



MONARCH
NETWORK CAPITAL

MNCL/SE/26/2025-26

Date: September 02, 2025

To,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort, Mumbai - 400001
Scrip Code No.: **511551**

To,
National Stock Exchange of India Limited
Exchange Plaza, C-1, Block G, Bandra Kurla
Complex, Bandra (East), Mumbai – 400051
Symbol - **MONARCH**

Sub: Notice of the 32nd Annual General Meeting and Annual Report for the FY 2024-25

Dear Sir/Madam,

Pursuant to Regulations 30 and 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('**Listing Regulations**'), as amended, we hereby attach the Annual Report of the Company for Financial Year 2024-25 along with the Notice of the 32nd Annual General Meeting along with other Statutory Reports for the Financial Year 2024-25.

The 32nd Annual General Meeting of the Members of the Company is scheduled to be held on Friday, September 26, 2025 at 12.30 P.M. (IST) at Prominent Corporate Residency, Plush Restaurant & Banquets, Luxury Redefined, B/H Ugati Heights, Kudasan Por Road, Kudasan, Gandhinagar - 382421, Gujarat.

Further, in accordance with the applicable circulars issued by MCA & SEBI, the Annual Report along with Notice of the AGM for the Financial Year 2024-25, is being sent through electronic mode to those Members of the Company whose e-mail addresses are registered with the Company / Depository Participants ("DP"). Further, in accordance with Regulation 36(1)(b) of the Listing Regulations, the Company will be sending a letter to Shareholders whose e-mail addresses are not registered with Company/DPs providing the web-link from where the Annual Report can be accessed on the Company's website.

The same are also being made available on the website of the Company i.e. www.mnclgroup.com.

This is for your information and records.

Yours faithfully,
For **Monarch Network Capital Limited**

Nitesh Tanwar
Company Secretary and Compliance Officer
M. No. FCS – 10181

Monarch Network Capital Limited (CIN: L64990GJ1993PLC120014)

Regd. Off.: Unit No. 803-804A, 8th Floor, X-Change Plaza, Block No. 53, Zone 5, Road - 5E, Gift City, Gandhinagar - 382355, Gujarat.

Corp. Off.: "Monarch House," Opp. Prahladbhai Patel, Garden, New Ishwar Bhuvan, Commerce Six Roads, Navrangpura, Ahmedabad – 380009, Gujarat

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Committed to
delivering
value

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Corporate Information

BOARD OF DIRECTORS & KEY MANAGERIAL PERSONNEL

Mrs. Manju Suresh Bafna

Chairman and Whole-Time Director
(DIN: 01459885)

Mr. Vaibhav Jayantilal Shah

Managing Director
(DIN: 00572666)

Mr. Ashok Daulatraj Bafna

Whole-Time Director
(DIN: 01431472)

Mr. Sathish Kumar Pazhamalai

Independent Director
(DIN: 08735238)

Ms. Avni Chouhan

Independent Director
(DIN: 08716231)

Dr. Anish Sugathan

Independent Director
(DIN: 08256871) – (w.e.f 22nd April, 2025)

Mr. Chetan Bohra

Independent Director
(DIN: 08716231) - (upto 12th February, 2025)

Mr. Gaurav Bhandari

Chief Executive Officer

Mr. Nitesh Tanwar

Company Secretary & Compliance Officer

Mr. Govinda Meghani

Chief Financial Officer
(w.e.f 16th September, 2024)

STATUTORY AUDITOR

M/s. M S K A & Associates,

Chartered Accountants
602, Floor 6, Raheja Titanium,
Western Express Highway,
Geetanjali Railway Colony,
Mumbai – 400063

SECRETARIAL AUDITOR

VKM & Associates,

Practicing Company Secretary
406, Garnet Paladium, Panch Bawadi,
Near Western Express Highway, Malad (East),
Mumbai - 400097

INTERNAL AUDITOR

M/s. Rushil Soni & Co.,

Chartered Accountants
56, Management enclave,
Mansi to Lake Road, Vastrapur,
Ahmedabad - 380015

REGISTERED OFFICE

Unit No. 803-804A, 8th Floor,
X-Change Plaza, Block No. 53,
Zone 5, Road-5E, Gift City,
Gandhinagar - 382355, Gujarat

CORPORATE OFFICE

(A) Ahmedabad

“Monarch House”, Opp Prahladbhai Patel garden,
Near Ishwar Bhuvan, Commerce Six Roads,
Navrangpura, Ahmedabad – 380009

(B) Mumbai

G Block, Laxmi Tower, B Wing, 4th Floor,
Bandra Kurla Complex, Bandra East,
Mumbai - 400051.

REGISTRAR & TRANSFER AGENT

MUFG Intime India Private Limited

(Formerly known as Link Intime India Private Limited)

Add: C 101, 247 Park, L.B.S. Marg,
Vikhroli (West), Mumbai - 400083

Tel: (0) 810 811 6767

Toll-free number: 1800 1020 878

Fax: 022 - 4918 6060

Email: mt.helpdesk@in.mpms.mufig.com

Website: in.mpms.mufig.com

Board of Directors and CEO

Under the guidance of an experienced Board of Directors and Chief Executive Officer ('CEO'), the Company adheres steadfastly to industry-best practices and corporate governance principles. The Board along with CEO ensures a client-focussed, result-driven approach, fostering sustainable growth and positioning the Company for its next phase of expansion. The Board oversees the Company's operations through a robust governance framework, safeguarding the long-term interests of stakeholders and guiding strategic processes. The Independent Directors bring invaluable perspectives and contribute significantly through their roles in various Board Committees.



**MR. VAIBHAV
JAYANTILAL SHAH**
Managing Director



Mr. Vaibhav Jayantilal Shah, with over 31 years of experience in the financial markets, is a co-founder of the Monarch Group (now merged with Network Stock Broking Limited). Under his visionary leadership, the Group is poised for transformative growth. His entrepreneurial acumen has driven expansion in branch networks, media presence, and brand development, while his strategic initiatives have forged enduring partnerships with clients, vendors, and stakeholders. A pragmatic leader, Mr. Shah has a proven track record of building high-performing teams that deliver accelerated growth, cost optimisation, and superior service quality.



**MRS. MANJU
SURESH BAFNA**
Chairman & Whole-Time
Director



Mrs. Manju Suresh Bafna brings over 28 years of expertise in capital markets and administrative affairs. Holding a Bachelor of Science degree from Mumbai University, she excels in organisational management, human resources, and operational efficiency. Her contributions have been instrumental in the Group's success and continuous enrichment.



**MR. ASHOK
DAULATRAJ BAFNA**
Whole-Time Director



Mr. Ashok Daulatraj Bafna, with over 21 years of experience in brokerage, oversees the Company's business affairs, aligning strategic objectives with financial planning. His deep understanding of capital markets enables effective management of administrative, compliance, and risk-related activities. He plays a pivotal role in cash supervision and capital-raising strategies to support the Group's expansion.



**MR. SATHISH KUMAR
PAZHAMALAI**

Independent Director



Mr. Sathish Kumar Pazhamalai is an experienced stock broker and film producer with 18+ years in financial markets and a growing footprint in the entertainment industry. He is known for strategic thinking, market insight, and a creative approach to storytelling and investment alike. He obtained his Masters in International Business from Bharathiyar University, Coimbatore in 2005.



MS. AVNI CHOUHAN

Independent Director



Ms. Avni Chouhan is the founder of M/s Avni & Associates, a practicing company secretary firm established in 2017. She brings over 9 years of professional experience in corporate and securities law, having begun her career with a leading listed company in Ahmedabad.

A qualified and registered Independent Director with the Indian Institute of Corporate Affairs, she also serves on the Boards of various listed companies. Academically, she secured an All-India Rank and Udaipur 1st Rank in the Company Secretary Professional Examinations (2014) and has contributed as a member of the Editorial Committee of the ICSI Ahmedabad Chapter.



Dr. ANISH SUGATHAN

Independent Director

Dr. Anish Sugathan is Chairperson of the Strategy Area and the Centre for Sustainability and Corporate Governance Research at the Indian Institute of Management, Ahmedabad. A PhD from IIM Bangalore and post-doctoral fellow at Harvard Kennedy School, he has also been a visiting research fellow at Princeton University.

He has served on the Board of UGVCL, advised several start-ups in energy-tech and impact investment, and is a member of expert committees of the National Green Tribunal and Bureau of Indian Standards. His research on sustainable development and corporate governance has been widely published and recognised internationally.



**MR. GAURAV
BHANDARI**

Chief Executive Officer



Mr. Gaurav Bhandari holds 17+ years of extensive experience in financial markets. He is a commerce graduate who has completed his Executive Business Management from IIM Calcutta. He has dynamic relationship management skills and a profound understanding of various businesses.

Scaling the business to new heights, he heads the Company's retail broking, institutional equities, investment banking, fund management, wealth & third-party distribution, and debt capital market businesses. The Company has undertaken significant transactions of diverse scale under his strong leadership and business acumen. Previously, he has held strategic positions at Centrum Broking and ICICI Securities, among others.



Audit Committee



Nomination and Remuneration Committee



Stakeholders Relationship Committee



Risk Management Committee



Corporate Social Responsibility Committee



Management Committee

C - Chairperson
M - Member

MONARCH NETWORK CAPITAL LIMITED

CIN: L64990GJ1993PLC120014

Regd. Office: Unit No. 803-804A, 8th Floor, X-Change Plaza, Block No. 53, Zone 5,
Road- 5E, Gift City, Gandhinagar -382355, Gujarat

Tel.: 079-26666500/079-66000500

E-mail: cs@mnclgroup.com, Website: www.mnclgroup.com

Notice

of the 32nd Annual General Meeting

NOTICE is hereby given that the 32nd Annual General Meeting (“**AGM**”) of the members of Monarch Network Capital Limited will be held on Friday, 26th day of September, 2025 at 12:30 P.M. at Prominent Corporate Residency, Plush Restaurant & Banquets, Luxury Redefined, B/H Ugati Heights, Kudasan Por Road, Kudasan, Gandhinagar - 382421, Gujarat to transact the business as mentioned below:

ORDINARY BUSINESS

1. **ADOPTION OF STANDALONE FINANCIAL STATEMENTS**

To receive, consider and adopt the Audited (Standalone) Statement of Profit and Loss, Cash Flow Statement of the Company for the financial year ended 31st March, 2025 and the Balance Sheet as at 31st March, 2025 and the Reports of the Board of Directors and the Auditors thereon.

2. **ADOPTION OF CONSOLIDATED FINANCIAL STATEMENTS**

To receive, consider and adopt the Audited (Consolidated) Statement of Profit and Loss, Cash Flow Statement of the Company for the financial year ended 31st March, 2025 and the Balance Sheet as at 31st March, 2025 and the Reports of the Board of Directors and the Auditors thereon.

3. **DECLARATION OF FINAL DIVIDEND FOR 2024-25**

To declare Final Dividend of ₹ 1/- per Equity Share for the financial year ended 31st March, 2025.

4. **APPOINTMENT OF DIRECTOR RETIRING BY ROTATION**

To re-appoint Mr. Ashok Daulatraj Bafna (DIN: 01431472), Whole-Time Director, who retires by rotation and being eligible, offers himself for re-appointment as a Director.

SPECIAL BUSINESS

5. **APPOINTMENT OF M/S VKM & ASSOCIATES, PRACTICING COMPANY SECRETARIES AS THE SECRETARIAL AUDITOR OF THE COMPANY FOR A TERM OF 5 (FIVE) CONSECUTIVE YEARS**

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

“**RESOLVED THAT** pursuant to the provision of Section 204(1) of the Companies Act, 2013 (“**the Act**”) & Rule 9 of the Companies (Appointment and Remuneration of Personnel) Rules, 2014 and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), read with circulars issued there under from time to time and other applicable provisions, if any, (including any statutory modification(s) or re-enactment thereof for the time being in force), and consent of the Audit Committee and the recommendation of the Board of Directors, the Company hereby appoints M/s VKM & Associates, Practicing Company Secretaries, as the Secretarial Auditors of the Company, to conduct the Secretarial Audit of the Company, for a term of 5 (Five) consecutive years commencing from the financial year 2025-26 until the conclusion of the 37th Annual General Meeting of the Company which will be held for the financial year 2029-30.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any committee thereof) be and is hereby authorized to fix the remuneration payable to the Secretarial Auditors of the Company, from time to time including the actual travelling and out of pocket expenses incurred in connection with the audit, in addition to taxes as applicable.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to avail or obtain from the Secretarial Auditor, such other services or certificates, reports, or opinions which the Secretarial Auditors may be eligible to provide or issue under the applicable laws at a remuneration to be determined by the Board.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this resolution."

6. **RE-APPOINTMENT OF MR. ASHOK DAULATRAJ BAFNA (DIN: 01431472) AS A WHOLE TIME DIRECTOR OF THE COMPANY FOR THE PERIOD OF 5 (FIVE) YEARS W.E.F 20th AUGUST, 2025 AND TO FIX REMUNERATION THEREOF.**

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (**"the Act"**) and Rules made thereunder including the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and the Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"Listing Regulations"**), as amended (including any statutory modification(s) or re-enactment thereof, for the time being in force), the relevant provisions of the Articles of Association of the Company and all applicable guidelines issued by the Central Government from time to time and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors at their respective meetings held on 23rd July, 2025 and subject to such other approvals, as may be necessary, approval of the Members be and is hereby accorded to re-appoint Mr. Ashok Daulatraj Bafna (DIN: 01431472) as a Whole-time Director, designated as an Executive Director, for the period of 5 (Five) consecutive years w.e.f. 20th August, 2025 till 19th August, 2030 on the terms and conditions including remuneration as set

out in the Statement annexed to the Notice, with liberty to the Board of Directors (hereinafter referred to as **"the Board"** which term shall include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit and in the best interests of the Company and as may be permissible by law and whose period of office shall be liable to retire by rotation.

RESOLVED FURTHER THAT notwithstanding anything contained to the contrary in the Act and rules made thereunder, if in, any financial year during his tenure, the Company has no profits or inadequate profits, Mr. Ashok Daulatraj Bafna (DIN: 01431472) will be paid minimum remuneration within the ceiling limit prescribed under Schedule V of the Act, or any modification or re-enactment thereof;

RESOLVED FURTHER THAT in the event of any statutory amendment or modification to Schedule V of the Act and rules made thereunder by the Central Government, the Board be and is hereby authorized to vary and alter the terms of appointment including salary, perquisites and other benefits payable to Ashok Daulatraj Bafna (DIN: 01431472) within such prescribed limit or ceiling as agreed by and between the Board and Ashok Daulatraj Bafna (DIN: 01431472) without any further reference to the members in General Meeting;

RESOLVED FURTHER THAT the Board of Directors (including Nomination and Remuneration Committee) be and is hereby authorized to vary or to increase the remuneration specified above from time to time to be payable to Mr. Ashok Daulatraj Bafna in such manner as the Board of Directors considers appropriate, provided that such variation or increase, as the case may be, are subject to the same not exceeding the overall limits specified under Section 197 and Schedule V to the Companies Act, 2013 or any amendments thereof.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorized to do all such acts, deeds and things as may be required and to delegate all or any of its powers herein conferred to any Director(s) or Committee of Directors to give effect to the aforesaid resolution."

7. **RE-APPOINTMENT OF MS. AVNI CHAUHAN (DIN: 08716231) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.**

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 ('Act') read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 ('Rules'), Regulation 16, 17 and 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“Listing Regulations”**) and other applicable provisions, if any, (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof, for the time being in force) in line with the Memorandum and Articles of Association of the Company and on the recommendation of the Nomination and Remuneration Committee (“NRC”) and approval of the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any Committee, thereof, constituted or to be constituted by the Board from time to time in this regard), Ms. Avni Chauhan, (DIN: 08716231) who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the LODR Regulations, be and is hereby re-appointed, as an Independent Director of the Company for a second term of 5 (Five) Consecutive years commencing from 20th August, 2025, until 19th August 2030 (both days inclusive), and shall not liable to retire by rotation.

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing resolutions, the Board (which term shall include any Committee thereof for the time being exercising the powers conferred on the Board by this resolution) be and is hereby authorized to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable, and to settle any question, difficulty or doubt that may arise in respect of aforesaid without being required to seek any further consent or approval of the members of the Company, or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

By order of the Board of Directors
For **Monarch Network Capital Limited**

Nitesh Tanwar
Company Secretary &
Compliance Officer
M. No. FCS-10181

Date: 23rd July, 2025
Place: Mumbai

Registered Office:

Unit No. 803-804A, 8th Floor,
X-Change Plaza, Block No. 53,
Zone 5, Road-5E, Gift City,
Gandhinagar - 382355, Gujarat
Tel: +91 (+91) 22-4321 1800 /
(+91) 22-6202 1600,
CIN: L64990GJ1993PLC120014
Website: www.mnclgroup.com
Email: cs@mnclgroup.com

NOTES:

1. A statement setting out the material facts pursuant to Section 102(1) of the Companies Act, 2013 (the “**Act**”) in respect of the special businesses at Item Nos. 5, 6 & 7 of the Notice is annexed.
2. The relevant details, pursuant to Regulations 36 of the SEBI Listing Regulations and SS-2 in respect of Directors seeking appointment / reappointment at this AGM are annexed as **Annexure A**.
3. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE ON THEIR BEHALF. A PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES, IN ORDER TO BE EFFECTIVE, MUST BE DULY COMPLETED, STAMPED, SIGNED, AND DEPOSITED AT THE COMPANY’S REGISTERED OFFICE NOT LATER THAN **48 HOURS** BEFORE THE COMMENCEMENT OF THE MEETING. PROXIES SUBMITTED ON BEHALF OF COMPANIES, SOCIETIES, PARTNERSHIP FIRMS, ETC. MUST BE SUPPORTED BY APPROPRIATE RESOLUTION/AUTHORITY.
4. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10 (ten) percent of the total paid-up share capital of the Company carrying voting rights. A member holding more than 10 (ten) percent of the total paid-up share capital of the Company carrying voting rights may appoint a single person as a proxy and such person shall not act as a proxy for any other member.
5. Corporate Members intending to send their authorized representative to attend the Meeting are requested to send the Company a duly certified copy of the resolution of its Board of Directors or other governing body authorising their representative to attend and vote on their behalf at the Meeting.
6. Members/Proxies/Representatives must bring the duly completed and signed attendance slip, mentioning their DP ID and Client ID/Folio No. Only Members/Proxies/Representatives/Invitees are permitted. Accompanying persons such as relatives or acquaintances are strictly not allowed.
7. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
8. Pursuant to Secretarial Standards on General Meetings (‘SS-2’) as issued by the Institute of Company Secretaries of India, (‘ICSI’), the route map for reaching the Meeting venue showing the prominent landmarks is given elsewhere in this Notice or annual report.
9. As a measure of austerity and green initiatives of the Company, copies of the Annual Report will not be distributed at the AGM.
10. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the Members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting. Also, the electronic copy of the relevant documents referred to in the accompanying Notice and the Statement will be made available for inspection by the Members through e-mail. The Members are requested to send an email to cs@mnclgroup.com for the same.
11. Electronic copies of the Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or arrangements in which the Directors are interested maintained under Section 189 of the Act will be available for inspection by the Members at the time of the Meeting.
12. The Certificate from the Secretarial Auditors of the Company certifying that the Company’s “Monarch Network Capital Limited Employees Stock Options Scheme – 2021”, is being implemented in accordance with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, and in accordance with the resolution of the Members passed at the general meetings will be available for inspection by the Members at the AGM.
13. In compliance with the aforesaid MCA and SEBI Circulars, Notice of the AGM along with the Annual Report FY 2024-25 is being sent only through electronic mode to those Members whose email addresses are registered with the

Company/Depositories. Members may note that the Notice and Annual Report FY 2024-25 will also be available on the Company's website at <https://www.mnclgroup.com> and on the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, on the website of CDSL at <https://www.evotingindia.com>. The Physical copy of Annual Report 2025 will be dispatched only to those shareholders who request the same to cs@mnclgroup.com with Folio/DP ID & Client ID.

14. As per Regulation 36(1)(b) of the SEBI Listing Regulations, a letter providing the weblink of the Annual Report for FY 2024-25, will be sent to those member(s) who have not registered their email address with the Company / Depositories / Depository Participants / MUFG Intime India Private Limited [(Registrar and Share Transfer Agent of the Company formerly known as Link Intime India Private Limited) ('MUFG Intime')].
15. The Company has notified the closure of the Register of Members and Share Transfer Books from Saturday, September 20, 2025 to Friday, September 26, 2025 (both days inclusive) for the purpose of AGM and payment of the Final Dividend of ₹ 1 per equity share of ₹ 10 each subject to approval by the Members. The Final Dividend, if approved, will be paid within 30 days from the date of approval/declaration to those Members whose names appear in the Register of Members as of Friday, September 19, 2025 ('Record Date').
16. Members holding shares in electronic form are requested to intimate any change in their address or bank mandates to their Depository Participants immediately with whom they are maintaining their Demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company / MUFG Intime.

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

Mandatory updation of PAN, KYC, Nomination and Bank details by Members:

17. In terms of the Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023 and SEBI/HO/ MIRSD/POD-1/P/CIR/2023/181 dated November 17, 2023, the SEBI has mandated the submission of a Permanent Account Number (PAN), Nomination, Contact details, Bank A/c details, and Specimen signature for their corresponding folio numbers by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN to the Company/MUFG Intime. The forms required for submitting the necessary details are available for download at <https://www.mnclgroup.com>

The Non-Resident Indian Members are requested to inform their Depository Participant, immediately of:

- i. Change in their residential status on return to India for permanent settlement;
 - ii. Particulars of their bank account maintained in India with complete bank name, branch, account type, account number, and address of the bank with a pin code number, if not furnished earlier.
18. As per Regulation 40 of the SEBI Listing Regulations, as amended from time to time, the transfer, transmission, and transposition of the securities of the listed entities shall be effected only in dematerialized form. In view of this and to eliminate all risks associated with physical shares along with the ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or MUFG Intime for assistance in this regard.
 19. The SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P / CIR /2022 /8 dated 25th January, 2022 has mandated listed companies to issue securities in dematerialized form only while processing service requests viz., Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal / exchange of securities certificate; endorsement; sub-division / splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition.

The Members holding shares in physical form are requested to furnish the relevant details in Form ISR-1 (updating KYC details), Form ISR-2 (signature-related confirmation), ISR-3 (opting out of nomination) ISR-4 (request for duplicate share certificate), along with Form SH-13 (nomination form), and SH-14 (cancellation/variation in nomination) in accordance with Section 72 of the Act as made available on the Company's website for the respective purpose at <https://www.mnclgroup.com>. Alternatively, members may send the above forms/documents by email to MUFG Intime at rnt.helpdesk@in.mpms.mufig.com or upload on their web-portal at <https://web.in.mpms.mufig.com/KYC-downloads.html>.

In respect of members holding shares in demat mode, the details as furnished by the Depositories as on the Record Date will be considered by the Company. Hence, members holding shares in demat mode are requested to update their details with their Depository Participants at the earliest.

20. As per amended SEBI Listing Regulations, it has been mandated that the transfer of securities should be done in dematerialized form only. In view of the same and to eliminate all risks associated with physical shares and to avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form.
21. With a view to taking 'Green Initiative in Corporate Governance' by allowing paperless compliance by the companies, MCA has allowed companies to share documents with Members through electronic communication. It is a welcome move for society at large, as this will largely reduce paper consumption and allow the public at large to contribute towards a greener environment. This is a golden opportunity for every Member to support the initiative of MCA. To support the initiative of MCA, the Company will henceforth send the documents to Members in electronic form, at the e-mail address provided by Members with their respective depositories. In case, Members desire to have a different e-mail address to be registered, they may please update the same with their respective Depository Participant. Registering an e-mail address helps to receive communication promptly, reduce paper consumption and save trees, avoid loss of documents in postal transit and save costs on

paper and postage. The Company also publishes a copy of its Annual Report and quarterly results on its website.

22. Members are requested to communicate matters relating to shares and dividend matters to the Company's Registrar and Share Transfer Agent at the following address:

MUFG Intime India Private Limited
(Unit: Monarch Network Capital Limited)
CIN – U67190MH1999PTC118368
C 101, Embassy 247, L.B.S. Marg,
Vikhroli (West), Mumbai-400083, India
Tel.: +91 8108116767 or toll free No.: 1800 1020 878
E-mail: rnt.helpdesk@in.mpms.mufig.com
Website: <https://in.mpms.mufig.com>

23. The Company has designated an exclusive email id viz., cs@mnclgroup.com to enable Investors to register their grievances, if any. The Members may note that in case of any dispute against the Company and/or its Registrar and Share Transfer Agent, SEBI vide its Circular SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/14 dated 11 August 2023, has introduced Online Dispute Resolution (ODR), which is in addition to the existing SCORES 2.0 platform which can be utilised by the investors and the Company for dispute resolution. Please note that the investors can initiate dispute resolution through the ODR portal only after exhausting the option to resolve dispute with the Company and on the SCORES 2.0 platform.

The ODR portal can be accessed at <https://smartodr.in/login> and also on Company's Website at <https://www.mnclgroup.com/investor-information>. For more details, the website links of the Stock Exchanges are given: <https://bseclrs.bseindia.com/ecomplaint/frmlInvestorHome.aspx> and <https://www.nseindia.com/complaints/online-dispute-resolution>.

Dividend Related:

24. SEBI vide its Master Circular No. SEBI/HO/MIRSD/POD-1/P/ CIR/2024/37 dated May 7, 2024, has mandated that with effect from April 1, 2024 dividend to members who are holding securities in physical form, shall be paid only through electronic mode. Such payment shall be made only after the members furnish their PAN, contact details (postal address with PIN and mobile number), bank account details and specimen signature ('KYC') and choice of Nomination.

25. Pursuant to the Finance Act, 2020, dividend income is taxable in the hands of the Members and the Company is required to deduct tax at source from the dividend paid to the Members at the prescribed rates. The Members are requested to refer to the Finance Act, 2020 for the prescribed rates for various categories, and amendments thereto. The Members are requested to update their PAN with the Company/MUFG Intime (in case of shares held in physical mode) and depositories (in case of shares held in Demat mode).

A resident individual shareholder with PAN whose income does not exceed the maximum amount not chargeable to tax or who is not liable to pay income tax, as the case may be, can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source. The Members can submit their tax exemption forms directly to your Company. The requisite form for claiming tax exemption can be downloaded from company's website. The URL for the same is as under: <https://www.mnclgroup.com/dividend-related-information#institute-feature>.

Incomplete and/or unsigned forms and declarations will not be considered by the Company. The Members may note that in case the tax on said final dividend is deducted at a higher rate in absence of receipt of the aforementioned details/documents, the option is available to the Members to file the return of income as per the Income Tax Act, 1961 and claim an appropriate refund, if eligible. Non-resident Members can avail of beneficial rates under a tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits. Please note that the Members who have PAN may not be eligible for Double Taxation Avoidance Agreement ('DTAA') benefits if the e-filed Form 10F is not furnished.

26. Members who wish to claim dividends, that remained unclaimed, are requested to correspond with the Company at 'cs@mnclgroup.com'. Members are requested to note that dividends not encashed or claimed within 7 (seven) years from the date of transfer to the Company's Unpaid Dividend Account,

will be transferred to the Investor Education and Protection Fund ('IEPF') maintained by the Government of India. Further, if the dividend amount remains unpaid for 7 (seven) consecutive years, then the corresponding shares will also be transferred to IEPF. The details of the unclaimed dividends are available on the Company's website at www.mnclgroup.com. Members are requested to contact MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited) at C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai - 400 083, Company's RTA, to claim the unclaimed / unpaid dividends.

27. The Members may send their queries or service requests in electronic mode only through MUFG website, the link for which is https://web.in.mpms.mufg.com/helpdesk/Service_Request.html or +91 810 811 6767 or to the Company's designated/exclusive e-mail id: cs@mnclgroup.com.

28. E-Voting:

Process and manner for members opting for voting through electronic means:

- (a) Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI Listing Regulations (as amended), and pursuant to the MCA Circulars, 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 Central Depository Services (India) Limited (CDSL), as the authorized 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 CDSL.
- (b) Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. Friday, September 19, 2025, shall be entitled to avail the facility of remote e-voting as well as venue voting system on the date of the AGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.

- (c) A person who has acquired the shares and has become a member of the Company after the despatch of the Notice of the AGM and prior to the Cut-off date i.e. Friday, September 19, 2025, 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 part.
- (d) The remote e-voting will commence on Tuesday, September 23, 2025 at 9.00 a.m. and will end on Thursday, September 25, 2025 at 5.00 p.m. During this period, the members of the Company holding shares either in physical form or in demat form as on the Cut-off date i.e. Friday, September 19, 2025 may cast their vote electronically. The members will not be able to cast their vote electronically beyond the date and time mentioned above and the remote e-voting module shall be disabled for voting by CDSL thereafter.
- (e) Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.
- (f) The voting rights of the members shall be in proportion to their share in the paid up equity share capital of the Company as on the Cut-off date i.e. Friday, September 19, 2025.
- (g) The Board of Directors has appointed M/s. VKM & Associates, Practicing Company Secretaries, Mumbai (represented by Mr. Vijay Kumar Mishra (FCS 5023, COP 4279) as the Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the same purpose. The Scrutinizer shall, immediately after the conclusion of venue voting at the AGM and voting within half hour after the end of the AGM, unblock the votes cast through remote-evoting, venue e-voting, voting at the time of the AGM and issue, not later than 2 working days of the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favor or against, if any, to any of the Executive Directors or Company Secretary of the Company, who shall countersign the same and declare the result of the voting forthwith.
- (h) The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company (www.mnclgroup.com) and on the website of CDSL www.evotingindia.com immediately after the declaration of result. The results shall also be immediately submitted to the BSE Limited and National Stock Exchange of India where the shares of the Company are listed.
- (i) Any person holding shares in physical form and non-individual Members, who acquires shares of the Company and becomes a member of the Company after the Notice is sent through e-mail and holding shares as of the cut-off date i.e. Friday, September 19, 2025, may obtain the login ID and password by sending a request at cs@mnclgroup.com. However, if you are already registered with CDSL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using 'Forgot User Details / Password' or 'Physical User Reset Password' option available on www.evotingindia.com. In case of Individual Member holding securities in demat mode who acquire shares of the Company and become a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. Friday, September 19, 2025 may follow steps mentioned in the Notice of the AGM under **'THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING'**
- (j) E-voting Event Number ('**EVEN**') of the Company is **250829072**.
29. **THE INTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING AS UNDER:**
- (i) The voting period begins on Tuesday, September 23, 2025 at 9.00 a.m. and will end on Thursday, September 25, 2025 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date i.e. Friday, September 19, 2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable

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

Step 1: Access through Depositories CDSL/ NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option.

Type of shareholders Login Method

	<p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on www.cdsindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with NSDL Depository	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Type of shareholders Login Method

Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

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

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (v) Login method for Remote e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.
- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
 - 2) Click on "Shareholders" module.
 - 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 - 4) Next enter the Image Verification as displayed and Click on Login.
 - 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
 - 6) If you are a first-time user follow the steps given below:

For Physical shareholders and other than individual shareholders holding shares in Demat.	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant Company name i.e. Monarch Network Capital Limited on which you choose to vote.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cs@mnclgroup.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

- (i) For Physical shareholders - please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id.
- (ii) For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP).
- (iii) For Individual Demat shareholders – Please update your email id & mobile no. with your

respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 21 09911.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following Statement sets out all material facts relating to the Special business mentioned in the Notice:

Item No. 5

In accordance with the provisions of Section 204 and other applicable provisions of the Companies Act, 2013, read with Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) (**"the Act"**), every listed company and certain other prescribed categories of companies are required to annex Secretarial Audit Report issued by a Practicing Company Secretary to their Board's report prepared under Section 134(3) of the Act. SEBI vide its notification dated 12th December, 2024 amended Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 (**"the Listing Regulations"**).

The amended regulation read with the SEBI circular no. SEBI/ HO/CFD/CFDPoD-2/CIR/P/2024/185 dated 31st December, 2024 ('the Circular') have inter-alia prescribed the term of appointment/re-appointment, eligibility, qualifications and disqualifications of Secretarial Auditor of a Listed Company. Pursuant to the amendments to Regulation 24A of the Listing Regulations, a listed entity must appoint a Secretarial Audit firm for a maximum of two terms of five consecutive years, with shareholders' approval to be obtained at the Annual General Meeting.

Accordingly, based on the recommendation of the Audit Committee, the Board of Directors has approved and recommended to the members of the Company, the appointment of M/s. VKM & Associates, Company Secretaries, as the Secretarial Auditor of the Company for a period of 5 (Five) consecutive years, commencing from the financial year 2025-26 until the conclusion of the 37th Annual General Meeting of the Company which will be held in the financial year 2029-30. The Board of Directors have approved that in addition to the Secretarial Audit Report, the Secretarial Auditor may also render such other services or provide such certificates, reports, or opinions which the Secretarial Auditors may be eligible to provide or issue under the Applicable Laws.

VKM & Associates is a well-known firm of Practicing Company Secretaries based out of Mumbai. The Firm was founded Mr. Vijay Kumar Mishra, CA & CS who has been in practice since 1997. Currently, the Firm is supported by an excellent team of 4 qualified partners and 5 Trainees. The Client profile consists of about 15 Listed Companies and more than 50 Big Private Companies.

The area of expertise comprises of:

1. Advising and Handling of secretarial matters relating to Corporate Law.
2. Handling end-to-end merger/demerger/joint venture/capital restructuring/liquidation/wind up assignments etc.
3. Carrying out Secretarial Audit, Due Diligence Audit.
4. Establishment of Limited Companies, Limited Liability Partnership (LLP) and advising & carrying out related compliances.
5. Representations before various Adjudicating Authorities (ROC, SEBI, RD etc.)

Additional fees for statutory certifications and other professional services, if any, required to be obtained from the Secretarial Auditor, will be determined separately by the Board of Directors (including any Committee thereof) in consultation with the Secretarial Auditors. The remuneration for the subsequent financial years will also be approved by the Board (including any Committee thereof).

M/s. VKM & Associates has provided its consent cum eligibility letter and consented to act as the Secretarial Auditors of the Company and has confirmed that the proposed appointment, if made, would be within the limit specified by the Institute of Companies Secretaries of India and in compliance with the provisions of the Act and the Listing Regulations. Accordingly, the consent of the shareholders is sought for the appointment of VKM & Associates as the Secretarial Auditors of the Company.

The Board of Directors recommends the ordinary resolution for approval by the members, as set out in the Item no. 5 of the notice convening the meeting.

None of the Directors, Key Managerial Personnel (KMP), or their relatives have any financial or other interest in the proposed resolution.

Item No. 6

Pursuant to recommendation of the Nomination and Remuneration Committee ("**NRC**"), the Board of Directors of the Company at its meeting held on 23rd July, 2025, re-appointed Mr. Ashok Daulatraj Bafna as a Whole-time Director designated, for a period of 5 (Five) years with effect from 20th August, 2025 till 19th August, 2030, liable to retire by rotation, subject to approval of shareholders.

Mr. Ashok Daulatraj Bafna, with over 21 years of experience in brokerage, oversees the company's business affairs. He aligns strategic thinking with organizational objectives, developing financial strategies while analyzing financial and accounting data. His deep understanding of the capital market allows him to effectively manage administrative and compliance affairs, as well as investment and risk management activities. Mr. Bafna plays a pivotal role in supervising cash management and executing capital raising strategies to support the Group's expansion plans.

Given the knowledge, background, experience and past performance of Mr. Bafna, the NRC and the Board have decided that it would be in the best interest of the Company to re-appoint him as a Whole-time Director as he fulfils the criteria laid down in the Nomination and Remuneration Policy for appointment/re-appointment of Directors.

The Company has received confirmation from Mr. Bafna that he is neither disqualified from being reappointed as a Whole-time Director in terms of Section 164(2) of the Act, nor debarred from holding the office of director by virtue of any SEBI order or any other such authority. He has given all the necessary declarations and confirmations including his consent to be reappointed on the Board of the Company. He also satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under Section 196(3) of the Act for being eligible for his appointment.

It is proposed to seek members' approval for the appointment and remuneration payable to him as Whole-time Director of the Company in terms of the applicable provisions of the Act and the rules made thereunder on the terms and conditions detailed below:

Brief particulars of the terms of re-appointment of and remuneration payable to Mr. Ashok Daulatraj Bafna are as under:

Tenure	5 (Five) years with effect from 20 th August, 2025 till 19 th August, 2030
Maximum remuneration over tenure	The remuneration is subject to maximum 10% of increment on fixed remuneration every year or such other percentage as may be decided by the NRC and/ or Board.
Fixed remuneration	₹ 30,00,000 p.a.
Variable pay	He shall be entitled to variable pay as per the company policies and shall be approved annually by the NRC and / or Board.
Sitting fees	No sitting fees shall be paid to him for attending Board / Committee Meetings.
Other perquisites and benefits	He shall be entitled to provident fund, superannuation fund, gratuity, leave encashment, personal accident insurance, benefits under the Company's pension scheme etc, as per the Company policies as amended or modified from time to time. The perquisite value of the facilities / benefits shall be determined as per the Income Tax Act, 1961 and the Rules framed thereunder. In the absence of any such Rules, perquisites and allowances shall be evaluated at actual cost.
Increments	Annual increase, if any, in salary shall be as per Company policies and shall be decided by the Board of Directors on the recommendation of the NRC.
Minimum remuneration	If in any financial year during the currency of his tenure, the Company has no profits or if its profits are inadequate, he shall be entitled to minimum remuneration by way of basic salary, perquisites, allowances within the limits prescribed under Section II, Part II of Schedule V of the Act as amended from time to time.

Notice period & severance pay	His office may be terminated by the Company or by him by giving 3 months prior notice in writing. No severance pay shall be paid to him.
Rotation	Liable to retire by rotation
Miscellaneous	<p>a. The perquisites and allowances shall be evaluated wherever applicable, as per the provisions of the Income Tax Act 1961 or any rules thereunder or any statutory modifications or re-enactment thereof, in the absence of any such rules, perquisites and allowances shall be evaluated at actual cost.</p> <p>b. The Company's contribution to provident fund, superannuation or annuity fund, to the extent these singly or together are not taxable under the Income tax law, gratuity payable and encashment of leave as per the rules of the Company and to the extent not taxable under the Income tax law, shall not be included for the purpose of computation of the overall ceiling of remuneration.</p>

The above may be treated as a written memorandum setting out the terms of appointment of Mr. Ashok Daulatraj Bafna under Section 190 of the Act.

Disclosure as required under Schedule V to the Act is given hereunder:

1. General Information

I	Nature of Industry	Stock Broking and other financial activities
II	Date or expected date of Commercial Production	Not applicable as the Company has already commenced its business activities
III	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable

2. Financial Performance (Standalone)

Particulars	(Amount in Lakhs)		
	For the year ended		
	March 2025	March 2024	March 2023
Revenue from operations	32,238.88	27,081.49	14,564.30
Profit before tax	18,637.27	15,514.59	4,720.45
Profit after tax	14,395.16	11,651.39	3,483.81
Share capital	7,846.09	3,386.95	3,386.95
Net worth	76,912.92	32,356.65	20,610.00

3. Foreign investments or collaborations, if any

There is no direct foreign investment in the Company except to the extent shares held by Foreign Institutional Investors acquired during the initial public offering, open market and QIP. There is no foreign collaboration in the Company.

4. Information about the appointee

a. Background details

Background details have been provided in the Annexure to this Notice.

b. Past remuneration

He has drawn remuneration of ₹ 24,02,472 as a Whole-time Director of the Company.

c. Recognition or awards

He has contributed significantly to the company's growth and success. However, the organization has not yet established any formal system of recognition or awards.

d. Job profile and suitability

Mr. Ashok Daulatraj Bafna, with over two decades of expertise in brokerage and capital markets sector, oversees the overall business operations of the Company. He is responsible for aligning strategic initiatives with organizational goals, formulating financial strategies, and analyzing financial and accounting data to support sound decision-making. Leveraging his deep market insight, Mr. Bafna plays a key role in managing investment, risk, compliance, and administrative functions. He also leads cash flow management and capital raising initiatives to facilitate the Group's growth and expansion objectives.

e. Remuneration proposed

Remuneration proposed have been provided in the Annexure to this Notice.

f. Comparative remuneration profile with respect to Industry, size of the Company, profile of the position and person

Taking into consideration the size of the Company and the individual profile of Mr. Ashok Daulatraj Bafna and the industry benchmarks, the remuneration proposed

to be paid is commensurate with the remuneration packages paid to similar senior level positions in other companies in the industry.

g. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any.

He has no pecuniary relationship directly or indirectly with the Company or its key managerial personnel other than drawing remuneration in the capacity as Whole-Time Director of the Company.

5. Other Information

1	Reason for inadequate profit	The information pertaining to said clauses shall be disclosed at appropriate places in the financial year in which the loss or inadequacy of profits is incurred.
2	Step taken or proposed to be taken for improvement	
3	Expected increase in productivity and profits in measurable terms	

Additional information in respect of Mr. Ashok Daulatraj Bafna, pursuant to the Listing Regulations and Secretarial Standards - 2 is provided in the Annexure to this Notice.

Mr. Ashok Daulatraj Bafna and his relatives may be deemed to be interested in the resolution, to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

The Board of Directors recommends the special resolution for your approval.

Item No. 7

Ms. Avni Chouhan (DIN: 08716231) was appointed as an Independent Director of the Company pursuant to Section 149 of the Act, read with the Companies (Appointment and Remuneration of Personnel) Rules, 2014 by the Board, effective from 20th August, 2020, to hold office up to 19th August, 2025. The members, at the Annual General Meeting ('AGM')

held on 30th September, 2020, had approved the same. Accordingly, her first tenure of five years will be expiring on 19th August, 2025. As per Section 149 of the Act, an Independent Director may hold office for two terms of up to 5 (Five) consecutive years each.

Therefore, she is proposed to be re-appointed for a second term of 5 (Five) Consecutive years as an Independent Director of the Company. The Nomination and Remuneration Committee ("**NRC**"), after taking into account the performance evaluation of Ms. Avni Chouhan and considering the vast experience and significant contributions made by her during her tenure as an Independent Director, as well as the belief that her continued association would be beneficial to the Company, the Board of Directors, based on the recommendation of the NRC, vide its meeting held on 23rd July, 2025 has approved the re-appointment of Ms. Avni as an Independent Director of the Company for a second term of 5 (Five) Consecutive years commencing from 20th August, 2025 until 19th August, 2030, subject to the approval of the Members of the Company being sought in ensuing Annual General Meeting. The profile of Ms. Avni is as follows:

Ms. Avni Chouhan is a founder of M/s Avni & Associates, Practicing Company Secretary firm established in the year 2017, specializes in providing high quality services and solving complexity relating to corporate law matters and general legal affairs. Avni has over 9+ years of practical work exposure of Company Secretary work profile as she started her journey with one of the Ahmedabad based giant Listed Company. Ms. Avni is meticulous law professional having with zeal to dig deep into various Laws viz. Corporate, Securities, and Laws dealt with various issues affecting start-ups etc. Besides, she is also a Corporate blogger and her articles on above issues are getting featured at her personal blogs and other websites. She is also a qualified and registered Independent Director of Indian Institute of Corporate Affairs and at present she is holding directorship at various Listed Companies.

Moreover in her academics she holds All India Rank in Company Secretary Professional Examinations, Institute of Company Secretary of India, New Delhi, June, 2014. Also, 1st Rank at Udaipur, Rajasthan, India in Company Secretary Professional Examinations, Institute of Company Secretary of India, New Delhi, June, 2014. Also she was a Member of Editorial Committee of ICSI Chapter of Ahmedabad in the year 2019.

The Company has received from Ms. Avni all statutory disclosures / declarations, including:

- (i) Consent to act as Director pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 ('Rules');
- (ii) Intimation in Form DIR-8 in terms of the Rules to the effect that she is not disqualified under the provisions of Section 164(2) of the Act;
- (iii) Declaration to the effect that she meets the criteria of independence as provided in Section 149(6) of the Act read with Regulation 16(1)(b) of the Listing Regulations;
- (iv) Confirmation in terms of Regulation 25(8) of the Listing Regulations that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge his duties and

Ms. Avni has also confirmed that she is in compliance with Rules 6(1) and 6(2) of the Rules, with respect to the registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

In the opinion of the Board of Directors, Ms. Avni is a person of integrity, possesses the relevant expertise and fulfills the conditions specified in the Act and the Listing Regulations for her re-appointment as an Independent Director and she is independent of the Management.

Except Ms. Avni, none of the Directors and Key Managerial Personnel of the Company and/or their relatives are deemed to be concerned or interested (financially or otherwise) in the proposed Special Resolution, except to the extent of their shareholding in the Company, if any.

Considering the above, the Board of Directors recommends the resolution as set out at item no. 7 of this Notice with respect to the re-appointment of Ms. Avni as an Independent Director for approval of the Members of the Company as a **Special Resolution**.

By order of the Board of Directors
For **Monarch Network Capital Limited**

Nitesh Tanwar
Company Secretary &
Compliance Officer
M. No. FCS-10181

Date: 23rd July, 2025
Place: Mumbai

Registered Office:

Unit No. 803-804A, 8th Floor,
X-Change Plaza, Block No. 53,
Zone 5, Road-5E, Gift City,
Gandhinagar - 382355, Gujarat
Tel: +91 (+91) 22-4321 1800 /
(+91) 22-6202 1600,
CIN: L64990GJ1993PLC120014
Website: www.mnclgroup.com
Email: cs@mnclgroup.com

ANNEXURE A

Details under Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in terms of Secretarial Standard – 2 on General Meetings, in respect of Director seeking appointment and re-appointment as per Agenda item 4, 6 & 7

Name of the Director	Mr. Ashok Daulatraj Bafna	Ms. Avni Chouhan
Category of Director	Executive Director	Non- Executive Independent Director
Director Identification Number ('DIN')	01431472	08716231
Date of Birth/Age	03 rd July, 1972 (53 Years)	15 th April, 1991 (34 years)
Nationality	India	India
Qualifications	B.com	B.com, CS, Masters in Commerce in Accounts and Statistics
Brief resume and Nature of expertise in specific functional areas	Mr. Ashok Daulatraj Bafna, holding 21+ years of broking service experience, oversees the company's business affairs. Aligning strategic thinking with organisational objectives, he strives to create financial strategies alongside analysing financial and accounting data. His profound understanding of the capital market enables him to effectively manage administrative and compliance affairs as well as investment and risk management activities. He plays a crucial role in supervising cash management and executing capital-raising strategies for undertaking the Group's expansion plans.	Ms. Avni Chouhan is a qualified Company Secretary, securing 23 rd rank in the All India Rank holder in Company Secretary Professional Examinations. With 9+ years of industry experience, she specialises in various secretarial, legal, accounting and other allied matters.
Date of first appointment/ re-appointment	20 th August, 2020	20 th August, 2020
Terms and conditions of the appointment/ re-appointment	Please refer the Explanatory Statement of this Notice.	Please refer the Explanatory Statement of this Notice.
Remuneration last drawn from the Company	₹ 24,02,472/- (Rupees Twenty Four Lakhs Two Thousand Four Hundred and Seventy Two Only).	Nil
Remuneration proposed to be paid	₹ 30,00,000/- (Rupees Thirty Lakhs Only).	Remuneration to be drawn from the Company shall comprise of the sitting fees paid for attending the Board and/or Committee Meeting as may be approved by the Board of directors.
Shareholding in the Company including shareholding as a beneficial owner as on 31 st March, 2025	14,07,000 (1.79%)	Nil
Relationship with other Directors, Managers or Key Managerial Personnel of the Company	None	None

Name of the Director	Mr. Ashok Daulatraj Bafna	Ms. Avni Chouhan
Number of Board meetings attended during FY 2024-25	9 (100%)	4 (44.44%)
Directorships on other Boards as on 31 st March, 2025	1. Simandhar Securities Private Limited 2. Monarch Network Finserve Private Limited	1. One Global Service Provider Limited 2. SVS Ventures Limited 3. Hipolin Ltd 4. Texel Industries Limited
Membership/ Chairmanship of Committees of the other Boards as on 31 st March, 2025	Nil	Audit Committee 1. One Global Service Provider Limited – Chairperson 2. SVS Ventures Limited 3. Hipolin Ltd 4. Texel Industries Limited Nomination & Remuneration Committee 1. One Global Service Provider Limited 2. SVS Ventures Limited 3. Hipolin Ltd 4. Texel Industries Limited - Chairperson CSR Committee Texel Industries Limited Risk Management Committee Texel Industries Limited Stakeholders Relationship Committee 1. One Global Service Provider Limited – Chairperson 2. SVS Ventures Limited 3. Hipolin Ltd - Chairperson 4. Texel Industries Limited Finance & Investment Committee Texel Industries Limited

Name of the Director	Mr. Ashok Daulatraj Bafna	Ms. Avni Chouhan
Listed entities from which resigned as a director in the past three years	Nil	<ol style="list-style-type: none"> 1. Transwind Infrastructures Limited 2. Spazio Formulations Limited 3. Osia Hyper Retail Limited
Justification for choosing the appointee for appointment as independent director	Not Applicable	Please refer the Explanatory Statement of this Notice

By order of the Board of Directors
For **Monarch Network Capital Limited**

Date: 23rd July, 2025
Place: Mumbai

Nitesh Tanwar
Company Secretary &
Compliance Officer
M. No. FCS-10181

Registered Office:

Unit No. 803-804A, 8th Floor,
X-Change Plaza, Block No. 53,
Zone 5, Road-5E, Gift City,
Gandhinagar - 382355, Gujarat
Tel: +91 (+91) 22-4321 1800 /
(+91) 22-6202 1600,
CIN: L64990GJ1993PLC120014
Website: www.mnclgroup.com
Email: cs@mnclgroup.com

Board's Report

Dear Shareholders,

Your Directors are pleased to present their Thirty-second Report together with the audited financial statements of your Company for the Financial Year ended 31st March, 2025 ("FY 2024-25").

1. FINANCIAL PERFORMANCE AND OPERATIONAL HIGHLIGHTS

The Audited Financial Statements of your Company as on 31st March, 2025, are prepared in accordance with the applicable Indian Accounting Standards ("Ind AS") and Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and the provisions of the Companies Act, 2013 ("Act").

The summarized financial highlight is depicted below:

Particulars	Standalone		Consolidated	
	FY 2025	FY 2024	FY 2025	FY 2024
Revenue from Operations	32,238.88	27,081.49	32,680.49	27,769.16
Other Income	57.36	98.41	116.96	130.52
Total Income	32,296.24	27,179.90	32,797.45	27,899.68
Total Expenses	13,653.13	11,660.56	13,523.95	11,483.27
Profit before exceptional and extraordinary items	18,643.11	15,519.34	19,273.50	16,416.41
Extraordinary items - Prior Period Expenses	(5.84)	(4.74)	(5.85)	(4.65)
Profit before Tax	18,637.27	15,514.60	19,267.65	16,411.76
Current Tax	4,105.05	3,808.90	4,319.73	4,038.08
Deferred tax	78.36	6.82	11.75	7.01
Taxes for Earlier Years	58.70	47.48	9.57	51.69
Profit for the Year (After Tax)	14,395.16	11,651.40	14,926.60	12,314.98
Other comprehensive (loss)/income for the year	(6.56)	(14.92)	(6.61)	(14.92)
Total comprehensive income for the year	14,388.60	11,636.48	14,919.99	12,300.06
Earnings per share:				
- Basic	19.43	17.20	20.15	18.18
- Diluted	19.18	17.20	19.89	18.18

i. Key highlights of the Segment wise financial performance is summarized below:

Particular	Standalone		Consolidated	
	FY 2025	FY 2024	FY 2025	FY 2024
a) Broking and Related Services				
1) Fees and commission income	19,067.42	18,077.92	19,067.42	18,040.59
2) Interest Income	10,842.83	7,198.84	10,842.83	7,236.07
3) Net gain/(Loss) on fair value changes	2,328.63	1,804.73	2,328.63	1,804.73
4) Other Income	57.36	98.41	57.36	98.41
b) Non-Banking financial business	-	-	663.31	825.96
c) Insurance business	-	-	153.46	168.26
Less: Inter segment revenue	-	-	(315.56)	(274.35)
Total	32,296.24	27,179.90	32,797.45	27,899.68

ii. Key highlights of Standalone Financial Performance

- Gross income reported by the Company was ₹ 32,296.24 lakhs for the year ended 31st March, 2025 as against ₹ 27,179.90 lakhs in the previous year, registering an increase of 18.82%;
- Profit before tax for the year increased by 20.13% to ₹ 18,637.27 lakhs as compared to ₹ 15,514.60 lakhs in the FY 2023-24; and
- Profit after tax of the Company was ₹ 14,395.16 lakhs for the year ended 31st March, 2025 as compared to profit after tax of ₹ 11,651.40 lakhs in the previous year, registering an increase of 23.55%.

iii. Key highlights of Consolidated Financial Performance

- Gross income increased by 17.55% to ₹ 32,797.45 lakhs as compared to ₹ 27,899.68 lakhs in the FY 2023-24;
- Profit before tax for the year increased by 17.40% to ₹ 19,267.65 lakhs as compared to ₹ 16,411.76 lakhs in the FY 2023-24; and
- Profit after tax for the year increased by 21.21% to ₹ 14,926.60 lakhs as compared to ₹ 12,314.98 lakhs in the FY 2023-24.

2. STATE OF COMPANY'S AFFAIRS

The discussion on state of Company's affairs has been covered as part of the Management Discussion and Analysis report.

3. STOCK EXCHANGE & LISTING FEES

The Equity Shares of the Company are listed at BSE Limited & National Stock Exchange of India Limited.

Your Company has paid the requisite Annual Listing Fees to National Stock Exchange of India Limited (**Symbol: MONARCH**) and BSE Limited (**Scrip Code: 511551**), where its Equity Shares are listed.

4. TRANSFER TO GENERAL RESERVES

During the financial year, there was no amount proposed to be transferred to the general reserve on a standalone basis.

5. DIVIDEND

The Board of Directors ("**Board**") of your Company as on 24th May, 2024, had adopted the Dividend Distribution Policy ("**Policy**") in accordance with the terms of the SEBI Listing Regulations. The said policy is also available on the website of the Company in pursuant to the Regulation 43A of the SEBI Listing Regulations which can be accessed at <https://www.mnclgroup.com/mncl-policies>.

The Board at their meeting held on 27th May, 2025, post considering good performance and strong cash flows has recommended the final dividend of ₹ 1/- per equity share (i.e. 10% of the Face Value) to the Shareholders for their approval in ensuring Annual General Meeting ("**AGM**") for the FY2024-25.

The Company has not paid any Interim Dividend during the financial year under review.

Unclaimed Dividend

As on 31st March, 2025, a nominal amount of ₹ 10.44 lakhs remains unclaimed in our Unpaid Dividend Accounts. In line with our commitment to transparency and shareholder engagement, we have published a comprehensive statement on our website to assist shareholders in identifying and claiming their uncollected dividends. To view the statement and initiate the claim process, please visit: <https://www.mnclgroup.com/dividend-related-information>

The dividends that are unclaimed/unpaid for seven years shall be transferred to the Investor Education and Protection Fund ("**IEPF**") administered by the Central Government within the stipulated time period. However, the Company did not have any obligation to transfer funds to IEPF.

6. SUBSIDIARY COMPANIES

As on 31st March, 2025, your Company had 3 ("**three**") direct subsidiaries. During the financial year, your Board of Directors reviewed the affairs of the subsidiaries. The consolidated financial statements of your Company are prepared in accordance with Section 129(3) of the Companies Act, 2013; and forms part of this Annual Report.

A statement containing the salient features of the financial statements of the subsidiaries in Form **AOC-1**, is appended as "**Annexure I**" to

the Board' Report. The statement also provides the details of the performance and financial positions of each of the subsidiaries.

The separate audited financial statements in respect of each of the subsidiary companies are open for inspection and are also available on the website of your Company at www.mnclgroup.com. Pursuant to the requirements of Regulation 34 (3) read with Schedule V of the SEBI Listing Regulations, the details of Loans/ Advances made to and investments made in the subsidiary have been furnished in Notes forming part of the Accounts.

Further, the Company does not have any joint venture or associate companies during the year or at any time after the closure of the year and till the date of the report.

Further investment in Monarch Network Capital IFSC Private Limited ("MNCIPL")

During the year under review, the Company has made a further investment of ₹ 9,50,00,000/- (Rupees Nine Crores and Fifty lakhs) in the equity shares of Monarch Network Capital IFSC Private Limited, its subsidiary. The allotment of 95,00,000 (Ninety Five lakhs only) equity shares, of ₹ 10/- (Ten Rupees) each, amounting to ₹ 9,50,00,000/- (Nine Crores and Fifty lakhs Only) was made against such investment vide Right Issue on 28th March, 2025.

MNCIPL, based at GIFT IFSC, has received the certificate of registration as a Registered Fund Management Entity (Retail) from the International Financial Services Centers Authority ("IFSCA") (Registration No: IFSCA/FME/III/2025-26/169) dated 29th April, 2025.

The award of this prestigious license marks a major milestone in MNCL Group's strategic journey, enabling it to meaningfully expand its offerings in the fund management business through the introduction of value-added and globally competitive products.

7. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the provision of Section 134(5) and as required under Section 134(3)(c) of the Companies Act, 2013 and according to the information and explanations received by the Board, your Directors state that:

- a) in the preparation of the annual financial statements for the financial year ended 31st March, 2025, the applicable accounting standards have been followed, and there are no material departures from prescribed accounting standards;
- b) your Company has selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent, so as to give a true and fair view of the state of affairs of your Company, at the end of the financial year; and of the profit and loss of your Company, for that period;
- c) proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of your Company and for preventing and detecting fraud; and other irregularities;
- d) the annual financial statements have been prepared on a going concern basis;
- e) the directors, have laid down internal financial controls to be followed by your Company and that such internal financial controls are adequate and were operating effectively;
- f) The directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

8. MUTUAL FUND APPLICATION

As part of its strategic growth initiatives, the Company has decided to venture into the Mutual Funds sector. In pursuit of this, an application for a Mutual Fund license was submitted to the Securities and Exchange Board of India ("SEBI") on 31st December, 2024.

However, pursuant to a pending proceeding under Section 11B of the SEBI Act, 1992 involving the company and its promoters, the application was voluntarily withdrawn to await resolution of the matter.

A show Cause Notice No. SEBI/HO/IVD/ID12/OW//P/2024/21040/2 dated 27th June, 2024 issued under Section 11(1), 11(4), 11(4A), 11B(1) and 11B(2) r/w Section 15 HA and 15HB of the SEBI Act, 1992 r/w Rule 4 of SEBI (Procedure for Holding Inquiry and Imposing Penalties) Rules, 1995 was settled by the company by paying a settlement amount of ₹ 11.37 lakhs on 7th February, 2025.

Subsequently, SEBI issued an order on 30th April, 2025, in favor of the promoters, discharging them from all allegations. Following this development, the Company submitted a fresh application to SEBI on 14th May, 2025, which is currently under review.

This initiative reflects the Company's intent to diversify its financial services portfolio and enhance long-term value creation for stakeholders.

9. AMENDMENT OF MEMORANDUM OF ASSOCIATION

(a) Increase in Authorized Share Capital of the Company

During the period under review, the company has amended the Memorandum of Association to increase the authorized share capital of the company from existing ₹ 65,00,00,000/- (Rupees sixty-five crores only) divided into 5,40,00,000 (Five crores forty lakhs) equity shares of ₹ 10/- each; and 5,00,000 (Five lakhs) 6% cumulative redeemable preference shares of ₹ 100/- each and 60,00,000 (Sixty lakhs) preference shares of ₹ 10/- each to ₹ 100,00,00,000/- (Rupees one hundred crores only) divided into 8,90,00,000 (Eight crores and ninety lakhs) equity shares of ₹ 10/- each; and 5,00,000 (Five lakhs) 6% cumulative redeemable preference shares of ₹ 100/- each and 60,00,000 (Sixty lakhs) preference shares of ₹ 10/- each.

(b) Change in Object clause of the Memorandum of Association

During the period under review, the company has amended its main objects to include activities related to Mutual Funds. Further, the existing business activities under the Main Object Clause have been expanded and re-defined for greater clarity.

This alteration was approved by a Special Resolution passed by the members of the Company through Postal Ballot on 18th January, 2025.

In furtherance to the above, Corporate Identification Number ("CIN") of Company has been updated from L65920GJ1993PLC120014 to L64990GJ1993PLC120014. This update follows the revision of the company's NIC code by the Registrar of Companies ("ROC") to better align the CIN with the Company's name and objects.

10. SHARE CAPITAL

(a) Authorized Share Capital

As on 31st March, 2025, the Authorized Share Capital of the Company stood as under:

Authorized Share Capital	Rupees
8,90,00,000 equity shares of face value of ₹ 10/- each	89,00,00,000
5,00,000 6% cumulative redeemable preference shares of face value of ₹ 100/- each	5,00,00,000
60,00,000 preference shares of face value of ₹ 10/- each	6,00,00,000
Total	1,00,00,00,000

During the period under review, the shareholders of the company in its Extra ordinary General Meeting dated 22nd August, 2024 has approved the increase of authorized share capital of the company from existing ₹ 65,00,00,000/- (Rupees sixty-five crores only) divided into 5,40,00,000 (Five crores forty lakhs) equity shares of ₹ 10/- each; and 5,00,000 (Five lakhs) 6% cumulative redeemable preference shares of ₹ 100/- each and 60,00,000 (Sixty lakhs) preference shares of ₹ 10/- each to ₹ 100,00,00,000/- (Rupees one hundred crores only) divided into 8,90,00,000 (Eight crores and ninety lakhs) equity shares of ₹ 10/- each; and 5,00,000 (Five lakhs) 6% cumulative redeemable preference shares of ₹ 100/- each and 60,00,000 (Sixty lakhs) preference shares of ₹ 10/- each.

(b) Issued, Subscribed and Paid up Share

Capital

As on 31st March, 2025, the paid-up equity share capital of the Company stood at ₹78,46,09,380/- (Rupees Seventy-Eight Crores Forty-Six lakhs Nine Thousand Three Hundred and Eighty only), comprising 7,84,60,938 (Seven Crores Eighty-Four lakhs Sixty Thousand Nine Hundred and Thirty-Eight) equity shares of ₹ 10/- each.

This represents a significant increase from the previous year's paid-up capital of ₹ 33,86,95,180/-, comprising 3,38,69,518 equity shares of ₹ 10/- each, as on 31st March, 2024.

(c) Fund raised through preferential allotment

On 28th August, 2024, the Company allotted 53,60,951 (Fifty-Three lakhs Sixty Thousand Nine Hundred and Fifty-One) fully paid-up equity shares of face value of ₹ 10/- each, at an issue price of ₹ 560/- per share (including a premium of ₹ 550/- per share), aggregating to ₹ 300,21,32,560/- (Rupees Three Hundred Crores Twenty-One lakhs Thirty-Two Thousand Five Hundred and Sixty only). This allotment was made to identified persons on a preferential basis, in accordance with applicable regulatory provisions.

(d) Bonus Issue

Subsequently, on 16th September, 2024, the Company issued 3,92,30,469 (Three Crores Ninety-Two lakhs Thirty Thousand Four Hundred Sixty-Nine) fully paid-up bonus equity shares of face value ₹ 10/- each, in the ratio of 1:1.

These shares were allotted to:

- Existing members of the Company holding fully paid-up equity shares as on the Record Date of 13th September, 2024, and
- Allottees of the aforementioned preferential issue.

The bonus issue was made by capitalizing ₹ 39,23,04,690/- (Rupees Thirty-Nine Crores Twenty-Three lakhs Four Thousand Six Hundred and Ninety only) from the Securities Premium Account, as per the audited financial statements of the Company for the financial year ended 31st March, 2024.

11. ANNUAL RETURN

Pursuant to Section 134(3)(a) and Section 92(3) of the Companies Act, 2013 read with rule 12(1) of the Companies (Management and Administration) Rules, 2014, the copy of Annual Return in **Form No. MGT-7** can be accessed on our website i.e. <https://www.mnclgroup.com/annual-reports>.

12. BOARD & ITS COMMITTEES

i. Board

The Board of the Company comprises of 5 ("**Five**") Directors as on 31st March, 2025, the details are as below:

Sr. No.	Name of the Director	DIN	Designation
1	Mrs. Manju Suresh Bafna	01459885	Chairman & Whole –Time Director
2	Mr. Vaibhav Jayantilal Shah	00572666	Managing Director
3	Mr. Ashok Daulatraj Bafna	01431472	Whole –Time Director
4	Mr. Sathish Kumar Pazhamalai	08735238	Independent Director
5	Ms. Avni Chouhan	08716231	Independent Director

Changes in Directors

During the period under review, the second term of Mr. Chetan Bohra (DIN: 03645353), Non-Executive Independent Director, came to an end. Consequently, he ceased to hold office as Director effective from 13th February, 2025. The Board places on record its sincere appreciation for the valuable guidance and contributions made by Mr. Chetan Bohra during his tenure, particularly in the deliberations and strategic decision-making of the Board.

Subsequent to the end of the financial year, and upon the recommendation of the Nomination and Remuneration Committee, the Board approved the appointment of Dr. Anish Sugathan as an Non-Executive Independent Director of the Company for a term of five years, effective 22nd April, 2025. This appointment fills the vacancy created by the conclusion of Mr. Bohra's term.

Additionally, Mr. Sathish Kumar Pazhamalai, Non-Executive Independent Director, whose first term of five years concluded on 16th April, 2025, was re-appointed by the Board based on the recommendation of the Nomination and Remuneration Committee for a second term of five years.

The appointments of both Dr. Anish Sugathan and Mr. Sathish Kumar Pazhamalai as Independent Directors have been duly confirmed by the shareholders through a postal ballot.

ii. Committees constituted by the Board

Your Company has in place the Committee(s) as mandated under the provisions of the Companies Act, 2013 and SEBI Listing Regulations. There are currently six committees of the Board, namely:

1. Audit Committee
2. Stakeholders' Relationship Committee
3. Nomination and Remuneration Committee
4. Corporate Social Responsibility Committee
5. Risk Management Committee
6. Management Committee

The Board Committees are in compliance with the requirements of the relevant provisions of applicable laws and statutes. The details of all the Committees along with their charters, composition and meetings held during the year, are provided in the Report on Corporate Governance, which forms part of this Annual Report.

iii. Key Managerial Personnel ("KMP")

As of the date of this report, the following individuals are designated as the Key

Managerial Personnel ("KMP") of the Company, other than the Managing Director and Whole-time Director, in accordance with the provisions of Section 2(51) and Section 203 of the Companies Act, 2013:

- (a) Mr. Gaurav Bhandari – Chief Executive Officer
- (b) Mr. Nitesh Tanwar – Company Secretary & Compliance Officer
- (c) Mr. Govinda Meghani – Chief Financial Officer

These executives continue to play a pivotal role in the management and administration of the Company in compliance with applicable statutory requirements.

Change in Key Managerial Personnel

Mr. Govinda Meghani was appointed as the Chief Financial Officer ("CFO") of the Company with effect from 16th September, 2024. He has been entrusted with the responsibilities as prescribed under the Companies Act, 2013, the SEBI Listing Regulations, and any other duties as may be assigned by the Board of Directors from time to time.

iv. Directors Retiring by Rotation

Pursuant to the provisions of Section 152 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 and the Articles of Association of the Company, Mr. Ashok Daulatraj Bafna (DIN: 01431472), Whole-Time Director, is liable to retire by rotation at the ensuing 32nd Annual General Meeting and being eligible, has offered himself for re-appointment.

The Board of Directors recommends the re-appointment of Mr. Ashok Daulatraj Bafna at the forthcoming AGM of the Company.

Additional information as required under Regulation 36(3) of the SEBI Listing Regulations, in respect of the Director recommended for re-appointment, is provided in the Notice convening the 32nd Annual General Meeting of the Company.

v. Meetings of Board and its committees

Throughout the reviewed financial year, the Board of Directors, its Committees, and the Independent Directors convened at regular intervals. These meetings were held to deliberate on strategic matters, take informed decisions, and provide direction on various aspects of the Company's business operations.

The active participation and constructive engagement during these meetings ensured effective oversight, robust governance, and alignment with the Company's long-term strategic objectives.

S. No.	Body	Numbers of times met during the year	Dates
1	Board	9	24 th May 2024, 15 th July, 2024, 28 th July, 2024, 28 th August 2024, 16 th September, 2024, 11 th November, 2024, 13 th December, 2024, 7 th February, 2025 and 24 th March, 2025
2	Audit Committee	6	11 th April, 2024, 24 th May 2024, 15 th July, 2024, 28 th July, 2024, 11 th November, 2024 and 7 th February, 2025
3	CSR Committee	2	24 th May 2024 and 7 th February, 2025
4	Nomination and Remuneration Committee	3	24 th May 2024, 16 th September, 2024 and 7 th February, 2025
5	Stakeholders Relationship Committee	1	7 th February, 2025
6	Risk Management Committee	2	15 th July, 2024 and 7 th February, 2025
7	Management Committee	7	21 st June, 2024, 23 rd August, 2024, 7 th October, 2024, 3 rd January, 2025, 17 th February, 2025, 5 th March, 2025 and 19 th March, 2025

The frequency and number of the aforementioned Board and Committee meetings were in strict compliance with the applicable provisions of the Companies Act, 2013 and other relevant Regulations. A comprehensive disclosure regarding the Board of Directors, its Committees, their composition, terms of reference, as well as the number of meetings held and the attendance record of Directors, is provided in the Report which forms part of this report.

share capital, to issue of shares on preferential basis and for approval of bonus issue of shares;

- (2) Annual General Meeting on 20th September, 2024 for approval of financial statements; and
- (3) Postal Ballot dated 16th December, 2024 for change in object clause of the Memorandum of Association.

vi. Annual General Meeting/Extra-Ordinary General Meeting/ Postal Ballot

During the year under review, the Company conducted the following General Meetings and Postal Ballot in compliance with applicable provisions of the Companies Act, 2013 and relevant rules:

- (1) Extra-Ordinary General Meeting on 22nd August, 2024 to increase authorized

vii. Independent Directors' Review Meeting

A separate meeting of the Independent Directors was convened on 7th February, 2025 to assess the performance of Non-Independent Directors and the effectiveness of the Board and its committees collectively. During this session, a comprehensive questionnaire designed to probe various aspects of Board operations was distributed among the Directors. The evaluation criteria

for Independent Directors encompassed their level of engagement in meetings, interpersonal skills, understanding of the business and its subsidiaries, capacity for independent judgment, expertise, and adherence to the compliance framework.

viii. Declaration by Independent Directors under Sub-Section (6) of Section 149

All independent directors of the Company have submitted the requisite declarations confirming their ongoing compliance with the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI Listing Regulations, 2015. Furthermore, they have affirmed their adherence to the Code of Conduct outlined in Schedule IV of the Companies Act, 2013.

These declarations include confirmations that they are not barred from holding the office of director by any SEBI order or any other authoritative body and have maintained their registration with the database of the Indian Institute of Corporate Affairs ("IICA"). The Board, based on thorough evaluation, is of the opinion that all independent directors consistently demonstrate integrity, expertise, and experience, significantly contributing to the governance of the Company.

Additionally, all directors of the Company have confirmed that there are no disqualifications against them for appointment as directors, in accordance with Section 164 of the Companies Act, 2013.

ix. Board Evaluation

Pursuant to provisions of the Companies Act, 2013 and the SEBI Listing Regulations, the Board has carried out an annual evaluation of the performance of the Board, its Committees and of individual Directors.

The Board has carried out an evaluation of its own performance, the directors individually as well as the evaluation of the working of its Committees. The Board has devised questionnaire to evaluate the performances of each of executive, non-executive and Independent Directors. Such questions are prepared considering the business of the Company and the expectations that

the Board have from each of the Directors. The evaluation framework for assessing the performance of Directors comprises of the following key areas:

- a. Attendance of Board Meetings and Board Committee Meetings;
- b. Quality of contribution to Board deliberations;
- c. Strategic perspectives or inputs regarding future growth of Company and its performance;
- d. Providing perspectives and feedback going beyond information provided by the management and
- e. Ability to contribute to and monitor our corporate governance practices.

Evaluation Outcomes and Board Feedback

The responses to the questionnaire were carefully analyzed, and a consolidated report was prepared and presented to the Nomination and Remuneration Committee and the Board. This report aims to enhance the Board's effectiveness based on the feedback received. The Directors have expressed their satisfaction with the thoroughness of the evaluation process, affirming its role in reinforcing the Board's overall governance and operational efficiency.

x. Familiarization Programme for Independent Directors / Non-Executive Directors

The Company undertakes necessary induction programme for new Directors and ongoing training for existing Directors. The new directors are briefed about the Company processes and to familiarize them with the business activities of the Company. The management provides such information and training either at the meeting of Board of Directors or otherwise.

The induction process is designed to:

- build an understanding of the Company processes and
- fully equip Directors to perform their role on the Board effectively.

The details of familiarization programme of the Independent Directors are available on the Company's website at <https://www.mnclgroup.com/storage/familiarization-programme-for-ids.pdf>.

13. EMPLOYEE STOCK OPTION SCHEME

Monarch Network Capital Limited Employees Stock Options Scheme 2021 ("**the Scheme**") is administered by Monarch Network Capital Limited Employees Welfare Trust ("**ESOP Trust**") under the instructions and supervision of Nomination and Remuneration Committee ("**NRC**") of the Company.

The Scheme is implemented through a trust route in accordance with SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("**SEBI SBEB Regulations**") with an objective:

- To motivate the Employees to contribute to the growth and profitability of the Company.
- To retain the Employees and reduce the attrition rate of the Company.
- To achieve sustained growth and the creation of Shareholder value by aligning the interests of the Employees with the long-term interests of the Company.
- To create a sense of ownership and participation amongst the Employees to share the value they create for the Company in the years to come, and
- To provide additional deferred rewards to Employees.

During the year under review, there is no material change in the existing scheme of the Company and the scheme is in compliance with SEBI SBEB Regulations. However, the Company has issued bonus equity share in the proportion of 1 (One) new fully paid-up bonus equity share of face value of ₹ 10/- (Rupees ten only) each for every 1 (One) existing fully paid-up equity share of face value of ₹ 10/- (Rupees ten only) each held by the grantee of the scheme.

Pursuant to the requirements of the SEBI SBEB Regulations, a certificate has been issued by the Secretarial Auditor of the Company confirming that the scheme has been implemented in accordance with the said Regulations, would be placed at the ensuing AGM of the Company for inspection by the members.

The particulars required to be disclosed pursuant to the SEBI SBEB Regulations is available on the website of the Company at <https://www.mnclgroup.com/miscellaneous>.

14. PARTICULARS OF EMPLOYEES & REMUNERATION

The requisite details pursuant to Section 197 of the Companies Act, 2013 read with Rule 5(1), 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial personnel) Rules, 2014, are appended to this report as "**Annexure II**".

15. CORPORATE SOCIAL RESPONSIBILITY

In terms of the provisions of Section 135 of the Companies Act, read with Companies (Corporate Social Responsibility Policy) Rules, 2014 ("**CSR Rules**"), the Board of Directors of your Company has constituted a Corporate Social Responsibility ("**CSR**") Committee. The composition and terms of reference of the CSR Committee is provided in the report on Corporate Governance which forms part of this report.

The Company has policy on Corporate Social Responsibility recommended by the CSR Committee and approved by the Board and the same can be accessed on the Company's website at <https://www.mnclgroup.com/mncl-policies>.

As per the Companies Act, 2013, as prescribed, companies are required to spend at least 2% of their average net profits for three immediately preceding financial years i.e. ₹1,78,92,824. Accordingly, your Company has spent ₹1,21,50,000 and availed a set-off amount of ₹57,60,000 from the surplus CSR expenditure of previous years, as permitted under the CSR Rules towards the CSR activities during FY 2024-25.

