



ESCORP
ASSET MANAGEMENT

Escorp Asset Management Limited
Corporate Office :
718-A, P. J. Towers, Dalal Street, Fort, Mumbai - 400 001.
Tel. : 022-2272 1104 / 2272 1105
Email : info@escorpamc.co.in
Website : www.escorpamc.co.in
CIN : L1712MH2011PLC213451
GSTIN : 27AACCE6271A1ZZ

August 26, 2025

To,
BSE Limited
P. J. Towers,
Dalal Street, Fort,
Mumbai - 400001

Scrip code: 540455

Sub.: Annual Report of the Company for the Financial Year 2024-25 along with Notice of the Fourteenth Annual General Meeting.

Dear Sir/ Madam,

Pursuant to the provisions of Regulation 34(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time) please find enclosed herewith the copy of the Annual Report for the Financial Year 2024-25 along with Notice of the Fourteenth Annual General Meeting (“AGM”) scheduled on Friday, September 19, 2025 at 02:00 P.M. (IST) to be held through Video Conference (VC) / Other Audio-Visual Means (OAVM).

Further, the aforesaid Annual Report along with Notice of the AGM has also been uploaded on the website of the Company <https://www.escorpamc.co.in/>

Kindly take the same on record.

Thanking you,

Yours faithfully,

FOR ESCORP ASSET MANAGEMENT LIMITED

SHRIPAL SHAH
(WHOLE TIME DIRECTOR)
(DIN: 01628855)



**ESCORP
ASSET MANAGEMENT LIMITED**

14TH

ANNUAL REPORT

2024-25



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ABOUT THE COMPANY

Our Company was incorporated as Escorp Financial Services Private Limited on February 13, 2011, under the Companies Act, 1956, with the Registrar of Companies, Mumbai, bearing Registration No. 213451. The name of the Company was changed to Escorp Industries Private Limited vide Special Resolution dated July 02, 2013, and the name change certificate was issued on July 23, 2013. Again, the name of the Company was changed to Escorp Asset Management Private Limited vide Special Resolution dated August 03, 2016, and the certificate for the same was issued on August 18, 2016. The status of the Company was changed to public limited, and the name of our Company was changed to Escorp Asset Management Limited vide Special Resolution dated September 28, 2016. The fresh certificate of incorporation consequent to conversion was issued on October 14, 2016, by the Registrar of Companies, Mumbai.

Our company is a subsidiary of Aryaman Financial Services Limited (“AFSL”), which is the flagship company of the Aryaman Group. Aryaman Group is a Financial Services player having interests in Merchant Banking, Investment Banking, Corporate Advisory, Stock Broking, Depository Services, Portfolio Management, Market Making, and Equity Investments.

Our company is registered with SEBI for providing portfolio management services bearing SEBI Registration certificate number INP000005372. We offer Portfolio Management Services (PMS) designed to cater to the unique needs of individuals, HNI’s and corporates with a minimum investment amount. We provide customized investment solutions that blend stocks, bonds, mutual funds, and other securities, tailored specifically to each investor's risk tolerance, financial goals, and time horizon. Our experienced fund managers leverage their expertise and market insights to actively manage and diversify your portfolio, ensuring optimal returns while mitigating risks.



VALUE AND ETHICS

OUR VALUES:

We uphold integrity, transparency, and ethical conduct in all our dealings. We are committed to delivering client-centric solutions driven by innovation and excellence. Our focus remains on building trust, fostering long-term relationships, and driving sustainable growth.

OUR SERVICES:

We offer a comprehensive suite of fund-based and secondary market services tailored to meet the diverse financial needs of our group. Our key areas of expertise include:

- Portfolio Management Services (Non-Institutional)
- Investment Advisory & Research Services (Fee-Based)
- Personal Finance Advisory
- Institutional Asset Management

Through these offerings, we are committed to delivering strategic, client-centric solutions that support long-term wealth creation and informed investment decisions.

OUR APPROACH:

Our team of highly skilled professionals takes a client-centric approach, tailoring our services to meet each client's unique requirements. We're dedicated to delivering exceptional service and building long-term relationships founded on trust and transparency.

OUR COMMITMENT:

We are committed to creating long-term value for our stakeholders through ethical practices, financial excellence, and client-focused solutions. Our dedication to innovation, compliance, and sustainable growth drives every decision we make.



OUR DIRECTORS AND KEY MANAGERIAL PERSONNEL:

SHRIPAL SHAH

Mr. Shripal Shah is the Executive Director of the Company. He is a Management Graduate (BMS - 7th Rank in Maharashtra Board and is a CFA Charter Holder (CFA Institute, USA). After a Brief stint with JPMorgan Chase, he joined his family business of Stockbroking, and in 2007-08, through his family business, he took over Aryaman Financial Services Limited and was inducted on its board in 2008. He has been instrumental in ushering in the growth and operations of the company. His role in the company primarily consists of Business Development, Regulatory Liaisoning/ Interactions, Issue Marketing, Co-ordination with other Issue intermediaries such as Brokers, Bankers, Registrars, etc., and overall supervision of all of the company's operational and financial activities.

SHREYAS SHAH

Mr. Shreyas Shah is the Executive Director of the Company. He is a Management Graduate from Mumbai University and has also completed his graduation in Law (LLB) from Mumbai University. He has experience of over a decade in the field of investments and finance. He has been working on developing industry networks for further business development.

DARSHIT PARIKH

Mr. Darshit Parikh, Non-Executive Independent Director of our Company. He holds a Bachelor of Commerce degree from Mumbai University, a Bachelor of Laws, and Associate Member of the Institute of Company Secretaries of India. He has diversified experience of over a decade in handling secretarial matters and compliance.

SUPRIYA TATKAR

Ms. Supriya Tatkar is a Non-Executive Independent Director of our company. She holds a Bachelor's Degree in Commerce from Mumbai University and is an Associate Member of the Institute of Company Secretaries of India. She has diversified experience of over a decade in handling secretarial matters and compliance.

HARESH SANGHVI

Mr. Haresh Sanghvi, aged 72, is a Non-Executive Independent Director of our Company. He is a B. Com, LLB, MBA, and FCS by qualification. He has over 2.5 decades of industry experience, having worked at senior executive positions at the Mariwala Group for a period of 7 years, the Ajmera Group for a period of 5 years, and the Khatau Group for a period of 7 years. After obtaining his Fellow Company Secretary registration in 2001, he has been a Practicing Company Secretary for almost 2 decades and has diversified experience servicing listed and unlisted Companies.

BHOOMI SHAH

Ms. Bhoomi Shah is a qualified Company Secretary and Compliance Officer with a solid academic foundation, holding professional credentials of Company Secretary (CS), a Master's degree in Commerce (M. Com), and a Bachelor's degree in Management Studies (BMS). She brings with her 2 years of hands-on experience in corporate compliance and governance, having worked with Meet Jogatar and Associates. Throughout her career, Bhoomi has developed a strong understanding of company law matters, regulatory filings, and secretarial practices. Her role has involved ensuring adherence to legal and statutory obligations, supporting board processes, and assisting in maintaining robust compliance frameworks. Her educational background, combined with her professional expertise, equips her to navigate the dynamic regulatory environment and contribute meaningfully to effective corporate governance.



CORE VALUES OF COMPANIES

UNWAVERING INTEGRITY

We uphold the highest standards of ethics, professionalism, and moral principles in all our interactions, transactions, and decisions, fostering trust and credibility with our clients and stakeholders.

PURSUIT OF EXCELLENCE

We strive for exceptional performance, quality, and innovation in all our services, continuously improving our skills, knowledge, and processes to meet the evolving needs of our clients and the industry.

INNOVATIVE SOLUTIONS

We embrace creativity, innovation, and forward thinking, developing cutting-edge solutions, products, and services that address the complex financial challenges of our clients and stay ahead of market trends.

TRUST AND TRANSPARENCY

We build and maintain trust with our clients, stakeholders, and partners through open communication, transparency, and accountability, ensuring that our actions and decisions align with their interests and expectations.

EXPERTISE AND THOUGHT LEADERSHIP

We demonstrate deep industry knowledge, technical skills, and expertise, providing insightful guidance, expert advice, and thought leadership to help our clients navigate complex financial landscapes.

OBJECTIVITY AND IMPARTIALITY

We maintain our independence and objectivity, providing unbiased and impartial guidance, advice, and solutions that prioritize our clients' interests and needs.

DISCRETION AND CONFIDENTIALITY

We handle sensitive information with care, maintaining confidentiality and discretion in all our interactions, transactions, and decisions, protecting our clients' privacy and interests.

ACCOUNTABILITY AND RESPONSIBILITY

We take ownership and accountability for our actions, decisions, and outcomes, acknowledging and learning from our mistakes, and continually improving our processes and performance.

REGULATORY COMPLIANCE

We adhere to regulatory requirements, industry standards, and best practices, ensuring that our services, solutions, and operations meet the highest standards of compliance and governance.

ADAPTABILITY AND RESILIENCE

We embrace change, innovation, and disruption, adapting quickly to evolving market conditions, regulatory requirements, and client needs, ensuring that our services and solutions remain relevant and effective.



CORPORATE INFORMATION

CIN: L17121MH2011PLC213451

BOARD OF DIRECTORS:

EXECUTIVE DIRECTORS:

- ☞ Mr. Shripal Shah
- ☞ Mr. Shreyas Shah

INDEPENDENT DIRECTORS:

- ☞ Mr. Darshit Parikh
(w.e.f. August 27, 2016)
- ☞ Mr. Haresh Sanghvi
(w.e.f. January 16, 2017)
- ☞ Ms. Supriya Tatkar
(w.e.f. July 17, 2014)

KEY MANAGERIAL PERSONNEL:

- ☞ Mr. Shripal Shah (Chief Financial Officer & Whole Time Director)
- ☞ Ms. Reenal Khandelwal (Company Secretary up to May 23, 2024)
- ☞ Ms. Bhoomi Shah (Company Secretary w.e.f May 23, 2024)

STATUTORY AUDITOR:

M/s V. N. Purohit & Co.,
Chartered Accountants,
(Firm Registration No. 304040E)
214, New Delhi House, 2nd Floor
27, Barakhamba Road
New Delhi- 110001

REGISTERED OFFICE:

60, Khatau Building, Ground Floor,
Alkesh Dinesh Modi Marg,
Fort, Mumbai – 400 001

COMMITTEES:

AUDIT COMMITTEE:

- ☞ Mr. Darshit Parikh (Chairman)
(w.e.f. August 27, 2016)
- ☞ Mr. Shripal Shah (Member)
- ☞ Ms. Supriya Tatkar (Member)
(w.e.f. July 17, 2014)

STAKEHOLDERS RELATIONSHIP COMMITTEE:

- ☞ Mr. Darshit Parikh (Chairman)
(w.e.f. August 27, 2016)
- ☞ Mr. Haresh Sanghvi (Member)
(w.e.f. January 16, 2017)
- ☞ Mr. Shripal Shah (Member)

NOMINATION REMUNERATION COMMITTEE:

- ☞ Ms. Supriya Tatkar (Chairperson)
(w.e.f. July 17, 2014)
- ☞ Mr. Darshit Parikh (Member)
(w.e.f. August 27, 2016)
- ☞ Mr. Haresh Sanghvi (Member)
(w.e.f. January 16, 2017)

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

- ☞ Mr. Shripal Shah (Chairperson)
- ☞ Mr. Shreyas Shah (Member)
- ☞ Mr. Darshit Parikh (Member)
(w.e.f. August 27, 2016)

REGISTRAR AND SHARE TRANSFER AGENT:

Bigshare Services Private Limited
E-23, Ansa Industrial Estate, Saki
Vihar Road, Saki Naka
Andheri (E) Mumbai – 400072

CORPORATE OFFICE:

718-A, P. J. Towers,
Dalal Street, Fort,
Mumbai – 400 001



In case of any Queries relating Annual Report, Contact:

Ms. Bhoomi Shah (Company Secretary and Compliance Officer)

60, Khatau Building, Ground. Floor,

Alkesh Dinesh Modi Marg,

Fort, Mumbai – 400 001

Email Id:- info@escorpamc.co.in

Tel: 022 – 6216 6999

Fax: 022 – 2263 0434



A YEAR IN REVIEW

Escorp Asset Management Limited (“EAML”/ “the Company”), a SEBI-registered Portfolio Manager, is pleased to present its financial results for the year ended March 31, 2025. During the year, the Company recorded a **Total Income of ₹1,959.74 lacs**, as compared to ₹1,979.11 lacs in the previous financial year. The Standalone **Net Profit stood at ₹1,628.40 lacs**, against ₹1,725.23 lacs reported in the preceding year.

