31-March-2023  
[All amounts are in rupees lakh, except share data and earnings per share]

	Year ended 31-March-2023	Year ended 31-March-2022
	₹	₹
<b>Brokerage (excluding GST)</b>		
Growth Securities Private Limited	268.54	53.26
	<b>268.54</b>	<b>53.26</b>
<b>Reimbursement of expenses incurred by Director</b>		
Payment of taxes and statutory dues	14.61	17.28
Other expenses	1.30	4.40
	<b>15.91</b>	<b>21.68</b>
<b>Reimbursement of electricity expenses</b>		
Algoquant Financials LLP	2.79	0.22
Dhruv Devansh Investment & Finance LLP	-	3.25
	<b>2.79</b>	<b>3.47</b>
<b>Advisory fees (excluding GST)</b>		
Algoquant Financials LLP	-	75.18
	<b>-</b>	<b>75.18</b>
<b>Software &amp; technology consultancy services [Excluding GST]</b>		
Ogha Research LLP	-	38.25
Sigmaquant Technologies Private Limited	-	13.70
	<b>-</b>	<b>51.95</b>
<b>Hardware rent [Excluding GST]</b>		
Sigmaquant Technologies Private Limited	-	6.75
	<b>-</b>	<b>6.75</b>
<b>Director's sitting fee</b>		
Amit Gupta	1.25	1.25
Preeti Arora	-	1.25
Purnima Sharma	-	0.21
Gyaneshar Sahai	0.94	-
Subhangi Agarwal	0.94	-
	<b>3.13</b>	<b>2.71</b>
<b>Interest income</b>		
Algoquant Financials LLP	17.40	-
Algoquant LLP	5.33	-
	<b>22.73</b>	<b>-</b>
<b>Interest expense</b>		
Algoquant Investments Private Limited	6.55	-
Devansh Gupta	0.68	-
	<b>7.23</b>	<b>-</b>
<b>Loans and advances (Given)</b>		
<b>Loans given during the year</b>		
Algoquant Financials LLP	2,323.00	-
Algoquant LLP	2,060.00	-
	<b>4383.00</b>	<b>-</b>
<b>Repayments received during the year</b>		
- Algoquant Financials LLP	1,759.00	-
- Algoquant LLP	2,060.00	-
	<b>3,819.00</b>	<b>-</b>

Summary of significant accounting policies and other explanatory information to the financial statement for the year ended 31-March-2023  
[All amounts are in rupees lakh, except share data and earnings per share]

Transactions with related parties during the year	As at 31-March-2023	As at 31-March-2022
	₹	₹
<b>Short-term borrowings</b>		
Algoquant Financials LLP	-	310.00
Algoquant LLP	-	850.00
Algoquant Investments Private Limited	130.00	371.50
Devansh Gupta	83.05	197.00
	<b>213.05</b>	<b>1,728.50</b>
<b>Repayment of short-term borrowings</b>		
Algoquant Financials LLP	-	0.25
Algoquant LLP	-	8.96
Algoquant Investments Private Limited	-	7.75
Devansh Gupta	83.05	10.53
	<b>83.05</b>	<b>27.49</b>
<b>Balances outstanding at the year end</b>	<b>As at 31-March-2023</b>	<b>As at 31-March-2022</b>
	₹	₹
<b>Remuneration payable</b>		
Yogesh Gusain		0.50
Ayushi Jain		0.29
	-	<b>0.79</b>
<b>Rent payable</b>		
Algoquant Financials LLP		0.81
	-	<b>0.81</b>
<b>Balance receivable from/(payable) to broker</b>		
Growth securities Private limited	76.93	-
	<b>76.93</b>	-
<b>Director's sitting fee payable</b>		
Amit Gupta		0.40
Preeti Arora		0.40
Purnima Sharma		0.21
	-	<b>1.01</b>
<b>Reimbursement of electricity expenses payable</b>		
Algoquant Financials LLP	3.01	0.22
Dhruv Devansh Investment & Finance LLP	3.25	3.25
	<b>6.26</b>	<b>3.47</b>
<b>Hardware rent payable</b>		
Sigmaquant Technologies Private Limited	-	7.72
	-	<b>7.72</b>
<b>Balances outstanding at the year end</b>	<b>As at 31-March-2023</b>	<b>As at 31-March-2022</b>
	₹	₹
<b>Software charges payable</b>		
Ogha Research LLP	-	45.14
	-	<b>45.14</b>