The report on Corporate Social Responsibility initiatives as required under CSR Rules is given as "**Annexure-III**".

16. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

In terms of Regulation 34 of the SEBI Listing Regulations, the Management Discussion and Analysis Report, which gives a detailed account of state of affairs of the Company's operations forms part of this Annual Report.

17. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

Pursuant to the provisions of Section 186 of the Companies Act, 2013 and Schedule V of the SEBI Listing Regulations, the particulars of loans, advances, guarantees, and investments made by the Company during the financial year are disclosed in the relevant notes to the accompanying financial statements, which form an integral part of this Annual Report.

18. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

All related party transactions that were entered with your Company, during the financial year under review were on arm's length basis and were in the ordinary course of the business. In terms of the Act, there were no materially significant related party transactions entered into by your Company with its Promoters, Directors, KMP, its wholly-owned subsidiary companies or other designated persons, which may have a potential conflict with the interest of your Company at large, except as stated in the Financial Statements. Hence, the disclosure of related party transactions as required under Section 134(3)(h) of the Companies Act, 2013 in Form AOC-2 is not applicable to your Company.

Member may refer to note no. 39 and 40 to the standalone and consolidated financial statement respectively, which sets out related party disclosures pursuant to IND AS-24. As per the policy on Related Party Transactions as approved by the Board of Directors, your Company has entered into related party transactions based upon the omnibus approval granted by the Board of Directors on the recommendation of the Audit Committee of your Company.

On a quarterly basis, the Audit Committee reviews such transactions, for which such omnibus approval was given. The policy on Related Party Transactions was revised during the year in view of amendments in applicable rules and the said policy as approved by the Board of Directors, is accessible on your Company's website at <https://www.mnclgroup.com/mncl-policies#institute-feature>.

19. INTERNAL FINANCIAL CONTROLS

The Corporate Governance Policies guide the conduct of affairs of your Company and clearly delineate the roles, responsibilities and

authorities at each level of its governance structure and key functionaries involved in governance. The Code of Conduct for Senior Management and Employees of your Company ("**the Code of Conduct**") commits Management to financial and accounting policies, systems and processes. The Corporate Governance Policies and the Code of Conduct stand widely communicated across your Company at all times. The Board of your Company has laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively.

20. AUDITORS

i. Statutory Auditors and their Report

Pursuant to the provisions of Section 139(2) of the Act and the rules made thereunder, the members at their Thirty First (31st) Annual General Meeting ("**AGM**") of your Company held on 20th September, 2024, approved the appointment of M/s. M S K A & Associates, Chartered Accountants (ICAI firm Registration Number: 105047W) as the Statutory Auditors of your Company, for a period of 5 (five) years i.e. till the conclusion of your Company's Thirty sixth (36th) Annual General Meeting for FY 2028-29.

Pursuant to the notification issued by the Ministry of Corporate Affairs dated 07th May, 2018, ratification of appointment of auditors is not required, when auditors are appointed for a period of five years.

The notes to the financial statements referred in the Auditor Report are self-explanatory and therefore do not call for any comments under Section 134 of the Companies Act, 2013. The Auditor's Report is enclosed with the financial statements in this Annual Report.

ii. Secretarial Auditor and their Report

Pursuant to the provisions of Regulation 24A of the SEBI Listing Regulations and in accordance with Section 204 of the Act, basis recommendation of the Board, the Company is required to appoint Secretarial Auditor, with the approval of the Members at its AGM.

In light of the aforesaid, the Board of the Company has recommended the appointment of Mr. Vijay Kumar Mishra,

Partner, VKM & Associates, Practicing Company Secretary (Certificate of Practice Number: 4279) as the Secretarial Auditor of the Company for a period of 5 (five) consecutive financial years, i.e.; from FY 2025-26 up to FY 2029-30, subject to approval of the Members at the ensuing AGM of the Company, to undertake secretarial audit as required under the Act and SEBI Listing Regulations and issue the necessary secretarial audit report for the aforesaid period.

Mr. Vijay Kumar Mishra, Partner, VKM & Associates, Practicing Company Secretary (Certificate of Practice Number: 4279) have confirmed that their appointment, if made, will comply with the eligibility criteria in terms of SEBI Listing Regulations. Further, the Secretarial Auditor has confirmed that they have subjected themselves to Peer Review process by the Institute of Company Secretaries of India ("ICSI") and hold valid certificate issued by the Peer Review Board of ICSI.

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 Mr. Vijay Kumar Mishra, Partner, VKM & Associates, Practicing Company Secretary (Certificate of Practice Number: 4279) to undertake the Secretarial Audit of the Company for financial year ended 31st March, 2025.

The Secretarial Audit Report is appended as "**Annexure IV**" to the Board's Report. There is no adverse remark, qualification, reservation or disclaimer in the Secretarial Audit Report.

iii. Annual Secretarial Compliance Report

Pursuant to the provisions of Regulation 24A(2) of the SEBI Listing Regulations, Annual Secretarial Compliance Report for the financial year ended 31st March, 2025 was obtained from VKM & Associates, Practicing Company Secretary (Certificate of Practice Number: 4279).

There is no adverse remark, qualifications or reservation in the Annual Secretarial Compliance Report.

iv. Secretarial Audit of Material Unlisted Indian Subsidiary

There is no Material Unlisted Indian Subsidiary of the Company as on 31st March, 2025 and hence, the requirement under Regulation 24A of the SEBI Listing Regulations regarding the Secretarial Audit of Material Unlisted Indian Subsidiary is not applicable to the Company for the financial year ended 31st March, 2025.

v. Internal Auditor

The Board of Directors at their meeting held on 24th May, 2024 had appointed M/s. Rushil Soni & Co., Chartered Accountants, as Internal Auditors of the Company for the financial year ended 31st March, 2025, to conduct the internal audit of the various areas of operations and records of the Company.

The periodic reports of the said internal auditors are regularly placed before the Audit Committee along with the comments of the management on the action taken to correct any observed deficiencies on the working of the various departments.

vi. Cost Records

The maintenance of cost records as specified under Section 148 of the Act is not applicable to the Company.

vii. Reporting of Frauds by Auditors

During the year under review, the Statutory Auditor and Secretarial Auditor have not reported any instances of frauds committed in the Company by its Officers or Employees to the Audit Committee under Section 143(12) of the Companies Act, 2013.

viii. Board's comments on the Auditors Report

The observations of the Statutory Auditor/ secretarial auditor/ Internal auditor, when read together with the relevant notes to the accounts and accounting policies are self-explanatory and do not call for any further comment.

21. CHANGE IN REGISTRAR AND SHARE TRANSFER AGENT ('RTA')

The Company has appointed MUFG Intime India Private Limited (Previously known as Link Intime

India Private Limited) as the Registrar and Share Transfer Agent ("RTA") vide Board Resolution dated 11th November, 2024 in place of erstwhile RTA i.e. Skyline Financial Services Private Limited.

The shareholders may reach out to the our RTA at email rnt.helpdesk@in.mpms.muvg.com and phone number +91 8108116767.

22. PUBLIC DEPOSITS

Throughout the financial year under review, the Company has neither invited nor accepted any deposits from the public, in accordance with Section 73 of the Companies Act, 2013, and the Companies (Acceptance of Deposits) Rules, 2014.

23. COMPLIANCE WITH SECRETARIAL STANDARDS

Your Company is in compliance with the applicable Secretarial Standards, issued by the ICSI and approved by the Central Government under Section 118(10) of the Act. This affirmation reflects the Company's commitment to maintaining the highest standards of corporate governance.

24. BUSINESS RESPONSIBILITY AND SUSTAINABILITY

Pursuant to Regulation 34(2)(f) of the SEBI Listing Regulations, the Business Responsibility and Sustainability Report ("BRSR") detailing the initiatives undertaken by the Company is included as a part of this Annual Report. Consistent with the mandates of the SEBI Listing Regulations, this report is also available on the Company's website for broader access. Stakeholders interested in understanding our commitment to sustainable business practices and corporate responsibility can view the BRSR at <https://www.mnclgroup.com/announcement-under-regulation-30>.

This accessibility ensures transparency and provides insights into how our operations align with broader environmental and social goals.

25. CORPORATE GOVERNANCE REPORT

Your Company believes in adopting best practices of corporate governance. Corporate governance principles are enshrined in the spirit of Monarch Network Capital Limited, which forms the core values of the Company. These guiding principles are also articulated through the Company's code of business conduct,

Corporate Governance guidelines, charter of various sub-committees and disclosure policy. As per Regulation 34 read with Schedule V of SEBI Listing Regulations, a separate section on corporate governance practices followed by your Company, together with a certificate from M/s. VKM & Associates, Practising Company Secretaries, on compliance with corporate governance norms under the SEBI Listing Regulations, is provided as "Annexure -V" to this Annual Report.

26. NOMINATION AND REMUNERATION POLICY

Your Company has in place a Nomination and Remuneration Policy, formulated in accordance with Section 178 of the Act and the SEBI Listing Regulations, and the same is available on the Company's website at <https://www.mnclgroup.com/mncl-policies>. The Policy provides guidance on the selection and nomination of Directors to the Board of the Company, the appointment of Senior Management Personnel, and captures the Company's Leadership Framework for its employees. It explains the principles of overall remuneration, including short-term and long-term incentives payable to Executive Directors, KMP, Senior Management, and other employees of the Company. The remuneration paid to Executive Directors, KMP, and Senior Management is in accordance with the Policy.

27. VIGIL MECHANISM / WHISTLE BLOWER POLICY

The Company has adopted a Whistle blower Policy to deal with instance of fraud and mismanagement, if any. The Company has further established a mechanism for directors and employees to report concerns about unethical behavior, actual or suspected fraud, or violation of our Code of Conduct and Ethics. The mechanism also provides for adequate safeguards against victimization of directors and employees who avail of the mechanism and also provide for direct access to the Chairman of the Audit Committee in the exceptional cases. The details of the Whistle blower Policy is explained in the report of Corporate Governance and also posted on the website of the Company at <https://www.mnclgroup.com/mncl-policies>. We affirm that during the FY 2024-25, no employee or director was denied access to the Audit Committee.

28. THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

Your company has zero tolerance towards any action on the part of any of its employees, which may fall within the ambit of 'Sexual Harassment' at workplace.

Your Company recognizes its responsibility and continues to provide a safe working environment for women, free from sexual harassment and discrimination. In compliance with the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, the Company has constituted a committee and put in place a Policy on prevention of Sexual Harassment of Women at workplace. The policy can be accessed on the website of the Company at the link - <https://www.mnclgroup.com/mncl-policies>.

Your Directors further state that during the FY 2024-25, there were no complaints received pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. The following is reported pursuant to Section 22 of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

- (a) number of complaints of sexual harassment received in the year: Nil
- (b) number of complaints disposed off during the year: Nil
- (c) number of complaints pending as on end of the financial year: Nil

29. POLICIES

The details of the Key Policies adopted by your Company are available on website of the Company on web link <https://www.mnclgroup.com/mncl-policies>.

30. RISK MANAGEMENT

The Company has laid down a well-defined Risk Management Policy to identify the risk, analysis and to undertake risk mitigation actions. The Board of Directors regularly undertakes the detailed exercise for identification and steps to control them through a well-defined procedure.

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

Pursuant to Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (accounts) rules, 2014, details regarding the Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo for the year under review are as follows:

A) Conservation of Energy

- a. **Steps taken or impact on conservation of energy** - The operations of the Company are not energy intensive. However, adequate measures have been initiated across all branches of the Company to reduce energy consumption as the Company is committed to sustainable business practices by contributing to environment protection and considers energy conservation as one of the strong pillars of preserving natural resources.
- b. **Steps taken by the Company for utilizing alternate sources of energy** - The Company is engaged in providing financial services and as such its operations do not account for substantial energy consumption. Several environment friendly measures adopted by the Company include:
 - Creating environmental awareness by way of distributing the information in electronic / digital form
 - Installation of LED lights in place of CFLs
 - Reducing electricity demand wherever underutilized
 - Limited access to printers
 - Shutting off all the lights and air-conditioners when not in use
 - Minimizing air-conditioning usage

- c. **The capital investment on energy conservation equipment** – During the year under review, the Company did not incur any capital investment on energy conservation equipment.

B) Technology Absorption

- a. **The efforts made towards technology absorption** - The management keeps itself abreast of the technological advancements in the industry and has adopted best in class technology across business, operations and functions. The Company is accelerating the technology and digital transformation on continuous basis. It stays invested in creating a seamless digital and customer experience across digital touch points. Your Company's focused approach is to keep on enhancing its in-house tech capabilities.

The management is aware of increasing threats in the information security domain and has taken several steps to ensure that the Company is safeguarded against cyber security attacks, data leakage and security breaches. It has ensured that the Company is at all times compliant with both regulatory and technological controls. Organization has adopted a multi-layered security approach by implementing security controls for addressing people, process and technology risks.

- b. **The benefits derived like product improvement, cost reduction, product development or import substitution**- Not Applicable
- c. **In case of imported technology (imported during the last three years reckoned from the beginning of the financial year)** - Not Applicable
- d. **The expenditure incurred on Research and Development** - During the year under review, the Company did not incur any expenditure on research and development.

C) The Particulars of Foreign Exchange Earning and Outgo for the year under review are as follows:

There was no foreign exchange earnings and outgo during the year.

32. MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR AND THE DATE OF THIS REPORT:

There were no material changes and commitments, affecting the financial position of the Company which could have an impact on your company's operation in the future or its status as a "going concern", between the end of FY 2024-25 and till the date of this report.

33. GENERAL CONFIRMATION

The Board of Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions / events on these items during the year under review:

- i. Neither the Managing Director nor the Executive Director received any remuneration or commission from any of the subsidiaries of your Company;
- ii. Issue of equity shares with differential rights as to dividend, voting or otherwise;
- iii. The Company does not have any scheme of provision of money for the purchase of its own shares by employees or by trustees for the benefit of employees except Employees Stock Option Schemes (ESOS) referred to in this Report;
- iv. Issue of Shares including Sweat Equity Shares to the employees of the Company under any scheme as per provisions of Section 54(1)(d) of the Companies Act, 2013;
- v. Issue of Shares (including Sweat Equity Shares) to employees of the Company under any Scheme save and except Employees Stock Option Schemes (ESOS) referred to in this Report;
- vi. Significant or material orders passed by the Regulators or Courts or Tribunals which impact the going concern status and the Company's operation in future;

- vii. No instances of non-exercising of voting rights in respect of shares purchased directly by employees under a scheme pursuant to Section 67(3) of the Companies Act, 2013;
- viii. The Company has not entered into any One-Time Settlement with Bank's or Financial Institutions and therefore, no details of Valuation in this regard are available;
- ix. There has been no change in the nature of business of your Company;
- x. There was no revision of financial statements and Board's Report of the Company during the year under review;
- xi. There are no proceedings, either filed by the Company or filed against the Company,

pending under the Insolvency and Bankruptcy Code, 2016 as amended, before National Company Law Tribunal or other courts during the FY 2024-25;

34. ACKNOWLEDGEMENT

Your Directors wishes to place on record their gratitude and deep appreciation for the continued support and co-operation received by the Company from the shareholders, clients, suppliers, bankers, business partners/ associates, financial institutions and employees and look forward for their continued support in the future as well.

Your Directors appreciate and value the contribution made by every member of the MNCL family.

For and on behalf of the Board of Directors

Place: Mumbai
Date: 27th May, 2025

Vaibhav Jayantilal Shah
Managing Director
DIN: 00572666

Manju Suresh Bafna
Chairman cum Whole-Time Director
DIN: 01459885

ANNEXURE – I

FORM AOC-1

Pursuant to provisions of Section 129(3) of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014 Statement containing salient features of the Financial Statement of Subsidiary Companies/Associate Companies/Joint Ventures

PART A – SUBSIDIARY COMPANIES

(₹ In lakhs)

Particulars	Monarch Network Finserve Private Limited	Monarch Network Capital IFSC Private Limited	Monarch Network Investment Advisors Private Limited
Reporting period for the subsidiary concerned, if different from the holding company's reporting period	31.03.2025	31.03.2025	31.03.2025
Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	Indian Rupees	Indian Rupees	Indian Rupees
Equity Share Capital	966.67	955.00	60.00
Reserves	2,875.90	-26.64	379.42
Total Assets	3,865.05	955.27	452.11
Total Liabilities	3,865.05	955.27	452.11
Investments (except in subsidiary companies)	238.69	-	-
Total Turnover	829.59	-	153.46
Profit/(Loss) before Taxation	538.95	-32.29	123.72
Provision for Taxation	72.63	-9.35	35.66
Profit /(Loss) after Taxation	466.32	-22.94	88.07
Proposed Dividend	-	-	-
% of shareholding	99.99	100	99.98

- Names of subsidiary which are yet to commence operations : None
- Names of subsidiaries which have been liquidated or sold during the year: None

For and on behalf of the Board of Directors

Vaibhav Jayantilal Shah
Managing Director
DIN: 00572666

Manju Suresh Bafna
Chairman cum Whole-Time Director
DIN: 01459885

Place: Mumbai
Date: 27th May, 2025

PART B – ASSOCIATES AND JOINT VENTURES

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

(₹ In lakhs)

Particulars	
1. Latest audited Balance Sheet Date	-
2. Shares of Associate/Joint Ventures held by the company on the year end	-
a. No. of shares	-
b. Amount of Investment in Associates/Joint Venture	-
c. Extend of Holding %	-
3. Description of how there is significant influence	-
4. Reason why the associate/joint venture is not consolidated	-
5. Networth attributable to Shareholding as per latest audited Balance Sheet	-
6. Profit / Loss for the year	-
i. Considered in Consolidation	-
ii. Not Considered in Consolidation	-

- Names of associates which are yet to commence operations: None
- Names of associates/Joint Ventures which have been liquidated or sold during the year: None

For and on behalf of the Board of Directors

Place: Mumbai
Date: 27th May, 2025

Vaibhav Jayantilal Shah
Managing Director
DIN: 00572666

Manju Suresh Bafna
Chairman cum Whole-Time Director
DIN: 01459885

ANNEXURE – II

**DETAILS OF THE RATIO OF REMUNERATION OF EACH DIRECTOR
TO THE MEDIAN EMPLOYEE'S REMUNERATION**

- I. The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year :-**

Sr. No.	Name of the Director	Ratio of remuneration to the median remuneration of the employees
1	Mr. Vaibhav Jayantilal Shah	6.87:1
2	Mrs. Manju Suresh Bafna	5.47:1
3	Mr. Ashok Daulatraj Bafna	5.48:1
4	Mr. Chetan Bohra	NA
5	Mr. Sathish Kumar Pazhamalai	NA
6	Ms. Avni Chouhan	NA

- II. The percentage increase in remuneration of each director, CFO, CEO, Company Secretary or Manager, if any, in the financial year**

Sr. no.	Name of the Directors, KMP	% Increase over last F.Y.
1	Mr. Vaibhav Jayantilal Shah	0%
2	Mrs. Manju Suresh Bafna	12%
3	Mr. Ashok Daulatraj Bafna	0%
4	Mr. Gaurav Bhandari	17%
5	Mr. Nitesh Tanwar	0%
6	Mr. Govinda Meghani*	0%

**Not considered as the key managerial personnel were appointed or resigned during the reporting period.*

- III. The percentage increase in the median remuneration of employees in the financial year: 2%**

- IV. The number of permanent employees on the payroll of the Company: 419**

- 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 the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration.**

The average increase in the remuneration of other employees is 3%

- VI. Statement Pursuant to Rule 5(2) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 Attached as Annexure "i"**

We hereby confirm that the remuneration is as per the remuneration policy recommended by Nomination and Remuneration Committee of the Company and adopted by the Company.

For and on behalf of the Board of Directors

Vaibhav Jayantilal Shah

Managing Director
DIN: 00572666

Manju Suresh Bafna

Chairman cum Whole-Time Director
DIN: 01459885

Place: Mumbai
Date: 27th May, 2025

ANNEXURE “I”

Statement Pursuant To Rule 5(2) & (3) Of Companies
 (Appointment and Remuneration of Managerial Personnel) Rules, 2014

Details of all the top 10 employees who holds more than 2% or more of the paid up equity share capital of the company along with their spouse and dependent children and who were in receipt of remuneration for financial year 2024-2025, in excess of that drawn by the Managing Director or Whole-Time Director:

Sr No	Name of Employee	Designation	Remuneration Received (₹) (per annum)	Nature of employment (contractual or otherwise)	Qualifications And Experience	Date of Joining	Age	The Last Employment Held	The Percentage of Equity Shares Held (Including spouse and dependent children)
1	Gaurav Bhandari	Chief Executive Officer	4,40,32,928	Permanent	B.Com, IIM C/ over 18 years in the financial market	10/06/2019	44 Years	Centrum Capital Limited	5.31
2	Bankim Shah	Operation Head	30,11,114	Permanent	B.Com/ More than 26 years in Securities market & 16 years in commodity derivatives	01/01/2015	51 Years	Monarch Research and Brokerage Private Limited	6.81 (Along with spouse)
3	Shailen Shah	President- Institutional Desk	24,13,586	Permanent	B.Com/More than 26 Years of experience in Capital Market & Institutional Desk	14/11/2014	49 Years	Monarch Project & Finmarkets Limited	2.08

Notes:

1. Remuneration comprises salary, allowances, commission, performances based payments and company's contribution to PF, Gratuity as per the definition contained in section 2 (72) of the Companies Act, 2013 paid during the year.
2. The nature of employment is permanent in all the above cases.
3. Mr. Bankim Shah, who is in the employment of the Company, is brother of Mr. Vaibhav Jayantilal Shah, Managing Director of the Company.

For and on behalf of the Board of Directors

Place: Mumbai
 Date: 27th May, 2025

Vaibhav Jayantilal Shah
 Managing Director
 DIN: 00572666

Manju Suresh Bafna
 Chairman cum Whole-Time Director
 DIN: 01459885

ANNEXURE – III

ANNUAL REPORT ON CSR ACTIVITIES

For Financial Year 2024-2025

1 Brief outline on CSR Policy of the Company:

MNCL believes in a philosophy of adopting sustainable business practices which are beneficial to the various stakeholders including the society. Through its corporate values, MNCL constantly endeavors' to actively contribute to the social and economic development of the communities in which it operates.

MNCL has always believed in giving back to the society and recognized its role and responsibility as a corporate citizen. The Company has social values ingrained into its culture and manner of working. To further the Company's CSR philosophy, a formal policy on CSR is being formulated to align its practices with requirements of Companies Act, 2013 and rules made thereunder.

The CSR Vision of the Company is to build relationships of trust with local communities, society and stakeholders as good corporate citizens and to contribute to developing a sustainable society for future generations. We believe that to succeed, an organization must maintain highest standards of corporate behavior towards its employees, consumers and societies in which it operates.

For detailed policy, please refer to <https://www.mnclgroup.com/mncl-policies>

2 Composition of CSR Committee:

S. No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1	Mr. Vaibhav Jayantilal Shah	Chairman/ Managing Director	2	1
2	Mrs. Manju Suresh Bafna	Member/ Whole-Time Director	2	2
3	Mr. Chetan Bohra (Retired from the Board w.e.f. 13 th February, 2025)	Member/ Non Executive Independent Director	2	2
4	Ms. Avni Chouhan (Appointed as a member of the committee w.e.f. 24 th March, 2025)	Member/ Non Executive Independent Director	0	0

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

<https://www.mnclgroup.com>

4 Provide the executive summary along with web-link(s) of Impact Assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8, if applicable. Not Applicable

5	a	Average net profit of the company as per sub-section (5) of section 135	₹ 89,46,41,190
	b	Two per cent of average net profit of the company as per sub-section (5) of section 135	₹ 1,78,92,824
	c	Surplus arising out of the CSR projects or programmes or activities of the previous financial years	-
	d	Amount required to be set-off for the financial year, if any	₹ 57,60,000
	e	Total CSR obligation for the financial year [(b)+(c)-(d)]	₹ 1,21,32,824

6 CSR amount spent or unspent for the Financial Year:

a	Amount Spent on CSR Projects (both Ongoing Project and other than Ongoing Project)	₹ 1,21,50,000
b	Amount spent in Administrative Overheads	-
c	Amount spent on Impact Assessment, if applicable	-
d	Total amount spent for the Financial Year [(a)+(b)+(c)]	₹ 1,21,50,000
e	CSR Amounts spent or unspent for the financial year:	-

Amount Unspent (in ₹)					
Total Amount Spent for the Financial Year (in ₹)	Total Amount transferred to Unspent CSR Account as per sub-section (6) of section 135		Amount transferred to any fund specified under Schedule VII as per second proviso to sub-section (5) of section 135.		
	Amount	Date of transfer	Name of the Fund	Amount	Date of Transfer
1,21,50,000	-	-	-	-	-

f Excess amount for set-off, if any: Not Applicable

Sr. no.	Particular	Amount (in ₹)
(1)	(2)	(3)
i	Two percent of average net profit of the company as per sub-section (5) of section 135	-
ii	Total amount spent for the Financial Year	-
iii	Excess amount spent for the Financial Year [(ii)-(i)]	-
iv	Surplus arising out of the CSR projects or programmes or activities of the previous Financial Years, if any	-
v	Amount available for set off in succeeding Financial Years [(iii)-(iv)]	-

7 Details of Unspent Corporate Social Responsibility amount for the preceding three Financial Years:

Sr. No.	Preceding Financial Year(s)	Amount transferred to Unspent CSR Account under sub-section (6) of section 135 (in ₹)	Balance Amount in Unspent CSR Account under sub-section (6) of section 135 (in ₹)	Amount Spent in the Financial Year (in ₹)	Amount transferred to a Fund as specified under Schedule VII as per second proviso to sub-section (5) of section 135, if any		Amount remaining to be spent in succeeding Financial Years (in ₹)	Deficiency, if any
					Amount (in ₹)	Date of Transfer		

1	FY-1	
2	FY-2	Nil
3	FY-3	

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

If Yes, enter the number of Capital assets created/ acquired: Not Applicable

Furnish the details relating to such asset(s) so created or acquired through Corporate Social Responsibility amount spent in the Financial Year:

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

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

Vaibhav Jayantilal Shah

(Chairman CSR Committee & Managing Director)
DIN: 00572666

ANNEXURE – IV

FORM NO. MR-3 SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2025

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

To,
The Members,
MONARCH NETWORK CAPITAL LIMITED,
Unit No. 803-804A, 8th Floor,
X-Change Plaza, Block No. 53, Zone 5,
Road- 5E, Gift City , Gandhinagar,
Gujarat, India - 382355.

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **“MONARCH NETWORK CAPITAL LIMITED,”** (hereinafter called the **“Company”** or **“MNCL”**). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorised representatives during the conduct of the secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2025, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the extent, in the manner and subject to the reporting made hereinafter:

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

1. The Companies Act, 2013 (the Act) and the rules made there under;
2. The Securities Contracts (Regulation) Act, 1956(SCRA) and the rules made there under;
3. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
4. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; **Not Applicable to the Company during the Audit period**
5. Reserve Bank of India, 1934 and rules and regulations made there under and any modification, new enactment from time to time related to Non-Banking Financial Company;
6. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (SEBI Act);
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - On August 28, 2024, preferential allotment of 53,60,951 fully paid-up equity shares of ₹ 10/- each at a value of ₹ 560/- each (including a premium of ₹ 550/-) were allotted.
 - On September 16, 2024, bonus equity shares of 3,92,30,469 fully paid-up equity shares of ₹ 10/- each were issued to shareholders holding shares as on record date September 13, 2024.
- (d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulation, 2021 - **Not Applicable to the Company during the Audit period;**
- (e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 - **Not Applicable to the Company during the Audit period;**
- (f) The Securities and Exchange Board of India (Registration to an Issue and Share Transfer Agents) Regulations, 1993;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 - **Not Applicable to the Company during the Audit period;**
- (h) The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018 - **Not Applicable to the Company during the Audit period;**
- (i) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;
- (j) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- (k) Securities and Exchange Board of India (Stock Brokers) Regulations, 1992

We have verified systems and mechanism which is in place and followed by the Company to ensure Compliance of these specifically applicable Laws mentioned at serial no. 1 to 5 (in addition to the above mentioned Laws (6) and applicable to the Company) and we have also relied on the representation made by the Company and its Officers in respect of systems and mechanism formed / followed by the Company for compliances of other applicable Acts, Laws and Regulations and found the satisfactory operation of the same.

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

- i. Secretarial Standards issued by The Institute of Company Secretaries of India;
- ii. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time;

Accordingly, we state that during the period under review there were adequate systems and processes in place to monitor and ensure compliance with various applicable laws and that the Company has complied with the provisions of the Acts, Rules, Regulations, Guidelines, Standards, etc., mentioned above.

We further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Directors took place during the period under review were carried out in compliance with the Act.

During the the period under review, the following changes in the composition of the Board took place:

1. Cessation of tenure as Non- Executive Independent Director of Mr. Chetan Bohra (DIN: 03645353) due to completion of tenure on 12th February, 2025.
2. Appointment of Mr. Govinda Meghani as Chief Financial Officer (CFO) of the Company w.e.f. September 16, 2024.
3. Appointment of Mr. Vaibhav Purohit as Group Chief Compliance Officer (GCCO) of the Company w.e.f. 7th February, 2025.

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

All decisions at the Board Meetings and Committee Meetings were taken unanimously as recorded in the minutes of the meetings of the Board of Directors or Committees of the Board, as the case may be.

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

We further report that, during the audit period there was no specific events / actions in pursuance of the above referred laws, rules, regulations, guidelines, etc. having a major bearing on the Company's affairs in pursuance of the above referred laws, rules etc which is mentioned as follows:

1) Details of Events/ Violation

Sr. No	Compliance Requirement	Regulation/ Section No.	Deviations	Action Taken by	Action Type	Details of Event	Amount (₹)	Observation/ Remarks of PCS	Management Remark	Remarks
NA										

This report is to be read with the Annexure which forms an integral part of this report.

For **VKM & Associates**
Practicing Company Secretary

(Vijay Kumar Mishra)
Partner

C.P. No. 4279

FCS No. 5023

PR. No. 1846/2022

UDIN: F005023G000451414

Place: Mumbai

Date: 27th May, 2025

“ANNEXURE A”

To,
The Members,
MONARCH NETWORTH CAPITAL LIMITED,
Unit No. 803-804A, 8th Floor,
X-Change Plaza, Block No. 53, Zone 5,
Road- 5E, Gift City , Gandhinagar,
Gujarat, India - 382355.

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

Management's Responsibility

1. It is the Responsibility of Management of the Company to maintain Secretarial records, device proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.

Auditor's Responsibility

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 the test basis to ensure that correct facts are reflected in Secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. Where ever required, we have obtained the Management representation about compliance of laws, rules and regulations and happenings of events etc.
5. The compliance of provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.

Disclaimer

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

For **VKM & Associates**
Practicing Company Secretary

(Vijay Kumar Mishra)
Partner

C.P. No. 4279

FCS No. 5023

PR. No. 1846/2022

UDIN: F005023G000451414

Place: Mumbai
Date: 27th May, 2025

Report on Corporate Governance

[As per Regulation 34(3) read along with Schedule V(C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

The Company's philosophy on Corporate Governance is centered on upholding the highest standards of accountability and transparency in all its operations. It ensures timely disclosures, the dissemination of price-sensitive information, and other matters of stakeholder's interest. The Company is committed to full compliance with the applicable laws and regulations and to conduct its business with the utmost integrity and ethical standards. The Company firmly believes that Corporate Governance extends beyond legal compliance; it is about fostering a culture of responsible conduct, aligning economic performance with ethical and social responsibilities. The Company has a longstanding tradition of adhering to fair, transparent, and ethical governance practices.

In alignment with this philosophy, the Company has adopted a comprehensive Code of Conduct that applies to all employees, including the Managing Director and Executive Directors, promoting a uniform standard of ethical behavior across the organization. The Company is fully compliant with the corporate governance provisions outlined in Regulation 17 to 27, read with Schedule V and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), as applicable.

2. BOARD OF DIRECTORS

A. BOARD STRUCTURE

The Company's Board of Directors ("**the Board**") comprises a balanced mix of Independent and Non-Independent Directors, including one Independent Woman Director. Independent Directors constitute 50% of the total Board strength, ensuring the composition is in strict

compliance with Regulation 17 of the Listing Regulations.

The day-to-day management of the Company is entrusted to its Key Managerial Personnel ("**KMPs**") and is led by the Executive Chairman and Whole-time Director, operating under the supervision and overall control of the Board. The Board is actively involved in setting the strategic direction of the Company and it regularly reviews management's performance to ensure that the long-term objective of enhancing stakeholder value is consistently achieved. Mrs. Manju Suresh Bafna (Chairman and Whole-time Director), Mr. Vaibhav Jayantilal Shah (Managing Director), and Mr. Ashok Daulatraj Bafna (Whole-time Director) are also Promoters and members of the Promoter Group. Apart from these, none of the other Directors are related to the Promoter or Promoter Group.

The Independent Directors do not have any material pecuniary relationship or transactions with the Company, its Promoters, Directors, or Senior Management that may, in their judgment, compromise their independence. Based on the written declarations received, the Board confirms that all Independent Directors meet the criteria of independence as prescribed under Regulation 16(1)(b) of the Listing Regulations (as amended with effect from 01st October, 2018), and are independent of management. Additionally, all Independent Directors have duly registered themselves with the Independent Directors' Data Bank maintained by the Indian Institute of Corporate Affairs, in accordance with the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended.

The Board comprises experienced professionals from diverse backgrounds and fields, contributing a broad range of expertise and perspectives. This diversity enriches the Board's deliberations and strengthens the quality of its decision-making process.

Key Board qualifications, expertise and attributes

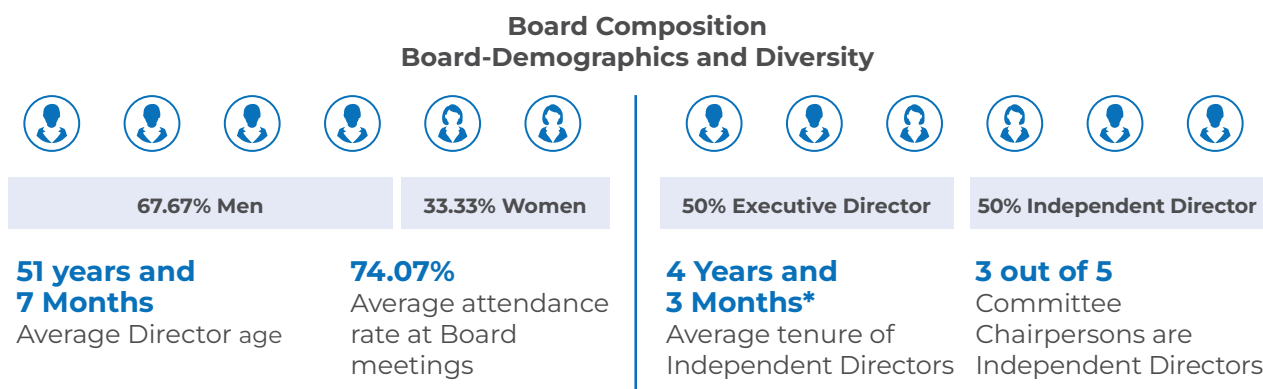
The Company's Board comprises qualified members who bring in the required skills, competence and expertise that allow them to make effective contributions to the Board and its committees. These Directors are nominated based on well-defined selection criteria. The Board members are committed to ensure that the Company's Board is in compliance with the highest standards of corporate governance.

The list of core skills/expertise/competencies identified by the Board in the context of the business of the Company and which are possessed by the Board are as under:

Name of the Director	Skills/ expertise/ competences						
	Finance	Legal/ Corporate law	Corporate Governance	General Management	Leadership	Administrative	Business Development
Mr. Vaibhav Jayantilal Shah	✓	✓	✓	✓	✓	✓	✓
Mrs. Manju Suresh Bafna			✓	✓	✓	✓	
Mr. Ashok Daulatraj Bafna	✓		✓	✓	✓	✓	✓
Ms. Avni Chouhan	✓	✓	✓	✓			
Mr. Sathish Kumar Pazhamalai ¹	✓		✓	✓			✓
Mr. Chetan Bohra ²	✓	✓	✓	✓	✓	✓	
Dr. Anish Sugathan ³	✓	✓	✓	✓	✓	✓	✓

1. Mr. Sathish Kumar Pazhamalai has been re-appointed as Non- Executive Independent Director of the Company for the second and final term of five years with effect from 17th April, 2025.
2. Mr. Chetan Bohra ceased to be the Independent Director of the Company with effect from close of business hours of 12th February, 2025, pursuant to expiry of second term as Independent director.
3. Dr. Anish Sugathan has been appointed as Non- Executive Independent Director of the Company with effect from 22nd April, 2025.

The broad composition of the Board of Directors and other details such as names of the listed entities where they hold directorships, category of directorship, their total number of Directorship / Committee positions viz., Chairman/ Member, shareholding in the Company and attendance at the Board Meetings and at the last Annual General Meeting ("AGM") are as under:



*Considered tenure of Mr. Sathish Kumar Pazhamalai and Ms. Avani Chouhan.

None of the Directors on the Board hold directorships in more than ten public companies. Further none of them is a member of more than ten committees or chairman of more than five committees across all the public companies in which they are Director. Necessary disclosures regarding Committee positions in other public companies as on 31st March, 2025 have been made by the Directors.

Inter-se relationships between Directors:

None of the Directors of the Company are inter-se related to each other.

Fulfillment of the criteria to be Independent Director:

In the opinion of the Board, all Independent Directors of the Company meet the criteria of independence as prescribed under Regulation 16(1)(b) of the Listing Regulations, read with Section 149(6) of the Companies Act, 2013 ("Act").

Each Independent Director has provided a declaration confirming that they do not fall under any disqualification specified under the said provisions and that they fulfill the conditions for independence as stipulated therein.

Detailed profile of the Directors is available on the Company's website at the web-link: <https://www.mnclgroup.com/storage/composition-of-board.pdf>.

B. BOARD MEETINGS HELD AND DIRECTORS' ATTENDANCE RECORD

The details of attendance at each Board meeting held during the financial year 2024-25 and at the last AGM, their directorships in other companies and positions in various Committees are as follows:

S. No.	Name of Director	Category of Director	No. of Shares held as on 31 st March, 2025	No. of Board Meetings eligible to attend	No. of Board Meetings Attended	Attendance at Last AGM held on 20 th September, 2024	As on 31 st March, 2025 (Excluding position in the Company)		
							No. of Directorships	Chairmanship(s)	Membership(s)
1	Mr. Vaibhav Jayantilal Shah	P/MD/ED	69,47,630	9	3	Yes	2	-	-
2	Mrs. Manju Suresh Bafna	P/C/ED	31,25,114	9	8	No	5	-	-
3	Mr. Ashok Daulatraj Bafna	P/ED	14,07,000	9	9	No	3	-	-
4	Ms. Avni Chouhan	I/NED	-	9	4	Yes	5	3	5
5	Mr. Sathish Kumar Pazhamalai ¹	I/NED	-	9	7	No	1	-	-
6	Mr. Chetan Bohra ²	I/NED	-	8	8	Yes	9	-	-
7	Dr. Anish Sugathan ³	I/NED	-	NA	NA	NA	-	-	-

1. Mr. Sathish Kumar Pazhamalai has been re-appointed as Non- Executive Independent Director of the Company for the second and final term of five years with effect from 17th April, 2025.
2. Mr. Chetan Bohra ceased to be the Independent Director of the Company with effect from close of business hours of 12th February, 2025, pursuant to expiry of second term as Independent director.
3. Dr. Anish Sugathan has been appointed as Non- Executive Independent Director of the Company with effect from 22nd April, 2025.

Notes:

1. C – Chairman, P – Promoter, I – Independent Director, MD- Managing Director, NED – Non Executive Director, ED – Executive Director
2. Chairmanships / Memberships of Board Committees shall only include Audit Committee and Stakeholders' Relationship Committee.
3. The directorship held by directors as mentioned above do not include Directorship in foreign companies and companies registered under Section 8 of the Act.

C. OTHER DIRECTORSHIP POSITIONS HELD IN LISTED ENTITIES BY DIRECTORS AND THE CATEGORY:

S. No.	Name of Director	Names of listed entities in which Directorship held	Category of Directorship
1	Mr. Vaibhav Jayantilal Shah	None	NA
2	Mrs. Manju Suresh Bafna	None	NA
3	Mr. Ashok Daulatraj Bafna	None	NA
4	Ms. Avni Chouhan	1. Texel Industries Limited 2. Hipolin Ltd 3. One Global Service Provider Limited	Non-Executive Independent Director
5	Mr. Sathish Kumar Pazhamalai ¹	None	NA
6	Mr. Chetan Bohra ²	None	NA
7	Dr. Anish Sugathan ³	None	NA

1. Mr. Sathish Kumar Pazhamalai has been re-appointed as Non- Executive Independent Director of the Company for the second and final term of five years with effect from 17th April, 2025.
2. Mr. Chetan Bohra ceased to be the Independent Director of the Company with effect from close of business hours of 12th February, 2025, pursuant to expiry of second term as Independent director.
3. Dr. Anish Sugathan has been appointed as Non- Executive Independent Director of the Company with effect from 22nd April, 2025.

D. NUMBER OF BOARD MEETINGS:

During the financial year 2024-25, 9 (“**Nine**”) meetings of Board of Directors were held on viz., 24th May 2024, 15th July, 2024, 28th July, 2024, 28th August, 2024, 16th September, 2024, 11th November, 2024, 13th December, 2024, 7th February, 2025 and 24th March, 2025. The necessary quorum was present for all the meetings. The gap between any two meetings never exceeded 120 days.

The 31st Annual General Meeting was held on 20th September, 2024.

Information to the Board:

The Company ensures that all information required under Regulation 17 read with Part A of Schedule II of the Listing Regulations is made available to the Board of Directors and its Committees, to the extent applicable. A comprehensive agenda folder, accompanied by relevant supporting documents, is circulated to all Directors at least seven days prior to each Board Meeting. This process enables the Directors to adequately review and analyze the materials in advance, thereby facilitating informed and effective decision-making. In compliance with regulatory requirements, price-sensitive information is circulated separately, closer to the meeting time.

In accordance with Regulation 24 of the Listing Regulations, the Board also reviews the financial statements of the Company's unlisted subsidiary

companies. Additionally, the minutes of the Board meetings of these subsidiary companies are regularly placed before the Board for its consideration. Board meetings are convened at the Company's Corporate Office or conducted through video conferencing, as per regulatory provisions.

Directors who are unable to attend meetings in person are provided with the facility to participate through video conferencing, ensuring their continued involvement in key decisions. In line with the requirements of the Secretarial Standards issued by the Institute of Company Secretaries of India (“**ICSI**”), certain Unpublished Price Sensitive Information (“**UPSI**”), including Unaudited/Audited Financial Results along with related presentations, is presented to the Board at its meetings.

E. CHANGES IN BOARD MEMBERS AND KEY MANAGERIAL PERSONNEL (“KMP”) DURING FY2025 AND TILL THE DATE OF THIS REPORT

During the period under review, the second term of Mr. Chetan Bohra (DIN: 03645353), Non-Executive Independent Director, concluded, and he ceased to hold office as Director with effect from close of business hours of 12th February, 2025. The Board places on record its deep appreciation for Mr. Bohra's invaluable guidance and significant contributions during his tenure, particularly in the strategic deliberations and decision-making processes of the Board.

Following the conclusion of the financial year, and upon the recommendation of the Nomination and Remuneration Committee, the Board approved the appointment of Dr. Anish Sugathan as a Non-Executive Independent Director for a term of five years, effective 22nd April, 2025. This appointment was made to fill the vacancy arising from Mr. Bohra's departure.

Additionally, Mr. Sathish Kumar Pazhamalai, Non-Executive Independent Director, was re-appointed for a second term of five years upon the conclusion of his first term on 16th April, 2025. This re-appointment was also made based on the recommendation of the Nomination and Remuneration Committee.

The appointments of both Dr. Anish Sugathan and Mr. Sathish Kumar Pazhamalai as Independent Directors have been duly approved by the shareholders through a postal ballot process.

Furthermore, Mr. Govinda Meghani was appointed as the Chief Financial Officer ("CFO") of the Company with effect from 16th September, 2024. He is entrusted with responsibilities as prescribed under the Act, the Listing Regulations, and any other duties as may be assigned by the Board of Directors from time to time.

F. FAMILIARISATION PROGRAMME AND SEPARATE MEETING OF INDEPENDENT DIRECTORS

The Company conducts familiarisation programmes for its Independent Directors on a periodic basis to enable them to gain a comprehensive understanding of the Company's business, industry dynamics, and regulatory environment. At quarterly Board meetings, detailed presentations are made covering key aspects such as industry trends, business strategy, client developments, financial performance, and marketing initiatives. These sessions help directors stay informed and contribute effectively to Board deliberations.

Additionally, the Management makes continuous efforts to apprise the directors of any changes or amendments to relevant laws, rules, and regulations, along with their associated responsibilities. The details of the familiarisation programmes conducted are available on the Company's website at the following link: <https://www.mnclgroup.com/storage/familiarization-programme-for-ids.pdf>

In accordance with the requirements of the Listing Regulations and Schedule IV of the Act (Code of Conduct for Independent Directors), a meeting of the Independent Directors of the Company was held on 7th February, 2025, without the presence of Non-Independent Directors and members of management. At the meeting, the Independent Directors discussed the overall operations of the Company and evaluated the performance of the Senior Management.

Further, the Independent Directors reviewed the performance of the Non-Independent Directors, the Board as a whole, and the functioning of the Chairperson. Based on the evaluation, the performance of the Board, its committees, and individual directors was found to be satisfactory.

G. DETAILED REASONS FOR THE RESIGNATION OF AN INDEPENDENT DIRECTORS (IF ANY)

During the period under review, none of independent directors were resigned before the expiring of their term.

H. DIRECTORS AND OFFICERS ('D&O') INSURANCE

In line with the requirements of Regulation 25(10) of the Listing Regulations, the Company has taken D&O Insurance for all its Directors including Independent Directors and Officers for such quantum and risk as determined by the Board of Directors.

3. COMMITTEES OF THE BOARD:

To ensure focused attention on various aspects of the business and to strengthen governance and accountability, the Board has constituted several Committees, including those mandated under the Act and Listing Regulations, as well as additional Committees for administrative purposes.

All decisions related to the constitution of these Committees, appointment of Members, and defining their terms of reference are taken by the Board. These Committees provide specific recommendations to the Board on relevant matters as required. The observations, recommendations, and decisions made by the Committees are placed before the Board for its information or approval. Currently, the Board has constituted six (6) Committees:

- (a) Audit Committee
- (b) Nomination and Remuneration Committee
- (c) Stakeholders Relationship Committee
- (d) Corporate Social Responsibility Committee
- (e) Risk Management Committee
- (f) Management Committee

Details regarding the terms of reference, composition, number of meetings held during the financial year, and attendance records of these Committees are provided below:

Each Committee operates under the direct supervision of the Board. Typically, Committee meetings are held prior to the Board meetings, and the respective Committee Chairperson reports to the Board on the deliberations and decisions taken.

(a) Audit Committee:

Composition of Audit Committee:

The primary objective of the Audit Committee is to monitor and provide an effective supervision of the Management's financial reporting process, to ensure accurate and timely disclosures, with the highest levels of transparency, integrity and quality of financial reporting. As on 31st March, 2025, the total strength of the Audit Committee is three out of which, two members fall under the Independent Category. The norms require 2/3rd of the members to be Independent Directors.

The composition of the Audit Committee and the details of meetings attended by the Members during the year are given below:

Name of Members	Category	Designation in Committee	No. of meetings eligible to attended	No. of Meetings attended during the year 2024-25
Mr. Sathish Kumar Pazhamalai ¹	Non-Executive - Independent Director	Chairman	6	5
Mr. Vaibhav Jayantilal Shah	Executive Director	Member	6	4
Ms. Avni Chouhan ²	Non-Executive - Independent Director	Member	6	1
Mr. Chetan Bohra ³	Non-Executive - Independent Director	Chairman	6	6

1. Mr. Sathish Kumar Pazhamalai was re-designated as Chairman of the Committee with effect from 24th March, 2025
2. Ms. Avni Chouhan was appointed as Member of Audit Committee with effect from effect from 1st October, 2024
3. Mr. Chetan Bohra on account of completion of tenure, ceased to be the Member of Audit Committee with effect from close of business hours of 12th February, 2025

The composition of the Audit Committee as of 31st March, 2025, is in full compliance with the provisions of Section 177 of the Act, and Regulation 18 of the Listing Regulations. All members of the Audit Committee possess sound knowledge in accounting, finance, and financial management, enabling effective oversight of the Company's financial reporting and internal control systems.

The Chairperson of the Audit Committee was present at the last AGM of the Company held on 20th September, 2024, in compliance with regulatory requirements.

During the financial year under review, the Audit Committee met six (6) times on 11th April, 2024, 24th May 2024, 15th July, 2024, 28th July, 2024, 11th November, 2024 and 7th February, 2025. The necessary quorum was present at all meetings, and the interval between any two meetings did not exceed 120 days, in compliance with the applicable provisions. The meetings were also attended by members of the senior management and the Chief Financial Officer ("CFO"), as invitees, wherever required. The Company Secretary serves as the Secretary to the Audit Committee.

The Board of Directors has appointed M/s. Rushil Soni & Co., Chartered Accountants, as the Internal Auditors of the Company for the financial year 2024–25. The internal auditors conduct audits across various operational and functional areas of the Company. The Audit Committee regularly reviews the Internal Audit Reports along with management's responses and corrective action taken on the observations noted. This process helps ensure the robustness of internal controls and enhances operational efficiency.

The terms of reference of the Committee

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

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

A. Powers of the Audit Committee

The Audit Committee shall have powers, including the following:

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

B. Terms of reference

The terms of reference of the Audit Committee broadly are as under:

- 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;
- Reviewing with management, the quarterly/half yearly/ annual financial statements before submission to the Board for approval with particular reference to:

- ♦ Matters required to be included in the Directors' Responsibility Statement.
- ♦ Changes, if any, in accounting policies and practices and reasons for the same.
- ♦ Major accounting entries involving estimates based on the exercise of judgment by the management.
- ♦ Significant adjustments made in the financial statements arising out of audit findings.
- ♦ Compliance with listing and other legal requirements relating to financial statements.
- ♦ Disclosure of related party transactions.
- ♦ Qualifications in draft audit report.
- ♦ Recommending the appointment/ re-appointment / removal of statutory auditors, fixation of audit fees and also approval of payments for any other services.
- Reviewing with management, Statutory and internal auditor's adequacy of the internal control systems.
- Discussing with internal and statutory auditors of any significant findings and follow-up thereon and reviewing the reports furnished by them.
- Reviewing the Company's financial and risk management policies.
- Carrying out such other function as may be specifically referred to the Committee by the Board of Directors and/ or other Committees of Directors of the Company.
- Scrutiny of inter-corporate loans and investments.
- Approval or any subsequent modification of transactions of the Company with related parties.
- Valuation of undertakings or assets of the company, wherever it is necessary; Evaluation of internal financial controls and risk management systems.

- Establish a vigil mechanism for directors and employees to report genuine concerns in such manner as may be prescribed.
- The audit committee may call for the comments of the auditors about internal control systems, the scope of audit, including the observations of the auditors and review of financial

statement before their submission to the Board and may also discuss any related issues with the internal and statutory auditors and the management of the Company.

- The audit committee shall review the information required as per Listing Regulations.

(b) Nomination and Remuneration Committee:

Composition of Committee:

The purpose of the Nomination and Remuneration Committee ("NRC") is to oversee the Company's nomination process including succession planning for the Senior Management and the Board and specifically to assist the Board in identifying, screening and reviewing individuals qualified to serve as Executive Directors, Non-Executive Directors and determine the role and capabilities required for Independent Directors consistent with the criteria as stated by the Board in its Policy on Appointment and Removal of Directors.

As on 31st March, 2025, the composition of the NRC and the details of meetings attended by the Members during the year are given below:

Name of Member	Category	Designation in Committee	No. of meetings eligible to attended	No. of Meetings attended during the year 2024-25
Mr. Sathish Kumar Pazhamalai ¹	Non-Executive - Independent Director	Chairman	3	3
Mrs. Manju Suresh Bafna	Executive Director	Member	3	3
Ms. Avni Chouhan ²	Non-Executive - Independent Director	Member	NA	NA
Mr. Chetan Bohra ³	Non-Executive - Independent Director	Chairman	3	3

1. Mr. Sathish Kumar was re-designated as Chairman of the Committee with effect from 24th March, 2025

2. Ms. Avni Chouhan was appointed as Member of Committee with effect from 24th March, 2025

3. Mr. Chetan Bohra on account of completion of tenure, ceased to be the Member of Committee with effect from close of business hours of 12th February, 2025

The composition of the NRC is in conformity with the requirements of Section 178 of the Act and Regulation 19 of the Listing Regulations as on 31st March, 2025.

During the financial year 2024-25, 3 (Three) NRC Meetings were held on 24th May, 2024, 16th September, 2024 and 7th February, 2025. The necessary quorum was present at respective meetings. The Company Secretary acts as the Secretary to the NRC.

The Chairperson of the NRC was present at the last AGM of the Company held on 20th September, 2024, in compliance with regulatory requirements.

Scope & Terms of Reference:

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

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

- Recommend to the Board the setup and composition of the Board and its committees, including the “formulation of the criteria for determining qualifications, positive attributes and independence of a director.” The committee will consider periodically reviewing the composition of the Board with the objective of achieving an optimum balance of size, skills, independence, knowledge, age, gender and experience.
- Recommend to the Board the appointment or reappointment of directors.
- Devise a policy on Board diversity.
- Recommend to the Board appointment of Key Managerial Personnel (“KMP” as defined by the Act) and executive team members of the Company (as defined by this Committee).
- Carry out evaluation of every director’s performance and support the Board and Independent Directors in evaluation of the performance of the Board, its committees and individual directors. This shall include “Formulation of criteria for evaluation of Independent Directors and the Board”. Additionally the Committee may also oversee the performance review process of the KMP and executive team of the Company.
- Recommend to the Board the Remuneration Policy for directors, executive team or KMP as well as the rest of the employees.
- On an annual basis, recommend to the Board the remuneration payable to the directors and oversee the remuneration to executive team or KMP of the Company.
- Oversee familiarization programmes for directors.
- Oversee the Human Resource philosophy, Human Resource and People strategy and Human Resource practices including those for leadership development, rewards and recognition, talent management and succession planning (specifically for the Board, KMP and executive team).
- Provide guidelines for remuneration of directors on material subsidiaries.

- Recommend to the Board on voting pattern for appointment and remuneration of directors on the Boards of its material subsidiary companies.
- Performing such other duties and responsibilities as may be consistent with the provisions of the committee charter.

Performance Evaluation Criteria for Independent Directors:

The performance evaluation criteria for independent directors are determined by the NRC. An indicative list of factors that may be evaluated include participation and contribution by a director, commitment, effective deployment of knowledge and expertise, effective management of relationship with stakeholders, integrity and maintenance of confidentiality and independence of behavior and judgment.

Nomination & Remuneration policy:

The Company follows a comprehensive policy for selection, re-recommendation, appointment of Directors and other senior managerial employees and also on the remuneration, and such other related provision as applicable. The Nomination and Remuneration Policy of the Company has been uploaded on the Company’s website and can be accessed at <https://www.mnclgroup.com/investor-relation/investor-relation-policy>.

Remuneration to Directors:

Mrs. Manju Suresh Bafna (Chairman & Whole-time Director), Mr. Vaibhav Jayantilal Shah (Managing Director), and Mr. Ashok Daulatraj Bafna (Whole-time Director) are Promoters of the Company and receive remuneration from the Company in accordance with the applicable provisions of the Act and as approved by the shareholders.

Independent Directors are entitled only to the reimbursement of expenses incurred in the discharge of their duties and for attending meetings of the Board and its Committees, as permitted under the Act. Except for this, none of the Independent Directors have any material pecuniary relationship or transactions with the Company, its Subsidiaries or Associate Companies, Promoters, or Directors that could affect their independence.

Details of remuneration paid (including salary, perquisites, commission, and/or sitting fees) and the number of equity shares held by each Director during the financial year 2024-25 are as follows:

Name of Director	Category	Salary	Perquisites/ Allowances	Stock Options	Sitting Fees	Total	No. of shares held
Mr. Vaibhav Jayantilal Shah	Managing Director	29,78,400	-	-	-	-	69,47,630
Mrs. Manju Suresh Bafna	Chairman & Whole-Time Director	24,00,000	-	-	-	-	31,25,114
Mr. Ashok Daulatraj Bafna	Whole-Time Director	24,02,472	-	-	-	-	14,07,000
Mr. Sathish Kumar	Non-Executive Independent Director	-	-	-	-	-	-
Ms. Avni Chouhan	Non-Executive Independent Director	-	-	-	-	-	-
Mr. Chetan Bohra	Non-Executive Independent Director	-	-	-	-	-	-

Note:

- None of the Directors is paid any sitting fees for attending the Board or Committee meeting.
- There were no pecuniary relationships or transactions of Non-Executive Directors with the Company during the year under review.
- The Company has not granted any stock options to its Directors.

Change in senior management during the year:

S. No.	Name	Appointment/Resignation/ Change in Designation during the year
1	Mr. Govinda Meghani	Appointed as the Chief Financial Officer ("CFO") of the Company with effect from 16 th September, 2024.
2	Mr. Vaibhav Purohit	Appointed as the Group Chief Compliance Officer ("GCCO") of the Company with effect from 7 th February, 2025

Service Contract, Notice Period and severance Fee

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

(c) Stakeholders Relationship Committee:

Composition of Stakeholders' Relationship Committee:

The Stakeholders' Relationship Committee ("SRC") considers and resolves the grievances of our shareholders, debenture holders and other security holders, including complaints relating to non-receipt of annual report, transfer and transmission of securities, non-receipt of dividends/interests, issue of new/duplicate certificates, and such other grievances as may be raised by the security holders from time to time.

As on 31st March, 2025, the composition of the SRC and the details of meetings attended by the Members during the year are given below:

Name of Members	Category	Designation in the Committee	No. of meetings eligible to attended	No. of Meetings attended during the year 2024-25
Mr. Sathish Kumar Pazhamalai ¹	Non-Executive - Independent Director	Chairman	1	1
Mr. Vaibhav Jayantilal Shah	Executive Director	Member	1	0
Ms. Avni Chouhan ²	Non-Executive - Independent Director	Member	NA	NA
Mr. Chetan Bohra ³	Non-Executive - Independent Director	Chairman	1	1

- Mr. Sathish Kumar Pazhamalai was re-designated as Chairman of the Committee with effect from 24th March, 2025
- Ms. Avni Chouhan was appointed as Member of Committee with effect from 24th March, 2025
- Mr. Chetan Bohra on account of completion of tenure, ceased to be the Member of Committee with effect from close of business hours of 12th February, 2025

The composition of the SRC is in conformity with the requirements of Section 178 of the Act and Regulation 20 of the Listing Regulations as on 31st March, 2025. Majority of the Members of the Committee are Independent Directors.

During the year under review, the SRC met one time on 7th February, 2025. The necessary quorum was present at the meeting. The Company Secretary is the Secretary to the Committee.

The Chairperson of the SRC was present at the last AGM of the Company held on 20th September, 2024, in compliance with regulatory requirements.

Scope & Terms of Reference:

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

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

- The Committee is specifically responsible for the redressal of shareholders'/investors' grievances pertaining to non-receipt of Annual Report, dividend payments, Share transfers and other miscellaneous complaints and recommends measures for overall improvement in the quality of investor services.
- The Committee also overviews the performance of the Registrar and Share Transfer Agents of the Company relating to investors services and recommend measures for improvements.

Name and Designation of Compliance officer:

Name of Compliance Officer	With effect from
Mr. Nitesh Tanwar Contacts details: Monarch Network Capital Limited, Laxmi Tower, 4 th Floor, B Wing, G Block, Bandra Kurla Complex, Bandra East, Mumbai – 400051. Tel. +91 22 66476400, E-mail: cs@mnclgroup.com	12 th March, 2024

Details of Complaints received and attended by the Company during the financial year 2024-25 are given herein below:

Sr. No.	Received from	Pending as on April 1, 2024	Received during the year	Disposed-off during the year	Pending as on 31 st March, 2025
1	SCORES	0	2	2	0
2	Stock Exchanges	0	0	0	0
3	Directly from investors	0	0	0	0
4	Others	0	0	0	0
	Total	0	2	2	0

SEBI Complaints Redress System (SCORES 2.0) & SMART ODR

The Securities and Exchange Board of India ('SEBI') operates a centralized, web-based Complaints Redress System known as SCORES ('Securities and Exchange Board of India Complaints Redress System'), accessible at <https://scores.sebi.gov.in>. This platform enables investors to lodge complaints online, track their status, and view their resolution progress in real time.

Further, in line with SEBI's efforts to enhance investor grievance resolution, a common Online

Dispute Resolution ('ODR') Portal, referred to as SMART ODR, has been introduced through SEBI Circular No. SEBI/HO/OIAE/OIAE_IAD-1/P/ CIR/2023/131 dated 31st July, 2023. This platform facilitates the online resolution of disputes with listed entities and market intermediaries. The Company is duly registered on both the SCORES and ODR Portal, thereby providing investors with seamless access to raise concerns, complaints, or disputes electronically. All complaint related activities from lodging to resolution are carried out in a secure and automated environment. The Company endeavors to resolve all investor complaints promptly and effectively.

As of 31st March, 2025, all investor complaints received through the SCORES and ODR Portal have been resolved to the satisfaction of the investors, and no complaints were pending.

Launch of SWAYAM by RTA of the Company

In compliance with SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/72 dated 08th June, 2023 (as amended from time to time), our Registrar and Share Transfer Agent ('RTA'), MUFG Intime India Private Limited (Formerly Link Intime India Private Limited), has launched a new investor service platform named '**SWAYAM**'.

'**SWAYAM**' is a secure, web-based application designed to offer investors an easy, transparent, and convenient way to access a variety of services provided by the RTA. This platform enhances the investor experience by offering self-service capabilities and enabling faster resolution of queries. We encourage all shareholders to register on the SWAYAM portal and take advantage of the seamless services it provides.

This application can be accessed at <https://swayam.in.mpms.mufg.com> for:

- Effective Resolution of Service Request - Generate and Track Service Requests/ Complaints through SWAYAM.
- Features - A user-friendly GUI.
- Track Corporate Actions like Dividend/ Interest/Bonus/Split.
- PAN-based investments - Provides access to PAN linked accounts, the Company wise holdings and security valuations.
- Effortlessly raise request for Unpaid Amounts.
- Self-Service Portal for Securities held in demat mode and Physical Securities, whose folios are KYC Compliant.
- Statements - View entire holdings and status of corporate benefits.
- Two-factor authentication (2FA) at Login - Enhances security for Investors.

(d) Corporate Social Responsibility Committee:

Composition of Committee:

The purpose of our Corporate Social Responsibility ("CSR") Committee is to formulate and recommend to the Board, a Corporate Social Responsibility Policy, which shall indicate the initiatives to be undertaken by the Company, recommend the amount of expenditure the Company should incur on CSR activities and to monitor from time to time the CSR activities and Policy of the Company.

As on 31st March, 2025, the composition of the CSR and the details of meetings attended by the Members during the year are given below:

Name of Members	Category	Designation in the Committee	No. of meetings eligible to attended	No. of Meetings attended during the year 2024-25
Mr. Vaibhav Jayantilal Shah	Executive Director	Chairperson	2	2
Mrs. Manju Suresh Bafna	Executive Director	Member	2	2
Ms. Avni Chauhan ¹	Non-Executive - Independent Director	Member	NA	NA
Mr. Chetan Bohra ²	Non-Executive - Independent Director	Member	2	2

1. Ms. Avni Chouhan was appointed as Member of Committee with effect from 24th March, 2025

2. Mr. Chetan Bohra on account of completion of tenure, ceased to be the Member of Committee with effect from close of business hours of 12th February, 2025

The composition of the CSR Committee is in conformity with the requirements of Section 135 of the Act as on 31st March, 2025.

During the year under review, the CSR Committee of the Company met two times on 24th May, 2024

and 7th February, 2025. The necessary quorum was present at the meetings.

The Chairperson of the CSR Committee was present at the last AGM of the Company held on 20th September, 2024, in compliance with regulatory requirements.

Scope & Terms of Reference:

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

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

- To formulate and recommend to the Board, a CSR policy which shall indicate the activities to be undertaken by the Company as per the Companies Act, 2013;
- To review and recommend the amount of expenditure to be incurred on the activities to be undertaken by the company;

- To monitor the CSR policy of the Company from time to time;
- Any other matter as the CSR Committee may deem appropriate after approval of the Board of Directors or as may be directed by the Board of Directors from time to time.

The Company has adopted a CSR policy which indicates the activities to be undertaken by the Company as specified in Schedule VII to the Act. The contents of the CSR policy are also available on the Company's website at <https://www.mnclgroup.com/investor-relation/investor-relation-policy>;

(e) Risk Management Committee:

Composition:

As per Regulation 21 of Listing Regulations, top 1000 listed companies as per the market capitalisation as at the end of the immediate previous financial year, were required to constitute the Risk Management Committee. Accordingly, in compliance with the aforesaid regulation, the Company has constituted a Risk Management Committee ("**RMC**") for framing, implementing and monitoring the risk management policy of the Company. The RMC assists the Board in fulfilling its oversight responsibility with respect to Enterprise Risk Management.

As on 31st March, 2025, the composition of the RMC and the details of meetings attended by the Members during the year are given below:

Name of Members	Category	Designation in the Committee	No. of meetings eligible to attended	No. of Meetings attended during the year 2024-25
Mr. Vaibhav Jayantilal Shah	Executive Director	Chairperson	2	1
Mr. Gaurav Bhandari	Chief Executive Officer	Member	2	2
Ms. Avni Chauhan ¹	Non-Executive - Independent Director	Member	NA	NA
Mr. Chetan Bohra ²	Non-Executive - Independent Director	Member	2	2

- Ms. Avni Chouhan was appointed as Member of Committee with effect from 24th March, 2025*
- Mr. Chetan Bohra on account of completion of tenure, ceased to be the Member of Committee with effect from close of business hours of 12th February, 2025.*

The composition of the RMC is in conformity with the requirements of Regulation 21 of the Listing Regulations as on 31st March, 2025.

During the financial year 2024-25, 2 (Two) RMC Meetings were held on 15th July, 2024 and 7th February, 2025 and the gap between two consecutive RMC Meetings was not more than 210 days. The necessary quorum was present at the meetings.

The Chairperson of the Risk Management Committee was present at the last AGM of the

Company held on 20th September, 2024, in compliance with regulatory requirements.

The terms of reference of the Committee are as follows:

- To ensure that appropriate methodology, processes and systems are in place to manage and monitor and evaluate the implementation of action plans developed to address material business risks within the Company and its business units, and regularly reviewing the progress of action plans;

2. Oversight on internal processes and systems to control the implementation of high /top risks' action plans;
3. Half yearly monitoring and evaluating the performance of management in managing risk;
4. Oversee allocation of necessary tools and resources to identify and manage risks;
5. Regularly review the material risks along with their mitigation plans;
6. Regularly reporting to the Board on the status of material business risks and the nature and content of its discussions, recommendations and actions to be taken;
7. Ensuring compliance with regulatory requirements and best practices with respect to risk management;
8. To periodically review the risk management policy, at least once in half year, including by considering the changing industry dynamics and evolving complexity;
9. The appointment, performance and removal of the Chief Risk Officer (if any) shall be subject to review by the Risk Management Committee.

(f) Management Committee of Board:

As on 31st March, 2025, the Management Committee comprises of two Non-Independent Directors and Chief Executive Officer as under:

Name of Members	Category	Designation in the Committee	No. of meetings eligible to attended held	No. of Meetings attended during the year 2024-25
Mr. Vaibhav Jayantilal Shah	Executive Director	Chairperson	7	3
Mr. Ashok Daulatraj Bafna	Executive Director	Member	7	7
Mr. Gaurav Bhandari	Chief Executive Officer	Member	7	7

During the year under review, the Management Committee of the Company met 7 ("Seven") times i.e. on 21st June 2024, 23rd August 2024, 7th October 2024, 3rd January 2025, 17th February 2025, 5th March 2025 and 19th March 2025. The necessary quorum was present at the respective meetings.

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

1. To borrow monies;
2. To invest the funds of the Company;
3. To grant loans or give guarantee or provide security in respect of loans;
4. To apply/avail any kind of loans, facilities from any Bank/Financial Institutions/Body Corporate and provide security for such loans;
5. To open, operate, close, change in authorisation / signatory for any current / deposit / cash credit account(s), safe deposit vault(s), electronic bank account(s), internet bank account(s) / facility, dematerialisation / depository account(s) and any other account(s) with any nationalized bank(s), scheduled bank(s), cooperative bank(s) in any part of the country including foreign bank(s) authorised by Reserve Bank of India to do banking business in India and in any country outside India with bank(s) authorised to do banking business in that country;
6. To grant approval for setting up, administration and closure of branch office of the Company and nominate managers for such office;
7. To approve, finalise and authorise the execution of any deed, document, letter or writing in connection with any of the aforesaid activities, including borrowing / credit facilities, creation of charge, etc;
8. To authorize officials in various legal cases to attend and represent company in front of various authorities;

9. To grant 'no objection certificate' for using the name of Company;
10. To provide authorization for attending and voting at various general meetings/court convened meetings on behalf of company to it's authorized person;
11. To grant authority for furnishing/submitting applications for telephone / internet or other utility connections for various offices/branch offices;
12. To obtain / renew / surrender license / Letter of Permission or such other registration of the Company with any regulatory / statutory authorities and execute legal undertaking / legal agreement or any document required for this purpose;
13. To grant/give Power of Attorney in favour of its employees/officials for the various business purposes and applying license and approval on behalf of the Company;
14. To purchase, sell, enter into/sign lease and license/rent agreement or otherwise deal with any movable / immovable assets or property for and on behalf of company;
15. Empanelment with any other companies/ associations/body corporate for development of business operation of company;
16. To buy/ sell/ invest from time to time by way of subscription, purchase, conversion or otherwise Equity Shares, Preference Shares, Debentures (whether convertible or non-convertible), mutual fund or any other financial instruments of one or more bodies corporate, whether in India or outside, including into subsidiary(ies) of the Company as the Committee may think fit.
17. To provide loan/ Advances/ Security / Corporate Guarantee to/ for its Subsidiary/ Associate/ Group Companies.
18. To make applications for becoming member at various institutions/organizations.
19. To constitute, reconstitute, modify, dissolve any trust or association for Company / business related matters and to appoint, reappoint, remove, replace the trustees or representatives.
20. To authorize affixing the common seal of the Company and re-locate / move the common seal to any place other than the registered office of the Company.
21. To grant/revoke general and specific power of attorney / letter of authorisation in favour of employees of the Company as and when required for business purposes.
22. To register/de-register the Company with any Central/State Government authorities, Semi Government authorities, regulatory authorities, statutory authorities, quasi-judicial authorities, local authorities, tax authorities, administrative authorities, business associations and any other bodies as required for business operations of the Company.
23. To authorise and submit various documents, details and e-forms with Ministry of Corporate Affairs.
24. To do all such acts, deeds and things as may be required for the smooth conduct of the operations of the Company and which does not require specific approval of the Board of Directors of the Company or which has not been delegated by the Board specifically to any other Committee of the Board.
25. Approval of the appointment of any officers, delegation of authority, approval of any report and return, and policies in terms of and activities related to merchant banking, portfolio management services, and alternative investment funds.
26. To delegate any of the terms mentioned hereinabove to any officer / employee of the Company or to any other person.

4. GENERAL BODY MEETINGS

The location and timings of the last three Annual General Meetings are given below:

Financial Year	Date of AGM	Time	Location of the meeting
2023-24	20 th September, 2024	12.30 p.m.	Prominent Corporate Residency, Plush Restaurant & Banquets, Luxury Redefined, B/H Ugati Heights, Kudasán Por Road, Kudasán, Gandhinagar -382421
2022-23	22 nd September, 2023	12.30 p.m.	Prominent Corporate Residency, Plush Restaurant & Banquets, Luxury Redefined, B/H Ugati Heights, Kudasán Por Road, Kudasán, Gandhinagar -382421
2021-22	23 rd September, 2022	2.00 p.m.	Prominent Corporate Residency, Plush Restaurant & Banquets, Luxury Redefined, B/H Ugati Heights, Kudasán Por Road, Kudasán, Gandhinagar -382421

The number and particulars of Special Resolutions which were passed in the last three Annual General Meetings are as follows:

Sr. No.	Date of AGM	Purpose of Resolution
31 st	20 th September, 2024	<ol style="list-style-type: none"> Approval for modification in overall borrowing limits of the company as per Section 180(1) (c) of the Companies Act, 2013. Approval for modification in limits under Section 180(1)(A) of the Companies Act, 2013 for creating charge on the assets of the company. Approval of limits for the Loans, Guarantees, and Investment by the company as per Section 186 of Companies Act, 2013.
30 th	22 nd September, 2023	Re-appointment of Mr. Vaibhav Jayantilal Shah (DIN: 00572666) as Managing Director of the Company.
29 th	23 rd September, 2022	Re-appointment of Mrs. Manju Suresh Bafna as a Whole-Time Director of the Company.

POSTAL BALLOT RESOLUTIONS

During the year under review, the Company has sought Shareholders approval on the Special Resolution through 1 (One) Postal Ballot on 18th January, 2025. Details of the same are as follows:

S. No.	Description of Resolution	Approval Date
1	Alteration of the Objects clause of the Memorandum of Association of the Company.	18 th January, 2025

Procedure adopted for Postal Ballot:

The Postal Ballot was carried out as per the provisions of Section 108, 110 and other applicable provisions of the Act read with the Rules framed thereunder and MCA Circulars. The Company had provided its Shareholders the facility to exercise their right to vote on the Postal Ballot

through the Remote e-Voting on the Resolution as set out in the Notices of the Postal Ballot. The Company had engaged the services of National Securities Depository Limited ("**NSDL**") for providing the Remote e-Voting facilities to the Shareholders, enabling them to cast their vote electronically and in a secure manner. M/s. VKM & Associates, Practicing Company Secretary, was appointed as the Scrutinizer for conducting the Postal Ballot process through Remote e-Voting to ensure that the voting process is carried out in a fair and transparent manner. The Scrutinizer submitted his Report to the Chairman on completion of Scrutiny on 20th January, 2024. Accordingly, the Voting Results of the said Postal Ballots was announced and made also available at the Company's website at <https://www.mnclgroup.com/shareholders-notice-voting-results>.

Extraordinary General Meeting:

During the financial year 2024-25, 1 (one) Extraordinary General Meetings was held on 22nd August, 2024. The details of the same are as follows:

Day & Date of Meeting	Time	Venue	Special Resolution(s) passed	Link for EGM Notice and Voting Results
Thursday, 22 nd August, 2024	11:00 am	"Monarch House", Opp. Prahladbhai Patel Garden, Near Ishwar Bhuvan, Commerce Six Road, Navrangpura, Ahmedabad-380009	To offer and issue equity shares on a preferential basis to certain identified persons and other matters related thereto.	https://www.mnclgroup.com/shareholders-notices-voting-results

5. MEANS OF COMMUNICATION:

a. Quarterly results:

The Company's quarterly, half-yearly, and annual financial results are submitted to the Stock Exchanges in compliance with applicable regulatory requirements. These results are also published in leading newspapers, namely Financial Express (English), Financial Express (Gujarati) and The Economic Times (English).