Although there has been a marginal decline in profitability, this outcome is reflective of the **Company’s disciplined approach to risk management, efficient resource allocation, and sustained focus** on operational excellence amidst a dynamic and evolving market landscape. The resilience demonstrated in these results underscores EAML’s ability to navigate challenges while maintaining stability and trust for its clients.

Looking ahead, EAML remains steadfast in its commitment to **delivering sustainable long-term value, strengthening investor confidence, and pursuing growth opportunities that align with our vision of creating wealth responsibly for all stakeholders.**

The Company continues to invest in innovation, research-driven strategies, and client-centric solutions, ensuring that it remains adaptive to changing market trends. With a strong foundation and a future-ready outlook, EAML is well-positioned to capitalize on emerging opportunities and reinforce its role as a trusted partner in wealth creation.



CHAIRMAN'S SPEECH TO MEMBERS

Dear Shareholders,

It gives me great pleasure to share with you the excellent journey of EAML during the financial year 2024–25. This year has been a testament to the strength of our collective vision, strategic execution, and unwavering commitment to excellence. The wisdom and guidance of our Board of Directors, the dedication of our management team, and most importantly, the trust and support of our shareholders and customers have been instrumental in driving our continued success.

I extend my sincere thanks to all our stakeholders, as well as to our talented team and Board members, whose efforts brought our strategy to life and enabled us to deliver a truly exceptional performance.

As we look to the future, we remain focused on aligning our growth with broader trends in the economy and financial sector. Our priorities will continue to center on delivering exceptional client service, ensuring regulatory excellence, and driving innovation across our business.

With the continued support of our shareholders, I am confident that we will reach even greater heights in the years ahead. Thank you for your ongoing trust and partnership. It is both a privilege and an honor to serve as your chairman.

Warm regards,

SHRIPAL SHAH
CHAIRMAN



REQUEST TO MEMBERS

Members are requested to send their queries, if any, relating to the annual report, shareholding, etc., to the Company Secretary at the Corporate Office of the Company, on or before **Friday, September 19, 2025**, so that the answers/details can be kept ready at the Annual General Meeting.

Ms. Bhoomi Shah (Company Secretary and Compliance Officer)

60, Khatau Building, Ground. Floor,
Alkesh Dinesh Modi Marg,
Fort, Mumbai – 400 001.
Tel: 022 – 6216 6999
Fax: 022 – 2263 0434
Email ID: info@escorpamc.co.in



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CIN : L1712MH2011PLC213451
GSTIN : 27AACCE6271A1ZZ

NOTICE OF THE FOURTEENTH ANNUAL GENERAL MEETING

NOTICE is hereby given that the **Fourteenth ("14th") Annual General Meeting ("AGM")** of the Members of **Escorp Asset Management Limited ("EAML/the Company")** will be held on **Friday, September 19, 2025, at 02:00 P.M.** through Video Conference ("VC")/Other Audio-visual Means ("OAVM"), to transact the following business:

ORDINARY BUSINESS:

- 1) To receive, consider, and adopt the Audited Financial Statements of the company for the financial year ended March 31, 2025, and the Reports of the Board of Directors and Auditors thereon.
- 2) To appoint a director in place of Mr. Shripal Shah (DIN:01628855), who retires by rotation and, being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

- 3) **APPOINTMENT OF SECRETARIAL AUDITORS TO M/S JNG & CO. LLP**

TO CONSIDER AND, IF THOUGHT FIT, TO PASS THE FOLLOWING RESOLUTION AS AN **ORDINARY RESOLUTION**:

"RESOLVED THAT pursuant to Section 204 and other applicable provisions, if any, of the Companies Act, 2013, Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and under Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, relevant circulars issued by SEBI (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and other applicable laws, and as per the recommendation of the Audit Committee and the Board of Directors of the Company, , M/s. JNG & Co. LLP., Practicing Company Secretaries (Firm Registration No. L2024MH017500), approval of members of the company be and is hereby accorded for the appointment as Secretarial Auditors of the Company, for a term of five consecutive years, to hold office from the conclusion of this Annual General Meeting till the conclusion of 19th Annual General Meeting to be held in the year 2030, covering the period from the financial year 2025-26 to financial year 2029-2030, at such remuneration as may be determined by the Board of Directors of the Company (including its Committees thereof), from time to time, in consultation with the Secretarial Auditors

FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, Board of Directors and/or company secretary of the Company be and are hereby severally authorized to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid and further to do all acts, deeds, matters and things as may be necessary, proper or desirable or expedient to give effect to the above resolution."

- 4) **TO APPROVE THE OVERALL BORROWING LIMITS U/S 180(1)(C) AND CONVERSION RIGHTS UNDER SECTION 62(3) OF THE COMPANIES ACT, 2013**

TO CONSIDER AND, IF THOUGHT FIT, TO PASS THE FOLLOWING RESOLUTION AS A **SPECIAL RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Section 180(1)(c), Section 62(3) and other applicable provisions, if any, of the Companies Act, 2013 and Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the Articles of Association of the Company and subject to such other approvals as may be necessary, consent of the Company be and is hereby accorded to the Board of Directors of the Company ('hereinafter referred to as the 'Board', which term shall be deemed



to include any Committee thereof which the Board may hereinafter constitute to exercise its powers including the powers conferred by this Resolution') to borrow any sum or sums of money by obtaining loans, overdraft facilities, lines of credit, commercial papers, convertible/ nonconvertible debentures, external commercial borrowings (loans/bonds), INR denominated offshore bonds or in any other forms from Banks, Financial Institutions, other Bodies Corporate or other eligible investors (hereinafter collectively referred to as the "Lenders"), from time to time, which, together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's Bankers in the ordinary course of business) may exceed, at any time, the aggregate of the paid-up share capital and free reserves, provided that the total amount so borrowed by the Board shall not at any time exceed Rs. 100 Crores (Rupees Hundred Crores only) or equivalent amount in any other foreign currency.

FURTHER RESOLVED THAT in connection with such borrowings/loans/financial assistance, the Board be and is hereby authorised to offer or agree to offer to the lender(s), Banks, Financial Institutions, other Bodies Corporate or other eligible investor, the option to convert such loans/borrowings/facilities or any part thereof into equity shares or debentures of the Company at such terms and conditions as may be mutually agreed upon, Board and at a price to be determined at the time of such conversion, in accordance with the provisions of Section 62(3) of the Companies Act, 2013 and other applicable laws.

FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, Board of Directors and key managerial personnel of the Company be and are hereby severally authorized to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid and further to do all acts, deeds, matters and things as may be necessary, proper or desirable or expedient to give effect to the above resolution."

5) TO SEEK APPROVAL UNDER SECTION 180(1)(A) OF THE COMPANIES ACT, 2013, INTER ALIA, FOR CREATION OF A MORTGAGE OR CHARGE ON THE ASSETS, PROPERTIES OR UNDERTAKING(S) 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 Section 180(1)(a) of the Companies Act, 2013 (the "Act") and any other applicable provisions, if any of the Act, or any amendment or modifications thereof and pursuant to the provisions of the Articles of Association of the Company, consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the 'Board', which term shall be deemed to include any Committee thereof which the Board may hereinafter constitute to exercise its powers including the powers conferred by this Resolution) to sell, lease or dispose of in any manner including but not limited to mortgaging, hypothecating, pledging or in any manner creating charge on all or any part of the present and future moveable or immovable assets or properties of the Company or the whole or any part of the undertaking(s) of the Company of every nature and kind whatsoever (hereinafter referred to as the "Assets") and/or creating a floating charge on the Assets to or in favour of banks, financial institutions, investors, debenture trustees or any other lenders to secure the amount borrowed by the company or any entity which is a subsidiary or associate or group entity, from time to time, for the due re-payment of principal and/or together with interest, charges, costs, expenses and all other monies payable by the Company or any such entity in respect of the such borrowings provided that the aggregate indebtedness so secured by the assets do not at any time exceed the value of limits approved under Section 180(1)(c) of the Act.

FURTHER RESOLVED THAT the Board of Directors be and is hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary in this regard for and on behalf of the Company, including but not limited to, negotiating and finalizing the terms of sale, lease, creation of security or any other dispositions, filing of necessary forms, returns, applications, submissions under the Act."



6) TO INCREASE IN THRESHOLD OF LOANS/ GUARANTEES, PROVIDING SECURITIES, AND MAKING INVESTMENTS IN SECURITIES UNDER SECTION 186 OF THE COMPANIES ACT, 2013.

TO CONSIDER AND IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATION(S), THE FOLLOWING RESOLUTION AS A **SPECIAL RESOLUTION**:

“RESOLVED THAT pursuant to the provisions of Section 186 of the Companies Act, 2013 and any other applicable provisions of the Companies Act, 2013 and Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and in supersession of all the earlier resolutions passed in this regard, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise its powers, including the powers conferred by this Resolution) to (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate from time to time in one or more tranches as the Board of Directors as in their absolute discretion deem beneficial and in the interest of the Company, for an amount not exceeding Rs. 100 Crores (Rupees Hundred Crores Only), notwithstanding that such investments, outstanding loans given or to be given and guarantees and/or security provided may collectively exceed the limits prescribed under Section 186 of the Companies Act, 2013.

FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to take from time to time all decisions and such steps as may be necessary for giving loans, guarantees or providing securities or for making such investments and to execute such documents, deeds, writings, papers and/or agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion, deem fit; necessary or appropriate.”

7) TO APPROVE MATERIAL TRANSACTIONS WITH RELATED PARTIES UNDER THE COMPANIES ACT, 2013, AND THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015:

TO CONSIDER AND IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATION(S), THE FOLLOWING RESOLUTION AS AN **ORDINARY RESOLUTION**:

“RESOLVED THAT pursuant to the provisions of Section 2(76), 177, 188 and and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Regulation 2(1)(zc), Regulation 23(4) and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, other applicable laws, if any, (including any statutory modification thereof, for the time being in force), as amended from time to time, and any other applicable provisions including any statutory modifications and amendments to each of the foregoing, and applicable notifications, clarifications, circulars, rules and regulations issued by Central Government or any governmental or statutory authorities, including such conditions and modification as may be prescribed or imposed while granting such approvals, consents, permissions, the Company’s policy on related party transactions and pursuant to the approval of the Audit committee and the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any committee constituted / to be constituted by the Board), the approval of the members be and is hereby accorded to the Company to enter / continue to enter into material Related Party Transaction(s) / Contract(s) / Arrangement(s) / Agreement(s) (whether by way of an individual transaction or transaction taken together or series of transactions or otherwise) including material modifications thereof, with entities falling within the definition of ‘Related Parties’ under section 2(76) of the Act and Regulation 2(1) (zb) of the Listing Regulations from the Financial Year 2025-2026 and onwards for each Financial Year upto the maximum amount per annum as per details provided hereunder, on such terms and conditions as may be mutually agreed upon between the Company and the related party(ies):



MAXIMUM VALUE PER EACH TYPE OF CONTRACT/TRANSACTION/ARRANGEMENT:

Transactions as defined under the Companies Act, 2013 / the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015		
Name of the Related Parties	Nature of Transactions	Amount (₹ in Crores)
A. Holding Company (Aryaman Financial Services Limited)	Making loans/business advances / inter-corporate deposits;	Rs. 50 Crores
B. Sister Company (Aryaman Finance (India) Limited)	Making loans/business advances / inter-corporate deposits;	Rs. 50 Crores
C. Sister Company (Aryaman Capital Markets Limited)	Making loans/business advances / inter-corporate deposits;	Rs. 50 Crores
D. Group Company (Roopshri Resorts Limited)	Making loans/business advances / inter-corporate deposits;	Rs. 50 Crores
E. Ultimate Holding Company (Mahshri Enterprises Private Limited)	Making loans/business advances / inter-corporate deposits;	Rs. 50 Crores

FURTHER RESOLVED THAT the Board of Directors (including the Audit and Compliance Committee of the Company and /or any duly constituted / to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) of the Company be and is hereby authorized to do or cause to be done all such acts, matters, deeds and things and to settle any queries, difficulties that may arise with regard to any transaction with the related party and execute such agreements, documents and writings and to make such filings as may be necessary or desirable for giving effect to this resolution, in the best interest of the Company.”

FURTHER RESOLVED THAT the Board of Directors be and is hereby authorised to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors or to any Director or any other officer(s) of the Company as it may consider appropriate in order to give effect to this resolution;

FURTHER RESOLVED THAT all actions taken by the Board in connection with any matter referred to or contemplated in respect of the aforesaid resolution be and are hereby approved, ratified and confirmed in all respects.”