Summary of significant accounting policies and other explanatory information to the financial statement for the year ended 31-March-2023  
[All amounts are in rupees lakh, except share data and earnings per share]

### Short-term borrowings

Algoquant Investments Private Limited	130.00	-
	<b>130.00</b>	<b>-</b>

### Loans and advances (given)

Algoquant Financials LLP	564.00	-
	<b>564.00</b>	<b>-</b>

### Reimbursement of expenses (payable)

Devansh Gupta	24.26	21.68
	<b>24.26</b>	<b>21.68</b>

## 29 Financial Instruments

### (A) Fair value hierarchy

Some of the Company's assets and liabilities are measured at fair value for financial reporting purpose. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date regardless of whether that price is directly observable or estimated using another valuation technique. Financial assets and financial liabilities measured at fair value in the financial statements are grouped into three levels of a fair value hierarchy under Ind AS categorized into Level 1, 2, or 3 based on the degree to which the inputs to the fair value measurement are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

**Level 1:** Quoted prices (unadjusted) in active markets for identical assets or liabilities that the Company can access at measurement date

**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 rely as little as possible on entity specific estimates; and

**Level 3:** Inputs for the asset or liability that are not based on observable market data (unobservable inputs) that the Company can access at measurement date.

### (B) Financial assets and liabilities measured at fair value

Particular	Carrying value as at					
	31-March-2023			31- March-2022		
	FVOCI	FVTPL	Amortised cost	FVOCI	FVTPL	Amortised cost
	₹	₹	₹	₹	₹	₹
<b>Financial assets (non-current)</b>						
Investments [Level 1]						
- Quoted equity shares	549.40	-	-	3,067.20	-	-
<b>Financial assets (current)</b>						
Investments [Level 1]						
- Quoted equity shares	-	1,266.88	-	-	270.55	-
Cash and cash equivalents	-	-	289.35	-	-	156.88
Bank balance other than above	-	-	30.52	-	-	29.87
Loans (Unsecured)	-	-	564.00	-	-	-
Other financial assets	-	-	3,803.73	-	-	584.11
<b>Total financial assets</b>	<b>549.40</b>	<b>1,266.88</b>	<b>4,687.59</b>	<b>3,067.20</b>	<b>270.55</b>	<b>770.86</b>
<b>Financial liabilities</b>						
Borrowings	-	-	3,046.56	-	-	-
Trade payables	-	-	88.35	-	-	140.28
Other financial liabilities	-	-	75.94	-	-	399.01
<b>Total financial liabilities</b>	<b>-</b>	<b>-</b>	<b>3,210.85</b>	<b>-</b>	<b>-</b>	<b>539.29</b>



Summary of significant accounting policies and other explanatory information to the financial statement for the year ended 31-March-2023  
[All amounts are in rupees lakh, except share data and earnings per share]

During the year, there were no transfers between level 1 and level 2, and no transfers into and out of level 3 fair value measurements.

**Fair value of financial assets and financial liabilities that are not measured at fair value (but fair value disclosures are required)**

Other financial assets and liabilities. The Management consider the carrying values of Other Cash and cash equivalents, Bank balances other than cash and cash equivalents, trade payables and other financial liabilities (except derivative financial instruments) approximate their carrying amounts largely due to the short-term maturities of these instruments..

**30 Financial risk management**

**(A) Financial instruments by category**

**(i) From continued operations**

Particular	31-March-2023			31-March-2022		
	FVOCI	FVTPL	Amortised cost	FVOCI	FVTPL	Amortised cost
	₹	₹	₹	₹	₹	₹
<b>Financial assets (non-current)</b>						
Investments [Level 1]						
- Quoted equity shares	549.40	-	-	3,067.20	-	-
<b>Financial assets (current)</b>						
Trade receivables	-	-	-	-	-	-
Investments [Level 1]						
- Quoted equity shares	-	1,266.88	-	-	270.55	-
- Un-quoted mutual funds	-	-	-	-	-	-
Cash and cash equivalents	-	-	289.34	-	-	156.88
Bank balance other than above	-	-	30.52	-	-	29.87
Loans (Unsecured)	-	-	564.00	-	-	-
Other financial assets	-	-	3,803.73	-	-	584.11
<b>Total financial assets</b>	<b>549.40</b>	<b>1,266.88</b>	<b>4,687.59</b>	<b>3,067.20</b>	<b>270.55</b>	<b>770.86</b>
<b>Financial liabilities</b>						
Borrowings	-	-	3,046.56	-	-	-
Trade payables	-	-	88.35	-	-	140.28
Other financial liabilities	-	-	75.94	-	-	399.01
<b>Total financial liabilities</b>	<b>-</b>	<b>-</b>	<b>3,210.85</b>	<b>-</b>	<b>-</b>	<b>539.29</b>