In addition, the financial results are made available on the Company's official website and can be accessed at: <https://www.mnclgroup.com/financial-results>.

b. News releases, presentations:

Official news releases and media communications issued by the Company are generally submitted to the Stock Exchanges in accordance with regulatory requirements. These releases are also made available on the Company's official website and can be accessed at: <https://www.mnclgroup.com/announcement-under-regulation-30>.

c. Presentations to institutional investors / analysts:

During the year under review, the Company did not make any presentations or issue any press releases to institutional investors or analysts.

d. Website:

The Company maintains a dedicated 'Investor Relations' section on its official website: <https://www.mnclgroup.com/investor-relation>.

This section provides comprehensive and up-to-date shareholder information, including financial results, corporate announcements, policies, disclosures, and other relevant updates, in compliance with regulatory requirements and in support of transparent communication with investors.

e. Annual Report:

The Annual Report containing, inter alia, Audited Financial Statement, Audited Consolidated Financial Statement, Board's Report, Auditors' Report and other important information is circulated to the members and others entitled thereto. The management discussion and analysis report forms part of the Annual Report. The Annual Report is also available in downloadable form on the website of the Company and can be assessed at <https://www.mnclgroup.com/annual-reports>.

f. BSE Corporate Compliance & Listing Centre ("Listing Centre"):

BSE's Listing Centre is a web-based application designed by BSE Limited ('BSE') for corporates. All periodic compliance filings like shareholding pattern, Integrated Filing (Governance), Integrated Filing (Finance), media releases, among others are filed electronically on the Listing Centre.

g. NSE Electronic Application Processing System ("NEAPS"):

The NEAPS is a web-based application designed by National Stock Exchange of India Limited ('NSE') for corporates. All periodic compliance filings like shareholding pattern, Integrated Filing (Governance), Integrated Filing (Finance), media releases, among others are filed electronically on NEAPS.

h. SEBI Complaints Redress Systems (SCORES) and SMART ODRs:

The investor complaints are processed in a centralized web-based complaints redress system. The salient features of the system are:

- Centralized database of all complaints,
- Online upload of Action Taken Report (ATR's) by concerned companies and
- Online viewing by investors of actions taken on the complaint and its current status.

i. Designated exclusive e-mail-IDs:

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

- **Investor servicing/ grievances:**
cs@mnclgroup.com
- **Clients services/ grievances:**
grievances@mnclgroup.com

6. GENERAL SHAREHOLDER INFORMATION

The Company is registered with the Registrar of Companies, Ahmedabad, Gujarat. The Corporate Identity Number ('CIN') allotted to the Company by the Ministry of Corporate Affairs ("MCA") is L64990GJ1993PLC120014.

a) Annual General Meeting:

Day and Date	Friday, 26 th September, 2025
Time	12.30 p.m.
Mode of AGM	Physical
Venue of the Meeting	Prominent Corporate Residency, Plush Restaurant & Banquets, Luxury Redefined, B/H Ugati Heights, Kudasán Por Road, Kudasán, Gandhinagar - 382421, Gujarat
Remote e-voting starts	Tuesday, 23 rd September, 2025 at 9:00 A.M.
Remote E-voting ends	Thursday, 25 th September, 2025 at 5:00 P.M.
E-voting at AGM	Friday, 26 th September, 2025

For details, please refer to the Notice of this AGM.

As required under Regulation 36(3) of the Listing Regulations and Secretarial Standard 2 on General Meetings, particulars of Directors seeking re-appointment at this AGM are given in the

Annexure to the Notice of this AGM.

b) Financial Year of the Company:

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

Financial Reporting for FY 2024-25:

First Quarter (June, : 2024)	15 th July, 2024
Half year (September : 2024)	11 th November, 2024
Third Quarter : (December 2024)	07 th February, 2025
Fourth Quarter or Year : ended (March 2025)	27 th May, 2025

c) Dividend Payment:

The Board of Directors ("Board") of the Company, at its meeting held on 24th May, 2024, adopted the Dividend Distribution Policy ("Policy") in accordance with the provisions of Regulation 43A of the Listing Regulations. The said Policy is available on the Company's website and can be accessed at: <https://www.mnclgroup.com/mncl-policies>.

Considering the Company's strong financial performance and healthy cash flows, the Board recommended a final dividend of ₹ 1/- per equity share (i.e., 10% of the face value) for the financial year 2023-24, subject to approval by the shareholders at the ensuing AGM. The shareholders approved the said dividend at the AGM held on **20th September, 2024**, and the dividend was subsequently paid to the eligible shareholders on **23rd September 2024**.

The Company did not declare or pay any interim dividend during the financial year under review.

As on 31st March, 2025, an amount of ₹10.44 lakhs remains unclaimed in the Company's Unpaid Dividend Accounts. In alignment with the Company's commitment to transparency and shareholder engagement, a detailed statement listing unclaimed dividends has been published on the Company's website. Shareholders may refer to the same and initiate the claim process by visiting: <https://www.mnclgroup.com/dividend-related-information>

Pursuant to the applicable provisions of the Companies Act, 2013, dividends that remain unclaimed/unpaid for a period of seven years are required to be transferred to the Investor Education and Protection

Fund ("IEPF") administered by the Central Government. However, during the financial year under review, the Company was not required to transfer any amount to the IEPF.

d) Listing Details

The Company's Shares are listed on:

Name	BSE Limited	National Stock Exchange of India Limited
Address	Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001.	Exchange Plaza, Plot No. C-1, 'G' Block, Bandra-Kurla Complex, Bandra (East), Mumbai - 400 051.
Stock Exchange Codes	511551	MONARCH

The requisite listing fees for financial year 2025-26 have been paid in full to both the Stock Exchanges. Demat ISIN in National Securities Depository Limited ("NSDL") and the Central Depository Services (India) Limited ("CDSL") for Equity Shares : INE903D01011

e) Suspension from trading

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

f) Registrars and Share Transfer Agents

During the period under review, the Company appointed Link Intime India Private Limited as its Registrar and Share Transfer Agents ("RTA") in place of Skyline Financial Services Private Limited, with effect from 30th December, 2024. Subsequently, the name of the RTA was changed from Link Intime India Private Limited to MUFG Intime India Private Limited, with effect from 31st December, 2024, pursuant to a corporate name change.

The Company duly intimated the above changes to the Stock Exchanges on 30th December, 2024 and 2nd January, 2025 respectively.

MUFG Intime India Private Limited

(Formerly known as Link Intime India Private Limited)
C 101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400083
Tel: (0) 810 811 6767
Toll-free number: 1800 1020 878
Fax: 022 - 4918 6060
Email: mt.helpdesk@in.mpms.mufg.com
Website: in.mpms.mufg.com

g) Share Transfer System

Share transfers and related operations for the Company are processed by the Company's RTA viz., MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited), Share transfer is normally affected within the maximum period of 15 days from the date of receipt, if all the required documentation is submitted.

h) Distribution of Shareholding:**(i) Distribution of shareholding by Size as on 31st March, 2025**

Slab of Shares Holding	Number of Share Holders	% of total shareholders	Shares	% of total Share Capital
1 to 500	16,299	89.1972	12,97,584	1.6538
501 to 1000	771	4.2193	6,07,635	0.7744
1001 to 2000	442	2.4189	6,90,291	0.8798
2001 to 3000	159	0.8701	4,07,978	0.52
3001 to 4000	117	0.6403	4,25,433	0.5422
4001 to 5000	79	0.4323	3,64,686	0.4648
5001 to 10000	154	0.8428	11,47,589	1.4626
10001 and above	252	1.3791	7,35,19,742	93.7023
TOTAL	18,273	100	7,84,60,938	100

(ii) Shareholding pattern by Ownership as on 31st March, 2025:

Categories	No of Shareholders	No. of Shares	% of shareholding
Alternate Investment Funds - II	1	5,35,714	0.6828
Alternate Investment Funds - III	3	1,15,723	0.1475
Body Corporate - Limited Liability Partnership	25	40,79,781	5.1998
Clearing Members	3	2,000	0.0025
FPI (Corporate) - I	10	10,44,680	1.3315
FPI (Corporate) - II	2	21,998	0.028
Hindu Undivided Family	422	6,67,120	0.8503
Key Managerial Personnel	1	44,92,856	5.7262
Non Nationalised Banks	1	300	0.0004
Non Resident (Non Repatriable)	96	52,839	0.0673
Non Resident Indians	113	2,34,625	0.299
Other Bodies Corporate	154	1,01,35,980	12.9185
Promoters	17	4,14,16,064	52.7856
Public	17,425	1,56,61,258	19.9606
Total	18,273	7,84,60,938	100

i) Dematerialization of Equity Shares and Liquidity

Break-up of shares held in physical and dematerialised form as on 31st March, 2025 is as follows:

Shareholding	2024-25	
	No. of Shares	% of Total
Physical	2,23,901	0.29
Demat Segment:		
NSDL	5,33,06,470	67.94
CDSL	2,49,30,567	31.77
Total	7,84,60,938	100.00

As on 31st March, 2025, 99.71% of the equity shares of the Company are held in dematerialized form with NSDL and CDSL. Under the Depository System, the International Securities Identification Number ("ISIN") allotted to the Company's shares is INE903D01011.

j) Outstanding ADR/ GDR/ Warrants/ Convertible Instruments and their impact on equity

The Company has not issued any ADRs/ GDRs/Convertible Instruments during the year under review.

k) Foreign exchange risk and Hedging activities

As such, the Company is not exposed to any commodity price risk and, hence, the disclosures under Clause 9(n) of Part C of Schedule V in terms of the format prescribed vide SEBI Circular No SEBI/HO/CFD/CMD1/ CIR/P/2018/0000000141 dated 15th November, 2018, is not applicable.

l) Plant Location

The Company is in the business of Stock Broking and other financial services; therefore, it does not have any manufacturing plants.

m) Investor Correspondence Address

Shareholders may note that the share transfers, dividend payments and all other investor-related activities are attended to and processed at the office of the Company's RTA. For any grievances/complaints, shareholders may contact the RTA, MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited), at the following address:

Registrar and Transfer Agents (RTA):

MUFG Intime India Private Limited

(Formerly known as Link Intime India Private Limited)

C-101, 247 Park, Lal Bahadur Shastri Marg,

Vikhroli (West), Mumbai - 400 083

Tel: (0) 810 811 6767

Toll-free number: 1800 1020 878

Fax: 022 - 4918 6060

Email: mt.helpdesk@in.mpms.mufg.com

Website: in.mpms.mufg.com

For any escalations, shareholders may write to the Company at cs@mnclgroup.com

For addresses and contact details for investor queries, RTA, depository banks, depositories for equity shares in India and stock exchanges please refer to the Investor contacts section on the website of the Company.

NAME, DESIGNATION AND ADDRESS OF THE COMPLIANCE OFFICER

Mr. Nitesh Tanwar

Company Secretary and Compliance Officer

Address- 4th Floor, B Wing, Laxmi Tower,

Bandra Kurla Complex, Bandra East,

Mumbai-400051

Tel: 022-66476400

E-mail: cs@mnclgroup.com

n) List of all credit ratings obtained by the entity along with any revisions thereto during the relevant financial year, for all debt instruments of such entity or any fixed deposit programme or any scheme or proposal of the listed entity involving mobilization of funds, whether in India or abroad:

The following ratings have been assigned to the Company for its borrowing facilities:

S. No.	Instruments	Ratings	Type of Rating	Name of the Credit Rating Agency
1	Commercial Papers (₹ 100 Crore)	IVR A1 (IVR A One)	Short Term Rating	Infomerics Valuation and Rating Private Limited

7. OTHER DISCLOSURES

a) RELATED PARTY TRANSACTIONS:

There were no materially significant related party transactions, pecuniary relationships, or transactions between the Company and its Directors during the financial year ended 31st March, 2025 that may have had a potential conflict with the interests of the Company at large.

All transactions with related parties, as required under the applicable provisions of the Indian Accounting Standards (Ind AS), have been disclosed in the Notes to the Financial Statements, forming an integral part of the Annual Report. The Company has a duly approved Policy on Related Party Transactions, which is available on the Company's website and can be accessed at: <https://www.mnclgroup.com/mncl-policies#institute-feature>.

b) DETAILS OF NON-COMPLIANCE BY THE COMPANY, PENALTIES, STRICTURES IMPOSED ON THE COMPANY BY THE STOCK EXCHANGE OR SEBI OR ANY OTHER STATUTORY AUTHORITY ON ANY MATTER RELATED TO CAPITAL MARKETS, DURING THE LAST THREE YEARS:

The Company has complied with the requirements of the Stock Exchanges, the Securities and Exchange Board of India (SEBI), and other statutory authorities on all matters relating to the capital markets during the last three financial years, except as stated in **Annexure – A**.

Further, no strictures or penalties have been imposed on the Company by the Stock Exchanges, SEBI, or any other statutory authorities, in connection with listing or other capital market-related compliance matters, except as detailed in **Annexure – A**.

c) WHISTLE BLOWER POLICY/ VIGIL MECHANISM:

The Company is committed to promoting ethical behavior in all its business dealings and has adopted a robust Vigil Mechanism / Whistle Blower Policy to enable stakeholders to report concerns related to fraud, misconduct, or unethical behavior. Under this Policy, employees, vendors, and customers can confidentially report any suspected or confirmed incidents of unethical practices or fraudulent activities. This mechanism is designed to ensure a fraud-free and ethically compliant work environment.

The Policy also provides for adequate safeguards to protect whistleblowers from any form of victimization or retaliation. In exceptional cases, the mechanism allows for direct access to the Chairman of the Audit Committee. It is noteworthy that no person has been denied access to the Audit Committee during the year under review. The Whistle Blower Policy is available on the Company's website and can be accessed at: <https://www.mnclgroup.com/storage/whistleblower-policy.pdf>

d) DETAILS OF COMPLIANCE WITH MANDATORY REQUIREMENTS:

All the mandatory requirements of Regulations 17 to 27 of the Listing Regulations have been complied with by the Company.

e) POLICY FOR DETERMINING MATERIAL SUBSIDIARIES:

The Company has three subsidiary viz. Monarch Network Capital IFSC Private Limited, Monarch Network Investment Advisors Private Limited and Monarch Network Finserve Private Limited. None of the Company is falling under the category of Material Subsidiary Company in terms of the definition under Regulation 16(1)(c) of listing regulations. The Policy for determining the material subsidiaries is available at <https://www.mnclgroup.com/storage/policy-for-determining-material-subsiidiary.pdf>

f) POLICY ON RELATED PARTY TRANSACTIONS

In accordance with Section 188 of the Act read with Regulation 23 of the Listing Regulations, the Company has formulated a Policy on Materiality of Related Party Transactions and on Dealing with Related Party Transactions.

During the year under review, the said Policy was amended to align with the latest amendments in the Act and the rules made thereunder. The objective of the Policy is to ensure proper approval, disclosure, and reporting of transactions between the Company and its related parties, thereby promoting transparency and good governance practices. The Policy, duly updated from time to time to incorporate all regulatory changes, is available on the Company's website and can be accessed at: <https://www.mnclgroup.com/storage/rpt-policy.pdf>

g) COMMODITY PRICE RISKS AND HEDGING ACTIVITIES

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

h) DETAILS OF UTILIZATION OF FUNDS RAISED THROUGH PREFERENTIAL ALLOTMENT OR QUALIFIED INSTITUTIONS PLACEMENT

During the year under review, the Company raised an amount of ₹3,00,21,32,560/- (Rupees Three Hundred Crores Twenty-One lakhs Thirty-Two Thousand Five Hundred and Sixty only) by allotting 53,60,951 equity shares of face value ₹10/- each, at an issue price of ₹560/- per share (including a premium of ₹550/- per share) through a preferential allotment.

The net proceeds from the issue were utilized in accordance with the objectives stated in the placement document.

i) CERTIFICATE REGARDING NON-DEBARMENT AND NON-DISQUALIFICATION OF DIRECTORS

A certificate issued by M/s. VKM & Associates, Company Secretaries, pursuant to Regulation 34(3) read with Clause 10 (i) of Paragraph C of Schedule V of the Listing Regulations, certifying that none of the Directors on the Board of the Company as on 31st March 2025, have been debarred or disqualified from being appointed or continuing as Directors of the companies by the SEBI, MCA, or any such Statutory Authority as attached at the end of the Corporate Governance Report as “Annexure - B”.

j) DISCLOSURE IN RELATION TO RECOMMENDATIONS MADE BY THE COMMITTEES OF THE BOARD

During the year under review, there have been no instances whereby the Board of Directors of the Company has not accepted the recommendations made by the Audit Committee / Nominations and Remuneration Committee / Corporate Social Responsibility Committee on any matter which is mandatorily required.

k) FEES PAID TO THE STATUTORY AUDITORS AND ALL ENTITIES IN THE NETWORK FIRM/ ENTITIES

The details of fees for all the services paid by the Company and its Subsidiaries on a consolidated basis to Statutory Auditors of the Company, and all entities in the network

firm/network entity of which the Statutory Auditors are a part, are given below:

(₹ In lakhs)

Particulars	Total fees for FY2025
Statutory Audit	9,48,320
Other permissible Services	-
Reimbursement of expenses	24,000
Total	9,72,320

l) DISCLOSURE IN RELATION TO THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013 (“POSH ACT”):

The following is a summary of Sexual Harassment complaint(s) received and disposed of during the financial year 2024-25, pursuant to the POSH Act and Rules framed thereunder:

- Number of complaint(s) of Sexual Harassment received during FY2025 – Nil
- Number of complaint(s) disposed of during FY2025 – Nil
- Number of cases pending as of 31st March 2025– Nil

m) PARTICULARS OF LOANS/ ADVANCES ETC. PURSUANT TO PARA A OF SCHEDULE V OF LISTING REGULATIONS

The details of loans and advances given during the year as well as outstanding as on the year ended 31st March, 2025 are covered under Note No. 39 forming part of Notes to Standalone Financial Statements.

n) DETAILS OF MATERIAL SUBSIDIARIES OF THE LISTED ENTITY, INCLUDING THE DATE AND PLACE OF INCORPORATION AND THE NAME AND DATE OF APPOINTMENT OF THE STATUTORY AUDITORS OF SUCH SUBSIDIARIES

Not applicable as the Company does not have any material Subsidiary company.

8. NON-COMPLIANCE OF ANY REQUIREMENT OF CORPORATE GOVERNANCE REPORT OF SUB-PARAS (2) TO (7) ABOVE, WITH REASONS THEREOF SHALL BE DISCLOSED:

There have been no instances of non-compliance of any requirements of the Corporate Governance

as prescribed by Listing Regulations except under Regulation 17(1), 19(1)/ 19(2), 20(2)/(2A) and 21(2) for the quarter ended March 2025.

9. COMPLIANCE WITH DISCRETIONARY REQUIREMENTS

The Company has also complied with the following discretionary requirements as specified under Regulation 27(1) read with Part E of Schedule II of the Listing Regulations:

a. Unmodified Audit Opinion

There was no audit qualification in Company's standalone or consolidated financial statements for the financial year 2024-25. Your Company continues to adopt best practices to ensure a regime of financial statements with unmodified audit opinion.

b. Separate Posts of Chairman and Managing Director

As on the date of this report, the Chairman of the Board is a Whole-time Director and her position is separate from that of the Managing Director and Chief Executive Officer. All three are not related to each other.

c. Reporting of internal auditor

M/s. Rushil Soni & Co., Chartered Accountants, is the Internal Auditors of the Company. The internal auditor report directly to the audit committee.

10. COMPLIANCE:

The Company has complied with the requirements of Corporate Governance Report of Paragraphs (2) to (10) mentioned in Schedule V of the Listing Regulations except under Regulation 17(1), 19(1)/ 19(2), 20(2)/(2A) and 21(2) for the quarter ended March 2025 and disclosed necessary information as specified in Regulations 17 to 27 and clauses (b) to (i) of Regulation 46(2)

and paragraphs C, D and E of Schedule V of the Listing Regulations, in this Report.

11. CODE OF CONDUCT AND CERTIFICATE ON COMPLIANCE OF CORPORATE GOVERNANCE:

The Company has a strong legacy of fair, transparent and ethical governance practices. The Company has adopted a Code of Conduct for its employees including the Managing Director and the Executive Directors. In addition, the Company has adopted a Code of Conduct for its non-executive directors which includes Code of Conduct for Independent Directors which suitably incorporates the duties of independent directors as laid down in Act. This Code of Conduct emphasizes the Company's commitment to Compliance with the highest standards of legal and ethical behavior. This Code of Conduct is available on the website of the Company at <https://www.mnclgroup.com/storage/code-of-conduct-bod-&-senior-management.pdf>.

All Directors and senior management have adhered to the Code of Conduct of the Company during the year and have signed declarations in compliance with the Code of Conduct. The declaration signed by Mr. Gaurav Bhandari, Chief Executive Officer is given separately in this report as **Annexure - C**.

The Certificate from Practicing Company Secretary on Compliance of provisions related to Corporate Governance by the Company is also annexed to this report as **Annexure - D**.

12. DISCLOSURES WITH RESPECT TO DEMAT SUSPENSE ACCOUNT/ UNCLAIMED SUSPENSE ACCOUNT:

In accordance with the provisions of Regulation 34 and Part F of Schedule V of the Listing Regulations, the Company reports the following details in respect of unclaimed Equity Shares that are kept in Specific Demat Account:

S. No.	Particulars	Number of Shareholders	Number of Equity Shares
1	Aggregate Number of the Shareholders and the outstanding Shares in the Suspense Account lying	1,152	2,28,063
2	Number of the Shareholders who approached the Company for transfer of Shares from Suspense Account during the year	13	2,762
3	Number of the Shareholders to whom Shares were transferred from the Suspense Account during the year	13	2,762
4	Aggregate Number of the Shareholders and the outstanding Shares in the Suspense Account lying as on 31 st March, 2025	1,139	2,25,301

The voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares.

31st March 2025, the Company is in compliance with the requirements of the applicable Accounting Standards.

13. DISCLOSURE OF CERTAIN TYPES OF AGREEMENTS BINDING THE COMPANY:

The Company has not entered into any agreements as specified under clause 5A of paragraph A of Part A of Schedule III read with regulation 30A of the Listing Regulations.

The Company has also adopted Policy on Determination of Materiality for Disclosures, Policy on Archival of Documents and Policy for Preservation of Documents which is also available on the website of the Company at <https://www.mnclgroup.com/mncl-policies>.

14. DISCLOSURE OF ACCOUNTING TREATMENT IN PREPARATION OF FINANCIAL STATEMENTS

The Financial Statements of the Company have been prepared in accordance with the Indian Accounting Standards ('Ind AS') as per the Companies (Indian Accounting Standards) Rules, 2015 as amended and notified under Section 133 of the Act, and in conformity with the accounting principles generally accepted in India and other relevant provisions of the Act.

Accounting policies have been consistently applied, for the preparation of Financial Statements, except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use. With respect to the annual audited financial statements for the year ended

15. CEO/MD AND CFO CERTIFICATION

The Chief Executive Officer and the Managing Director of the Company give annual certifications on financial reporting and internal controls to the Board in terms of Regulation 17 (8) read with Part B of Schedule II of Listing Regulations. The said Certificate is annexed and forms part of this report as **Annexure –E**. The Managing Director and the Chief Executive Officer also give quarterly certification on financial results, while placing the financial results before the Board in terms of Regulation 33(2) of the Listing Regulations.

For Monarch Network Capital Limited

Vaibhav Jayantilal Shah

Managing Director

DIN: 00572666

Place: Mumbai

Date: 27th May, 2025

Annexure – A

Sr. No.	Details of the case	Observation summary	Name of Statutory Authority	Strictures/Penalties imposed/ Further action
1.	Wrong CTCL data uploaded	Penal charges not/ wrong uploading of IML/ BOLT Location Code mismatch details for February 2024	BSE	Monetary Penalty of ₹ 200/-
2.	Wrong CTCL data uploaded	Penal charges not/ wrong uploading of IML/ BOLT Location Code mismatch details for August 2024	BSE	Monetary Penalty of ₹ 400/-
3.	Risk Based Supervision Report as on 31 st March 2022	Not declaring 4 parties as associate companies. The same were reported from July 2022 onwards.	NSE	Monetary Penalty of ₹ 10,000/-
4.	Wrong CTCL data uploaded	Penal charges not/ wrong uploading of IML/ BOLT Location Code mismatch details for September 2024	BSE	Monetary Penalty of ₹ 100/-
5.	Delay in declaring Bank account on exchnage portals	There was delay in reporting new bank account of expenses to BSE in September 2024 by 10 days due to internal late communication amongst team.	BSE	Monetary Penalty of ₹ 5,000/-
6.	offsite Inspection	1. Excess fund payout to client 2. For MTF Exposure borrowing taken from not permitted entity 3. Wrong data submitted for MTF segment in daily MTR submission for period July 2023	NSE	Monetary Penalty of ₹ 59,000/-
7.	offsite Inspection	Delay in reporting of bank account to exchanges. The Company have not reported the same within the stipulated timeline of 7 days.	NSE	Monetary Penalty of ₹ 5,000/-
8.	offsite Inspection	Delay in reporting of demat account to exchanges. The Company have not reported the same within the stipulated timeline of 7 days.	NSE	Monetary Penalty of ₹ 5,000/-

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

[Pursuant with Para 3(x) (c) (iii) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018]

To,
 The Members,
 MONARCH NETWORK CAPITAL LIMITED,
 Unit No. 803-804A, 8th Floor,
 X-Change Plaza, Block No. 53, Zone 5,
 Road- 5E, Gift City, Gandhinagar,
 Gujarat, India - 382355

We have examined and verified the records of the Board of Directors available and maintained on the online portal of Ministry of Corporate Affairs of **Monarch Network Capital Limited** (hereinafter will known as “**the Company**”) having its Registered Office at Unit No. 803-804A, 8th Floor, X-Change Plaza, Block No. 53, Zone 5, Road- 5E, Gift City, Gandhinagar, Gujarat, India - 382355 incorporated vide its Company Registration Number: L64990GJ1993PLC120014 on 02nd December, 1993 under the jurisdiction of Registrar of Companies, Mumbai.

On the basis of examination and verification, we hereby state that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as the directors of companies by the Securities Exchange Board of India / MCA or any such statutory authority for the Financial Year ending on 31st March, 2025.

The Board of Directors of the Company comprises of 5 (Five) Directors and the Board is composed as follows:

Sr. No	Name of the Director	DIN	Type of the Director	Status of the Director
1	Mr. Vaibhav Jayantilal Shah	00572666	Executive Director, MD	Active
2	Mrs. Manju Suresh Bafna	01459885	Executive Director, Chairperson	Active
3	Mr. Ashok Daulatraj Bafna	01431472	Executive Director	Active
4	Mr. Satish Kumar Pazhamalai	08735238	Non-Executive Independent Director	Active
5	Ms. Avni Chouhan	08716231	Non-Executive Independent Director	Active

This Certificate is being issued at the request of the Company for the rightful compliance with Para 3(x) (c) (iii) of SEBI (Listing Obligation and Disclosure Requirements) (Amendment) Regulation, 2018.

For **VKM & Associates**
 Company Secretaries

(Vijay Kumar Mishra)
 Partner

C.P. No. 4279
 FCS No. 5023

PR. No. 1846/2022

UDIN: F005023G000301231

Place: Mumbai
 Date: 27th May, 2025

Annexure - C

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

To,
The members of
Monarch Networth Capital Limited

I hereby declare that all the Board members and the senior management personnel of the Company have affirmed compliance with the code of conduct of the company for the year ended March 31, 2025.

For **Monarch Networth Capital Limited**

Place: Mumbai
Date: 27th May, 2025

Gaurav Bhandari
Chief Executive Officer

CERTIFICATE ON COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE**To****The Members of MONARCH NETWORK CAPITAL LIMITED**

We have examined the compliance of conditions of Corporate Governance by Monarch Network Capital Limited, for the year ended on 31st March 2025, as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C and D of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination has been limited to a review of the procedures and implementation thereof adopted by the Company for ensuring compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company. We have examined the books of account and other relevant records and documents maintained by the Company for the purpose of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.

In our opinion and to the best of our information and according to the explanations given to us and based on the representations made by the Directors and the Management, we certify that the Company has complied with the mandatory conditions of Corporate Governance as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C and D of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

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

For VKM & Associates

Place: Mumbai
Date: 27th May, 2025

Vijay Kumar Mishra
Practicing Company Secretary
M. No. F-5023, C.P. No.4279
UDIN NO.: F005023G000451689

**CEO / CFO CERTIFICATE IN TERMS OF THE REGULATION 17 (8) OF THE SEBI
(LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

To
The Board of Directors
Monarch Network Capital Limited

We hereby certify that:

- (a) We have reviewed financial statements and the cash flow statement for the year ended 31st March, 2025 and that to the best of our knowledge and belief;
 - i. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
 - ii. These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) No transaction is entered into by the company during the year which is fraudulent, illegal or violative of the Company's Code of Conduct.
- (c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- (d) We have indicated to the auditors and the Audit Committee:
 - i. Significant changes in internal control over financial reporting during the year.
 - ii. Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - iii. Instances of significant fraud of which we have become aware and the involvement there in, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

For **Monarch Network Capital Limited**

Place: Mumbai
Date: 27th May, 2025

Govinda Meghani
Chief Financial Officer

Gaurav Bhandari
Chief Executive Officer

Management Discussion and Analysis

Your Directors are pleased to present the Management Discussion and Analysis Report for the year ended on March 31, 2025. Investors are cautioned that these discussions contain certain forward-looking statements that involve risk and uncertainties, including those risks which are inherent in the Company's growth and strategy. The Company undertakes no obligation to publicly update or revise any of the opinions or forward-looking statements expressed in this report consequent to new information or developments, events or otherwise.

GLOBAL ECONOMY

The world economy has shown resilience in 2024 despite headwinds from geopolitical tensions, supply chain shifts, changing trade patterns, and monetary policy adjustments. Inflation has stabilised after a period of decline, enabling central banks to turn more accommodative. Global headline inflation is projected to ease further to 4.2% in 2025 and 3.6% in 2026. The tariffs, acting as a supply shock, are expected to pass through to US consumer prices gradually and hit inflation in the second half of 2025. Elsewhere, the tariffs constitute a negative demand shock, lowering inflationary pressures.

According to the International Monetary Fund (IMF), global GDP growth held steady at 3.3% in 2024, matching the pace of 2023, and is projected to grow at 3.0% in 2025 and 3.1% in 2026. Persistent geopolitical tensions could push up commodity prices, disrupting the disinflation trend, while policy changes under the new US administration have heightened concerns over geo-economic fragmentation and trade risks. Emerging strategic trade hubs – nations with geographic advantages and preferential trade agreements – are expected to play an increasingly important role in the realignment of global commerce.

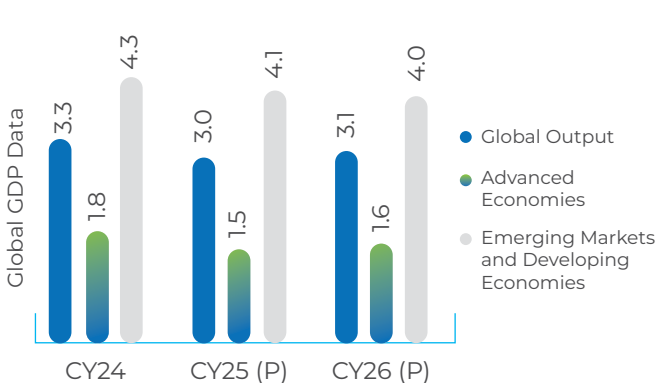
Financial conditions remain generally accommodative. Equity markets have rebounded strongly, credit costs have narrowed, and volatility is subdued, even as long-term yields in advanced economies have risen on wider fiscal deficits and heavier bond issuance. A weaker US dollar has lifted many emerging market currencies and drawn in capital flows, giving some central banks room to cut rates. However, high public debt levels and the possibility of renewed tariff hikes could reverse these gains, lifting borrowing costs and straining fiscal sustainability.

Source: World Economic Outlook-IMF, July 2025

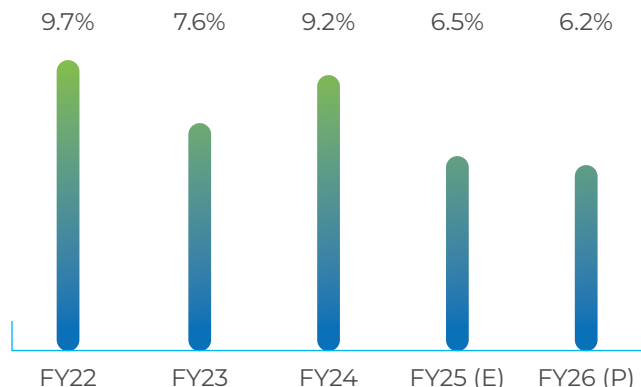
INDIAN ECONOMY

Amidst the uncertain global economic environment, with elevated interest rates, persistent trade frictions, and geopolitical tensions, India continued to demonstrate resilience. Having advanced to become the world's fourth-largest economy, it put up a strong performance in FY 2024-25, registering a GDP growth rate of 6.5%, maintaining its position as the fastest-growing major economy. This came at a time when the global economy was described by the United Nations as being in a "precarious moment", underscoring the strength of India's domestic growth drivers and prudent policies.

Real GDP Growth



E: Estimated, P: Projected



Manufacturing continued to contribute significantly to output, supported by stronger industrial capacity, rising competitiveness in high-value sectors such as defence production, electronics, and machinery, and record merchandise exports excluding petroleum products at US\$ 374.1 bn, up 6.0% from the previous year. The services sector also displayed resilience, led by IT, consulting, finance, and digital technologies, with services exports reaching US\$ 387.5 bn, a 13.6% increase over FY 2023-24. Overall, total exports hit a record US\$ 824.9 bn in FY 2024-25, up 6.01% YoY, supported by healthy foreign investment inflows and stable macroeconomic conditions.

The Union Budget for FY 2025-26, presented in February 2025, reiterated the Government's commitment to infrastructure development, economic stability, sector-specific advancements, and long-term strategic positioning. By streamlining regulations, supporting MSMEs, and boosting investments and exports, the budget outlines a clear roadmap toward Viksit Bharat 2047. The budget's emphasis on sectors including tourism, healthcare, and manufacturing will catalyse job creation. These measures are expected to stabilise the macroeconomic environment, encouraging private sector participation and investment.

On the monetary front, inflation eased sharply, with the Consumer Price Index (CPI) falling to 1.55% (Provisional) in July 2025 – the lowest since June 2017 – while food inflation turned negative to -1.76%. This moderation, supported by robust crop production and low imported inflation risk, strengthened the outlook for price stability. Foreign exchange reserves stood at US\$ 688.9 bn as of August 8, 2025, enough to cover more than 11 months of goods imports, while the current account deficit was contained at just 0.6% of GDP in FY 2024-25.

Looking ahead, the Reserve Bank of India projects GDP growth for FY 2025-26 to remain steady at 6.5%, supported by resilient domestic demand, stable macroeconomic fundamentals, and prudent policymaking. With a healthy external position, rising investment flows, and consistent performance in manufacturing and services, India's fundamentals remain well placed to navigate global headwinds and sustain its growth leadership.

Source: *PIB, MoSPI Press Release, Aug 12, 2025*

INDUSTRY OVERVIEW

Stock broking

Within India's vibrant capital market, the equity segment plays a dominant role, supported by robust Market Infrastructure Institutions (MII), comprising depositories, trading, settlement and record keeping

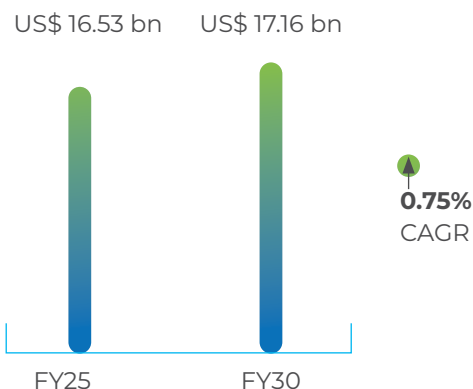
corporation, among others. These tech-savvy institutions have been facilitating rapid growth in the base and depth of equity markets as the number of investor accounts with brokers and depositories has increased considerably, particularly in recent years. The NSE and BSE, India's leading stock exchanges, have also claimed the global spotlight, sustaining India's position as the world's fourth-largest stock market (in terms of market capitalisation) even amid global uncertainties. Together, these exchanges host companies with a combined market capitalisation exceeding US\$ 5.1 trillion – an achievement underscored by the resilient performance of benchmark indices like the Nifty and Sensex.

In FY 2024-25, global headwinds such as rising inflation, geopolitical tensions, and ongoing disruptions to global trade from U.S. tariffs have cast a shadow of uncertainty. Yet, domestic institutions have emerged as a stabilising force in the Indian equity market. Despite substantial FPI outflows in the second half of the year, the market closed FY 2024-25 with modest gains, reflecting the growing strength and confidence of domestic investors.

As India's economy advances through greater formalisation and digital adoption, and as retail investor participation continues to rise, capital markets will remain central to the country's growth trajectory. Although global developments and policy changes may introduce periods of volatility, the long-term prospects remain strong – driven by increasing per capita income, ongoing structural reforms, wider financial inclusion, and the emergence of a larger, more confident investor community.

Investment banking

India's investment banking sector demonstrates immense potential and is expected to reach a revenue of US\$ 16.53 bn by 2025 according to Statista. This surge is propelled by India's robust economic performance and an uptick in merger and acquisition endeavours. Yet, the market anticipates a slight slowdown ahead, with a projected Compound Annual Growth Rate (CAGR) of 0.75% over the next five years to reach US\$ 17.16 bn by 2030. Nevertheless, India maintains its significance on the global investment banking landscape, albeit trailing behind the US, which is projected to reach a staggering revenue of US\$ 110.12 bn in 2025. As India continues to navigate this dynamic landscape, its investment banking sector remains a vital component of the nation's financial ecosystem.



The Indian equity market is also in the spotlight for its IPO action. In 2024, India surged ahead as the global frontrunner in the number of IPOs as per EY. The first quarter of 2025 alone saw a remarkable fund raising of US\$ 2.8 bn through 62 IPOs, securing 22% of the global share. This highlights a vibrant primary market landscape. Leading this surge were sectors like Industrials, Real Estate, Hospitality, Construction and Health & Life Sciences, indicating a diverse range of industries contributing to the IPO boom.

US\$ 2.8 bn Of fundraising in Q1 CY 2025	62 IPOs In Q1 CY 2025
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Asset management

India's Alternative Investment Funds (AIFs) are attracting high-net worth investors seeking superior returns. As of March 2025, AIFs surpassed ₹ 13.49 lakh crore in investment commitments, a ~35% YoY jump. These funds offer a broader range of investment options compared to traditional vehicles, attracting investors with a minimum investment of ₹ 1 crore. Data from SEBI shows ₹ 5.3 lakh crore has already been raised, with Category II and Category III AIFs accounting for ₹ 3.7 lakh crore and ₹ 1.5 lakh crore, respectively.

₹ 13.49+ lakh crore AIFs investment commitments as of March 2025
--

The Assets Under Management (AUM) of domestic mutual funds (MFs) soared by an impressive 26% in FY 2024-25. According to AMFI annual data, the AUM reached a historic high of ₹ 67.40 lakh crore as of March 2025, compared to ₹ 53.40 lakh crore in March 2024, with an increase of nearly ₹ 14 lakh crore over the last fiscal year. The AUM of Portfolio Management Services (PMS) has also witnessed remarkable growth, more than doubling over the past five years.

From ₹ 15.40 lakh crore in January 2019, it surged to ₹ 38.66 lakh crore as of March 31, 2025. PMS offerings provide tailored advice, focussed mandates, and access to specialised tools, contributing to their increasing popularity and expanding AUM.

₹ 67.40 lakh crore Historic high MF AUM as of March 2025
--

COMPANY OVERVIEW

Monarch Network Capital Limited (hereafter referred as 'MNCL' or 'the Company') is a prominent player within the Indian financial services industry. The firm has garnered three decades of experience in developing and implementing innovative financial products and strategies. This rich heritage has positioned Monarch Network Capital as a leading and reliable provider of financial services with a strong presence with 3,00,000+ registered clients across 140+ cities in 20+ states through 55 branches and 900+ business associates.

3,00,000+ Registered clients	140+ Cities	20+ States	55 Branches	500+ Business associates
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Over the years, Monarch Network Capital Limited has strategically expanded its offerings beyond pure stock broking services. Today, the Company provides a comprehensive suite of financial products and services to cater to its clients' diverse needs. The core offerings of the Company include retail broking - the long-standing original business, wealth and third-party product distribution, global access, institutional equities, investment banking, and asset management. Following a foray into the asset management business through AIF, MNCL has received in-principle approval from SEBI to establish mutual fund operations, consolidating its position in the burgeoning asset management sector. This comprehensive approach ensures that clients have access to a wide range of financial solutions, all supported by a team of experienced research experts, robust infrastructure, and well-defined processes.

The Company attributes its progress to its 'customer-first' approach, which has always been its priority. Actively engaging with clients has enabled the Company to understand their unique financial needs and goals. This commitment fosters long-lasting relationships built on trust and personalised service.

The Company's dedication to client success is reflected in its core values:

- **Simplified investing:** Strive to make investing accessible and intuitive, empowering individuals to confidently navigate the financial landscape.
- **Rewarding opportunities:** Identify and offer a diverse range of investment solutions with the potential for positive returns. Many of the relatively new businesses were set up as the Company felt there were gaps in servicing the existing clients.
- **Domain insights:** The team of experienced employees provides insightful research and analysis to guide informed investment decisions.
- **Comprehensive solutions:** Extensive product portfolio allows MNCL to tailor financial strategies that align with each client's specific objectives.

Further, MNCL leverages technology to enhance the customer experience. The Company actively deploys technological advancements for client acquisition, improved customer activation, and streamlined business processes. This commitment to technological innovation ensures a seamless and efficient experience for its valued clientele. Technology is a major area of investment and engages top management attention significantly.

OPPORTUNITIES AND THREATS

Opportunities

- **Favourable long-term economic prospects** create fertile ground for growth in financial services.
- **A rising share of consumer spending** bodes well for the financial services industry.
- **Streamlined regulations** encourage wider participation from all investor demographics.
- **Technology adoption** optimises best practices and processes within the Company.
- **Strategic corporate activity** like mergers, acquisitions, and restructuring presents opportunities for corporate advisory services.
- **Mobilisation of domestic household and corporate savings to the capital market** through managed investment solutions like Mutual Funds, AIFs, PMSs and Collective Investment Schemes.

Threats

- **Challenges in execution:** In the event of any lapse in the execution of processes and strategies, overall operations will be impacted.
- **Economic downturn:** A short-term economic slowdown could negatively impact investor confidence and overall business activity.
- **Constrained global liquidity:** A decrease in global liquidity flows could limit access to capital.
- **Heightened competition:** Competition from established local and global players in the financial services industry is intensifying.
- **Shifting investment trends:** Market trends favouring alternative investment options may lead clients to explore avenues beyond core offerings.

RISK MANAGEMENT & INTERNAL CONTROL SYSTEM

As per the Provisions of Section 134(3) of the Companies Act, 2013 ('the Act') the Company as a part of the Board's Report needs to give a statement indicating development and implementation of a risk management policy for the Company including identification therein of elements of risk, if any, which in the opinion of the Board may threaten the existence of the Company. Additionally, as per the Listing Obligations and Disclosure Requirement Regulations (LODR), 2015, the Company is required to lay down procedures for risk assessment and risk minimisation.

The Company is exposed to specific risks that are particular to its business and the environment within which it operates, including economic cycle, market risks, competition risk, interest rate volatility, human resource risk and execution risk, etc. The Company mitigates these risks by enhancing its technological capabilities in surveillance mechanisms and by following prudent business and risk practices and adhering to standard policies and procedures adopted for risk management.

Compliance risk & responsive strategies: MNCL has established a dedicated department staffed with experienced professionals in compliance, corporate governance, legal, and audit functions. This robust team plays a vital role in guiding business units and support functions on all regulatory matters. They ensure adherence to current regulations

and circulars through continuous monitoring and implementation. This comprehensive approach safeguards proper governance, reporting practices, and adherence to regulatory requirements across the entire Group.

Additionally, MNCL is committed to combating money laundering. The Company has implemented a robust system of controls and procedures, including:

- Business-specific compliance manuals
- Limit monitoring systems
- Anti-Money Laundering (AML) and Know Your Customer (KYC) policies
- Enhanced risk-based supervision systems

These policies and procedures are thoroughly communicated to all employees through compliance manuals and circulars. Additionally, in its broking business, the Company has implemented robust surveillance and risk management systems to further strengthen its compliance framework.

Through this proactive approach, MNCL fosters a culture of ethical conduct and ensures compliance with regulatory requirements, building trust and safeguarding the Company's reputation.

Human resource risk & responsive strategies:

The Company recognises the significance of a well-managed human resource department. MNCL continuously strives to align its HR practices with evolving business needs. The Company actively promotes a strong culture of transparency and service orientation within the organisation.

The Group prioritises the well-being of its employees by implementing people-centric policies and adopting best practices in HR management, including, but not limited to, health insurance. This commitment includes providing comprehensive training programmes on job functions and compliance-related topics.

Further, the HR department ensures strict adherence to all statutory labour laws and relevant regulations. In addition, thorough background screening procedures are implemented to minimise risks associated with new hires. These proactive measures contribute to building a strong and reliable workforce, essential for the Company's continued success.

Reputation risk & responsive strategies: At MNCL, ethical conduct is paramount. The Company empowers operating managers to reject substandard

business opportunities, prioritising long-term success over quick fixes. This commitment is further solidified by its comprehensive employee code of conduct and trading guidelines, applicable to all staff.

Rigorous monitoring ensures adherence to these policies, with disciplinary actions in place for any deviations. This unwavering dedication to ethical practices serves a dual purpose: safeguarding its reputation and building trust with the clients.

The Company understands that reputational risk is a critical concern. MNCL proactively addresses any situation that could potentially damage its standing. Events with the potential for negative impact are handled with utmost caution, ensuring complete compliance and alignment with the core values. Through this vigilance, the Company fosters a culture of integrity and transparency, earning the trust of clients and stakeholders.

Risk culture & responsive strategies: Risk management is a cornerstone of MNCL's business strategy. The Company has cultivated a strong risk culture that encourages a comprehensive approach to identifying and managing risks across the entire organisation. Through continuous investment in people, processes, and technology, it strives to mitigate potential risks arising from both external factors and borrower behaviour.

A dedicated risk management team works in tandem with its robust credit operations structure to ensure timely identification and mitigation of risks. This proactive approach minimises potential impact on the Company's growth and performance. The Company has developed the capability to detect early warning signs of financial stress and established processes for corrective and remedial actions. This ensures MNCL maintains control and minimises potential damage. In essence, the Company's proactive risk management framework safeguards its resilience and paves the way for sustained success.

Rigorous oversight and internal controls: The Board of Directors and Audit Committee work collaboratively to ensure regular reviews of the Company's risk management policies. This oversight ensures management effectively controls risk through clearly defined protocols.

Recognising that MNCL operates in a highly regulated industry, the Company leverages the inherent risk management measures embedded within the regulatory framework. The Company further strengthens its risk management posture

by engaging an independent firm of Chartered Accountants to conduct comprehensive internal audits. These audits are reported regularly to the Audit Committee, providing an additional layer of scrutiny.

Further, the Company maintains a robust internal control system. This system safeguards company assets against unauthorised use or mismanagement. It further ensures that all transactions are:

- **Authorised:** Only authorised personnel can initiate and approve transactions.
- **Recorded:** All financial transactions are accurately captured and documented.
- **Reported:** Financial information is reported accurately and in a timely manner.

Through these comprehensive measures, the Company ensures:

- **Compliance:** Adherence to all applicable laws, regulations, listing requirements, and management regulations.
- **Accuracy:** Financial transactions are properly recorded and verified.
- **Standards:** The Company's financial reporting adheres to recognised accounting standards and policies.

By prioritising strong governance and robust internal controls, MNCL fosters trust among stakeholders and builds confidence in the accuracy and integrity of the Company's financial reporting.

Addressing economic and business risks: The Indian capital market's performance is directly linked to the nation's economic growth and political stability. While the Company's growth projections appear promising, potential downside risks remain. These include the pace and shape of the global recovery, the impact of scaling back fiscal stimulus, and rising commodity prices.

The Company's business performance may also be affected by:

- **Intensified competition:** An influx of local and global players in the Indian market heightens competition.
- **Regulatory shifts:** Evolving regulations can necessitate adjustments to business practices.
- **Employee turnover:** High employee attrition rates can disrupt operations.

Meeting the challenge of competition: The Company recognises the growing number of advisory firms offering combined services and funding options, creating a competitive landscape. To address this, the Company continuously strives to provide superior customised services that cater to the clients' specific needs.

Mitigating risk in a financial services environment: Effective risk management is paramount in the financial services industry. MNCL is actively involved in managing credit risk, liquidity risk, and interest rate risk. The Company has implemented robust mechanisms to effectively mitigate these risks.

Through a well-developed management information system, the Company continuously analyses and reviews all potential risks at various management levels. This proactive approach ensures timely identification and mitigation of risks, safeguarding the Company's financial health and sustainability.

DISCUSSION ON FINANCIAL/OPERATIONAL PERFORMANCE (CONSOLIDATED BASIS) (ON THE BASIS OF IND-AS)

Consolidated revenue from operations went up by 17.7% YoY, profit after tax by 21.2%, and net worth 130%. The robust revenue performance was due to all-round better outcomes of all businesses – old and new – partly due to market buoyancy and largely due to the efforts taken in the last five years to reorient our businesses to become more focussed and more nimble. Profitability did better than the top-line because of cost control, particularly employee expenses, without compromising at all on employee welfare.

(₹ in lakhs unless otherwise specified)

Particulars	FY 2024-25	FY 2023-24
Revenue from Operations	32,680.49	27,769.16
PBT	19,267.65	16,411.76
PAT	14,926.60	12,314.98
Total Comprehensive Income for the year	14,919.99	12,300.06
Basic EPS (₹)	20.15	18.18

Key highlights of the segment-wise financial performance are summarised below:

(₹ in Lakhs)

Particulars	Standalone		Consolidated	
	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024
a) Broking and Related Services				
1) Fees and commission income*	19,067.42	18077.92	19,067.42	18,040.59
2) Interest Income	10,842.83	7198.84	10,842.83	7,236.07
3) Net Gain/(Loss) on Fair Value Changes	2,328.63	1804.73	2,328.63	1,804.73
4) Other Income	57.36	98.41	57.36	98.41
b) Non-Banking Financial Business	-	-	663.31	825.96
c) Insurance business	-	-	153.46	168.26
Less: Inter Segment Revenue	-	-	(315.57)	(274.35)
Total	32,296.24	27,179.90	32,797.45	27,899.68

* Fees and commission income include revenue from Broking, Merchant banking and Asset management services.

HUMAN RESOURCES/INDUSTRY RELATIONS

In the service industry, particularly financial services, a skilled and motivated workforce is paramount. Recognising this, MNCL prioritises its human capital by implementing robust HR practices. The Company offers ongoing training and motivational programmes to ensure the staff reach their full potential and deliver exceptional client service.

Investing in people: MNCL recognises that human capital is the cornerstone of success in the service industry, especially financial services. The Company fosters a healthy HR environment that prioritises continuous learning and development for its staff. Through training and motivational initiatives, the Company empowers its employees to reach their full potential and deliver exceptional service to clients.

A thriving workplace: The Company provides a stimulating and supportive work environment that encourages innovation and collaboration. This commitment to employee well-being fosters a culture of excellence, ensuring the team is well-equipped to tackle any challenge and drives the Company towards achieving its mission with unwavering success.

Strong Business Relationships: MNCL actively cultivates positive and productive relationships within the industry. This proactive approach strengthens its reputation and enhances the Company's overall creditworthiness.

ENVIRONMENTAL ISSUES

As the Company is not in the field of manufacturing, the matter relating to the production of any harmful gases and the liquid effluents is not applicable.

DETAILS OF ANY CHANGE IN RETURN ON NET WORTH AS COMPARED TO THE IMMEDIATELY PREVIOUS FINANCIAL YEAR ALONG WITH A DETAILED EXPLANATION THEREOF

Particulars	FY 2024-25	FY 2023-24
Return on Networth declined because of equity fund raise of ₹ 300 Cr during the year	26.1%	43.4%

CAUTIONARY STATEMENT

Statement in the Management Discussion and Analysis describing the Company's objectives, expectations or predictions may be forward-looking within the meaning of applicable securities, laws and regulations. Actual results may differ materially from those expressed in the statement. Several factors could make a significant difference to the Company's operation. These include climatic conditions and economic conditions affecting demand and supply, government regulations and taxation, natural calamities, etc. over which the Company does not have any control.

Business Responsibility & Sustainability Report

SECTION A: GENERAL DISCLOSURES

I. DETAILS OF COMPANY

1. Corporate Identity Number (CIN) of the Listed Entity	L64990GJ1993PLC120014
2. Name of the Listed Entity	Monarch Network Capital Limited
3. Year of incorporation	1993
4. Registered office address	Unit No. 803-804A, 8 th Floor, X-Change Plaza, Block No. 53, Zone 5, Road- 5E, Gift City, Gandhinagar, Gujarat, India - 382355
5. Corporate address	Ahmedabad: Monarch House, Opp. Prahladbhai Patel Garden, Near Ishwar Bhuvan, Commerce Six Road, Navrangpura, Ahmedabad-380009 Mumbai: G Block, Laxmi Tower, B Wing, 4 th Floor, Bandra Kurla Complex, Bandra East, Mumbai - 400051
6. E-mail	cs@mnclgroup.com
7. Telephone	+91 79-26666500 / +91 22 66476400
8. Website	www.mnclgroup.com
9. Financial year for which reporting is being done	FY 2024-2025 (April 2024 - March 2025)
10. Name of the Stock Exchange(s) where shares are listed	BSE Limited & National Stock Exchange of India Limited
11. Paid-up Capital	₹ 78,46,09,380/-
12. Name and contact details (telephone, email address) of the person who may be contacted in case of any queries on the BRSR report	Mr. Nitesh Tanwar, Company Secretary and Compliance Officer Email: nitesh.tanwar@mnclgroup.com Telephone: 022-66476405
13. Reporting boundary - Are the disclosures under this report made on a standalone basis (i.e. only for the entity) or on a consolidated basis (i.e. for the entity and all the entities which form a part of its consolidated financial statements, taken together).	The disclosures under this report are made on standalone basis unless otherwise mentioned in the specific field.
14. Name of assessment or assurance Provider	Not applicable
15. Type of assessment or assurance obtained	Not applicable

II. PRODUCTS/SERVICES

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

Sr. No.	Description of Main Activity	Description of Business Activity	% of Turnover of the entity
1.	Financial and insurance service	Financial Advisory, brokerage and Consultancy Services	92.62%
2.	Financial and insurance service	Other financial activities	7.38%

17. Products/Services sold by the entity (accounting for 90% of the entity's Turnover):

Sr. No.	Product/Service	NIC Code	% of total Turnover contributed
1.	Broking and allied activities	67120	100%

III. OPERATIONS
18. Number of locations where plants and/or operations/offices of the entity are situated:

Location	Number of Plants	Number of Offices	Total
National	Not Applicable	33*	33
International	Not Applicable	Nil	Nil

* One registered office, two corporate office and 57 branches are being operated from these 33 offices.

19. Markets served by the entity:
a. Number of locations

Location	Number
National (No. of States)	13
International (No. of Countries)	Nil

b. What is the contribution of exports as a percentage of the total turnover of the entity?

Nil

c. A brief on types of customers

Monarch Network Capital Limited (MNCL) is an integrated technology-based Financial Services Sector Organization offering a wide range of services including retail and institutional broking, financial products distribution. Our customers include resident and non-resident individuals, HUF's, corporates, etc. MNCL execute transactions in capital markets/ equity derivatives/ commodity derivatives/ currency derivatives segments on behalf of its clients which include retail customers (including high net worth individuals), mutual funds, institutional investors, foreign institutional investors, financial institutions and corporate clients.

IV. EMPLOYEES
20. Details as at the end of financial year:
a. Employees (including differently abled):

Sr. No.	Particulars	Total (A)	Male		Female	
			No.(B)	%(B/A)	No.(C)	%(C/A)
EMPLOYEES						
1.	Permanent(D)	419	347	82.82%	72	17.18%
2.	Other than Permanent (E)	-	-	-	-	-
3.	Total employees (D+E)	419	347	82.82%	72	17.18%

Note: The Company does not have any workers as defined in the guidance note on BRSR issued by the SEBI.

b. Differently abled Employees:

Sr. No.	Particulars	Total (A)	Male		Female	
			No.(B)	%(B/A)	No.(C)	%(C/A)
DIFFERENTLY ABLED EMPLOYEES						
1.	Permanent(D)	2	2	100%	-	-
2.	Other than Permanent (E)	-	-	-	-	-
3.	Total employees (D+E)	2	2	100%	-	-

Note: The Company does not have any workers as defined in the guidance note on BRSR issued by the SEBI.

21. Participation/Inclusion/Representation of women:

Particulars	Total (A)	Number and percentage of Females	
		No.(B)	%(B/A)
Board of Directors	6	2	33.33%
Key Management Personnel	3*	-	0.00%

*Only Chief Executive Officer, Chief Financial Officer, and Company Secretary are considered under the category of Key Management Personnel, as Managing Director, Whole-time Directors are covered under the category of the Board of Directors.

22. Turnover rate for permanent employees:

(Disclose trends for the past 3 years)

Particulars	FY 2025			FY 2024			FY 2023		
	Male	Female	Total	Male	Female	Total	Male	Female	Total
Permanent Employees	32%	43%	34%	31%	46%	34.06%	33%	35%	34.45%

V. HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)**23. Names of holding/ subsidiary/ associate companies/ joint ventures:**

S. No.	Name of the holding / subsidiary / associate companies / joint ventures (A)	Indicate whether holding/ Subsidiary/ Associate/ Joint Venture	% of shares held by listed entity	Does the entity indicated at column A, participate in the Business Responsibility initiatives of the listed entity? (Yes/No)
1.	Monarch Network Capital IFSC Private Limited	Subsidiary	100%	No
2.	Monarch Network Finserve Private Limited	Subsidiary	100%	No
3.	Monarch Network Investment Advisors Private Limited	Subsidiary	100%	No

VI. CSR DETAILS**24. (i) Whether CSR is applicable as per section 135 of Companies Act, 2013: (Yes/No): Yes. (for more information, please refer to Annexure III of the Board's report)**

(ii) Turnover (in ₹): 32,238.88 Lakhs

(iii) Net worth (in ₹): 76,912.92 Lakhs

VII. TRANSPARENCY AND DISCLOSURES COMPLIANCES

25. Complaints/Grievances on any of the principles (Principles 1 to 9) under the National Guidelines on Responsible Business Conduct:

Stakeholder group from whom complaint is received	Grievance Redressal Mechanism in Place (Yes/No) (If yes, then provide web-link for grievance redress policy)	FY 2024-25			FY 2023-24		
		Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks
Communities	No	-	-	NA	-	-	NA
Investors (other than shareholders)	Yes; https://www.mnclgroup.com/investor-relation/investor-relationinvestors-grievance	-	-	NA	-	-	NA
Shareholders	Yes, the Company provides a channel to address any issues or complaints raised by its shareholders. For more information, the weblink is as follows: www.scores.gov.in/admin	2	Nil	NA	1	Nil	NA
Employees	Yes; At MNCL, we have Grievance redressal mechanism in place for our employees. The weblink is as follows: https://www.mnclgroup.com/investor-relation/investor-relationinvestors-grievance	Nil	Nil	No major grievances recorded. Complaints if any, to be shared at hr@mnclgroup.com	Nil	Nil	No major grievances recorded. Complaints if any, to be shared at hr@mnclgroup.com
Customers / Clients	Yes https://www.mnclgroup.com/pdf/Grievances_Escalation_Matrix_may2024.pdf	56	0	NA	43*	-	NA
Value Chain Partners	No	-	-	NA	-	Nil	NA

* Included customer/client complaints data from the previous financial year (not reported earlier) to align with updated regulatory expectations and enhance transparency. This disclosure establishes a baseline for future reporting, enabling effective monitoring of grievance redressal and reinforcing the Company's commitment to continuous improvement and stakeholder trust.

Some of the policies on the Company's Conduct with its stakeholders, including grievance redressal mechanisms are placed on the Company's website. Here is the link to grievance redressal mechanisms for investors & customers <https://www.mnclgroup.com/storage/grievances-escalation-matrix-may2024.pdf>. The Company has constituted a Stakeholders Relationship Committee for redressal of grievances of its security holders.

In addition, the Company has framed Vigil Mechanism/Whistle Blower Policy to enable directors and employees to report genuine concerns or grievances, significant deviations from key management policies and reports

of any non-compliance and wrong practices, e.g., unethical behavior, fraud, violation of law, inappropriate behavior/conduct etc., the same can be accessed at <https://www.mnclgroup.com/storage/whistleblower-policy.pdf>

Further, the investor(s) including shareholder(s) can also write their concern/grievance to the Company on cs@mnclgroup.com and customer(s)/client(s) on helpdesk@mnclgroup.com.

26. Overview of the entity's material responsible business conduct issues. Please indicate material responsible business conduct and sustainability issues pertaining to environmental and social matters that present a risk or an opportunity to your business, rationale for identifying the same, approach to adapt or mitigate the risk along-with its financial implications, as per the following format:

Sr. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
1	Data Security & Customer privacy	Risk & Opportunity	The Company's technology infrastructure is expanding, heightening the risk of privacy breaches and data security vulnerabilities.	The Company has implemented an extensive Information Security Management System to safeguard its systems and protect information. This helps mitigate potential material financial impacts.	<p>Positive: Automation of several manual processes, leading to cost saving. Increased trust and credibility across all stakeholders including customers. Improved data management protect brand reputation.</p> <p>Negative: Data breaches pose a threat to the Company's reputation and can result in litigation and financial risks.</p>
2	Customers Literacy	Opportunity	Indians traditionally lean towards saving money and investing in secure instruments. However, increasing financial literacy can broaden horizons and provide new investment perspectives.	<p>Educated customers provide valuable feedback and insights that can inform the development of new products and services.</p> <p>Understanding customer needs and preferences enables the Company to innovate and stay ahead of the competition.</p>	<p>Positive: Empowers Customer to assess and manage financial risks effectively.</p> <p>Reduce the Company's exposure to risk.</p>

Sr. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
3	Digitisation	Opportunity	The demand for digital transactions is steadily increasing, driven by low-cost internet data, widespread smartphone penetration, and India's biometric identity card system.	The Company consistently invests in technology to improve and implement a digital environment within the organization to minimize reliance on paper-based transactions and communications.	Positive: Cost effectiveness & larger customer reach & service through digital operations. Paperless & environment friendly.
4	Human Capital	Risk and Opportunity	Human Capital is one of the key strategic imperatives for the Company and we consistently invest in the growth & development and alignment of employees to the Company growth strategy. We work on building an inclusive workplace and embracing diversity fostering innovative practices for improved business outcomes and increased employee satisfaction. Risk of failure in any of the elements of talent management can impact the Company's ability to fulfil demand and grow its revenues. Poor employee well-being can result in increased absenteeism, decreased productivity, and higher healthcare costs. Lack of diversity and inclusion in the workplace can lead to difficulty attracting and retaining top talent.	The Company prioritizes robust people practices aimed at fostering overall employee growth. This includes health and wellbeing initiatives, adherence to fair pay norms, equal opportunity for all and extensive training programmes.	Positive: By focusing on human capital development, the Company can enhance operational efficiency and drive innovation. Negative: Neglecting human capital management can lead to higher turnover rates, increased recruitment costs, and elevated training expenses.

Sr. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
5	Corporate Social Responsibility	Opportunity	<p>MNCL believes in a philosophy of adopting sustainable business practices which are beneficial to the various stakeholders including the society. Through its corporate values, MNCL constantly endeavours' to actively contribute to the social and economic development of the communities in which it operates.</p> <p>MNCL has always believed in giving back to the society and recognized its role and responsibility as a corporate citizen. The Company has social values ingrained into its culture and manner of working.</p>	The Company recognizes the importance of being socially responsible and making a difference in lives of people. The company invests in social welfare activities focused on health, education, woman empowerment and sustainability development by making contribution to various NGO's.	<p>Positive:</p> <p>Commitment to social welfare increases customer retention and loyalty, increases employee engagement, improves brand image, attracts investment opportunities and top talent.</p>
6	Business Continuity	Risk	Business Continuity is critical for the company in case of any crisis during any disaster or technical glitches.	We have robust processes and technology in place to ensure that business process can run as usual after recovery from any sort of disaster.	<p>Negative:</p> <p>Reputation Risk, Business loss and Customer dissatisfaction.</p>

SECTION B: MANAGEMENT AND PROCESS DISCLOSURES

This section is aimed at helping businesses demonstrate the structures, policies and processes put in place towards adopting the NGRBC Principles and Core Elements.

Disclosure Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
1. Policy and management processes									
a. Whether your entity's policy/policies cover each principle and its core elements of the NGRBCs. (Yes/No)	Yes	No	Yes	Yes	Yes	No	Yes	Yes	Yes
b. Has the policy been approved by the Board? (Yes/No)	Yes, policies wherever stated have been approved by the Board/ Committee of the Board/Senior Management of the Company.								
c. Web Link of the Policies, if available.	P1 - Whistle Blower Policy P3 - Nomination and Remuneration Policy P4 - Whistle Blower Policy P5 - Sexual Harassment Policy P7 - Grievance Policy P8 - Corporate Social Responsibility Policy P9 - Cyber Security & Cyber Resilience Policy The above policies are available on below link: https://www.mnclgroup.com/mncl-policies#institute-feature								
2. Whether the entity has translated the policy into procedures. (Yes / No)	Yes	No	Yes	Yes	Yes	No	Yes	Yes	Yes
3. Do the enlisted policies extend to your value chain partners?	Currently, we have not identified any value chain partners. However, as we progress, we are committed to extending our initiatives to include our value chain partners, ensuring alignment and collaboration across the entire value chain.								
4. Name of the national and international codes/certifications/labels/ standards (e.g. Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trustea) standards (e.g. SA 8000, OHSAS, ISO, BIS) adopted by your entity and mapped to each principle.	Not Available								
5. Specific commitments, goals and targets set by the entity with defined timelines, if any.	No targets have been established at this time, but MNCL plans to set measurable targets in the coming years, reflecting our commitment to continuous improvement and sustainable growth.								
6. Performance of the entity against the specific commitments, goals and targets along-with reasons in case the same are not met.	Not Applicable								

Disclosure Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
Governance, leadership and oversight									
7. Statement by director responsible for the business responsibility report, highlighting ESG related challenges, targets and achievements (listed entity has flexibility regarding the placement of this disclosure)	The Company acknowledges the critical interconnection between sustainability and long-term financial performance and is committed to embedding Environmental, Social, and Governance ('ESG') considerations into every aspect of its business and operational decision-making. We aim to continuously enhance our ESG stand through active collaboration with all stakeholders—including employees, clients, investors, regulators, and communities—to drive sustainable value creation. The Company is focused on transparent ESG governance, measurable targets, and regular monitoring to ensure accountability and continuous improvement. By integrating ESG principles, we aim to mitigate risks, capitalize on opportunities, and contribute meaningfully to environmental stewardship, social well-being, and ethical governance, aligning with global best practices and regulatory expectations								
8. Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy (ies).	Mr. Gaurav Bhandari Chief Executive Officer gaurav.bhandari@mnclgroup.com								
9. Does the entity have a specified Committee of the Board/ Director responsible for decision making on sustainability related issues? (Yes / No). If yes, provide details.	Yes; the Risk Management Committee & Corporate Social Responsibility ('CSR') Committee are responsible for decision making on sustainability related issues.								

10. Details of review of NGRBCs by the Company:

Subject for review	Indicate whether review was undertaken by Director/ Committee of the Board/ Any other Committee	Frequency (Annually/ Half yearly/ Quarterly/ Any other-please specify																	
		P1	P2	P3	P4	P5	P6	P7	P8	P9	P1	P2	P3	P4	P5	P6	P7	P8	P9
Performance against above policies and follow up action	The Board of Directors and its Committees meet periodically to evaluate the Company's performance across various aspects, including adherence to NGRBC Principles where relevant.																		
Compliance with statutory requirements of relevance to the principles, and, rectification of any non-compliances	The Company complies with relevant statutory requirements aligned with its principles, proactively rectifying any instances of non-compliance										Quarterly								

11. Has the entity carried out independent assessment/ evaluation of the working of its policies by an external agency? (Yes/No) If yes provide name of the agency.

P1	P2	P3	P4	P5	P6	P7	P8	P9
The Company's processes and compliances are subject to audits and inspections, as applicable. Policies are reviewed periodically by the respective departments, Committees, or the Board, and are updated accordingly. Any policy revisions recommended by the Management are submitted to the relevant Committee or the Board for approval, as required.								
Internal assessments of policy implementation are conducted from time to time by the respective departments to ensure effectiveness and compliance.								
In addition, the Company's Internal Auditors and Statutory Auditors regularly review management processes and policies as part of their audit procedures. Their observations are presented to the Board, Committees, Management, and other relevant approving authorities. Follow-ups on the implementation of their recommendations are tracked as part of their review process.								

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

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

As the Company is engaged primarily in financial services and does not manufacture physical goods or operate facilities with significant environmental impact, the requirements for standalone policies under Principle 2 and Principle 6 are of limited applicability. The Company nonetheless remains committed to ethical business conduct and broadly upholds principles of environmental responsibility in its operations. Should there be any material change in business activities resulting in increased relevance of these Principles, the Company will review and adopt appropriate policies as necessary.

SECTION C: PRINCIPLE WISE PERFORMANCE DISCLOSURE

PRINCIPLE 1: BUSINESSES SHOULD CONDUCT AND GOVERN THEMSELVES WITH INTEGRITY AND IN A MANNER THAT IS ETHICAL, TRANSPARENT AND ACCOUNTABLE.

ESSENTIAL INDICATORS**1. PERCENTAGE COVERAGE BY TRAINING AND AWARENESS PROGRAMMES ON ANY OF THE PRINCIPLES DURING THE FINANCIAL YEAR.**

Segment	Total number of training and awareness programmes held	Topics / principles covered under the training and its impact	%age of persons in respective category covered by the awareness programmes
Board of Directors	Throughout the year, the Independent Directors at the Company spent an average of 9 workforce hours participating in 9 familiarization programmes.	Familiarization programmes (refer Note 1 below)	100%
Key Managerial Personnel	Nil	Nil (refer Note 2 below)	NA
Employees other than BoD and KMPs	1	Training on prevention of Sexual Harassment at workplace	83%
Workers	Not Applicable		

Note: (1) The Company conducts Familiarization Programmes for its Directors upon their appointment and on a quarterly basis. These sessions include presentations by the Management to acquaint Directors with the Company's business operations, industry practices, internal systems, and departmental policies—with a particular focus on governance practices and compliance frameworks. During the year under review, the Company also organized multiple awareness programmes for the Board to enhance their understanding of the Company's business, operations, and applicable regulatory provisions.

(2) The Company has adopted a comprehensive Code of Conduct for senior management personnel. This Code outlines the expected standards of ethical behavior and covers key areas such as integrity and ethical conduct, prevention of bribery and corruption, avoidance of conflicts of interest, promotion of transparency, and ensuring the health and safety of employees.

2. Details of fines / penalties /punishment/ award/ compounding fees/ settlement amount paid in proceedings (by the entity or by directors / KMPs) with regulators/ law enforcement agencies/ judicial institutions, in the financial year, in the following format (Note: the entity shall make disclosures on the basis of materiality as specified in Regulation 30 of SEBI (Listing Obligations and Disclosure Obligations) Regulations, 2015 and as disclosed on the entity's website):

Type	NGRBC Principle	Name of the regulatory/ enforcement agencies/ judicial institutions	Monetary		Has an appeal been preferred? (Yes/No)
			Amount (In ₹)	Brief of the Case	
Penalty/ Fine	-	-	-	-	-
Settlement	Principle 1	SEBI	11,37,500/-	SEBI had issued a show-cause notice dt 27 th June, 2024 for trading in Atlanta Limited's scrip.	No
Compounding fee			Not Applicable		

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

3. Of the instances disclosed in Question 2 above, details of the Appeal/ Revision preferred in case where monetary or non-monetary action has been appealed.

Case Details	Name of the regulatory/ enforcement agencies/ judicial institutions
Not Applicable	

4. Does the entity have an anti-corruption or anti-bribery policy? If yes, provide details in brief and if available, provide a web-link to the policy.

The MNCL Group maintains a strict zero-tolerance policy towards bribery and corruption. All officers and employees are strictly prohibited from offering, giving, soliciting, or accepting bribes or any form of inducement—including kickbacks—as a means of influencing any aspect of a contract, securing an improper advantage, or providing undue benefits to customers, agents, contractors, suppliers, employees of such parties, or to officials of Regulatory bodies, Exchanges, or Government authorities. In addition, the acceptance of gifts by employees is not permitted, except in accordance with the provisions outlined in the Company's Employees Code of Conduct and Business Ethics. This policy ensures the highest standards of integrity and transparency across all business dealings.

5. Number of Directors/KMPs/employees against whom disciplinary action was taken by any law enforcement agency for the charges of bribery/ corruption:

Case Details	FY 2025	FY 2024
Directors	-	-
KMPs	-	-
Employees	-	-
Workers	Not Applicable	Not Applicable

6. Details of complaints with regard to conflict of interest:

Particulars	FY 2025		FY 2024	
	Number	Remarks	Number	Remarks
Number of complaints received in relation to issues of Conflict of Interest of the Directors	-	Not Applicable	-	Not Applicable
Number of complaints received in relation to issues of Conflict of Interest of the KMPs	-	Not Applicable	-	Not Applicable

7. Provide details of any corrective action taken or underway on issues related to fines/ penalties / action taken by regulators/ law enforcement agencies/ judicial institutions, on cases of corruption and conflicts of interest.

Not Applicable.

8. Number of days of accounts payables ((Accounts payable *365) / Cost of goods/services procured) in the following format:

Case Details	FY 2025	FY 2024
Number of days of accounts payables*	10	8

* Account payables consist of trade payable for expenses.

9. Open-ness of business

Provide details of concentration of purchases and sales with trading houses, dealers, and related parties along-with loans and advances & investments, with related parties, in the following format:

Parameter	Metrics	FY 2025	FY 2024
Concentration of Purchases	a. Purchases from trading houses as % of total purchases	NA	NA
	b. Number of trading houses where purchases are made from	NA	NA
	c. Purchases from top 10 trading houses as % of total purchases from trading houses	NA	NA
Concentration of Sales	a. Sales to dealers/ distributors as % of total sales	NA	NA
	b. Number of dealers distributors to whom sales are made	NA	NA
	c. Sales to top 10 dealers/ distributors as % of total sales to dealers/ distributors	NA	NA
Share of RPTs in	a. Purchases (Purchases with related parties/ Total Purchases)	12.88%	14.23%
	b. Sales (Sales to related parties/ Total Sales)	3.44%	2.72%
	c. Loans & advances (Loans & advances given to related parties / Total loans & advances)	NA	NA
	d. Investments (Investments in related parties/ Total Investments made)	17.20%	39.29%

LEADERSHIP INDICATORS

1. Awareness programmes conducted for value chain partners on any of the principles during the financial year:

Total number of awareness programmes held	Topics / principles covered under the training	%age of value chain partners covered (by value of business done with such partners) under the awareness programmes
No awareness programme was conducted during the financial year.		

2. Does the entity have processes in place to avoid/ manage conflict of interests involving members of the Board? (Yes/No). If yes, provide details of the same.