8) APPROVAL TO ADVANCE ANY LOAN/GIVE GUARANTEE/PROVIDE SECURITY U/S 185 OF THE COMPANIES ACT, 2013.

TO CONSIDER AND IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATION(S), THE FOLLOWING RESOLUTION AS A **SPECIAL RESOLUTION**:

“RESOLVED THAT pursuant to the provisions of Section 185 and other applicable provisions, if any of the Companies Act, 2013 (“Act”) (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions as may be necessary, approval of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise its powers, including the powers conferred by this Resolution), for giving loan(s) in one or more tranches including loan represented by way of book debt (the “Loan”) to, and/or giving of guarantee(s), and/or providing of security(ies) in connection with any Loan taken/to be taken by any entity which is a Subsidiary or Associate or Joint Venture or group entity of the Company or any other person in which any of the Directors of the Company is deemed to be interested as specified in the explanation to sub-section 2 of section 185 of the Act (collectively referred to as the “Entities”), of an aggregate amount not exceeding Rs. 100 Crores (Rupees Hundred Crores Only) for the financial year 2024-25, in its absolute discretion deem beneficial and in the best interest of the Company.



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FURTHER RESOLVED THAT to give effect to this resolution, the Board of Directors of the Company be and is hereby authorized to negotiate, finalize and agree to the terms and conditions of the aforesaid Loans / Guarantees / Securities, and to take all necessary steps, to execute all such documents, instruments and writings and to do all necessary acts, deeds and things to comply with all the legal and procedural formalities and to do all such acts, deeds or things incidental or expedient thereto and as the Board may think fit and suitable.”

Registered Office:

60, Khatau Building, Ground. Floor,
Alkesh Dinesh Modi Marg,
Fort, Mumbai – 400 001
Tel: 022 – 6216 6999
Fax: 022 – 2263 0434

CIN: L17121MH2011PLC213451

Website: <https://www.escorpamc.co.in/>

Email: info@escorpamc.co.in

By Order Of The Board of Directors
FOR ESCOP ASSET MANAGEMENT LIMITED

Sd/-

Shripal Shah

(Whole Time Director)

Din: 01628855

Friday, August 22, 2025



NOTES:

1. The Ministry of Corporate Affairs, Government of India (“MCA”) vide its General Circular Nos. 14/2020, 20/2020, 02/2021, 19/2021, 21/2021, 02/2022, 10/2022, 09/2023 and 09/2024 dated 8th April 2020, 5th May 2020, 13th January 2021, 8th December 2021, 14th December 2021, 5th May 2022, 28th December 2022, 25th September 2023 and 19th September 2024, respectively, and other circulars issued in this respect (“**MCA Circulars**”) allowed, inter-alia, to conduct AGM through VC/ OAVM facility in accordance with the requirements provided in paragraph 3 and paragraph 4 of the MCA General Circular No. 20/2020. The Securities and Exchange Board of India (“**SEBI**”) also vide its Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 3rd October 2024 has provided certain relaxations from compliance with certain regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”). In compliance with the aforesaid MCA Circulars, the aforesaid SEBI Circular, provisions of the Act, and the Listing Regulations, the 14th AGM of the Company is being conducted through VC/ OAVM facility, which does not require the physical presence of members at a common venue. The deemed venue for the 14th AGM shall be the Registered Office of the Company.
2. In accordance with the MCA Circulars and SEBI Circulars, the Notice of the AGM along with the Annual Report for FY 2024-25 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same by writing to info@escorpamc.co.in mentioning their Folio No. /DP ID and Client ID. The Notice convening the 14th AGM has been uploaded on the website of the Company at <https://www.escorpamc.co.in/> and may also be accessed from the relevant section of the websites of the stock exchanges, i.e., BSE Limited (BSE) at www.bseindia.com, respectively. The Notice is also available on the website of NSDL at www.evoting.nsdl.com
3. In terms of the MCA Circulars, physical attendance of members has been dispensed with; therefore, there is no requirement for the appointment of proxies. Accordingly, the facility of appointment of proxies by members under Section 105 of the Act will not be available for the 14th AGM. However, in pursuance of Sections 112 and 113 of the Act, representatives of the members may be appointed to vote through the remote e-Voting facility, participating in the 14th AGM through the VC/OAVM facility, and e-Voting during the 14th AGM. As the 14th AGM is being held through the VC/ OAVM facility, the Route Map is not annexed to this Notice of the 14th AGM.
4. Institutional Investors who are Members of the Company are encouraged to attend and vote at the AGM through the e-voting facility. Corporate Members and Institutional Investors intending to appoint their authorized representatives pursuant to Sections 112 and 113 of the Act, as the case may be, to attend the AGM through VC or OAVM or to vote through remote e Voting are requested to send a certified copy of the Board Resolution to the Scrutinizer by email at jigar.gandhi@jngandco.in with a copy marked to evoting@nsdl.co.in.
5. Corporate members (other than individuals, HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG format) of their Board or governing body resolution/authorization to attend AGM through VC / OAVM on their behalf and to vote through remote e-voting. The said resolution/authorization shall be sent to the Scrutinizer by e-mail through its registered email address to jigar.gandhi@jngandco.in with a copy marked to evoting@nsdl.co.in
6. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
7. The register of directors and key managerial personnel (KMP) and their shareholding, maintained under Section 170 of the Act, and the register of contracts or arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee from the date of circulation of this Notice up to the date of AGM, i.e., Friday, September 19, 2025. Members seeking to inspect such documents can send an email to info@escorpamc.co.in.
8. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on a first-come, first-served basis.



This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee, and Stakeholders Relationship Committee, Auditors, etc., who are allowed to attend the AGM without restriction on account of first-come first served basis.

9. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote during the AGM
10. Members are requested to: (a) intimate to the Company/their Depository Participant (“DP”), changes, if any, in their registered address at an early date; (b) quote their Registered Folio No. And /or DP Identity and Client Identity number in their correspondence.

Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the share are held in electronic form and to ACML, through Form ISR-1/ISR-2, as applicable, along with necessary supporting documents, either by emailing e-signed copies to info@escorpamc.co.in or sending physical copies by post/ delivery to the office of ACML. Further, Members may note that SEBI has mandated the submission of PAN by every participant in the securities market.

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

Non-resident Indian members are requested to inform the RTA, **Big Share Services Private Limited**, Office No S6-2, 6th floor, Pinnacle Business Park, next to Ahura Centre, Mahakali Caves Road, Andheri (East), Mumbai - 400093, Tel: 022-62638200, about:

- a) Change in their residential status on return to India for permanent settlement
 - b) Particulars of their bank account maintained in India with complete name, branch, account type, account number, and address of the bank with pin code number, if not furnished earlier.
11. Members holding shares in demat mode, who have not registered their email addresses, are requested to register their email addresses with their respective depository participants, and members holding shares in physical mode are requested to update their email addresses with the Company’s RTA to receive all communication (including Annual Report) in electronic mode.
 12. SEBI has mandated the submission of PAN by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participant(s). Members holding shares in physical form are required to submit their PAN details to the Company’s RTA.
 13. For members holding shares in physical form, SEBI vide its Master Circular SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated 7th May 2024, read with SEBI/HO/MIRSD/POD-1/P/CIR/2024/81 dated 10th June 2024, as amended from time to time, has mandated furnishing of PAN linked with Aadhaar and KYC details (i.e., postal address with PIN code, mobile number, bank account details, PAN linked with Aadhaar, etc.). In case any of the aforesaid documents/ details are not available in the record of the RTA, the member shall not be eligible to lodge a grievance or avail any service request from the RTA until they furnish complete KYC details. Further, with effect from 1st April 2024, any payment of dividend shall only be made in electronic mode to such members. The Company has made relevant announcements to the members from time to time.

Further, SEBI has mandated that securities of listed companies can be transferred only in demat form. Therefore, members are advised to dematerialize shares held by them in physical form for ease in portfolio management.



For consolidation of share certificates, members holding shares in physical form, in more than one folio, with identical order of names, are requested to send the details of such folios, together with the share certificates, along with the requisite KYC documents for consolidating their holdings in one folio to the RTA. Requests for consolidation of share certificates shall only be processed in dematerialized form.

14. In compliance with Section 108 of the Act, read with the corresponding rules, Regulation 44 of the LODR Regulations, and in terms of SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020, the Company has provided a facility to its members to exercise their votes electronically through the electronic voting (e-voting) facility provided by the National Securities Depository Limited (NSDL). Members who have cast their votes by remote e-voting before the AGM may participate in the AGM but shall not be entitled to cast their votes again. The manner of voting remotely by members holding shares in dematerialized mode, physical mode, and for members who have not registered their email addresses is provided in the 'Instructions for e-voting' section, which forms part of this Notice.
15. Nomination facility as per the provisions of Section 72 of the Act is available to individuals holding shares in the Company. Members may nominate a person in respect of all the shares held by them severally or jointly. Members holding shares in physical form and who have not yet registered their nomination are requested to register the same by submitting Form SH-13. If a member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/ she may submit the same in Form ISR-3 or SH-14, as the case may be. The said forms can be downloaded from the website of the Company or the website of the RTA. Members holding shares in demat form may approach their respective Depository Participants to complete the nomination formalities
16. SEBI has established a common Online Dispute Resolution Portal (ODR Portal) for the resolution of disputes arising in the Indian Securities Market. Pursuant to this, post exhausting the option to resolve their grievances with the RTA/Company directly and through the existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal: <https://smartodr.in/> login, and the same can also be accessed through the Company's Website at <https://escorpamc.co.in/investor-relations.html>.
17. The Register of Members and Share Transfer Books of the Company will remain closed from **Friday, September 12, 2025, to Thursday, September 18, 2025**.
18. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company/ RTA 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 holding may be obtained from the concerned Depository Participant, and holdings should be verified from time to time.
19. Details as required under Regulation 36 of the Listing Regulations and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, in respect of the appointment of Directors seeking appointment/ re-appointment at the 14th AGM, form an integral part of the Notice of the 14th AGM. Requisite declarations have been received from the Directors seeking appointment/ re-appointment.

A. Voting through electronic means

1. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 (Listing Regulations), the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at Annual General Meeting by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than the venue of the Annual General Meeting ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
2. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM, but shall not be entitled to cast their vote again.



3. The remote e-voting period commences on **Monday, September 15, 2025 (9:00 A.M.)** and ends on **Thursday, September 18, 2025 (5:00 P.M.)**. During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date **Friday, September 12, 2025**, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
4. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date, **Friday, September 12, 2025**.
5. Any person who acquires shares of the Company and becomes a member of the Company after dispatch of the notice electronically and holding shares as of the cut-off date, i.e., **Friday, September 12, 2025**, may obtain the login ID and password by sending a request to evoting@nsdl.co.in. However, if you are already registered with NSDL 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 the “Forgot User Details/Password” option available on www.evoting.nsdl.com or contact NSDL at the following toll-free no: 1800-222-990.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER: -

The remote e-voting period begins on **Monday, September 15, 2025 (9:00 A.M.)** and ends on **Thursday, September 18, 2025 (5:00 P.M.)**. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date), i.e., **Friday, September 12, 2025**, may cast their vote electronically. The voting rights of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being **Friday, September 12, 2025**.

1. How do I vote electronically using the NSDL e-Voting system?

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

Step 1: Access to the NSDL e-Voting system





A. Login method for e-Voting and joining a virtual meeting for Individual shareholders holding securities in demat mode

In terms of the SEBI circular dated December 9, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile numbers and email IDs in their demat accounts in order to access the e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. An existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page, click on the “Beneficial Owner” icon under “Login,” which is available under the “IDeAS” section. This will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value-Added Services. Click on “Access to e-Voting” under e-Voting services, and you will be able to see the e-Voting page. Click on the company name or e-Voting service provider, i.e., NSDL, and you will be redirected to the e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining a virtual meeting & voting during the meeting.