**(ii) From discontinued operations**

Particular	31-March-2023			31-March-2022		
	FVOCI	FVTPL	Amortised cost	FVOCI	FVTPL	Amortised cost
	₹	₹	₹	₹	₹	₹
<b>Financial assets</b>						
Other financial assets (current)	-	-	9.65	-	-	9.65
<b>Total financial assets</b>	<b>-</b>	<b>-</b>	<b>9.65</b>	<b>-</b>	<b>-</b>	<b>9.65</b>
<b>Financial liabilities</b>						
Other financial liabilities	-	-	15.00	-	-	15
<b>Total financial liabilities</b>	<b>-</b>	<b>-</b>	<b>15.00</b>	<b>-</b>	<b>-</b>	<b>15.00</b>

Summary of significant accounting policies and other explanatory information to the financial statement for the year ended 31-March-2023  
[All amounts are in rupees lakh, except share data and earnings per share]

## (B) Risk Management

The Company has a system-based approach to risk management, anchored to policies and procedures and internal financial controls aimed at ensuring early identification, evaluation and management of key financial risks (such as market risk, credit risk and liquidity risk) that may arise as a consequence of its investing and financing activities. Accordingly, the Company's risk management framework has the objective of ensuring that such risks are managed within acceptable and approved risk parameters in a disciplined and consistent manner and in compliance with applicable regulation. It also seeks to drive accountability in this regard.

### Financial risk management

Financial Risk Evaluation and Management is an ongoing process within the Company. The Company has a system based risk management framework to identify, monitor, mitigate and minimise risks arising from financial instruments. The Company is exposed to market, credit and liquidity risks. The Board of Directors ('Board') oversee the management of these risks through its Risk Management Policy. The Company's Risk Management Policy has been formulated and approved by the Board. The Policy articulates on the Company's approach to address uncertainties in its endeavour to achieve its stated and implicit objectives. It also prescribes the roles and responsibilities of the Company's management, the structure for managing risks and the framework for risk management. The framework seeks to identify, assess and mitigate risks in order to minimise potential adverse effects on the Company's financial performance. All derivative activities for risk management purposes are carried out by specialist teams that have the appropriate skills, experience and supervision. The Board of Directors reviews and agrees on policies for managing each of these risks, which are summarised below. This note explains the sources of risk which the entity is exposed to and how the entity manages the risk.

### (I) Credit risk

The Company's activities expose it to market risk, liquidity risk and credit risk. The Company's board of directors has overall responsibility for the establishment and oversight of the Company's risk management framework. This note explains the sources of risk which the entity is exposed to and how the entity manages the risk and the related impact in the financial statements. The Company's risk management is carried out as per the policies approved by the board of director.

#### (a) Credit risk management

##### (i) Credit risk rating

The Company assesses and manages credit risk of financial assets based on following categories arrived on the basis of assumptions, inputs and factors specific to the class of financial assets.

A: Low credit risk

B: Moderate credit risk

C: High credit risk

Asset Group	Basis of Categorisation	Provision for Expenses credit loss
A: Low credit risk	Cash and cash equivalents & other bank balances and financial assets	12 month expected credit loss
B: Moderate credit risk	Investment in equity shares	12 month expected credit loss
C: High credit risk	No such assets	

Based on business environment in which the Company operates, a default on a financial asset is considered when the counter party fails to make payments within the agreed time period as per contract. Loss rates reflecting defaults are based on actual credit loss experience and considering differences between current and historical economic conditions.

Summary of significant accounting policies and other explanatory information to the financial statement for the year ended 31-March-2023  
[All amounts are in rupees lakh, except share data and earnings per share]

Assets are written off when there is no reasonable expectation of recovery, such as a debtor declaring bankruptcy, advance not recoverable or a litigation decided against the Company. The Company continues to engage with parties whose balances are written off and attempts to enforce repayment. Recoveries made are recognised in statement of profit and loss.