The Company upholds its commitment to integrity and transparency through the implementation of a robust Code of Conduct for the Board of Directors and Senior Management Personnel. This Code requires Directors and Senior Management to strictly avoid any business engagements, relationships, or activities that may result in a conflict of interest with the Company's objectives and interests. The Code of conduct is available on Company's website & can be accessed at <https://www.mnclgroup.com/mncl-policies#institute-feature>

To reinforce this principle, the Company proactively obtains disclosures from its Directors in compliance with Sections 149 and 184 of the Companies Act, 2013. These disclosures include information regarding entities in which the Directors have any interest or concern, including shareholding details, where applicable.

Pursuant to the Company's Policy on Materiality of Related Party Transactions and their manner of dealing, any entity in which a Director has an interest or concern is classified as a related party. Before entering into any transaction with such related parties, the Company ensures that the requisite approvals are obtained from the appropriate Committee and/or the Board, in accordance with applicable regulatory requirements. The policy is available on Company's website & can be accessed at <https://www.mnclgroup.com/mncl-policies#institute-feature>.

PRINCIPLE 2: BUSINESSES SHOULD PROVIDE GOODS AND SERVICES IN A MANNER THAT IS SUSTAINABLE AND SAFE

ESSENTIAL INDICATORS

1. Percentage of R&D and capital expenditure (capex) investments in specific technologies to improve the environmental and social impacts of product and processes to total R&D and capex investments made by the entity, respectively.

Particulars	FY 2025	FY 2024	Details of improvements in environmental and social impacts
R&D	-	-	Not applicable
Capex	-	-	Not applicable

2.
 - a. Does the entity have procedures in place for sustainable sourcing? (Yes/No)
No
 - b. If yes, what percentage of inputs were sourced sustainably?
Since the organization operates in the financial services sector, this is not relevant.
3. Describe the processes in place to safely reclaim your products for reusing, recycling and disposing at the end of life, for -
 - (a) **Plastics (including packaging):** Not Applicable
 - (b) **E-waste:** The Company ensures responsible disposal of e-waste generated during its operations. All e-waste is handed over to a licenses scrap vendor authorized for e-waste disposal. The vendor provides a disposal certificate confirming that the materials obtained from MNCL have been disposed of in accordance with current municipal guidelines and pollution control board norms.
 - (c) **Hazardous waste:** Not Applicable
 - (d) **Other waste:** Not Applicable
4. Whether Extended Producer Responsibility (EPR) is applicable to the entity's activities (Yes / No). If yes, whether the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to Pollution Control Boards? If not, provide steps taken to address the same.
Not Applicable

LEADERSHIP INDICATORS

1. Has the entity conducted Life Cycle Perspective / Assessments (LCA) for any of its products (for manufacturing industry) or for its services (for service industry)? If yes, provide details in the following format?

NIC Code	Name of Product / Service	% of total Turnover contributed	Boundary for which the Life Cycle Perspective / Assessment was conducted	Whether conducted by independent external agency (Yes/No)	Results communicated in public domain (Yes/No) If yes, provide the web-link.
Not Applicable					

2. If there are any significant social or environmental concerns and/or risks arising from production or disposal of your products / services, as identified in the Life Cycle Perspective / Assessments (LCA) or through any other means, briefly describe the same along-with action taken to mitigate the same.

Name of Product/Service	Description of the risk/concern	Action Taken
Not Applicable		

3. Percentage of recycled or reused input material to total material (by value) used in production (for manufacturing industry) or providing services (for service industry).

Indicate input material	Recycled or re-used input material to total material	
	FY 2025	FY 2024
Not Applicable		

4. Of the products and packaging reclaimed at end of life of products, amount (in metric tonnes) reused, recycled, and safely disposed, as per the following format:

Particulars	FY 2025			FY 2024		
	Re-Used	Recycled	Safely Disposed	Re-Used	Recycled	Safely Disposed
Plastics (including packaging)						
E-waste						
Hazardous waste						
Other waste						
Not Applicable						

5. Reclaimed products and their packaging materials (as percentage of products sold) for each product category.

Indicate product category	Reclaimed products and their packaging materials as % of total products sold in respective category
Not Applicable	

PRINCIPLE 3: BUSINESSES SHOULD RESPECT AND PROMOTE THE WELL-BEING OF ALL EMPLOYEES, INCLUDING THOSE IN THEIR VALUE CHAINS

ESSENTIAL INDICATORS

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

Category	% of employees covered by										
	Total (A)	Health insurance		Accident insurance		Maternity benefits		Paternity Benefits		Day Care facilities	
		Number (B)	% (B/A)	Number (C)	% (C/A)	Number (D)	% (D/A)	Number (E)	% (E/A)	Number (F)	% (F/A)
Permanent employees											
Male	347	347	100%	-	-	-	-	347	100%	-	-
Female	72	72	100%	-	-	72	100%	-	-	-	-
Total	419	419	100%	-	-	72	100%	347	100%	-	-
Other than Permanent employees											
Male	-	-	-	-	-	-	-	-	-	-	-
Female	-	-	-	-	-	-	-	-	-	-	-
Total	-	-	-	-	-	-	-	-	-	-	-

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

The Company does not employ any workers owing to the nature of the business.

c. Spending on measures towards well-being of employees (including permanent and other than permanent) in the following format-

Particulars	FY 2025	FY 2024
Cost incurred on well-being measures as a % of total revenue of the company	0.11%	0.15%

2. Details of retirement benefits, for Current FY and Previous Financial Year

Benefits	FY 2025			FY 2024		
	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)
PF	84%	Not	Yes	88.60%	Not	Yes
Gratuity	99%	Applicable	N. A.	99%	Applicable	N. A.
ESI	20%		Yes	23.83%		Yes
Others, Please specify	-		-	-		-

3. Accessibility of workplaces

Are the premises / offices of the entity accessible to differently abled employees, as per the requirements of the Rights of Persons with Disabilities Act, 2016? If not, whether any steps are being taken by the entity in this regard.

The Company is deeply committed to upholding human rights and promoting equal opportunity, actively working to cultivate a safe, inclusive, and supportive workplace for all. As part of its efforts to enhance accessibility for individuals with disabilities, the Company has implemented measures such as providing easy access to elevators and ramps. These initiatives reflect the Company's respect for the diverse needs of its employees and its ongoing commitment to creating an environment where everyone feels valued and empowered.

Furthermore, the Company fosters a culture that celebrates diversity and is dedicated to ensuring equal opportunities for all individuals to grow, contribute, and succeed.

4. Does the entity have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016? If so, provide a web-link to the policy.

Yes, we follow a policy whereby strong emphasis is placed on the principle of equal opportunity for all employees.

MNCL places strong emphasis on the principle of Equal Employment Opportunity (EEO), recognizing it as fundamental to the Company's long-term success and a core component of its values. In alignment with all applicable laws and regulations, MNCL upholds a policy of non-discrimination, ensuring that no employee or job applicant is treated unfairly on the basis of race, disability, color, creed, religion, gender, age, national origin, ancestry, citizenship, or any other non-job-related factor. This commitment to fairness and inclusion extends to all aspects of employment, including—but not limited to—recruitment, hiring, promotion, demotion, training, compensation, benefits, transfers, layoffs, terminations, and performance evaluations. The Company's employment decisions are guided solely by individual qualifications and job-related requirements.

MNCL also places particular emphasis on supporting qualified individuals with disabilities, ensuring they have the opportunity to perform the essential functions of their roles, with or without reasonable accommodations. The Company encourages open communication—employees who require accommodations are invited to reach out to their manager or Human Resources. This interactive process ensures that reasonable accommodations are provided in a timely and respectful manner, without prejudice or adverse consequence.

MNCL is committed to fostering a diverse, inclusive, and equitable workplace where all individuals are treated with dignity and empowered to thrive.

5. Return to work and Retention rates of permanent employees that took parental leave.

Gender	Permanent employees		Permanent workers	
	Return to work rate	Retention rate	Return to work rate	Retention rate
Male	100%	83%	Not Applicable	
Female	100%	0%		
Total	100%	83%		

6. Is there a mechanism available to receive and redress grievances for the following categories of employees? If yes, give details of the mechanism in brief.

Particulars	Yes/No (If yes, then give details of the mechanism in brief)
Permanent Workers	Not Applicable
Other than Permanent Workers	Not Applicable
Permanent Employees	<p>Yes, the Company has an Anti-Sexual Harassment Policy tailored for its managerial staff, along with a Vigil Mechanism & Whistle-Blower Policy. These measures ensure that employee grievances are promptly and impartially registered and resolved.</p> <p>Any other grievances, can be raised through email on hr@mnclgroup.com and the same is resolved within 48 hours. Timely update is shared with the employee pertaining to the status of the existing grievances.</p>
Other than Permanent Employees	Not Applicable

7. Membership of employees in association(s) or Unions recognized by the listed entity:

The Company does not have any employee's association. However, the Company acknowledges and respects the right to freedom of association, and it does not discourage or impede collective bargaining.

Category	FY 2025			FY 2024		
	Total employees in respective category (A)	No. of employees in respective category, who are part of association(s) or Union (B)	% (B/A)	Total employees in respective category (C)	No. of employees in respective category, who are part of association(s) or Union (D)	% (D/C)
Total Permanent Employees	-	-	-	-	-	-
Male	-	-	-	-	-	-
Female	-	-	-	-	-	-

8. Details of training given to employees:

Category	FY 2025					FY 2024				
	Total (A)	On Health and safety measures		On Skill upgradation		Total (D)	On Health and safety measures		On Skill upgradation	
		No. (B)	% (B/A)	No. (C)	% (C/A)		No. (E)	% (E/D)	No. (F)	% (F/D)
Employees										
Male	347	-	-	347	100%	318	-	-	-	-
Female	72	-	-	72	100%	77	-	-	-	-
Total	419	-	-	419	100%	395	-	-	-	-
Workers										
Male	Not Applicable					Not Applicable				
Female										
Total										

*Note: The organization provides financial assistance by reimbursing any course pursued by the employee on clearing the said examination, e.g. – NISM, CFA etc.

9. Details of performance and career development reviews of employees.

Category	FY 2025			FY 2024		
	Total (A)	No. (B)	% (B/A)	Total (C)	No. (D)	% (D/C)
Employees						
Male	347	314	90.75%	318	279	88.57%
Female	72	60	82.19%	77	62	81.57%
Total	419	374	89.26%	395	341	87.21%
Workers						
Male	Not Applicable			Not Applicable		
Female						
Total						

Note: There are periodic reviews of all employees by the line managers. Further, performance assessment of all new joiners is monitored in the third & sixth month of their joining.

10. Health and safety management system:

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

Yes, an occupational health and safety management system has been diligently implemented by MNCL. This system is meticulously designed to ensure the well-being and safety of all employees within the workplace. The system encompasses comprehensive protocols, regular assessments, and continuous improvement which helps to minimize risks and promote a healthy work environment across the Company. The Company's commitment for occupational health and safety makes it a safe and happy place to work.

b. What are the processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the entity?

The entity utilizes a robust set of processes to systematically identify work-related hazards and assess risks, both on a routine and non-routine basis. These processes include:

- i. **Hazard Identification:** Regular workplace inspections, safety audits, and hazard reporting mechanisms are employed to identify potential hazards. Employees are encouraged to report any safety concerns arise promptly.
- ii. **Risk Assessment:** Once hazards are identified, thorough risk assessments are conducted to evaluate the likelihood and potential severity of each risk. This involves analysing factors such as the nature of the hazard, exposure levels, and existing control measures.
- iii. **Continuous Improvement:** The entity fosters a culture of continuous improvement by regularly reviewing and updating hazard identification and risk assessment processes. Feedback from employees, and external stakeholders is incorporated to enhance the effectiveness of safety measures.

By employing these comprehensive processes, the entity ensures proactive hazard identification and risk management, thereby enhancing workplace safety and protecting the well-being of its employees.

c. Whether you have processes for workers to report the work-related hazards and to remove themselves from such risks. (Y/N)

The Company operates in the financial services sector and does not have workers; therefore, this is not applicable.

d. Do the employees of the entity have access to non-occupational medical and healthcare services? (Yes/No)

Yes, the employees of MNCL are provided access to non-occupational medical and healthcare services. The Company recognizes the importance of supporting the overall health and well-being of its workforce beyond occupational health and safety concerns. This includes facilitating access to medical services such as providing Health insurance, availability of medical kit, and conducting wellness programmes.

By offering access to non-occupational medical and healthcare services, the Company demonstrates its commitment to supporting the holistic health of its employees, promoting a positive work-life balance, and catering a caring and supportive workplace environment.

11. Details of safety related incidents, in the following format:

Safety Incident/Number	Category	FY 2025	FY 2024
Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked)	Employees	-	-
	Workers	Not Applicable	
Total recordable work-related injuries	Employees	-	-
	Workers	Not Applicable	
No. of fatalities	Employees	-	-
	Workers	Not Applicable	
High consequence work-related injury or ill-health (excluding fatalities)	Employees	-	-
	Workers	Not Applicable	

12. Describe the measures taken by the entity to ensure a safe and healthy work place.

The Company implements several measures to ensure a safe and healthy workplace environment for all employees. These measures include:

1. **Workplace Inspections and Audits:** Routine workplace inspections and safety audits are conducted to identify potential hazards, assess risks, and ensure compliance with safety regulations and standards.
2. **Health and Wellness Programs:** The Company promotes employee health and wellness through initiatives such as wellness programs, access to healthcare services.
3. **Workplace conditions:** MNCL maintains a high standard of workplace hygiene by utilizing premium chemicals, tissues, soaps, and sanitizers, supported by a team of well-trained housekeeping professionals.

By implementing these measures, the entity demonstrates its commitment to providing a safe and healthy workplace environment where employees can perform their duties without undue risk to their health and well-being.

13. Number of Complaints on the following made by employees:

Category	FY 2025			FY 2024		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Working Conditions	-	-	NA	1	-	Refer Note below
Health & Safety	-	-	NA	-	-	NA

Note: Related to proper availability of seating arrangements

14. Assessment for the year:

Category	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Health and safety practices	None
Working Conditions	

15. Provide details of any corrective action taken or underway to address safety-related incidents (if any) and on significant risks/ concerns arising from assessments of health & safety practices and working conditions.

Not Applicable

LEADERSHIP INDICATORS

1. Does the entity extend any life insurance or any compensatory package in the event of death of (A) Employees (Y/N):

No

2. Provide the measures undertaken by the entity to ensure that statutory dues have been deducted and deposited by the value chain partners.

- i. **Contractual Obligations:** The Company includes clauses in contracts with value chain partners specifying their responsibility to deduct and deposit statutory dues, such as taxes, employee provident fund (EPF), employee state insurance (ESI), and goods and services tax (GST).

- ii. **Vendor Assessment and Due Diligence:** The Company conducts thorough assessments and due diligence of its value chain partners to ensure their compliance with statutory requirements, including their track record of deducting and depositing statutory dues.
- iii. **Regular Monitoring:** The Company implements regular monitoring mechanisms of its value chain partners to verify compliance with statutory requirements.

By implementing these measures, the entity seeks to ensure that its value chain partners fulfil their obligations to deduct and deposit statutory dues in a timely and compliant manner, thereby mitigating risks associated with non-compliance and promoting transparency and accountability across the value chain.

3. Provide the number of employees having suffered high consequence work-related injury / ill-health / fatalities (as reported in Q11 of Essential Indicators above), who have been are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment:

Type	Total no. of affected employees		No. of employees that are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment	
	FY 2025	FY 2024	FY 2025	FY 2024
Employees	-	-	-	-
Workers	Not Applicable	Not Applicable	Not Applicable	Not Applicable

4. Does the entity provide transition assistance programs to facilitate continued employability and the management of career endings resulting from retirement or termination of employment? (Yes/ No):
No
5. Details on assessment of value chain partners:

Type	% of value chain partners (by value of business done with such partners) that were assessed
Health and safety practices	Currently, these parameters are not explicitly assessed or measured.
Working Conditions	

6. Provide details of any corrective actions taken or underway to address significant risks/concerns arising from assessments of health and safety practices and working conditions of value chain partners. :
Not Applicable

PRINCIPLE 4: BUSINESSES SHOULD RESPECT THE INTERESTS OF AND BE RESPONSIVE TO ALL ITS STAKEHOLDERS

ESSENTIAL INDICATORS

1. Describe the processes for identifying key stakeholder groups of the entity.

The company systematically identifies key stakeholders by analyzing its business environment and value chain. Primary groups include employees, clients/customers, shareholders, regulatory bodies, CSR beneficiaries, and service providers. The identification involves reviewing past engagement, assessing stakeholder influence and interests, and validating the list with management and relevant teams. This process is regularly updated to reflect changing business dynamics, ensuring effective stakeholder engagement aligned with the company's sustainability and governance objectives.

2. List stakeholder groups identified as key for your entity and the frequency of engagement with each stakeholder group.

Stakeholder Group	Whether identified as Vulnerable & Marginalized Group (Yes/No)	Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Other	Frequency of engagement (Annually/ Half yearly/ Quarterly / others – please specify)	Purpose and scope of engagement including key topics and concerns raised during such engagement
Employees	No	One-on-one interactions, e-mail, senior management meetings, internal communication platforms.	Quarterly, annually, need based	Facilitate career development, ensure fair compensation and benefits, reinforce work ethics and policies, and foster effective communication and team building among employees.
Clients/ customers	No	Branch assistance, e-mails, website, advertisements, newspapers and other digital platforms, customer helplines and toll-free numbers.	Ongoing and need-based	Provide superior customer service throughout the life cycle, address client needs and concerns, and gather feedback to improve services.
Shareholders	No	E-mails, SMS, newspapers, advertisement, notices, website, Annual General Meeting, intimation to stock exchanges, annual reports.	At least quarterly and need-based	Keep shareholders informed about Company developments, performance, and industry trends, address shareholder concerns and grievances, provide transparency and accountability in corporate operations.
Regulatory bodies	No	E-mails, one-on-one meetings, conference calls, video conferencing and websites.	Need-based	Engage in discussions regarding approvals, circulars, guidelines, suggestions, amendments, and other regulatory matters, and ensure compliance with applicable laws and regulations.
Beneficiaries of CSR projects	Yes	Partnership with local Charities and community trusts.	Quarterly and need-based	Monitor and implement CSR projects and activities, ensure alignment with community needs and expectations.

LEADERSHIP INDICATORS

1. **Provide the processes for consultation between stakeholders and the Board on economic, environmental, and social topics or if consultation is delegated, how is feedback from such consultations provided to the Board.**

MNCL is committed to fostering transparent and continuous dialogue with its stakeholders to ensure alignment on economic, environmental, and social priorities. The Company facilitates structured and ongoing consultation through multiple engagement channels such as surveys, meetings, feedback sessions, and forums targeted at various stakeholder groups.

The insights and concerns gathered from these consultations are systematically communicated to the Board through regular reports and updates. MNCL's Board of Directors receives comprehensive briefings on key stakeholder feedback and emerging issues related to sustainability and business performance. Directors are encouraged to review, discuss, and provide their input on these developments to ensure that stakeholder perspectives meaningfully inform strategic decision-making.

Where consultation responsibilities are delegated to designated committees or senior management teams, summarised feedback and recommendations from their stakeholder interactions are formally presented to the Board during scheduled meetings. This process ensures that the Board remains fully apprised of stakeholder sentiments and expectations across economic, environmental, and social dimensions, reinforcing MNCL's commitment to stakeholder-driven governance and sustainable value creation.

2. **Whether stakeholder consultation is used to support the identification and management of environmental, and social topics (Yes / No). If so, provide details of instances as to how the inputs received from stakeholders on these topics were incorporated into policies and activities of the entity.**

No

3. **Provide details of instances of engagement with, and actions taken to, address the concerns of vulnerable/ marginalized stakeholder groups.**

At MNCL, we recognize the importance of engaging with vulnerable and marginalized communities as part of our commitment to inclusive community development. We actively listen to their concerns through regular dialogue and outreach initiatives. Feedback received is carefully considered and addressed through targeted programs aimed at empowerment, social support, and sustainable solutions. Our proactive approach ensures that these stakeholders' needs are met effectively, reinforcing MNCL's dedication to fostering equitable growth and social inclusion.

PRINCIPLE 5: BUSINESSES SHOULD RESPECT AND PROMOTE HUMAN RIGHTS**ESSENTIAL INDICATORS**

1. **Employees who have been provided training on human rights issues and policy(ies) of the entity, in the following format:**

Category	FY 2025			FY 2024		
	Total (A)	No. of employees/ workers covered (B)	% (B/A)	Total (C)	No. of employees/ workers covered (D)	% (D/C)
Employees						
Permanent	419	419	100%	395	395	100%
Other than permanent	-	-	-	-	-	-
Total Employees	419	419	100%	395	395	100%
Workers						
Permanent	Not Applicable			Not Applicable		
Other than permanent						
Total Employees						

2. Details of minimum wages paid to employees, in the following format:

Category	FY 2025					FY 2024				
	Total (A)	Equal to Minimum Wage		More than Minimum Wage		Total (A)	Equal to Minimum Wage		More than Minimum Wage	
		No. (B)	% (B / A)	No. (C)	No. (B) (C)		No. (E)	No. (B)	No. (F)	% (F / D)
Employees										
Permanent										
Male	347	50	14.41%	297	85.59%	318	127	40%	191	60%
Female	72	9	12.50%	63	87.50%	77	40	52%	37	48%
Other than Permanent										
Male	-	-	-	-	-	-	-	-	-	-
Female	-	-	-	-	-	-	-	-	-	-
Workers										
Permanent										
Male	Not Applicable					Not Applicable				
Female										
Other than Permanent										
Male	Not Applicable					Not Applicable				
Female										

3. Details of remuneration/ salary/ wages, in the following format:

a. Median remuneration/wages:

Particulars	Male		Female	
	Number	Median remuneration/ salary/ wages of respective category	Number	Median remuneration/ salary/ wages of respective category
Executive Director	2	27,61,128	1	24,47,280
Independent Director*	2	NA	1	NA
Key Managerial Personnel	3	60,00,000	-	-
Employees other than BoD and KMP	341	4,49,400	72	4,19,016

*The Independent Directors are compensated solely through sitting fees for their attendance at Board or Committee meetings, whether in person or via VC/OAVM.

b. Gross wages paid to females as % of total wages paid by the entity, in the following format:

Particulars	FY 2025	FY 2024
Gross wages paid to females as % of total wages	13%	13%

4. Do you have a focal point (Individual/ Committee) responsible for addressing human rights impacts or issues caused or contributed to by the business? (Yes/No)

Yes, MNCL has a Prevention of Sexual Harassment committee in place which acts as a focal point and is responsible for addressing human rights impact and also has implemented crucial policies like the Sexual Harassment Policy and Whistle-blower Policy to uphold these values. The Human Resources team acts as the primary point of contact for human rights issues. They diligently ensure that all members of the organization receive consistent briefings and education on these policies, fostering heightened awareness and compliance.

5. Describe the internal mechanisms in place to redress grievances related to human rights issues.

The Company demonstrates a firm commitment to upholding human rights, fostering a culture of non-discrimination within its workforce, and providing avenues for addressing grievances from its key stakeholders. The Company's Code of Conduct is developed to uphold and promote human rights principles, ensuring full compliance with the Constitution of India, national laws, and policies governing human rights. Central to the Company ethos is the preservation of dignity and respect of all stakeholders and customers, a principle held in the highest regard. With established policies on Whistle-blower protection and Prevention of Sexual Harassment of Women at the workplace, the Company addresses human rights issues comprehensively, striving to promote the fundamental rights and freedoms of individuals. Moreover, rigorous measures are in place to prevent common human rights violations, such as discrimination, violence, forced labour, and privacy infringements, ensuring a workplace environment aligned with ethical standards and legal requirements.

6. Number of Complaints on the following made by employees:

Category	FY 2025			FY 2024		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Sexual Harassment	-	-	-	-	-	-
Discrimination at workplace	-	-	-	-	-	-
Child Labour	-	-	-	-	-	-
Forced Labour/Involuntary Labour	-	-	-	-	-	-
Wages	-	-	-	-	-	-
Other human rights related issues	-	-	-	-	-	-

7. Complaints filed under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, in the following format:

Particulars	FY 2025	FY 2024
Total Complaints reported under Sexual Harassment on of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (POSH)	-	-
Complaints on POSH as a % of female employees	-	-
Complaints on POSH upheld	-	-

8. Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases.

- Confidentiality:** The Company ensures that the identity of the complainant is kept confidential to the extent possible, especially during the investigation process.
- Non-Retaliation Policies:** MNCL ensures that there is no retaliation against individuals who report discrimination or harassment. This includes protection from any adverse actions such as termination, demotion, or harassment as a result of filing a complaint.
- Supportive Environment:** MNCL fosters a culture that encourages reporting and supports complainants. This is done through effective training programs and visible commitment from leadership to take complaints seriously and address them promptly.
- Independent Investigation:** In case there is complaint registered, MNCL conducts thorough and impartial investigations into complaints of discrimination or harassment. This ensures that findings are fair and unbiased, reducing the likelihood of adverse consequences for the complainant.

- v. **Alternative Reporting Channels:** Provide multiple channels for reporting complaints, including options for anonymous reporting if possible. This gives individuals more flexibility and reduces the fear of retaliation.
- vi. **Training and Education:** MNCL has regularly trainings being conducted for employees and managers on preventing discrimination and harassment, recognizing the signs, and responding appropriately. This empowers everyone in the organization to contribute to a safe and respectful workplace.
- vii. **Legal Protections:** Ensure that complainants are aware of their legal rights and protections under relevant laws and Company policies. This includes protections against retaliation and access to legal recourse if necessary.
- viii. **Follow-Up and Monitoring:** After resolving a complaint, follow up with the complainant to ensure they are not facing any ongoing issues or retaliation. Monitor the workplace environment to detect any signs of retaliation or recurrence of discriminatory behaviour.
- ix. **Documentation and Record-Keeping:** MNCL maintains thorough records of complaints, investigations, and actions taken. This documentation can provide evidence of due diligence in addressing complaints and can be crucial in legal proceedings if needed.
- x. **Accountability:** Hold individuals accountable for discriminatory behaviour or retaliation through disciplinary actions when necessary. This sends a clear message that such behaviour will not be tolerated.

By implementing these mechanisms, MNCL enables in creating a safer and more supportive environment for individuals to come forward with complaints of discrimination and harassment, knowing that their well-being and rights will be protected.

9. Do human rights requirements form part of your business agreements and contracts? (Yes/No):

No

10. Assessment for the year:

Category	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Child labour	-
Forced/involuntary labour	-
Sexual harassment	-
Discrimination at workplace	-
Wages	-
Others-please specify	-

11. Provide details of any corrective actions taken or underway to address significant risks/ concerning arising from the assessments at Question 10 above.

Not Applicable

LEADERSHIP INDICATORS

1. Details of a business process being modified / introduced as a result of addressing human rights grievances/complaints.

Not Applicable

2. Details of the scope and coverage of any Human rights due-diligence conducted.

During the year, no human rights due-diligence was conducted by the Company.

3. Is the premise/office of the entity accessible to differently abled visitors, as per the requirements of the Rights of Persons with Disabilities Act, 2016?

The Company places utmost importance on human rights, striving to establish a safe and inclusive environment for all individuals. Several initiatives like installing elevators and ramps for enhanced accessibility, have been introduced to assist individuals with disabilities. Furthermore, these endeavors reflect the Company commitment to ensuring that every employee feels appreciated and can navigate the workplace with convenience and confidence.

4. Details on assessment of value chain partners:

Category	% of value chain partners (by value of business done with such partners) that were assessed
Child labour	Not assessed
Forced/involuntary labour	However, the Company expects its value chain partners to adhere to equivalent values, beliefs, and business ethics in all the Company interactions.
Sexual harassment	
Discrimination at workplace	
Wages	
Others-please specify	

5. Provide details of any corrective actions taken or underway to address significant risks/ concerns arising from the assessments at Question 4 above :

Not Applicable

PRINCIPLE 6: BUSINESSES SHOULD RESPECT AND MAKE EFFORTS TO PROTECT AND RESTORE THE ENVIRONMENT

ESSENTIAL INDICATORS

1. Details of total energy consumption (in Joules or multiples) and energy intensity, in the following format:

Parameter	Unit	FY 2025	FY 2024
From renewable sources			
Total electricity consumption (A)	GJ	Nil	Nil
Total fuel consumption (B)	GJ	Nil	Nil
Energy consumption through other sources (C)	GJ	Nil	Nil
Total energy consumed from renewable sources (A+B+C)	GJ	Nil	Nil
From non-renewable sources			
Total electricity consumption (D)	GJ	1520.42	1384
Total fuel consumption (E)	GJ	-	-
Energy consumption through other sources (F)	GJ	-	-
Total energy consumed from non-renewable sources (D+E+F)	GJ	1520.42	1384
Total energy consumed (A+B+C+D+E+F)	GJ	1520.42	1384
Energy intensity per million rupees of turnover (Total energy consumption/ turnover in rupees)		0.48	0.51
Energy intensity per million rupees of turnover adjusted for Purchasing Power Parity (PPP) (Total energy consumed/ Revenue from operations adjusted for PPP)*		9.92	11.41
Energy intensity in terms of physical output		-	-
Energy intensity (in terms of full-time employees)- the relevant metric may be selected by the entity		3.62	3.50

Note: Indicate if any independent assessment/ evaluation/assurance have been carried out by an external agency? (Y/N) If yes, name of the external agency.: No

*The revenue from operations has been adjusted for PPP based on the latest PPP conversion factor published for the FY 2025 by International Monetary Fund (IMF) for India which is 20.66. The said factor for FY 2024 was 22.4.

2. Does the entity have any sites / facilities identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India? (Y/N) If yes, disclose whether targets set under the PAT scheme have been achieved. In case targets have not been achieved, provide the remedial action taken, if any.

Not Applicable

3. Provide details of the following disclosures related to water, in the following format:

Parameter	FY 2025	FY 2024
Water withdrawal by source (in kilolitres)		
(i) Surface Water	-	-
(ii) Ground Water	-	-
(iii) Third Party Water	44.82	57.60
(iv) Seawater / desalinated water	-	-
(v) Others	-	-
Total volume of water withdrawal (in kilolitres) (i + ii + iii + iv + v)	44.82	57.60
Total volume of water consumption (in kilolitres)	44.82	57.60
Water intensity per million rupees of turnover (Total Water consumption / Revenue from operations)	0.01	0.02
Water intensity per million rupees of turnover adjusted for Purchasing Power Parity (PPP) (Total water consumption/ Revenue from operations adjusted for PPP)*	0.21	0.47
Water intensity in terms of physical output	-	-
Water intensity (in terms of full-time employees) – the relevant metric may be selected by the entity	0.11	0.15

Note: Indicate if any independent assessment/ evaluation/assurance have been carried out by an external agency? (Y/N) If yes, name of the external agency.: No

*The revenue from operations has been adjusted for PPP based on the latest PPP conversion factor published for the FY 2025 by International Monetary Fund (IMF) for India which is 20.66 The said factor for FY 2024 was 22.4.

4. Provide the following details related to water discharged:

Parameter	FY 2025	FY 2024
Water discharge by destination and level of treatment (in kilolitres)		
i) To surface water	NA	NA
-No treatment	NA	NA
-With treatment-please specify level of treatment	NA	NA
ii) To Groundwater	NA	NA
-No treatment	NA	NA
-With treatment-please specify level of treatment	NA	NA
iii) To Seawater	NA	NA
-No treatment	NA	NA
-With treatment-please specify level of treatment	NA	NA
iv) Sent to third-parties	NA	NA
-No treatment	NA	NA
-With treatment-please specify level of treatment	NA	NA
v) Others	NA	NA
-No treatment	NA	NA
-With treatment-please specify level of treatment	NA	NA
Total water discharge (in kilolitres)	NA	NA

Note: Indicate if any independent assessment/ evaluation/assurance have been carried out by an external agency? (Y/N) If yes, name of the external agency: No

5. Has the entity implemented a mechanism for Zero Liquid Discharge? If yes, provide details of its coverage and implementation.

No, the entity has not implemented a mechanism for Zero Liquid Discharge ('ZLD'). As a financial services company, the entity's operations are primarily office-based and do not involve significant industrial processes or activities that generate large volumes of process wastewater. Water usage is limited to domestic purposes such as sanitation, pantry services, and cleaning. Accordingly, liquid waste generated is comparable to typical municipal wastewater, which is managed in compliance with local municipal and building regulations. Due to minimal water consumption and the absence of industrial effluents, a ZLD system is not relevant to the entity's operations. However, the company is committed to sustainable water management and believes in judicious use of water in line with environmental best practices and regulatory requirements.

6. Please provide details of air emissions (other than GHG emissions) by the entity, in the following format:

Parameter	Please specify unit	FY 2025	FY 2024
NOx	Microgram /cubic meter ($\mu\text{g}/\text{m}^3$)	Given the nature of the Financial services provider, details of air emissions other than GHG does not apply to the Company.	
Sox	Microgram /cubic meter ($\mu\text{g}/\text{m}^3$)		
Particulate matter (PM)	Microgram /cubic meter ($\mu\text{g}/\text{m}^3$)		
Persistent organic compounds (POP)			
Volatile organic compounds (VOC)			
Hazardous air pollutants (HAP)			
Others-please specify			

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency. : No

7. Provide details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) & its intensity, in the following format:

Parameter	Unit	FY 2025	FY 2024
Total Scope 1 emissions (Break-up of the GHG into CO_2 , CH_4 , N_2O , HFCs, PFCs, SF_6 , NF_3 , if available)	Metric tonnes of CO_2 equivalent	Not available	Not available
Total Scope 2 emissions (Break-up of the GHG into CO_2 , CH_4 , N_2O , HFCs, PFCs, SF_6 , NF_3 , if available)	Metric tonnes of CO_2 equivalent	Not available	Not available
Total Scope 1 and Scope 2 emission intensity per rupee of turnover (Total Scope 1 and Scope 2 GHG emissions / Revenue from operations)		Not available	Not available
Total Scope 1 and Scope 2 emission intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total Scope 1 and Scope 2 GHG emissions / Revenue from operations adjusted for PPP)		-	-
Total Scope 1 and Scope 2 emission intensity in terms of physical output		-	-
Total Scope 1 and Scope 2 emission intensity (optional) – the relevant metric may be selected by the entity		-	-

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency. No

MNCL is currently in the process of developing its capacity to track greenhouse gas ('GHG') emissions and looks forward to commencing comprehensive reporting in the coming years as part of its commitment to sustainability and environmental responsibility

8. Does the entity have any project related to reducing Green House Gas emission? If yes, then provide details.

MNCL has not undertaken any projects specifically focused on reducing GHG emissions. However, we are actively exploring opportunities to initiate such initiatives in the future, aligning with our commitment to sustainability and environmental stewardship.

9. Provide details related to waste management by the entity, in the following format:

Parameter	FY 2025	FY 2024
Total Waste generated (in metric tonnes)		
Plastic waste (A)		
E-waste (B)	-	-
Construction and demolition waste (D)	NA	NA
Battery waste (E)*	Not Available	Not Available
Radioactive waste (F)	NA	NA
Other Hazardous waste. Please specify, if any. (G)	NA	NA
Other Non-hazardous waste generated (H). Please specify, if any. (Break-up by composition i.e. by materials relevant to the sector)	NA	NA
Total (A+B + C + D + E + F + G + H)	-	-
Waste intensity per rupee of turnover (Total waste generated / Revenue from operations)	-	-
Waste intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total waste generated / Revenue from operations adjusted for PPP)	-	-
Waste intensity in terms of physical output	-	-
Waste intensity (optional) – the relevant metric may be selected by the entity	-	-
For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tonnes)		
Category of waste		
i) Recycled	-	-
ii) Re-used	-	-
iii) Other recovery operations	-	-
Total	-	-
For each category of waste generated, total waste disposed by nature of disposal method (in metric tonnes)		
Category of waste		
i) Incineration	-	-
ii) Landfilling	-	-
iii) Other disposal operations	-	-
Total	-	-

Note: Plastic waste generated from our office premises are minimal as the majority of the plastics used in our office premises including plastic bags are biodegradable in nature. The amount generated is negligible, hence it isn't relevant to our activities

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency: No

**The Company is not tracking the Battery waste in terms of MT at the moment. But shall look forward to report the values in upcoming years.*

10. Briefly describe the waste management practices adopted in your establishments. Describe the strategy adopted by your company to reduce usage of hazardous and toxic chemicals in your products and processes and the practices adopted to manage such wastes.

The Company is committed to the responsible disposal of e-waste generated during its operations. All e-waste is handed over to a licensed and authorized scrap vendor who specializes in e-waste disposal and strictly adheres to all relevant regulations. The vendor provides a certificate confirming that the materials from Monarch have been disposed of in compliance with current municipal guidelines and pollution control board norms. The existing battery waste was responsibly handed over to the approved vendor under a buyback arrangement which ensures proper disposal and aligns with our environmental sustainability practices.

11. If the entity has operations/offices in/around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests, coastal regulation zones etc.) where environmental approvals / clearances are required, please specify details in the following format:

Sr. no.	Location of operations/offices	Type of operations	Whether the conditions of environmental approval/clearance are being complied with? (Y/N) If no, the reasons thereof and corrective action taken, if any.
Given the nature of the business, the Company does not have any operations or offices in ecologically sensitive areas.			

12. Details of environmental impact assessments of projects undertaken by the entity based on applicable laws, in the current financial year:

Name and brief details of project	EIA Notification No.	Date	Whether conducted by independent external agency (Yes/No)	Results communicated in public domain (Yes/No)	Relevant Web link
Not Applicable					

13. Is the entity compliant with the applicable environmental law/ regulations/ guidelines in India; such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment protection act and rules thereunder (Y/N). If not, provide details of all such non-compliances, in the following format:

Sr. No.	Specify the law / regulation / guidelines which was not complied with	Provide details of the non-compliance	Any fines / penalties / action taken by regulatory agencies such as pollution control boards or by courts	Corrective action taken, if any
Yes, the entity is fully compliant with all applicable environmental laws and regulations in India, and the rules thereunder, as relevant to its operations. The company's activities are limited to typical commercial office functions, and all environmental requirements for such establishments are met in accordance with applicable norms and regulations.				

LEADERSHIP INDICATORS

1. **Water withdrawal, consumption and discharge in areas of water stress (in kilolitres): Not Applicable**
For each facility/ plant located in areas of water stress, provide the following information:
- Name of the area
 - Nature of operations

iii) Water withdrawal, consumption and discharge in the following format:

Parameter	FY 2025	FY 2024
Water withdrawal by source (in kilolitres)		
i) Surface Water	NA	NA
ii) Ground Water	NA	NA
iii) Third Party Water	NA	NA
iv) Seawater / desalinated water	NA	NA
v) Others	NA	NA
Total volume of water withdrawal (in kilolitres)	NA	NA
Total volume of water consumption (in kilolitres)	NA	NA
Water intensity per rupee of turnover (Total Water consumption / Revenue from operations)	NA	NA
Water intensity (optional) – the relevant metric may be selected by the entity	NA	NA
Water discharge by destination and level of treatment (in kilolitres)		
i) Into Surface water	NA	NA
- No treatment	NA	NA
- With treatment – please specify level of treatment	NA	NA
ii) Into Groundwater	NA	NA
- No treatment	NA	NA
- With treatment – please specify level of treatment	NA	NA
iii) Into Seawater	NA	NA
- No treatment	NA	NA
- With treatment – please specify level of treatment	NA	NA
iv) Sent to third-parties	NA	NA
- No treatment	NA	NA
- With treatment – please specify level of treatment	NA	NA
v) Others	NA	NA
- No treatment	NA	NA
- With treatment – please specify level of treatment	NA	NA
Total water discharged (in kilolitres)	NA	NA

Note: Indicate if any independent assessment/evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency. - NA

MNCL is a financial solution provider, hence the above indicator is not applicable to our business. None of our premises are located in water stressed area.

2. Please provide details of total Scope 3 emissions & its intensity, in the following format:

Parameter	Unit	FY 2025	FY 2024
Total Scope 3 emissions (Break-up of the GHG into CO ₂ , CH ₄ , N ₂ O, HFCs, PFCs, SF ₆ , NF ₃ , if available)	Metric tonnes of CO ₂ equivalent		
Total Scope 3 emissions per rupee of turnover		Not tracked	
Total Scope 3 emission intensity (optional) – the relevant metric may be selected by the entity			

Note: Indicate if any independent assessment/evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency. No

At present, the entity has not commenced tracking or reporting of Scope 3 GHG emissions. Given the complex and evolving nature of Scope 3 emissions accounting—particularly for financial sector companies and due to significant data and methodological challenges—the company is in the process of evaluating systems and approaches for robust tracking and future reporting. The company remains committed to aligning with leading disclosure frameworks and regulatory requirements as they evolve, and will enhance its emissions disclosures as reliable data and methodologies become available.

3. **With respect to the ecologically sensitive areas reported at Question 11 of Essential Indicators above, provide details of significant direct & indirect impact of the entity on biodiversity in such areas along-with prevention and remediation activities.**

Not Applicable

4. **If the entity has undertaken any specific initiatives or used innovative technology or solutions to improve resource efficiency, or reduce impact due to emissions / effluent discharge / waste generated, please provide details of the same as well as outcome of such initiatives, as per the following format:**

Sr. No	Initiative undertaken	Details of the initiative (Web-link, if any, may be provided along-with summary)	Outcome of the initiative
1	LED Lighting	At MNCL, our offices/premises have LED lighting which consumes only 10% electricity as compared to conventional lighting.	Reduces our energy consumption, leading to lower operational costs and a smaller carbon footprint.
2	Sensor based urinal Pot installation	We have installed Sensor based urinal pots at Head and Corporate Office and branches.	By installing sensors at urinals, we are saving 7 to 10 litres per use as compared to using a WC.

5. **Does the entity have a business continuity and disaster management plan? Give details in 100 words/ web link.**

Although, currently our Company does not have a formal Business Continuity and Disaster Management Plan in place, we are committed to evaluating our requirements and developing a strategy to ensure preparedness for potential disruptions in the future.

6. **Disclose any significant adverse impact to the environment, arising from the value chain of the entity. What mitigation or adaptation measures have been taken by the entity in this regard.**

Given the nature of the Company's business, which primarily involves office-based financial services, there has been no significant adverse impact on the environment arising directly from the entity's value chain. Nevertheless, the Company recognizes the importance of responsible environmental stewardship throughout its extended value chain. Accordingly, we require and encourage all value chain partners—including vendors, service providers, and other collaborators—to comply fully with applicable environmental laws, regulations, and best practices to minimize any potential environmental impact.

7. **Percentage of value chain partners (by value of business done with such partners) that were assessed for environmental impacts.**

Not Applicable

8. **How many Green Credits have been generated or procured:**

a. By the listed entity: Nil

b. By the top ten (in terms of value of purchases and sales respectively) value chain partners : Nil

PRINCIPLE 7: BUSINESSES, WHEN ENGAGING IN INFLUENCING PUBLIC AND REGULATORY POLICY, SHOULD DO SO IN A MANNER THAT IS RESPONSIBLE AND TRANSPARENT

ESSENTIAL INDICATORS

1. a. Number of affiliations with trade and industry chambers/associations.

The Company was a member of 5 (five) trade and industry chambers/associations during the FY 2024-25.

- b. List the top 10 trade and industry chambers/associations (determined based on the total members of such body) the entity is a member of/ affiliated to.

S. No.	Name of the trade and industry chambers/ associations	Reach of trade and industry chambers/ associations (State/National)
1	Association of Mutual Funds in India ('AMFI')	National
2	Association of Portfolio Managers in India ('APMI')	National
3	Association of Investment Bankers of India ('AIBI')	National
4	Association of National Exchanges Member of India ('ANMI')	National
5	Bombay Stock Exchange Brokers Forum ('BBF')	National

2. Provide details of corrective action taken or underway on any issues related to anti-competitive conduct by the entity, based on adverse orders from regulatory authorities.

Name of authority	Brief of the case	Corrective action taken
There have been no cases of anti-competitive conduct by the Company.		

LEADERSHIP INDICATORS

1. Details of public policy positions advocated by the entity:

S. No.	Public policy advocated	Method resorted for such advocacy	Whether information available in public domain? (Yes/No)	Frequency of Review by Board (Annually/ Half yearly/ Quarterly / Others – please specify)	Web Link, if available
1	Being a member of Association of Portfolio Managers in India (APMI), the company advocates for standardized benchmarking and reporting practices, enhanced investor protection, and collaborative regulatory engagement with SEBI	-	Yes	Ongoing & Need based	https://www.apmiindia.org/apmi/welcome.htm

PRINCIPLE 8: BUSINESSES SHOULD PROMOTE INCLUSIVE GROWTH AND EQUITABLE DEVELOPMENT

ESSENTIAL INDICATORS

1. Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current financial year:

Name and brief details of project	SIA Notification No.	Date of notification	Whether conducted by independent external agency (Yes / No)	Results communicated in public domain (Yes / No)	Relevant Web link
Not Applicable					

2. Provide information on project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by your entity, in the following format:

S. No	Name of Project for which R&R is ongoing	State	District	No. of Project Affected Families (PAFs)	% of PAFs covered by R&R	Amounts paid to PAFs in the FY (In ₹)
Not Applicable						

3. Describe the mechanisms to receive and redress grievances of the community.

As the Company's core operations do not directly impact the community, there are no formal grievance mechanisms specifically established for operational impacts. However, the Company's Corporate Social Responsibility (CSR) initiatives are carried out in partnership with various NGOs and implementing agencies that maintain their own established grievance redressal systems to address community concerns effectively.

4. Percentage of input material (inputs to total inputs by value) sourced from suppliers:

Particulars	FY 2025	FY 2024
Directly sourced from MSMEs/ small producers	-	-
Directly from within India	-	-

As a Financial Services entity, our inputs are primarily in form of technological infrastructure, platforms and services. Thus, options to procure locally for an organisation like ours is limited. However, our branches are spread across the country, and we procure the consumables such as stationery items from the local suppliers who are in the surrounding area.

5. Job creation in smaller towns – Disclose wages paid to persons employed (including employees employed on a permanent or non-permanent / on contract basis) in the following locations, as % of total wage cost:

Location	FY 2025	FY 2024
Rural	NA	NA
Semi-urban	NA	NA
Urban	11.39%	14.7%
Metropolitan	88.61%	85.93%

(Place to be categorized as per RBI Classification System - rural / semi-urban / urban / metropolitan)

LEADERSHIP INDICATORS

1. Provide details of actions taken to mitigate any negative social impacts identified in the Social Impact Assessments (Reference: Question 1 of Essential Indicators above):

Details of negative social impact identified	Corrective action taken
Not Applicable	

2. Provide the following information on CSR projects undertaken by your entity in designated aspirational districts as identified by government bodies:

Sr. No.	State	Aspirational District	Amount spent (₹ in lakhs)
None of our CSR projects falls/designated under aspirational districts.			

3. a. Do you have a preferential procurement policy where you give preference to purchase from suppliers comprising marginalized/ vulnerable group? (Yes/ No)

The Company actively encourages procurement from small business units seeking social upliftment. However, owing to the nature of the business, the Company does not currently have a specific preferential procurement policy in place.

b. From which marginalized /vulnerable groups do you procure?

Not Applicable

c. What percentage of total procurement (by value) does it constitute?

Not Applicable

4. Details of the benefits derived and shared from the intellectual properties owned or acquired by your entity (in the current financial year), based on traditional knowledge:

Sr. No.	Intellectual Property based on traditional knowledge	Owned/ Acquired (Yes/No)	Benefit shared (Yes / No)	Basis of calculating benefit share
Not Applicable				

5. Details of corrective actions taken or underway, based on any adverse order in intellectual property related disputes wherein usage of traditional knowledge is involved:

Name of authority	Brief of the Case	Corrective action taken
Not Applicable		

6. Details of beneficiaries of CSR Projects:

Sr. No	CSR Project	No. of persons benefitted from CSR Projects	% of beneficiaries from vulnerable and marginalized groups
1	Contribution towards promoting education & health rural area	Not ascertained	100%
2	Contribution towards promoting education, sustainability & Women empowerment	Not ascertained	100%
3	Contribution towards Animal Welfare	-	-

Note: The details of number of beneficiaries cannot be ascertained as the company spends required funds on CSR activities through implementing agencies i.e. trust or societies.

PRINCIPLE 9: BUSINESSES SHOULD ENGAGE WITH AND PROVIDE VALUE TO THEIR CONSUMERS IN A RESPONSIBLE MANNER

ESSENTIAL INDICATORS

1. Describe the mechanisms in place to receive and respond to consumer complaints and feedback.

The Company has established a robust grievance redressal mechanism to ensure prompt, fair, and transparent resolution of client complaints. All complaints received are subjected to a comprehensive analysis to identify underlying root causes, which facilitates efficient resolution and continuous improvement.

The Company is committed to addressing grievances within designated timelines and provides timely updates to clients throughout the process. Clients are fully informed of their rights and are offered alternative resolution options where applicable, reflecting our pledge to transparency and enhanced client satisfaction.

To facilitate easy communication, clients are encouraged to submit their complaints or provide feedback through the designated email address: grievances@mnclgroup.com.

This approach underscores the Company's dedication to client-centric service and continuous enhancement of complaint handling processes.

2. Turnover of products and/ services as a percentage of turnover from all products/service that carry information about:

Particulars	As a percentage to total turnover
Environmental and social parameters relevant to the product	Given the nature of business of the Company, it is not applicable
Safe and responsible usage	
Recycling and/or safe disposal	

3. Number of consumer complaints in respect of the following:

Type of Complaints	FY 2025		Remarks	FY 2024		Remarks
	Received during the year	Pending resolution at end of year		Received during the year	Pending resolution at end of year	
Data privacy	-	-	N A	-	-	NA
Advertising	-	-	N A	-	-	NA
Cyber-security	-	-	N A	-	-	NA
Delivery of essential services	-	-	N A	-	-	N A
Restrictive Trade Practices	-	-	N A	-	-	N A
Unfair Trade Practices	-	-	N A	-	-	N A

4. Details of instances of product recalls on account of safety issues:

Particulars	Number	Reasons for recall
Voluntary recalls		Not Applicable
Forced recalls		

5. Does the entity have a framework/ policy on cyber security and risks related to data privacy? (Yes/No) If available, provide a web-link of the policy.

Yes; MNCL has a documented policy on Cyber security & Cyber Resilience in place, the weblink are as follows: <https://sales.mnclgroup.com/MNCL-LMS/pnp/MNCL-CyberSecurityPolicy-2020.pdf>

6. Provide details of any corrective actions taken or underway on issues relating to advertising, and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty / action taken by regulatory authorities on safety of products / services.

There were no issues reported during the reporting period. The Company continues to maintain robust controls and compliance to prevent such occurrences.

7. Provide the following information relating to data breaches:

- Number of instances of data breaches: Nil
- Percentage of data breaches involving personally identifiable information of customers: Nil
- Impact, if any, of the data breaches: Not Applicable

LEADERSHIP INDICATORS

1. Channels/platforms where information on products and services of the entity can be accessed (provide web link, if available).

Information regarding the products and services offered by the Company is accessible through various channels and platforms, ensuring transparency and ease of access for all stakeholders. The key platforms include:

a. Official Websites: The comprehensive details about the company's and offering various financial services and products are available at <https://www.mnclgroup.com/>

b. Mobile Applications:

- **RESACH by Monarch Trading App:** An all-in-one investment platform that allows users to invest in Equities, Derivatives, Commodities, and Currencies segments. User can invest in OFS, NPS, Mutual Funds and IPO through a single window. It also offers features like intraday trading and access to Trading View charts. It is available on Google Play Store and Apple App Store.

Application provides in-depth market analysis, stock recommendations, and real-time updates which is suitable for both beginners and experienced traders.

- **GenM Stock Trading App :** It's a cutting-edge platform meticulously crafted to deliver seamless and user-friendly experiences for both seasoned traders and aspirational investors equipped with robust features.
- **Mutual Fund Mobile App**

c. Web Platform

Trading Platform

A robust trading platform equipped with advanced features such as heatmap watchlists, technical and fundamental indicators, and an advanced option chain which is accessible via Google Play Store as well as Apple App Store.

- 1 Mutual Fund Platform
- 2 IPO Platform
- 3 MIS CRM – Back Office Platform
- 4 Tech Excel – Main Back Office Platform

2. Steps taken to inform and educate consumers about safe and responsible usage of products and/ or services.

We educate our clients through various modes with respect to markets and risk associated with it. Our KYC Form itself has Rights & Obligations, Dos & Don'ts, Policy Procedures wherein all important information is mentioned with respect to their account, margins, collaterals, pay-in, pay-outs. Further, for client awareness, we regularly upload important regulatory circular under client's login page which may impact clients.

We send all kind of communications to all the clients via SMS, e-mails and notification on every trade. Further, the following steps are taken to inform and educate consumers about safe and responsible usage services:

- a) Information is regularly updated on website.
- b) Regular e-mails, SMS and Notifications are sent to consumers.

3. Mechanisms in place to inform consumers of any risk of disruption/ discontinuation of essential services.

In the event of any planned or unplanned disruption of services related to its digital platforms (e.g., website), the Company promptly informs its clients about the cause of the unavailability and provides an estimated time for resolution. Additionally, the Company proactively notifies customers of the availability of alternative channels for continued service.

Consumers are informed of any risk of disruption/discontinuation of essential services through the various mode of communication such as a) Call Centre b) Website c) Mobile Applications d) E-mail and SMS e) Company's branches.

4. Does the entity display product information on the product over and above what is mandated as per local laws? (Yes/No/Not Applicable) If yes, provide details in brief. Did your entity carry out any survey with regard to consumer satisfaction relating to the major products / services of the entity, significant locations of operation of the entity or the entity as a whole? (Yes/No)

Yes, the Company upholds transparency and ensures customers or clients can access all relevant information. Product communication is conducted through various channels like SMS, e-mails, and other platforms. Additionally, detailed product information is accessible on the Company website at: <https://www.mnclgroup.com/product-services>

As for conducting surveys regarding consumer satisfaction, the Company has not carried out any such survey during the FY 2024-25.

Independent Auditor's Report

To the Members of

Monarch Network Capital Limited

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying Standalone Financial Statements of Monarch Network Capital Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2025, and the Statement of Profit and Loss, including Statement of Other Comprehensive Income, Statement of Cash Flows and Statement of Changes in Equity for the year then ended, and notes to the Standalone Financial Statements, including material accounting policy information and other explanatory information (hereinafter referred to as the "Standalone Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone Financial Statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards ("IND AS") prescribed under section 133 of the Act read with Companies (Indian Accounting Standards) Rules, 2015, as amended and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2025, its profit (including other comprehensive income), changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the Standalone Financial Statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India ("ICAI"). Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Standalone Financial Statements' section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the ICAI together with the ethical requirements that are relevant to our audit of the Standalone Financial

Statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence obtained by us and with the consideration of report of the other auditors referred to in the "Other Matters" section below is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Standalone Financial Statements for the year ended March 31, 2025. These matters were addressed in the context of our audit of the Standalone Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined that there are no key audit matters to communicate in our report.

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

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual Report but does not include the Standalone Financial Statements and our auditor's report thereon. The Annual Report is expected to be made available to us after the date of this auditor's report.

Our opinion on the Standalone Financial Statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the Standalone Financial Statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the Standalone 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 is a material misstatement therein, we are required to communicate the matter to those

charged with governance under SA 720 'The Auditor's responsibilities Relating to Other Information'.

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

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation and presentation of these Standalone Financial Statements that give a true and fair view of the financial position, financial performance, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the IND AS specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Standalone Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

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

Our objectives are to obtain reasonable assurance about whether the Standalone Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a

guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Standalone Financial Statements.

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

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

- Evaluate the overall presentation, structure and content of the Standalone Financial statements, including the disclosures, and whether the Standalone Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Standalone Financial Statements for the year ended March 31, 2025 and are therefore, the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matters:

- (a) The Standalone Financial Statements of the Company for the year ended March 31, 2024, were audited by another auditor whose report dated May 24, 2024 expressed an unmodified opinion on those statements.

Our opinion is not modified in respect of this matter.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

2. As required by Section 143(3) of the Act, we report that:

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books, except for the matters stated in the paragraph 2(h)(vi) below on reporting under Rule 11(g).
- (c) The Balance Sheet, the Statement of Profit and Loss including the statement of other comprehensive income, the Statement of Cash Flow and the Statement of Changes in Equity dealt with by this Report are in agreement with the books of account.
- (d) In our opinion, the aforesaid Standalone Financial Statements comply with the IND AS specified under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 as amended.
- (e) The reservation relating to the maintenance of accounts and other matters connected therewith are as stated in paragraph 2 (b) above on reporting under Section 143(3)(b) and paragraph 2(h)(vi) below on reporting under Rule 11(g).
- (f) On the basis of the written representations received from the directors as on March 31, 2025 taken on record by the Board of Directors, none of the directors are disqualified as on March 31, 2025 from being appointed as a director in terms of Section 164 (2) of the Act.
- (g) With respect to the adequacy of the internal financial controls with reference to Standalone Financial Statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".

- (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company has disclosed the impact of pending litigations on its financial position in its Standalone Financial Statements – Refer Note 37 to the Standalone Financial Statements;
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
 - iv. (1) The Management has represented that, to the best of its knowledge and belief, as disclosed in the Note 71 to the Standalone Financial Statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
 - (2) The Management has represented, that, to the best of its knowledge and belief, other than as disclosed in the Note 71 to the standalone financial statements, no funds have been received by the Company from any persons or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
 - (3) Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances, and according to the information and explanations provided to us by the Management in this regard nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e) as provided under (1) and (2) above, contain any material mis-statement.
 - v. The final dividend paid by the Company during the year in respect of the same declared for the previous year is in accordance with section 123 of the Companies Act 2013 to the extent it applies to payment of dividend.
- The Board of Directors of the Company have proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The dividend declared is in accordance with section 123 of the Act to the extent it applies to declaration of dividend. (Refer Note 41 to the Standalone Financial Statements)
- vi. Based on our examination which included test checks, the Company has used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility only at application level. The said audit trail feature has been enabled and operated throughout the year for all relevant transactions recorded in the accounting software at application level. Also, during the course of our examination, we did not come across any instance of audit trail feature being

tampered with at the application level. Additionally, the audit trail of prior years at application level has been preserved by the Company as per the statutory requirements for record retention.

However, with respect to the database of the said accounting software to log any direct changes, we are unable to comment whether the said software has a feature of recording audit trail (edit log) facility, nor are we able to comment on whether the audit trail feature has been enabled in the said database and has been operated throughout the year for all relevant transactions recorded in the database with respect to the software. Also, we are unable to comment as to whether there was any instance of the audit trail feature been tampered with at database level. Additionally, we will not be able to comment on the preservation of the audit trail of prior years at database

level by the Company as per the statutory requirements for record retention.

3. In our opinion, according to information, explanations given to us, the remuneration paid by the Company to its directors is within the limits laid prescribed under Section 197 read with Schedule V of the Act and the rules thereunder.

For **M S K A & Associates**

Chartered Accountants

ICAI Firm Registration Number: 105047W

Ajit Burli

Partner

Membership Number: 133147

UDIN: 25133147BMLAOK8433

Mumbai

May 27, 2025

Annexure A

TO INDEPENDENT AUDITORS' REPORT OF EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS OF MONARCH NETWORK CAPITAL LIMITED FOR THE YEAR ENDED MARCH 31, 2025

[Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' in the Independent Auditors' Report]

- i. (a) A. The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment and relevant details of right-of-use assets except for depreciation for the Current year and Useful lives of the asset of Property, plant and equipment with gross carrying value and net carrying value amounting to 3,269.71 lacs and ₹ 2,095.18 lacs respectively, where register is to be updated to include its complete component wise quantitative details and situations thereof.
- B. The Company has no intangible assets. Accordingly, the provisions stated under clause 3(i)(a)(B) of the Order are not applicable to the Company.
- (b) Property, Plant and Equipment, investment property and right of use assets were physically verified by the management according to a phased programme designed to cover all items over a period of three years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the programme, a portion of Property, plant and equipment, investment property and right of use assets have been physically verified by Management during the year. No material discrepancies were noticed on such verification.
- (c) According to the information and explanations given to us, there are no immovable properties, and accordingly, the provisions stated under clause 3(i)(c) of the Order are not applicable to the Company.
- (d) According to the information and explanations given to us, the Company has not revalued its property, plant and Equipment (including Right of Use assets) during the year. Accordingly, the provisions stated under clause 3(i)(d) of the Order are not applicable to the Company.
- (e) According to the information and explanations given to us, no proceeding has been initiated or pending against the Company for holding benami property under the Benami Transactions (Prohibition) Act, 1988, as amended and rules made thereunder. Accordingly, the provisions stated under clause 3(i)(e) of the Order are not applicable to the Company.
- ii. (a) The Company is involved in the business of rendering services and does not hold any inventory. Accordingly, the provisions stated under clause 3(ii)(a) of the Order are not applicable to the Company.
- (b) During the year the Company has been sanctioned working capital limits in excess of ₹ 5 crores in aggregate from Bank on the basis of security of current assets. Based on the records examined by us in the normal course of audit of the standalone financial statements, quarterly returns / statements filed with such Banks are in agreement with the books of accounts of the Company.
- iii. (a) According to the information explanation provided to us, Company has provided loans in nature of Margin Trading Funding Facility:
- (A) The details of such loans, advances, guarantee or securities to subsidiaries are as follows:

Particulars	Loans
Aggregate amount granted/ provided during the year – Subsidiaries	-
Balance Outstanding as at balance sheet date in respect of above cases	-
- Subsidiaries	

- (B) The details of such loans, advances, guarantee or securities to parties other than Subsidiaries, Joint ventures and Associates are as follows:

(Amount in Lacs)	
Particulars	Loans
Aggregate amount granted/ provided during the year – Others	1,55,200.00
Balance Outstanding as at balance sheet date in respect of above cases- Others	34,559.68

During the year the Company has not stood guarantee and provided security to any other entity.

- (b) According to the information and explanations given to us and based on the audit procedures performed by us, we are of the opinion that the investments made, guarantees provided, securities given and terms and conditions in relation to grant of all loans and advances in the nature of loans, investments made, guarantees provided and securities given are not prejudicial to the interest of the Company.
- (c) In respect of loans in nature of Margin Trading Funding Facility granted by the Company, the schedule of repayment of principal and payment of interest has not been stipulated and in the absence of such schedule, we are unable to comment on the regularity of the repayments of principal amounts and payment of interest.
- (d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no amounts overdue for more than ninety days in respect of the loans and/ or advances in the nature of loans, granted to Company/ Firm/ LLP/ Other Parties.
- (e) According to the information explanation provided to us, the loans or advances in the nature of loan granted has not fallen due during the year. Accordingly, the provisions stated under clause 3(iii)(e) of the Order are not applicable to the Company.

- (f) According to the information explanation provided to us, the Company has not any granted loans and / or advances in the nature of loans, including to promoters or related parties as defined in clause (76) of section 2 of the Companies Act, 2013 either repayable on demand or without specifying any terms or period of repayment during the year. Accordingly, the requirement to report under clause 3(iii)(f) of the Order is not applicable to the Company.

- iv. According to the information and explanations given to us, there are no loans, investments, guarantees, and security in respect of which provisions of sections 185 and 186 of the Companies Act, 2013, are applicable and accordingly, the requirement to report under clause 3(iv) of the Order is not applicable to the Company.
- v. According to the information and explanations given to us, the Company has neither accepted any deposits from the public nor any amounts which are deemed to be deposits, within the meaning of the provisions of Sections 73 to 76 of the Companies Act, 2013 and the rules framed there under. Accordingly, the requirement to report under clause 3(iv) of the Order is not applicable to the Company.
- vi. The provisions of sub-Section (1) of Section 148 of the Companies Act, 2013 (or mention 'the Act' if already defined) are not applicable to the Company as the Central Government of India has not specified the maintenance of cost records for any of the products/ services of the Company. Accordingly, the requirement to report on clause 3(vi) of the Order is not applicable to the Company.
- vii. (a) According to the information and explanations given to us and the records examined by us, in our opinion, undisputed statutory dues including goods and services tax, provident fund, employees' state insurance, income-tax and other statutory dues have been regularly deposited by the Company with appropriate authorities in all cases during the year. No undisputed amounts payable in respect of these statutory dues were outstanding as at March 31, 2025, for a period of more than six months from the date they became payable

- vii. (b) According to the information and explanation given to us and the records examined by us, dues relating to goods and services tax and income-tax which have not been deposited as on March 31, 2025, on account of any dispute, are as follows:

Name of the statute	Nature of dues	Amount Demanded (₹ in Lakhs)	Period to which the amount relates	Forum where dispute is pending
Income Tax Act	Income Tax	5.33	A.Y. 2016-17	Appeal filed CIT
Income Tax Act	Income Tax	10.46	A.Y. 2017-18	Appeal filed CIT
Income Tax Act	Income Tax	19.56	A.Y. 2019-20	CPC
Income Tax Act	Income Tax	1.29	A.Y. 2021-22	AO Level
Income Tax Act	Income Tax	0.79	A.Y. 2022-23	AO Level
Income Tax Act	Income Tax	101.12	A.Y. 2023-24	Appeal filed
Income Tax Act	Income Tax	0.05	A.Y. 2018-19	CPC
Income Tax Act	Income Tax	45.16	A.Y. 2011-12	Appeal filed CIT
Income Tax Act	Income Tax	0.27	A.Y. 2016-17	CPC
Income Tax Act	Income Tax	0.58	A.Y. 2018-19	Payment pending
Income Tax Act	Income Tax	2.00	A.Y. 2008-09	TDS Processing Unit
Income Tax Act	Income Tax	2.00	A.Y. 2011-12	TDS Processing Unit
Income Tax Act	Income Tax	2.49	AY 2008-09- AY 2010-11	TDS Processing Unit
Income Tax Act	Income Tax	23.88	AY 2008-09- AY 2013-14	TDS Processing Unit
Income Tax Act	Income Tax	5.71	AY 2008-09- AY 2025-26	TDS Processing Unit
GST Act	GST	15.55	F.Y. 2017-18	Appeal Filed
GST Act	GST	17.53	F.Y. 2018-19	Appeal Filed
GST Act	GST	0.20	F.Y. 2020-21	Request for waiver of penalty is done to the GST officer
GST Act	Service Tax	87.82	F.Y. 2014-15	Pending With Commissioner (Appeals) of Service Tax
GST Act	Service Tax	15.14	F.Y. 2002-07	Pending With Service Tax Tribunal with Joint Commissioner of Service Tax
GST Act	Service Tax	13.53	F.Y. 2004-07	Pending With Commissioner (Appeals) of Service Tax
GST Act	Service Tax	7.24	F.Y. 2005-06 & F.Y. 2006-07	Pending With Commissioner (Appeals) of Service Tax
GST Act	Service Tax	29.04	F.Y. 2007-08	Pending With Commissioner (Appeals) of Service Tax
GST Act	Service Tax	10.88	F.Y. 2007-08	Pending With Commissioner (Appeals) of Service Tax

There are no dues relating to provident fund, employees' state insurance and other statutory dues which have not been deposited on account of any dispute.

- viii. According to the information and explanations given to us, there are no transaction which are not recorded in the books of account which have been surrendered or disclosed as income during the year in Income-tax Assessment under the Income Tax Act, 1961. Accordingly, the requirement to report as stated under clause 3(viii) of the Order is not applicable to the Company.

- ix. (a) In our opinion and according to the information and explanations given to us and the records of the Company examined by us, the Company has not defaulted in repayment of loans or borrowings or in payment of interest thereon to any lender.
- (b) According to the information and explanations given to us and on the basis of our audit procedures, we report that the Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
- (c) In our opinion and according to the information and explanations provided to us, no money was raised by way of term loans. Accordingly, the requirement to report under clause 3(ix)(c) of the Order is not applicable to the Company.
- (d) According to the information and explanation provided to us, there are no funds raised on short term basis have been used for long term purposes during the year.
- (e) According to the information explanation given to us and on an overall examination of the standalone financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries.
- (f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries. Accordingly, the requirement to report under Clause 3(ix)(f) of the order is not applicable to the Company.
- x. (a) In our opinion and according to the information explanation given to us, the Company did not raise any money by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, the reporting requirement under clause 3(x)(a) of the Order is not applicable to the Company.
- (b) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has made preferential allotment of shares during the year and the requirements of Section 42 of the Companies Act, 2013, have been complied with. The amount raised has been used for the purposes for which they were raised. The Company has not made any private placement of shares or convertible debentures (fully, partially or optionally convertible).
- xi. (a) Based on our examination of the books and records of the Company and according to the information and explanations given to us, we report that no fraud by the Company or no material fraud on the Company has been noticed or reported during the year in the course of our audit.
- (b) During the year no report under Section 143(12) of the Act, has been filed in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (c) As represented to us by the Management, there are no whistle-blower complaints received by the Company during the year.
- xii. The Company is not a Nidhi Company. Accordingly, the provisions stated under clause 3(xii)(a) to (c) of the Order are not applicable to the Company.
- xiii. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with Sections 177 and 188 of the Companies Act, 2013, where applicable and details of such transactions have been disclosed in the Standalone Financial Statements as required by the applicable accounting standards.
- xiv. (a) In our opinion and based on our examination, the Company has an internal audit system commensurate with the size and nature of its business.
- (b) We have considered the internal audit reports of the Company issued till the date of our audit report, for the period under audit.
- xv. According to the information and explanations given to us, and based on our examination of the records of the Company, in our opinion during the year the Company has not entered into any non-

cash transactions with its directors or persons connected with its directors and accordingly, the requirement to report on clause 3(xv) of the Order is 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 (2 of 1934) and accordingly, the requirements to report under clause 3(xvi)(a) of the Order is not applicable to the Company.
- (b) The Company is not engaged in any Non-Banking Financial or Housing Finance activities during the year and accordingly, the provisions stated under clause 3 (xvi) (b) of the Order are not applicable to the Company.
- (c) The Company is not a Core investment Company ("CIC") as defined in the regulations made by Reserve Bank of India. Accordingly, the requirement to report under clause 3 (xvi)(c) of the Order is not applicable to the Company.
- (d) The Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) does not have more than one Core Investment Company as a part of its group. Accordingly, the reporting under clause 3(xvi)(d) of the Order is not applicable to the Company.
- xvii. Based on the overall review of Standalone Financial Statements, the Company has not incurred cash losses in the current financial year and in the immediately preceding financial year. Accordingly, the requirement to report under clause 3(xvii) of the Order is not applicable to the Company.
- xviii. There has been no resignation of the statutory auditors during the year. Accordingly, reporting under clause 3(xviii) of the Order is not applicable to the Company.
- xix. According to the information and explanations given to us and on the basis of the financial ratios (as disclosed in Note 73 to the Standalone Financial Statements), ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the standalone financial statements, our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the

assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

- xx (a) In respect of other than ongoing projects, there are no unspent amounts that are required to be transferred to a Fund as specified in Schedule VII of the Companies Act, 2013 as disclosed in Note 54 to the standalone financial statements.
- (b) In respect of ongoing projects, there are no unspent amounts that are required to be transferred to a special account as specified in Schedule VII of the Companies Act, 2013 as disclosed in Note 54 to the standalone financial statements.
- xxi. There are no qualification(s) or adverse remark(s) by the respective auditors in the Companies (Auditors Report) Order, 2020 reports of the companies included in the consolidated financial statements except for following where the respective auditor have reported qualification(s) or adverse remark(s) in their audit report to the principal auditor. Further, the audit report under Companies (Auditors Report) Order, 2020 of these companies has not been issued till the date of our auditor's report under the Act.

For **M S K A & Associates**

Chartered Accountants

ICAI Firm Registration Number: 105047W

Ajit Burli

Partner

Membership Number: 133147

UDIN: 25133147BMLAOK8433

Mumbai

May 27, 2025

Annexure B

TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS OF MONARCH NETWORK CAPITAL LIMITED

[Referred to in paragraph 2 (g) under 'Report on Other Legal and Regulatory Requirements' in the Independent Auditors' Report of even date to the Members of Monarch Network Capital Limited on the Standalone Financial Statements for the year ended March 31, 2025]

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

We have audited the internal financial controls with reference to Standalone Financial Statements of Monarch Network Capital Private Limited ("the Company") as of March 31, 2025 in conjunction with our audit of the Standalone Financial Statements of the Company for the year ended on that date.

Opinion

In our opinion, the Company, has, in all material respects, an adequate internal financial controls with reference to Standalone Financial Statements and such internal financial controls with reference to Standalone Financial Statements were operating effectively as at March 31, 2025, based on the internal control with reference to Standalone 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 ICAI.

Management's and Board of Director's Responsibility for Internal Financial Controls

The Company's Management of Directors are responsible for establishing and maintaining internal financial controls based on the internal control with reference to Standalone Financial Statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by ICAI. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the

timely preparation of reliable financial information, as required under the Act.

Auditors' Responsibility

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

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

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 Standalone Financial Statements.

Meaning of Internal Financial Controls With reference to Standalone Financial Statements

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

Inherent Limitations of Internal Financial Controls With reference to Standalone Financial Statements

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

For **M S K A & Associates**

Chartered Accountants
ICAI Firm Registration Number: 105047W

Ajit Burli

Partner
Membership Number: 133147
UDIN: 25133147BMLAOK8433

Mumbai
May 27, 2025

Standalone Balance Sheet

as on March 31, 2025

CIN:L64990GJ1993PLC120014

(Currency: Indian Rupees in lakhs)

Particulars	Notes	As at March 31, 2025	As at March 31, 2024
ASSETS			
1. Financial assets			
(a) Cash and Cash Equivalents	2	15,296.69	4,833.27
(b) Balances other than Cash and Cash Equivalents	3	46,552.51	40,489.73
(c) Receivables	4		
Trade Receivables		6,293.54	7,443.51
Other Receivables		2,790.62	581.95
(d) Loans	5	34,559.68	19,342.28
(e) Investments	6	14,211.16	3,802.98
(f) Other Financial Assets	7	1,266.37	1,757.60
Total financial assets		1,20,970.57	78,251.32
2. Non-financial assets			
(a) Current Tax Assets (Net)	8	426.17	414.80
(b) Deferred Tax Assets (Net)	9	31.52	107.68
(c) Property Plant and Equipment	10	2,096.18	1,238.47
(d) Intangible Assets	11	-	2.19
(e) Other Non-Financial Assets	12	433.05	409.03
Total Non-financial assets		2,986.92	2,172.17
Total Assets		1,23,957.49	80,423.49
LIABILITIES AND EQUITY			
1. Financial liabilities			
(a) Payables			
- Trade Payables			
(i) total outstanding dues of micro enterprise and small enterprise		-	-
(ii) total outstanding dues of creditors other than micro enterprise and small enterprise	13	33,582.36	29,325.62
(b) Debt Securities	14	694.76	4,387.50
(c) Borrowings (Other than Debt Securities)	15	3,441.30	8,786.16
(d) Other Financial Liabilities	16	8,405.38	4,593.28
Total Financial liabilities		46,123.80	47,092.56
2. Non-Financial liabilities			
(a) Current Tax Liabilities (Net)	17	460.41	-
(b) Provisions	18	414.64	536.47
(c) Other Non-Financial Liabilities	19	45.72	437.81
Total Non-Financial liabilities		920.76	974.28
3. Equity			
(a) Equity Share Capital	20	7,846.09	3,386.95
(b) Other Equity	21	69,066.83	28,969.70
Total Equity		76,912.92	32,356.65
Total Liabilities and equity		1,23,957.49	80,423.49

Summary of Significant Accounting Policies

1

Notes to the Financial Statements

2 to 67

Notes referred above form an integral part of the Financial Statements.