	<ol style="list-style-type: none"> If you are not registered for IDeAS e-Services, the option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click on https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open a 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 the e-Voting system is launched, click on the icon “Login” which is available under the ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP, and a Verification Code as shown on the screen. After successful authentication, you will be redirected to the NSDL Depository site, where you can see the e-Voting page. Click on the company name or e-Voting service provider, i.e., NSDL, and you will be redirected to the e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining a virtual meeting & voting during the meeting. Shareholders/Members can also download the NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for a seamless voting experience. <div data-bbox="776 1003 1312 1312" data-label="Image"> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <p> </p> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> Users who have opted for the CDSL Easi / Easiest facility can log in through their existing user ID and password. An option will be made available to reach the e-Voting page without any further authentication. Users to log in to Easi /Easiest are requested to visit the CDSL website www.cdslindia.com and click on the login icon & New System My Easi Tab and then use your existing My Easi username & password. After successful login, the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by the company. On clicking the e-voting option, the user will be able to see the e-voting page of the e-voting service provider for casting their vote during the remote e-voting period. Additionally, there are 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.



	<p>3. If the user is not registered for Easi/Easiest, an option to register is available at the CDSL website www.cdslindia.com and click on login & New System Myeasi Tab, and then click on the registration option.</p> <p>4. Alternatively, the user can directly access the e-Voting page by providing the Demat Account Number and PAN No. from an e-Voting link available on the www.cdslindia.com home page. The system will authenticate the user by sending OTP on the registered Mobile & Email as recorded in the Demat Account. After successful authentication, the user will be able to see the e-Voting option where the e-voting is in progress, and also be able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) log in through their depository participants.	You can also log in using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for the e-Voting facility. Upon logging in, you will be able to see the e-Voting option. Click on the e-Voting option, and you will be redirected to the NSDL/CDSL Depository site after successful authentication, wherein you can see the e-Voting feature. Click on the company name or e-Voting service provider, i.e., NSDL, and you will be redirected to the e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve their User ID/ Password are advised to use the Forget User ID and Forget Password options available at the aforementioned website.

If a shareholder/ member who are registered in the NSDL e-Voting system but has forgotten the USER ID [Login ID] or Password or both then the shareholder/ member can use the "[Forgot User Details/Password](#)" or "[Physical User Reset Password](#)" option available on the NSDL e-Voting website using his/ her DP ID, Client ID, Folio No, PAN and email id and reset the Password. The relevant communication would be received from NSDL at the email ID of the person. Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with the Depositories and Depository Participants. Members who are unable to retrieve their User ID/ Password are advised to use the Forget User ID and Forget Password options available at the above-mentioned website.

In case of any difficulties, please send a request at <https://www.evoting.nsdl.com> by providing the information about the particulars of the demat account, Folio No, PAN, address, etc., or contact toll-free no at 1800 1020 990 /1800 224 430.

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll-free no.: 1800 1020 990 and 1800 22 44 30
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 by contacting 1800 22 55 33

**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.
How to log in to the NSDL e-Voting website?**



1. Visit the e-Voting website of NSDL. Open a web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of the e-Voting system is launched, click on the icon “Login” which is available under the ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP, and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL e-services, i.e., IDEAS, you can log in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log in to NSDL e-Services after using your login credentials, click on e-Voting, and you can proceed to Step 2, i.e., Cast your vote electronically.

4. Your User ID details are given below:

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

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to log in and cast your vote.
 - b) If you are using the NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password, and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL in your mailbox. Open the email and open the attachment, i.e., a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, the last 8 digits of the client ID for CDSL account, or the folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - (ii) If your email ID is not registered, please follow the steps mentioned below in the **process for those shareholders whose email IDs are not registered.**



6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a) Click on “[Forgot User Details/Password?](#)”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) [Physical User Reset Password?](#)” (If you are holding shares in physical mode), an option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by the aforesaid two options, you can send a request to evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name, and your registered address, etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick the on Agree to “Terms and Conditions” by selecting the check box.
8. Now, you will have to click on the “Login” button.
9. After you click on the “Login” button, the Home page of e-Voting will open.

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

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

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

General Guidelines for Shareholders

1. Institutional shareholders (i.e., other than individuals, HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter, etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to jigar.gandhi@jngandco.in with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e., other than individuals, HUF, NRI, etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter, etc., by clicking on "Upload Board Resolution / Authority Letter" displayed under the "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and to take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
3. It is strongly recommended not to share your password with any other person and to take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.

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



1. In case shares are held in physical mode, please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to info@escorpamc.co.in.
 2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to info@escorpamc.co.in. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A), i.e. Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in demat mode.**
 3. Alternatively, shareholders/members may send a request to evoting@nsdl.com for procuring a user ID and password for e-voting by providing above mentioned documents.
 4. In terms of the SEBI circular dated December 9, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access the e-Voting facility.
1. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call toll-free no.: 1800 1020 990 and 1800 22 44 30 or send a request to evoting@nsdl.com.
 2. A person whose name is recorded in the register of members or the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail of the facility of remote e-voting as well as voting at the AGM through a ballot paper.
 3. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of a scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
 4. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
 5. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company <https://www.escorpamc.co.in/> and the website of NSDL immediately after the declaration of results by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.
 6. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25th January, 2022 has mandated the Listed Companies to issue securities in demat 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. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the Company's website and the website of the Company's RTA. It may be noted that any service request can be processed only after the folio is KYC compliant. SEBI vide its notification dated 24th January, 2022, has mandated that all requests for transfer of securities, including transmission and transposition requests, shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with



physical shares and avail various benefits of dematerialisation, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company or RTA for assistance in this regard.

7. All queries relating to Share Transfer and allied subjects should be addressed to:

**Big Share Services Private Limited
E-23, Ansa Industrial Estate, Saki
Vihar Road, Saki Naka
Andheri (E) Mumbai – 400072**



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

Item No 03: -

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 and Remuneration of Managerial Personnel) Rules, 2014, ("the Act") as amended from time to time, every listed company shall annex with its Director's report made in terms of sub-section (3) of section 134, a secretarial audit report, given by company secretary in practice, in such form as may be prescribed.

In addition to the requirements of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024 dated December 12, 2024 mandates that every listed entity and its material unlisted subsidiaries incorporated in India shall undertake Secretarial Audit by a Secretarial Auditor who shall be a Peer Reviewed Company Secretary and shall annex a Secretarial Audit Report in such form as specified, with the annual report of the listed entity. Besides, such appointment shall be approved by the Members of the Company at the Annual General Meeting. Effective April 1, 2025, the Company shall appoint a Practicing Company Secretary for a maximum term of 5 consecutive years or a firm of Practicing Company Secretaries for a maximum of 2 terms of 5 consecutive years. Such appointment shall be subject to approval by the members at the Annual General Meeting (AGM).

In compliance with the applicable laws and based on the recommendations of the Audit Committee, the Board of Directors, at their meeting held on, approved the appointment of M/s. JNG & Co. LLP, Company Secretaries as the Secretarial Auditor of the Company for a term of five (5) consecutive years commencing from financial year 2025–26 to financial year 2029–30, subject to the approval of the Members at the AGM.

The appointment was recommended following a thorough evaluation of various proposals and key factors such as independence, industry experience, technical expertise, and the quality of past audit reports. M/s. JNG & Co. LLP, Company Secretaries, is a reputed firm of practicing Company Secretaries registered with the Institute of Company Secretaries of India (ICSI), having extensive experience in corporate governance, compliance, and secretarial audits.

By Regulation 24A of SEBI Listing Regulations, the LLP holds a valid certificate issued by the Institute of Company Secretaries of India. The LLP has been providing professional services to listed companies and has a proven track record of maintaining high standards of governance and regulatory compliance.

Details of the Secretarial Auditor seeking appointment at the forthcoming Annual General Meeting. [Pursuant to Regulation 36 (5) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.]

Sr No.	Particular	Details
1.	Proposed Fees Payable	The Secretarial Audit fees are to be paid to M/s. JNG & Co. LLP, Company Secretaries, for their Secretarial Audit services, plus applicable taxes and out-of-pocket expenses, shall be mutually agreed upon between the Board of Directors of the Company and the Secretarial Auditor.
2.	Terms of Appointment	The Board of Directors at its meeting held on Friday, August 22, 2025, approved the appointment of M/s. JNG & Co. LLP, Company Secretaries, as Secretarial Auditors, for a term of five (5) consecutive years commencing from FY 2025-26 till FY 2029-30, subject to approval of the Members / Shareholders at the Annual General Meeting
3.	Any material changes in the fee payable to such Auditor from that paid to the outgoing auditor, along	Not Applicable



	with the rationale for such change	
4.	Basis of recommendation for appointment, including the details in relation to and credentials of the auditor proposed to be appointed.	<p>M/s. JNG & Co. LLP Company Secretaries is a reputed LLP of Practicing Company Secretaries committed to delivering strategic, research-driven, and customized corporate advisory solutions. With a team of seasoned professionals, the LLP brings deep domain expertise in Corporate Laws, Insolvency & Bankruptcy, Securities Laws, FEMA, Corporate Restructuring, and Business Set-up Services—both domestic and international.</p> <p>The LLP also provides comprehensive support in compliance management, regulatory approvals, and legal documentation to clients across various industries. By combining legal expertise with innovative thinking, the firm enables businesses to navigate complex regulatory environments with confidence.</p> <p>Mr. Jigar Kumar Gandhi, Fellow Member of the Institute of Company Secretaries of India (ICSI), Founder and Managing Partner of M/s. JNG & Co. LLP is a distinguished professional with over a decade of experience in corporate laws and governance. His rich industry exposure spans across Real Estate, Infrastructure, Banking & Finance, Manufacturing, Retail, Information Technology, Logistics, Travel, and Recruitment.</p> <p>Mr. Jigar Kumar Gandhi provides expert advice to large enterprises and startups on complex legal and regulatory issues. He excels in offering strategic guidance, governance insights, and customized compliance solutions that fit the changing business environment. With his expertise, practical approach, and entrepreneurial mindset, Jigar helps drive the firm's goal of delivering valuable and effective corporate advisory services to support business success.</p>

M/s. JNG & Co. LLP, Practicing Company Secretaries have given their consent to be appointed as Secretarial Auditors of the Company, confirming that they do not incur any disqualification specified under SEBI Circular No. SEBI/HO/CFD/CFD-PoD/ CIR/P/2024/185 dated December 31, 2024, and that they shall not render any restricted services stated therein to the Company, its holding and subsidiary companies, to ensure independence and avoid conflict of interest.

The Secretarial Audit fees are to be paid to M/s. JNG & Co. LLP, Company Secretaries, for their Secretarial Audit services, plus applicable taxes and out-of-pocket expenses, shall be mutually agreed upon between the Board of Directors of the Company and the Secretarial Auditor. In addition to the Secretarial Audit, M/s JNG & Co. LLP shall provide such other services in the nature of certifications and other professional work, as approved by the Board of Directors, if any are required.

In compliance with Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, consent of the Members is being sought for passing an Ordinary Resolution for the appointment of M/s. JNG & Co. LLP, Company Secretaries, as the Secretarial Auditors of the Company.

Accordingly, the Board of Directors recommends the passing of the above resolution as an Ordinary Resolution as set out in Item No. 3 of this Notice for the approval of the Members as an Ordinary Resolution.

None of the other Directors / Key Managerial Personnel of the Company / their relatives, is, in any way, concerned or interested, financially or otherwise, in the resolution.



Item No 04 & 05: -

Keeping in view the Company's long-term strategic and business objectives, the Company may need additional funds. For this purpose, the Company may, from time to time, raise finance from various Banks and/or Financial Institutions and/ or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit, which, together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in ordinary course of business) may exceed the aggregate of the paid-up capital and free reserves of the Company. Pursuant to Section 180(1)(c) of the Companies Act, 2013, the Board of Directors cannot borrow more than the aggregate amount of the paid-up capital of the Company and its free reserves at any time except with the consent of the members of the Company in a general meeting.

In order to facilitate securing the borrowing made by the Company, it would be necessary to create a charge on the assets or whole or part of the undertaking of the Company. Further, Section 180(1)(a) of the Companies Act, 2013 provides for the power to sell, lease, or otherwise dispose of the whole or substantially the whole of the undertaking of the Company, subject to the approval of members in the General Meeting.

Further, in order to provide flexibility to the Company and its lenders, the Company may agree to terms that allow the conversion of such loans into equity shares or debentures. Section 62(3) of the Companies Act, 2013 permits such conversion in the future if approved by the shareholders through a special resolution.

The proposed resolution seeks the approval of members to authorise the Board to borrow up to Rs. 100 Crores (Rupees Hundred Crores only) or equivalent amount or any part of that amount and to provide lenders the option to convert such loans into equity shares or debentures of the Company, as may be mutually agreed.

The above proposal is in the interest of the Company, and the Board recommends the Resolution as set out at Item nos. 4 & 5 for approval by the members of the Company as Special Resolutions.