#### Assets under credit risk –

Credit rating	Particulars	31-March-2023	31-March- 2022
		₹	₹
A: Low credit risk	Cash and cash equivalents, other bank balances and financial assets	319.87	186.75
B: Moderate credit risk	Investment in equity shares	1,816.28	3,337.75
C: High credit risk	Investment in mutual funds	-	-

### (b) Liquidity Risk

#### (i) Continued operations

The Company's current assets aggregate to Rs.5,954.93 lakh (previous year- Rs.1,048.99 lakh) including current investments, cash and cash equivalents and other bank balances of Rs.30.52 lakh (previous year- Rs.29.87 lakh) against an aggregate current liabilities of Rs.3,424.75 lakh (previous year- Rs. 6.48 lakh); Non-current deferred tax liabilities amounting to Rs.Nil (previous year- Rs. 131.41 lakh).

The table below summarises the maturity profile of the undiscounted cash flows of the Company's financial assets and liabilities as at 31-March-2023

Particulars	Less than 6 months	6 to 12 months	1 to 5 years	More than 5 years	Total Carrying Amount
<b>Financial assets</b>					
(a) Investments	1,266.88	-	-	-	1,266.88
(b) Cash & cash equivalents	289.34	-	-	-	289.34
(c) Bank balance other than cash and cash equivalent	-	30.53	-	-	30.53
(d) Loans (Unsecured)	564.00	-	-	-	564.00
(e) Other financial assets					
(i) Accrued interest on deposits	11.50	-	-	-	11.50
(ii) Balance with brokers	2,264.86	-	-	-	2,264.86
(iii) Incentive receivable from govt authorities	24.52	-	-	-	24.52
(iv) Deposit with brokers	1,500.00				1,500.00
(v) Deposit with others	2.00				2.00
<b>Total</b>	<b>5,923.11</b>	<b>30.53</b>	<b>-</b>	<b>-</b>	<b>5,953.64</b>
<b>Financial liabilities</b>					
(a) Borrowings					
(i) Secured	416.56	-	-	-	416.56
(ii) Unsecured	2,630.00	-	-	-	2,630.00
(b) Trade payables	88.34	-	-	-	88.34
(c) Other financial liabilities	-	-	-	-	-
(i) Balance with brokers	-	-	-	-	-
(ii) Interest accrued and due	28.87	-	-	-	28.87
(iii) Employee emoluments	47.07	-	-	-	47.07
<b>Total</b>	<b>3,210.84</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>3,210.84</b>

Summary of significant accounting policies and other explanatory information to the financial statement for the year ended 31-March-2023  
[All amounts are in rupees lakh, except share data and earnings per share]

The table below summarises the maturity profile of the undiscounted cash flows of the Company's financial assets and liabilities as at 31-March-2022

Particulars	Less than 6 months	6 to 12 months	1 to 5 years	More than 5 years	Total Carrying Amount
<b>Financial Assets</b>					
(a) Investments	270.55	-	-	-	270.55
(b) Cash & cash equivalents	156.88	-	-	-	156.88
(c) Bank balance other than cash and cash equivalent	-	29.87	-	-	29.87
(d) Other financial assets					-
(i) Accrued interest on deposits	0.12	-	-	-	0.12
(ii) Balance with brokers	552.14	-	-	-	552.14
(iii) Mark to market asset	-	-	-	-	-
(iv) Incentive receivable from govt authorities	31.84	-	-	-	31.84
<b>Total</b>	<b>1,011.54</b>	<b>29.87</b>	<b>-</b>	<b>-</b>	<b>1,041.40</b>
<b>Financial Liabilities</b>					
(a) Trade payables	140.28	-	-	-	140.28
(b) Other financial liabilities	-	-	-	-	-
(i) Balance with brokers	354.89	-	-	-	354.89
(ii) Interest accrued and due	0.03	-	-	-	0.03
(iii) Employee emoluments	35.64	-	-	-	35.64
(iv) Other payable	8.45	-	-	-	8.45
<b>Total</b>	<b>539.29</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>539.29</b>

**(ii) Discontinued operations**

The Company's current assets aggregate to Rs. 95.11 lakh (Previous year- Rs.9.65 lakh) against an aggregate current liability of Rs.322.21 lakh (Previous year- Rs. 186.70 lakh);

Further, while the Company's total equity stands at Rs. 3,428.71 lakh (Previous year- Rs. 3,354.17 lakh). In such circumstances, liquidity risk or the risk that the Company may not be able to settle or meet its obligations as they become due, is low.