As per our Report of even date

For and on behalf of the Board
Monarch Network Capital Limited

For **M S K A & ASSOCIATES**

Chartered Accountants

Firm Registration Number: 105047W

Vaibhav Shah

(Managing Director)

DIN: 00572666

Manju Bafna

(Chairperson & Whole-Time Director)

DIN: 01459885

Ajit Burli

(Partner)

Membership Number: 133147

UDIN: 25133147BMLAOG7372

Gaurav Bhandari

(Chief Executive Officer)

Govinda Meghani

(Chief Financial Officer)

Nitesh Tanwar

(Company Secretary)

ICSI Membership No: F10181

Place: Mumbai

Date: May 27, 2025

Place : Mumbai

Date: May 27, 2025

Standalone Statement of Profit and Loss

for the year ended March 31, 2025

CIN:L64990GJ1993PLC120014

(Currency: Indian Rupees in lakhs)

Particulars	Notes	For the year ended March 31, 2025	For the year ended March 31, 2024
INCOME			
Revenue From Operations			
(1) Fees and Commission Income	22	19,067.42	18,077.92
(2) Interest Income	23	10,842.83	7,198.84
(3) Net Gain / (Loss) On Fair Value Changes	24	2,328.63	1,804.73
Total Revenue From Operations		32,238.88	27,081.49
Other Income	25	57.36	98.41
Total Income		32,296.24	27,179.90
EXPENSES			
Employee Benefit Expenses	26	4,665.18	4,225.03
Fees And Commission Expenses	27	3,058.88	2,729.97
Finance Costs	28	2,075.47	1,576.75
Depreciation & Amortization Expenses	29	754.81	173.60
Other Expenses	30	3,098.79	2,955.21
Total Expenses		13,653.13	11,660.56
Profit Before Exceptional Items, Extraordinary Items And Tax		18,643.11	15,519.34
Less: Prior Period Expenses		(5.84)	(4.74)
Profit Before Tax		18,637.27	15,514.60
Tax Expenses			
Current Tax	33	4,105.05	3,808.90
Deferred Tax	33	78.36	6.82
Taxes for Earlier Years		58.70	47.48
Total Tax Expenses		4,242.11	3,863.20
Net Profit After Tax		14,395.16	11,651.40
Other Comprehensive Income	31		
Items that will not be reclassified to Profit or Loss			
(i) Remeasurement Gain/Losses on Defined Benefit Plans		(8.77)	(19.94)
(ii) Income tax related to items that will not be Reclassified to Profit or Loss		2.21	5.02
Net Other Comprehensive Income for the Year		(6.56)	(14.92)
Total Comprehensive Income for the Year		14,388.60	11,636.48
Earnings Per Equity Share Of Face Value Of ₹ 10 Each	32		
Basic (in ₹)		19.43	17.20
Diluted (in ₹)		19.18	17.20

Summary of Significant Accounting Policies

2 to 67

Notes to the Financial Statements

Notes referred above form an integral part of the Financial Statements.

As per our Report of even date

For **M S K A & ASSOCIATES**

Chartered Accountants

Firm Registration Number: 105047W

Ajit Burli

(Partner)

Membership Number: 133147

UDIN: 25133147BMLAOG7372

Place: Mumbai

Date: May 27, 2025

For and on behalf of the Board

Monarch Network Capital Limited

Vaibhav Shah

(Managing Director)

DIN: 00572666

Gaurav Bhandari

(Chief Executive Officer)

Manju Bafna

(Chairperson & Whole-Time Director)

DIN: 01459885

Govinda Meghani

(Chief Financial Officer)

Nitesh Tanwar

(Company Secretary)

ICSI Membership No: F10181

Place : Mumbai

Date: May 27, 2025

Standalone Statement of Cash Flows

for the year ended March 31, 2025

CIN:L64990GJ1993PLC120014

(Currency: Indian Rupees in lakhs)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
A. Cash flow from Operating Activities		
Profit Before Tax	18,637.27	15,514.60
Adjustments to Reconcile Profit Before Tax to Net Cash Used in Operating Activities		
Depreciation and Amortisation	754.81	173.60
Interest Expenses on Borrowing and Debt Securities	1,945.46	1,576.75
Interest Expenses on Lease Liabilities	130.01	-
Employee Benefit Compensation Expenses	485.04	448.87
Other Interest Incomes	(0.66)	(24.54)
Dividend Income	(14.64)	(12.70)
Fair Value Gain On Financial Instruments (Net)	(2,328.63)	(1,804.73)
Loss on Sale of Assets	12.59	1.98
Operating Profit Before Working Capital Changes	19,621.25	15,873.82
Changes in Working capital		
Decrease in Inventories	-	729.79
(Increase) in Trade Receivables	(1,058.69)	(3,779.16)
(Increase) in Balances other than Cash and Cash Equivalents	(6,062.79)	(5,918.27)
(Increase) in Loans	(15,217.41)	(9,451.90)
(Increase) / Decrease in Other Financial Assets	491.23	(11.57)
(Increase) in Other Non-Financial Assets	(24.02)	(189.11)
Increase / (Decrease) in Trade payables	4,256.76	(3,150.89)
Increase / (Decrease) in Provisions	(130.60)	149.07
Increase / (Decrease) in Other Financial Liabilities	4,263.73	(694.35)
Increase / (Decrease) in Other Non-Financial Liabilities	(392.09)	359.80
	5,747.37	(6,082.78)
Income Tax paid	(3,714.72)	(3,918.83)
Net Cash Generated from / (used In) Operating Activities (A)	2,032.65	(10,001.61)
B. Cash flow from Investing Activities		
Payment for Purchase and Construction of Property, Plant and Equipment (Net of Proceeds from Sales)	(1,622.92)	(616.64)
Proceeds From Sale of Investments	(8,079.55)	2,186.22
Other Interest Incomes	0.66	24.54
Dividend Income	14.64	12.70
Proceeds /(Repayment) of Other Non Current Financial Assets	-	(393.19)
Net Cash Generated from / (used in) Investing Activities (B)	(9,687.17)	1,213.63

Standalone Statement of Cash Flows

for the year ended March 31, 2025

CIN:L64990GJ1993PLC120014

(Currency: Indian Rupees in lakhs)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
C. Cash flow from Financing Activities		
Proceeds from Issue of Share Capital	30,021.33	-
(Repayment) of / Proceeds from Borrowings	(5,344.86)	8,694.87
(Repayment) of / Proceeds from Debt Securities	(3,692.74)	4,387.50
Dividend Paid	(338.70)	(338.70)
Interest Expenses on Borrowing and Debt Securities	(1,945.46)	(1,576.75)
Repayment of Lease Liabilities	(581.63)	-
Net Cash Generated from Financing Activities (C)	18,117.94	11,166.92
Net increase / (decrease) in Cash and Cash Equivalents (A+B+C)	10,463.42	2,378.94
Cash and Cash Equivalents at the beginning of the year	4,833.27	2,454.32
Cash and Cash Equivalents at the End of the Year	15,296.69	4,833.27
Components of Cash and Cash Equivalents		
Cash on hand	1.81	2.99
Balance with Banks in current accounts	3,208.54	787.19
Fixed deposit with banks (Maturity within 3 months)	12,086.34	4,043.09

Note - Statement of Cash Flow has been prepared under the indirect method as set out in IND AS 7 - "Statement of Cash Flow" prescribed under the Companies Act (Indian Accounting Standard) Rules, 2015 under the Companies Act, 2013.

The accompanying notes are an integral part of the Financial Statements.

As per our Report of even date

For **M S K A & ASSOCIATES**
Chartered Accountants
Firm Registration Number: 105047W

Ajit Burli
(Partner)
Membership Number: 133147
UDIN: 25133147BMLAOG7372

Place: Mumbai
Date: May 27, 2025

For and on behalf of the Board Monarch Network Capital Limited

Vaibhav Shah
(Managing Director)
DIN: 00572666

Gaurav Bhandari
(Chief Executive Officer)

Place : Mumbai
Date: May 27, 2025

Manju Bafna
(Chairperson & Whole-Time Director)
DIN: 01459885

Govinda Meghani
(Chief Financial Officer)

Nitesh Tanwar
(Company Secretary)
ICSI Membership No: F10181

Statement of Changes In Equity

for the year ended March 31, 2025

CIN:L64990GJ1993PLC120014

(a) EQUITY SHARE CAPITAL

(Currency: Indian Rupees in lakhs)

Particulars	As at March 31, 2025		As at March 31, 2024	
	No. of Shares	Amount	No. of Shares	Amount
Balance at the beginning of the reporting period	3,38,69,518	3,386.95	3,38,69,518	3,386.95
Changes in Equity Share Capital due to prior period errors	-	-	-	-
Restated balance at the beginning of the current reporting period	3,38,69,518	3,386.95	3,38,69,518	3,386.95
Changes in equity share capital during the year	4,45,91,420	4,459.14	-	-
Balance at the end of the reporting period	7,84,60,938	7,846.09	3,38,69,518	3,386.95

(b) OTHER EQUITY

Particulars	Reserves & Surplus				Other comprehensive income		Total
	Capital Reserve	Securities Premium	Retained earnings	Share Based Payment Reserve	Remeasurements of the net defined benefit Plans	Fair valuation of investments in equity shares	
Balance at 1 April 2024	182.24	5,224.09	22,834.40	758.36	(29.39)	-	28,969.71
Profit for the year	-	-	14,395.16	-	(6.56)	-	14,388.60
Other comprehensive income for the year	-	-	-	-	-	-	-
Transactions with owners in their capacity as owners:							
Dividend Declared during the year	-	-	(338.70)	-	-	-	(338.70)
Equity shares issued	-	25,562.19	-	-	-	-	25,562.19
Employee Compensation Expenses recognised during the year	-	-	-	485.04	-	-	485.04
Total additions for the year	-	25,562.19	14,056.47	485.04	(6.56)	-	40,097.13
Balance at 31 March 2025	182.24	30,786.27	36,890.86	1,243.40	(35.94)	-	69,066.84
Balance at 1 April 2023	182.24	5,224.09	11,521.70	309.49	(14.46)	-	17,223.05
Profit for the year	-	-	11,651.40	-	-	-	11,651.40
Other comprehensive income for the year	-	-	-	-	(14.92)	-	(14.92)
Transactions with owners in their capacity as owners:							
Dividend Declared during the year	-	-	(338.70)	-	-	-	(338.70)
Equity shares issued	-	-	-	-	-	-	-
Employee Compensation Expenses recognised during the year	-	-	-	448.87	-	-	448.87
Total additions for the year	-	-	11,312.70	448.87	(14.92)	-	11,746.65
Balance at 31 March 2024	182.24	5,224.09	22,834.40	758.36	(29.38)	-	28,969.71

As per our Report of even date

For **M S K A & ASSOCIATES**
 Chartered Accountants
 Firm Registration Number: 105047W

Ajit Burli
 (Partner)
 Membership Number: 133147
 UDIN: 25133147BMLAOG7372

Place: Mumbai
 Date: May 27, 2025

For and on behalf of the Board
 Monarch Network Capital Limited

Vaibhav Shah
 (Managing Director)
 DIN: 00572666

Gaurav Bhandari
 (Chief Executive Officer)

Manju Bafna
 (Chairperson & Whole-Time Director)
 DIN: 01459885

Govinda Meghani
 (Chief Financial Officer)

Nitesh Tanwar
 (Company Secretary)
 ICSI Membership No: F10181

Place : Mumbai
 Date: May 27, 2025

Notes to Standalone Financial Statements

for the year ended March 31, 2025

CIN:L64990GJ1993PLC120014

(Currency: ₹ in lakhs)

NOTE 1:

A. COMPANY INFORMATION

Monarch Network Capital Limited ("the Company") (CIN: L64990GJ1993PLC120014) was originally formed under the name of "Networth Finance Limited on December 2, 1993. Thereafter, it was changed to Networth Stock Broking Limited w.e.f. September 30, 1997, and to Monarch Network Capital Limited w.e.f. October 13, 2015.

Registered office: Unit No. 803-804A, 8th Floor, X-Change Plaza, Block No. 53, Zone 5, Road- 5E, Gift City, Gandhinagar - 382355, Gujarat.

The Company is a public limited company and incorporated under the provisions of the Companies Act.

MNCL is predominantly engaged in Share & Stock Broking, Merchant Banking, and Mutual Fund Distributor. The Company is a member of National Stock Exchange of India Ltd. (NSE), BSE Ltd. (BSE), National Commodity & Derivatives Exchange Limited (NCDEX) and Multi Commodity Exchange of India Limited (MCX) in the Capital Market and Derivatives (Futures & Options) Segment. It is also Depository Participant with Central Depository Services India (CDSL) and National Securities Depository (India) Limited (NSDL) and also registered in Securities and Exchange Board of India ("SEBI") as a Category 1 Merchant Banker and Research Analyst.

The Board of Directors approved the Financial Statements for the year ended March 31, 2025 and authorized for issue on May 27, 2025.

B. ACCOUNTING POLICIES

a) Basis of Preparation and Presentation of Financial Statements

These Financial Statements ('Financial Statements') of the Company have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified by Ministry of Corporate Affairs ('MCA') under Section 133 of the Companies Act, 2013 ('the Act') read with the Companies (Indian Accounting Standards)

Rules, 2015, as amended from time to time and other relevant provisions of the Act.

Accounting policies have been consistently applied to all the Financial years presented in the standalone Financial Statements, except where a newly issued accounting standard is initially adopted or a revision to the existing accounting standard requires a change in the accounting policy hitherto in use.

The standalone balance sheet, the standalone statement of profit and loss, the standalone statement of changes in equity and disclosures are presented in the format prescribed under Division III of Schedule III of the Companies Act, as amended from time to time, that are required to comply with Ind AS. The standalone statement of cash flows has been presented as per the requirements of Ind AS 7 Statement of Cash Flow.

The standalone Financial Statements have been prepared under the historical cost convention and on an accrual basis, except for certain Financial assets and liabilities, defined benefit plan assets and liabilities, and share-based payments, which are measured at fair value.

These standalone Financial Statements are presented in Indian Rupees (INR), which is also the functional currency. All amounts are rounded to the nearest Lakhs with two decimals, except unless otherwise stated. Amount indicated as 0.00 are below rounding off threshold.

The Company has prepared the Financial Statements on the basis that it will continue to operate as a going concern.

Use of estimates and judgments

The preparation of Financial Statements in conformity with Ind AS which requires management to make estimates, judgments, and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities (including contingent liabilities) and disclosures as of the date of Financial Statements and the reported

Notes to Standalone Financial Statements

for the year ended March 31, 2025

CIN:L64990GJ1993PLC120014

(Currency: ₹ in lakhs)

amounts of revenue and expenses for the reporting period. Actual results could differ from these estimates. Accounting estimates and underlying assumptions are reviewed on an ongoing basis and could change from period to period. Appropriate changes in estimates are recognized in the period in which the Company becomes aware of the changes in circumstances surrounding the estimates. Any revisions to accounting estimates are recognized prospectively in the period in which the estimate is revised and future periods. The estimates and judgments that have significant impact on carrying amount of assets and liabilities at each balance sheet date are discussed.

b) Summary of Material Accounting Policies

The Material Accounting Policies applied in the preparation of these Financial Statements are set out below.

i). Revenue recognition

The Company recognizes revenue from contracts with customers based on a five step model asset out in Ind AS 115, Revenue from Contracts with Customers, to determine when to recognize revenue and at what amount. Revenue from Contracts with Customers, outlines a single comprehensive model of accounting for revenue arising from contracts with customers. Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services. The Company has generally concluded that it is the principal in its revenue arrangements, except for the agency services, because it typically controls the goods or services before transferring them to the customer.

Revenue is measured at fair value of the consideration received or receivable. Revenue is recognized when (or as) the Company satisfies a performance obligation by transferring a promised service (i.e. an asset) to a customer. An asset is transferred when (or as) the customer obtains control of that asset.

When (or as) a performance obligation is satisfied, the Company recognizes as revenue the amount of the transaction price (excluding estimates of variable consideration) that is allocated to that performance obligation.

The Company applies the five-step approach for recognition of revenue:

- Identification of contract(s) with customers: A contract is defined as an agreement between two or more parties that creates enforceable rights and obligations and sets out the criteria for every contract that must be met.
- Identification of the separate performance obligations in the contract: A performance obligation is a promise in a contract with a customer to transfer a good or service to the customer.
- Determination of transaction price: The transaction price is the amount of consideration to which the Company expects to be entitled in exchange for transferring promised goods or services to a customer, excluding amounts collected on behalf of third parties.
- Allocation of transaction price to the separate performance obligations: For a contract that has more than one performance obligation, the Company allocates the transaction price to each performance obligation in an amount that depicts the amount of consideration to which the Company expects to be entitled in exchange for satisfying each performance obligation.
- Recognition of revenue when (or as) each performance obligation is satisfied.

Interest income

For all Financial instruments measured either at amortised cost or at fair value through other comprehensive income ('OCI'), interest income is recorded using the effective interest rate (EIR), which is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the Financial instrument or a shorter period, where appropriate, to the

Notes to Standalone Financial Statements

for the year ended March 31, 2025

CIN:L64990GJ1993PLC120014

(Currency: ₹ in lakhs)

gross carrying amount of the Financial asset or to the amortised cost of a Financial liability. Interest income is included in other income in the statement of profit and loss.

Interest is earned on delayed payments from customers and is recognised on a time proportion basis taking into account the amount outstanding from customers and the rates applicable.

Interest Income from Margin Trading Funding Interest is recognised in relation to the loans and in relation to the Margin Trading Funding provided to customers.

Delayed payment charges (interest on late payments) are accounted for at the point in time of default

Fee and commission income

Brokerage Income is recognised on the trade date in accordance with the terms of contract and is exclusive of goods and service tax and securities transaction tax (STT) wherever applicable. Service income is recognized, exclusive of taxes, point in time when the performance obligation is satisfied.

Depository Income

Depository services income are accounted as follows: Revenue from depository services on account of annual maintenance charges is accounted for over the period of the performance obligation. Revenue from depository services on account of transaction charges is recognised at the point in time when the performance obligation is satisfied.

Distribution Income

Commissions from distribution of financial products are recognised upon allotment of the securities to the applicant.

Merchant banking and other advisory services

Merchant banking and financial advisory fees are accounted on completion of performance obligation in accordance with the terms of the contract with the clients.

Asset management services

Income from Alternate Investment Fund in form of management fee and performance fee is recognized in accordance with Private Placement Memorandum

Dividends

Dividend income is accounted for when the right to receive the same is established, which is generally when shareholders approve the dividend.

Net gain on fair value change

Net gain on fair value changes Any realised gain or loss on sale of Financial assets (including investments) being classified as fair value through profit or loss ("FVTPL") is recognised as "Net gain or loss on fair value changes" under "Revenue from operations" or "Expenses" respectively in the statement of profit and loss. Similarly, any differences between the fair values of Financial assets (including investments) being classified as fair value through profit or loss ("FVTPL"), held by the Company on the balance sheet date is recognised as an unrealised gain / loss. In cases there is a net gain in the aggregate including realised, the same is recognised as "Net gain on fair value changes" under "Revenue from operations" and if there is a net loss including realised the same is disclosed as "Net loss on fair value changes" under "Expenses" in the statement of Profit and Loss.

Other Income

Other Income In respect of other heads of Income it is accounted to the extent it is probable that the economic benefits will flow and the revenue can be reliably measured, regardless of when the payment is being made.

ii). Property, plant and equipment

Items of Property, Plant and Equipment are measured at acquisition cost of the items less accumulated depreciation and impairment loss. Acquisition cost includes expenditure that is directly attributable to getting the asset ready for intended use. Subsequent costs are included in the asset's carrying amount or

Notes to Standalone Financial Statements

for the year ended March 31, 2025

CIN:L64990GJ1993PLC120014

(Currency: ₹ in lakhs)

recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

Items of spare parts that meet the definition of 'Property, Plant and Equipment' have been recognised as property, plant and equipment. The depreciation on such an item of spare part will begin when the asset is available for use i.e. when it is in the location and condition necessary for it to be capable of operating in the manner intended by management. In case of a spare part, as it may be readily available for use, it may be depreciated from the date of purchase of the spare part.

Capital work in progress is stated at cost, net of accumulated impairment losses, if any. All the direct expenditure related to implementation including incidental expenditure incurred during the period of implementation of a project, till it is commissioned, is accounted as Capital work in progress (CWIP) and after commissioning the same is transferred / allocated to the respective item of property, plant and equipment.

Pre-operating costs, being indirect in nature, are expensed to the statement of profit and loss as and when incurred.

Property, plant and equipment are eliminated from Financial statement, either on disposal or when retired from active use. Losses arising in the case of retirement of property, plant and equipment are recognised in the statement of profit and loss in the year of occurrence.

Depreciation methods, estimated useful lives and residual value

Depreciation on property, plant and equipment is provided using the Written Down Method

based on the useful life of the assets as estimated by the management and is charged to the Statement of Profit and Loss as per the requirements of Schedule II of the Companies Act, 2013. The estimate of the useful life of the assets has been assessed based on technical advice which considered the nature of the asset, the usage of the asset, expected physical wear and tear, the operating conditions of the asset, anticipated technological changes, manufacturers warranties and maintenance support, etc.

Depreciation on items of property, plant and equipment acquired / disposed off during the year is provided on pro-rata basis with reference to the date of addition / disposal. Cost of leasehold land is amortized equally over the period of lease.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

The carrying amount of an item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. The gain or loss arising from the derecognition of an item of property, plant and equipment is measured as the difference between the net disposal proceeds and the carrying amount of the item, and it is recognized in the Statement of Profit and Loss.

The date of disposal of an item of property, plant and equipment is the date when the recipient gains control of the item, in accordance with the requirements for determining when a performance obligation is satisfied under Ind AS 115.

iii). Intangible Assets

Intangible assets are recognized when it is probable that the future economic benefits that are attributable to the assets will flow to the Company and the cost of the asset can be measured reliably.

Notes to Standalone Financial Statements

for the year ended March 31, 2025

CIN:L64990GJ1993PLC120014

(Currency: ₹ in lakhs)

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is their fair value at the date of acquisition. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses. Internally generated intangibles, excluding capitalised development costs, are not capitalised and the related expenditure is reflected in profit or loss in the period in which the expenditure is incurred.

Amortisation methods, estimated useful lives and residual value

Intangible assets are amortised in statement of Profit and Loss over their estimated useful lives based on underlying contracts where applicable.

The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period.

iv). Leases

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'. The Company assess whether it has the right to direct 'how and for what purpose' the asset is used throughout the period of use.

Measurement and recognition of leases as a lessee

The Company recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the site on which it is located, less any lease incentives received.

Certain lease arrangements include the option to extend or terminate the lease before the end

of the lease term. The right-of-use assets and lease liabilities include these options when it is reasonably certain that the option will be exercised.

The right-of-use asset is subsequently measured at cost less accumulated depreciation, accumulated impairment losses, if any and adjusted for any re measurement of the lease liability. The right-of-use assets are depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use asset. The estimated useful lives of right-of-use assets are determined on the same basis as those of property, plant and equipment. Right-of-use assets are tested for impairment whenever there is any indication that their carrying amounts may not be recoverable. Impairment loss, if any, is recognised in the standalone statement of profit and loss.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the incremental borrowing rate applicable to the entity within the Company. Generally, the Company uses its incremental borrowing rate as the discount rate. For leases with reasonably similar characteristics, the Company, on a lease by lease basis, may adopt either the incremental borrowing rate specific to the lease or the incremental borrowing rate for the portfolio as a whole. The lease payments shall include fixed payments, variable lease payments, residual value guarantees, exercise price of a purchase option where the Company is reasonably certain to exercise that option and payments of penalties for terminating the lease, if the lease term reflects the lessee exercising an option to terminate the lease.

The lease liability is subsequently remeasured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payments made and remeasuring the carrying amount to reflect any reassessment or lease modifications

Notes to Standalone Financial Statements

for the year ended March 31, 2025

CIN:L64990GJ1993PLC120014

(Currency: ₹ in lakhs)

or to reflect revised in-substance fixed lease payments.

The Company recognises the amount of the re-measurement of lease liability as an adjustment to the right-of-use asset. Where the carrying amount of the right-of-use asset is reduced to zero and there is a further reduction in the measurement of the lease liability, the Company recognises any remaining amount of the re-measurement in standalone statement of profit and loss.

The Company has elected not to recognise right-of-use assets and lease liabilities for short-term leases of all assets that have a lease term of 12 months or less and leases of low-value assets. The Company recognizes the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

Company as a lessee

Lease income from operating leases where the company is a lessor is recognised in income on a straight-line basis. The respective leased assets are included in the balance sheet based on their nature.

v). Financial instruments

A. Financial assets

Initial recognition and measurement

All Financial assets are recognised initially at fair value plus, in the case of Financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the Financial asset. Transaction costs of Financial assets carried at fair value through profit or loss are expensed in profit or loss.

Financial assets are classified, at initial recognition, as Financial assets measured at fair value or as Financial assets measured at amortised cost.

Financial assets and liabilities, with the exception of loans, debt securities, deposits and borrowings are initially recognised on the trade date, i.e., the date

that the Company becomes a party to the contractual provisions of the instrument. Recognised Financial instruments are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of Financial assets and Financial liabilities are added to or deducted from the fair value of the Financial assets or Financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of Financial assets or Financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

Subsequent measurement

For purposes of subsequent measurement, Financial assets are classified in four categories:

1. Financial assets at amortised cost
2. Financial assets at fair value through other comprehensive income (FVTOCI)
3. Financial assets at fair value through profit or loss (FVTPL)
4. Equity instruments measured at fair value through other comprehensive income ('FVTOCI')

Financial asset at amortised cost

A Financial asset is measured at the amortised cost if both the following conditions are met:

1. The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
2. 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

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amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the profit or loss. The losses arising from impairment are recognised in the profit or loss.

The EIR method is a method of calculating the amortised cost of a Financial instrument and of allocating interest over the relevant period. The EIR is the rate that exactly discounts estimated future cash flows (including all fees paid or received that form an integral part of the EIR, transaction costs and other premiums or discounts) through the expected life of the instrument, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

Financial asset at FVTOCI

A Financial asset is classified as at the FVTOCI if both of the following criteria are met:

1. The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and
2. The asset's contractual cash flows represent SPPI.

Financial assets included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI).

In case of equity instruments it will be directly transferred to reserves. Equity instruments at FVOCI are not subject to an impairment assessment.

Financial instrument at FVTPL

FVTPL is a residual category for debt instruments. Any debt instrument,

which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

Financial assets which do not meet the criteria for categorisation as at amortised cost or as FVOCI or either designated, are measured at FVTPL.

Subsequent changes in fair value are recognised in profit or loss. The Company records investments in equity instruments and mutual funds at FVTPL

Financial assets included within the FVTPL category are measured at fair value with all changes recognized in the Statement of profit and loss.

Equity investments

All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading and contingent consideration recognised by an acquirer in a business combination to which Ind AS103 applies are classified as at FVTPL. For all other equity instruments, company has taken an irrevocable election to present in other comprehensive income subsequent changes in the fair value.

If the company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to the Statement of profit and loss, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity.

De-recognition

A Financial asset (or, where applicable, a part of a Financial asset or part of a group of similar Financial assets) is primarily derecognised (i.e. removed from the Company's balance sheet) when:

1. The rights to receive cash flows from the asset have expired, or

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2. 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

- a) the Company has transferred substantially all the risks and rewards of the asset, or
- b) the company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Company could be required to repay.

Impairment of Financial assets

The company assesses impairment based on expected credit loss (ECL) model to the following:

1. Financial assets measured at amortised cost
2. Financial assets measured at fair value through other comprehensive income (FVTOCI);

Expected credit losses are measured through a loss allowance at an amount equal to:

1. The 12-months expected credit losses (expected credit losses that result from those default events on the Financial instrument that are possible within 12 months after the reporting date); or
2. Full time expected credit losses (expected credit losses that result from all possible default events over the life of the Financial instrument).

The Company follows 'simplified approach' for recognition of impairment loss allowance on:

1. Trade receivables or contract revenue receivables; and
2. All lease receivables resulting from transactions within the scope of Ind AS 116

Under the simplified approach, the company does not track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

The Company follows the simplified approach permitted by Ind AS 109 – Financial Instruments- for recognition of impairment loss allowance. The application of simplified approach does not require the Company to track changes in credit risk of trade receivable. The Company calculates the expected credit losses on trade receivables using a provision matrix on the basis of its historical credit loss experience.

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ECL impairment loss allowance (or reversal) recognized during the period is recognized as income/ expense in the statement of profit and loss (P&L). This amount is reflected under the head 'other expenses' in the P&L. The balance sheet presentation for various Financial instruments is described below:

Financial assets measured as at amortised cost, contractual revenue receivables and lease receivables: ECL is presented as an allowance, i.e., as an integral part of the measurement of those assets in the balance sheet. The allowance reduces the net carrying amount. Until the asset meets write-off criteria, the company does not reduce impairment allowance from the gross carrying amount.

For assessing increase in credit risk and impairment loss, the company combines Financial instruments on the basis of shared credit risk characteristics with the objective of facilitating an analysis that is designed to enable significant increases in credit risk to be identified on a timely basis.

The company does not have any purchased or originated credit-impaired (POCI) Financial assets, i.e., Financial assets which are credit impaired on purchase/ origination.

B. Financial liabilities

Initial recognition and measurement

All Financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The company's Financial liabilities include trade and other payables, and borrowings including bank overdrafts.

Subsequent measurement

The measurement of Financial liabilities depends on their classification, as described below:

1. Financial liabilities at fair value through profit or loss
2. Borrowings measured on amortised cost basis
3. Financial guarantee contracts

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include Financial liabilities held for trading and Financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term.

Financial liabilities are measured at amortised cost. The carrying amounts are initially recognized at fair value and subsequently determined based on the EIR method. Interest expense is recognized in statement of profit and loss. Any gain or loss on de-recognition of Financial liabilities is also recognised in statement of profit and loss. The Company does not have any Financial liability which are measured at FVTPL.

Gains or losses on liabilities held for trading are recognised in the profit or loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risks are recognized in OCI. These gains/ loss are not subsequently transferred to the Statement of profit and loss. However, the company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the statement of profit and loss. The Company has not designated any Financial liability as at FVTPL.

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Borrowings and Debt Instruments

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in the Statement of profit and loss when the liabilities are derecognised as well as through the EIR amortisation process. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the Statement of profit and loss.

Derecognition

A Financial liability is derecognised 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 derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit and loss.

At each reporting date, the Company assesses whether there is any indication based on internal/external factors, that an asset may be impaired. If any such indication exists, the Company estimates the recoverable amount of the asset. The recoverable amount of asset is the higher of its fair value or value in use. Value in use is based on the estimated future cash flows, discounted to their present value using a pre-tax discount rate that reflects the current market assessment of time value of money and the risks specific to it. If such recoverable amount of the asset or the recoverable amount of the 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

recognised in the statement of profit and loss. All assets are subsequently reassessed for indications that an impairment loss previously recognised may no longer exist. An Impairment loss is reversed if there has been a change in estimates used to determine the recoverable amount. Such a reversal is made only to the extent that the assets carrying amount would have been determined, net of depreciation or amortization, had no impairment loss been recognized.

C. Off-setting of Financial instruments

Financial assets and Financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

D. Derivative Financial instruments and hedge accounting

Initial recognition and subsequent measurement

The Company uses derivative Financial instruments, such as forward currency contracts, to hedge its foreign currency risks. Such derivative Financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value. Derivatives are carried as Financial assets when the fair value is positive and as Financial liabilities when the fair value is negative.

Any gains or losses arising from changes in the fair value of derivatives are taken directly to profit or loss, except for the effective portion of cash flow hedges, which is recognised in OCI and later reclassified to profit or loss when the hedge item affects profit or loss or treated as basis adjustment if a hedged forecast transaction subsequently results in the recognition of a non-Financial asset or non-Financial liability.

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Premium/Discount, in respect of forward foreign exchange contract, is recognised over the life of the contracts. Exchange differences on such contracts are recognised in the Statement of Profit and Loss in the period in which the exchange rate changes. Profit/Loss on cancellation / renewal of forward exchange contract is recognized as income/expense.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

vi). Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value. For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

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

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

vii). Income Tax

Current tax

Current tax is measured at the amount expected to be recovered from or paid to the taxation authorities, based on the rates and tax laws enacted or substantively enacted, at the reporting date in the country where the entity operates and generates taxable income. Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

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

Deferred tax

Deferred tax is provided using the balance sheet approach on temporary differences at the reporting date between the tax bases of assets and liabilities and their corresponding carrying amounts for the financial reporting purposes.

Deferred tax assets are the amounts of income taxes recoverable in future periods in respect of:

1. deductible temporary differences;
2. the carry forward of unused tax losses; and
3. the carry forward of unused tax credits.

viii). Foreign Currency

Transactions in foreign currencies are recorded at the rate of exchange prevailing on the date of the transaction. Exchange differences arising on settlement of revenue transactions are recognised in the statement of profit and loss. Monetary assets and liabilities contracted in foreign currencies are restated at the rate of exchange ruling at the Balance Sheet date. Non-monetary assets and liabilities that are measured at fair value in a foreign currency are translated into the functional currency at the exchange rate when the fair value was determined. Non-monetary assets and liabilities that are measured based on historical cost in a foreign currency are translated at the exchange rate at the date of the transaction

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ix). Stock in trade

Stock in trade mainly represents securities held as stock in course of market making activities and remaining comprises of securities held as a result of error in execution of orders.

Stock in trade are valued at the Market Value and classified under Investments.

x). Investment in Subsidiaries

Investments in subsidiaries are recognised at cost as per Ind AS 27. Except where investments accounted for at cost shall be accounted for in accordance with Ind AS 105, Non-current Assets Held for Sale and Discontinued Operations, when they are classified as held for sale.

xi). Employee benefits

1.) Short term employee benefits includes

payable wholly within twelve months of rendering services. Short term employee benefits includes benefits such as salaries, wages, short-term compensated absences, performance incentives etc., and the expected cost of bonus and incentive are recognised during the period in which the employee renders related service salaries and short term cash bonus. A liability is recognised for the amount expected to be paid under short-term cash bonus or target based incentives if the Company has a present legal or constrictive obligation to pay this amount as a result of past service provided by the employee, and the obligation can be estimated reliably. These costs are recognised 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.

2.) Defined-contribution plans

These are plans in which the Company pays predefined amounts to separate funds and does not have any legal or constrictive obligation to pay additional sums. These comprise of contributions to the employees' provident fund. The Company's payments to the defined-contribution

plans are reported as expenses during the period in which the employees perform the services that the payment.

3.) Defined-Benefit Plan

Gratuity is post-employment benefit and is in the nature of defined benefit plan. The liability recognized in the Balance Sheet in respect of gratuity is the present value of defined benefit obligation at the Balance Sheet date together with the adjustments for unrecognized actuarial gain or losses and the past service costs. The defined benefit obligation is calculated at or near the Balance Sheet date by an independent actuary using the projected unit credit method. Actuarial gains and losses comprise experience adjustment and the effects of changes in actuarial assumptions are recognized in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet.

4.) Long-term employee benefits

Post-employment and other employee benefits are recognised as an expense in the statement of profit and loss for the period in which the employee has rendered services. The expenses are recognised at the present value of the amount payable determined using actuarial valuation techniques. Actuarial gains and loss in respect of post-employment and other long term benefits are charged to the statement of other comprehensive income.

xii). 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 the Company incurs in connection with the borrowing of funds.

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xiii). Segment accounting

The Chief Operational Decision Maker monitors the operating results of its business Segments separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on profit or loss and is measured consistently with profit or loss in the Financial Statements.

The Operating segments have been identified on the basis of the nature of products/services.

The accounting policies adopted for segment reporting are in line with the accounting policies of the Company. Segment revenue, segment expenses, segment assets and segment liabilities have been identified to segments on the basis of their relationship to the operating activities of the segment. Inter Segment revenue is accounted on the basis of transactions which are primarily determined based on market/fair value factors. Revenue, expenses, assets and liabilities which relate to the Company as a whole and are not allocated to segments on a reasonable basis have been included under "unallocated revenue / expenses / assets / liabilities".

xiv). Provisions and Contingent liabilities

General

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Company expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting

is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Contingent liability is disclosed in the case of:

1. A present obligation arising from the past events, when it is not probable that an outflow of resources will be required to settle the obligation;
2. A present obligation arising from the past events, when no reliable estimate is possible;
3. A possible obligation arising from the past events, unless the probability of outflow of resources is remote.

Contingent assets are not recognized in the Financial Statements.

xv). Earnings per share

Basic earnings per share are calculated by dividing the net profit for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. Earnings considered in ascertaining the Company's earnings per share is the net profit for the period after deducting preference dividends and any attributable tax thereto for the period. The weighted average number of equity shares outstanding during the period and for all periods presented is adjusted for events, such as bonus shares, other than the conversion of potential equity shares that have changed the number of equity shares outstanding, without a corresponding change in resources.

For the purpose of calculating diluted earnings per share, the profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares.

xvi). 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. Otherwise, events after the balance sheet date of material size or nature are only disclosed.

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xvii). Use of estimates and judgments

The presentation of the Financial Statements are in conformity with the Ind AS which requires the management to make estimates, judgments and assumptions that affect the reported amounts of assets and liabilities, revenues and expenses and disclosure of contingent liabilities. Such estimates and assumptions are based on management's evaluation of relevant facts and circumstances as on the date of Financial Statements. The actual outcome may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to the accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected.

The following are significant management judgments in applying the accounting policies of the Company that have a significant effect on the Financial Statements.

Recognition of deferred tax assets

The extent to which deferred tax assets can be recognised is based on an assessment of the probability of the Company's future taxable income against which the deferred tax assets can be utilized. In addition, significant judgment is required in assessing the impact of any legal or economic limits or uncertainties in various tax jurisdictions.

Impairment of assets

In assessing impairment, management estimates the recoverable amounts of each asset or CGU (in case of non-Financial assets) based on expected future cash flows and uses an estimated interest rate to discount them. Estimation relates to assumptions about future cash flows and the determination of a suitable discount rate.

Useful lives of depreciable / amortisable assets (Property, plant and equipment, intangible assets and investment property)

Management reviews its estimate of the useful lives of depreciable / amortisable assets at each reporting date, based on the expected usage of the assets. Uncertainties in these estimates

relate to technical and economic obsolescence that may change the usage of certain assets.

Defined benefit obligation (DBO)

The cost of defined benefit gratuity plan and the present value of the gratuity obligation along with leave salary are determined using actuarial valuations. An actuarial valuation involves making various assumptions such as standard rates of inflation, mortality, discount rate, attrition rates and anticipation of future salary increases. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

Share based payments

Estimating fair value for share based payment requires determination of the most appropriate valuation model. The estimate also requires determination of the most appropriate inputs to the valuation model including the expected life of the option, volatility and dividend yield and making assumptions about them.

Fair value measurements

Management applies valuation techniques to determine the fair value of Financial instruments (where active market quotes are not available) and non-Financial assets. This involves developing estimates and assumptions consistent with how market participants would price the instrument /assets. Management bases its assumptions on observable data as far as possible but this may not always be available. In that case management uses the best relevant information available. Estimated fair values may vary from the actual prices that would be achieved in an arm's length transaction at the reporting date.

xviii). Statement of cash flows

Cash flow are reported using the indirect method, whereby net profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals of accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and finance activities

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of the Company are segregated.

xix). Fair value measurement

The Company measures Financial instruments, such as, derivatives at fair value at each balance sheet date.

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:

1. In the principal market for the asset or liability, or
2. In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the Financial Statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

1. Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or Liabilities.
2. Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.

3. Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognised in the Financial Statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

External valuers are involved for valuation of significant assets, such as unquoted Financial assets. Involvement of external valuers is decided upon annually by the Valuation Committee after discussion with and approval by the management. Selection criteria include market knowledge, reputation, independence and whether professional standards are maintained. Valuers are normally rotated every three years. The management decides, after discussions with the Company's external valuers, which valuation techniques and inputs to use for each case.

At each reporting date, the management analyses the movements in the values of assets and liabilities which are required to be remeasured or re-assessed as per the Company's accounting policies. For this analysis, the management verifies the major inputs applied in the latest valuation by agreeing the information in the valuation.

The management, in conjunction with the Company's external valuers, also compares the change in the fair value of each asset and liability with relevant external sources to determine whether the change is reasonable.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

This note summarizes accounting policy for fair value. Other fair value related disclosures are given in the relevant notes.

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NOTE : 2 CASH AND CASH EQUIVALENTS

Particulars	As at March 31, 2025	As at March 31, 2024
Cash on hand	1.81	2.99
Balance with Banks		
- In current accounts	3,208.54	787.19
Fixed deposit with banks (Maturity within 3 months)* (Including interest accrued on fixed deposit)	12,086.34	4,043.09
Total	15,296.69	4,833.27

* Term deposits under lien with stock exchanges amounting to ₹12,086.34 lakhs (31 March 2024 : ₹4,043.09 lakhs)

NOTE : 3 BALANCES OTHER THAN CASH AND CASH EQUIVALENTS

Particulars	As at March 31, 2025	As at March 31, 2024
Earmarked balances with banks towards unclaimed dividend	-	-
Fixed deposit with banks (with maturity period more than 3 months but less than 12 months)*(Including interest accrued on fixed deposit)	44,694.92	1,769.72
Fixed deposits (maturity period more than 12 months) (Including interest accrued on fixed deposit)*	1,645.59	38,544.82
Other Fixed Deposits	212.00	175.19
Total	46,552.51	40,489.73

* includes i) Term deposits under lien with stock exchanges amounting to ₹30,755.06 lakhs (31 March 2024 : ₹26,495 lakhs); ii) collateral security towards bank guarantees issued amounted to ₹15,585.45 lakhs (31 March 2024 : ₹13,819.53 lakhs);

NOTE : 4 RECEIVABLES

Particulars	As at March 31, 2025	As at March 31, 2024
Trade Receivables from Stock Broking Activities		
Considered good, Secured, outstanding for less than six month	5,608.02	5,539.01
Considered good, Secured, outstanding for more than six months	353.07	0.12
Considered good, Unsecured, outstanding for less than six months	193.83	1,694.31
Considered good, Unsecured, outstanding for more than six months	270.16	326.56
Less: Allowances for impairment losses on trade receivables/ Provision for Expected Credit Loss	(131.54)	(116.49)
Total Trade Receivables	6,293.54	7,443.51
Other Receivables		
Receivables from Subsidiary Companies	25.92	14.29
Other Receivables	2,877.74	567.66
Less: Allowances for impairment losses on other receivables/Provision for Expected Credit Loss	(113.04)	-
Total Other Receivables	2,790.62	581.95

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Particulars	As at March 31, 2025	As at March 31, 2024
Total	9,084.16	8,025.46
Out of which:		
Due from Directors of the company	-	-
Due from firms or private companies in which any director is a partner, a director or holds controlling interest	1,078.21	0.04

Notes:

- Please also refer Note No. 64 for the Trade Receivable Ageing Schedule

NOTE : 5 LOANS

Particulars	As at March 31, 2025	As at March 31, 2024
(A) Loans measured at Amortised Cost		
Margin trading facility	34,559.68	19,342.28
Less : Provision for expected credit loss	-	-
Total	34,559.68	19,342.28
(B) Secured / Unsecured		
Secured by Securities /Shares	34,559.68	19,342.28
Unsecured	-	-
Total Gross	34,559.68	19,342.28
Less : Provision for expected credit loss	-	-
Total Net	34,559.68	19,342.28
(C) Loans in India		
Public sector	-	-
Others	34,559.68	19,342.28
Total Gross	34,559.68	19,342.28
Less : Provision for expected credit loss	-	-
Total Net	34,559.68	19,342.28

Notes:

(i) There is no outstanding loan to Promoters, Directors, KMPs and related parties that are :

- Repayable on demand
- Without specifying any terms or period of repayment

(ii) Loans to customers are secured by pledge of Shares/Bonds/Mutual Funds and other allowable securities as per exchange rules.

Notes to Standalone Financial Statements

for the year ended March 31, 2025

CIN:L64990GJ1993PLC120014

(Currency: ₹ in lakhs)

NOTE : 6 INVESTMENTS

Particulars	As at March 31, 2025	As at March 31, 2024
I. At Fair Value through Profit or Loss		
A. Equity instruments (Quoted)		
- Sadbhav Engineering Limited (1,310 (Previous year: 1,310) equity shares of ₹ 10 each, fully paid up)	0.14	0.24
- Deep Industries Limited (4,01,692 (Previous Year:6,00,000) equity shares of ₹ 5 each, fully paid up)	2,013.07	684.30
- Rattan India Power Limited (2,29,000 (Previous year: 2,29,000) equity shares of ₹ 10 each, fully paid up)	22.42	70.42
- GCCL (3,37,500 (Previous year:0) equity shares of ₹ 10 each, fully paid up)	0.34	-
	2,035.97	754.96
B. Investment in Mutual/Other Funds (Quoted)		
- Monarch Network Capital Limited Compounder Fund AIF - I	1,222.00	1,000.00
- Monarch Network Capital Limited Compounder Fund AIF - II	2,157.62	-
	3,379.62	1,000.00
C. Investment in Liquid Funds		
- HDFC Overnight Funds	2,500.00	-
- HDFC Liquid Bees	1,025.05	-
	3,525.05	-
Total investments at Fair Value through Profit or Loss (A+B+C)	8,940.64	1,754.96
II. Investment in subsidiaries (At cost)		
- Monarch Network Finserve Private Limited (96,66,666 (Previous year: 96,66,666) Equity Shares of ₹ 10 each fully paid up)	1,429.22	1,429.22
- Monarch Network Capital IFSC Private Limited (95,49,999 (Previous year:49,999) Equity Shares of ₹ 10 each fully paid up)	955.00	5.00
- Monarch Network Investment Advisory Private Limited (5,99,900 (Previous year: 5,99,900) Equity Shares of ₹ 10 each fully paid up)	59.99	59.99
Total Unquoted Investment in equity of Subsidiaries(Gross)	2,444.21	1,494.21
Less : Provision for expected credit loss	-	-
Total Unquoted Investment in equity of Subsidiaries (Net)	2,444.21	1,494.21
III. Stock in Trade (Equity instruments at Fair Value through Profit or Loss)	2,826.31	553.81
Total Investments (I+II+III)	14,211.16	3,802.98

Notes to Standalone Financial Statements

for the year ended March 31, 2025

CIN:L64990GJ1993PLC120014

(Currency: ₹ in lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Aggregate amount of quoted investments and market value thereof	11,766.95	2,308.77
Aggregate amount of unquoted investments	2,444.21	1,494.21
Total	14,211.16	3,802.98
Investment in India	14,211.16	3,802.98
Investment outside India	-	-
Total	14,211.16	3,802.98

NOTE : 7 OTHER FINANCIAL ASSETS (AT AMORTISED COST)

Particulars	As at March 31, 2025	As at March 31, 2024
Unsecured considered good unless stated otherwise :		
a. Security Deposits		
Deposit with Stock Exchange & Financial Institutions *	265.20	234.05
Additional Base capital with Clearing Member	112.49	466.00
b. Other Deposits		
Deposits for Arbitration/Assessment Order**	259.30	252.99
Deposits for Office Premises	789.84	798.86
Deposits for Telephone, VSAT, Electricity etc.	5.69	5.70
Less: Allowances for impairment losses	(166.15)	-
Total	1,266.37	1,757.60

* The deposits are kept with stock exchanges as security deposits and minimum base capital requirements.

** Represents amount withheld by stock exchanges for the claim secured by the constituents under the arbitration matters.

Note:

The company has taken suitable legal action for recovering deposits of ₹ 40 lakhs (previous year ₹ 40 lakhs) for premises at Bangalore and ₹ 300 lakhs (previous year ₹ 300 lakhs) for premises at Nariman Point- Mumbai. The impairment allowance is recognized in respect of aforesaid deposit.

NOTE : 8 CURRENT TAX ASSETS (NET)

Particulars	As at March 31, 2025	As at March 31, 2024
Balance with Revenue Authorities (net of provisions)	426.17	414.80
Total	426.17	414.80

Notes to Standalone Financial Statements

for the year ended March 31, 2025

CIN:L64990GJ1993PLC120014

(Currency: ₹ in lakhs)

NOTE : 9 DEFERRED TAX ASSET (NET)

Particulars	As at March 31, 2025	As at March 31, 2024
DEFERRED TAX ASSET (NET)		
The movement on the deferred tax account is as follows:		
At the start of the year	107.68	109.48
Charge/(credit) to statement of Profit and Loss	(76.15)	(1.80)
At the end of the year	31.52	107.68

Note :- Refer note 33 for additional disclosures made on Deferred Tax Assets (Net)

NOTE : 10 PROPERTY, PLANT & EQUIPMENT

Particulars	Air Conditioners	Computer Equipments	Furniture & Fixtures	Vehicles	Office Equipments	Buildings (leasehold Improvement)	Office Premises	Right of use assets	Total
Gross Carrying Amount									
As at 1st April 2023 (A)	89.29	564.18	124.41	238.95	147.65	76.63	196.97	-	1,438.08
Additions	47.93	66.57	24.05	403.43	66.32	-	8.00	-	616.29
Deletions	0.26	1.48	0.32	11.60	3.02	-	-	-	16.68
As at 31 March 2024 (B)	136.96	629.27	148.14	630.78	210.94	76.63	204.97	-	2,037.70
Additions	27.90	75.13	22.37		24.47			1,477.20	1,627.07
Deletions	0.31	391.99			2.75				395.05
As at 31 March 2025 (C)	164.55	312.41	170.51	630.78	232.67	76.63	204.97	1,477.20	3,269.71
Accumulated Depreciation									
As at 1st April 2023 (D)	59.19	329.69	69.99	87.75	87.71	3.57	2.78	-	640.67
Depreciation for the period	21.45	58.84	10.10	42.46	24.28	13.08	3.40	-	173.60
Deletions	0.24	1.23	0.12	11.12	2.32	-	-		15.04
As at 31st March 2024 (E)	80.39	387.30	79.96	119.08	109.67	16.65	6.19	-	799.23
Depreciation for the period	18.07	71.81	11.91	62.49	30.56	16.50	-	543.47	754.81
Deletions	0.30	377.86			2.35				380.51
As at 31st March 2025 (F)	98.16	81.24	91.87	181.58	137.89	33.14	6.19	543.47	1,173.54
Net Block									
As at 31 March 2024 (B) - (E)	56.57	241.97	68.18	511.70	101.27	59.99	198.78	-	1,238.47
As at 31st March 2025 (C) - (F)	66.39	231.16	78.64	449.21	94.78	43.49	198.78	933.73	2,096.18

Notes:

1. Title deeds of Immovable Properties held in name of the Company

The Company holds immovable property (Office Premises) in its name and the title deeds are clear from any encumbrances.

2. Revaluation of PPE

Since the company has not carried out any revaluation of its Property, Plant and Equipment (including Right-of-Use Assets) held by the company during the year, the requirement of disclosure regarding any revaluation of the same is not applicable to the company.

Notes to Standalone Financial Statements

for the year ended March 31, 2025

CIN:L64990GJ1993PLC120014

(Currency: ₹ in lakhs)

NOTE : 11 INTANGIBLE ASSETS

Particulars	Computer Software
Gross Carrying Amount	
As at 1 April 2023 (A)	11.43
Additions	-
Deletions	-
As at March 31, 2024 (B)	11.43
Additions	-
Deletions	(11.43)
As at March 31, 2025 (C)	-
Accumulated Depreciation	
As at 1 st April 2023 (D)	9.24
Amortisation for the period	-
Deletions	-
As at 31 March 2024 (E)	9.24
Amortisation for the period	-
Deletions	(9.24)
As at March 31, 2025 (F)	-
Net Block	
As at 31 March 2024 (B) - (E)	2.19
As at 31 March 2025 (C) - (F)	-

Since the company has not carried out any revaluation of its intangible assets held by the company during the year/previous year, the requirement of disclosure regarding any revaluation of the same is not applicable to the company.

NOTE : 12 OTHER NON-FINANCIAL ASSETS

Particulars	As at March 31, 2025	As at March 31, 2024
Advances to Staff	41.49	13.61
Advances to Suppliers	27.51	14.07
Advance to Branches	2.13	1.93
Advance against capital goods	100.00	100.00
Prepaid Expenses	261.92	279.42
Total	433.05	409.03

Notes to Standalone Financial Statements

for the year ended March 31, 2025

CIN:L64990GJ1993PLC120014

(Currency: ₹ in lakhs)

NOTE : 13 PAYABLES

Particulars	As at March 31, 2025	As at March 31, 2024
Trade Payable - Stock Broking	33,443.20	29,175.53
Trade Payable -Expenses		
Total outstanding dues of MSME		-
Total outstanding dues of creditors other than MSME	126.48	75.09
Trade Payable -Others	12.68	75.00
Total	33,582.36	29,325.62

Note:

- Please refer Note 42 -Dues to micro, small and medium enterprises, of the Financial Statements regarding dues to Dues to micro and small enterprises

- Please also refer Note No. 65 for the Trade Payable Ageing Schedule

NOTE : 14 DEBT SECURITIES

Particulars	As at March 31, 2025	As at March 31, 2024
At Amortised cost		
Commercial Papers (Unsecured, repayable within 1 year)	694.76	4,387.50
Total	694.76	4,387.50
In India	694.76	4,387.50
Outside India	-	-
Total	694.76	4,387.50

Note:

Rate of interest is ranging from 7.99% to 9.24% (as at 31 March, 2024: 10.00% to 11.00%) for commercial paper outstanding.

The aforesaid commercial papers are repayable within a period of 1 year.

NOTE : 15 BORROWINGS (OTHER THAN DEBT SECURITIES)

Particulars	As at March 31, 2025	As at March 31, 2024
At Amortised cost		
Secured Borrowings		
Overdraft from HDFC Bank (Refer Note (a))	-	2,105.65
Vehicle Loans (Refer Note (b))		
Loan from Kotak Mahindra Prime Limited	3.61	7.43
Loan from Daimler Financial Services India Ltd	-	12.05
Loan From BMW India Financial Services Pvt Ltd	6.17	16.10
Loan From Axis Bank Ltd	185.39	296.45

Notes to Standalone Financial Statements

for the year ended March 31, 2025

CIN:L64990GJ1993PLC120014

(Currency: ₹ in lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Unsecured Borrowings		
Promoter group	30.00	30.00
Other related parties	3,216.13	6,318.48
Total	3,441.30	8,786.16
In India	3,441.30	8,786.16
Outside India	-	-
Total	3,441.30	8,786.16

- Rate of interest is ranging from 7.00% to 9.00% (as at 31 March, 2024: 7.00% to 9.00%) for above borrowings.

(a) Security and terms of repayment of overdraft from banks:

The aforesaid overdraft facility from the banks is Secured against hypothecation of Office premises & Securities, and Personal guarantee of Key Management.

(b) Security against vehicle loan from banks and NBFCs:

The aforesaid vehicle loans from banks and NBFCs are secured by hypothecation of vehicles, repayable in 36-60 monthly instalments.

NOTE : 16 OTHER FINANCIAL LIABILITIES

Particulars	As at March 31, 2025	As at March 31, 2024
Employee benefits payable	30.69	26.36
Deposits from Clients	6,705.40	4,266.68
Deposits from Authorised Person	245.90	257.79
Other Current Liabilities	113.43	42.45
Lease Liabilities (Refer Note 33)	1,024.31	-
Book Overdraft	285.66	-
Total	8,405.38	4,593.28

NOTE : 17 CURRENT TAX LIABILITIES (NET)

Particulars	As at March 31, 2025	As at March 31, 2024
Income Tax Payable [net of advance tax and TDS of ₹ 3,440.99 Lakhs]	460.41	-
Total	460.41	-

NOTE : 18 PROVISIONS

Particulars	As at March 31, 2025	As at March 31, 2024
Provision for Expenses	10.13	75.39
Provision for Gratuity	404.51	339.99
Provision for CSR	-	121.08
Total	414.64	536.47

Notes to Standalone Financial Statements

for the year ended March 31, 2025

CIN:L64990GJ1993PLC120014

(Currency: ₹ in lakhs)

NOTE : 19 OTHER NON FINANCIAL LIABILITIES

Particulars	As at March 31, 2025	As at March 31, 2024
Statutory Remittances	41.53	436.08
Advance Brokerage from Client	4.19	1.73
Total	45.72	437.81

NOTE : 20 EQUITY SHARE CAPITAL

Particulars	As at March 31, 2025	As at March 31, 2024
a Authorised :		
Equity Shares of ₹ 10/- each		
890,00,000 (Previous year 540,00,000) Equity shares of ₹10 each	8,900.00	5,400.00
60,00,000 (Previous Year 60,00,000) Redeemable Preference Shares of ₹10 each	600.00	600.00
5,00,000-6% Cumulative Redeemable Preference Share of ₹ 100/- each	500.00	500.00
Total	10,000.00	6,500.00
b Issued and Subscribed and Paid up:		
7,84,60,938 (Previous year 3,38,69,518) Equity shares fully paid of ₹10 each	7,846.09	3,386.95
Total	7,846.09	3,386.95
c Reconciliation of number of shares outstanding at the beginning and end of the year :	No. of Shares	No. of Shares
Equity share :		
Outstanding at the beginning of the year	3,38,69,518	3,38,69,518
Add/(Less): Addition during the year	53,60,951	-
Equity shares allotted as fully paid bonus shares by capitalisation of reserves	3,92,30,469	-
Outstanding at the end of the year	7,84,60,938	3,38,69,518

d Terms / Rights attached to each classes of shares

Terms / Rights attached to Equity shares

The Company has only one class of equity shares with voting rights having a par value of ₹ 10 per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian Rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders at the ensuing Annual General Meeting, except in case of interim dividend.

The Board of Directors, have recommended a Dividend for the financial year ended on 31/03/2025 @ 10% (i.e. ₹ 1/-) per equity share (Previous Year - ₹ 1/-) to the equity shareholders. The Dividend will be paid after the approval of shareholders at ensuing Annual General Meeting. The date of book closure/record date for the entitlement of such dividend and Annual General Meeting shall be decided and informed in due course of time.

Notes to Standalone Financial Statements

for the year ended March 31, 2025

CIN:L64990GJ1993PLC120014

(Currency: ₹ in lakhs)

In the event of liquidation of the Company, the shareholders of equity shares will be entitled to receive remaining assets of the Company after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

The company has not bought back any shares and issued any bonus shares for consideration other than cash during the period of five years immediately preceding the reporting date.

e Shareholders holding more than 5% shares in the company is set out below:

Equity share	As at March 31, 2025		As at March 31, 2024	
	No. of Shares	%	No. of Shares	%
Vaibhav Jayantilal Shah	69,47,630	8.85	34,73,815	10.26
Suresh Babulal Bafna	50,25,000	6.40	25,12,500	7.42
Bela Himanshu Shah	49,72,000	6.34	24,86,000	7.34
Bankim Jayantilal Shah	44,12,000	5.62	22,06,000	6.51
Gaurav Bhandari	44,92,856	5.73	18,00,000	5.31

f Details of Shares held by Promoters/ Promoter group at the end of the year

Equity share	As at March 31, 2025		
	No. of Shares	%	% Change during the year
Vaibhav Jayantilal Shah	69,47,630	8.85%	-1.41%
Suresh Babulal Bafna	50,25,000	6.40%	-1.02%
Bela Himanshu Shah	49,72,000	6.34%	-1.00%
Bankim Jayantilal Shah	44,12,000	5.62%	-0.89%
Monarch Infraparks Private Limited	35,35,714	4.51%	4.51%
Manju Suresh Bafna	31,25,114	3.98%	-0.63%
Simandhar Securities Pvt Ltd	28,92,000	3.69%	-0.58%
Kinnari Vaibhav Shah	26,28,000	3.35%	-0.53%
Himanshu Jayantilal Shah	26,20,932	3.34%	-0.53%
Ashok Daulatraj Bafna	14,07,000	1.79%	-0.29%
Shailen Ramesh Shah	14,07,000	1.79%	-0.29%
Yantra Esolarindia Private Limited	12,16,834	1.55%	-0.25%
Vrushali Himanshu Shah	7,47,340	0.95%	-0.15%
Hemangi Bankim Shah	2,00,000	0.25%	-0.05%
Anushree Himanshubhai Shah	2,00,000	0.25%	-0.05%
Kavish Vaibhav Shah	50,000	0.06%	-0.01%
Himanshu Jayantilal Shah - Huf	29,500	0.04%	0.00%

Notes to Standalone Financial Statements

for the year ended March 31, 2025

CIN:L64990GJ1993PLC120014

(Currency: ₹ in lakhs)

Equity share	As at March 31, 2024		
	No. of Shares	%	% Change during the year
Vaibhav Jayantilal Shah	34,73,815	10.26%	11.74%
Suresh Babulal Bafna	25,12,500	7.42%	0.00%
Bela Himanshu Shah	24,86,000	7.34%	3.33%
Bankim Jayantilal Shah	22,06,000	6.51%	0.00%
Manju Suresh Bafna	15,62,557	4.61%	0.00%
Simandhar Securities Pvt Ltd	14,46,000	4.27%	0.00%
Kinnari Vaibhav Shah	13,14,000	3.88%	9.14%
Himanshu Jayantilal Shah	13,10,466	3.87%	8.66%
Ashok Daulatraj Bafna	7,03,500	2.08%	0.00%
Shailen Ramesh Shah	7,03,500	2.08%	0.00%
Yantra Esolarindia Private Limited	6,08,417	1.80%	1.80%
Vrushali Himanshu Shah	3,73,670	1.10%	1.10%
Hemangi Bankim Shah	1,00,000	0.30%	0.00%
Anushree Himanshubhai Shah	1,00,000	0.30%	0.30%
Kavish Vaibhav Shah	25,000	0.07%	0.07%
Himanshu Jayantilal Shah - Huf	14,750	0.04%	0.04%

- g. The Company has successfully raised equity share capital through Preferential Issue of ₹30,021.32 lakhs. The said issue had been approved by the Board on July 28, 2024 and the shareholders in Extraordinary General Meeting on August 22, 2024. The Company issued and allotted 53,60,951 equity shares (Face value of ₹10 per share) at a premium of ₹550 per share. The shares were allotted on August 28, 2024.
- h. The Board of Directors of the Company at its meeting held on July 28, 2024 approved issue of 1 (one) bonus share of the Company of the face value of ₹ 10 each, for every 1 (one) fully paid up equity share of face value of ₹ 10 each. A sum of ₹ 3,923.04 Lakhs has been capitalised on September 16, 2024 from share premium account of the Company for the purpose of allotment of 3,92,30,469 bonus equity shares of ₹ 10 each.

NOTE : 21 OTHER EQUITY

Particulars	As at March 31, 2025	As at March 31, 2024
a. Reserves & Surplus		
Capital reserve - at the beginning of the year	182.24	182.24
Add: Addition during the year	-	-
At the end of the year	182.24	182.24
Securities premium reserve - at the beginning of the year	5,224.09	5,224.09
Add: Addition during the year	25,562.19	-
At the end of the year	30,786.28	5,224.09

Notes to Standalone Financial Statements

for the year ended March 31, 2025

CIN:L64990GJ1993PLC120014

(Currency: ₹ in lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Share Based Payment Reserve (refer note 49)		
At The Beginning of the year	758.36	309.49
Add: Additions during the year	485.04	448.87
At the end of the year	1,243.40	758.36
Retained earnings - at the beginning of the year	22,834.40	11,521.70
Add: Addition during the year	14,395.16	11,651.40
Less: Dividend Declared	(338.70)	(338.70)
At the end of the year	36,890.87	22,834.40
Total Reserves & Surplus	69,102.78	28,999.09
Other comprehensive income		
b. Other comprehensive income		
Remeasurements of the net defined benefit Plans - at the beginning of the year	(29.39)	(14.46)
Add/(Less): Adjustment during the year	(6.56)	(14.92)
At the end of the year	(35.95)	(29.39)
Total Other comprehensive income	(35.95)	(29.39)
Total Other Equity	69,066.83	28,969.70

The Description of the nature and purpose of each reserve within equity is as follows:

- Capital reserve:** Capital Reserves are mainly the reserves created during business combination for the gain on bargain purchase.
- Securities Premium Reserve:** Securities premium reserve is credited when shares are issued at premium. It is utilised in accordance with the provisions of the Act, to issue bonus shares, to provide for premium on redemption of shares or debentures, write-off equity related expenses like underwriting costs, etc.
- Share Based Payment Reserve:** This reserve is created by debiting the statement of profit and loss account with the value of share options granted to the employees by the Company. Once shares are issued by the Company, the amount in this reserve will be transferred to Share capital, Securities premium or retained earnings.
- Retained earnings:** Retained earnings represents undistributed profits of the company.
- Other comprehensive income:** Represents remeasurements of defined benefit liability comprises of actuarial gains and losses.

Notes to Standalone Financial Statements

for the year ended March 31, 2025

CIN:L64990GJ1993PLC120014

(Currency: ₹ in lakhs)

NOTE : 22 FEES AND COMMISSION INCOME

Particulars	For the Year Ended March 31, 2025	For the Year Ended March 31, 2024
(i) Income from brokerage and commission		
Brokerage	10,958.58	12,099.31
Income from depository Operation	446.59	389.69
Income from distribution Operation	121.31	214.64
Other Operating Income	60.83	88.36
	11,587.31	12,792.00
(ii) Merchant banking & Other Advisory Services		
Merchant Banking Services	2,288.00	3,586.58
Other Advisory Services	3,693.80	799.85
	5,981.80	4,386.43
(iii) Asset Management Services	1,498.31	899.49
Total	19,067.42	18,077.92

Note:

Please refer Note 50 regarding additional disclosure for Revenue from Contract with Customers

NOTE : 23 INTEREST INCOME (MEASURED AT AMORTISED COST)

Particulars	For the Year Ended March 31, 2025	For the Year Ended March 31, 2024
Interest on margin funding	3,966.74	1,985.04
Interest on delayed payment	2,744.29	1,966.68
Interest on fixed deposits under the lien with stock exchanges	4,131.80	3,247.12
Total	10,842.83	7,198.84

NOTE : 24 NET GAIN / (LOSS) ON FAIR VALUE CHANGES

Particulars	For the Year Ended March 31, 2025	For the Year Ended March 31, 2024
Realised	230.19	1,804.73
Unrealised	2,098.44	
Total	2,328.63	1,804.73

NOTE : 25 OTHER INCOME

Particulars	For the Year Ended March 31, 2025	For the Year Ended March 31, 2024
Dividend Income	14.64	12.70
Other Interest Income	0.66	24.54
Other non-operating income	41.03	60.76
Profit on sale of asset	1.03	0.41
Total	57.36	98.41

Notes to Standalone Financial Statements

for the year ended March 31, 2025

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(Currency: ₹ in lakhs)

NOTE : 26 EMPLOYEE BENEFIT EXPENSES

Particulars	For the Year Ended March 31, 2025	For the Year Ended March 31, 2024
Salary & Other Allowances	3,277.16	3,138.07
Contribution to Provident & Other fund (Refer note 34)	184.00	179.50
Share Based Payments to employees (Refer note 49)	485.04	448.87
Staff Welfare Expenses	154.06	108.41
Performance Incentive	564.92	350.18
Total	4,665.18	4,225.03

NOTE : 27 FEES AND COMMISSION EXPENSE

Particulars	For the Year Ended March 31, 2025	For the Year Ended March 31, 2024
Sub Brokerage & Commission Expenses	3,058.88	2,729.97
Total	3,058.88	2,729.97

NOTE : 28 FINANCE COST

Particulars	For the Year Ended March 31, 2025	For the Year Ended March 31, 2024
Interest expense on		
Temporary overdrafts availed from banks	16.75	11.75
Car Loans	22.89	20.66
Borrowings from a subsidiary company	315.52	274.40
Commercial paper discount charges	461.07	265.18
Interest expense intercorporate deposits	476.66	524.45
Other Interest	386.18	275.84
Interest expense on lease liability	130.01	-
Other borrowing costs		
Bank Guarantee Charges	261.62	194.76
Other Charges	4.77	9.71
Total	2,075.47	1,576.75

NOTE : 29 DEPRECIATION & AMORTISATION EXPENSES

Particulars	For the Year Ended March 31, 2025	For the Year Ended March 31, 2024
Depreciation on Property, plant & equipment	211.34	173.60
Amortisation on other intangible assets	-	-
Amortisation on lease	543.47	-
Total	754.81	173.60

Notes to Standalone Financial Statements

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NOTE : 30 OTHER EXPENSES

Particulars	For the Year Ended March 31, 2025	For the Year Ended March 31, 2024
Legal and professional charges	697.01	590.35
Sales & marketing expenses	92.45	80.68
Depository charges	148.49	123.57
Exchange expenses	49.98	34.75
Connectivity Charges	168.74	141.89
Software Charges	450.62	389.94
Rent Rates & Taxes	-	575.34
Electricity Charges	84.03	79.50
Telephone Charges	27.70	25.72
Repairs & Maintenance	161.46	95.72
Manpower supply charges	15.87	9.33
Postage & Courier Charges	12.98	14.04
Conveyance & Travelling	197.26	135.71
Printing and stationery	17.42	12.31
Office expenses	59.84	42.25
Membership Fees & Subscription	172.64	98.32
Insurance	8.05	1.77
Auditors Remuneration (Refer note 47)	23.74	6.00
Corporate Social Responsibility (Refer note 48)	0.24	178.77
Charity & Donations	1.38	0.45
Loss on sale of stock-in-error	28.27	8.31
Provision for Doubtful Debts/Sundry balances w/off	294.55	107.40
Advertisement & Business Promotion Expenses	173.61	92.80
GST Expenses	25.10	-
Other Expenses	187.38	110.30
Total	3,098.79	2,955.21

NOTE : 31 STATEMENT OF OTHER COMPREHENSIVE INCOME

Particulars	For the Year Ended March 31, 2025	For the Year Ended March 31, 2024
(i) Items that will not be reclassified to profit or loss		
Changes in revaluation surplus		
(i) Remeasurements of the defined benefit plans	(8.77)	(19.94)
(ii) Income tax relating to items that will not be reclassified to profit or loss	2.21	5.02
Total	(6.56)	(14.92)

Notes to Standalone Financial Statements

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NOTE : 32 EARNINGS PER SHARE (EPS)

Basic EPS amounts are calculated by dividing the profit for the year attributable to equity holders by the weighted average number of Equity shares outstanding during the year.

Diluted EPS amounts are calculated by dividing the profit attributable to equity holders by the weighted average number of Equity shares outstanding during the year plus the weighted average number of Equity shares that would be issued on conversion of all the dilutive potential Equity shares into Equity shares.

i. Profit attributable to Equity holders

Particulars	March 31, 2025	March 31, 2024
Profit attributable to equity holders :		
Continuing operations	14,395.16	11,651.40
Discontinued operations	-	-
Profit attributable to equity holders for basic earnings	14,395.16	11,651.40
Profit attributable to equity holders adjusted for the effect of dilution	14,395.16	11,651.40
ii. Weighted average number of ordinary shares		
Issued ordinary shares at April 1	3,38,69,518	33,869,518
Effect of shares issued during the year	31,72,508	-
Effect of shares issued as bonus	3,70,42,026	-
Weighted average number of shares at March 31 for Basic EPS	7,40,84,052	33,869,518
Effect of dilution:		
Employee Stock option Plan 2021	9,72,266	-
Weighted average number of shares at March 31 for Diluted EPS	7,50,56,318	33,869,518
	INR	INR
Basic earnings per share	19.43	17.20
Diluted earnings per share	19.18	17.20

Note:

The effect of bonus issue is considered in calculation of EPS and DPS for year ending 31 March 2024.

NOTE : 33 TAX EXPENSE

(a) Amounts recognised in profit and loss

Particulars	For the year ended	
	March 31, 2025	March 31, 2024
Current income tax	4,105.05	3,808.90
Changes in tax estimates of prior years	58.70	47.48
Deferred income tax liability / (asset), net		
Origination and reversal of temporary differences	78.36	6.82
Deferred tax expense	78.36	6.82
Tax expense for the year	4,242.11	3,863.20

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(b) Amounts recognised in other comprehensive income

	For the year ended March 31, 2025		
	Before tax	Tax (expense) benefit	Net of tax
Items that will not be reclassified to profit or loss			
Remeasurements of the defined benefit plans	(8.77)	2.21	(6.56)
Equity Instruments through Other Comprehensive Income	-	-	-
Items that will be reclassified to profit or loss	-	-	-
	(8.77)	2.21	(6.56)

	For the year ended March 31, 2024		
	Before tax	Tax (expense) benefit	Net of tax
Items that will not be reclassified to profit or loss			
Remeasurements of the defined benefit plans	(19.94)	5.02	(14.92)
Equity Instruments through Other Comprehensive Income	-	-	-
Items that will be reclassified to profit or loss	-	-	-
	(19.94)	5.02	(14.92)

(c) Reconciliation of effective tax rate on the Amounts recognised in profit and loss as Current Income Tax

Particulars	For the year ended	
	March 31, 2025	March 31, 2024
Profit before tax	18,637.27	15,514.60
Statutory income tax rate	25.17%	25.17%
Tax using the Company's domestic tax rate	4,690.63	3,904.71
Tax effect of:		
Non-deductible tax expenses	160.76	158.60
Sale Of Investments	126.48	36.23
Deductions Under Income Tax Act	(58.95)	(290.72)
Other Adjustments	(813.87)	0.08
Total Expenses Charged to Statement of Profit & Loss	4,105.05	3,808.90
Effective Tax Rate	22.03%	24.55%

Notes to Standalone Financial Statements

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(d) Movement in deferred tax balances

Particular	Net balance April 1, 2024	Recognised in profit or loss	Recognised in OCI	March 31, 2025	
				Net	Deferred tax asset/ (Deferred tax liability)
Deferred tax asset/(Liabilities)					
Property, plant and equipment	25.22	9.86	-	35.08	35.08
Compensated absences and gratuity	82.45	17.16	2.21	101.82	101.82
Expected credit loss	-	103.38	-	103.38	103.38
On fair valuation of investments	-	(231.33)	-	(231.33)	(231.33)
Lease liabilities	-	22.58	-	22.58	22.58
Net Tax Assets/(Liabilities)	107.68	(78.36)	2.21	31.52	31.52

Particular	Net balance April 1, 2023	Recognised in profit or loss	Recognised in OCI	March 31, 2024	
				Net	Deferred tax asset/ (Deferred tax liability)
Deferred tax asset/(liabilities)					
Property, plant and equipment	44.03	(18.81)	-	25.22	25.22
Compensated absences and gratuity	65.44	11.99	5.02	82.45	82.45
Expected credit loss	-	-	-	-	-
On fair valuation of investments	-	-	-	-	-
Lease liabilities	-	-	-	-	-
Net Tax Assets/(Liabilities)	109.47	(6.82)	5.02	107.68	107.68

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 relate to income taxes levied by the same tax authority.

Significant management judgement is required in determining provision for income tax, deferred income tax assets and liabilities and recoverability of deferred income tax assets. The recoverability of deferred income tax assets is based on estimates of taxable income by each jurisdiction in which the relevant entity operates and the period over which deferred income tax assets will be recovered.

Notes to Standalone Financial Statements

for the year ended March 31, 2025

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NOTE : 34 EMPLOYEE BENEFIT EXPENSE

A. Defined Contribution Plans:

The Company recognised following amounts for Provident Fund and ESIC contributions in the Statement of Profit and Loss during the year:

Particulars	For the Year Ended March 31, 2025	For the Year Ended March 31, 2024
Contribution to Provident Fund	107.56	96.08
Contribution to ESIC	4.84	5.55
Total	112.40	101.63

B. Defined Benefit Plan:

Gratuity payable to employees

The Company makes annual contributions to the Group Gratuity cum Life Assurance Schemes administered by the LIC of India, a funded defined benefit plan for qualifying employees. The scheme provides for payment as under:

- i) On normal retirement / early retirement / withdrawal / resignation:

As per the provisions of the Payment of Gratuity Act, 1972 with vesting period of 5 years of service.