None of the Directors or Key Managerial Personnel or their relatives is in any way concerned with or interested, financially or otherwise, in the said resolution except to the extent of their shareholding in the Company, if any.

Item No. 06:-

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other bodies corporate as and when required.

Members may note that pursuant to Section 186 of the Companies Act, 2013 ("Act"), the Company can give loan or give any guarantee or provide security in connection with a loan to any other body corporate or person and acquire securities of any other body corporate, in excess of 60% of its paid up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more, with the approval of Members by special resolution passed at the general meeting.

In view of the aforesaid, it is proposed to take approval under Section 186 of the Companies Act, 2013, by way of special resolution, up to a limit of Rs. 100 Crores, as proposed in the Notice. The above proposal is in the interest of the Company, and the Board recommends the Resolution as set out at Item No.6 for approval by the members of the Company as a Special Resolution.

None of the Directors or Key Managerial Personnel or their relatives is in any way concerned with or interested, financially or otherwise, in the said resolution except to the extent of their shareholding in the Company, if any.



Item No. 07:-

Pursuant to the provisions of Section 188 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, the Related Party Transactions as mentioned in clause (a) to (g) of the said section requires a Company to obtain approval of the Board of Directors and subsequently the Shareholders of the Company by way of ordinary resolution in case the value of the Related Party Transactions exceed the stipulated thresholds prescribed in Rule 15 of the said Rules and transactions other than in ordinary course of business and on arm's length basis.

Regulation 23 (4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations') provides that all material related party transactions and subsequent material modifications as defined by the audit committee under sub-regulation (2) shall require prior approval of the shareholders by means of an Ordinary Resolution, even if such transaction(s) are in ordinary course of business and at arm's length basis. Further, the Explanation to Regulation 23 (1) provides that a transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during the financial year, exceeds ₹ 1000 crores or exceeds 10% (ten percent) of the annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower.

The proviso to Section 188 (1) also states that nothing in Section 188 (1) will apply to any transaction entered into with a related party by the Company in its ordinary course of business and on arm's length basis.

Accordingly, the related party transactions based on the provisions of Section 188 of the Act and rules made thereunder and Regulation 23 of the Listing Regulations, the Audit Committee and the Board of Directors of the Company have approved the proposed transactions detailed in the resolution at Item No. 7 of the accompanying notice. The said related party transactions are placed before the shareholders for their approval by way of ordinary resolution to enable the Company / Subsidiary Company to enter into the following Related Party Transactions in one or more tranches. The transactions under consideration are proposed to be entered into by the Company / Subsidiary Company with the following related parties in the ordinary course of business and on an arm's length basis.

The relevant information pertaining to transactions as required under Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014 and as amended SEBI/HO/CFD/PoD2/CIR/P/0155, dated 11 November 2024, read with are set out below;

Sr. No	Description	Details
Details of the summary of information provided by the management to the Shareholders of the company		
a	*A summary of the information provided by the management of the listed entity to the audit committee as specified in para.	<div>1. The Company may be required to grant a business advance/loan and/or inter-corporate deposit as a part of a strategic business decision, to the extent necessary to support the business operations of the said entities.</div> <div>2. Additionally, the Company may also be required to provide security by way of mortgage/hypothecation/pledge of securities held and/or charge on any of its movable/immovable properties to the extent of the fund/loan that may be availed by the said entities from term lenders.</div>
	* Name of the related party and its relationship with the listed entity or its subsidiary, including the nature of its concern or interest (financial or otherwise)	<div>A. Holding Company (Aryaman Financial Services Limited)</div> <div>B. Sister Company (Aryaman Finance (India) Limited)</div>



		C. Sister Company (Aryaman Capital Markets Limited)
		D. Group Company (Roopshri Resorts Limited)
		E. Ultimate Holding Company (Mahshri Enterprises Private Limited)
	*Tenure of Proposed transaction	To be fixed at the time of execution
	*Value of the proposed transaction	To be within the overall limit and finalised at the time of execution
b	Details of transactions related to any loans, inter—corporate deposits, advances, or investments made or given by the Company or its subsidiaries:	To be disclosed at the time of execution
c	Justification for why the proposed transaction is in the interest of the listed entity.	To be disclosed at the time of execution
d	Where the transaction relates to any loans, inter-corporate deposits, advances, or investments made or given by the listed entity or its subsidiary, the details specified under para 4(f) above; (The requirement of disclosing source of funds and cost of funds shall not be applicable to listed banks/NBFCs.)	To be disclosed at the time of execution
e	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders;	To be disclosed at the time of execution
f	Percentage of the counterparty's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis	To be disclosed at the time of execution
g	Any other information that may be relevant	To be disclosed at the time of execution

The proposed contracts/arrangements/transactions relate to grant business advance/loan and/or inter-corporate deposit or any other transaction(s), which shall be governed by the Company's Related Party Transaction Policy and shall be reviewed by the Audit Committee within the overall limits approved by the members. The Board of Directors or any Committee thereof would carefully evaluate the proposals for providing and/or receiving loans or guarantees or securities or making investments through deployment of funds out of internal resources/accruals and/or any other appropriate sources, from time to time, only for the business requirements of your company. Further, all related party transactions of the Company are at length and in the ordinary course of business as required under relevant regulations.

The aggregate value of the transactions and other amounts in the resolution and the explanatory statement are estimates based on currently available information and may change based on factors including general economic and political conditions in India and globally, inflation, deflation, volatility in interest rates and/or exchange rates, tax rates, changes in our industry, natural calamities, epidemics, pandemics and/or force majeure events, that are outside our control.

The Board recommends the ordinary resolution as set out in Item No.7 of the accompanying Notice for approval by unrelated shareholders of the Company in terms of Section 188 (3) of the Act and Regulation 23 of the Listing Regulations. Except the Promoter Directors and their relatives (to the extent of their shareholding in the Company), and the Key Managerial Personnel mentioned hereinabove, no other Directors or the relatives of the Directors or Key Managerial Personnel are concerned or interested, financially or otherwise, in the said resolution.



The Members may note that in terms of the provisions of the Listing Regulations, no Related Party shall vote to approve the Ordinary Resolution set forth at Item No. 7 of the Notice, whether the entity is a related party to the particular transaction or not.

Item No. 08:-

Pursuant to Section 185 of the Companies Act, 2013 a Company may advance any loan including any loan represented by book debt, or give any guarantee or provide any security in connection with any loan taken by any entity (said entity(ies) covered under the category of 'a person in whom any of the director of the Company is interested' as specified in the explanation to Section 185(2)(b) of the Companies Act, 2013, after passing a Special Resolution in the general meeting.

It is proposed to make loan(s) including loan represented by way of Book Debt to, and/or give guarantee(s) and/or provide security(ies) in connection with any loan taken/to be taken by the Subsidiary Companies or Associate or Joint Venture or group entity or any other person in whom any of the Director of the Company is deemed to be interested as specified in the explanation to Section 185(2)(b) of the Act (collectively referred to as the "Entities"), from time to time, for the purpose of capital expenditure of the projects and/or working capital requirements including purchase of fixed assets as may be required from time to time for its principal business activities and other matters connected and incidental thereto, within the limits as mentioned in the Item no. 8 of the notice.

The members may note that Board of Directors would carefully evaluate the proposals and provide such loan, guarantee or security through deployment of funds out of internal resources/accruals and/or any other appropriate sources, from time to time, and the proposed loan shall be at such rate of interest as agreed by the parties in the best interest of the Company and shall be used by the borrowing company for its principal business activities only.

The Board of Directors recommends the resolution set forth in Item no. 8 of the notice for your approval as a Special Resolution.

None of the Directors or Key Managerial Personnel or their relatives is in any way concerned with or interested, financially or otherwise, in the said resolution except to the extent of their shareholding in the Company, if any.

Registered Office:

60, Khatau Building, Ground. Floor,

Alkesh Dinesh Modi Marg,

Fort, Mumbai – 400 001

Tel: 022 – 6216 6999

Fax: 022 – 2263 0434

CIN: L17121MH2011PLC213451

Website: <https://www.escorpamc.co.in/>

Email: info@escorpamc.co.in

By Order Of The Board of Directors
FOR ESCORP ASSET MANAGEMENT LIMITED

Sd/-

Shripal Shah

(Whole Time Director)

Din: 01628855

Friday, August 22, 2025



Annexure - A

The relevant details of directors who are proposed to be re-appointed as directors of the Company, as required under Regulation 36(3) of the SEBI Listing Regulations, 2015, and SS-2 issued by the Company Secretaries of India are as under:

PARTICULARS	Mr. Shripal Shrenik Shah (DIN: 01628855)
Current Position	Whole Time Director (Liable to retire by rotation)
Age:	40 Years
Qualification:	BMS, CFA
Experience:	More than 15 Years in the field of investments and finance
Expertise in Specific functional areas	His functional responsibility is handling the overall business affairs of our Company and the entire group, including devising investment strategies, developing industry networks for further business development, and overall development of the business of the Company.
Brief Resume of the Director	Mr. Shripal Shah is the Whole Time Director and also the Promoter of our company. He is a Management Graduate (International Finance) and a CFA (USA). He has experience of over a decade in the field of finance and investments. His functional responsibility is developing industry networks for further business development.
Remuneration last drawn	No remuneration paid
Terms and Conditions of Appointment:	As per the resolution at item no. 2 of this Notice, read with the explanatory statement thereto.
Date of first Appointment:	February 13, 2011
Number of Board Meetings attended during the year:	Attended all five meetings held in F.Y. 2024-2025
Shareholding in the Company:	8,41,666 Equity Shares
Relationship with Other Directors:	Brother of Mr. Shreyas Shah (Brother)
Other Directorships:	1) Mahshri Enterprises Private Limited; 2) Aryaman Financial Services Limited; 3) Aryaman Capital Markets Limited; 4) Tushvi Tradex Private Limited 5) Aryaman Finance (India) Limited
Memberships / Chairmanship of Committees:	He is a member of the Audit Committee and the Stakeholders Relationship Committee of Aryaman Financial Services Limited and Aryaman Capital Markets Limited.



BOARD'S REPORT

To,
The Members,
Escorp Asset Management Limited,

The Directors are pleased to present to you the Fourteenth Annual Report on the Business and Operations of **Escorp Asset Management Limited ("The Company")** and the Accounts for the financial year ended March 31, 2025 (*period under review*).

1. FINANCIAL PERFORMANCE OF THE COMPANY:

The summary of the financial performance for the financial year ended March 31, 2025, and the previous financial year ended March 31, 2024, is given below:

(₹ in lacs)

Particulars	31 st March 2025	31 st March 2024
Total Income	1959.74	1979.11
Less: Expenditure	47.60	22.19
Profit before Depreciation	1912.14	1956.93
Less: Depreciation	0.13	-
Profit before Tax	1912.14	1956.93
Provision for Taxation	283.74	231.70
Profit after Tax	1628.40	1725.23
Other Comprehensive Income	108.45	(1024.75)
Total Comprehensive Income	1736.85	700.48
Earnings Per Share (Face value Rs 10 per equity share)		
(1) Basic	14.65	15.52
(2) Diluted	14.65	15.52

The Standalone Financial Statements of the Company for the financial year ended March 31, 2025, have been prepared in accordance with the Indian Accounting Standard ("Ind AS") as notified by the Ministry of Corporate Affairs and as amended from time to time.

2. REVIEW OF OPERATIONS

The Total Income of the Company stood at ₹ 1959.74 lacs for the year ended March 31, 2025, as against ₹ 1979.11 lacs in the previous year. The Company reported a net profit of ₹ 1628.40 lacs for the year ended March 31, 2025, compared to a net profit of ₹ 1725.23 lacs in the previous year.

3. CASH FLOW STATEMENTS

As required under Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "**Listing Regulations**") Regulations, 2015, a Cash Flow Statement forms part of the Annual Report.

4. TRANSFER TO RESERVES IN TERMS OF SECTION 134 (3) (J) OF THE COMPANIES ACT, 2013

The Board has decided not to transfer any amount to the Reserves for the year under review.



5. DIVIDEND:

During the year under review, your Board does not recommend any dividend and wishes to plough back the profits. Further, as per Regulation 43A of the SEBI Listing Regulations, 2015, the requirement to formulate a Dividend Distribution Policy applies to the top 1,000 listed entities based on market capitalization. As our company does not fall within this threshold, the formulation and disclosure of a Dividend Distribution Policy do not apply to us.