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities to meet obligations when due.

Management monitors rolling forecasts of the Company's liquidity position and cash and cash equivalents on the basis of expected cash flows. The Company takes into account the liquidity of the market in which the entity operates. In addition, the Company's liquidity management policy involves projecting cash flows and considering the level of liquid assets necessary to meet these, monitoring balance sheet liquidity ratios against internal and external regulatory requirements and evaluation of debt financing plans, if any required..

**(c) Market risk**

Market risk has been further classified into Foreign currency risk, Interest rate risk and price risk

**(i) Foreign currency risk**

The Company does not have a significant foreign currency risk as it does not have any exposure in foreign currency as at the year end. The Company has no-hedge policy for its foreign currency items as these are insignificant. Therefore, the sensitivity to foreign currency fluctuation is not relevant

Summary of significant accounting policies and other explanatory information to the financial statement for the year ended 31-March-2023  
[All amounts are in rupees lakh, except share data and earnings per share]

(ii) *Price risk*

The Company holds investments and measures them at fair value through Profit and Loss/other comprehensive income. The fair value of investments of such equity instruments (FVTPL) as at 31-March-2023 is Rs. 1,266.88 lakh (previous year - Rs.270.55 lakh) and FVOCI is Rs. 549.40 lakh (previous year - Rs. 3,067.20 lakh). Accordingly, fair value fluctuations arising from market volatility is recognised in statement of Profit and Loss/other comprehensive income.

(iii) *Interest rate risk*

The unsecured loans taken during the year were all fixed interest rate borrowings. Further, treasury activities, focused on managing investments in equity/debt instruments, are centralised and administered under a set of approved policies and procedures guided by the tenets of liquidity, safety and returns. This ensures that investments are only made within acceptable risk parameters after due evaluation..

### 31 Capital management policies and procedures

For the purpose of the Company's capital management, capital includes issued capital and all other equity reserves attributable to the equity shareholders of the Company. The primary objective of the Company when managing capital is to safeguard its ability to continue as a going concern and to maintain an optimal capital structure so as to maximize shareholder value. As at 31-March-2023, the Company has only one class of equity shares. In order to maintain or achieve an optimal capital structure, the Company allocates its capital for the re-investment into business based on its long-term financial plans.

As stated in the below table, as of 31-March-2023 the Company has short term borrowings of Rs. 3,046.56 lakh with no long-term borrowings.

	31-March-2023 ₹	31-March-2022 ₹
<b>Total debt</b>	3,046.56	-
Less: cash and cash equivalent	(289.34)	(156.88)
<b>Total equity</b>	3,428.70	3,354.17
<b>Debt to equity ratio</b>	<b>0.80</b>	<b>Not meaningful</b>

### 32 Financial instruments and cash deposits

i) **Continuing operations**

**31-March-2023**

	Estimated gross Carrying amount ₹	Expected credit losses ₹	Carrying amount ₹
Investment in equity shares	1,816.28	-	1,816.28
Cash and cash equivalents	289.34	-	289.34
Bank balance other than above	30.52	-	30.52
Other financial assets	3,803.73	-	3,803.73

**31-March-2022**

Estimated gross	Expected credit Carrying amount ₹	Carrying amount losses ₹	₹
Investment in equity shares	3,337.75	-	3,337.75
Cash and cash equivalents	156.88	-	156.88
Bank balance other than above	29.87	-	29.87
Other financial assets	584.11	-	584.11

Summary of significant accounting policies and other explanatory information to the financial statement for the year ended 31-March-2023  
[All amounts are in rupees lakh, except share data and earnings per share]

## ii) Discontinued operations

### 31-March-2023

	Estimated gross Carrying amount ₹	Expected credit losses ₹	Carrying amount ₹
Other financial assets (current)	9.65	-	9.65

### 31-March-2022

	Estimated gross Carrying amount ₹	Expected credit losses ₹	Carrying amount ₹
Other financial assets (current)	9.65	-	9.65

## 33 Leases:

All the leases of the Company have been identified either as low-value or having a lease term of less than 12 months. Accordingly, there is no impact of provisions of Ind AS 116 on the Company. The relevant disclosures have been given below:

### (i) Lease payments not recognised as a liability

Particular		As at 31-March-2023 ₹	As at 31-March-2022 ₹
Expense relating to short-term leases		42.01	43.74
<b>Total</b>		<b>42.01</b>	<b>43.74</b>

(ii) The total cash outflow for leases for the year ended 31-March-2023: Rs. 42.01 lakh and 31 March 2022: Rs. 43.74 lakh

## 34 Financial Ratios

A financial ratio are the tool used by investors to analyse and gain information about the finance of a company's history or the entire business sector. Accordingly for the purpose of calculation of the following financial ratios, numbers are taken from the Balance Sheet, Statement of Profit & Loss and Cash Flow Statement.

Ratio	31-March-23	31-March-22	% change	Reason for variance
Current ratio <sup>(1)</sup>	1.61 times	1.27 times	27.31%	Increase in current ratio is due to increase in investments & other financial assets due to which current assets increased by higher margin as compared to previous financial year.
Return on Equity ratio <sup>(2)</sup>	-10.08%	12.78%	-178.87%	There is loss reported in current year which results in negative return on equity ratio as compare to previous year where the Company made profit.
Net Capital Turnover Ration <sup>(3)</sup>	.56 times	7.32 times	-92.38%	Revenue from operations decreased as compared to previous year which led to decrease in ratio from previous year.
Net Profit ratio <sup>(4)</sup>	-26.62%	20.92%	-227.27%	There is loss reported in current year which results in decrease in net profit ratio as compared to previous year where the Company made profits.

Summary of significant accounting policies and other explanatory information to the financial statement for the year ended 31-March-2023  
[All amounts are in rupees lakh, except share data and earnings per share]

Return on Capital Capital Employed <sup>(5)</sup>	-14.29%	10.91%	-230.99%	There is loss reported in current year which results in negative return on capital employed as compared to previous year where the Company made profits..
Return of Investment <sup>(6)</sup>	14.01%	55.27%	-74.65%	There is more than two times decrease in income from investments due to which Company has reported lower return as compared from previous year.

#### Formula for calculating ratios

	Numerator	Denominator
(1) Current Ratio	Current Assets	Current Liabilities
(2) Return on Equity ratio	Net Profits after taxes – Preference Dividend	Average Shareholder's Equity
(3) Net Capital Turnover Ratio	Net sales = Total sales - sales return	Working capital = Current assets – Current liabilities
(4) Net Profit ratio	Net Profit	Net sales = Total sales - sales return
(5) Return on Capital Employed	Earnings before interest and taxes	Capital Employed = Tangible Net Worth + Total Debt + Deferred Tax Liability
(6) Return on investment	Income from Investments	Time weighted average investment

\* Average= (Opening+Closing)/2

# The discontinued operations of the Company are not material in nature. Therefore, the above stated financial ratios are calculated in totality and ratios of discontinuing operations are not separately presented.

Note: -

- The Company does not have any inventory. Therefore, inventory turnover ratio has not been given.
- The Company does trading on exchange traded instruments. The trades are on cash basis only. Therefore, trade payable turnover ratio has not been given.
- The Company does not have any trade receivables as at the year end. Therefore, debtor turnover ratio has not been given.

### 35 Other Statutory Information for the current and preceding financial year

- The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.
- The Company does not have any transactions with companies struck off except as disclosed below:

Name of the struck off Company	Nature of the of transactions with Struck off company,	Balance outstanding	Relationship with the Struck off company, if any
Secure Traders Private Limited	Shares held by struck off company	150,000 equity shares of Rs. 2/- each are held by the share holder.	None
The Dhampur Sugar Mills Limited	Shares held by struck-off company	3,935 equity shares of Rs. 2/- each are held by the share holder.	None



Summary of significant accounting policies and other explanatory information to the financial statement for the year ended 31-March-2023  
[All amounts are in rupees lakh, except share data and earnings per share]

- (iii) The Company has not traded or invested in Crypto currency or Virtual Currency.
- (iv) The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (intermediaries) with the understanding that the intermediary shall:
  - a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries); or
  - b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries;
- (v) The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the company shall:
  - a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or;
  - b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries
- (vi) The Company does not have any such transactions which are not recorded in the books of account that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961.
- (vii) The Company has borrowings from bank or financial institution. However, there is no charge on any assets of the Company that is required to be registered with RoC. Accordingly, no disclosure is required with reference to wilful defaulter and registration/satisfaction of charges with registrar of companies.
- (viii) The Company does not have any investment in any downstream subsidiary, joint venture, associate. Therefore, compliance with number of layers of subsidiary is not applicable on the Company.
- (ix) The Company did not enter into any scheme of arrangements in terms of sections 230 to 237 of the Companies Act, 2013 except as explained at note 37.