- ii) On death in service:

As per the provisions of the Payment of Gratuity Act, 1972 without any vesting period.

Under the scheme, the settlement obligation remains with the Company. Company accounts for the liability for future gratuity benefits based on an actuarial valuation. The net present value of the Company's obligation towards the same is actuarially determined based on the projected unit credit method as at the Balance Sheet date.

Plan assets comprise the following:

Particulars	March 31, 2025	March 31, 2024
Policy of insurance	100%	100%
Bank Balance	0%	0%
Total	100%	100%

Basis & Reasonableness of Valuation Assumptions

Discount Rate

Discount rate for this valuation is based on government bonds having similar term to duration of liabilities. Due to lack of a deep and secondary bond market in India, government bond yields are used to arrive at the discount rate.

Salary escalation rate

Estimated future salary increases should take account of inflation, seniority, promotion and other relevant factors such as supply and demand in the employment market.

Notes to Standalone Financial Statements

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Withdrawal Rates

Estimated withdrawal rates should take into account the broad economic outlook, type of sector the company operates in and measures taken by the management to retain/ relieve the employees.

Mortality rate

Mortality rate is a measure of the number of deaths (in general, or due to a specific cause) in population, scaled to the size of that population, per unit of time.

i. Actuarial assumptions

The following were the principal actuarial assumptions at the reporting date (expressed as weighted averages).

Particulars	March 31, 2025	March 31, 2024
Discount rate	6.55%	7.15%
Salary escalation rate	5.10%	5.10%
Withdrawal Rates	30% at all ages	30% at all ages
Mortality rate	Indian Assured Lives Mortality (2012-14)	Indian Assured Lives Mortality (2012-14)

ii. Amount recognised in balance sheet

Particulars	March 31, 2025	March 31, 2024
Net defined benefit asset	6.46	6.29
Total employee benefit asset	6.46	6.29
Net defined benefit liability		
Liability for Gratuity	404.52	339.99
Total employee benefit liabilities	404.52	339.99
Non-current	350.62	292.33
Current	53.90	47.66

iii. Movement in net defined benefit (asset) liability

The following table shows a reconciliation from the opening balances to the closing balances for net defined benefit (asset) liability and its components:

Particulars	Defined benefit obligation		Fair value of plan assets		Net defined benefit (asset) liability	
	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024
Opening balance	339.99	259.98	6.29	6.08	333.70	253.90
Included in profit or loss					-	
Current service cost	42.34	52.32	-	-	42.34	52.32
Past service cost	-	-	-	-	-	-
Interest cost (income)	20.12	18.98	-	0.44	20.12	18.54
Others	-	-	-	-	-	-

Notes to Standalone Financial Statements

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Particulars	Defined benefit obligation		Fair value of plan assets		Net defined benefit (asset) liability	
	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024
	402.45	331.28	6.29	6.52	396.16	324.76
Remeasurement loss/ (gain):						
Actuarial loss (gain) arising from:						
Demographic assumptions			-	-	-	-
Financial assumptions	5.74	1.21	-	-	5.74	1.21
Experience adjustment	3.20	18.49	-	-	3.20	18.49
Return on plan assets excluding interest income	-	-	0.17	(0.23)	(0.17)	0.23
	8.94	19.70	0.17	(0.23)	8.77	19.93
Other						
Contributions paid by the employer			-		-	-
Benefits paid	(6.88)	(10.99)	-	-	(6.88)	(10.99)
Closing balance	404.51	339.99	6.46	6.29	398.05	333.70
Represented by:						
Net defined benefit asset					6.46	6.29
Net defined benefit liability					398.05	333.70
Present Value of Defined Benefit Obligation					404.52	339.99

iv. Expense recognised in the statement of profit and loss

Particulars	March 31, 2025	March 31, 2024
Service cost		
Current service cost	42.34	52.31
Past service cost	-	-
Net interest cost	20.12	18.54
Total included in 'Employee Benefit Expenses'	62.46	70.85

v. Recognition in OCI

Particulars	March 31, 2025	March 31, 2024
Components of actuarial gain/losses on obligations:		
Due to change in financial assumptions	5.74	1.21
Due to change in demographic assumption	-	-
Due to experience adjustments	3.20	18.50
Return on plan assets excluding amounts included in interest income	(0.17)	0.24
Amounts recognized in Other Comprehensive Income	8.77	19.95

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vi. Sensitivity analysis

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below.

	March 31, 2025		March 31, 2024	
	Increase	Decrease	Increase	Decrease
Rate of discounting (0.50% movement)	399.72	409.44	336.02	344.09
Rate of salary increase (0.50% movement)	409.06	400.05	343.90	336.17
Rate of employee turnover (10% movement)	404.17	404.71	340.10	339.67

Although the analysis does not take account of the full distribution of cash flows expected under the plan, it does provide an approximation of the sensitivity of the assumptions shown.

vii. Maturity Analysis of Projected Benefit Obligation from the reporting year:

	1st Following Year	2nd Following Year	3rd Following Year	4th Following Year	5th Following Year	Sum of Years 6 To 10
March 31, 2024	117.27	79.94	57.22	44.00	32.06	68.96
March 31, 2025	141.79	89.52	68.00	50.51	39.13	78.88

NOTE : 35 LEASES- OPERATING LEASES

Leases as lessee

- a) The Company has entered into cancellable operating leasing arrangements for residential and office premises. Following Lease rentals has been included under the head "Other Expenses" under Note No 30 in the notes to the financial statements.

Particulars	For the Year Ended March 31, 2025	For the Year Ended March 31, 2024
Lease Rental Payments	-	575.34
Total	-	575.34

b) Right of use assets (Refer Note 10)

Particulars	For the Year Ended March 31, 2025	For the Year Ended March 31, 2024
Balance as at 1 April	-	-
Additions during the year	1,477.20	-
Adjustments/Deletions during the year	-	-
Amortisation on Right-Of-Use (ROU) assets	(543.47)	-
Balance as at 31 March	933.73	-

Notes to Standalone Financial Statements

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c) Lease Liabilities

Particulars	For the Year Ended March 31, 2025	For the Year Ended March 31, 2024
Balance as at 1 April	-	-
Additions during the year	1,527.54	-
Adjustments/Deletions during the year	-	-
Add: Interest cost accrued during the period	130.01	-
Less: Payment of lease liabilities	(633.24)	-
Balance as at 31 March	1,024.31	-

d) Future minimum lease payments

At March 31, the undiscounted future minimum lease payments under non-cancellable leases were payable as follows:

Particulars	For the Year Ended March 31, 2025	For the Year Ended March 31, 2024
Less than one year	598.08	-
Between one and five years	606.75	-
More than five years	-	-
Total	1,204.83	-

e) Amount recognised in statement of profit & loss

Particulars	For the Year Ended March 31, 2025	For the Year Ended March 31, 2024
Interest cost on lease liabilities	130.01	-
Amortization on right of use assets	543.47	-
Rental Expenses recorded for short-term lease payments and payments for leases of low-value assets not included in the measurement of the lease liability	-	-

The total cash outflows for leases are ₹ 582.90 lakhs for the year ended 31 March, 2025 (31 March, 2024: ₹ 575.35 lakhs).

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NOTE : 36 FAIR VALUE DISCLOSURES

Financial instruments – Fair values and risk management

A. Accounting classification and fair values

The following table shows the carrying amounts and fair values of Financial Assets and Financial Liabilities. It does not include fair value information for Financial Assets and Financial Liabilities not measured at fair value if the carrying amount is a reasonable approximation of fair value.

Particulars	Carrying amount			
	FVTPL	FVTOCI	Amortised Cost	Total
March 31, 2025				
Financial assets				
Cash and cash equivalents	-	-	15,296.69	15,296.69
Bank balance other than cash and cash equivalent above	-	-	46,552.51	46,552.51
Trade receivables	-	-	6,293.54	6,293.54
Other receivables	-	-	2,790.62	2,790.62
Loans	-	-	34,559.68	34,559.68
Investments (Excluding subsidiaries)*	11,766.95	-	-	11,766.95
Other financial assets	-	-	1,266.37	1,266.37
	11,766.95	-	1,06,759.41	1,18,526.36
Financial liabilities				
Trade payables	-	-	33,582.36	33,582.36
Debt securities	-	-	694.76	694.76
Borrowings (Other than Debt Securities)	-	-	3,441.30	3,441.30
Other financial liabilities	-	-	8,405.38	8,405.38
	-	-	46,123.80	46,123.80

Particulars	Carrying amount			
	FVTPL	FVTOCI	Amortised Cost	Total
March 31, 2024				
Financial assets				
Cash and cash equivalents	-	-	4,833.27	4,833.27
Bank balance other than cash and cash equivalent above	-	-	40,489.73	40,489.73
Trade receivables	-	-	7,443.51	7,443.51
Other receivables	-	-	581.95	581.95
Loans			19,342.28	19,342.28
Investments (Excluding subsidiaries)*	2,308.77	-	-	2,308.77
Other financial assets	-	-	1,757.60	1,757.60
	2,308.77	-	74,448.36	76,757.11

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Particulars	Carrying amount			
	FVTPL	FVTOCI	Amortised Cost	Total
March 31, 2024				
Financial liabilities				
Trade payables	-	-	29,325.62	29,325.62
Debt securities	-	-	4,387.50	4,387.50
Borrowings (Other than Debt Securities)	-	-	8,786.16	8,786.16
Other financial liabilities	-	-	4,593.28	4,593.28
	-	-	47,092.56	47,092.56

* Investment in subsidiaries are measured at cost as at 31 March 2025 and 31 March 2024.

B. Measurement of fair values (Key inputs for valuation techniques) :

The following is the hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

Level 1 - Quoted prices (unadjusted) 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 (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3 - Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

The following table presents fair value hierarchy of assets and liabilities measured at fair value on a recurring basis:

Particulars	Fair value			
	Level 1	Level 2	Level 3	Total
March 31, 2025				
Financial assets measured at fair value through profit or loss				
Investments (Excluding subsidiaries)	11,766.95	-	-	11,766.95

Particulars	Fair value			
	Level 1	Level 2	Level 3	Total
March 31, 2024				
Financial assets measured at fair value through profit or loss				
Investments (Excluding subsidiaries)	2,308.77	-	-	2,308.77

The carrying amount of cash and bank balances, trade receivables, loans, trade payables, borrowings and other receivables and payables are considered to be the same as their fair values due to their short term nature. The fair values of borrowings (lease liability) and security deposits were calculated based on cash flows discounted using a current lending rate. They are classified as level 3 fair values in the fair value hierarchy due to the inclusion of unobservable inputs including own and counterparty credit risk.

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Valuation techniques used to determine fair value

Specific valuation techniques used to value financial instruments includes investment in equity investment valued at quoted closing price on stock exchange / other basis based on materiality.

Transfers between Levels 1 and 2

There were no transfer from Level 1 to Level 2 or vice versa in any of the reporting periods.

C. Financial risk management

The Company has exposure to the following risks arising from financial instruments:

- Credit risk ;
- Liquidity risk ; and
- Market risk

Risk management framework

The Company's board of directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The board of directors has established the Risk Management Committee, which is responsible for developing and monitoring the Company's risk management policies. The committee reports regularly to the board of directors on its activities.

The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities. The Company, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

The audit committee oversees how management monitors compliance with the company's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Company. The audit committee is assisted in its oversight role by internal audit. Internal audit undertakes both regular and ad hoc reviews of risk management controls and procedures, the results of which are reported to the audit committee.

i. Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers and investments in debt securities.

The carrying amount of following financial assets represents the maximum credit exposure:

A. Trade and other receivables

Total Receivables & Loans as on 31 March 2025 are as follows:

Particulars	Trade Receivable	Other Receivable	Loans	Total
31 March 2025	6,293.54	2,790.62	34,559.68	43,643.84
31 March 2024	7,443.51	581.95	19,342.28	27,367.74

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The Company does not have higher concentration of credit risks to a single customer.

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. However, management also considers the factors that may influence the credit risk of its customer base, including the default risk of the industry and country in which customers operate.

To measure the expected credit losses, trade receivables have been grouped based on shared credit risk characteristics as follow:

Receivable from Brokerage and depository : Company has large number of customer base with shared credit risk characteristics. Trade receivable have been bifurcated into various ageing buckets and appropriate provisions have been created for each bucket against respective trade receivables and the amount of ECL is recognised in the Statement of Profit and Loss.

Trade receivable of the company are of short duration with credit period of 5 days. In case of delay in collection, the Company has right to charges interest (commonly referred as delayed payment charges) on the outstanding amount. However, in case of receivable from depository, the Company doesn't have right to charge interest.

Receivable from Exchange (Unsecured) : There are no historical loss incurred in respect of Receivable from exchange. Entire exposure/receivable as at each reporting period is received and settled within 7 days from reporting period. Therefore, no ECL is recognised in respect of receivable from exchange.

B. Margin Trading Facilities

Receivables from margin trading facility: In accordance with Ind AS 109, the Company applies expected credit loss model (ECL) for measurement and recognition of impairment loss. The expected credit loss is a product of exposure at default (EAD), probability of default (PD) and loss given default (LGD). Company has large number of customer base with shared credit risk characteristics. Receivables against margin trading facilities are secured by collaterals. As per policy of the Company, receivables against Margin trade facilities to the extent not covered by collateral (i.e. unsecured portion) is considered as default and are fully written off as bad debt against respective loan receivables and the amount of loss is recognised in the Statement of Profit and Loss. Subsequent recoveries of amounts previously written off are credited to the Statement of Profit and Loss as bad debts recovered. As per Ind AS 109, the maximum period to consider when measuring expected credit losses is the maximum contractual period (including extension options) over which the entity is exposed to credit risk and not a longer period, even if that longer period is consistent with business practice. Therefore, no ECL is recognised in respect of MTF.

As per simplified approach, the Company makes provision of expected credit losses on trade receivables using a provision matrix to mitigate the risk of default in payments and makes appropriate provision at each reporting date wherever outstanding is for longer period and involves higher risk.

Refer Note 64 for the ageing of the trade receivables.

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The movement in the allowance for impairment in respect of trade receivables and other receivables and Deposits during the year was as follows:

Particulars	March 31, 2025	March 31, 2024
Opening balance	116.49	-
Provision for receivables impairment	294.23	116.49
Balances written off / (written back) during the year	-	(9.10)
Provision released during the year	-	9.10
Closing balance	410.73	116.49

With the applicability of Ind AS 109, the recognition and measurement of impairment of financial assets is based on credit loss assessment by expected credit loss (ECL) model. The ECL assessment involve significant management judgement. The Company's impairment allowance is derived from estimates including the historical default and loss ratios. Management exercises judgement in determining the quantum of loss based on a range of factors, like staging criteria, calculation of probability of default / loss and consideration of probability weighted scenarios and forward looking macroeconomic factors. The board acknowledges and understands that these factors, since there is a large increase in the data inputs required by the ECL model, which increases the risk of completeness and accuracy of the data that has been used to create assumptions in the model. Based on the internal management analysis, as per Board Opinion, there is no requirement of provision for expected credit loss in several financial assets including the trade receivables and other receivables of the Company and all are on fair value, based on the assessment and judgement made by the board of the Company.

ii. Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

Exposure to liquidity risk

The following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted, and include accrued interest payments and exclude the impact of netting agreements.

March 31, 2025	Contractual cash flows				
	Carrying amount	Total	12 months or less	1-5 years	More than 5 years
Non-derivative financial liabilities					
Borrowings (Other than Debt Securities)	3,441.30	3,441.30	3,346.85	94.45	-
Debt securities	694.76	694.76	694.76	-	-
Trade payables	33,582.36	33,582.36	33,534.52	47.84	-
Other financial liabilities	8,405.38	8,405.38	886.73	7,518.65	-
Derivative financial liabilities					
Forward exchange contracts	-	-	-	-	-

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March 31, 2024	Contractual cash flows				
	Carrying amount	Total	12 months or less	1-5 years	More than 5 years
Non-derivative financial liabilities					
Borrowings (Other than Debt Securities)	8,786.16	8,786.16	8,591.00	195.16	-
Debt securities	4,387.50	4,387.50	4,387.50	-	-
Trade payables	29,325.62	29,325.62	28,888.18	437.44	-
Other financial liabilities	4,593.28	4,593.28	68.81	4,524.47	-
Derivative financial liabilities					
Forward exchange contracts	-	-	-	-	-

iii. Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises following types of risk: interest rate risk and currency risk. Financial instruments affected by market risk include borrowings.

a. Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company does not have exposure to floating interest rates borrowings, therefore the company is not exposed to Interest rate risk.

Fair value sensitivity analysis for fixed-rate instruments

The Company does not account for any fixed-rate financial assets or financial liabilities at fair value through profit or loss. Therefore, a change in interest rates at the reporting date would not affect profit or loss.

Cash flow sensitivity analysis for variable-rate instruments

The company does not have any financial assets or financial liabilities bearing floating interest rates. Therefore, a change in interest rates at the reporting date would not affect profit or loss.

b. Currency risk

The Company is not exposed to any currency risk on account of its borrowings, other payables and receivables in foreign currency. All dealings are done in domestic markets by the company. The functional currency of the Company is Indian Rupee.

NOTE : 37 CAPITAL MANAGEMENT

The Company's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business.

The primary objective of the Group's capital management is to maximize the shareholder value and to ensure the Group's ability to continue as a going concern. No significant changes were made in the objectives for managing capital during the years ended 31 March 2025 and 31 March 2024.

The Company monitors capital using a ratio of 'adjusted net debt' to 'Total equity'. For this purpose, adjusted net debt is defined as total borrowings, comprising interest-bearing loans and borrowings less cash and cash equivalents. Total equity comprises all components of equity.

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(Currency: ₹ in lakhs)

The Company's adjusted net debt to equity ratio at 31 March 2025 was as follows:

Particulars	Amounts	
	As at March 31, 2025	As at March 31, 2024
Debt Securities	694.76	4,387.50
Borrowings (Other than Debt Securities)	3,441.30	8,786.16
Total	4,136.06	13,173.67
Less : Cash and cash equivalent **	15,296.69	4,833.27
Adjusted net debt (i)	(11,160.63)	8,340.40
Total equity (ii)	76,912.92	32,356.65
Total Capital + Net debt (i+ii=iii)	65,752.30	40,697.05
Gearing Ratio	(16.97)	20.49

** Cash and cash equivalents excludes the balances other than Cash and cash equivalents (Refer Note 2)

NOTE : 38 MATURITY ANALYSIS OF ASSETS AND LIABILITIES

The below table shows an analysis of assets and liabilities analysed according to when they are expected to be recovered or settled.

Particulars	March 31, 2025		Total
	Current (Less than 12 months)	Non- Current (More than 12 months)	
Assets			
Cash and Cash Equivalents	15,296.69	-	15,296.69
Balances other than Cash and Cash Equivalents	44,694.93	1,857.59	46,552.51
Trade Receivables	5,971.47	322.07	6,293.54
Other Receivables	2,388.56	402.06	2,790.62
Loans	34,559.68	-	34,559.68
Investments	6,351.36	7,859.80	14,211.16
Other Financial Assets	-	1,266.37	1,266.37
Current Tax Assets (Net)	426.17	-	426.17
Deferred Tax Assets (Net)	-	31.52	31.52
Property, Plant and Equipment	-	2,096.18	2,096.18
Intangible Assets	-	-	-
Other Non-Financial Assets	323.69	109.36	433.05
Total assets	1,10,012.54	13,944.95	1,23,957.49

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Particulars	March 31, 2025		
	Current (Less than 12 months)	Non- Current (More than 12 months)	Total
Liabilities			
Trade Payables	33,534.52	47.84	33,582.36
Debt Securities	694.76	-	694.76
Borrowings (Other than Debt Securities)	3,346.85	94.45	3,441.30
Other Financial Liabilities	886.73	7,518.65	8,405.38
Current Tax Liabilities (Net)	460.41	-	460.41
Provisions	64.02	350.62	414.64
Other Non-Financial Liabilities	45.72		45.72
Total liabilities	39,033.02	8,011.55	47,044.58

Particulars	March 31, 2024		
	Current (Less than 12 months)	Non- Current (More than 12 months)	Total
Assets			
Cash and Cash Equivalents	4,833.27		4,833.27
Balances other than Cash and Cash Equivalents	1,769.72	38,720.01	40,489.73
Trade Receivables	7,242.13	201.38	7,443.51
Other Receivables	581.95	-	581.95
Loans	19,342.28	-	19,342.28
Investments	553.81	3,249.17	3,802.98
Other Financial Assets	-	1,757.60	1,757.60
Current Tax Assets (Net)	414.80	-	414.80
Deferred Tax Assets (Net)	-	107.68	107.68
Property, Plant and Equipment	-	1,238.47	1,238.47
Intangible Assets	-	2.19	2.19
Other Non-Financial Assets	370.09	38.95	409.03
Total assets	35,108.04	45,315.45	80,423.49

Liabilities			
Trade Payables	28,888.18	437.44	29,325.62
Debt Securities	4,387.50	-	4,387.50
Borrowings (Other than Debt Securities)	8,591.00	195.16	8,786.16
Other Financial Liabilities	68.81	4,524.47	4,593.28
Current Tax Liabilities (Net)	-	-	-
Provisions	244.14	292.34	536.47
Other Non-Financial Liabilities	437.81		437.81
Total liabilities	42,617.44	5,449.41	48,066.85

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NOTE : 39 RELATED PARTY RELATIONSHIPS, TRANSACTIONS AND BALANCES

A. Nature of Relationship

1 Related party where control exists irrespective whether transactions have occurred or not

I Subsidiary Companies

- 1 Monarch Networth Finserve Private Limited
- 2 Monarch Networth Investment Advisors Private Limited
- 3 Monarch Networth Capital IFSC Pvt Ltd

2 Other related parties where transactions have occurred during the year

I Promoters/ KMP and their relatives of the Company

- 1 Vaibhav Shah (Promoter/Managing Director)
- 2 Manju Bafna (Promoter/Wholetime Director)
- 3 Ashok Bafna (Promoter/Wholetime Director)
- 4 Chetan Bohra (Independent Director) (Date of Cessation 13/02/2025)
- 5 Avni Chouhan (Independent Director)
- 6 Satish Kumar (Independent Director)
- 7 Gaurav Bhandari (Chief Executive Officer)
- 8 Himanshu Shah (Promoter)
- 9 Suresh Bafna (Promoter)
- 10 Bankim Shah (Promoter)
- 11 Bela Shah (Promoter)
- 12 Shailen Shah (Promoter)
- 13 Kinnari Shah (Promoter)
- 14 Hemangi Shah (Promoter)
- 15 Nitesh Tanwar (Company Secretary)
- 16 Govinda Meghani (Chief Financial Officer) (Date of appointment 16/09/2024)
- 17 Vaidik Bafna (Son Of Ashok Bafna)
- 18 Darshika Shah (Spouse Of Shailen Shah)
- 19 Dimple Bafna (Spouse of Brother of Ashok Bafna)
- 20 Khushi Bafna (Daughter Of Ashok Bafna)
- 21 Mahek Shah (Daughter Of Shailen Shah)
- 22 Manish Bafna (Brother Of Ashok Bafna)
- 23 Manish Bafna HUF (HUF of Brother Of Ashok Bafna)
- 24 Manjula Shah (Mother Of Shailen Shah)
- 25 Nirmi Shah (Daughter Of Shailen Shah)
- 26 Nitin Shah(Brother Of Shailen Shah)
- 27 Nitin Shah HUF (HUF Of Brother Of Shailen Shah)
- 28 Savita Bafna (Spouse Of Ashok Bafna)
- 29 Anushree Shah (Daughter Of Himanshu Shah)
- 30 Vrushali Shah (Daughter Of Himanshu Shah)
- 31 Kavish Shah (Son Of Vaibhav Shah)

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- 32 Neelam Shah (Spouse of Brother of Shailen Shah)
- 33 Prerana Rai (Spouse Of Gaurav Bhandari)
- 34 Ashok Bafna HUF (HUF of Ashok Bafna)
- 35 Himanshu Shah HUF (HUF of Himanshu Shah)
- 36 Shailen Shah HUF (HUF of Shailen Shah)

II Entities over which Promoters/director/key management personnel/relatives of key management personnel has significant influence

- 1 Premjayanti Properties
- 2 Monarch Infra Ventures
- 3 Krone Investments
- 4 Vibrant Investments
- 5 Mahaveer Equibiz
- 6 Monarch Comtrade Private Limited
- 7 Monarch Infraparks Private Limited
- 8 Premjayanti Enterprises Private Limited
- 9 Yantra E Solar Private Limited
- 10 K & K Ventures
- 11 Krone Finstock Private Limited
- 12 R K Investments
- 13 Opp Basket Private Limited
- 14 Simandhar Securities Private Limited

Notes :

1. The related party relationship have been determined on the basis of the requirement of the Indian Accounting Standard (Ind AS) - 24 'Related Party Disclosures.
2. The relationships as mentioned above pertain to those related parties with whom transactions have taken place during the current year/previous year.

B. The following transactions were carried out during the year with the related parties in the ordinary course of business:

Nature of Transactions	Subsidiary Companies	Promoters / KMP and their relatives		Enterprises over which Directors and their relatives exercise significant influence		Total	
		2024-25	2023-24	2024-25	2023-24	2024-25	2023-24
Revenue							
Rent Income							
Monarch Network Capital Finserve Pvt Ltd	9.00	9.00	-	-	-	9.00	9.00
Total	9.00	9.00	-	-	-	9.00	9.00

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Nature of Transactions	Subsidiary Companies		Promoters / KMP and their relatives		Enterprises over which Directors and their relatives exercise significant influence		Total	
	2024-25	2023-24	2024-25	2023-24	2024-25	2023-24	2024-25	2023-24
Interest Income		-						
Opp Basket Pvt Ltd					239.50	151.86	239.50	151.86
Yantra Esolar India Private Limited					156.31	23.04	156.31	23.04
Krone Finstock Pvt Ltd					682.41	274.28	682.41	274.28
Krone Investments						187.62	-	187.62
K & K Ventures						3.74	-	3.74
Bankim Shah				0.01			-	0.01
Dimple Bafna				0.01			-	0.01
Himanshu Shah				0.02			-	0.02
Manish Bafna				0.00			-	0.00
Manish Bafna HUF				0.00			-	0.00
Vrushali Shah				0.60			-	0.60
Total	-	-	-	0.64	1,078.22	640.53	1,078.22	641.18
Income from depository Operation								
Monarch Network Finserve Pvt Ltd	0.05	0.05					0.05	0.05
Krone Finstock Pvt Ltd					0.05	0.07	0.05	0.07
Krone Investments					0.08	0.11	0.08	0.11
Mahaveer Equibiz					0.01	0.01	0.01	0.01
Monarch Comtrade Pvt Ltd					0.02	0.04	0.02	0.04
Monarch Infra Ventures					-	0.01	-	0.01
Monarch Infraparks Pvt Ltd					0.09	-	0.09	-
Premjayanti Enterprise Pvt Ltd					0.02	0.02	0.02	0.02
R K investments					0.01	0.00	0.01	0.00
Vibrant Investments					0.00	0.00	0.00	0.00
Yantra Esolar India Private Limited					0.21	0.02	0.21	0.02
K & K Ventures					0.00	0.02	0.00	0.02
Opp Basket Pvt Ltd					3.48	12.74	3.48	12.74
Anushree Shah			0.00	0.00			0.00	0.00
Ashok Bafna			0.01	0.03			0.01	0.03
Ashok Bafna HUF			0.04	0.05			0.04	0.05
Bankim Shah			0.00	0.00			0.00	0.00
Bela Shah			0.00	0.00			0.00	0.00
Hemangi Shah			0.00	0.00			0.00	0.00
Himanshu Shah			0.00	0.00			0.00	0.00
Kavish Shah			0.00	0.00			0.00	0.00

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Nature of Transactions	Subsidiary Companies		Promoters / KMP and their relatives		Enterprises over which Directors and their relatives exercise significant influence		Total	
	2024-25	2023-24	2024-25	2023-24	2024-25	2023-24	2024-25	2023-24
Kinnari Shah			0.00	0.00			0.00	0.00
Manju Bafna			-	0.00			-	0.00
Vaibhav Shah			0.00	0.01			0.00	0.01
Vaidik Bafna			0.02	0.04			0.02	0.04
Vrushali Shah			0.00	0.00			0.00	0.00
Darshika Shah			0.01	0.01			0.01	0.01
Dimple Bafna			0.02	0.01			0.02	0.01
Khushi Bafna			0.01	0.01			0.01	0.01
Mahek Shah			0.01	0.01			0.01	0.01
Manish Bafna			0.01	0.01			0.01	0.01
Manish Bafna HUF			0.03	0.03			0.03	0.03
Manjula Shah			0.00	0.00			0.00	0.00
Neelam Shah			0.00	0.00			0.00	0.00
Nirmi Shah			0.01	0.01			0.01	0.01
Nitin Shah			0.00	0.00			0.00	0.00
Nitin Shah HUF			0.01	0.01			0.01	0.01
Savita Bafna			0.01	0.01			0.01	0.01
Shailen Shah HUF			0.00	0.00			0.00	0.00
Shailen Shah			0.01	0.01			0.01	0.01
Suresh Bafna			0.00				0.00	-
Total	0.05	0.05	0.22	0.26	3.97	13.02	4.24	13.34
Brokerage Income								
Krone Finstock Pvt Ltd					4.44	2.34	4.44	2.34
Krone Investments					8.61	23.28	8.61	23.28
Mahaveer Equibiz					0.32	0.35	0.32	0.35
Monarch Comtrade Pvt Ltd					0.07	0.69	0.07	0.69
Monarch Infra Ventures					-	0.02	-	0.02
Premjayanti Enterprise Pvt Ltd					0.13	0.07	0.13	0.07
R K investments					0.12	0.13	0.12	0.13
Vibrant Investments					0.03	0.03	0.03	0.03
Yantra Esolar India Private Limited					0.24	0.79	0.24	0.79
K & K Ventures					0.35	0.34	0.35	0.34
Opp Basket Pvt Ltd					1.28	27.31	1.28	27.31
Anushree Shah			0.00	0.02			0.00	0.02
Ashok Bafna			0.19	1.23			0.19	1.23
Ashok Bafna HUF			0.66	1.53			0.66	1.53
Bankim Shah			0.00	0.16			0.00	0.16

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Nature of Transactions	Subsidiary Companies		Promoters / KMP and their relatives		Enterprises over which Directors and their relatives exercise significant influence		Total	
	2024-25	2023-24	2024-25	2023-24	2024-25	2023-24	2024-25	2023-24
Bela Shah			0.06	1.15			0.06	1.15
Darshika Shah			0.19	0.49			0.19	0.49
Dimple Bafna			0.17	1.14			0.17	1.14
Hemangi Shah			0.00	0.10			0.00	0.10
Himanshu Shah			0.00	2.05			0.00	2.05
Kavish Shah			0.00	0.02			0.00	0.02
Khushi Bafna			0.05	0.40			0.05	0.40
Kinnari Shah			0.06	0.13			0.06	0.13
Mahek Shah			0.11	0.11			0.11	0.11
Manish Bafna			0.09	0.85			0.09	0.85
Manish Bafna HUF			0.15	1.32			0.15	1.32
Manju Bafna			-	3.60			-	3.60
Manjula Shah			0.03	0.58			0.03	0.58
Neelam Shah			0.06	0.53			0.06	0.53
Nirmi Shah			0.12	0.17			0.12	0.17
Nitin Shah			0.48	0.93			0.48	0.93
Nitin Shah HUF			0.12	0.29			0.12	0.29
Savita Bafna			0.40	1.20			0.40	1.20
Shailen Shah HUF			0.03	0.07			0.03	0.07
Shailen Shah			0.58	1.31			0.58	1.31
Vaibhav Shah			0.00	0.05			0.00	0.05
Vaidik Bafna			0.23	0.56			0.23	0.56
Vrushali Shah			0.00	1.47			0.00	1.47
Total	-	-	3.79	21.47	15.60	55.35	19.39	76.82
Expenses								
Professional Fees Paid								
Suresh Bafna			60.00	39.00			60.00	39.00
Prerana Rai			18.00				18.00	-
Total	-	-	78.00	39.00	-	-	78.00	39.00
Salaries & Incentive								
Ashok Bafna			24.02	24.02			24.02	24.02
Manju Bafna			24.00	21.38			24.00	21.38
Vaibhav Shah			29.78	160.11			29.78	160.11
Bankim Shah			30.00	30.00			30.00	30.00
Shailen Shah			24.02	24.02			24.02	24.02
Vaidik Ashok Bafna			17.03	8.91			17.03	8.91
Gaurav Bhandari			428.34	290.61			428.34	290.61
Govinda Meghani			37.55	-			37.55	-

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Nature of Transactions	Subsidiary Companies	Promoters / KMP and their relatives		Enterprises over which Directors and their relatives exercise significant influence		Total	
		2024-25	2023-24	2024-25	2023-24	2024-25	2023-24
Hetvi Gandhi			-	12.04		-	12.04
Rupali Verma			-	10.48		-	10.48
Nitesh Tanwar			20.39	3.12		20.39	3.12
Total	-	-	635.14	584.70	-	635.14	584.70
Interest Paid							
Krone Finstock Pvt Ltd				76.34	119.84	76.34	119.84
Monarch Infraparks Pvt Ltd				264.00	149.42	264.00	149.42
Opp Basket Pvt Ltd				136.32	256.56	136.32	256.56
Monarch Network Finserve Pvt Ltd	315.52	274.40				315.52	274.40
Ashok Bafna				2.45		-	2.45
Ashok Bafna HUF				3.03		-	3.03
Darshika Shailen Shah				0.12		-	0.12
Dimple Bafna				0.84		-	0.84
Khushi Bafna				0.96		-	0.96
Manish Bafna				1.54		-	1.54
Manish Bafna HUF				1.45		-	1.45
Manju Bafna				6.01		-	6.01
Manjula Shah				0.36		-	0.36
Neelam Shah				0.53		-	0.53
Nitin Shah				0.52		-	0.52
Nitin Shah HUF				0.74		-	0.74
Savita Bafna				2.61		-	2.61
Shailen Shah				0.84		-	0.84
Vaidik Bafna				0.92		-	0.92
Total	315.52	274.40	-	22.91	476.66	525.82	792.18
Lease Rent Paid	-	-	-	-	-	-	-
Manju Bafna			60.00	60.00		60.00	60.00
Premjayanti Properties				175.28	166.50	175.28	166.50
Total	-	-	60.00	60.00	175.28	166.50	235.28
Dividend paid							
Vaibhav Shah			34.74	34.74		34.74	34.74
Suresh Bafna			25.13	25.13		25.13	25.13
Bela Shah			24.86	24.06		24.86	24.06
Bankim Shah			22.06	22.06		22.06	22.06
Manju Bafna			15.63	15.63		15.63	15.63
Kinnari Shah			13.14	12.04		13.14	12.04
Himanshu Shah			13.10	12.06		13.10	12.06
Gaurav Bhandari			18.00	18.00		18.00	18.00

Notes to Standalone Financial Statements

for the year ended March 31, 2025

CIN:L64990GJ1993PLC120014

(Currency: ₹ in lakhs)

Nature of Transactions	Subsidiary Companies	Promoters / KMP and their relatives		Enterprises over which Directors and their relatives exercise significant influence		Total	
		2024-25	2023-24	2024-25	2023-24	2024-25	2023-24
Ashok Bafna			7.04	7.04		7.04	7.04
Shailen Shah			7.04	7.04		7.04	7.04
Vrushali Shah			3.74			3.74	-
Hemangi Shah			1.00	1.00		1.00	1.00
Anushree Shah			1.00	1.00		1.00	1.00
Kavish Shah			0.25			0.25	-
Himanshu Shah HUF			0.15			0.15	-
Dimple Bafna			0.04	0.04		0.04	0.04
Simandhar Securities Pvt Ltd			-	14.46	14.46	14.46	14.46
Yantra Esolarindia Private Limited				6.08	3.00	6.08	3.00
Mahaveer Equibiz			-	0.65	-	0.65	-
Total	-	-	186.90	179.82	21.19	17.46	208.09
Purchase of equity shares							
Monarch Network Capital IFSC Pvt Ltd	950.00	-				950.00	-
Total	950.00	-	-	-	-	950.00	-
Repayment of loan / (Loan taken) during the year							
Monarch Network Finserve Private Limited	(1,338.48)	(1,877.65)				(1,338.48)	(1,877.65)
Opp Basket Pvt Ltd				4,440.83	(4,440.83)	4,440.83	(4,440.83)
Total	(1,338.48)	(1,877.65)	-	-	4,440.83	3,102.35	(6,318.48)
Repayment of deposit							
Shailen Shah		10.00	30.00			10.00	30.00
Darshika Shah		-	25.00			-	25.00
Manjula Shah		-	30.00			-	30.00
Nitin Shah		5.00	35.00			5.00	35.00
Nitin Shah HUF		8.00	37.00			8.00	37.00
Ashok Bafna			50.00			-	50.00
Ashok Bafna HUF		25.00	25.00			25.00	25.00
Dimple Bafna			35.00			-	35.00
Khushi Bafna		7.00	13.00			7.00	13.00
Manish Bafna			48.00			-	48.00
Manish Bafna HUF			60.00			-	60.00
Manju Bafna			200.00			-	200.00
Savita Bafna		15.00	35.00			15.00	35.00
Vaidik Bafna		10.00	5.00			10.00	5.00
Total	-	-	80.00	628.00	-	-	80.00

Notes to Standalone Financial Statements

for the year ended March 31, 2025

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(Currency: ₹ in lakhs)

B. The following transactions were carried out during the year with the related parties in the ordinary course of business:

Nature of Transactions	Subsidiary Companies		Promoters / KMP and their relatives		Enterprises over which Directors and their relatives exercise significant influence		Total	
	2024-25	2023-24	2024-25	2023-24	2024-25	2023-24	2024-25	2023-24
Investments								
Monarch Network Finserve Private Limited	1,429.22	1,429.22	-	-	-	-	1,429.22	1,429.22
Monarch Network Investment Advisory Private Limited	59.99	59.99	-	-	-	-	59.99	59.99
Monarch Network Capital IFSC Private Ltd	955.00	5.00	-	-	-	-	955.00	5.00
Total	2,444.21	1,494.21	-	-	-	-	2,444.21	1,494.21
Receivables / Advances								
Monarch Network Capital IFSC Private Limited	25.91	14.29	-	-	-	-	25.91	14.29
Krone Finstock Pvt Ltd					682.41		682.41	-
Yantra Esolar India Private Limited					156.31		156.31	-
Opp Basket Pvt Ltd					239.50		239.50	-
Monarch Comtrade Pvt Ltd	-	-	-	-	-	0.04	-	0.04
Suresh Bafna	-	-	-	0.00	-	-	-	0.00
Neelam Shah	-	-	-	0.00	-	-	-	0.00
Total	25.91	14.29	-	0.00	1,078.22	0.04	1,104.13	14.33
Payables								
Shailen Shah	-	-		15.88	-	-	-	15.88
Shailen Shah HUF				3.90			-	3.90
Ashok Bafna				2.00			-	2.00
Ashok Bafna HUF			5.02	-			5.02	-
Darshika Shah	-	-		6.03	-	-	-	6.03
Manjula Shah	-	-		2.42	-	-	-	2.42
Nitin Shah	-	-		2.19	-	-	-	2.19
Nitin Shah HUF	-	-		0.12	-	-	-	0.12
Krone Finstock Pvt Ltd	-	-			0.72	2.53	0.72	2.53
Krone Investments	-	-			171.70	14.94	171.70	14.94
Monarch Comtrade Pvt Ltd					0.65	-	0.65	-

Notes to Standalone Financial Statements

for the year ended March 31, 2025

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(Currency: ₹ in lakhs)

Nature of Transactions	Subsidiary Companies		Promoters / KMP and their relatives		Enterprises over which Directors and their relatives exercise significant influence		Total	
	2024-25	2023-24	2024-25	2023-24	2024-25	2023-24	2024-25	2023-24
Monarch Intraparks Pvt Ltd					200.00		200.00	-
Yantra Esolar India Private Limited	-	-			-	3.70	-	3.70
Savita Bafna				0.22			-	0.22
Khushi Bafna				6.09			-	6.09
Vaidik Bafna	-	-		0.15	-	-	-	0.15
Vrushali Shah				1.64			-	1.64
K & K Ventures			-	-	-	0.00	-	0.00
Opp Basket Pvt Ltd			-	-	277.90	1.52	277.90	1.52
Mahaveer Equibiz			-	-	-	3.06	-	3.06
Total	-	-	5.02	40.63	650.96	25.75	655.98	66.38
Unsecured Loans								
Opp Basket Pvt Ltd					-	4,440.83	-	4,440.83
Monarch Network Finserve Pvt Ltd	3,216.13	1,877.65	-	-	-	-	3,216.13	1,877.65
Total	3,216.13	1,877.65	-	-	-	4,440.83	3,216.13	6,318.48
Deposit								
Shailen Shah	-	-	-	10.00	-	-	-	10.00
Nitin Shah	-	-	-	5.00	-	-	-	5.00
Nitin Shah HUF	-	-	-	8.00	-	-	-	8.00
Ashok Bafna HUF	-	-	-	25.00	-	-	-	25.00
Khushi Bafna	-	-	-	7.00	-	-	-	7.00
Savita Bafna	-	-	-	15.00	-	-	-	15.00
Vaidik Bafna	-	-	-	10.00	-	-	-	10.00
Total	-	-	-	80.00	-	-	-	80.00

Note:

Directors of the Companies have given personal guarantees towards certain borrowings and cash credit of the Company. Gratuity and Compensated absences are included in managerial remuneration as disclosed above.

All transactions with the related parties are priced on an arm's length prices and resulting outstanding balances are to be settled in cash on demand. None of the balances are secured.

Notes to Standalone Financial Statements

for the year ended March 31, 2025

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(Currency: ₹ in lakhs)

NOTE : 40 CONTINGENT LIABILITIES (TO THE EXTENT NOT PROVIDED FOR)

Particulars	Amounts	
	March 31, 2025	March 31, 2024
Guarantees:		
(i) Bank guarantees with exchanges as margin	30,500.00	27,000.00
(ii) Other bank guarantees	-	-
Others:		
(i) Claims against the Group not acknowledged as debts	70.41	72.93
(ii) Disputed income tax demands not provided for		
(a) Income Tax matters pending with various authorities	220.68	138.34
(b) GST & Service Tax matters pending with various authorities	186.06	239.56
(Merged Entity -Monarch Project & Finmarkets Limited and Monarch Research Brokerage Pvt Ltd)		
Total	30,977.15	27,450.83

Notes

- (i) The Company's pending litigations comprise of claims against the Company primarily by the customers. The Company has reviewed all its pending litigations and proceedings and has adequately provided for where provisions are required and disclosed the contingent liabilities where applicable, in its financial statements. The management believes that the ultimate outcome of the above proceedings will not have a material adverse effect on the Company's financial position and result of operations for the year ended 31 March 2025.
- (ii) Pending resolution of the respective proceedings, it is not practicable for the company to estimate the timing of the cash outflows, if any, in respect of the above as it is determinable only on receipt of judgement/decisions pending with various forums/authorities.

NOTE : 41 COMMITMENTS

Particulars	March 31, 2025	March 31, 2024
Estimated amount of contracts remaining to be executed on capital account and not provided for	-	-

NOTE : 42

The Company obtains confirmations from the vendors to record whether they are covered under Micro, Small and Medium Enterprise Development Act 2006 as well as they have filed required memorandum with prescribed authority. Based on and to the extent of the information received by the Company from the suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act), the relevant particulars as at the year end are furnished below:

Dues to micro, small and medium enterprises	March 31, 2025	March 31, 2024
(a) Amount remaining unpaid to any supplier at the end of the year:		
Principal	-	-
Interest	-	-
Total	-	-

Notes to Standalone Financial Statements

for the year ended March 31, 2025

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(Currency: ₹ in lakhs)

Dues to micro, small and medium enterprises	March 31, 2025	March 31, 2024
(b) The amount of interest paid by the buyer in terms of section 16 of the MSMED Act, along with the amount of the payment made to the supplier beyond the appointed day during the year	-	-
(c) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act	-	-
(d) The amount of interest accrued and remaining unpaid at the end of the year	-	-
(e) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the MSMED Act	-	-

NOTE : 43 EARNINGS AND EXPENDITURE IN FOREIGN CURRENCY DURING THE YEAR

Particulars	March 31, 2025	March 31, 2024
Earnings in Foreign Currency	-	-
Expenditure in Foreign Currency	3.86	-

NOTE : 44 SUBSEQUENT EVENTS

Proposed Dividend

The Board of Directors, have recommended a Dividend for the financial year ended on 31/03/2025 @ 10% (i.e. ₹ 1/-) per equity share (Previous Year-@ 10%, i.e. ₹ 1/- per equity share) to the equity shareholders. The Dividend will be paid after the approval of shareholders at ensuing Annual General Meeting. The date of book closure for the entitlement of such dividend and Annual General Meeting shall be decided and informed in due course of time.

NOTE : 45 SEGMENT INFORMATION

As per Ind AS 108 'Operating Segments', Segment has been disclosed as follows:

Particulars	Year ended	
	March 31, 2025	March 31, 2024
1. Segment Revenue		
1) Broking and Related Services		
a) Fees and Commission Income*	19,067.42	18,077.92
b) Interest Income	10,842.83	7,198.84
c) Net Gain/(Loss) on Fair Value Changes	2,328.63	1,804.73
d) Other Income	57.36	98.41
Total	32,296.25	27,179.90
2. Profit(+)/(Loss)(-) Before Tax and Interest from Each Segment		
1) Broking and Related Services	20,718.58	17,096.09
Total	20,718.58	17,096.09

Notes to Standalone Financial Statements

for the year ended March 31, 2025

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(Currency: ₹ in lakhs)

Particulars	Year ended	
	March 31, 2025	March 31, 2024
Add : Interest	(2,075.47)	(1,576.75)
Add : Exceptional Item/Prior Period Items	(5.84)	(4.74)
Total Profit/(Loss) Before Tax	18,637.27	15,514.60
3. Capital Employed		
1) Broking and Related Services	76,912.92	32,356.65
Total	76,912.92	32,356.65

* Fees and commission income includes revenue from Broking, Merchant banking and Asset management services.

NOTE : 46

	March 31, 2025	March 31, 2024
Forward exchange contracts outstanding on the balance sheet date which is entered to hedge foreign exchange exposures of the Company.	-	-

NOTE : 47 AUDITORS REMUNERATION

Particulars (Exclusive of GST)	March 31, 2025	March 31, 2024
For Statutory & Tax Audit	15.50	6.00
For Other services (Including Limited Review & Certificates)	8.00	-
Out of Pocket Expenses	0.24	-
	23.74	6.00

NOTE : 48 CORPORATE SOCIAL RESPONSIBILITY

As per Section 135 of the Companies Act, 2013, a company meeting the activity threshold needs to spend at least 2% of its average net profit for the immediately preceding three financial years on corporate social responsibility (CSR) activities. The company undertook initiatives to channelise efforts to empower the underprivileged constituents of society through programmes designed in the domains of Education, Healthcare and skill development.

To implement the programmes the Company partnered with various credible Not-For-Profit Organisations.

Particulars	Year Ended on March 31, 2025	Year Ended on March 31, 2024
Balance at the beginning	121.08	95.18
Amount required to be spent as per Section 135 of the Act	126.73	178.77
Amount set-off of previous year	(126.31)	-
Amount required to be spent during the year on		
- Construction / acquisition of any asset	-	-
- On purpose of other than above	(121.50)	(152.87)
Amount remaining to be spent at the end of the year	-	121.08

Notes to Standalone Financial Statements

for the year ended March 31, 2025

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(Currency: ₹ in lakhs)

NOTE : 49 EMPLOYEE STOCK OPTION PLAN

The Monarch Network Capital Limited Employees Stock Options Scheme - 2021 is implemented through a trust route in accordance with SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI Regulations") with an objective to motivate, retain and provide additional deferred rewards to the employees who contribute to the growth and profitability of the company and further to create a sense of ownership and participation amongst the employees to share the value they create for the company in the years to come.

The Board of Directors of the Company at its meeting held on July 28, 2024 approved issue of 1 (one) bonus share of the Company of the face value of ₹ 10 each, for every 1 (one) fully paid up equity share of face value of ₹ 10 each. ESOP disclosure for FY 2023-24 comprises the number of options at the opening date of financial year 2023-24, are those numbers which are restated considering the bonus issue made during the financial year 2024-25.

(A) The activity in ESOP Schemes during the year

Particulars	March 31, 2025	March 31, 2024
Employees Stock Options Scheme - 2021 (FV of ₹ 10 each)	Number of Options	Number of Options
Option outstanding as at beginning of the year	10,00,000	10,00,000
Add: Granted during the year	89,000	-
Less: Exercised during the year	-	-
Less: Forfeited during the year	89,000	-
Less: Lapsed during the year	-	-
Option outstanding as at end of the year	10,00,000	10,00,000
Weighted average exercise price (INR)	10.00	10.00
Exercisable at the end of the year	7,76,400	-

(B) Fair Value Methodology

The fair value of options have been estimated on the date of grant using Black-Scholes model. The key assumptions used in Black-Scholes model for calculating fair value are as under:

Particulars	ESOS - 2021
Weighted average fair value of the options at the grant dates (INR)	129.34
Dividend yield (%)	0.32%
Risk free interest rate (%)	7.29%
Expected life of share options (years)	2.75
Expected volatility (%)	17.31%
Weighted average share price (INR)	134.60

The above disclosure is restated considering the bonus issue made during the financial year 2024-25.

(C) Other Information regarding employee share based payment plan is as below :

Particulars	March 31, 2025	March 31, 2024
Expense arising from employee share based payment plans	485.04	448.87
Total carrying amount of Share based payment reserve	1,243.40	758.36

Notes to Standalone Financial Statements

for the year ended March 31, 2025

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(Currency: ₹ in lakhs)

NOTE : 50 REVENUE FROM CONTRACT WITH CUSTOMERS

Disaggregate revenue information

The table below presents disaggregate revenues from contracts with customers for the year ended 31 March 2025 and 31 March 2024.

Nature of Services

Revenue from contracts with customers - This includes Income generated from brokerage and commission, Merchant banking & Other Advisory Services and Asset Management Services during the year.

Particulars	Year Ended on March 31, 2025	Year Ended on March 31, 2024
Revenue from contracts with customers	19,067.42	18,077.92
Interest income	10,842.83	7,198.84
Net gain on fair value changes	2,328.63	1,804.73
Other Income	57.36	98.41
Total	32,296.25	27,179.90

Disaggregation of revenue from contracts with customers

Particulars	Year Ended on March 31, 2025	Year Ended on March 31, 2024
Primary Geographical Market		
Within India	19,067.42	18,077.92
Outside India	-	-
Total	19,067.42	18,077.92
Timing of revenue recognition		
At a point in time	18,069.38	17,582.51
Over a period of time	998.05	495.41
Total	19,067.42	18,077.92

Nature, Timing of satisfaction of the performance obligation on and significant payment terms.

- Income from services rendered as a broker is recognised upon rendering of the services.
- Fees for subscription on based services are received periodically but are recognised as earned on a pro-rata basis over the term of the contract.
- Commissions from distribution of financial products are recognised upon allotment of the securities to the applicant or as the case may be, on issue of the insurance policy to the applicant.
- Interest is earned on delayed payments from clients and amounts funded to them as well as term deposits with banks.
- Interest income is recognised on a time proportion basis taking into account the amount outstanding from customers or on the financial instrument and the rate applicable.
- Income from services rendered on behalf of depository is recognised upon rendering of the services, in accordance with the terms of contract.

Notes to Standalone Financial Statements

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(Currency: ₹ in lakhs)

The above services are point in time in nature, and no performance obligation remains once the transaction is executed. Fees for subscription on based services are received periodically but are recognised as earned on a pro-rata basis over the term of the contract, and are over the period in nature.

NOTE : 51

The carrying amounts of assets pledged as security for borrowings are:

Particulars	As at March 31, 2025	As at March 31, 2024
Fixed deposits held as margin deposits	15,268.51	13,500.00
Property, plant and equipment	449.21	511.70
Total assets pledged as security	15,717.72	14,012

NOTE : 52 BENAMI PROPERTY HELD UNDER PROHIBITION OF BENAMI PROPERTY TRANSACTIONS ACT, 1988 AND RULES MADE THEREUNDER

The Company does not have any benami property, where any proceeding has been initiated or pending against the company for holding any Benami property as on 31 March 2025 and 31 March 2024.

NOTE : 53 WILFUL DEFAULTER

The Company is not declared as wilful defaulter by any bank or financial Institution or other lender during the year ended 31 March 2025 and 31 March 2024.

NOTE : 54 DISCLOSURE OF TRANSACTIONS WITH STRUCK OFF COMPANIES

The Company does not have any transactions with companies struck off under Section 248 of the Companies Act, 2013 during the year ended 31 March 2025 and 31 March 2024.

NOTE : 55 COMPLIANCE WITH APPROVED SCHEME(S) OF ARRANGEMENTS

No Scheme of Arrangements has been approved by/ pending with the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013 during the year ended 31 March 2025 and 31 March 2024.

NOTE : 56 UNDISCLOSED INCOME

During the year ended 31 March 2025 and 31 March 2024, the Company did not have any transactions which had not been recorded in the books of accounts that had been surrendered or disclosed as income during the current and previous 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)

NOTE : 57 COMPLIANCE WITH NUMBER OF LAYERS OF COMPANIES

During the year ended 31 March 2025 and 31 March 2024, the Company has complied with the requirements of the number of layers prescribed under Section 2(87) of the Companies Act, 2013 read with Companies (Restriction on number of Layers) Rules, 2017.

Notes to Standalone Financial Statements

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(Currency: ₹ in lakhs)

NOTE : 58 DETAILS OF CRYPTO CURRENCY OR VIRTUAL CURRENCY

The Company has not traded or invested in Crypto currency or Virtual Currency during the current financial year and any of the previous financial years.

NOTE : 59 SECURITY OF CURRENT ASSETS AGAINST BORROWINGS

Quarterly statements of current assets filed with banks and financial institutions for fund borrowed from those banks and financial institutions on the basis of security of current assets are in agreement with the books of account.

NOTE : 60 UTILISATION OF BORROWED FUNDS AND SHARE PREMIUM

- (A) During the year, the company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
- (i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries)
 - (ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries
- (B) During the year, the Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
- (i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries)
 - (ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries

NOTE : 61 REGISTRATION OF CHARGES OR SATISFACTION OF CHARGES WITH REGISTRAR OF COMPANIES (ROC)

During the years ended 31 March 2025 and 31 March 2024, there were no charges or satisfaction yet to be registered with Registrar of companies beyond the statutory period.

During earlier years, the company has availed credit facilities from State Bank of Saurashtra, (now State Bank of India), which has been fully repaid in earlier years. However, the said charge against the Charge ID- 10081290 is still disclosed as Open Charge in the records of Registrar of Companies (ROC). The management of the company is in the process of filing of satisfaction of the said charge with ROC, Although it is only a procedural requirement, since the said loan is already fully repaid.

NOTE : 62 RATIOS

Additional regulatory information required under (WB)(xvi) of Division III of Schedule III amendment, disclosure of ratios, is not applicable as the Company is not a debt listed company as per Regulation 52 of SEBI's Listing Obligations and Disclosure Requirements (LODR)

Notes to Standalone Financial Statements

for the year ended March 31, 2025

CIN:L64990GJ1993PLC120014

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NOTE : 63 AUDIT TRAIL

As per the requirements of the rule 3(1) of the Companies (Accounts) Rule 2014 the Company uses only such accounting software for maintaining its books of account that have a feature of recording audit trail of each and every transaction creating an edit log of each change made in the books of account along with the date when such changes were made, except that management is not in possession of an examination report to determine whether the audit trail feature of the said software was enabled and operated at database level. This feature of recording audit trail was in operation throughout the year and was not tampered with during the year. The service provider has confirmed to the management that it takes a backup of the books of account on a daily basis.

NOTE : 64 TRADE RECEIVABLES AGEING SCHEDULE

Particulars	Outstanding for following periods from due date of payment							
	Unbilled	Not Due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
As on March 31, 2025								
Undisputed Trade receivables:								
- considered good			5,801.85	301.16	5.70	14.56	301.80	6,425.07
- which have significant increase in credit risk	-	-	-	-	-	-	-	-
- credit impaired	-	-	-	-	-	-	-	-
Disputed Trade Receivables:								
- considered good	-	-	-	-	-	-	-	-
- which have significant increase in credit risk	-	-	-	-	-	-	-	-
- credit impaired	-	-	-	-	-	-	-	-
Less: Allowance for bad and doubtful debts (Disputed + Undisputed)	-	-	(21.86)	(109.68)	-	-	-	(131.54)

Notes to Standalone Financial Statements

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CIN:L64990GJ1993PLC120014

(Currency: ₹ in lakhs)

Particulars	Outstanding for following periods from due date of payment							Total
	Unbilled	Not Due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
As on March 31, 2024								
Undisputed Trade receivables:	-		7,233.32	8.80	46.27	271.61	-	7,560.00
- considered good	-	-	-	-	-	-	-	-
- which have significant increase in credit risk	-	-	-	-	-	-	-	-
- credit impaired	-	-	-	-	-	-	-	-
Disputed Trade Receivables:	-	-	-	-	-	-	-	-
- considered good	-	-	-	-	-	-	-	-
- which have significant increase in credit risk	-	-	-	-	-	-	-	-
- credit impaired								
Less: Allowance for bad and doubtful debts (Disputed + Undisputed)	-	-	-	-	-	(116.50)	-	(116.50)

NOTE : 65 TRADE PAYABLES AGEING SCHEDULE

Particulars	Outstanding for following periods from due date of payment					
	Not Due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
As on March 31, 2025						
(i) Undisputed dues - MSME*	-	-	-	-	-	-
(ii) Undisputed dues - Others	-	33,534.52	25.67	6.64	15.53	33,582.36
(iii) Disputed dues - MSME*	-				-	-
(iv) Disputed dues - Others	-	-	-	-	-	-
Total	-	33,534.52	25.67	6.64	15.53	33,582.36

Particulars	Outstanding for following periods from due date of payment					
	Not Due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
As on March 31, 2024						
(i) Undisputed dues - MSME*	-	-	-	-	-	-
(ii) Undisputed dues - Others	-	28,888.18	387.45	49.98	-	29,325.61
(iii) Disputed dues - MSME*	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-
Total	-	28,888.18	387.45	49.98	-	29,325.61

*MSME as per the Micro, Small and Medium Enterprises Development Act, 2006, as per information available with the Company

Notes to Standalone Financial Statements

for the year ended March 31, 2025

CIN:L64990GJ1993PLC120014

(Currency: ₹ in lakhs)

NOTE : 66

These financial statements are presented in Indian Rupees (INR), which is also its functional currency and all values are rounded to the nearest Lakhs, except when otherwise indicated. The amounts which are less than ₹ 0.01 Lakhs are shown as ₹ 0.00 Lakhs.

NOTE : 67

Previous year's figures have been regrouped or reclassified wherever necessary.

As per our Report of even date

For **M S K A & ASSOCIATES**

Chartered Accountants

Firm Registration Number: 105047W

Ajit Burli

(Partner)

Membership Number: 133147

UDIN: 25133147BMLAOG7372

Place: Mumbai

Date: May 27, 2025

For and on behalf of the Board Monarch Networth Capital Limited

Vaibhav Shah

(Managing Director)

DIN: 00572666

Gaurav Bhandari

(Chief Executive Officer)

Place : Mumbai

Date: May 27, 2025

Manju Bafna

(Chairperson & Whole-Time Director)

DIN: 01459885

Govinda Meghani

(Chief Financial Officer)

Nitesh Tanwar

(Company Secretary)

ICSI Membership No: F10181

Independent Auditor's Report

To the Members of
Monarch Network Capital Limited

REPORT ON THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

OPINION

We have audited the accompanying Consolidated Financial Statements of Monarch Network Capital Limited (hereinafter referred to as the "Holding Company") and its subsidiaries (Holding Company, and its subsidiaries together referred to as "the Group"), which comprise the Consolidated Balance Sheet as at March 31, 2025, and the Consolidated Statement of Profit and Loss including Other Comprehensive Income, the Consolidated Statement of Cash Flows and the Consolidated Statement of Changes in Equity for the year then ended, and notes to the Consolidated Financial Statements, including material accounting policy information and other explanatory information (hereinafter referred to as the "Consolidated Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, and based on consideration of reports of other auditors on Separate Audited Financial Statements, the aforesaid Consolidated Financial Statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards ("IND AS") prescribed under section 133 of the Act read with Companies (Indian Accounting Standards) Rules, 2015, as amended and other accounting principles generally accepted in India, of their consolidated state of affairs of the Group as at March 31, 2025, and of consolidated profit (including other comprehensive income), consolidated cash flows and its consolidated changes in equity for the year then ended.

BASIS FOR OPINION

We conducted our audit of the Consolidated Financial Statements in accordance with the Standards on Auditing (SAs), as specified under section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India ("ICAI"). Our responsibilities under those SAs are further described in the Auditor's

Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the ethical requirements that are relevant to our audit of the Consolidated Financial Statements in terms of the Code of Ethics issued by ICAI, and the relevant provisions of the Act and rules thereunder and we have fulfilled our other ethical responsibilities in accordance with these requirements and Code of Ethics. We believe that the audit evidence we have obtained and on consideration of audit reports of other auditors referred to in paragraph (a) of the "Other Matters" section below, is sufficient and appropriate to provide a basis for our opinion on the Consolidated Financial Statements.

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Consolidated Financial Statements for the year ended March 31, 2025. These matters were addressed in the context of our audit of the Consolidated Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined that there are no key audit matters to communicate in our report.

INFORMATION OTHER THAN THE CONSOLIDATED FINANCIAL STATEMENTS AND AUDITOR'S REPORT THEREON

The Holding Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual Report but does not include the Consolidated Financial Statements and our auditor's report thereon. The Annual Report is expected to be made available to us after the date of this auditor's report.

Our opinion on the Consolidated Financial Statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Consolidated Financial Statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent

with the Consolidated Financial Statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

When we read the Annual report, we conclude that there is a material misstatement of this other information, we are required to communicate the matter to those charged with governance under SA 720 'The Auditor's responsibilities Relating to Other Information'. We have nothing to report in this regard.

RESPONSIBILITIES OF MANAGEMENT AND THOSE CHARGED WITH GOVERNANCE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The Holding Company's Board of Directors is responsible for the preparation and presentation of these Consolidated Financial Statements in term of the requirements of the Act that give a true and fair view of the consolidated financial position, consolidated financial performance, consolidated changes in equity and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the IND AS specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Consolidated Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the Consolidated Financial Statements by the Board of Directors of the Holding Company, as aforesaid.

In preparing the Consolidated Financial Statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

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

AUDITORS' RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

- Identify and assess the risks of material misstatement of the Consolidated Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Holding Company has adequate internal financial controls with reference to Consolidated Financial Statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Management of the Holding Company.

- Conclude on the appropriateness of the Management use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Consolidated Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Consolidated Financial Statements, including the disclosures, and whether the Consolidated Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the Consolidated Financial Statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the Consolidated Financial Statements of which we are the independent auditors. For the other entities included in the Consolidated Financial Statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Consolidated Financial Statements for the year ended March 31, 2025 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

OTHER MATTERS

- a. We did not audit the Financial Statements of two subsidiaries, whose Financial Statements reflect total assets of ₹4,317.15 Lacs as at March 31, 2025, total revenues of ₹983 Lacs and net cash flows amounting to ₹1.36 Lacs for the year ended on that date, as considered in the Consolidated Financial Statements. These Financial Statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the Consolidated Financial Statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, and our report in terms of sub-section (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries, is based solely on the reports of the other auditors.

Our opinion on the Consolidated Financial Statements is not modified in respect of the above matters.

- b. The Consolidated Financial Statements of the Company for the year ended March 31, 2025, were audited by another auditor whose report dated May 24, 2024 expressed an unmodified opinion on those statements.

Our opinion is not modified in respect of this matter.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by Section 143(3) of the Act, based on our audit and on the consideration of the reports of the other auditors on the separate audited Financial Statements of the subsidiaries referred to in the Other Matters section above we report, to the extent applicable, that:

- a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid Consolidated Financial Statements.
- b. In our opinion, proper books of account as required by law relating to preparation of the aforesaid Consolidated Financial Statements have been kept so far as it appears from our examination of those books and the reports of the other auditor, except for the matters stated in the paragraph 2(h)(vi) below on reporting under Rule 11(g) for Holding Company.

For one subsidiary, 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, except that back-up of the books of account and other books and papers maintained in electronic mode has not been kept in servers physically located in India on a daily basis since such backups were taken on a quarterly basis as explained in Note — to the Financial Statements.
- c. The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including other comprehensive income, the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the Consolidated Financial Statements.
- d. In our opinion, the aforesaid Consolidated Financial Statements comply with the IND AS specified under Section 133 of the Act.
- e. On the basis of the written representations received from the directors of the Holding Company as on March 31, 2025 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies, none of the directors of the Group companies incorporated in India are disqualified as on March 31, 2025 from being appointed as a director in terms of Section 164 (2) of the Act.
- f. With respect to the adequacy of internal financial controls with reference to Consolidated Financial Statements of the Group incorporated in India and the operating effectiveness of such controls, refer to our separate report in "Annexure A".
- g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Consolidated Financial Statements disclose the impact of pending litigations on the consolidated financial position of the Group Refer Note 39 to the Consolidated Financial Statements.
 - ii. The Group, its associates and jointly controlled entities did not have any material foreseeable losses on long-term contracts including derivative contracts.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company and its subsidiary companies incorporated in India.
 - iv. (1) The respective Managements of the Holding Company and its subsidiaries which are companies incorporated in India whose Financial Statements have been audited under the Act have represented to us and the other auditors of such subsidiaries that, to the best of their knowledge and belief, as disclosed in the Note 70 to the Consolidated Financial Statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company or any of such subsidiaries, associates and joint ventures to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"),

with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Holding Company or any of such subsidiaries, associates and joint ventures ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

- (2) The respective Managements of the Holding Company and its subsidiaries, associates and joint ventures which are companies incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiaries, associates and joint ventures respectively that, to the best of their knowledge and belief, other than as disclosed in the Note 70 to the consolidated financial statements, no funds have been received by the Holding Company or any of such subsidiaries, associates and joint ventures from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding Company or any of such subsidiaries, associates and joint ventures shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (3) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances performed by us and that performed by the auditors of the subsidiaries which are companies incorporated in India whose Financial Statements

have been audited under the Act, and according to the information and explanations provided to us by the Management of the Holding Company in this regard nothing has come to our or other auditors' notice that has caused us or the other auditors to believe that the representations under sub-clause (i) and (ii) of Rule 11(e) as provided under (1) and (2) above, contain any material mis-statement.

- v. On the basis of our verification and on consideration of the reports of the statutory auditors of subsidiaries that are Indian companies under the Act, we report that:
 - i) The final dividend paid by the Holding Company during the year in respect of the same declared for the previous year is in accordance with section 123 of the Companies Act 2013 to the extent it applies to payment of dividend.
 - ii) The Board of Directors of the Holding Company have proposed final dividend for the year which is subject to the approval of their respective members at the ensuing Annual General Meeting. The dividend declared is in accordance with section 123 of the Act to the extent it applies to declaration of dividend. (Refer Note 45 to the Consolidated Financial Statements)
- vi. Based on our examination which included test checks, and based on the other auditor's reports of its subsidiary companies incorporated in India whose financial statements have been audited under the Act, except for the Holding Company and one subsidiary, its two subsidiary Companies, incorporated in India have used accounting softwares for maintaining their respective books of account for the year ended March 31, 2025, which have a feature of recording audit trail

(edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the softwares, and further, during the course of audit we and above referred subsidiaries, did not come across any instance of audit trail feature being tampered with.

Additionally, the audit trail of prior year has been preserved by the Holding Company and above referred subsidiaries as per the statutory requirements for record retention.

Further, based on our examination which included test checks, the Holding Company has used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility only at application level. The said audit trail feature has been enabled and operated throughout the year for all relevant transactions recorded in the accounting software at application level. Also, during the course of our examination, we did not come across any instance of audit trail feature being tampered with at the application level. Additionally, the audit trail of prior years at application level has been preserved by the Company as per the statutory requirements for record retention.

However, with respect to the database of the said accounting software to log any direct changes, we are unable to comment whether the said software has a feature of recording audit trail (edit log) facility, nor are we able to comment on whether the audit trail feature has been enabled in the said database and has been operated throughout the year for all relevant transactions recorded in the database with respect to the software. Also, we are unable to comment as to whether there was any instance of the audit trail

feature been tampered with at database level. Additionally, we will not be able to comment on the preservation of the audit trail of prior years at database level by the Company as per the statutory requirements for record retention.

Additionally, based on our examination which included test checks, one of the subsidiary Company has used an accounting software for maintaining its books of account which do not have a feature of recording audit trail (edit log) facility as explained in Note 63 to the Financial Statements. Accordingly, we are unable to comment whether the audit trail feature has been tampered, and whether the audit trail has been preserved by the Company as per the statutory requirements for record retention prescribed under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014

2. In our opinion, according to information, explanations given to us, the remuneration paid by the Group to its directors is within the limits laid prescribed under Section 197 read with Schedule V of the Act and the rules thereunder.
3. According to the information and explanations given to us and based on the CARO reports issued by us for the Holding Company and on consideration of CARO reports issued by the statutory auditors of subsidiaries included in the Consolidated Financial Statements of the Group to which reporting under CARO is applicable, we report that there are no Qualifications/adverse remarks.

For **M S K A & Associates**

Chartered Accountants

ICAI Firm Registration Number: 105047W

Ajit Burli

Partner

Membership Number: 133147

UDIN: 25133147BMLAOL2492

Annexure A

TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE CONSOLIDATED FINANCIAL STATEMENTS OF MONARCH NETWORK CAPITAL LIMITED

[Referred to in paragraph 2(g) under 'Report on Other Legal and Regulatory Requirements' in the Independent Auditors' Report of even date to the Members of Monarch Network Capital Limited on the Financial Statements for the year ended March 31, 2025]

REPORT ON THE INTERNAL FINANCIAL CONTROLS UNDER CLAUSE (I) OF SUB-SECTION 3 OF SECTION 143 OF THE COMPANIES ACT, 2013 ("THE ACT")

We have audited the internal financial controls with reference to Consolidated Financial Statements of Monarch Network Capital Limited (hereinafter referred to as the "Holding Company") and its subsidiaries (Holding Company, and its subsidiaries together referred to as "the Group") and as of March 31, 2025 in conjunction with our audit of the Consolidated Financial Statements of the Company for the year ended on that date.

OPINION

In our opinion, the Group which are incorporated in India have, in all material respects, an adequate internal financial controls with reference to Consolidated Financial Statements and such internal financial controls with reference to Consolidated Financial Statements were operating effectively as at March 31, 2025, based on the internal control with reference to Consolidated Financial Statements criteria established by the respective companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the the Institute of Chartered Accountants of India ("the ICAI").

MANAGEMENT'S AND BOARD OF DIRECTOR'S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

The respective Management and the Board of Directors of the Group are responsible for establishing and maintaining internal financial controls based on the internal control with reference to Consolidated Financial Statements criteria established by the respective Companies considering the essential components of internal control stated in the Guidance Note issued by ICAI. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence

to Holding 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.

AUDITORS' RESPONSIBILITY

Our responsibility is to express an opinion on the internal financial controls with reference to Consolidated Financial Statements of the Group based on our audit. We conducted our audit in accordance with the Guidance Note issued by the ICAI and the Standards on Auditing prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to Consolidated Financial Statements was established and maintained and if such controls operated effectively in all material respects.

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

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matters paragraph below, is sufficient and

appropriate to provide a basis for our audit opinion on the internal financial controls with reference to Consolidated Financial Statements of the Holding Company and its subsidiaries, which are companies incorporated in India.

MEANING OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO CONSOLIDATED FINANCIAL STATEMENTS

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

of unauthorized acquisition, use, or disposition of the Holding company's assets that could have a material effect on the Consolidated Financial Statements.

INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO CONSOLIDATED FINANCIAL STATEMENTS

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

For **M S K A & Associates**

Chartered Accountants

ICAI Firm Registration Number: 105047W

Ajit Burli

Partner

Membership Number: 133147

UDIN: 25133147BMLAOL2492

Consolidated Statement of Balance Sheet

as on March 31, 2025

(Currency: Indian Rupees in lakhs)

Particulars	Notes	As at March 31, 2025	As at March 31, 2024
ASSETS			
1. Financial assets			
(a) Cash and Cash Equivalents	2	16,293.55	4,906.36
(b) Balances other than Cash and Cash Equivalents	3	46,927.51	40,789.72
(c) Receivables	4		
Trade Receivables		6,293.54	7,443.51
Other Receivables		2,803.55	879.31
(d) Loans	5	34,876.97	20,109.79
(e) Investments	6	12,005.64	2,713.73
(f) Other Financial Assets	7	1,266.41	1,757.61
Total Financial Assets		1,20,467.17	78,600.03
2. Non Financial assets			
(a) Current Tax Assets (Net)	8	433.48	421.84
(b) Deferred Tax Assets (Net)	9	100.08	109.60
(c) Property Plant and Equipment	10	2,116.31	1,258.60
(d) Intangible Assets	11	-	2.19
(e) Other Non-Financial Assets	12	433.42	425.47
Total Non Financial Assets		3,083.29	2,217.70
Total Assets		1,23,550.46	80,817.73
EQUITY AND LIABILITIES			
1. Financial liabilities			
(a) Payables	13		
- Trade Payables			
(i) total outstanding dues of micro enterprise and small enterprise		1.13	-
(ii) total outstanding dues of creditors other than micro enterprise and small enterprise		33,583.16	29,326.15
(b) Debt Securities	14	694.76	4,387.50
(c) Borrowings (Other than Debt Securities)	15	225.17	6,908.52
(d) Other financial Liabilities	16	8,405.38	4,593.28
Total Financial Liabilities		42,909.60	45,215.45
2. Non-Financial liabilities			
(a) Current Tax Liabilities (Net)	17	487.09	4.83
(b) Provisions	18	419.54	554.51
(c) Other Non-Financial Liabilities	19	55.17	451.56
Total Non Financial Liabilities		961.80	1,010.90
3. Equity			
(a) Equity Share Capital	20	7,846.09	3,386.95
(b) Other Equity	21	71,832.97	31,204.43
Total Equity		79,679.06	34,591.39
Total Liabilities		1,23,550.46	80,817.73

Summary Of Significant Accounting Policies

1

Notes to the financial statements

2 to 69

Notes referred above form an integral part of the financial statements.