6. TRANSFER OF UNPAID AND UNCLAIMED DIVIDENDS TO INVESTOR EDUCATION AND PROTECTION FUND

MCA, under Sections 124 and 125 of the Companies Act, 2013, requires dividends that are not encashed or claimed by shareholders for seven consecutive years to be transferred to the Investor Education and Protection Fund ("IEPF"). However, there was no amount due for transfer to IEPF in the financial year 2024-25.

7. STATE OF THE COMPANY'S AFFAIR

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

(There has been no change in the business of the Company during the financial year under review. However, the company has been migrated from the BSE SME Platform to the BSE Main Board on May 08, 2025.

8. SHARE CAPITAL

The Authorized share capital of the company is Rs. 12,00,00,000/- (Rupees Twelve Crores only), divided into 1,20,00,000 (One Crore Twenty Lakh) equity shares of Rs. 10/- (Rupees Ten only)

The Paid-up capital of the Company is Rs 11,11,66,510/- (Rupees Eleven Crore Eleven Lakh Sixty-Six Thousand Five Hundred Ten Only) divided into 1,11,16,651/- (One Crore Eleven Lakh Sixteen Thousand Six Hundred Fifty-One) Equity shares of Rs 10/- (Rupees Ten only).

9. MANAGEMENT'S DISCUSSION AND ANALYSIS REPORT:

Management's Discussion and Analysis Report for the year under review, in terms of the Listing Regulations and subsequent amendments therein, is presented in a separate section forming part of the Annual Report as "Annexure III."

10. DISCLOSURES BY DIRECTORS

The Board of Directors has submitted Notice of Interest in Form MBP 1 under Section 184(1) of the Companies Act, 2013, as well as intimation by directors in Form DIR 8 under Section 164(2) of the Companies Act, 2013, and declarations as to compliance with the Code of Conduct for Directors and Senior Management.

Further, under Regulation 34(3) and Schedule V Para C clause (10) (i) of the listing regulation, Certificate of Non-Disqualification of Directors as received from JNG & Co. LLP, Company Secretaries, forming part of the Annual Report as "Annexure IV".

11. COMPANY'S POLICY RELATING TO APPOINTMENT, PAYMENT OF REMUNERATION TO DIRECTORS, KEY MANAGERIAL PERSONNEL & OTHER EMPLOYEES:

As per the provisions of Section 178(3) of the Companies Act, 2013, on the recommendation of the Nomination & Remuneration Committee of the Company, the Board of Directors had approved a Policy which lays down a



framework in relation to the appointment and remuneration of Directors, Key Managerial Personnel, and the other employees and their remuneration.

The Policy forms part of the Annual Report as “**Annexure I**”. Further, as required under Section 134(3) of the Act, the Nomination and Remuneration Policy of the Company is available on the website of the Company at <https://www.escorpamc.co.in/03/Remuneration%20Policy.pdf>.

The Policy broadly lays down the guiding principles, philosophy, and the basis for payment of remuneration to Directors, Key Managerial Personnel, and other employees. The policy also provides the criteria for determining qualifications, positive attributes, and Independence of the Director, and criteria for appointment of Key Managerial Personnel / Senior Management while making the selection of the candidates.

The statement giving details of names of the top ten employees in terms of remuneration drawn and the name of every employee who was in receipt of remuneration exceeding the limits specified under Rule 5(2) of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, does not apply to the Company.

12. SUBSIDIARY/ JOINT VENTURE/ ASSOCIATE COMPANY

The Company does not have any Subsidiaries, Joint ventures, or Associate Companies.

13. MATERIAL CHANGES AND COMMITMENTS

There have been no material changes and commitments that affect the financial position of the Company that have occurred between the end of the financial year and the date of this Report.

14. ANNUAL RETURN:

The draft Annual Return of the Company as on March 31, 2025, in the Form MGT-7 in accordance with Section 92(3) and 134(3)(9) of the Companies Act, 2013, as amended from time to time and the Companies (Management and Administration) Rules, 2014 is available on the website of the Company at <https://www.escorpamc.co.in/investor-relations.html>.

15. CHANGE IN SHARE CAPITAL:

There was no change in Share Capital for the period under review.

16. FAMILIARISATION PROGRAMME FOR DIRECTORS

In terms of Regulation 25(7) of the Listing Regulations, the Company needs to formally arrange an Induction or Familiarization Programme for Independent Directors to familiarize them with their role, rights, and responsibilities as Directors, the working of the Company, the nature of the industry in which the Company operates, the business model, etc.

The Company has adopted a framework, duly approved by the Board of Directors, for Familiarisation Programmes for Independent Directors. The objective of the framework is to ensure that the Independent Directors have a greater insight into the business of the Company, enabling them to contribute more effectively in decision-making.

During the year under review, the Company has conducted Familiarisation Programmes on Business and Operational Performance, and Financial Results and Performance for Independent Directors.

The details of the Familiarisation Programme are available on the Company's website at <https://www.escorpamc.co.in/03/Familiarization%20Programme%20for%20Independent%20Directors.pdf>.



17. DIRECTORS AND KEY MANAGERIAL PERSONNEL:

i. Change in Directors

The Company has a professional Board comprising Executive Directors & Non-Executive Directors who bring the right mix of knowledge, skills, and expertise, helping the Company implement the best Corporate Governance practices.

There were no changes in the Directors during the year.

ii. Retirement by Rotation of the Directors

In accordance with the provisions of the Companies Act, 2013, and the Articles of Association of the Company, Mr. Shripal Shah, Director of the Company, will retire by rotation at the ensuing 14th Annual General Meeting and, being eligible, offer him/ themselves for re-appointment as per Section 152 of the Companies Act, 2013.

The brief resume of Mr. Shripal Shah, the nature of his expertise in specific functional areas, names of the companies in which he has held directorships, his shareholding, etc., are furnished in **Annexure-A** to the notice of the ensuing Annual General Meeting.

iii. Independent Directors

Our Company has received annual declarations from all the Independent Directors of the Company confirming that they meet with the criteria of Independence provided in Section 149(6) of the Companies Act, 2013 and Regulations 16(1) (b) & 25 of Listing Regulations, and there has been no change in the circumstances, which may affect their status as Independent Director during the year.

The Independent Directors met on March 28, 2025, without the attendance of Non-Independent Directors and members of the Management. The Independent Directors reviewed the performance of Non-Independent Directors and the Board as a whole; the performance of the Chairman of the Company, taking into account the views of Executive Directors and Non-Executive Directors and assessed the quality, quantity and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

iv. Key Managerial Personnel:

As of the date of this report, the following are the Key Managerial Personnel of the Company:

- a) Mr. Shripal Shah- Whole Time Director & Chief Financial Officer (“CFO”)
- b) During the Year under Review, Ms. Reenal Khandelwal resigned as Company Secretary with effect from May 23, 2024, and Ms. Bhoomi Shah was appointed as Company Secretary with effect from May 23, 2024.

18. DECLARATION BY INDEPENDENT DIRECTORS:

The Independent Directors have submitted their declaration of independence, stating that:

- a. They continue to fulfill the criteria of independence provided in Section 149 (6) of the Act, along with Rules framed thereunder and Regulation 16(1)(b); and
- b. There has been no change in the circumstances affecting their status as Independent Directors of the Company.

The Independent Directors have also confirmed that they have complied with the Company’s Code of Conduct. In terms of Section 150 of the Companies Act, 2013 and Rules framed thereunder, the Independent Directors have



also confirmed their registration (including renewal of applicable tenure) and compliance with the online proficiency self-assessment test (unless exempted) with the Indian Institute of Corporate Affairs (IICA). The Board opined and confirmed, in terms of Rule 8 of the Companies (Accounts) Rules, 2014, that the Independent Directors are persons of high repute, integrity, and possess the relevant expertise and experience in their respective fields.

19. BOARD MEETINGS:

During the year under review, the Board met 5 times on the following dates. The intervening gap between the two consecutive Board Meetings was within the prescribed period of 120 days as specified under the provisions of Section 173 of the Companies Act, 2013, and the Listing Regulations.

Following is the attendance of each of the Directors at the Board Meetings held during the period under review:

Sr. No.	Date of Meeting	Total No of Directors as on the date of the meeting	Attendance	
			No. of Directors attended	% of Attendance
1	May 23, 2024	5	5	100%
2	August 26, 2024	5	5	100%
3	November 13, 2024	5	5	100%
4	January 15, 2025	5	5	100%
5	February 03, 2025	5	5	100%

20. COMMITTEES OF THE BOARD

i. AUDIT COMMITTEE

During the year, the committee met three times with full attendance of all the members. The composition of the Audit Committee as of March 31, 2025, and details of the Members' participation at the Meetings of the Committee are as follows:

Name of Director	Position in the committee	Meetings		Attendance at the Audit Committee Meetings held on.		
		Held and entitled	Attended	23.05.2024	26.08.2024	13.11.2024
Mr. Darshit Parikh (Independent Director)	Chairman	3	3	Yes	Yes	Yes
Mrs. Supriya Tatkar (Independent Director)	Member	3	3	Yes	Yes	Yes
Mr. Shripal Shah	Member	3	3	Yes	Yes	Yes



(Whole Time Director)						
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There were no changes that took place in the composition of the Audit Committee during the year and as of the date of this report.

The Committee is governed by a Charter which is in line with the regulatory requirements mandated by the Companies Act, 2013. The terms of reference of the Committee, as per the Companies Act 2013 and Listing regulations, include the following:

Financial Reporting and Related Processes:

- Oversight of the Company's financial reporting process and financial information submitted to the Stock Exchanges, regulatory authorities, or the public.
- Reviewing with the Management, the Half Yearly Unaudited Financial Statements and the Auditor's Limited Review Report thereon / Audited Annual Financial Statements and Auditors' Report thereon before submission to the Board for approval. This would, inter alia, include reviewing changes in the accounting policies and reasons for the same, major accounting estimates based on exercise of judgement by the Management, significant adjustments made in the Financial Statements, and/or recommendations, if any, made by the Statutory Auditors in this regard.
- Review the Management Discussion & Analysis of financial and operational performance.
- Discuss with the Statutory Auditors their judgment about the quality and appropriateness of the Company's accounting principles with reference to the Accounting Standard Policy.
- Review the investments made by the Company.

All the Members on the Audit Committee have the requisite qualifications for appointment on the Committee and possess sound knowledge of finance, accounting practices, and internal controls.

The Auditors, Internal Auditors, and Chief Financial Officer are invited to attend the meetings of the Committee. The Company Secretary acts as the Secretary to the Committee.

ii. NOMINATION AND REMUNERATION COMMITTEE

During the year, the committee met once with full attendance of all the members. The composition of the Nomination and Remuneration Committee as at March 31, 2025, and details of the Members' participation at the Meetings of the Committee are as under:

Name of Director	Position in the committee	Meetings		Attendance at the Remuneration Committee held on
		Held and entitled	Attended	23.05.2024
Mrs. Supriya Tatkar (Independent Director)	Chairman	1	1	No
Mr. Darshit Parikh (Independent Director)	Member	1	1	Yes
Mr. Haresh Sanghvi (Independent Director)	Member	1	1	Yes

There were no changes that took place in the composition of the Nomination and Remuneration Committee during the year and as of the date of this report.



The Committee is governed by a Charter which is in line with the regulatory requirements mandated by the Companies Act, 2013. The terms of reference of the Committee, as per the Companies Act 2013 and listing regulations, include the following:

- Formulation of the criteria for determining qualifications, positive attributes, and independence of a director and recommend to the board of directors a policy relating to the remuneration of the directors, key managerial personnel, and other employees;
- For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge, and experience on the Board and, based on such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. To identify suitable candidates, the Committee may:
 - a) Use the services of an external agency, if required;
 - b) Consider candidates from a wide range of backgrounds, having due regard to diversity; and
 - c) Consider the time commitments of the candidates.
- Formulation of criteria for evaluation of performance of independent directors and the board of directors;
- Devising a policy on the diversity of the board of directors;
- Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommending to the board of directors their appointment and removal.
- Whether to extend or continue the term of appointment of the independent director, based on the report of the performance evaluation of the independent directors.
- Recommend to the board all remuneration, in whatever form, payable to senior management.