### 36 Employee benefit plan

#### Defined Benefit Plans – As per actuarial valuation on 31-March-2023

i. The Company operates a Gratuity Plan which is un-funded. Every employee who has completed minimum five years of service is entitled to gratuity at 15 days salary for each completed year of service in accordance with Payment of Gratuity Act, 1972.

A	Expense recognised in the Statement of Profit and Loss	Gratuity amount [Un-funded] For the year ended 31-March-2023	Gratuity amount [Un-funded] For the year ended 31-March-2022
1	<b>Components recognised in the Statement of Profit and Loss</b>		
	Interest cost	0.41	-
	Current service cost	3.57	5.66
	<b>Expenses to be recognized in P&amp;L</b>	<b>3.98</b>	<b>5.66</b>
2	<b>Components recognised in other comprehensive income (OCI)</b>		
	<b>Other comprehensive (income) / expenses (Remeasurement)</b>		
	Cumulative unrecognized actuarial (gain)/loss opening balancing figure	-	-
	Actuarial (gain)/loss - obligation	(3.82)	-
	Total Actuarial (gain)/loss	(3.82)	-
	<b>Cumulative total actuarial (gain)/loss carried forward</b>	<b>(3.82)</b>	<b>-</b>

Summary of significant accounting policies and other explanatory information to the financial statement for the year ended 31-March-2023  
[All amounts are in rupees lakh, except share data and earnings per share]

**B Amount recognised in Balance Sheet**

	As at 31-March-2023	As at 31-March-2022
Present value of the obligation at the beginning of the year	5.66	-
Interest cost	0.41	-
Current service cost	3.57	5.66
Past Service Cost	-	-
Benefits paid (if any)	-	-
Actuarial (gain)/loss	(3.82)	-
<b>Present value of the obligation at the end of the year</b>	<b>5.82</b>	<b>5.66</b>

**C Summary of membership data at the date of valuation and statistics based thereon**

Number of employee	74.00	75.00
Total monthly salary	12.48	26.40
Average past service(years)	0.80	0.60
Average future service (years)	22.50	23.30
Average age(years)	37.50	36.70
Weighted average duration (based on discounted cash flows) in years	25	21
Average monthly salary	0.17	0.35
Expected future service taking into account decrements (years)	14	14

**D Actuarial assumptions provided by the company and employed for the calculations are tabulated**

Discount rate	7.5 % per annum	7.25 % per annum
Salary Growth Rate	5.00 % per annum	5.00 % per annum
Mortality	IALM 2012-14	IALM 2012-14
Withdrawal rate (Per Annum)	5.00% p.a.	5.00% p.a.

**E Benefits valued**

Normal Retirement Age	60 Years
Salary	Last drawn qualifying salary
Vesting Period	5 Years of service
Benefits on Normal Retirement	15/26 * Salary * Past Service (yr)
Benefit on early exit due to death and disability	As above except that no vesting conditions apply
Limit	20

**F Current liability (\*Expected payout in next year as per schedule III of the Companies Act, 2013)**

Period	Year ended 31-March-2023	Year ended 31-March-2022
Current liability (Current portion)	0.02	0.02
Non-current liability (Non-current portion)	5.80	5.64
Total liability	5.82	5.66
Funding arrangements and funding policy	Not applicable	Not applicable
<b>Expected contribution during the next annual reporting period</b>		
The Company's best estimate of Contribution during the next year	5.06	10.35
<b>Maturity profile of defined benefit obligation: Weighted Average</b>		
Weighted average duration (based on discounted cash flows) in years	25	21
<b>Maturity Profile of Defined Benefit Obligation: Maturity analysis of benefit obligations</b>		
01 Apr 2022 to 31 Mar 2023	0	0.02
01 Apr 2023 to 31 Mar 2024	0.02	0.00
01 Apr 2024 to 31 Mar 2025	0.00	0.15
01 Apr 2025 to 31 Mar 2026	0.02	0.01