As per our Report of even date

For M S K A & ASSOCIATES

Chartered Accountants

Firm Registration Number: 105047W

Ajit Burli

(Partner)

Membership Number: 133147

UDIN: 25133147BMLAOG7372

Place: Mumbai

Date: May 27, 2025

For and on behalf of the Board

Monarch Network Capital Limited

Vaibhav Shah

(Managing Director)

DIN: 00572666

Gaurav Bhandari

(Chief Executive Officer)

Manju Bafna

(Chairperson & Whole-Time Director)

DIN: 01459885

Govinda Meghani

(Chief Financial Officer)

Nitesh Tanwar

(Company Secretary)

ICSI Membership No: F10181

Place : Mumbai

Date: May 27, 2025

Consolidated Statement of Profit and Loss

For the year ended March 31, 2025

(Currency: Indian Rupees in lakhs)

Particulars	Notes	For the year ended March 31, 2025	For the year ended March 31, 2024
INCOME			
Revenue From Operations			
(1) Fees and Commission Income	22	19,571.66	18,728.36
(2) Interest Income	23	10,946.47	7,236.07
(3) Net gain on fair value changes	24	2,162.36	1,804.73
Total Revenue From Operations		32,680.49	27,769.16
Other Income	25	116.96	130.52
Total Income		32,797.45	27,899.68
EXPENSES			
Employee Benefit Expenses	26	4,702.48	4,260.05
Fees And Commission Expenses	27	3,058.88	2,729.97
Finance Costs	28	1,765.06	1,302.64
Impairment of Financial Instruments	29	45.90	-
Depreciation & Amortization Expenses	30	754.81	173.60
Other Expenses	31	3,196.82	3,017.01
Total Expenses		13,523.95	11,483.27
Profit Before Exceptional Items, Extraordinary Items And Tax		19,273.50	16,416.41
Less: Prior Period Expenses		(5.85)	(4.65)
Profit Before Tax		19,267.65	16,411.76
Tax Expenses			
Current Tax		4,319.73	4,038.08
Deferred Tax		11.75	7.01
Taxes for Earlier Years		9.57	51.69
Total Tax Expenses		4,341.05	4,096.78
Profit for the Year (After Tax)		14,926.60	12,314.98
Other Comprehensive Income	32		
(i) Items that will not be reclassified to profit or loss			
Remeasurements of the defined benefit plans		(8.83)	(19.94)
Equity Instruments through Other Comprehensive Income		-	-
(ii) Income tax related to items that will not be reclassified to profit or loss		2.22	5.02
Net Other Comprehensive Income for the year		(6.61)	(14.92)
Total Comprehensive Income for the year		14,919.99	12,300.06
Earnings Per equity share of face value of ₹10 each	33		
Basic (in ₹)		20.15	18.18
Diluted (in ₹)		19.89	18.18

Summary Of Significant Accounting Policies 1
Notes to the financial statements 2 to 69
Notes referred above form an integral part of the financial statements.

As per our Report of even date

For **M S K A & ASSOCIATES**
Chartered Accountants
Firm Registration Number: 105047W

Ajit Burli
(Partner)
Membership Number: 133147
UDIN: 25133147BMLAOG7372

Place: Mumbai
Date: May 27, 2025

For and on behalf of the Board Monarch Network Capital Limited

Vaibhav Shah
(Managing Director)
DIN: 00572666

Gaurav Bhandari
(Chief Executive Officer)

Place : Mumbai
Date: May 27, 2025

Manju Bafna
(Chairperson & Whole-Time Director)
DIN: 01459885

Govinda Meghani
(Chief Financial Officer)

Nitesh Tanwar
(Company Secretary)
ICSI Membership No: F10181

Consolidated Statement of Cash Flow

for the year ended March 31, 2025

(Currency: Indian Rupees in lakhs)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
A. Cash flow from Operating Activities		
Profit before tax	19,267.65	16,411.76
Adjustments to reconcile profit before tax to net cash used in operating activities		
Depreciation and Amortisation	754.81	173.60
Interest Expenses on Borrowing and Debt Securities	1,635.05	1,302.64
Interest Expenses on Lease Liabilities	130.01	-
Employee Benefit Compensation Expenses	485.04	448.87
Other Interest Incomes	(60.26)	(42.01)
Dividend Income	(14.64)	(12.70)
Share of Profit/(Loss) from Associates	-	7.05
Impairment of Financial Instruments	45.90	-
Fair Value Gain On Financial Instruments (Net)	(2,162.36)	(1,810.73)
Loss on Sale of Assets	12.59	1.98
Operating profit before working capital changes	20,093.79	16,480.46
Changes in Working capital		
Decrease in Inventories	-	729.80
(Increase) in Trade Receivables	(774.27)	(3,951.47)
(Increase) in Balances other than Cash and Cash Equivalents	(6,137.79)	(5,962.50)
(Increase) in Loans	(14,813.09)	(10,008.59)
(Increase)/Decrease Other Financial Assets	491.20	(393.14)
(Increase) in Other Non-Financial Assets	(7.96)	(96.70)
Increase / (Decrease) in Trade payables	4,258.14	(3,186.85)
Increase / (Decrease) Provisions	(143.80)	179.54
Increase / (Decrease) in Other financial liabilities	4,263.73	(694.39)
Increase / (Decrease) in Other non-financial Liabilities	(396.41)	361.92
	6,833.55	(6,541.91)
Income Tax paid	(3,858.63)	(4,252.41)
Net Cash Generated from / (used In) Operating Activities (A)	2,974.91	(10,794.32)
B. Cash flow from Investing Activities		
Payment for Purchase and Construction of Property, Plant and Equipment (Net of Proceeds from Sales)	(1,622.93)	(616.64)
Proceeds From Sale of Investments	(7,129.55)	2,114.25
Other Interest Incomes	60.26	42.01
Dividend Income	14.64	12.70
Net Cash Generated from / (used in) Investing Activities (B)	(8,677.58)	1,552.32

Consolidated Statement of Cash Flow

for the year ended March 31, 2025

(Currency: Indian Rupees in lakhs)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
C. Cash flow from Financing Activities		
Proceeds from Issue of Share Capital	30,021.33	-
(Repayment) of / Proceeds from Borrowings	(6,683.35)	6,623.82
(Repayment) of / Proceeds from Debt Securities	(3,692.74)	4,387.50
Dividend Paid	(338.70)	(338.70)
Interest Expenses on Borrowing and Debt Securities	(1,635.05)	(1,302.64)
Repayment of Lease Liabilities	(581.63)	-
Net Cash Generated from Financing Activities (C)	17,089.86	9,369.98
Net increase / (decrease) in Cash and Cash Equivalents (A+B+C)	11,387.19	127.98
Cash and Cash Equivalents at the beginning of the year	4,906.36	4,778.37
Cash and cash equivalents at the end of the year	16,293.55	4,906.36
Components of cash and cash equivalents		
Cash on hand	1.95	3.13
Balance with Banks in current accounts	4,205.26	860.15
Fixed deposit with banks (Maturity within 3 months) (Including interest accrued on fixed deposit)	12,086.34	4,043.08
Cash and Cash equivalents as restated as at the year end	16,293.55	4,906.36

Note- Cash Flow Statement has been prepared under the indirect method as set out in IND AS 7 - "Cash Flow Statements" prescribed under the Companies Act (Indian Accounting Standard) Rules, 2015 under the Companies Act, 2013

The accompanying notes are an integral part of the Financial Statements

As per our Report of even date

For **M S K A & ASSOCIATES**
Chartered Accountants
Firm Registration Number: 105047W

Ajit Burli
(Partner)
Membership Number: 133147
UDIN: 25133147BMLAOG7372

Place: Mumbai
Date: May 27, 2025

For and on behalf of the Board Monarch Network Capital Limited

Vaibhav Shah
(Managing Director)
DIN: 00572666

Gaurav Bhandari
(Chief Executive Officer)

Place : Mumbai
Date: May 27, 2025

Manju Bafna
(Chairperson & Whole-Time Director)
DIN: 01459885

Govinda Meghani
(Chief Financial Officer)

Nitesh Tanwar
(Company Secretary)
ICSI Membership No: F10181

Statement of Changes in Equity

For the year ended March 31, 2025

(Currency: Indian Rupees in lakhs)

(A) EQUITY SHARE CAPITAL

Particulars	As at March 31, 2025		As at March 31, 2024	
	No. of Shares	Amount	No. of Shares	Amount
Balance at the beginning of the reporting period	3,38,69,518	3,386.95	3,38,69,518	3,386.95
Changes in Equity Share Capital due to prior period errors	-	-	-	-
Restated balance at the beginning of the current reporting period	3,38,69,518	3,386.95	3,38,69,518	3,386.95
Changes in equity share capital during the year	4,45,91,420	4,459.14	-	-
Balance at the end of the reporting period	7,84,60,938	7,846.09	3,38,69,518	3,386.95

(B) OTHER EQUITY

Particulars	Reserves & Surplus					Other comprehensive income		Total
	Capital Reserve	Securities Premium	Retained earnings	Share Based Payment Reserve	Special Reserve	Remeasurements of the net defined benefit Plans	Fair valuation of investments in equity shares	
Balance at April 1, 2024	182.24	5,224.09	24,542.67	758.35	526.46	(29.38)	-	31,204.43
Profit for the year	-	-	14,926.60	-	-	-	-	14,926.60
Other comprehensive income for the year	-	-	-	-	-	(6.61)	-	(6.61)
Transactions with owners in their capacity as owners:								
Dividend Declared during the year	-	-	(338.70)	-	-	-	-	(338.70)
Equity shares issued	-	25,562.19	-	-	-	-	-	25,562.19
Employee Compensation Expenses recognised during the year	-	-	-	485.04	-	-	-	485.04
Transfer during the Year	-	-	(93.26)	-	93.26	-	-	-
Total additions for the year	-	25,562.19	14,494.64	485.04	93.26	(6.61)	-	40,628.53
Balance at March 31, 2025	182.24	30,786.28	39,037.32	1,243.40	619.72	(35.99)	-	71,832.97
Balance at April 1, 2023	182.24	5,224.09	12,676.52	309.49	415.19	(14.46)	-	18,793.07
Profit for the year	-	-	12,314.98	-	-	-	-	12,314.98
Other comprehensive income for the year	-	-	-	-	-	(14.92)	-	(14.92)
Transactions with owners in their capacity as owners:								
Dividend Declared during the year	-	-	(338.70)	-	-	-	-	(338.70)
Equity shares issued	-	-	-	-	-	-	-	-
Employee Compensation Expenses recognised during the year	-	-	-	448.87	-	-	-	448.87
Transfer during the Year	-	-	(111.27)	-	111.27	-	-	-
Minority Share of Loss (NFSL) 45.31%	-	-	7.04	-	-	-	-	7.04
Share of opening reserve (Money Changer)	-	-	(5.90)	-	-	-	-	(5.90)
Total additions for the year	-	-	11,866.16	448.87	111.27	(14.92)	-	12,411.36
Balance at March 31, 2024	182.24	5,224.09	24,542.67	758.35	526.46	(29.38)	-	31,204.43

As per our Report of even date

For **M S K A & ASSOCIATES**

Chartered Accountants

Firm Registration Number: 105047W

Ajit Burli

(Partner)

Membership Number: 133147

UDIN: 25133147BMLAOG7372

Place: Mumbai

Date: May 27, 2025

For and on behalf of the Board

Monarch Network Capital Limited

Vaibhav Shah

(Managing Director)

DIN: 00572666

Gaurav Bhandari

(Chief Executive Officer)

Place: Mumbai

Date: May 27, 2025

Manju Bafna

(Chairperson & Whole-Time Director)

DIN: 01459885

Govinda Meghani

(Chief Financial Officer)

Nitesh Tanwar

(Company Secretary)

ICSI Membership No: F10181

Notes to Consolidated Financial Statements

for the year ended March 31, 2025

(Currency: ₹ in lakhs)

NOTE 1:

A. COMPANY INFORMATION

Monarch Network Capital Limited ("the Company") (CIN: L64990GJ1993PLC120014) was originally formed under the name of "Network Finance Limited on December 2, 1993. Thereafter, it was changed to Network Stock Broking Limited w.e.f. September 30, 1997, and to Monarch Network Capital Limited w.e.f October 13, 2015.

Registered office: Unit No. 803-804A, 8th Floor, X-Change Plaza, Block No. 53, Zone 5, Road- 5E, Gift City, Gandhinagar - 382355, Gujarat.

The Company is a public limited company and incorporated under the provisions of the Companies Act.

MNCL is predominantly engaged in Share & Stock Broking, Merchant Banking, and Mutual Fund Distributor. The Company is a member of National Stock Exchange of India Ltd. (NSE), BSE Ltd. (BSE), National Commodity & Derivatives Exchange Limited (NCDEX) and Multi Commodity Exchange of India Limited (MCX) in the Capital Market and Derivatives (Futures & Options) Segment. It is also Depository Participant with Central Depository Services India (CDSL) and National Securities Depository (India) Limited (NSDL) and also registered in Securities and Exchange Board of India ("SEBI") as a Category 1 Merchant Banker and Research Analyst.

The Company, its Subsidiaries (jointly referred to as the "Group" herein under) considered in this Consolidated Financial Statements are:

1.1.1 Subsidiaries

Name of the Company	Principal Activities	Proportion (%) of equity Interest	
		As at March 31, 2025	As at March 31, 2024
Monarch Network Finserve Private Limited	NBFC Business	100%	100%
Monarch Network Investment Advisory Private Limited	Insurance Business	99.98%	99.98%
Monarch Network Capital IFSC Private Limited	IFSC Activities	99.99%	99.99%

The Board of Directors approved the Financial Statements for the year ended March 31, 2025 and authorized for issue on May 27, 2025.

B. ACCOUNTING POLICIES

a) Basis of Preparation and Presentation of Financial Statements

These Consolidated Financial Statements ('Consolidated Financial Statements') of the Group have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified by Ministry of Corporate Affairs ('MCA') under Section 133 of the Companies Act, 2013 ('the Act') read with the Companies (Indian Accounting Standards) Rules, 2015, as amended from time to time and other relevant provisions of the Act.

Subsidiaries are entities where the Group exercises or controls more than one-half of its total share capital. The net assets and results of acquired businesses are included in the consolidated financial statements from their respective dates of acquisition, being the date on which the Group obtains control. The results of disposed businesses are included in the consolidated financial statements up to their date of disposal, being the date control ceases.

Accounting policies have been consistently applied to all the Financial years presented in

Notes to Consolidated Financial Statements

for the year ended March 31, 2025

(Currency: ₹ in lakhs)

the consolidated Financial Statements, except where a newly issued accounting standard is initially adopted or a revision to the existing accounting standard requires a change in the accounting policy hitherto in use.

The consolidated balance sheet, the consolidated statement of profit and loss, the consolidated statement of changes in equity and disclosures are presented in the format prescribed under Division III of Schedule III of the Companies Act, as amended from time to time, that are required to comply with Ind AS. The consolidated statement of cash flows has been presented as per the requirements of Ind AS 7 Statement of Cash Flow.

The consolidated Financial Statements have been prepared under the historical cost convention and on an accrual basis, except for certain Financial assets and liabilities, defined benefit plan assets and liabilities, and share-based payments, which are measured at fair value.

These consolidated Financial Statements are presented in Indian Rupees (INR), which is also the functional currency. All amounts are rounded to the nearest Lakhs with two decimals, except unless otherwise stated. Amount indicated as 0.00 are below rounding off threshold.

The Group has prepared the Financial Statements on the basis that it will continue to operate as a going concern.

Use of estimates and judgments

The preparation of Financial Statements in conformity with Ind AS which requires management to make estimates, judgments, and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities (including contingent liabilities) and disclosures as of the date of Financial Statements and the reported amounts of revenue and expenses for the reporting period. Actual results could differ from these estimates. Accounting estimates and underlying assumptions are reviewed on an ongoing basis and could change from

period to period. Appropriate changes in estimates are recognized in the period in which the Group becomes aware of the changes in circumstances surrounding the estimates. Any revisions to accounting estimates are recognized prospectively in the period in which the estimate is revised and future periods. The estimates and judgments that have significant impact on carrying amount of assets and liabilities at each balance sheet date are discussed.

b) Basis of Consolidation

The consolidated financial statements comprise the financial statements of the Company and its subsidiaries as at 31 March, 2025. The Company consolidates a subsidiary when it controls it. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee.

Generally, there is a presumption that a majority of voting rights result in control. To support this presumption and when the Group has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- The contractual arrangement with the other vote holders of the investee
- Rights arising from other contractual arrangements
- The Group's voting rights and potential voting rights
- The size of the Group's holding of voting rights relative to the size and dispersion of the holdings of the other voting rights holders.

The Group re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the Group obtains

Notes to Consolidated Financial Statements

for the year ended March 31, 2025

(Currency: ₹ in lakhs)

control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated financial statements from the date the Group gains control until the date the Group ceases to control the subsidiary.

Consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances. If a member of the Group uses accounting policies other than those adopted in the consolidated financial statements for like transactions and events in similar circumstances, appropriate adjustments are made to that Group member's financial statements in preparing the consolidated financial statements to ensure conformity with the Group's accounting policies.

Consolidation procedure:

- (a) Combine like items of assets, liabilities, equity, income, expenses and cash flows of the holding company with those of its subsidiaries. For this purpose, income and expenses of the subsidiary are based on the amounts of the assets and liabilities recognised in the consolidated financial statements at the acquisition date.
- (b) Offset (eliminate) the carrying amount of the holding company's investment in each subsidiary and the holding company's portion of equity of each subsidiary.
- (c) Eliminate in full intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between entities of the Group (profits or losses resulting from intragroup transactions that are recognised in assets, such as inventory and fixed assets, are eliminated in full). Intragroup losses may indicate an impairment that requires recognition in the consolidated financial statements. Ind AS 12 "Income Taxes" applies to temporary differences that arise from the elimination of profits and losses resulting from

intragroup transactions.

Profit or loss and each component of OCI are attributed to the equity holders of the holding company and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance.

When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies in line with the Group's accounting policies. All intra-group assets, liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

If the Group loses control over a subsidiary, it:

- Derecognises the assets (including goodwill) and liabilities of the subsidiary
- Derecognises the carrying amount of any non-controlling interests
- Derecognises the cumulative translation differences recorded in equity
- Recognises the fair value of the consideration received
- Recognises the fair value of any investment retained
- Recognises any surplus or deficit in profit or loss
- Reclassifies the parent's share of components previously recognised in OCI to profit or loss or retained earnings, as appropriate, as would be required if the Group had directly disposed of the related assets or liabilities.

A change in the ownership interest of a subsidiary, without loss of control, is accounted for as an equity transaction.

c) Summary of Material Accounting Policies

The Material Accounting Policies applied in the preparation of these Financial Statements are set out below.

Notes to Consolidated Financial Statements

for the year ended March 31, 2025

(Currency: ₹ in lakhs)

i). Revenue recognition

The Group recognizes revenue from contracts with customers based on a five step model asset out in Ind AS 115, Revenue from Contracts with Customers, to determine when to recognize revenue and at what amount. Revenue from Contracts with Customers, outlines a single comprehensive model of accounting for revenue arising from contracts with customers. Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services. The Group has generally concluded that it is the principal in its revenue arrangements, except for the agency services, because it typically controls the goods or services before transferring them to the customer.

Revenue is measured at fair value of the consideration received or receivable. Revenue is recognized when (or as) the Group satisfies a performance obligation by transferring a promised service (i.e. an asset) to a customer. An asset is transferred when (or as) the customer obtains control of that asset.

When (or as) a performance obligation is satisfied, the Group recognizes as revenue the amount of the transaction price (excluding estimates of variable consideration) that is allocated to that performance obligation.

The Group applies the five-step approach for recognition of revenue:

- Identification of contract(s) with customers: A contract is defined as an agreement between two or more parties that creates enforceable rights and obligations and sets out the criteria for every contract that must be met.
- Identification of the separate performance obligations in the contract: A performance obligation is a promise in a contract with a customer to transfer a good or service to the customer.

- Determination of transaction price: The transaction price is the amount of consideration to which the Group expects to be entitled in exchange for transferring promised goods or services to a customer, excluding amounts collected on behalf of third parties.
- Allocation of transaction price to the separate performance obligations: For a contract that has more than one performance obligation, the Group allocates the transaction price to each performance obligation in an amount that depicts the amount of consideration to which the Group expects to be entitled in exchange for satisfying each performance obligation.
- Recognition of revenue when (or as) each performance obligation is satisfied.

Interest income

For all Financial instruments measured either at amortised cost or at fair value through other comprehensive income ('OCI'), interest income is recorded using the effective interest rate (EIR), which is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the Financial instrument or a shorter period, where appropriate, to the gross carrying amount of the Financial asset or to the amortised cost of a Financial liability. Interest income is included in other income in the statement of profit and loss.

Interest is earned on delayed payments from customers and is recognised on a time proportion basis taking into account the amount outstanding from customers and the rates applicable.

Interest Income from Margin Trading Funding Interest is recognised in relation to the loans and in relation to the Margin Trading Funding provided to customers.

Delayed payment charges (interest on late payments) are accounted for at the point in time of default

Notes to Consolidated Financial Statements

for the year ended March 31, 2025

(Currency: ₹ in lakhs)

Fee and commission income

Brokerage Income is recognised on the trade date in accordance with the terms of contract and is exclusive of goods and service tax and securities transaction tax (STT) wherever applicable. Service income is recognized, exclusive of taxes, point in time when the performance obligation is satisfied.

Depository Income

Depository services income are accounted as follows: Revenue from depository services on account of annual maintenance charges is accounted for over the period of the performance obligation. Revenue from depository services on account of transaction charges is recognised at the point in time when the performance obligation is satisfied.

Distribution Income

Commissions from distribution of financial products are recognised upon allotment of the securities to the applicant.

Merchant banking and other advisory services

Merchant banking and financial advisory fees are accounted on completion of performance obligation in accordance with the terms of the contract with the clients.

Asset management services

Income from Alternate Investment Fund in form of management fee and performance fee is recognized in accordance with Private Placement Memorandum.

Dividends

Dividend income is accounted for when the right to receive the same is established, which is generally when shareholders approve the dividend.

Net gain on fair value change

Net gain on fair value changes Any realised gain or loss on sale of Financial assets (including investments) being classified as fair value through profit or loss ("FVTPL") is recognised as "Net gain or loss on fair value changes" under

"Revenue from operations" or "Expenses" respectively in the statement of profit and loss. Similarly, any differences between the fair values of Financial assets (including investments) being classified as fair value through profit or loss ("FVTPL"), held by the Group on the balance sheet date is recognised as an unrealised gain / loss. In cases there is a net gain in the aggregate including realised, the same is recognised as "Net gain on fair value changes" under "Revenue from operations" and if there is a net loss including realised the same is disclosed as "Net loss on fair value changes" under "Expenses" in the statement of Profit and Loss.

Other Income

Other Income In respect of other heads of Income it is accounted to the extent it is probable that the economic benefits will flow and the revenue can be reliably measured, regardless of when the payment is being made.

ii). Property, Plant and Equipment

Items of Property, Plant and Equipment are measured at acquisition cost of the items less accumulated depreciation and impairment loss. Acquisition cost includes expenditure that is directly attributable to getting the asset ready for intended use. Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

Items of spare parts that meet the definition of 'Property, Plant and Equipment' have been recognised as property, plant and equipment. The depreciation on such an item of spare part will begin when the asset is available for use i.e. when it is in the location and condition necessary for it to be capable of operating in the manner intended by management. In case of a

Notes to Consolidated Financial Statements

for the year ended March 31, 2025

(Currency: ₹ in lakhs)

spare part, as it may be readily available for use, it may be depreciated from the date of purchase of the spare part.

Capital work in progress is stated at cost, net of accumulated impairment losses, if any. All the direct expenditure related to implementation including incidental expenditure incurred during the period of implementation of a project, till it is commissioned, is accounted as Capital work in progress (CWIP) and after commissioning the same is transferred / allocated to the respective item of property, plant and equipment.

Pre-operating costs, being indirect in nature, are expensed to the statement of profit and loss as and when incurred.

Property, plant and equipment are eliminated from Financial statement, either on disposal or when retired from active use. Losses arising in the case of retirement of property, plant and equipment are recognised in the statement of profit and loss in the year of occurrence.

Depreciation methods, estimated useful lives and residual value

Depreciation on property, plant and equipment is provided using the Written Down Method based on the useful life of the assets as estimated by the management and is charged to the Statement of Profit and Loss as per the requirements of Schedule II of the Companies Act, 2013. The estimate of the useful life of the assets has been assessed based on technical advice which considered the nature of the asset, the usage of the asset, expected physical wear and tear, the operating conditions of the asset, anticipated technological changes, manufacturers warranties and maintenance support, etc.

Depreciation on items of property, plant and equipment acquired / disposed off during the year is provided on pro-rata basis with reference to the date of addition / disposal. Cost of leasehold land is amortized equally over the period of lease.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

The carrying amount of an item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. The gain or loss arising from the derecognition of an item of property, plant and equipment is measured as the difference between the net disposal proceeds and the carrying amount of the item, and it is recognized in the Statement of Profit and Loss.

The date of disposal of an item of property, plant and equipment is the date when the recipient gains control of the item, in accordance with the requirements for determining when a performance obligation is satisfied under Ind AS 115.

iii). Intangible Assets

Intangible assets are recognized when it is probable that the future economic benefits that are attributable to the assets will flow to the Group and the cost of the asset can be measured reliably.

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is their fair value at the date of acquisition. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses. Internally generated intangibles, excluding capitalised development costs, are not capitalised and the related expenditure is reflected in profit or loss in the period in which the expenditure is incurred.

Amortisation methods, estimated useful lives and residual value

Intangible assets are amortised in statement of Profit and Loss over their estimated useful lives based on underlying contracts where applicable.

Notes to Consolidated Financial Statements

for the year ended March 31, 2025

(Currency: ₹ in lakhs)

The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period.

iv). Leases

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'. The Group assess whether it has the right to direct 'how and for what purpose' the asset is used throughout the period of use.

Measurement and recognition of leases as a lessee

The Group recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the site on which it is located, less any lease incentives received.

Certain lease arrangements include the option to extend or terminate the lease before the end of the lease term. The right-of-use assets and lease liabilities include these options when it is reasonably certain that the option will be exercised.

The right-of-use asset is subsequently measured at cost less accumulated depreciation, accumulated impairment losses, if any and adjusted for any re measurement of the lease liability. The right-of-use assets are depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use asset. The estimated useful lives of right-of-use assets are determined on the same basis as those of property, plant and equipment. Right-of-use assets are tested for impairment whenever there is any indication that their carrying amounts may not be recoverable. Impairment loss, if any, is recognised in the standalone statement of

profit and loss.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the incremental borrowing rate applicable to the entity within the Group. Generally, the Group uses its incremental borrowing rate as the discount rate. For leases with reasonably similar characteristics, the Group, on a lease by lease basis, may adopt either the incremental borrowing rate specific to the lease or the incremental borrowing rate for the portfolio as a whole. The lease payments shall include fixed payments, variable lease payments, residual value guarantees, exercise price of a purchase option where the Group is reasonably certain to exercise that option and payments of penalties for terminating the lease, if the lease term reflects the lessee exercising an option to terminate the lease.

The lease liability is subsequently remeasured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payments made and remeasuring the carrying amount to reflect any reassessment or lease modifications or to reflect revised in-substance fixed lease payments.

The Group recognises the amount of the re-measurement of lease liability as an adjustment to the right-of-use asset. Where the carrying amount of the right-of-use asset is reduced to zero and there is a further reduction in the measurement of the lease liability, the Group recognises any remaining amount of the re-measurement in standalone statement of profit and loss.

The Group has elected not to recognise right-of-use assets and lease liabilities for short-term leases of all assets that have a lease term of 12 months or less and leases of low-value assets. The Group recognizes the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

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Group as a lessee

Lease income from operating leases where the company is a lessor is recognised in income on a straight-line basis. The respective leased assets are included in the balance sheet based on their nature.

v). Financial instruments

A. Financial assets

Initial recognition and measurement

All Financial assets are recognised initially at fair value plus, in the case of Financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the Financial asset. Transaction costs of Financial assets carried at fair value through profit or loss are expensed in profit or loss.

Financial assets are classified, at initial recognition, as Financial assets measured at fair value or as Financial assets measured at amortised cost.

Financial assets and liabilities, with the exception of loans, debt securities, deposits and borrowings are initially recognised on the trade date, i.e., the date that the Group becomes a party to the contractual provisions of the instrument. Recognised Financial instruments are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of Financial assets and Financial liabilities are added to or deducted from the fair value of the Financial assets or Financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of Financial assets or Financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

Subsequent measurement

For purposes of subsequent measurement, Financial assets are classified in four categories:

1. Financial assets at amortised cost
2. Financial assets at fair value through other comprehensive income (FVTOCI)
3. Financial assets at fair value through profit or loss (FVTPL)
4. Equity instruments measured at fair value through other comprehensive income ('FVTOCI')

Financial asset at amortised cost

A Financial asset is measured at the amortised cost if both the following conditions are met:

1. The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
2. 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. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the profit or loss. The losses arising from impairment are recognised in the profit or loss.

The EIR method is a method of calculating the amortised cost of a Financial instrument and of allocating interest over the relevant period. The EIR is the rate that exactly discounts estimated future cash flows (including all fees paid or received that form an integral part of the EIR, transaction costs and other premiums or discounts) through the expected life of

Notes to Consolidated Financial Statements

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the instrument, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

Financial asset at FVTOCI

A Financial asset is classified as at the FVTOCI if both of the following criteria are met:

1. The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and
2. The asset's contractual cash flows represent SPPI.

Financial assets included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI).

In case of equity instruments it will be directly transferred to reserves. Equity instruments at FVOCI are not subject to an impairment assessment.

Financial instrument at FVTPL

FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

Financial assets which do not meet the criteria for categorisation as at amortised cost or as FVOCI or either designated, are measured at FVTPL.

Subsequent changes in fair value are recognised in profit or loss. The Group records investments in equity instruments and mutual funds at FVTPL.

Financial assets included within the FVTPL category are measured at fair value with all changes recognized in the Statement of profit and loss.

Equity investments

All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading and contingent consideration recognised by an acquirer in a business combination to which Ind AS103 applies are classified as at FVTPL. For all other equity instruments, company has taken an irrevocable election to present in other comprehensive income subsequent changes in the fair value.

If the company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to the Statement of profit and loss, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity.

De-recognition

A Financial asset (or, where applicable, a part of a Financial asset or part of a group of similar Financial assets) is primarily derecognised (i.e. removed from the Group's balance sheet) when:

1. The rights to receive cash flows from the asset have expired, or
2. The Group 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
 - a) the Group has transferred substantially all the risks and rewards of the asset, or
 - b) the company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

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When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of the Group's continuing involvement. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

Impairment of Financial assets

The company assesses impairment based on expected credit loss (ECL) model to the following:

1. Financial assets measured at amortised cost
2. Financial assets measured at fair value through other comprehensive income (FVTOCI);

Expected credit losses are measured through a loss allowance at an amount equal to:

1. The 12-months expected credit losses (expected credit losses that result from those default events on the Financial instrument that are possible within 12 months after the reporting date); or

2. Full time expected credit losses (expected credit losses that result from all possible default events over the life of the Financial instrument).

The Group follows 'simplified approach' for recognition of impairment loss allowance on:

1. Trade receivables or contract revenue receivables; and
2. All lease receivables resulting from transactions within the scope of Ind AS 116

Under the simplified approach, the company does not track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

The Group follows the simplified approach permitted by Ind AS 109 – Financial Instruments- for recognition of impairment loss allowance. The application of simplified approach does not require the Group to track changes in credit risk of trade receivable. The Group calculates the expected credit losses on trade receivables using a provision matrix on the basis of its historical credit loss experience.

ECL impairment loss allowance (or reversal) recognized during the period is recognized as income/ expense in the statement of profit and loss (P&L). This amount is reflected under the head 'other expenses' in the P&L. The balance sheet presentation for various Financial instruments is described below:

Financial assets measured as at amortised cost, contractual revenue receivables and lease receivables: ECL is presented as an allowance, i.e., as an integral part of the measurement of those assets in the balance sheet. The allowance reduces the net carrying amount. Until the

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asset meets write-off criteria, the company does not reduce impairment allowance from the gross carrying amount.

For assessing increase in credit risk and impairment loss, the company combines Financial instruments on the basis of shared credit risk characteristics with the objective of facilitating an analysis that is designed to enable significant increases in credit risk to be identified on a timely basis.

The company does not have any purchased or originated credit-impaired (POCI) Financial assets, i.e., Financial assets which are credit impaired on purchase/ origination.

B. Financial liabilities

Initial recognition and measurement

All Financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The company's Financial liabilities include trade and other payables, and borrowings including bank overdrafts.

Subsequent measurement

The measurement of Financial liabilities depends on their classification, as described below:

1. Financial liabilities at fair value through profit or loss
2. Borrowings measured on amortised cost basis
3. Financial guarantee contracts

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include Financial liabilities held for trading and Financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial

liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term.

Financial liabilities are measured at amortised cost. The carrying amounts are initially recognized at fair value and subsequently determined based on the EIR method. Interest expense is recognized in statement of profit and loss. Any gain or loss on de-recognition of Financial liabilities is also recognised in statement of profit and loss. The Group does not have any Financial liability which are measured at FVTPL.

Gains or losses on liabilities held for trading are recognised in the profit or loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risks are recognized in OCI. These gains/ loss are not subsequently transferred to the Statement of profit and loss. However, the company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the statement of profit and loss. The Group has not designated any Financial liability as at FVTPL.

Borrowings and Debt Instruments

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in the Statement of profit and loss when the liabilities are derecognised as well as through the EIR amortisation process. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the Statement of profit and loss.

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Derecognition

A Financial liability is derecognised 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 derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit and loss.

At each reporting date, the Group assesses whether there is any indication based on internal/external factors, that an asset may be impaired. If any such indication exists, the Group estimates the recoverable amount of the asset. The recoverable amount of asset is the higher of its fair value or value in use. Value in use is based on the estimated future cash flows, discounted to their present value using a pre-tax discount rate that reflects the current market assessment of time value of money and the risks specific to it. If such recoverable amount of the asset or the recoverable amount of the 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 recognised in the statement of profit and loss. All assets are subsequently reassessed for indications that an impairment loss previously recognised may no longer exist. An Impairment loss is reversed if there has been a change in estimates used to determine the recoverable amount. Such a reversal is made only to the extent that the assets carrying amount would have been determined, net of depreciation or amortization, had no impairment loss been recognized.

C. Off-setting of Financial instruments

Financial assets and Financial liabilities are offset and the net amount is

reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

D. Derivative Financial instruments and hedge accounting

Initial recognition and subsequent measurement

The Group uses derivative Financial instruments, such as forward currency contracts, to hedge its foreign currency risks. Such derivative Financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value. Derivatives are carried as Financial assets when the fair value is positive and as Financial liabilities when the fair value is negative.

Any gains or losses arising from changes in the fair value of derivatives are taken directly to profit or loss, except for the effective portion of cash flow hedges, which is recognised in OCI and later reclassified to profit or loss when the hedge item affects profit or loss or treated as basis adjustment if a hedged forecast transaction subsequently results in the recognition of a non-Financial asset or non-Financial liability.

Premium/Discount, in respect of forward foreign exchange contract, is recognised over the life of the contracts. Exchange differences on such contracts are recognised in the Statement of Profit and Loss in the period in which the exchange rate changes. Profit/Loss on cancellation / renewal of forward exchange contract is recognized as income/expense.

vi). Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of

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three months or less, which are subject to an insignificant risk of changes in value. For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Group's cash management.

vii). Income Tax

Current tax

Current tax is measured at the amount expected to be recovered from or paid to the taxation authorities, based on the rates and tax laws enacted or substantively enacted, at the reporting date in the country where the entity operates and generates taxable income. Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax

Deferred tax is provided using the balance sheet approach on temporary differences at the reporting date between the tax bases of assets and liabilities and their corresponding carrying amounts for the financial reporting purposes.

Deferred tax assets are the amounts of income taxes recoverable in future periods in respect of:

1. deductible temporary differences;
2. the carry forward of unused tax losses; and
3. the carry forward of unused tax credits.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

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

have been enacted or substantively enacted at the reporting date.

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

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

viii). Foreign Currency

Transactions in foreign currencies are recorded at the rate of exchange prevailing on the date of the transaction. Exchange differences arising on settlement of revenue transactions are recognised in the statement of profit and loss. Monetary assets and liabilities contracted in foreign currencies are restated at the rate of exchange ruling at the Balance Sheet date. Non-monetary assets and liabilities that are measured at fair value in a foreign currency are translated into the functional currency at the exchange rate when the fair value was determined. Non-monetary assets and liabilities that are measured based on historical cost in a foreign currency are translated at the exchange rate at the date of the transaction.

ix). Stock in trade

Stock in trade mainly represents securities held as stock in course of market making activities and remaining comprises of securities held as a result of error in execution of orders.

Stock in trade are valued at the Market Value and classified under Investments.

x). Investment in Subsidiaries

Investments in subsidiaries are recognised at cost as per Ind AS 27. Except where investments accounted for at cost shall be accounted for in accordance with Ind AS 105, Non-current Assets Held for Sale and Discontinued Operations, when they are classified as held for sale.

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xi). Employee benefits

1.) Short term employee benefits includes payable wholly within twelve months of rendering services. Short term employee benefits includes benefits such as salaries, wages, short-term compensated absences, performance incentives etc., and the expected cost of bonus and incentive are recognised during the period in which the employee renders related service salaries and short term cash bonus. A liability is recognised for the amount expected to be paid under short-term cash bonus or target based incentives if the Group has a present legal or constrictive obligation to pay this amount as a result of past service provided by the employee, and the obligation can be estimated reliably. These costs are recognised 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 Group.

2.) Defined-contribution plans

These are plans in which the Group pays predefined amounts to separate funds and does not have any legal or constrictive obligation to pay additional sums. These comprise of contributions to the employees' provident fund. The Group's payments to the defined-contribution plans are reported as expenses during the period in which the employees perform the services that the payment.

3.) Defined-Benefit Plan

Gratuity is post-employment benefit and is in the nature of defined benefit plan. The liability recognized in the Balance Sheet in respect of gratuity is the present value of defined benefit obligation at the Balance Sheet date together with the adjustments for unrecognized actuarial gain or losses and the past service costs. The defined benefit obligation is calculated at or near the Balance Sheet date by an independent actuary using the projected unit credit method. Actuarial gains and losses

comprise experience adjustment and the effects of changes in actuarial assumptions are recognized in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet.

4.) Long-term employee benefits

Post-employment and other employee benefits are recognised as an expense in the statement of profit and loss for the period in which the employee has rendered services. The expenses are recognised at the present value of the amount payable determined using actuarial valuation techniques. Actuarial gains and loss in respect of post-employment and other long term benefits are charged to the statement of other comprehensive income.

xii). 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 the Group incurs in connection with the borrowing of funds.

xiii). Segment accounting

The Chief Operational Decision Maker monitors the operating results of its business Segments separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on profit or loss and is measured consistently with profit or loss in the Financial Statements.

The Operating segments have been identified on the basis of the nature of products/services.

The accounting policies adopted for segment reporting are in line with the accounting

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policies of the Group. Segment revenue, segment expenses, segment assets and segment liabilities have been identified to segments on the basis of their relationship to the operating activities of the segment. Inter Segment revenue is accounted on the basis of transactions which are primarily determined based on market/fair value factors. Revenue, expenses, assets and liabilities which relate to the Group as a whole and are not allocated to segments on a reasonable basis have been included under "unallocated revenue / expenses / assets / liabilities".

xiv). Provisions and Contingent liabilities

General

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Group expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Contingent liability is disclosed in the case of:

1. A present obligation arising from the past events, when it is not probable that an outflow of resources will be required to settle the obligation;
2. A present obligation arising from the past events, when no reliable estimate is possible;
3. A possible obligation arising from the past events, unless the probability of outflow of resources is remote.

Contingent assets are not recognized in the Financial Statements.

xv). Earnings per share

Basic earnings per share are calculated by dividing the net profit for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. Earnings considered in ascertaining the Group's earnings per share is the net profit for the period after deducting preference dividends and any attributable tax thereto for the period. The weighted average number of equity shares outstanding during the period and for all periods presented is adjusted for events, such as bonus shares, other than the conversion of potential equity shares that have changed the number of equity shares outstanding, without a corresponding change in resources.

For the purpose of calculating diluted earnings per share, the profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares.

xvi). 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. Otherwise, events after the balance sheet date of material size or nature are only disclosed.

xvii). Use of estimates and judgments

The presentation of the Financial Statements are in conformity with the Ind AS which requires the management to make estimates, judgments and assumptions that affect the reported amounts of assets and liabilities, revenues and expenses and disclosure of contingent liabilities. Such estimates and assumptions are based on management's evaluation of relevant facts and circumstances as on the date of Financial Statements. The actual outcome may differ from these estimates.

Estimates and underlying assumptions are

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reviewed on an ongoing basis. Revisions to the accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected.

The following are significant management judgments in applying the accounting policies of the Group that have a significant effect on the Financial Statements.

Recognition of deferred tax assets

The extent to which deferred tax assets can be recognised is based on an assessment of the probability of the Group's future taxable income against which the deferred tax assets can be utilized. In addition, significant judgment is required in assessing the impact of any legal or economic limits or uncertainties in various tax jurisdictions.

Impairment of assets

In assessing impairment, management estimates the recoverable amounts of each asset or CGU (in case of non-Financial assets) based on expected future cash flows and uses an estimated interest rate to discount them. Estimation relates to assumptions about future cash flows and the determination of a suitable discount rate.

Useful lives of depreciable / amortisable assets (Property, plant and equipment, intangible assets and investment property)

Management reviews its estimate of the useful lives of depreciable / amortisable assets at each reporting date, based on the expected usage of the assets. Uncertainties in these estimates relate to technical and economic obsolescence that may change the usage of certain assets.

Defined benefit obligation (DBO)

The cost of defined benefit gratuity plan and the present value of the gratuity obligation along with leave salary are determined using actuarial valuations. An actuarial valuation involves making various assumptions such as standard rates of inflation, mortality, discount rate, attrition rates and anticipation of future salary

increases. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

Share based payments

Estimating fair value for share based payment requires determination of the most appropriate valuation model. The estimate also requires determination of the most appropriate inputs to the valuation model including the expected life of the option, volatility and dividend yield and making assumptions about them.

Fair value measurements

Management applies valuation techniques to determine the fair value of Financial instruments (where active market quotes are not available) and non-Financial assets. This involves developing estimates and assumptions consistent with how market participants would price the instrument /assets. Management bases its assumptions on observable data as far as possible but this may not always be available. In that case management uses the best relevant information available. Estimated fair values may vary from the actual prices that would be achieved in an arm's length transaction at the reporting date.

xviii). Statement of cash flows

Cash flow are reported using the indirect method, whereby net profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals of accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and finance activities of the Group are segregated.

xix). Fair value measurement

The Group measures Financial instruments, such as, derivatives at fair value at each balance sheet date.

Fair value is the price that would be received to

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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:

1. In the principal market for the asset or liability, or
2. In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the Group.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the Financial Statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

1. Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or Liabilities.
2. Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.
3. Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognised in the Financial Statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

External valuers are involved for valuation of significant assets, such as unquoted Financial assets. Involvement of external valuers is decided upon annually by the Valuation Committee after discussion with and approval by the management. Selection criteria include market knowledge, reputation, independence and whether professional standards are maintained. Valuers are normally rotated every three years. The management decides, after discussions with the Group's external valuers, which valuation techniques and inputs to use for each case.

At each reporting date, the management analyses the movements in the values of assets and liabilities which are required to be remeasured or re-assessed as per the Group's accounting policies. For this analysis, the management verifies the major inputs applied in the latest valuation by agreeing the information in the valuation.

The management, in conjunction with the Group's external valuers, also compares the change in the fair value of each asset and liability with relevant external sources to determine whether the change is reasonable.

For the purpose of fair value disclosures, the Group has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

This note summarizes accounting policy for fair value. Other fair value related disclosures are given in the relevant notes.

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NOTE : 2 CASH AND CASH EQUIVALENTS

Particulars	As at March 31, 2025	As at March 31, 2024
Cash on Hand	1.95	3.13
Balance with Banks in current accounts		
- In current accounts	4,205.26	860.15
Fixed deposit with banks (Maturity within 3 months)* (Including interest accrued on fixed deposit)	12,086.34	4,043.08
Total	16,293.55	4,906.36

* Term deposits under lien with stock exchanges amounting to ₹12,086.34 lakhs (31 March 2024 : ₹4,043.08 lakhs)

NOTE : 3 BALANCES OTHER THAN CASH AND CASH EQUIVALENTS

Particulars	As at March 31, 2025	As at March 31, 2024
Earmarked accounts (unpaid dividend balance)	-	-
Fixed deposit with banks (with maturity more than 3 months)* (Including interest accrued on fixed deposit)	44,694.93	1,769.72
Fixed deposits (maturity more than 12 months)* (Including interest accrued on fixed deposit)	1,645.59	38,544.81
Other Fixed Deposits	587.00	475.19
Total	46,927.51	40,789.72

* includes i) Term deposits under lien with stock exchanges amounting to ₹30,755.06 lakhs (31 March 2024 : ₹26,495 lakhs); ii) collateral security towards bank guarantees issued amounted to ₹15,585.45 lakhs (31 March 2024 : ₹13,819.53 lakhs);

NOTE : 4 RECEIVABLES

Particulars	As at March 31, 2025	As at March 31, 2024
Trade Receivables from Stock Broking Activities		
Considered good, Secured, outstanding for less than six month	5,608.02	5,539.01
Considered good, Secured, outstanding for more than six month	353.06	0.12
Considered good, Unsecured, outstanding for less than six month	193.83	1,694.31
Considered good, Unsecured, outstanding for more than six month	270.16	326.56
Less: Allowances for impairment losses on trade receivables/Provision for Expected Credit Loss	(131.53)	(116.49)
Total Trade Receivables	6,293.54	7,443.51
Other Receivables		
Other Receivables	2,916.59	879.31
Less: Allowances for impairment losses on other receivables/Provision for Expected Credit Loss	(113.04)	-
Total Other Receivables	2,803.55	879.31
Total	9,097.09	8,322.82

Notes to Consolidated Financial Statements

for the year ended March 31, 2025

(Currency: ₹ in lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Out of which:		
Due from Directors of the company	-	-
Due from firms or private companies in which any director is a partner, a director or holds controlling interest	1,078.21	0.04

Note :

- Please also refer Note No. 64 for the Trade Receivables Ageing Schedule

NOTE : 5 LOANS

Particulars	As at March 31, 2025	As at March 31, 2024
(A) Loans measured at Amortised Cost		
Margin trading facility	34,559.68	19,342.28
NBFC Funding	366.26	767.51
Less: Impairment Allowances	(48.97)	-
Total	34,876.97	20,109.79
(B) Secured / Unsecured		
Secured by Securities /Shares	34,559.68	19,342.28
Unsecured	366.26	767.51
Total Gross	34,925.94	20,109.79
Less: Impairment Allowances	(48.97)	-
Total Net	34,876.97	20,109.79
(C) Loans in India		
Public sector	-	-
Others	34,925.94	20,109.79
Total Gross	34,925.94	20,109.79
Less: Impairment Allowances	(48.97)	-
Total Net	34,876.97	20,109.79

Notes:

- (i) There is no outstanding loan to Promoters, Directors, KMPs and related parties that are :
 - a) Repayable on demand
 - b) Without specifying any terms or period of repayment
- (ii) Loans to customers are secured by pledge of Shares/Bonds/Mutual Funds and other allowable securities as per exchange rules.

Notes to Consolidated Financial Statements

for the year ended March 31, 2025

(Currency: ₹ in lakhs)

NOTE : 6 INVESTMENTS

Particulars	As at March 31, 2025	As at March 31, 2024
I. At Fair Value through Profit or Loss		
A. Equity instruments (Quoted)		
- Sadbhav Engineering Limited (1,310 (Previous year: 1,310) equity shares of ₹ 10 each, fully paid up)	0.14	0.24
- Deep Industries Limited (4,01,692 (Previous Year:6,00,000) equity shares of ₹ 5 each, fully paid up)	2,013.07	684.30
- Rattanpower India Limited (2,29,000 (Previous year: 2,29,000) equity shares of ₹ 10 each, fully paid up)	22.42	70.42
- GCCL 3,37,500 (Previous Year:0) equity shares of ₹ 10 each, fully paid up)	0.34	-
	2,035.97	754.96
B. Investment in Mutual/Other Funds (Quoted)		
- Monarch Network Capital Limited Compounder Fund AIF - I	1,222.00	1,000.00
- Monarch Network Capital Limited Compounder Fund AIF - II	2,157.62	
	3,379.62	1,000.00
C. Investment in Liquid Funds		
- HDFC Overnight Funds	2,500.00	-
- HDFC Liquid Bees	1,025.05	-
	3,525.05	-
Total Quoted Investments (A+B+C)	8,940.64	1,754.96
II. Stock in Trade (Equity instruments at Fair Value through Profit or Loss)	3,065.00	958.77
Total (I+II)	12,005.64	2,713.73
Investment in India	12,005.64	2,713.73
Investment outside India	-	-
Total	12,005.64	2,713.73

NOTE : 7 OTHER FINANCIAL ASSETS (AT AMORTISED COST)

Particulars	As at March 31, 2025	As at March 31, 2024
Unsecured considered good unless stated otherwise :		
a. Security Deposits		
Deposit with Stock Exchange & Financial Institutions *	265.24	234.06
Additional Base capital with Clearing Member	112.49	466.00

Notes to Consolidated Financial Statements

for the year ended March 31, 2025

(Currency: ₹ in lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
b. Other Deposits		
Deposits for Arbitration/Assessment Order**	259.30	252.99
Deposits for Office Premises	789.84	798.86
Deposits for Telephone, VSAT, Electricity etc.	5.69	5.70
Less: Provision Agn Doubtful Deposits for office premises	(166.15)	-
Total	1,266.41	1,757.61

*The deposits are kept with stock exchanges as security deposits and minimum base capital requirements.

**Represents amount withheld by stock exchanges for the claim secured by the constituents under the arbitration matters.

Note :

The Group has taken suitable legal action for recovering deposits of ₹ 40 lakhs (previous year ₹ 40 lakhs) for premises at Bangalore and ₹ 300 lakhs (previous year ₹ 300 lakhs) for premises at Nariman Point- Mumbai. The impairment allowance is recognized in respect of such deposit.

NOTE : 8 CURRENT TAX ASSETS (NET)

Particulars	As at March 31, 2025	As at March 31, 2024
Balance with Revenue Authorities (net of provisions)	433.48	421.84
Total	433.48	421.84

NOTE : 9 DEFERRED TAX ASSET (NET)

Particulars	As at March 31, 2025	As at March 31, 2024
The movement on the deferred tax account is as follows:		
At the start of the year	109.60	111.59
Charge/(credit) to statement of Profit and Loss	(9.52)	(1.99)
At the end of the year	100.08	109.60

Note : Refer note 34 for additional disclosures made on Deferred Tax Assets (Net)

NOTE : 10 PROPERTY, PLANT & EQUIPMENT

Description	Air Conditioners	Computer & Fixtures	Furniture	Vehicles	Office Equipment	Leasehold Improvements	Office Premises	Right of use assets	Total
Gross Carrying Amount									
As at 1 April 2023 (A)	89.29	581.70	124.41	238.95	150.27	76.63	196.97		1,458.22
Additions	47.93	66.57	24.05	403.43	66.32	-	8.00		616.29
Deletions	0.26	1.48	0.32	11.60	3.02	-	-		16.68
As at 31 March 2024 (B)	136.96	646.79	148.14	630.78	213.56	76.63	204.97	-	2,057.83
Additions	27.90	75.13	22.37		24.47			1,477.20	1,627.07
Deletions	0.31	391.99	-	-	2.75			-	395.05
As at 31 March 2025 (C)	164.55	329.92	170.51	630.78	235.28	76.63	204.97	1,477.20	3,289.85

Notes to Consolidated Financial Statements

for the year ended March 31, 2025

(Currency: ₹ in lakhs)

Description	Air Conditioners	Computer	Furniture & Fixtures	Vehicles	Office Equipment	Leasehold Improvements	Office Premises	Right of use assets	Total
Accumulated Depreciation									
As at 1 April 2023 (D)	59.19	329.69	69.99	87.75	87.71	3.57	2.78		640.67
Depreciation for the period	21.45	58.84	10.10	42.46	24.28	13.08	3.40		173.60
Deletions	0.24	1.23	0.12	11.12	2.32				15.04
As at 31 March 2024 (E)	80.39	387.30	79.96	119.08	109.67	16.65	6.19	-	799.23
Depreciation for the period	18.07	71.81	11.91	62.49	30.56	16.50	-	543.47	754.81
Deletions	0.30	377.86			2.35	-			380.51
As at 31 March 2025 (F)	98.16	81.24	91.87	181.58	137.89	33.14	6.19	543.47	1,173.54
Net Block									
As at 31 March 2024 (B) - (E)	56.57	259.49	68.18	511.70	103.89	59.99	198.78	-	1,258.60
As at 31 March 2025 (C) - (F)	66.39	248.68	78.64	449.21	97.40	43.49	198.78	933.73	2,116.31

Notes:

1. Title deeds of Immovable Properties held in name of the Group

The immovable properties (Office Premises) is held in the name of the Group and the title deeds are clear from any encumbrances.

2. Revaluation of PPE

Since the company has not carried out any revaluation of its Property, Plant and Equipment (including Right-of-Use Assets) held by the company during the year, the requirement of disclosure regarding any revaluation of the same is not applicable to the Group.

NOTE : 11 INTANGIBLE ASSETS

Description	Computer Software
Gross Carrying Amount	
As at 1 April 2023 (A)	11.43
Additions	-
Deletions	
As at 31 March 2024 (B)	11.43
Additions	-
Deletions	(11.43)
As at 31 March 2025 (C)	-
Accumulated Depreciation	
As at 1 April 2023 (D)	9.24
Amortisation for the period	-
Deletions	
As at 31 March 2024 (E)	9.24
Amortisation for the period	-
Deletions	(9.24)
As at 31 March 2025 (F)	-
Net Block	
As at 31 March 2024 (B) - (E)	2.19
As at 31 March 2025 (C) - (F)	-

Notes to Consolidated Financial Statements

for the year ended March 31, 2025

(Currency: ₹ in lakhs)

Notes:

Since the Group has not carried out any revaluation of its intangible assets held by the company during the year/previous year, the requirement of disclosure regarding any revaluation of the same is not applicable to the company.

NOTE : 12 OTHER NON-FINANCIAL ASSETS

Particulars	As at March 31, 2025	As at March 31, 2024
Advances to Staff	41.87	14.41
Advances to Suppliers	27.51	14.07
Advance to Branches	2.13	1.93
Advance against capital goods	100.00	100.00
Prepaid Expenses	261.91	295.06
Total	433.42	425.47

NOTE : 13 PAYABLES

Particulars	As at March 31, 2025	As at March 31, 2024
Trade Payable - Stock Broking	33,443.20	29,175.52
Trade Payable -Expenses		
Total outstanding dues of MSME	1.13	-
Total outstanding dues of creditors other than MSME	126.65	75.63
Trade Payable -Others	13.31	75.00
Total	33,584.29	29,326.15

Note :

- Please refer Note 43 Dues to micro, small and medium enterprises, of the Financial Statements regarding dues to Dues to micro and small enterprises
- Please also refer Note No. 65 for the Trade Payable Ageing Schedule

NOTE : 14 DEBT SECURITIES

Particulars	As at March 31, 2025	As at March 31, 2024
At Amortised cost		
Commercial Papers (Unsecured, repayable within 1 year)	694.76	4,387.50
Total	694.76	4,387.50
In India	694.76	4,387.50
Outside India	-	-
Total	694.76	4,387.50

Note :

- Rate of interest is ranging from 7.99% to 9.24%(as at 31 March, 2024: 10.00% to 11.00%) for commercial paper outstanding.
- The aforesaid commercial papers are repayable within a period of 1 year

Notes to Consolidated Financial Statements

for the year ended March 31, 2025

NOTE : 15 BORROWINGS (OTHER THAN DEBT SECURITIES)

Particulars	As at March 31, 2025	As at March 31, 2024
At Amortised cost		
Secured Borrowings		
Overdraft from HDFC Bank (Refer Note (a))	-	2,105.65
Vehicle Loans (Refer Note (b))		
Loan from Kotak Mahindra Prime Limited	3.62	7.43
Loan from Daimler Financial Services India Ltd	-	12.06
Loan From BMW India Financial Services Pvt Ltd	6.17	16.10
Loan From Axis Bank Ltd	185.38	296.45
Unsecured Borrowings		
Loans from shareholders		
- Other than promoter group	30.00	30.00
- Related Parties	-	4,440.83
Total	225.17	6,908.52
In India	225.17	6,908.52
Outside India	-	-
Total	225.17	6,908.52

Notes:

'- Rate of interest is ranging from 7.00% to 9.00% (as at 31 March, 2024: 7.00% to 9.00%) for above borrowings.

(a) Security and terms of repayment of overdraft from banks:

The aforesaid overdraft facility from the banks is Secured against hypothecation of Office premises & Securities, and Personal guarantee of Key Management.

(b) Security against vehicle loan from banks and NBFCs:

The aforesaid vehicle loans from banks and NBFCs are secured by hypothecation of vehicles, repayable in 36-60 monthly instalments.

NOTE : 16 OTHER FINANCIAL LIABILITIES

Particulars	As at March 31, 2024	As at March 31, 2023
Employee benefits payable	30.69	26.36
Deposits from Clients	6,705.40	4,266.68
Deposits from Authorised Person	245.90	257.79
Other Current Liabilities	113.43	42.45
Lease Liabilities (Refer Note 34)	1,024.31	-
Book Overdraft	285.65	-
Total	8,405.38	4,593.29

Notes to Consolidated Financial Statements

for the year ended March 31, 2025

(Currency: ₹ in lakhs)

NOTE : 17 CURRENT TAX LIABILITIES (NET)

Particulars	As at March 31, 2025	As at March 31, 2024
Income Tax Payable (net of advance tax/TDS)	487.09	4.83
Total	487.09	4.83

NOTE : 18 PROVISIONS

Particulars	As at March 31, 2025	As at March 31, 2024
Provision for Expenses	11.28	75.99
Provision for Gratuity	408.26	341.91
Provision for CSR	-	136.61
Total	419.54	554.51

NOTE : 19 OTHER NON FINANCIAL LIABILITIES

Particulars	As at March 31, 2025	As at March 31, 2024
Statutory Remittances	49.72	446.77
Advance Brokerage from Client	4.19	1.73
Other Payables	1.25	3.07
Total	55.17	451.56

NOTE : 20 EQUITY SHARE CAPITAL

Particulars	As at March 31, 2025	As at March 31, 2024
a Authorised :		
Equity Shares of ₹ 10/- each		
890,00,000 (Previous year 540,00,000) Equity shares of ₹10 each	8,900.00	5,400.00
60,00,000 (Previous Year 60,00,000) Redeemable Preference Shares of ₹10 each	600.00	600.00
5,00,000-6% Cumulative Redeemable Preference Share of ₹ 100/- each	500.00	500.00
Total	10,000.00	6,500.00
b Issued and Subscribed and Paid up:		
7,84,60,938 (Previous year 3,38,69,518) Equity shares fully paid of ₹ 10 each	7,846.09	3,386.95
Total	7,846.09	3,386.95
c Reconciliation of number of shares outstanding at the beginning and end of the year :		
Equity share :		
Outstanding at the beginning of the year	3,38,69,518	3,38,69,518
Add/(Less): Addition during the year	53,60,951	-
Equity shares allotted as fully paid bonus shares by capitalisation of reserves	3,92,30,469	-
Outstanding at the end of the year	7,84,60,938	3,38,69,518

Notes to Consolidated Financial Statements

for the year ended March 31, 2025

(Currency: ₹ in lakhs)

d Terms / Rights attached to each classes of shares

Terms / Rights attached to Equity shares

The Company has only one class of equity shares with voting rights having a par value of ₹ 10 per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian Rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders at the ensuing Annual General Meeting, except in case of interim dividend.

The Board of Directors, have recommended a Dividend for the financial year ended on 31/03/2025 @ 10% (i.e. ₹ 1/-) per equity share (Previous Year - ₹ 1/-) to the equity shareholders. The Dividend will be paid after the approval of shareholders at ensuing Annual General Meeting. The date of book closure/record date for the entitlement of such dividend and Annual General Meeting shall be decided and informed in due course of time.

In the event of liquidation of the Company, the shareholders of equity shares will be entitled to receive remaining assets of the Company after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

The company has not bought back any shares and issued any bonus shares for consideration other than cash during the period of five years immediately preceding the reporting date.

e Shareholders holding more than 5% shares in the company is set out below:

Equity share	As at March 31, 2025		As at March 31, 2024	
	No. of Shares	%	No. of Shares	%
Vaibhav Jayantilal Shah	69,47,630	8.85%	34,73,815	10.26%
Suresh Babulal Bafna	50,25,000	6.40%	25,12,500	7.42%
Bela Himanshu Shah	49,72,000	6.34%	24,86,000	7.34%
Bankim Jayantilal Shah	44,12,000	5.62%	22,06,000	6.51%
Gaurav Bhandari	44,92,856	5.73%	18,00,000	5.31%

f Details of Shares held by Promoters/ Promoter group at the end of the year

Equity share	As at March 31, 2025		
	No. of Shares	%	% Change during the year
Vaibhav Jayantilal Shah	69,47,630	8.85%	-1.41%
Suresh Babulal Bafna	50,25,000	6.40%	-1.02%
Bela Himanshu Shah	49,72,000	6.34%	-1.00%
Bankim Jayantilal Shah	44,12,000	5.62%	-0.89%
Monarch Infraparks Private Limited	35,35,714	4.51%	4.51%
Manju Suresh Bafna	31,25,114	3.98%	-0.63%
Simandhar Securities Pvt Ltd	28,92,000	3.69%	-0.58%
Kinnari Vaibhav Shah	26,28,000	3.35%	-0.53%
Himanshu Jayantilal Shah	26,20,932	3.34%	-0.53%
Ashok Daulatraj Bafna	14,07,000	1.79%	-0.29%
Shailen Ramesh Shah	14,07,000	1.79%	-0.29%

Notes to Consolidated Financial Statements

for the year ended March 31, 2025

(Currency: ₹ in lakhs)

Equity share	As at March 31, 2025		
	No. of Shares	%	% Change during the year
Yantra Esolarindia Private Limited	12,16,834	1.55%	-0.25%
Vrushali Himanshu Shah	7,47,340	0.95%	-0.15%
Hemangi Bankim Shah	2,00,000	0.25%	-0.05%
Anushree Himanshubhai Shah	2,00,000	0.25%	-0.05%
Kavish Vaibhav Shah	50,000	0.06%	-0.01%
Himanshu Jayantilal Shah - HUF	29,500	0.04%	0.00%

Equity share	As at March 31, 2024		
	No. of Shares	%	% Change during the year
Vaibhav Jayantilal Shah	34,73,815	10.26%	11.74%
Suresh Babulal Bafna	25,12,500	7.42%	0.00%
Bela Himanshu Shah	24,86,000	7.34%	3.33%
Bankim Jayantilal Shah	22,06,000	6.51%	0.00%
Manju Suresh Bafna	15,62,557	4.61%	0.00%
Simandhar Securities Pvt Ltd	14,46,000	4.27%	0.00%
Kinnari Vaibhav Shah	13,14,000	3.88%	9.14%
Himanshu Jayantilal Shah	13,10,466	3.87%	8.66%
Ashok Daulatraj Bafna	7,03,500	2.08%	0.00%
Shailen Ramesh Shah	7,03,500	2.08%	0.00%
Yantra Esolarindia Private Limited	6,08,417	1.80%	1.80%
Vrushali Himanshu Shah	3,73,670	1.10%	1.10%
Hemangi Bankim Shah	1,00,000	0.30%	0.00%
Anushree Himanshubhai Shah	1,00,000	0.30%	0.30%
Kavish Vaibhav Shah	25,000	0.07%	0.07%
Himanshu Jayantilal Shah - Huf	14,750	0.04%	0.04%

- g** The Company has successfully raised equity share capital through Preferential Issue of ₹ 30,021.32 lakhs. The said issue had been approved by the Board on July 28, 2024 and the shareholders in Extraordinary General Meeting on August 22, 2024. The Company issued and allotted 53,60,951 equity shares (Face value of ₹ 10 per share) at a premium of ₹ 550 per share. The shares were allotted on August 28, 2024.
- h** The Board of Directors of the Company at its meeting held on July 28, 2024 approved issue of 1 (one) bonus share of the Company of the face value of ₹ 10 each, for every 1 (one) fully paid up equity share of face value of ₹ 10 each. A sum of ₹ 3,923.04 Lakhs has been capitalised on September 16, 2024 from share premium account of the Company for the purpose of allotment of 3,92,30,469 bonus equity shares of ₹ 10 each.

Notes to Consolidated Financial Statements

for the year ended March 31, 2025

(Currency: ₹ in lakhs)

NOTE : 21 OTHER EQUITY

Particulars	As at March 31, 2025	As at March 31, 2024
a. Reserves & Surplus		
Capital reserve - at the beginning of the year	182.24	182.24
Add: Addition during the year	-	-
At the end of the year	182.24	182.24
Securities premium reserve - at the beginning of the year	5,224.09	5,224.09
Add: Addition during the year	25,562.19	-
At the end of the year	30,786.28	5,224.09
Share Based Payment Reserve (Refer Note 49)		
At The Beginning of the year	758.35	309.49
Add: Additions during the year	485.04	448.87
At the end of the year	1,243.40	758.35
Special reserve - at the beginning of the year	526.46	415.19
Add: Addition during the year	93.26	111.27
At the end of the year	619.72	526.46
Retained earnings - at the beginning of the year	24,542.68	12,676.52
Add: Addition during the year	14,926.60	12,314.98
Less: Dividend Declared	(338.70)	(338.70)
Add: Minority Share of Loss (NFSL) 45.31%	-	7.04
Add: Share of opening reserve (Money Changer)	-	(5.90)
Less: 20% transfer to Special Reserve	(93.26)	(111.27)
At the end of the year	39,037.32	24,542.68
b. Other comprehensive income		
Remeasurements of the net defined benefit Plans	(29.38)	(14.46)
Add/(Less): Adjustment during the year	(6.61)	(14.92)
At the end of the year	(35.99)	(29.38)
Fair valuation of investments in equity shares	-	-
Add/(Less): Adjustment during the year	-	-
At the end of the year	-	-
Total Other comprehensive income	(35.99)	(29.38)
Total Other Equity	71,832.97	31,204.43

The Description of the nature and purpose of each reserve within equity is as follows:

- a) Capital reserve:** Capital Reserves are mainly the reserves created during business combination for the gain on bargain purchase.
- b) Securities Premium Reserve:** Securities premium reserve is credited when shares are issued at premium. It is utilised in accordance with the provisions of the Act, to issue bonus shares, to provide for premium on redemption of shares or debentures, write-off equity related expenses like underwriting costs, etc.

Notes to Consolidated Financial Statements

for the year ended March 31, 2025

(Currency: ₹ in lakhs)

- c) **Share Based Payment Reserve:** This reserve is created by debiting the statement of profit and loss account with the value of share options granted to the employees by the Group. Once shares are issued by the Group, the amount in this reserve will be transferred to Share capital, Securities premium or retained earnings.
- d) **Retained earnings:** Retained earnings represents undistributed profits of the Group.
- e) **Other comprehensive income:** Represents remeasurements of defined benefit liability comprises of actuarial gains and losses.

NOTE : 22 FEES AND COMMISSION INCOME

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
(i) Income from brokerage and commission		
Brokerage	10,958.58	12,099.31
Income from Depository Operation	446.54	389.64
Income from Distribution Operation	121.31	214.64
Income from Insurance services	130.44	136.21
Other Operating Income	434.67	602.64
	12,091.54	13,442.44
(ii) Merchant banking & Other Advisory Services		
Merchant Banking Services	2,288.00	3,586.58
Other Advisory Services	3,693.80	799.85
	5,981.80	4,386.43
(iii) Asset Management Services	1,498.32	899.49
Total	19,571.66	18,728.36

Note :

Please refer Note 50 regarding additional disclosure for Revenue from Contract with Customers

NOTE : 23 INTEREST INCOME (AT AMORTISED COST)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Interest on margin funding	3,966.74	1,985.04
Interest on delayed payment	2,744.28	1,966.68
Interest on fixed deposits under the lien with stock exchanges	4,131.81	3,247.12
Interest from NBFC Services	103.64	37.23
Total	10,946.47	7,236.07

Notes to Consolidated Financial Statements

for the year ended March 31, 2025

(Currency: ₹ in lakhs)

NOTE : 24 NET GAIN ON FAIR VALUE CHANGES

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Realised	230.19	1,804.73
Unrealised	1,932.17	
Total	2,162.36	1,804.73

NOTE : 25 OTHER INCOME

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Dividend Income	14.64	12.70
Other Interest Income	60.26	42.02
Other non-operating income	41.02	75.39
Profit on sale of asset	1.04	0.41
Total	116.96	130.52

NOTE : 26 EMPLOYEE BENEFIT EXPENSES

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Salary & Other Allowances	3,312.67	3,174.55
Contribution to Provident & Other fund (Refer note 35)	185.78	178.04
Share Based Payments to employees (Refer note 49)	485.05	448.87
Staff Welfare Expenses	154.06	108.41
Performance Incentive	564.92	350.18
Total	4,702.48	4,260.05

NOTE : 27 FEES AND COMMISSION EXPENSE

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Sub Brokerage & Commission Expenses	3,058.88	2,729.97
Total	3,058.88	2,729.97

NOTE : 28 FINANCE COST

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Interest expense on:		
Temporary overdrafts availed from banks	16.75	11.75
Car Loans	22.89	20.66
Commercial paper discount charges	461.07	265.18
Interest expense intercorporate deposits	476.66	524.45
Other Interest	391.29	275.84
Interest expense on lease liability	130.01	-

Notes to Consolidated Financial Statements

for the year ended March 31, 2025

(Currency: ₹ in lakhs)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Other borrowing costs		
Bank Guarantee Charges	261.62	194.76
Other Charges	4.77	10.00
Total	1,765.06	1,302.64

NOTE : 29 IMPAIRMENT OF FINANCIAL INSTRUMENTS

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Impairment allowance - stage I & II	(1.62)	-
Impairment allowance - stage III	47.52	-
Total	45.90	-

NOTE : 30 DEPRECIATION & AMORTISATION EXPENSES

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Depreciation on Property, plant & equipment	211.34	173.60
Amortisation on other intangible assets	-	-
Amortisation on lease	543.47	-
Total	754.81	173.60

NOTE : 31 OTHER EXPENSES

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Legal and professional charges	731.38	609.19
Sales & marketing expenses	92.45	81.82
Depository charges	148.44	123.57
Exchange expenses	49.98	34.75
Connectivity Charges	168.74	141.89
Software Charges	450.62	389.94
Rent Rates & Taxes	2.88	584.34
Electricity Charges	84.03	79.50
Telephone Charges	27.79	25.81
Repairs & Maintenance	161.46	95.78
Manpower supply charges	15.87	9.33
Postage & Courier Charges	12.98	14.04
Conveyance & Travelling	197.26	146.62
Printing and stationery	17.42	12.33
Office expenses	59.84	42.25
Membership Fees & Subscription	200.21	103.03
Insurance	8.30	2.02

Notes to Consolidated Financial Statements

for the year ended March 31, 2025

(Currency: ₹ in lakhs)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Auditors Remuneration (Refer Note No 47)	26.14	6.60
Corporate Social Responsibility (Refer Note No 48)	15.77	194.30
Charity & Donations	1.38	0.45
Loss on sale of stock-in-error	28.27	8.31
Provision for Doubtful Debts/Sundry balances w/off	294.76	110.12
Other Expenses	201.99	108.09
Advertisement & Business Promotion Expenses	173.61	92.94
GST Expenses	25.28	-
Total	3,196.82	3,017.01

NOTE : 32 OTHER COMPREHENSIVE INCOME

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
(i) Items that will not be reclassified to profit or loss		
Changes in revaluation surplus		
(i) Remeasurements of the defined benefit plans	(8.83)	(19.94)
(ii) Equity Instruments through Other Comprehensive Income		-
(iii) Income tax relating to items that will not be reclassified to profit or loss	2.22	5.02
Total	(6.61)	(14.92)

NOTE : 33 EARNINGS PER SHARE (EPS)

Basic EPS amounts are calculated by dividing the profit for the year attributable to equity holders by the weighted average number of Equity shares outstanding during the year.

Diluted EPS amounts are calculated by dividing the profit attributable to equity holders by the weighted average number of Equity shares outstanding during the year plus the weighted average number of Equity shares that would be issued on conversion of all the dilutive potential Equity shares into Equity shares.

Particulars	March 31, 2025	March 31, 2024
i. Profit attributable to Equity holders		
Profit attributable to equity holders :		
Continuing operations	14,926.60	12,314.98
Discontinued operations		-
Profit attributable to equity holders for basic earnings	14,926.60	12,314.98
Profit attributable to equity holders adjusted for the effect of dilution	14,926.60	12,314.98

Notes to Consolidated Financial Statements

for the year ended March 31, 2025

(Currency: ₹ in lakhs)

Particulars	March 31, 2025	March 31, 2024
ii. Weighted average number of ordinary shares		
Issued ordinary shares at 1 April	3,38,69,518	3,38,69,518
Effect of share issued	31,72,508	-
Effect of shares issued as Bonus shares	3,70,42,026	-
Weighted average number of shares at 31 March for Basic EPS	7,40,84,052	3,38,69,518
Effect of dilution:		
Employee Stock option Plan 2021	9,72,266	-
Weighted average number of shares at 31 March for Diluted EPS	7,50,56,318	3,38,69,518
Basic and Diluted earnings per share	INR	INR
Basic earnings per share	20.15	18.18
Diluted earnings per share	19.89	18.18

Note:

The effect of bonus issue is considered in calculation of EPS and DPS for year ending 31 March 2024.

NOTE : 34 TAX EXPENSE

(a) Amounts recognised in profit and loss

Particulars	For the year ended	
	March 31, 2025	March 31, 2024
Current income tax	4,319.73	4,038.08
Changes in tax estimates of prior years	9.57	51.69
Deferred income tax (liability) /asset, net		
Origination and reversal of temporary differences	11.75	7.01
Deferred tax expense	11.75	7.01
Tax expense for the year	4,341.04	4,096.78

(b) Amounts recognised in other comprehensive income

	For the year ended March 31, 2025		
	Before tax	Tax (expense) benefit	Net of tax
Items that will not be reclassified to profit or loss			
Remeasurements of the defined benefit plans	(8.83)	2.22	(6.61)
Equity Instruments through Other Comprehensive Income	-	-	-
Items that will be reclassified to profit or loss	-	-	-
	(8.83)	2.22	(6.61)

Notes to Consolidated Financial Statements

for the year ended March 31, 2025

(Currency: ₹ in lakhs)

	For the year ended March 31, 2024		
	Before tax	Tax (expense) benefit	Net of tax
Remeasurements of the defined benefit plans	(19.94)	5.02	(14.92)
Equity Instruments through Other Comprehensive Income	-	-	-
Items that will be reclassified to profit or loss	-	-	-
	(19.94)	5.02	(14.92)

(c) Reconciliation of effective tax rate on the Amounts recognised in profit and loss as Current Income Tax

Particulars	For the year ended	
	March 31, 2025	March 31, 2024
Profit before tax	19,267.65	16,411.76
Statutory income tax rate	25.17%	25.17%
Tax using domestic tax rate	4,849.28	4,130.51
Tax effect of:		
Non-deductible tax expenses	218.70	158.60
Sale Of Investments	126.48	36.23
Deductions Under Income Tax Act	(69.05)	(290.72)
Other Adjustments	(805.68)	3.46
Total Tax Expense Charged to Statement of Profit & Loss	4,319.73	4,038.08
Effective Tax Rate	22.42%	24.60%

(d) Movement in deferred tax balances

Particular	Net balance April 1, 2024	Recognised in profit or loss	Recognised in OCI	March 31, 2025	
				Net	Deferred tax asset/ (Deferred tax liability)
Deferred tax asset/(liabilities)					
Property, plant and equipment	27.55	12.55	-	40.10	40.10
Compensated absences and gratuity	82.05	17.55	2.22	101.82	101.82
Accumulated Losses	-	9.35	-	9.35	9.35
Expected credit loss	-	115.70	-	115.70	115.70
On fair valuation of investments	-	(189.48)	-	(189.48)	(189.48)
Lease liabilities	-	22.58	-	22.58	22.58
Net Tax Assets/(Liabilities)	109.59	(11.75)	2.22	100.08	100.08

Notes to Consolidated Financial Statements

for the year ended March 31, 2025

(Currency: ₹ in lakhs)

(e) Movement in deferred tax balances

Particular	Net balance April 1, 2023	Recognised in profit or loss	Recognised in OCI	March 31, 2024	
				Net	Deferred tax asset/ (Deferred tax liability)
Deferred tax asset/(Liabilities)					
Property, plant and equipment	46.36	(18.81)	-	27.55	27.55
Compensated absences and gratuity	65.13	11.90	5.02	82.05	82.05
Net Tax Assets/(Liabilities)	111.49	(6.91)	5.02	109.60	109.60

The Group 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 relate to income taxes levied by the same tax authority.