The Company has formulated a Remuneration Policy, which is annexed to the Annual Report as “**Annexure I**”.

iii. **STAKEHOLDERS RELATIONSHIP COMMITTEE:**

The Stakeholders Relationship Committee, as per Section 178 (5) of the Companies Act, 2013, continued working under the Chairmanship of Mr. Darshit Parikh. During the year, the committee met one time with full attendance of all the members. The composition of the Stakeholders Relationship Committee as of March 31, 2025, and details of the Members' participation at the Meetings of the Committee are as follows:

Name of Director	Position in the committee	Meetings		Attendance at the Stakeholders' Relationship Committee held on
		Held and entitled	Attended	23.05.2024
Mr. Darshit Parikh (Independent Director)	Chairperson	1	1	Yes
Mr. Haresh Sanghvi (Independent Director)	Member	1	1	Yes
Mr. Shripal Shah (Whole Time Director)	Member	1	1	Yes



There were no changes that took place in the composition of the Stakeholders Relationship Committee during the year and as of the date of this report.

The Committee is governed by a Charter which is in line with the regulatory requirements mandated by the Companies Act, 2013. The terms of reference of the Committee, as per the Companies Act 2013 listing regulations, include the following:

- Resolving the grievances of the security holders of the listed entity, including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings, etc.
- Review of measures taken for effective exercise of voting rights by shareholders.
- Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.
- Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring the timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.

During the year, no complaints were received from shareholders. There are no balance complaints. The Company had no share transfers pending as of March 31, 2025.

Ms. Bhoomi Shah, Company Secretary and Compliance Officer of the Company.

iv. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE (CSR)

During the year, the committee met twice with full attendance of all the members. The composition of the CSR Committee as of March 31, 2025, and details of the Members' participation at the Meetings of the Committee are as under:

Name of Director	Position in the committee	Meetings		Attendance at the Corporate Social Responsibility held on	
		Held and entitled	Attended	23.05.2024	03.02.2025
Mr. Shripal Shah (Whole Time Director)	Chairperson	2	2	Yes	Yes
Mr. Shreyas Shah (Executive Director)	Member	2	2	Yes	Yes
Mr. Darshit Parikh (Independent Director)	Member	2	2	Yes	Yes

There were no changes that took place in the composition of the CSR Committee during the year and as of the date of this report.

The roles and responsibilities of the CSR Committee include formulation and recommendation of CSR policy to the Board, recommending the amount to be incurred for CSR activities, instituting a transparent monitoring mechanism for implementation of the CSR projects or programs, or activities undertaken by the Company, and monitoring the CSR policy from time to time.



21. BOARD'S PERFORMANCE EVALUATION:

The criteria for evaluation of Board include whether Board meetings were held in time, all items which were required as per law to be placed before the Board were placed or not, whether the same have been discussed and appropriate decisions were taken, adherence to legally prescribed composition and procedures, timely induction of additional / women Directors and replacement of Board members / Committee members, whenever required, and whether the Board facilitates the independent Directors to perform their role effectively.

The criteria for evaluation of the Committee include taking up roles and functions as per its terms of reference, independence of the Committee, whether the Committee has sought necessary clarifications, information, and explanations from management, internal and external auditors, etc.

Based on such criteria, the evaluation was completed for each Director, Committee, and the Board of Directors, and the observations of the Directors were discussed and presented to the Chairperson of the Board.

The performance evaluation of Non-Independent Directors, i.e., Mr. Shripal Shah, Mr. Shreyas Shah, and the entire Board, was carried out.

The performance evaluation of the Independent Directors, i.e., Mr. Darshit Parikh, Ms. Supriya Tatkar, and Mr. Haresh Sanghavi, was also carried out.

The Directors expressed their satisfaction with the evaluation process. Performance evaluation of the Board, its various Committees, and Directors, including Independent Directors, was found satisfactory.

22. CORPORATE SOCIAL RESPONSIBILITY

The Company considers Corporate Social Responsibility (“CSR”) as a process by which an organization thinks about and evolves its relationships with stakeholders for the common good, and demonstrates its commitment in this regard.

The Corporate Social Responsibility policy formulated by the CSR Committee and approved by the Board remains unchanged. The policy is available on the Company's website at <https://www.escorpamc.co.in/03/CSR%20policy.pdf>.

During the financial year 2024-25, the Company has in place a CSR policy laid down in accordance with the provisions of the Companies Act, 2013, and rules made thereunder. The Company under its CSR policy, affirms its commitment of seamless integration of marketplace, workplace, environment and community concerns with business operations by undertaking activities/initiatives that are not taken in its normal course of business and/or confined to only the employees and their relatives and which are in line with the broad-based list of activities, areas or subjects that are set out under schedule VII of the Companies Act, 2013,

The company has spent an amount of Rs. 18,50,000 on CSR activities as specified in Schedule VII of the Companies Act, 2013, against 2% of the average profit for the last three years.

The company has spent an amount of Rs. 18,50,000 on “*Matoshri Jayaben Himmatlal Shah Charitable Trust*” to support their efforts, which focus on various charitable activities, primarily in education, healthcare, and empowerment initiatives. The trust aims to improve the lives of underprivileged individuals and communities through programs such as providing free or subsidized dialysis, distributing educational resources, and offering support for basic needs.

An Annual Report on CSR activities in terms of Section 134(3)(o) of the Act read with the Companies (Corporate Social Responsibility) Rules, 2014, is attached herewith as '**Annexure V**' to this Report.



23. AUDITORS:

1. Statutory Auditors:

The Board has re-appointed M/s V. N. Purohit & Co., Chartered Accountants as the statutory auditors of the Company for 2nd term of five consecutive years, from the conclusion of the 11th Annual General Meeting till the conclusion of the 16th Annual General Meeting to be held in the year 2027, as approved by the shareholders of the Company.

2. Secretarial Auditor:

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 JNG & Co. LLP., a firm of Company Secretaries in Practice (Firm Registration No. L2024MH017500), to undertake the Secretarial Audit of the Company for the F.Y. 2024-25. The Secretarial Audit Report for F.Y. 2024-25 is annexed herewith as “Annexure II

Further, following our migration from the BSE SME to the BSE Main Board on May 08, 2025, we are required to comply with relevant regulations. In accordance with Regulation 24A of the SEBI Listing Regulations and Section 204 of the Act, the Board at its meeting held on August 22, 2025, based on recommendation of the Audit Committee, has approved the appointment of JNG & Co. LLP, Practicing Company Secretaries, a peer reviewed firm (Firm Registration No. L2024MH017500) as Secretarial Auditors of the Company for a term of five consecutive years commencing from financial year 2025-26 till financial year 2029-30, subject to approval of the Members at the ensuing Annual General Meeting.

3. Cost Auditor:

Your Company is principally engaged in Portfolio Management Business and Proprietary Investments in shares, securities, and funds. Therefore, Section 148 of the Companies Act, 2013, is not applicable to the Company.

4. Internal Auditor:

The Board of Directors, based on the recommendation of the Audit Committee and pursuant to the provisions of section 138 of the Act read with the Companies (Accounts) Rules, 2014, has appointed M/s KKM & Associates, Chartered Accountants, as the Internal Auditors of your Company for the financial year 2024-25 & 2025-26. The Internal Auditor conducts the internal audit of the functions and operations of the Company and reports to the Audit Committee and Board.

24. AUDITOR’S REPORT:

The Auditor’s Report and Secretarial Auditor’s Report do not contain any qualifications, reservations, or adverse remarks. The Report of the Auditors is given as an Annexure, which forms part of this report.

25. VIGIL MECHANISM /WHISTLE BLOWER POLICY:

Under the provisions of Section 177(9) of the Companies Act, 2013, read with the Rules made thereunder, the Company has adopted a Whistle-Blower Policy for Directors and Employees to report genuine concerns and to provide adequate safeguards against victimization of persons who may use such a mechanism.

The functioning process of this mechanism has been more elaborately mentioned in the Corporate Governance Report, which forms part of this Annual Report. The said Policy is available on the Company’s website at <https://www.escorpamc.co.in/03/Whistle%20Blower%20and%20Vigil%20Mechanism%20Policy.pdf>.



26. INTERNAL AUDIT & CONTROLS:

Pursuant to provisions of Section 138 of the Companies Act, 2013, read with rules made thereunder, the Board has appointed M/s KKM& Associates, Chartered Accountants, as the Internal Auditors of the Company to check the internal controls and functioning of the activities and recommend ways of improvement. The Internal Audit is carried out on a half-yearly basis; the report is placed in the Audit Committee Meeting and the Board Meeting for their consideration and direction.

The Internal Financial Controls with reference to financial statements as designed and implemented by the Company are adequate. During the year under review, no material or serious observation has been received from the Internal Auditors of the Company for inefficiency or inadequacy of such controls.

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, work performed by the internal, statutory and secretarial auditors and external consultants and the reviews performed by management and the relevant board committees, including the audit committee, the board is of the opinion that the Company's internal financial controls were adequate and effective during the financial year 2024-25.

27. RISK ASSESSMENT AND MANAGEMENT:

Our Company has been continuously reviewing and streamlining its various operational and business risks involved in its business as part of its risk management policy. Your Company also takes all efforts to train its employees from time to time to handle and minimize these risks. The policy is available on the company website at <https://www.escorpamc.co.in/03/Risk%20management%20policy.pdf>.

28. LISTING WITH STOCK EXCHANGES:

Escorp Asset Management Limited, previously listed on the SME platform of BSE Limited, successfully migrated to the BSE Main Board on May 8, 2025. Accordingly, the Company has paid the requisite annual listing fees for the year 2025-26 to BSE Limited, in line with Main Board requirements.

29. COMPLIANCE WITH SECRETARIAL STANDARDS:

In terms of Section 118(10) of the Companies Act, 2013, the Company is complying with the Secretarial Standards issued by the Institute of Company Secretaries of India and approved by the Central Government with respect to Meetings of the Board of Directors and General Meetings.

The Company is fully compliant with the applicable Secretarial Standards (SS), viz. SS-1 & SS-2 on Meetings of the Board of Directors and General Meetings, respectively.

30. REMUNERATION OF DIRECTORS, KEY MANAGERIAL PERSONNEL, AND SENIOR MANAGEMENT:

The information required under Section 197 of the Companies Act, 2013 & Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is given below.

- a) The median remuneration of employees of the Company during the financial year is Rs. 2,45,000.
- b) Percentage increase/decrease in the median remuneration of employees in the financial year 2024-25: 36.11 %
- c) Number of permanent employees on the rolls of the Company as on March 31, 2025: 4 (Four).
- d) It is hereby affirmed that the remuneration paid during the year is as per the Remuneration policy of the Company.
- e) There is no employee covered under the provisions of section 197(14) of the Companies Act, 2013.



No employee in the Company received a remuneration of Rs. 1,00,00,000/- per annum during the period under review. Therefore, the Company is not required to disclose any information under Rule 5(2) of the Companies (Appointment and Remuneration) Rules, 2014.

*Since the Executive Directors and KMPs of the company, except Bhoomi Shah, are on the payroll of Aryaman Financial Services Limited (Holding Company) and do not receive any remuneration from Escorp Asset Management Limited, only the employee remuneration median is calculated.

31. POLICIES AND DISCLOSURE REQUIREMENTS:

In terms of provisions of the Companies Act, 2013 and listing regulations, the Company has adopted policies, which are available on its website at <https://www.escorpamc.co.in/investor-relations.html>.

32. REGISTRAR AND SHARE TRANSFER AGENT:

During the year under review, M/s. Big Share Services Private Limited was the Registrar and Transfer Agent of the Company.

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

i. Conservation of Energy

- a) **The steps taken or impact on conservation of energy** – The Operations of the Company are not energy-intensive. However, adequate measures have been initiated for the conservation of energy.
- b) **The steps taken by the Company for utilizing an alternate source of energy** – The Company shall consider on adoption of an alternate source of energy as and when necessary.
- c) **The Capital Investment on energy conservation equipment** – No Capital Investment yet.

ii. Technology Absorption

- a) **The efforts made towards technology absorption.** – Minimum technology required for Business is absorbed.
- 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.
 - 1. The details of the technology imported.
 - 2. The year of import.
 - 3. Whether the technology has been fully absorbed;
 - 4. if not fully absorbed, areas where absorption has not taken place, and the reasons thereof

iii. The expenditure incurred on Research and Development – Not Applicable.

iv. Foreign exchange earnings and Outgo - Not Applicable.

34. PARTICULARS OF LOANS, INVESTMENTS, AND GUARANTEES:

Particulars of loans given, investments made, guarantees given, and securities provided are provided in the financial statements.



35. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:

No contracts/arrangements/transactions entered by the Company during the financial year with related parties. Thus, Disclosure in form AOC-2 is not required. Further, during the year, the Company had not entered into any contract/arrangement/transaction with related parties which could be considered material in accordance with the policy of the Company on materiality of related party transactions. The details of the related party transactions as required under Indian Accounting Standard (IND-AS)-24 are set out in the Note to the financial statements forming part of this Annual Report.