Summary of significant accounting policies and other explanatory information to the financial statement for the year ended 31-March-2023  
[All amounts are in rupees lakh, except share data and earnings per share]

01 Apr 2026 to 31 Mar 2027	0.08	0.11
01 Apr 2027 to 31 Mar 2028	0.11	5.35
01 Apr 2028 onwards	5.58	0
<b>Projection for next year</b>		
Best estimate for contribution during next year	5.06	10.35

### Sensitivity Analysis

Significant actuarial assumptions for the determination of the defined benefit obligation are discount rate and expected salary increase rate. Effect of change in mortality rate is negligible. Please note that the sensitivity analysis presented below may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in assumption would occur in isolation of one another as some of the assumptions may be correlated. The results of sensitivity analysis are given below

Period	31-March-2023
Defined Benefit Obligation (Base)	5.82 lakh @ Salary Increase Rate : 5%, and discount rate :7.5%
Liability with x% increase in Discount Rate	5,23,885; x=1.00% [Change (10)%]
Liability with x% decrease in Discount Rate	6,51,874; x=1.00% [Change 12%]
Liability with x% increase in Salary Growth Rate	6,52,940; x=1.00% [Change 12%]
Liability with x% decrease in Salary Growth Rate	5,22,090; x=1.00% [Change (10)%]
Liability with x% increase in Withdrawal Rate	5,78,267; x=1.00% [Change (1)%]
Liability with x% decrease in Withdrawal Rate	5,82,564; x=1.00% [Change 0%]

Period	31-March-2022
Defined Benefit Obligation (Base)	5.65 lakh @ Salary Increase Rate : 5%, and discount rate :7.25%
Liability with x% increase in Discount Rate	5,11,979; x=1.00% [Change (9)%]
Liability with x% decrease in Discount Rate	6,28,611; x=1.00% [Change 11%]
Liability with x% increase in Salary Growth Rate	6,29,412; x=1.00% [Change 11%]
Liability with x% decrease in Salary Growth Rate	5,10,451; x=1.00% [Change (10)%]
Liability with x% increase in Withdrawal Rate	5,52,006; x=1.00% [Change (2)%]
Liability with x% decrease in Withdrawal Rate	5,77,117; x=1.00% [Change (2)%]

- 37 The Board of Directors of the Company in their meeting held on 10 March 2023, approved a draft Composite Scheme of Arrangement ("The Scheme") between the Company i.e. Algoquant Fintech Limited (resulting company), Growth Securities Private Limited (demerged company) and Algoquant Investments Private Limited (Formerly Mandelia Investments Private Limited), whereby the stock broking business of Growth Securities shall be demerged into the resulting company on a going concern basis and also Algoquant Investments Private Limited shall merge in to the resulting company. The Company is in the process of undertaking necessary regulatory steps as enunciated under various applicable laws and regulations including filing the Scheme with the National Company Law Tribunal for approval. The Scheme is subject to requisite approvals and therefore, no adjustments have been made to the financial statement of the Company as of and for the year ended 31-March-2023 with respect to the Scheme.
- 38 The financial statements for the year ended 31-March-2023 were authorized and approved for issuance by the Board of Directors on 30-May-2023

As per our report of even date.

For O P Bagla & Co. LLP  
Chartered Accountants  
Firm Registration No: 000018N/N500091

Sd/-  
Deepanshu Saini  
Partner  
Membership No : 510573

Place: New Delhi  
Date: 30-May-2023

For and on the behalf of the Board of Directors

Sd/-  
Dhruv Gupta  
Director  
DIN: 06920431

Sd/-  
Yogesh Gusain  
Chief Financial Officer  
BGGPG8044R

Sd/-  
Devansh Gupta  
Managing Director  
DIN: 06920376

Sd/-  
Atul Kaushal  
Company Secretary  
DKIPK4559K



If undelivered please return to :

**ALGOQUANT FINTECH LIMITED**

(FORMERLY HINDUSTAN EVEREST TOOLS LIMITED)

(CIN: L74110DL1962PLC003634)

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Developed at Plot No. 24, Prahaladnagar

Ahmedabad City Gujarat - 380015

Corporate office; 4/11, 1st Floor Asaf Ali Road

New Delhi Central Delhi-110002

Email; [investors@algoquantfintech.com](mailto:investors@algoquantfintech.com)

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