Significant management judgement is required in determining provision for income tax, deferred income tax assets and liabilities and recoverability of deferred income tax assets. The recoverability of deferred income tax assets is based on estimates of taxable income by each jurisdiction in which the relevant entity operates and the period over which deferred income tax assets will be recovered.

NOTE : 35 EMPLOYEE BENEFIT EXPENSE

A. Defined Contribution Plans:

The Group recognised following amounts for provident fund and ESIC contributions in the Statement of Profit and Loss..

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Contribution to Provident Fund	107.56	96.08
Contribution to ESIC	4.84	5.55
Total	112.40	101.63

B. Defined Benefit Plan:

A) The Group makes annual contributions to the Group Gratuity cum Life Assurance Schemes administered by the LIC of India, a funded defined benefit plan for qualifying employees. The scheme provides for payment as under:

i) On normal retirement / early retirement / withdrawal / resignation:

As per the provisions of the Payment of Gratuity Act, 1972 with vesting period of 5 years of service.

ii) On death in service:

As per the provisions of the Payment of Gratuity Act, 1972 without any vesting period.

Under the scheme, the settlement obligation remains with the Group. Group accounts for the liability for future gratuity benefits based on an actuarial valuation. The net present value of the Group's obligation towards the same is actuarially determined based on the projected unit credit method as at the Balance Sheet date.

Notes to Consolidated Financial Statements

for the year ended March 31, 2025

(Currency: ₹ in lakhs)

Plan assets comprise the following:

Particulars	March 31, 2025	March 31, 2024
Policy of insurance	100%	100%
Bank Balance	0%	0%
	100%	100%

Basis & Reasonableness of Valuation Assumptions

Discount Rate

Discount rate for this valuation is based on government bonds having similar term to duration of liabilities. Due to lack of a deep and secondary bond market in India, government bond yields are used to arrive at the discount rate

Salary escalation rate

Estimated future salary increases should take account of inflation, seniority, promotion and other relevant factors such as supply and demand in the employment market.

Withdrawal Rates

Estimated withdrawal rates should take into account the broad economic outlook, type of sector the Group operates in and measures taken by the management to retain/ relieve the employees.

Mortality rate

Mortality rate is a measure of the number of deaths (in general, or due to a specific cause) in population, scaled to the size of that population, per unit of time.

i. Actuarial assumptions

The following were the principal actuarial assumptions at the reporting date (expressed as weighted averages).

Particulars	March 31, 2025	March 31, 2024
Discount rate	6.55%	7.15%
Salary escalation rate	5.10%	5.10%
Withdrawal Rates	30% at all ages	30% at all ages
Mortality rate	Indian Assured Lives Mortality (2012-14)	Indian Assured Lives Mortality (2012-14)

ii. Amount recognised in balance sheet

	March 31, 2025	March 31, 2024
Net defined benefit asset	6.45	6.28
Total employee benefit asset	6.45	6.28
Net defined benefit liability		
Liability for Gratuity	408.25	341.90
Total employee benefit liabilities	408.25	341.90
Non-current	353.51	293.85
Current	54.75	48.06

Notes to Consolidated Financial Statements

for the year ended March 31, 2025

(Currency: ₹ in lakhs)

iii. Movement in net defined benefit (asset) liability

The following table shows a reconciliation from the opening balances to the closing balances for net defined benefit (asset) liability and its components:

	Defined benefit obligation		Fair value of plan assets		Net defined benefit (asset) liability	
	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024
Opening balance	348.18	269.83	6.28	6.08	341.91	263.75
Included in profit or loss					-	-
Current service cost	43.02	52.45	-	-	43.02	52.45
Past service cost		-	-	-	-	-
Interest cost (income)	20.24	19.24	-	0.44	20.24	18.80
Others		-	-	-	-	-
	411.44	341.52	6.28	6.52	405.16	335.00
Remeasurement loss (gain):						
Actuarial loss (gain) arising from						
Demographic assumptions	-	-	-	-	-	-
Financial assumptions	5.80	1.21	-	-	5.80	1.21
Experience adjustment	4.19	16.24	-	-	4.19	16.24
Return on plan assets excluding interest income	-	-	0.17	(0.24)	(0.17)	0.24
	9.99	17.45	0.17	(0.24)	9.82	17.70
Other						
Contributions paid by the employer			-	-	-	-
Benefits paid	(6.88)	(11.00)	-	-	(6.88)	(11.00)
Subsidiary adjustment	0.17	0.21			0.17	0.21
	(6.71)	(10.79)	-	-	(6.71)	(10.79)
Closing balance	414.72	348.18	6.45	6.28	408.27	341.91
Represented by:						
Fair value of plan assets					6.45	6.28
Defined benefit obligation					414.72	348.18
Net Defined benefit liability					408.27	341.91

Notes to Consolidated Financial Statements

for the year ended March 31, 2025

(Currency: ₹ in lakhs)

iv. Expense recognised in the statement of profit and loss

Particulars	March 31, 2025	March 31, 2024
Service cost		
Current service cost	43.01	52.45
Past service cost	-	-
Net interest cost	20.24	18.80
Total included in Employee Benefit Expenses	63.25	71.25

v. Recognition in OCI

Particulars	March 31, 2025	March 31, 2024
Components of actuarial gain/losses on obligations:		
Due to change in financial assumptions	5.80	1.21
Due to change in demographic assumption	-	-
Due to experience adjustments	4.19	16.24
Return on plan assets excluding amounts included in interest income	(0.17)	0.24
Amounts recognized in Other Comprehensive Income	9.81	17.69

vi. Sensitivity analysis

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below.

Particulars	March 31, 2025		March 31, 2024	
	Increase	Decrease	Increase	Decrease
Rate of discounting (0.50% movement)	403.42	413.25	337.90	346.03
Rate of salary increase (0.50% movement)	412.87	403.75	345.85	338.06
Rate of employee turnover (10% movement)	407.88	408.51	341.96	341.64

Although the analysis does not take account of the full distribution of cash flows expected under the plan, it does provide an approximation of the sensitivity of the assumptions shown.

vii. Maturity Analysis of Projected Benefit Obligation from the reporting year:

	1st Following Year	2nd Following Year	3rd Following Year	4th Following Year	5th Following Year	Sum of Years 6 To 10
March 31, 2024	117.67	80.24	57.62	44.44	32.31	69.50
March 31, 2025	142.65	80.82	68.90	51.03	39.51	79.72

Notes to Consolidated Financial Statements

for the year ended March 31, 2025

(Currency: ₹ in lakhs)

NOTE : 36 LEASES- OPERATING LEASES

Leases as lessee

- a) The Group has entered into cancellable operating leasing arrangements for residential and office premises. Following Lease rentals has been included under the head "Other Expenses" under Note No 25 in the notes to the financial statement.

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Lease Rental Payments	2.88	584.34
	2.88	584.34

b) Right of use assets (Refer Note 10)

	For the year ended March 31, 2025	For the year ended March 31, 2024
Balance as at 1 April	-	-
Additions during the year	1,477.20	-
Adjustments/Deletions during the year	-	-
Amortisation on Right-Of-Use (ROU) assets	(543.47)	-
Balance as at 31 March	933.73	-

c) Lease Liabilities

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Balance as at 1 April	-	-
Additions during the year	1,527.54	-
Adjustments/Deletions during the year	-	-
Add: Interest cost accrued during the period	130.01	-
Less: Payment of lease liabilities	(633.24)	-
Balance as at 31 March	1,024.31	-

d) Future minimum lease payments

At March 31, the undiscounted future minimum lease payments under non-cancellable leases were payable as follows:

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Less than one year	598.08	-
Between one and five years	606.75	-
More than five years	-	-
Total	1,204.83	-

Notes to Consolidated Financial Statements

for the year ended March 31, 2025

(Currency: ₹ in lakhs)

e) Amount recognised in statement of profit & loss

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Interest cost on lease liabilities	130.01	-
Amortization on right of use assets	543.47	-
Rental Expenses recorded for short-term lease payments and payments for leases of low-value assets not included in the measurement of the lease liability	2.88	-

The total cash outflows for leases are ₹ 591.90 lakhs for the year ended 31 March, 2025 (31 March, 2024: ₹ 584.34 lakhs).

NOTE : 37 FAIR VALUE DISCLOSURES

Financial instruments – Fair values and risk management

A. Accounting classification and fair values

The following table shows the carrying amounts and fair values of Financial Assets and Financial Liabilities. It does not include fair value information for Financial Assets and Financial Liabilities not measured at fair value if the carrying amount is a reasonable approximation of fair value.

Particulars March 31, 2025	Carrying amount			
	FVTPL	FVTOCI	Amortised Cost	Total
Financial assets				
Cash and cash equivalents	-	-	16,293.55	16,293.55
Bank balance other than cash and cash equivalent above	-	-	46,927.51	46,927.51
Trade receivables	-	-	6,293.54	6,293.54
Other receivables	-	-	2,803.55	2,803.55
Loans	-	-	34,876.97	34,876.97
Investments	12,005.64	-	-	12,005.64
Other financial assets	-	-	1,266.41	1,266.41
	12,005.64	-	1,08,461.53	1,20,467.17
Financial liabilities				
Trade payables	-	-	33,584.29	33,584.29
Debt securities	-	-	694.76	694.76
Borrowings (Other than Debt Securities)	-	-	225.17	225.17
Other financial liabilities	-	-	8,405.38	8,405.38
	-	-	42,909.59	42,909.59

Notes to Consolidated Financial Statements

for the year ended March 31, 2025

(Currency: ₹ in lakhs)

Particulars	Carrying amount			
	FVTPL	FVTOCI	Amortised Cost	Total
March 31, 2024				
Financial assets				
Cash and cash equivalents	-	-	4,906.36	4,906.36
Bank balance other than cash and cash equivalent above	-	-	40,789.72	40,789.72
Trade receivables	-	-	7,443.51	7,443.51
Other receivables	-	-	879.31	879.31
Loans	-	-	20,109.79	20,109.79
Investments	2,713.73	-	-	2,713.73
Other financial assets	-	-	1,757.61	1,757.61
	2,713.73	-	75,886.30	78,600.04
Financial liabilities				
Trade payables	-	-	29,326.15	29,326.15
Debt securities	-	-	4,387.50	4,387.50
Borrowings (Other than Debt Securities)	-	-	6,908.52	6,908.52
Other financial liabilities	-	-	4,593.28	4,593.28
	-	-	45,215.46	45,215.46

B. Measurement of fair values (Key inputs for valuation techniques) :

Level 1 - Quoted prices (unadjusted) 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 (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3 - Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

Particulars	Fair value			
	Level 1	Level 2	Level 3	Total
March 31, 2025				
Financial assets measured at fair value through profit or loss				
Investments	12,005.64	-	-	12,005.64

Particulars	Fair value			
	Level 1	Level 2	Level 3	Total
March 31, 2024				
Financial assets measured at fair value through profit or loss				
Investments	2,713.73	-	-	2,713.73

Notes to Consolidated Financial Statements

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(Currency: ₹ in lakhs)

The carrying amount of cash and bank balances, trade receivables, loans, trade payables, borrowings and other receivables and payables are considered to be the same as their fair values due to their short term nature. The fair values of borrowings (lease liability) and security deposits were calculated based on cash flows discounted using a current lending rate. They are classified as level 3 fair values in the fair value hierarchy due to the inclusion of unobservable inputs including own and counterparty credit risk.

Valuation techniques used to determine fair value

Specific valuation techniques used to value financial instruments includes investment in equity investment valued at quoted closing price on stock exchange / other basis based on materiality.

Transfers between Levels 1 and 2

There were no transfer from Level 1 to Level 2 or vice versa in any of the reporting periods.

C. Financial risk management

The Group has exposure to the following risks arising from financial instruments:

- Credit risk ;
- Liquidity risk ;
- Market risk

Risk management framework

The Group's board of directors has overall responsibility for the establishment and oversight of the Group's risk management framework. The board of directors has established the Risk Management Committee, which is responsible for developing and monitoring the Group's risk management policies. The committee reports regularly to the board of directors on its activities.

The Group's risk management policies are established to identify and analyse the risks faced by the Group, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Group's activities. The Group, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

The audit committee oversees how management monitors compliance with the Group's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Group. The audit committee is assisted in its oversight role by internal audit. Internal audit undertakes both regular and ad hoc reviews of risk management controls and procedures, the results of which are reported to the audit committee.

i. Credit risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Group's receivables from customers and investments in debt securities.

The carrying amount of following financial assets represents the maximum credit exposure:

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(Currency: ₹ in lakhs)

A. Trade and other receivables

Total Receivables & Loans as on 31 March 2025 are as follows:

Particulars	Trade Receivable	Other Receivable	Loans	Total
31 March 2025	6,293.54	2,803.55	34,876.97	43,974.07
31 March 2024	7,443.51	879.31	20,109.79	28,432.61

The Group does not have higher concentration of credit risks to a single customer.

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer. However, management also considers the factors that may influence the credit risk of its customer base, including the default risk of the industry and country in which customers operate.

To measure the expected credit losses, trade receivables have been grouped based on shared credit risk characteristics as follow:

Receivable from Brokerage and depository : Group has large number of customer base with shared credit risk characteristics. As per policy of the Group, trade receivable have been bifurcated into various ageing buckets and appropriate provisions have been created for each bucket against respective trade receivables and the amount of ECL is recognised in the Statement of Profit and Loss. Trade receivable of the Group are of short duration with credit period of 5 days. In case of delay in collection, the Group has right to charges interest (commonly referred as delayed payment charges) on the outstanding amount. However, in case of receivable from depository, the Group doesn't have right to charge interest.

Receivable from Exchange (Unsecured) : There are no historical loss incurred in respect of Receivable from exchange. Entire exposure/receivable as at each reporting period is received and settled within 7 days from reporting period. Therefore, no ECL is recognised in respect of receivable from exchange.

B. Margin Trading Facilities

Receivables from margin trading facility : In accordance with Ind AS 109, the Group applies expected credit loss model (ECL) for measurement and recognition of impairment loss. The expected credit loss is a product of exposure at default (EAD), probability of default (PD) and loss given default (LGD). Group has large number of customer base with shared credit risk characteristics. Receivables against margin trading facilities are secured by collaterals. As per policy of the Group, receivables against Margin trade facilities to the extent not covered by collateral (i.e. unsecured portion) is considered as default and are fully written off as bad debt against respective loan receivables and the amount of loss is recognised in the Statement of Profit and Loss. Subsequent recoveries of amounts previously written off are credited to the Statement of Profit and Loss as bad debts recovered. As per Ind AS 109, the maximum period to consider when measuring expected credit losses is the maximum contractual period (including extension options) over which the entity is exposed to credit risk and not a longer period, even if that longer period is consistent with business practice. Therefore, no ECL is recognised in respect of MTF.

As per simplified approach, the Group makes provision of expected credit losses on trade receivables using a provision matrix to mitigate the risk of default in payments and makes appropriate provision at each reporting date wherever outstanding is for longer period and involves higher risk.

Refer Note 64 for the ageing of the trade receivables.

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(Currency: ₹ in lakhs)

The movement in the allowance for impairment in respect of trade and other receivables during the year was as follows:

Particulars	March 31, 2025	March 31, 2024
Opening balance	116.49	-
Provision for receivables impairment	294.23	116.49
Receivables written off during the year as uncollectible		(6.38)
Provision released during the year		6.38
Closing balance	410.72	116.49

With the applicability of Ind AS 109, the recognition and measurement of impairment of financial assets is based on credit loss assessment by expected credit loss (ECL) model. The ECL assessment involve significant management judgement. The Group's impairment allowance is derived from estimates including the historical default and loss ratios. Management exercises judgement in determining the quantum of loss based on a range of factors, like staging criteria, calculation of probability of default / loss and consideration of probability weighted scenarios and forward looking macroeconomic factors. The board acknowledges and understands that these factors, since there is a large increase in the data inputs required by the ECL model, which increases the risk of completeness and accuracy of the data that has been used to create assumptions in the model. Based on the internal management analysis, as per Board's opinion, there is no requirement of provision for expected credit loss in several financial assets including the trade receivables and other receivables of the Group and all are on fair value, based on the assessment and judgement made by the board of the Group.

ii. Liquidity risk

Liquidity risk is the risk that the Group will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Group's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation.

Exposure to liquidity risk

The following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted, and include estimated interest payments and exclude the impact of netting agreements.

March 31, 2025	Contractual cash flows				
	Carrying amount	Total	12 months or less	1-5 years	More than 5 years
Non-derivative financial liabilities					
Borrowings (Other than Debt Securities)	225.17	225.17	130.72	94.45	-
Debt Securities	694.76	694.76	694.76	-	-
Trade payables	33,584.29	33,584.29	33,536.45	47.83	-
Other financial liabilities	8,405.38	8,405.38	886.73	7,518.65	-
Derivative financial liabilities					
Forward exchange contracts	-	-	-	-	-

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for the year ended March 31, 2025

(Currency: ₹ in lakhs)

March 31, 2024	Contractual cash flows				
	Carrying amount	Total	12 months or less	1-5 years	More than 5 years
Non-derivative financial liabilities					
Borrowings (Other than Debt Securities)	6,908.52	6,908.52	6,713.36	195.16	-
Debt Securities	4,387.50	4,387.50	4,387.50	-	-
Trade payables	29,326.15	29,326.15	28,888.72	437.43	-
Other financial liabilities	4,593.28	4,593.28	68.82	4,524.47	-
Derivative financial liabilities					
Forward exchange contracts	-	-	-	-	-

iii. Market risk

Market risk is the risk that changes in market prices – such as foreign exchange rates and interest rates – will affect the Group's income or the value of its holdings of financial instruments. Market risk is attributable to all market risk sensitive financial instruments including foreign currency receivables and payables and long term debt. We are exposed to market risk primarily related to foreign exchange rate risk and interest rate risk. Thus, our exposure to market risk is a function of revenue generating and operating activities in foreign currency. The objective of market risk management is to avoid excessive exposure in our foreign currency revenues and costs.

a. Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group does not have exposure to floating interest rates borrowings, therefore the Group is not exposed to Interest rate risk.

Fair value sensitivity analysis for fixed-rate instruments

The Group does not account for any fixed-rate financial assets or financial liabilities at fair value through profit or loss. Therefore, a change in interest rates at the reporting date would not affect profit or loss.

Cash flow sensitivity analysis for variable-rate instruments

The Group does not have any financial assets or financial liabilities bearing floating interest rates. Therefore, a change in interest rates at the reporting date would not affect profit or loss.

b. Currency risk

The Group is not exposed to any currency risk on account of its borrowings, other payables and receivables in foreign currency. All dealings are done in domestic markets by the Group. The functional currency of the Group is Indian Rupee.

Notes to Consolidated Financial Statements

for the year ended March 31, 2025

(Currency: ₹ in lakhs)

NOTE : 38 CAPITAL MANAGEMENT

The Group's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business.

"The primary objective of the Group's capital management is to maximize the shareholder value and to ensure the Group's ability to continue as a going concern. No significant changes were made in the objectives for managing capital during the years ended 31 March 2025 and 31 March 2024.

The Group monitors capital using a ratio of 'adjusted net debt' to 'Total equity'. For this purpose, adjusted net debt is defined as total borrowings, comprising interest-bearing loans and borrowings less cash and cash equivalents. Total equity comprises all components of equity.

The Group's adjusted net debt to equity ratio at 31 March 2025 was as follows.

Particulars	Amounts	
	As at March 31, 2025	As at March 31, 2024
Debt Securities	694.76	4,387.50
Borrowings (Other than Debt Securities)	225.17	6,908.52
Total	919.93	11,296.02
Less : Cash and cash equivalent **	16,293.55	4,906.36
Adjusted net debt (i)	(15,373.62)	6,389.66
Total equity (ii)	79,679.06	34,591.39
Total Capital + Net debt (i+ii=iii)	64,305.45	40,981.05
Gearing Ratio	(23.91)	15.59

** Cash and cash equivalents excludes the balances other than Cash and cash equivalents (Refer Note 2)

NOTE : 39 MATURITY ANALYSIS OF ASSETS AND LIABILITIES

The below table shows an analysis of assets and liabilities analysed according to when they are expected to be recovered or settled.

Particulars	As At 31 March 2025		
	Current (Less than 12 months)	Non- Current (More than 12 months)	Total
Assets			
Cash and Cash Equivalents	16,293.55	-	16,293.55
Balances other than Cash and Cash Equivalents	44,694.92	2,232.59	46,927.51
Trade Receivables	5,971.47	322.07	6,293.54
Other Receivables	2,427.41	376.14	2,803.55
Loans	34,876.97	-	34,876.97
Investments	6,590.05	5,415.59	12,005.64
Other Financial Assets	-	1,266.41	1,266.41
Current Tax Assets (Net)	433.48	-	433.48

Notes to Consolidated Financial Statements

for the year ended March 31, 2025

(Currency: ₹ in lakhs)

Particulars	As At 31 March 2025		
	Current (Less than 12 months)	Non- Current (More than 12 months)	Total
Deferred Tax Assets (Net)	-	100.08	100.08
Property, Plant and Equipment	-	2,116.31	2,116.31
Intangible Assets	-	-	-
Other Non-Financial Assets	324.06	109.36	433.42
Total assets	1,11,611.91	11,938.55	1,23,550.46
Liabilities			
Trade Payables	33,536.45	47.83	33,584.29
Debt Securities	694.76	-	694.76
Borrowings (Other than Debt Securities)	130.72	94.45	225.17
Other Financial Liabilities	886.73	7,518.65	8,405.38
Current Tax Liabilities (Net)	487.09	-	487.09
Provisions	66.03	353.51	419.54
Other Non-Financial Liabilities	55.17	-	55.17
Total liabilities	35,856.95	8,014.44	43,871.40

Particulars	As At 31 March 2024		
	Current (Less than 12 months)	Non- Current (More than 12 months)	Total
Assets			
Cash and Cash Equivalents	4,906.36	-	4,906.36
Balances other than Cash and Cash Equivalents	1,769.72	39,020.00	40,789.72
Trade Receivables	7,242.13	201.38	7,443.51
Other Receivables	879.31	-	879.31
Loans	20,109.79	-	20,109.79
Investments	-	2,713.73	2,713.73
Other Financial Assets	-	1,757.61	1,757.61
Current Tax Assets (Net)	421.84	-	421.84
Deferred Tax Assets (Net)	-	109.60	109.60
Property, Plant and Equipment	-	1,258.60	1,258.60
Intangible Assets	-	2.19	2.19
Other Non-Financial Assets	386.52	38.95	425.47
Total assets	35,715.66	45,102.07	80,817.73

Notes to Consolidated Financial Statements

for the year ended March 31, 2025

(Currency: ₹ in lakhs)

Particulars	As At 31 March 2024		
	Current (Less than 12 months)	Non- Current (More than 12 months)	Total
Liabilities			
Trade Payables	28,888.72	437.43	29,326.15
Debt Securities	4,387.50	-	4,387.50
Borrowings (Other than Debt Securities)	6,713.36	195.17	6,908.52
Other Financial Liabilities	68.82	4,524.47	4,593.28
Current Tax Liabilities (Net)	4.83	-	4.83
Provisions	260.66	293.85	554.51
Other Non-Financial Liabilities	451.56	-	451.56
Total liabilities	40,775.44	5,450.91	46,226.36

NOTE : 40 RELATED PARTY RELATIONSHIPS, TRANSACTIONS AND BALANCES

A Nature of relationship

1 Related party where control exists irrespective whether transactions have occurred or not

I Subsidiary Companies

- 1 Monarch Network Finserve Private Limited
- 2 Monarch Network Investment Advisors Private Limited
- 3 Monarch Network Capital IFSC Pvt Ltd

2 Other related parties where transactions have occurred during the year

I Promoters/ KMP and their relatives of the Group

- 1 Vaibhav Shah (Promotor/Managing Director)
- 2 Manju Bafna (Promotor/Wholetime Director)
- 3 Ashok Bafna (Promotor/Wholetime Director)
- 4 Chetan Bohra (Independent Director) (Date of Cessation 13/02/2025)
- 5 Avni Chouhan (Independent Director)
- 6 Satish Kumar (Independent Director)
- 7 Himanshu Shah (Promotor)
- 8 Suresh Bafna (Promotor)
- 9 Bankim Shah (Promotor)
- 10 Bela Shah (Promotor)
- 11 Shailen Shah (Promotor)
- 12 Kinnari Shah (Promotor)
- 13 Hemangi Shah (Promotor)
- 14 Nitesh Tanwar (Company Secretary)
- 15 Govinda Meghani (Chief Financial Officer) (Date of appointment 16/09/2024)
- 16 Vaidik Bafna (Son Of Ashok Bafna)
- 17 Darshika Shah (Spouse Of Shailen Shah)

Notes to Consolidated Financial Statements

for the year ended March 31, 2025

(Currency: ₹ in lakhs)

- 18 Dimple Bafna (Spouse of Brother of Ashok Bafna)
- 19 Khushi Bafna (Daughter Of Ashok Bafna)
- 20 Mahek Shah (Daughter Of Shailen Shah)
- 21 Manish Bafna (Brother Of Ashok Bafna)
- 22 Manish Bafna HUF (HUF of Brother Of Ashok Bafna)
- 23 Manjula Shah (Mother Of Shailen Shah)
- 24 Nirmi Shah (Daughter Of Shailen Shah)
- 25 Nitin Shah (Brother Of Shailen Shah)
- 26 Nitin Shah HUF (HUF Of Brother Of Shailen Shah)
- 27 Savita Bafna (Spouse Of Ashok Bafna)
- 28 Anushree Shah (Daughter Of Himanshu Shah)
- 29 Vrushali Shah (Daughter Of Himanshu Shah)
- 30 Kavish Shah (Son Of Vaibhav Shah)
- 31 Neelam Shah (Spouse of Brother of Shailen Shah)
- 32 Ashok Bafna HUF (HUF of Ashok Bafna)
- 33 Himanshu Shah HUF (HUF of Himanshu Shah)
- 34 Shailen Shah HUF (HUF of Shailen Shah)
- 35 Prerna Rai (Spouse Of Gaurav Bhandari)

II Entities over which Promoters/director/key management personnel/relatives of key management personnel has significant influence

- 1 Premjayanti Properties
- 2 Monarch Infra Ventures
- 3 Krone Investments
- 4 Vibrant Investments
- 5 Mahaveer Equibiz
- 6 Monarch Comtrade Private Limited
- 7 Monarch Infraparks Private Limited
- 8 Premjayanti Enterprises Private Limited
- 9 Yantra E Solar Private Limited
- 10 K & K Ventures
- 11 Krone Finstock Private Limited
- 12 R K Investments
- 13 Opp Basket Private Limited
- 14 Simandhar Securities Private Limited

Notes :

1. The related party relationship have been determined on the basis of the requirement of the Indian Accounting Standard (Ind AS) - 24 'Related Party Disclosures.
2. The relationships as mentioned above pertain to those related parties with whom transactions have taken place during the current year/previous year.

Notes to Consolidated Financial Statements

for the year ended March 31, 2025

(Currency: ₹ in lakhs)

B. The following transactions were carried out during the year with the related parties in the ordinary course of business:

Nature of Transactions	Promoters / KMP and their relatives		Enterprises over which Directors and their relatives exercise significant influence		Total	
	2024-25	2023-24	2024-25	2023-24	2024-25	2023-24
Revenue						
Interest on delayed payment						
Monarch Network Finserve Pvt Ltd			-	9.00	-	9.00
Opp Basket Pvt Ltd			239.50	151.86	239.50	151.86
Yantra Esolar India Private Limited			156.31	23.04	156.31	23.04
Krone Finstock Pvt Ltd			682.41	274.28	682.41	274.28
Krone Investments				187.62	-	187.62
K & K Ventures				3.74	-	3.74
Bankim Shah		0.01			-	0.01
Dimple Bafna		0.01			-	0.01
Himanshu Shah		0.02			-	0.02
Manish Bafna		0.00			-	0.00
Manish Bafna HUF		0.00			-	0.00
Vrushali Shah		0.59			-	0.59
Total	-	0.64	1,078.22	649.53	1,078.22	650.17
Income from depository Operation						
Krone Finstock Pvt Ltd			0.05	0.07	0.05	0.07
Krone Investments			0.08	0.11	0.08	0.11
Mahaveer Equibiz			0.01	0.01	0.01	0.01
Monarch Comtrade Pvt Ltd			0.02	0.04	0.02	0.04
Monarch Infra Ventures			-	0.01	-	0.01
Monarch Infraparks Pvt Ltd			0.09	-	0.09	-
Premjayanti Enterprise Pvt Ltd			0.02	0.02	0.02	0.02
R K investments			0.01	0.00	0.01	0.00
Vibrant Investments			0.00	0.00	0.00	0.00
Yantra Esolar India Private Limited			0.21	0.02	0.21	0.02
K & K Ventures			0.00	0.02	0.00	0.02
Opp Basket Pvt Ltd			3.48	12.74	3.48	12.74
Anushree Shah	0.00	0.00			0.00	0.00
Ashok Bafna	0.01	0.03			0.01	0.03
Ashok Bafna HUF	0.04	0.05			0.04	0.05
Bankim Shah	0.00	0.00			0.00	0.00
Bela Shah	0.00	0.00			0.00	0.00
Hemangi Shah	0.00	0.00			0.00	0.00
Himanshu Shah	0.00	0.00			0.00	0.00
Kavish Shah	0.00	0.00			0.00	0.00

Notes to Consolidated Financial Statements

for the year ended March 31, 2025

(Currency: ₹ in lakhs)

Nature of Transactions	Promoters / KMP and their relatives		Enterprises over which Directors and their relatives exercise significant influence		Total	
	2024-25	2023-24	2024-25	2023-24	2024-25	2023-24
Kinnari Shah	0.00	0.00			0.00	0.00
Manju Bafna	-	0.00			-	0.00
Vaibhav Shah	0.00	0.01			0.00	0.01
Vaidik Bafna	0.02	0.04			0.02	0.04
Vrushali Shah	0.00	0.00			0.00	0.00
Darshika Shah	0.01	0.01			0.01	0.01
Dimple Bafna	0.02	0.01			0.02	0.01
Khushi Ashok Bafna	0.01	0.01			0.01	0.01
Mahek Shah	0.01	0.01			0.01	0.01
Manish Bafna	0.01	0.01			0.01	0.01
Manish Bafna HUF	0.03	0.03			0.03	0.03
Manjula Shah	0.00	0.00			0.00	0.00
Neelam Shah	0.00	0.00			0.00	0.00
Nirmi Shah	0.01	0.01			0.01	0.01
Nitin Shah	0.00	0.00			0.00	0.00
Nitin Shah HUF	0.01	0.01			0.01	0.01
Savita Bafna	0.01	0.01			0.01	0.01
Shailen Shah HUF	0.00	0.00			0.00	0.00
Shailen Shah	0.01	0.01			0.01	0.01
Suresh Bafna	0.00				0.00	-
Total	0.22	0.26	3.97	13.02	4.19	13.29
Brokerage Income						
Krone Finstock Pvt Ltd			4.44	2.34	4.44	2.34
Krone Investments			8.61	23.28	8.61	23.28
Mahaveer Equibiz			0.32	0.35	0.32	0.35
Monarch Comtrade Pvt Ltd			0.07	0.69	0.07	0.69
Monarch Infra Ventures			-	0.02	-	0.02
Premjayanti Enterprise Pvt Ltd			0.13	0.07	0.13	0.07
R K investments			0.12	0.13	0.12	0.13
Vibrant Investments			0.03	0.03	0.03	0.03
Yantra Esolar India Private Limited			0.24	0.79	0.24	0.79
K & K Ventures			0.35	0.34	0.35	0.34
Opp Basket Pvt Ltd			1.28	27.31	1.28	27.31
Anushree Shah	0.00	0.02			0.00	0.02
Ashok Bafna	0.19	1.23			0.19	1.23
Ashok Bafna HUF	0.66	1.53			0.66	1.53
Bankim Shah	0.00	0.16			0.00	0.16
Bela Shah	0.06	1.15			0.06	1.15

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for the year ended March 31, 2025

(Currency: ₹ in lakhs)

Nature of Transactions	Promoters / KMP and their relatives		Enterprises over which Directors and their relatives exercise significant influence		Total	
	2024-25	2023-24	2024-25	2023-24	2024-25	2023-24
Darshika Shah	0.19	0.49			0.19	0.49
Dimple Bafna	0.17	1.14			0.17	1.14
Hemangi Shah	0.00	0.10			0.00	0.10
Himanshu Shah	0.00	2.05			0.00	2.05
Kavish Shah	0.00	0.02			0.00	0.02
Khushi Bafna	0.05	0.40			0.05	0.40
Kinnari Shah	0.06	0.13			0.06	0.13
Mahek Shah	0.11	0.11			0.11	0.11
Manish Bafna	0.09	0.85			0.09	0.85
Manish Bafna HUF	0.15	1.32			0.15	1.32
Manju Bafna	-	3.60			-	3.60
Manjula Shah	0.03	0.58			0.03	0.58
Neelam Shah	0.06	0.53			0.06	0.53
Nirmi Shah	0.12	0.17			0.12	0.17
Nitin Shah	0.48	0.93			0.48	0.93
Nitin Shah HUF	0.12	0.29			0.12	0.29
Savita Bafna	0.40	1.20			0.40	1.20
Shailen Shah HUF	0.03	0.07			0.03	0.07
Shailen Shah	0.58	1.31			0.58	1.31
Vaibhav Shah	0.00	0.05			0.00	0.05
Vaidik Bafna	0.23	0.56			0.23	0.56
Vrushali Shah	0.00	1.47			0.00	1.47
Total	3.79	21.47	15.60	55.35	19.39	76.82
Expenses						
Professional Fees Paid						
Suresh Bafna	60.00	39.00			60.00	39.00
Prerna Rai	18.00				18.00	-
Total	78.00	39.00	-	-	78.00	39.00
Salaries & Incentive						
Ashok Bafna	24.02	24.02			24.02	24.02
Manju Bafna	24.00	21.38			24.00	21.38
Vaibhav Shah	29.78	160.11			29.78	160.11
Bankim Shah	30.00	30.00			30.00	30.00
Shailen Shah	24.02	24.02			24.02	24.02
Vaidik Ashok Bafna	17.03	8.91			17.03	8.91
Gaurav Bhandari	428.34	290.61			428.34	290.61
Govinda Meghani	37.55	-			37.55	-
Hetvi Gandhi	-	12.04			-	12.04
Rupali Verma		10.48			-	10.48

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for the year ended March 31, 2025

(Currency: ₹ in lakhs)

Nature of Transactions	Promoters / KMP and their relatives		Enterprises over which Directors and their relatives exercise significant influence		Total	
	2024-25	2023-24	2024-25	2023-24	2024-25	2023-24
Nitesh Tanwar	20.39	3.12			20.39	3.12
Total	635.14	584.70	-	-	635.14	584.70
Interest Paid						
Krone Finstock Pvt Ltd			76.34	119.84	76.34	119.84
Monarch Infraparks Pvt Ltd			264.00	149.42	264.00	149.42
Opp Basket Pvt Ltd			136.32	256.56	136.32	256.56
Ashok Bafna		2.45			-	2.45
Ashok Bafna HUF		3.03			-	3.03
Darshika Shah		0.12			-	0.12
Dimple Bafna		0.84			-	0.84
Khushi Bafna		0.96			-	0.96
Manish Bafna		1.54			-	1.54
Manish Bafna HUF		1.45			-	1.45
Manju Bafna		6.01			-	6.01
Manjula Shah		0.36			-	0.36
Neelam Shah		0.53			-	0.53
Nitin Shah		0.52			-	0.52
Nitin Shah HUF		0.74			-	0.74
Savita Bafna		2.61			-	2.61
Shailen Shah		0.84			-	0.84
Vaidik Bafna		0.92			-	0.92
Total	-	22.91	476.66	525.82	476.66	548.74
Lease Rent Paid						
Manju Bafna	60.00	60.00			60.00	60.00
Premjayanti Properties			175.28	166.50	175.28	166.50
Total	60.00	60.00	175.28	166.50	235.28	226.50
Dividend paid						
Vaibhav Shah	34.74	34.74			34.74	34.74
Suresh Bafna	25.13	25.13			25.13	25.13
Bela Shah	24.86	24.06			24.86	24.06
Bankim Shah	22.06	22.06			22.06	22.06
Manju Bafna	15.63	15.63			15.63	15.63
Kinnari Shah	13.14	12.04			13.14	12.04
Himanshu Shah	13.10	12.06			13.10	12.06
Gaurav Bhandari	18.00	18.00			18.00	18.00
Ashok Bafna	7.04	7.04			7.04	7.04
Shailen Shah	7.04	7.04			7.04	7.04

Notes to Consolidated Financial Statements

for the year ended March 31, 2025

(Currency: ₹ in lakhs)

Nature of Transactions	Promoters / KMP and their relatives		Enterprises over which Directors and their relatives exercise significant influence		Total	
	2024-25	2023-24	2024-25	2023-24	2024-25	2023-24
Vrushali Shah	3.74				3.74	-
Hemangi Shah	1.00	1.00			1.00	1.00
Anushree Shah	1.00	1.00			1.00	1.00
Kavish Shah	0.25				0.25	-
Himanshu Shah HUF	0.15				0.15	-
Dimple Bafna	0.04	0.04			0.04	0.04
Simandhar Securities Pvt Ltd	-		14.46	14.46	14.46	14.46
Yantra Esolarindia Private Limited			6.08	3.00	6.08	3.00
Mahaveer Equibiz	-		0.65	-	0.65	-
Total	186.90	179.82	21.19	17.46	208.09	197.28
Repayment of loan / (Loan taken) during the year						
Opp Basket Pvt Ltd			4,440.83	(4,440.83)	4,440.83	(4,440.83)
Total	-	-	4,440.83	(4,440.83)	4,440.83	(4,440.83)
Repayment of loan / (Loan taken) during the year						
Opp Basket Pvt Ltd			4,440.83	(4,440.83)	4,440.83	(4,440.83)
Total	-	-	4,440.83	(4,440.83)	3,102.35	(6,318.48)
Repayment of deposit						
Shailen Shah	10.00	30.00			10.00	30.00
Darshika Shah	-	25.00			-	25.00
Manjula Shah	-	30.00			-	30.00
Nitin Shah	5.00	35.00			5.00	35.00
Nitin Shah HUF	8.00	37.00			8.00	37.00
Ashok Bafna		50.00			-	50.00
Ashok Bafna HUF	25.00	25.00			25.00	25.00
Dimple Bafna		35.00			-	35.00
Khushi Bafna	7.00	13.00			7.00	13.00
Manish Bafna		48.00			-	48.00
Manish Bafna HUF		60.00			-	60.00
Manju Bafna		200.00			-	200.00
Savita Bafna	15.00	35.00			15.00	35.00
Vaidik Bafna	10.00	5.00			10.00	5.00
Total	80.00	628.00	-	-	80.00	628.00

Notes to Consolidated Financial Statements

for the year ended March 31, 2025

(Currency: ₹ in lakhs)

C. The following transactions were carried out during the year with the related parties in the ordinary course of business:

Nature of Transactions	Promoters / KMP and their relatives		Enterprises over which Directors and their relatives exercise significant influence		Total	
	2024-25	2023-24	2024-25	2023-24	2024-25	2023-24
Receivables / Advances						
Suresh Bafna	-	0.00	-	-	-	0.00
Krone Finstock Pvt Ltd	-	-	682.41	-	682.41	-
Yantra Esolar India Private Limited	-	-	156.31	-	156.31	-
Opp Basket Pvt Ltd	-	-	239.50	-	239.50	-
Neelam Shah	-	0.00	-	-	-	0.00
Total	-	0.00	1,078.22	-	1,078.22	0.00
Payables/Loan						
Shailen Shah	-	15.88	-	-	-	15.88
Shailen Shah HUF	-	3.90	-	-	-	3.90
Ashok Bafna	-	2.00	-	-	-	2.00
Ashok Bafna HUF	5.02	-	-	-	5.02	-
Darshika Shah	-	6.03	-	-	-	6.03
Manjula Shah	-	2.42	-	-	-	2.42
Nitin Shah	-	2.19	-	-	-	2.19
Nitin Shah HUF	-	0.12	-	-	-	0.12
Krone Finstock Pvt Ltd	-	-	0.72	2.53	0.72	2.53
Krone Investments	-	-	171.70	14.94	171.70	14.94
Premjayanti Enterprise Pvt Ltd	-	-	-	-	-	-
Yantra Esolar India Private Limited	-	-	-	3.70	-	3.70
Monarch Comtrade Pvt Ltd	-	-	0.65	-	0.65	-
Monarch Infraparks Pvt Ltd	-	-	200.00	-	200.00	-
Savita Bafna	-	0.22	-	-	-	0.22
Khushi Bafna	-	6.09	-	-	-	6.09
Suresh Bafna	-	-	-	-	-	-
Vaidik Bafna	-	0.15	-	-	-	0.15
Vrushali Shah	-	1.64	-	-	-	1.64
K & K Ventures	-	-	-	0.00	-	0.00
Opp Basket Pvt Ltd	-	-	277.90	4,442.35	277.90	4,442.35
Mahaveer Equibiz	-	-	-	3.06	-	3.06
Total	5.02	40.63	650.96	4,466.58	655.98	4,507.21
Unsecured Loans						
Opp Basket Pvt Ltd	-	-	4,440.83	-	4,440.83	-
Total	-	-	4,440.83	-	4,440.83	-

Notes to Consolidated Financial Statements

for the year ended March 31, 2025

(Currency: ₹ in lakhs)

Nature of Transactions	Promoters / KMP and their relatives		Enterprises over which Directors and their relatives exercise significant influence		Total	
	2024-25	2023-24	2024-25	2023-24	2024-25	2023-24
Deposit						
Shailen Shah	-	10.00	-	-	-	10.00
Nitin Shah	-	5.00	-	-	-	5.00
Nitin Shah HUF	-	8.00	-	-	-	8.00
Ashok Bafna HUF	-	25.00	-	-	-	25.00
Khushi Bafna	-	7.00	-	-	-	7.00
Savita Bafna	-	15.00	-	-	-	15.00
Vaidik Bafna	-	10.00	-	-	-	10.00
Total	-	80.00	-	-	-	80.00

Terms and conditions of transactions with related parties

- All Related Party Transactions entered during the year were in ordinary course of the business and on arm's length basis.
- Outstanding balances at the year-end are unsecured and settlement occurs in cash.
- Directors of the Companies have given personal guarantees towards certain borrowings and cash credit of the Company
- Gratuity and Compensated absences are included in managerial remuneration as disclosed above
- For the current year, the Company has not recorded any impairment of receivables relating to amounts owed by related parties (Previous Year: ₹ Nil). This assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates.

NOTE : 41 CONTINGENT LIABILITIES (TO THE EXTENT NOT PROVIDED FOR)

Particulars	March 31, 2025	March 31, 2024
Guarantees:		
(i) Bank guarantees with exchanges as margin	30,500.00	27,000.00
(ii) Other bank guarantees	-	-
Others:		
(i) Claims against the Group not acknowledged as debts	70.41	72.93
(ii) Disputed income tax demands not provided for		
(a) Income Tax matters pending with various authorities	236.89	142.47
(b) Service Tax & GST matters pending with various authorities (Merged Entity -Monarch Project & Finmarkets Limited and Monarch Research Brokerage Pvt Ltd)	186.06	245.64
Total	30,993.36	27,461.04

Notes to Consolidated Financial Statements

for the year ended March 31, 2025

(Currency: ₹ in lakhs)

Notes

- (i) The Group's pending litigations comprise of claims against the Group primarily by the customers. The Group has reviewed all its pending litigations and proceedings and has adequately provided for where provisions are required and disclosed the contingent liabilities where applicable, in its financial statements. The Group does not expect the outcome of these proceedings to have a material adverse effect on its financial results at March 31, 2025.
- (ii) Pending resolution of the respective proceedings, it is not practicable for the Group to estimate the timing of the cash outflows, if any, in respect of the above as it is determinable only on receipt of judgement/decisions pending with various forums/authorities.

NOTE : 42 COMMITMENTS

Particulars	March 31, 2025	March 31, 2024
Estimated amount of contracts remaining to be executed on capital account and not provided for	-	-

NOTE : 43

The Group has an informal process of obtaining confirmations from the vendors to record whether they are covered under Micro, Small and Medium Enterprise Development Act 2006 as well as they have filed required memorandum with prescribed authority. Based on and to the extent of the information received by the Group from the suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act) and relied upon by the auditors, the relevant particulars as at the year end are furnished below:

Dues to micro, small and medium enterprises	March 31, 2025	March 31, 2024
(a) The amounts remaining unpaid to micro and small suppliers as at the end of the year		
Principal	1.13	-
Interest	-	-
Total	1.13	-
(b) The amount of interest paid by the buyer in terms of section 16 of the MSMED Act, along with the amount of the payment made to the supplier beyond the appointed day during the year.		
(c) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act.		
(d) The amount of interest accrued and remaining unpaid at the end of the year.	-	-
(e) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the MSMED Act.		

Notes to Consolidated Financial Statements

for the year ended March 31, 2025

(Currency: ₹ in lakhs)

NOTE : 44 EARNINGS AND EXPENDITURE IN FOREIGN CURRENCY DURING THE YEAR

Particulars	March 31, 2025	March 31, 2024
Earnings in Foreign Currency	-	-
Expenditure in Foreign Currency	3.86	-

NOTE : 45 SUBSEQUENT EVENTS

Proposed Dividend

The Board of Directors, have recommended a Dividend for the financial year ended on 31/03/2025 @ 10% (i.e. ₹ 1/-) per equity share (Previous Year-@ 10%,i.e. ₹ 1/- per equity share) to the equity shareholders. The Dividend will be paid after the approval of shareholders at ensuing Annual General Meeting. The date of book closure for the entitlement of such dividend and Annual General Meeting shall be decided and informed in due course of time.

NOTE : 46

Particulars	March 31, 2025	March 31, 2024
Forward exchange contracts outstanding on the balance sheet date which is entered to hedge foreign exchange exposures of the Group.	Nil	Nil

NOTE : 47 AUDITORS REMUNERATION

Particulars (Exclusive of GST)	March 31, 2025	March 31, 2024
For Statutory & Tax Audit	17.90	6.60
For Other services (Including Limited Review & Certificates)	8.00	-
Out of Pocket Expenses	0.24	-
	26.14	6.60

NOTE : 48 CORPORATE SOCIAL RESPONSIBILITY

As per Section 135 of the Companies Act, 2013, a Group meeting the activity threshold needs to spend at least 2% of its average net profit for the immediately preceding three financial years on corporate social responsibility (CSR) activities. The Group undertook initiatives to channelise efforts to empower the underprivileged constituents of society through programmes designed in the domains of Education, Healthcare and skill development.

To implement the programmes the Group partnered with various credible Not-For-Profit Organisations.

Particulars	March 31, 2025	March 31, 2024
Balance at the beginning	136.61	95.18
Amount required to be spent as per Section 135 of the Act	142.25	194.30
Amount set-off of previous year	(141.31)	-
Amount Spent during the year	-	-
- Construction / acquisition of any asset	-	-
- On purpose of other than above	(137.02)	(152.87)
Amount remaining to be spent at the end of the year	0.53	136.61

Notes to Consolidated Financial Statements

for the year ended March 31, 2025

(Currency: ₹ in lakhs)

NOTE : 49 EMPLOYEE STOCK OPTION PLAN

The Monarch Network Capital Limited Employees Stock Options Scheme - 2021 is implemented through a trust route in accordance with SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI Regulations") with an objective to motivate, retain and provide additional deferred rewards to the employees who contribute to the growth and profitability of the company and further to create a sense of ownership and participation amongst the employees to share the value they create for the company in the years to come.

The Board of Directors of the Company at its meeting held on July 28, 2024 approved issue of 1 (one) bonus share of the Company of the face value of ₹ 10 each, for every 1 (one) fully paid up equity share of face value of ₹ 10 each. ESOP disclosure for FY 2023-24 comprises the number of options at the opening date of financial year 2023-24, are those numbers which are restated considering the bonus issue made during the financial year 2024-25.

(A) The activity in ESOP Schemes during the year

Particulars	March 31, 2025	March 31, 2024
Employees Stock Options Scheme - 2021 (FV of ₹ 10 each)	Number of Options	Number of Options
Option outstanding as at beginning of the year	10,00,000	10,00,000
Add: Granted during the year	89,000	-
Less: Exercised during the year	-	-
Less: Forfeited during the year	89,000	-
Less: Lapsed during the year	-	-
Option outstanding as at end of the year	10,00,000	10,00,000
Weighted average exercise price (INR)	10.00	10.00
Exercisable at the end of the year	7,76,400	-

(B) Fair Value Methodology

The fair value of options have been estimated on the date of grant using Black-Scholes model. The key assumptions used in Black-Scholes model for calculating fair value are as under:

Particulars	ESOS - 2021
Weighted average fair value of the options at the grant dates (INR)	129.34
Dividend yield (%)	0.32%
Risk free interest rate (%)	7.29%
Expected life of share options (years)	2.75
Expected volatility (%)	17.31%
Weighted average share price (INR)	134.60

The above disclosure is restated considering the bonus issue made during the financial year 2024-25.

(C) Other Information regarding employee share based payment plan is as below :

Particulars	March 31, 2025	March 31, 2024
Expense arising from employee share based payment plans	485.04	448.87
Total carrying amount of Share based payment reserve	1,243.40	758.35

Notes to Consolidated Financial Statements

for the year ended March 31, 2025

(Currency: ₹ in lakhs)

NOTE : 50 REVENUE FROM CONTRACT WITH CUSTOMERS

The Group derives revenue primarily from the Share Broking Business. Its other major revenue sources are Merchant Banking, Advisory services, Portfolio Management Services and Interest Income.

Disaggregate revenue information

The table below presents disaggregate revenues from contracts with customers for the year ended 31 March 2025 and 31 March 2024.

Nature of Services

- (a) Stock Broking Services - Income from services rendered as a broker is recognised upon rendering of the services, in accordance with the terms of contract. This includes Brokerage, Demat Services, Late Payment Charges income & Interest Income from Margin Funding.
- (a) Insurance Services - This includes revenue generated from Financial Products Distribution incurred by the company in the normal course of operations during the year.
- (b) Other operating revenues - This includes revenue generated from Merchant Banking services, Financial Products Distribution, Financial Advisory Services, etc incurred by the company in the normal course of operations during the year.

Disaggregate revenue information

Particulars	Year Ended on March 31, 2025	Year Ended on March 31, 2024
Revenue from contracts with customers	19,571.66	18,728.36
Interest income	10,946.47	7,236.07
Net gain on fair value changes	2,162.36	1,804.73
Other Income	116.96	130.52
Total	32,797.45	27,899.68

Disaggregation of revenue from contracts with customers

Particulars	Year Ended on March 31, 2025	Year Ended on March 31, 2024
Primary Geographical Market		
Within India	19,571.66	18,728.36
Outside India	-	-
Total	19,571.66	18,728.36
Timing of revenue recognition		
At a point in time	18,248.37	18,057.95
Over a period of time	1,323.29	670.42
Total	19,571.66	18,728.36

Notes to Consolidated Financial Statements

for the year ended March 31, 2025

(Currency: ₹ in lakhs)

- (i) Income from services rendered as a broker is recognised upon rendering of the services.
- (ii) Fees for subscription on based services are received periodically but are recognised as earned on a pro-rata basis over the term of the contract
- (iii) Commissions from distribution of financial products are recognised upon allotment of the securities to the applicant or as the case may be, on issue of the insurance policy to the applicant.
- (iv) Interest is earned on delayed payments from clients and amounts funded to them as well as term deposits with banks.
- (v) Interest income is recognised on a time proportion basis taking into account the amount outstanding from customers or on the financial instrument and the rate applicable
- (vi) Income from services rendered on behalf of depository is recognised upon rendering of the services, in accordance with the terms of contract.

The above services are point in time in nature, and no performance obligation remains once the transaction is executed. Fees for subscription on based services are received periodically but are recognised as earned on a pro-rata basis over the term of the contract, and are over the period in nature.

NOTE : 51

The carrying amounts of assets pledged as security for borrowings are:

Particulars	As at March 31, 2025	As at March 31, 2024
Fixed deposits held as margin deposits	15,269	13,500
Property, plant and equipment	449.21	511.70
Total assets pledged as security	15,717.72	14,011.70

- Property, plant and equipments are pledged with Banks and NBFCs against borrowing facilities taken by the Group

NOTE : 52 BENAMI PROPERTY HELD UNDER PROHIBITION OF BENAMI PROPERTY TRANSACTIONS ACT, 1988 AND RULES MADE THEREUNDER

The Group does not have any benami property, where any proceeding has been initiated or pending against the Group for holding any Benami property as on 31 March 2025 and 31 March 2024.

NOTE : 53 WILFUL DEFAULTER

The Group is not declared as wilful defaulter by any bank or financial Institution or other lender during the year ended 31 March 2025 and 31 March 2024.

NOTE : 54 DISCLOSURE OF TRANSACTIONS WITH STRUCK OFF COMPANIES

The Group does not have any transactions with companies struck off under Section 248 of the Companies Act, 2013 during the year ended 31 March 2025 and 31 March 2024.

Notes to Consolidated Financial Statements

for the year ended March 31, 2025

(Currency: ₹ in lakhs)

NOTE : 55 COMPLIANCE WITH APPROVED SCHEME(S) OF ARRANGEMENTS

No Scheme of Arrangements has been approved by/ pending with the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013 during the year ended 31 March 2025 and 31 March 2024.

NOTE : 56 UNDISCLOSED INCOME

During the year ended 31 March 2025 and 31 March 2024, the Group did not have any transactions which had not been recorded in the books of accounts that had been surrendered or disclosed as income during the current and previous 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)

NOTE : 57 COMPLIANCE WITH NUMBER OF LAYERS OF COMPANIES

During the year ended 31 March 2025 and 31 March 2024, the Group has complied with the requirements of the number of layers prescribed under Section 2(87) of the Companies Act, 2013 read with Companies (Restriction on number of Layers) Rules, 2017.

NOTE : 58 DETAILS OF CRYPTO CURRENCY OR VIRTUAL CURRENCY

The Group has not traded or invested in Crypto currency or Virtual Currency during the current financial year and any of the previous financial years.

NOTE : 59 SECURITY OF CURRENT ASSETS AGAINST BORROWINGS

Quarterly statements of current assets filed with banks and financial institutions for fund borrowed from those banks and financial institutions on the basis of security of current assets are in agreement with the books of account.

NOTE : 60 UTILISATION OF BORROWED FUNDS AND SHARE PREMIUM

- (A) During the year, the Group has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
- (i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Group (Ultimate Beneficiaries)
 - (ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries"
- (B) During the year, the Group has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Group shall:
- (i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party(Ultimate Beneficiaries)
 - (ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries"

NOTE : 61 REGISTRATION OF CHARGES OR SATISFACTION OF CHARGES WITH REGISTRAR OF COMPANIES (ROC)

During the years ended 31 March 2025 and 31 March 2024, there were no charges or satisfaction yet to be registered with Registrar of companies beyond the statutory period.

During earlier years, the Group has availed credit facilities from State Bank of Saurashtra, (now State Bank of India), which has been fully repaid in earlier years. However, the said charge against the Charge ID- 10081290

Notes to Consolidated Financial Statements

for the year ended March 31, 2025

(Currency: ₹ in lakhs)

is still disclosed as Open Charge in the records of Registrar of Companies (ROC). The management of the Group is in the process of filing of satisfaction of the said charge with ROC, Although it is only a procedural requirement, since the said loan is already fully repaid.

NOTE : 62 RATIOS

Additional regulatory information required under (WB)(xvi) of Division III of Schedule III amendment, disclosure of ratios, is not applicable as the Group is not a debt listed Group as per Regulation 52 of SEBI's Listing Obligations and Disclosure Requirements (LODR)

NOTE : 63 AUDIT TRAIL

As per the requirements of the rule 3(1) of the Companies (Accounts) Rule 2014 the Group uses only such accounting software for maintaining its books of account that have a feature of recording audit trail of each and every transaction creating an edit log of each change made in the books of account along with the date when such changes were made, except that management is not in possession of an examination report to determine whether the audit trail feature of the said software was enabled and operated at database level. This feature of recording audit trail was in operation throughout the year and was not tampered with during the year. The service provider has confirmed to the management that it takes a backup of the books of account on a daily basis.

NOTE : 64

TRADE RECEIVABLES AGEING SCHEDULE

Particulars	Outstanding for following periods from due date of payment							
	Unbilled	Not Due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
As on 31 March 2025								
Undisputed Trade and other receivables:								
- considered good			5,801.85	301.16	5.70	14.56	301.80	6,425.07
- which have significant increase in credit risk	-	-	-	-	-	-	-	-
- credit impaired	-	-	-	-	-	-	-	-
Disputed Trade and other Receivables:								
- considered good	-	-	-	-	-	-	-	-
- which have significant increase in credit risk	-	-	-	-	-	-	-	-
- credit impaired	-	-	-	-	-	-	-	-
Less: Allowance for bad and doubtful debts (Disputed + Undisputed)	-	-	(21.85)	(109.68)	-	-	-	(131.54)
Total	-	-	5,779.99	191.48	5.70	14.56	301.80	6,293.54

Notes to Consolidated Financial Statements

for the year ended March 31, 2025

(Currency: ₹ in lakhs)

Particulars	Outstanding for following periods from due date of payment							Total
	Unbilled	Not Due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
As on 31 March 2024								
Undisputed Trade and other receivables:								
- considered good	-		7,233.32	8.80	46.27	271.61	-	7,560.00
- which have significant increase in credit risk	-	-	-	-	-	-	-	-
- credit impaired	-	-	-	-	-	-	-	-
Disputed Trade and other Receivables:	-	-	-	-	-	-	-	-
- considered good	-	-	-	-	-	-	-	-
- which have significant increase in credit risk	-	-	-	-	-	-	-	-
- credit impaired	-	-	-	-	-	-	-	-
Less: Allowance for bad and doubtful debts (Disputed + Undisputed)	-	-	-	-	-	(116.50)	-	(116.50)
Total	-	-	7,233.32	8.80	46.27	155.11	-	7,443.51

NOTE : 65

TRADE PAYABLES AGEING SCHEDULE

Particulars	Outstanding for following periods from due date of payment					
	Not Due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
As on 31 March 2025						
(i) Undisputed dues - MSME*	-	1.13			-	1.13
(ii) Undisputed dues - Others	-	33,535.33	25.67	6.64	15.53	33,583.17
(iii) Disputed dues - MSME*	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-
Total	-	33,536.45	25.67	6.64	15.53	33,584.29

Particulars	Outstanding for following periods from due date of payment					Total
	Not Due	Less than 1 year	1-2 years	2-3 years	More than 3 years	
As on 31 March 2024						
(i) Undisputed dues - MSME*	-	-			-	-
(ii) Undisputed dues - Others	-	28,888.72	387.45	49.98	-	29,326.15
(iii) Disputed dues - MSME*	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-
Total	-	28,888.72	387.45	49.98	-	29,326.15

*MSME as per the Micro, Small and Medium Enterprises Development Act, 2006, as per information available with the Company

Notes to Consolidated Financial Statements

for the year ended March 31, 2025

(Currency: ₹ in lakhs)

NOTE : 66

ADDITIONAL INFORMATION PURSUANT TO REQUIREMENT OF SCHEDULE III TO THE COMPANIES ACT, 2013 UNDER GENERAL INSTRUCTIONS FOR PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS

A. NET ASSETS

Name of Entity	As At 31 March 2025		As At 31 March 2024	
	% of consolidated net assets	Amount	% of consolidated net assets	Amount
Holding Company				
Monarch Network Capital Limited	96.53%	76,912.92	93.54%	32,356.65
Subsidiaries				
Monarch Network Finserve Private Limited	4.82%	3,842.57	9.76%	3,376.29
Monarch Network Investment Advisory Private Limited	0.55%	439.42	1.02%	351.36
Monarch Network Capital IFSC Private Limited	1.17%	928.36	0.00%	1.30
Less: Eliminations	-3.07%	(2,444.23)	-4.32%	(1,494.21)
Total	100.00%	79,679.06	100.00%	34,591.39

B. SHARE IN PROFIT AND LOSS

Name of Entity	As At 31 March 2025		As At 31 March 2024	
	% of consolidated net profit/ (loss)	Amount	% of consolidated net profit/ (loss)	Amount
Holding Company				
Monarch Network Capital Limited	96.44%	14,395.21	94.61%	11,651.44
Subsidiaries				
Monarch Network Finserve Private Limited	5.24%	781.85	6.75%	830.76
Monarch Network Investment Advisory Private Limited	0.59%	88.07	0.89%	109.09
Monarch Network Capital IFSC Private Limited	-0.15%	(22.94)	-0.02%	(1.87)
Less: Eliminations	-2.11%	(315.57)	-2.23%	(274.45)
Total	100.00%	14926.61	100.00%	12,314.98

Notes to Consolidated Financial Statements

for the year ended March 31, 2025

(Currency: ₹ in lakhs)

C. SHARE IN OTHER COMPREHENSIVE INCOME

Name of Entity	As At 31 March 2025		As At 31 March 2024	
	% of consolidated OCI	Amount	% of consolidated OCI	Amount
Holding Company				
Monarch Network Capital Limited	99.31%	(6.56)	100.00%	(14.92)
Subsidiaries				
Monarch Network Finserve Private Limited	0.69%	(0.05)	0.00%	-
Monarch Network Investment Advisory Private Limited	0.00%	-	0.00%	-
Monarch Network Capital IFSC Private Limited	0.00%	-	0.00%	-
Less: Eliminations				
Total	100.00%	(6.61)	100.00%	(14.92)

D. SHARE IN TOTAL COMPREHENSIVE INCOME

Name of Entity	As At 31 March 2025		As At 31 March 2024	
	% of consolidated OCI	Amount	% of consolidated OCI	Amount
Holding Company				
Monarch Network Capital Limited	96.44%	14,388.64	94.61%	11,636.51
Subsidiaries				
Monarch Network Finserve Private Limited	5.24%	781.80	6.75%	830.76
Monarch Network Investment Advisory Private Limited	0.59%	88.07	0.89%	109.09
Monarch Network Capital IFSC Private Limited	-0.15%	(22.94)	-0.02%	(1.87)
Less: Eliminations	-2.12%	(315.57)	-1.84%	(274.45)
Total	100.00%	14,919.99	100.39%	12,300.06

Notes to Consolidated Financial Statements

for the year ended March 31, 2025

(Currency: ₹ in lakhs)

NOTE : 67

SEGMENT REPORTING

A. General Information

(a) Factors used to identify the entity's reportable segments, including the basis of organisation

For management purposes, the Group is organised into business units based on its products and services and has three reportable segments, as follows:

- Segment-1 Broking & other Finance Market Services
- Segment-2 Non Banking Finance Business
- Segment-3 Insurance business

The Board evaluates the Group's performance and allocates resources based on an analysis of various performance indicators by operating segments. The Board reviews revenue and gross profit as the performance indicator for all of the operating segments, and does not review the total assets and liabilities of an operating segment.

(b) Following are reportable segments

- Segment-1 Broking & Other Finance Market Services
- Segment-2 Non Banking Finance Business
- Segment-3 Insurance business

B. Information about reportable segments

Particulars	Year Ended	
	March 31, 2025	March 31, 2024
1 Segment Revenue		
a) Broking and Related Services		
1) Fees and commission income	19,067.42	18,040.59
2) Interest Income	10,842.83	7,236.07
3) Net Gain/(Loss) on Fair Value Changes	2,328.63	1,804.73
4) Other Income	57.36	98.41
b) Non Banking financial business	663.31	825.96
c) Insurance business	153.46	168.26
Total	33,113.01	28,174.02
Less: Inter Segment Revenue	(315.56)	(274.35)
Net sales/Income From Operations	32,797.45	27,899.68

Notes to Consolidated Financial Statements

for the year ended March 31, 2025

(Currency: ₹ in lakhs)

Particulars	Year Ended	
	March 31, 2025	March 31, 2024
2. Segment Results (Profit)(+)/ Loss (-) before tax and interest from Each segment)		
a) Broking & Others	20,686.29	17,094.09
b) Non Banking financial business	544.12	758.03
c) Insurance business	123.72	141.27
Total	21,354.13	17,993.40
Less: (i) Interest	(1,765.06)	(1,302.64)
(ii) Inter Segment Elimination	(315.56)	(274.35)
Less: Exceptional Item	(5.86)	(4.65)
Total Profit/(Loss) Before Tax	19,267.65	16,411.76
3. Capital Employed (Segment assets – Segment Liabilities)		
a) Broking & Others	75,397.07	30,863.74
b) Non Banking financial business	3,842.57	3,376.29
c) Insurance business	439.42	351.35
Total	79,679.06	34,591.38

C. Geographic information

The geographic information analyses the Group's revenue and non-current assets by the Group's country of domicile and other countries. In presenting the geographical information, segment revenue has been based on the geographic location of customers and segments assets were based on the geographic location of the respective non-current assets.

Since all the operations of the group are based in India, the presentation of geographic information is not applicable.

NOTE : 68

These financial statements are presented in Indian Rupees (INR), which is also its functional currency and all values are rounded to the nearest Lakhs, except when otherwise indicated. The amounts which are less than ₹ 0.01 Lakhs are shown as ₹ 0.00 Lakhs.

Notes to Consolidated Financial Statements

for the year ended March 31, 2025

(Currency: ₹ in lakhs)

NOTE : 69

Previous years figures have been re-grouped / re-classified wherever necessary to correspond with the current year's classification / disclosure.

As per our Report of even date

For **M S K A & ASSOCIATES**

Chartered Accountants

Firm Registration Number: 105047W

Ajit Burli

(Partner)

Membership Number: 133147

UDIN: 25133147BMLAOH2871

Place: Mumbai

Date: May 27, 2025

For and on behalf of the Board Monarch Network Capital Limited

Vaibhav Shah

(Managing Director)

DIN: 00572666

Gaurav Bhandari

(Chief Executive Officer)

Place : Mumbai

Date: May 27, 2025

Manju Bafna

(Chairperson & Whole-Time Director)

DIN: 01459885

Govinda Meghani

(Chief Financial Officer)

Nitesh Tanwar

(Company Secretary)

ICSI Membership. No: F10181

MONARCH NETWORTH CAPITAL LIMITED

CIN: L64990GJ1993PLC120014

Regd Off: Unit No. 803-804A, 8th Floor, X-Change Plaza, Block No. 53, Zone 5,
Road- 5E, Gift City, Gandhinagar - 382355, Gujarat.

Corporate Office: "Monarch House", Opp. Prahladbhai Patel Garden, Near Ishwar Bhuvan, Commerce Six
Road, Navrangpura, Ahmedabad-380009

Tel: 079-26666500/079-66000500, **Email:** cs@mnclgroup.com, **Website:** www.mnclgroup.com

ATTENDANCE SLIP

ANNUAL GENERAL MEETING ON FRIDAY, SEPTEMBER 26, 2025

(To be completed and presented at the Entrance)

Name of Member : _____

Registered Address : _____

Regd. Folio No. : _____

Client ID/ D.P. ID* : _____

No. of Share(s) held : _____

Joint Holder 1 : _____

Joint Holder 2 : _____

**Applicable for investors holding shares in Electronic form*

I certify that I am the registered shareholder(s)/proxy for the registered shareholder of the Company.

I/we hereby record my/our presence at the Annual General Meeting of the Company held on Friday, September 26, 2025 at 12.30 p.m. at Prominent Corporate Residency, Plush Restaurant & Banquets, Luxury Redefined, B/H Ugati Heights, Kudasán Por Road, Kudasán, Gandhinagar- 382421

Member's/Proxy's name

Member's/Proxy's Signature

Note:

1. Please fill in the Folio/DP ID-Client ID No., name and sign this Attendance Slip and hand it over at the Attendance Verification Counter at the ENTRANCE OF THE MEETING HALL.
2. Please read the instructions for e-voting given in the Notice of AGM. The voting period starts from Tuesday, September 23, 2025 (9.00 A.M.) and ends on Thursday, September 25, 2025 (5.00 P.M.). The voting module shall be disabled by CDSL for voting thereafter.

MONARCH NETWORK CAPITAL LIMITED

CIN: L64990GJ1993PLC120014

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PROXY FORM

FORM NO. MGT-II

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies
(Management and Administration) Rules, 2014]

ANNUAL GENERAL MEETING ON FRIDAY, SEPTEMBER 26, 2025

Name of the Member (s) : _____

Name(s) of the Joint Holder, if any : _____

Registered Address : _____

Email Id : _____

Folio No/Client Id/ DP ID : _____

I/We, being a Member (s) of _____ shares of the above named Company hereby appoint:

1. Name : _____

Address : _____

Email Id : _____

Signature : _____ or failing him

2. Name : _____

Address : _____

Email Id : _____

Signature : _____ or failing him

3. Name : _____

Address : _____

Email Id : _____

Signature : _____ or failing him

as my/our proxy to attend and vote (on poll) for me/us on my /our behalf of at the Annual General Meeting of the Company to be held on **Friday, September 26, 2025** at 12.30 p.m. at Prominent Corporate Residency, Plush Restaurant & Banquets, Luxury Redefined, B/H Ugati Heights, Kudasán Por Road, Kudasán, Gandhinagar-382421, and at and adjournment thereof in respect of such resolution as are indicated below:

Sr. Resolutions No.		Vote (Optional See Note 2) (Please mention no, Share)		
		For	Against	Abstain
1	To receive, consider and adopt the Audited (Standalone) Statement of Profit and Loss, Cash Flow Statement of the Company for the financial year ended 31 st March, 2025 and the Balance Sheet as at 31 st March, 2025 and the Reports of the Directors and the Auditors thereon.			
2	To receive, consider and adopt the Audited (Consolidated) Statement of Profit and Loss, Cash Flow Statement of the Company for the financial year ended 31 st March, 2025 and the Balance Sheet as at 31 st March, 2025 and the Reports of the Board of Directors and the Auditors thereon.			
3	To declare Final Dividend of ₹ 1/- per Equity Shares for the Financial Year ended 31 st March, 2025.			
4	To appoint a director in place of Mr. Ashok Daulatraj Bafna (DIN: 01431472), Whole –Time Director, who retires by rotation and being eligible offers himself for re-appointment.			
5	Appointment of M/s VKM & Associates, Company Secretaries as the Secretarial Auditor of the Company for a term of 5 (Five) consecutive years.			
6	Re-appointment of Mr. Ashok Daulatraj Bafna (DIN: 01431472) as a whole time director of the Company for the period of 5 (Five) years w.e.f. 20 th August, 2025 and to fix remuneration thereof.			
7	Re-appointment of Ms. Avni Chauhan (DIN: 08716231) as an independent director of the company.			

Signed this _____ day of _____ 2025

Signature of Member: _____

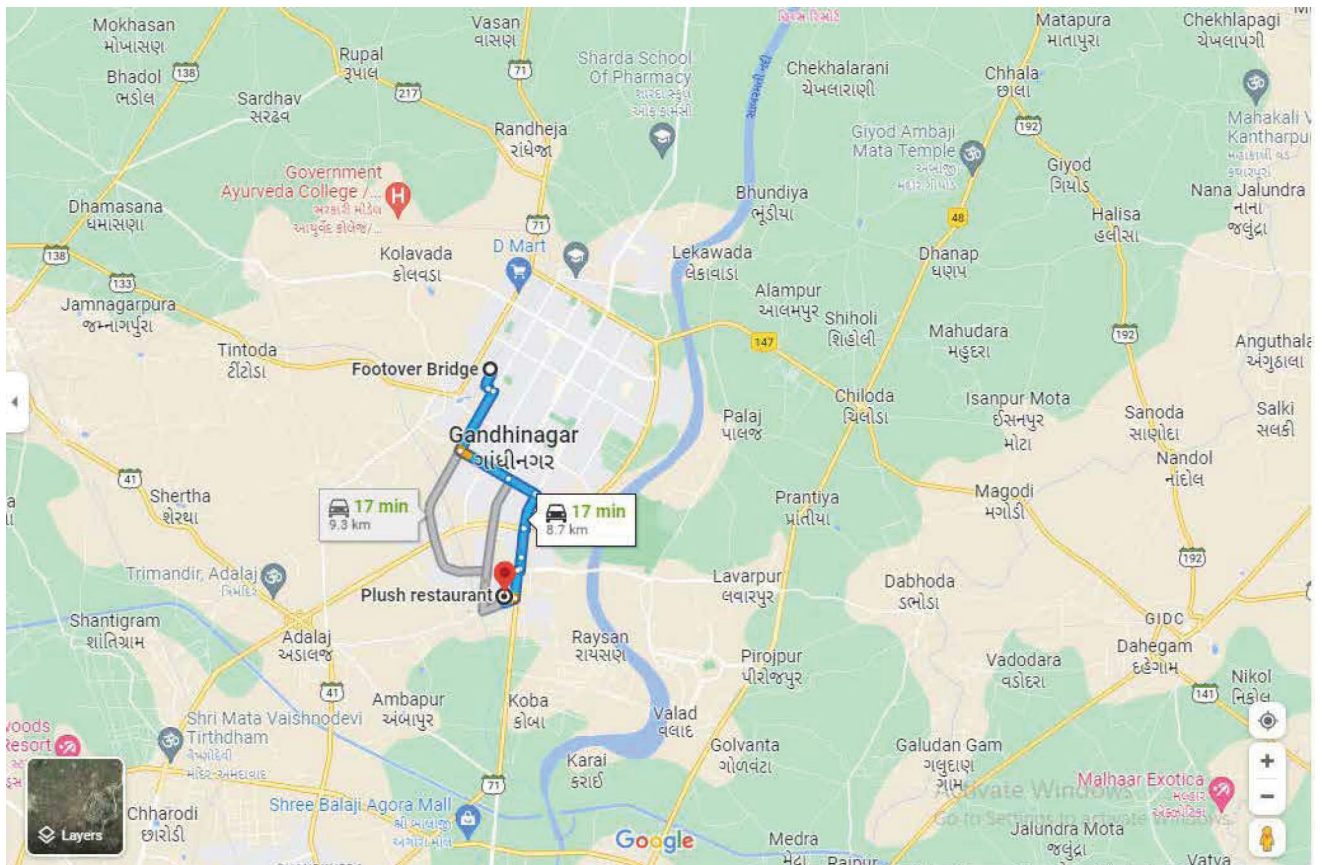
Signature of Proxy holder(s): _____

Affix
Revenue
Stamp of
not less
than ₹ 1/-

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.
2. It is optional to indicate your preference. If you leave the for, against or abstain column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may deemed appropriate.

Prominent Corporate Residency, Plush Restaurant & Banquets, Luxury Redefined, B/H Ugati Heights, Kudasan Por Road, Kudasan, Gandhinagar- 382421





MONARCH NETWORK CAPITAL LIMITED

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 1800 22 0223

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