36. DEPOSITS:

Your Company did not accept/hold any deposits from the public/shareholders during the year under review.

37. UNSECURED LOAN FROM DIRECTORS:

During the year under review, the Company has not borrowed an unsecured loan from any of the Directors of the Company.

38. PREVENTION OF INSIDER TRADING:

In compliance with the provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended, the Company has formulated and adopted the revised “Code of Conduct for Prevention of Insider Trading” (“**the Insider Trading Code**”). The object of the Insider Trading Code is to set a framework, rules, and procedures that all concerned persons should follow while trading in listed or proposed to be listed securities of the Company. During the year, the Company has also reviewed the Code of Practice and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (“**the Code**”) in line with the SEBI (Prohibition of Insider Trading) Amendment Regulations, 2018, and subsequent amendments therein. The Code is available on the Company’s website at <https://www.escorpamc.co.in/investor-relations.html>.

39. RELATED PARTY TRANSACTIONS

All transactions entered into with related parties as defined under the Act during the financial year 2024-25 were in the ordinary course of business and on an arm’s length pricing basis and do not attract the provisions of Section 188 of the Companies Act, 2013. There were no materially significant transactions with the related parties during the financial year that conflicted with the interests of the Company.

40. SIGNIFICANT AND MATERIAL ORDERS:

There are no significant and material orders passed by the Regulators or Courts, or Tribunals impacting the going concern status and the Company’s operations in the future.

41. FRAUD REPORTING

There have been no frauds reported by the Auditors of the Company to the Audit Committee or the Board of Directors under sub-section (12) of section 143 of the Companies Act, 2013, during the financial year.

42. OBLIGATION OF COMPANY UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

There are only four employees in the Company; thus, it is not required to constitute an Internal Complaints Committee (ICC) pursuant to the legislation 'Prevention, Prohibition and Redressal of Sexual Harassment of Women at Workplace Act 2013' as the same is not applicable to the Company.



43. COMPLIANCE WITH THE MATERNITY BENEFIT ACT, 1961

The Company has complied with the provisions of the Maternity Benefit Act, 1961, including all applicable amendments and rules framed thereunder. The Company is committed to ensuring a safe, inclusive, and supportive workplace for women employees. All eligible women employees are provided with maternity benefits as prescribed under the Maternity Benefit Act, 1961, including paid maternity leave, nursing breaks, and protection from dismissal during maternity leave.

The Company also ensures that no discrimination is made in recruitment or service conditions on the grounds of maternity. Necessary internal systems and HR policies are in place to uphold the spirit and letter of the legislation.

44. GENDER-WISE COMPOSITION OF EMPLOYEES

In alignment with the principles of diversity, equity, and inclusion (DEI), the Company discloses below the gender composition of its workforce as on March 31, 2025.

Male Employees: 1

Female Employees: 3

Transgender Employees: 0

This disclosure reinforces the Company's efforts to promote an inclusive workplace culture and equal opportunity for all individuals, regardless of gender.

45. DOWNSTREAM INVESTMENT

The Company neither has any Foreign Direct Investment (FDI) nor has it invested in any Downstream Investment in any other Company in India.

46. HUMAN RESOURCES:

Your Company has established an organizational structure that is agile and focused on delivering business results. With regular communication and sustained efforts, it ensures that employees are aligned on common objectives and have the right information on business evolution.

47. CORPORATE GOVERNANCE:

In terms of listing regulations, it exempts companies that have listed their specified securities on the SME Exchange from compliance with corporate governance provisions.

Since the equity share capital of your Company is listed exclusively on the mainboard Platform of BSE w.e.f May 08, 2025. Therefore, for the financial year 2024-25, the Company is exempted from compliance with Corporate Governance requirements, and accordingly, the reporting requirements like Corporate Governance Report, Business Responsibility Report are not applicable. Please find enclosed report as **Annexure VI**

48. DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to Section 134(5) of the Companies Act, 2013, the board of directors, to the best of their knowledge and ability, confirm that:

- i. In the preparation of the annual accounts, the applicable accounting standards have been followed, and there are no material departures.



- ii. They have selected such accounting policies and applied them consistently, and made judgments and estimates that are reasonable and prudent to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period.
- iii. They have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- iv. They have prepared the annual accounts on a going concern basis.
- v. They have laid down internal financial controls to be followed by the Company, and such internal financial controls are adequate and operating effectively.
- vi. They have devised proper systems to ensure compliance with the provisions of all applicable laws, and that such systems were adequate and operating effectively.

49. INTERNAL FINANCIAL CONTROLS:

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, work performed by the internal, statutory, and secretarial auditors and external consultants, and the reviews performed by management and the relevant board committees, including the audit committee, the board is of the opinion that the Company's internal financial controls were adequate and effective during the financial year 2024-25.

50. AUDIT TRAIL APPLICABILITY (AUDIT AND AUDITORS) RULES 2014 - RULE 11 OF THE COMPANIES ACT 2013.

The Company has used accounting software for maintaining its books of account for the financial year ended March 31, 2025, which has a feature of recording audit trail (edit log) facility, and the same has operated throughout the year for all relevant transactions recorded in the software.

As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from April 1, 2023, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is applicable for the financial year ended March 31, 2025.

51. APPOINTMENT OF DESIGNATED PERSON (MANAGEMENT AND ADMINISTRATION) RULES 2014 - RULE 9 OF THE COMPANIES ACT 2013.

In accordance with Rule 9 of the Appointment of Designated Person (Management and Administration) Rules 2014, it is essential for the company to designate a responsible individual for ensuring compliance with statutory obligations.

The company has proposed and appointed a Designated person in a Board meeting, and the same has been reported in the Annual Return of the company.

52. OTHER DISCLOSURES:

There were no transactions with respect to the following matters during the year:

- 1) The Company does not have any scheme or provision of money for the purchase of its own shares by employees or by trustees for the benefit of employees.
- 2) There has been no issue of shares (including sweat equity shares) to the employees of the company under any scheme, save and except Employees' Stock Options Schemes referred to in this report.
- 3) There are no proceedings pending under the Insolvency and Bankruptcy Code, 2016.



- 4) There was no instance of one-time settlement with any Bank or Financial Institution.
- 5) During the financial year, there has been no revision in the Financial Statements or the Board's Report.
- 6) The Company has not issued any shares with differential rights as to dividend, voting, or otherwise.

53. CAUTIONARY STATEMENTS:

Statements in this Annual Report, particularly those which relate to Management Discussion and Analysis describing the Company's objectives, projections, estimates, and expectations, may constitute 'forward-looking statements' within the meaning of applicable laws and regulations. Actual results might differ materially from those either expressed or implied in the statement, depending on the circumstances.

54. ACKNOWLEDGEMENT

The Board of Directors places on record its gratitude to the government and regulatory authorities, correspondent banks, for their support. The Board acknowledges the support of the shareholders and also places on record its sincere thanks to its valued client for its continued patronage. The Board also appreciates all employees of the Company for their sincere work and commitment.

Registered Office:

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Alkesh Dinesh Modi Marg,
Fort, Mumbai – 400 001

Tel: 022 – 6216 6999

Fax: 022 – 2263 0434

CIN: L17121MH2011PLC213451

Website: <https://www.escorpamc.co.in/>

Email: info@escorpamc.co.in

By Order Of The Board of Directors
FOR ESCORM ASSET MANAGEMENT LIMITED

Sd/-

Shreyas Shah

(Executive Director)

Din: 01835575

Tuesday, August 22, 2025

Sd/-

Shripal Shah

(Whole Time Director)

Din: 01628855

Monday, August 22, 2025



Annexures to Board's report (Contd.)

Annexure 1

REMUNERATION POLICY

A. Introduction

The Nomination and Remuneration Policy ("Policy") of Aryaman Capital Markets Limited ("Company") is formulated under the requirements of the Section 178 (3) Companies Act, 2013 and the rules formulated thereunder, as amended ("Act") and Regulation 19 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI (LODR) Regulations").

This Policy is intended to conform to the Act as of the date of its adoption. However, if due to subsequent modifications in the Act, and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI (LODR) Regulations") or any other applicable law, a provision of this Policy or any part thereof becomes inconsistent with the Act, or the SEBI (LODR) Regulations, the provisions of the Act, or the SEBI (LODR) Regulations as modified shall prevail.

This policy shall serve as a framework for establishing, among other things, the qualifications, key attributes, and independence criteria of Directors (as defined herein), as well as for addressing matters concerning the remuneration, appointment, removal, and performance evaluation of Directors, Key Managerial Personnel (KMPs, as defined herein), Senior Management Personnel (as defined herein), and other employees.

B. Objective of the Policy

The Policy is framed with the following objective(s):

- i. To ensure that the level and structure of remuneration is adequate and appropriate to attract, retain, and motivate directors with the expertise and capability necessary for the successful management of the Company.
- ii. To establish a clear linkage between remuneration and performance, aligned with relevant performance benchmarks.
- iii. To strike a balance in the remuneration structure of Directors, Key Managerial Personnel (KMPs), and Senior Management Personnel between fixed pay and incentive-based components, reflecting both short-term and long-term performance goals consistent with the Company's operations and strategic objectives.
- iv. To define criteria, terms, and conditions for identifying candidates suitable for appointment as Directors, KMPs, and Senior Management Personnel, and to determine their remuneration accordingly.
- v. To set remuneration levels based on the Company's scale, financial condition, and prevailing industry trends and practices, including benchmarking against peer organizations.
- vi. To ensure that financial and operational performance over the past three years is factored into remuneration determinations.
- vii. To maintain proportionality in remuneration structures, ensuring fairness and equity across roles.
- viii. To consider the shareholding details of Directors, including securities held, options granted, and pledged shares as of the end of the preceding financial year when determining remuneration.
- ix. To evaluate the performance of Directors, KMPs, and Senior Management Personnel, and to establish reward mechanisms tied directly to their effort, performance, dedication, and contributions to the Company's success.



- x. To retain, motivate, and promote talent and to ensure long-term sustainability of talented managerial persons and create a competitive advantage.

In alignment with these objectives, this Policy has been developed by the Nomination and Remuneration Committee ("NRC") and subsequently approved by the Board of Directors.

C. Definitions

In this Policy, unless the context otherwise requires:

- i. 'Board of Directors' or 'Board' means the collective body of the directors of the Company.
- ii. 'Director(s)' means a director of the Company, including executive directors, non-executive directors, and Independent Directors.
- iii. 'Independent Director(s)' means a Director referred to in Section 149 (6) of the Act and Regulation 16(1)(b) of SEBI (LODR) Regulations.
- iv. 'KMP' means:
 - chief executive officer or Managing Director;
 - Whole Time Director;
 - chief financial officer;
 - company secretary;
 - such other officer, not more than one level below the Directors, who is in whole-time employment, designated as a 'KMP' by the Board; and
 - any other officer as prescribed under the Act from time to time.
- v. 'Managing Director' means a Director referred to in Section 2(54) of the Act.
- vi. 'NRC' means the nomination and remuneration committee of the Company constituted in accordance with the Act and the SEBI (LODR) Regulations.
- vii. 'Senior Management Personnel' means the employees of the Company who are members of its core management team (excluding the Board of Directors) i.e. it would comprise of all members of the management of the Company one level below the chief executive officer, managing director, whole time director, including the functional/vertical heads, company secretary and chief financial officer. If the chief executive officer is not part of the Board, they shall also be included.
- viii. 'Whole Time Director' means a director in the whole-time employment of the Company.

D. Applicability

This Policy is applicable to:

- Directors;
- KMPs;
- Senior Management Personnel; and
- other employees of the Company.



E. Appointment of Director, KMPs, and Senior Management Personnel

- i. The NRC shall evaluate the integrity, qualifications, expertise, and experience of candidates for appointment as Director, KMP, or Senior Management Personnel and provide recommendations to the Board.
- ii. Candidates must possess appropriate qualifications, expertise, and experience for the role under consideration. The NRC retains discretion to determine the adequacy of these attributes for the specific position.
- iii. Appointment of Directors shall comply with Section 164 of the Companies Act and other applicable legal provisions.
- iv. Appointment of Independent Directors shall adhere to Section 149 of the Companies Act, Schedule IV, and the SEBI (LODR) Regulations.
- v. Directors shall exhibit impeccable integrity, relevant expertise, and insights into sectors pertinent to the Company, with the ability to contribute to its growth and complement the skills of other Board members.
- vi. No individual shall be appointed or retained as Whole-Time Director beyond the age of seventy years unless approved by shareholders through a special resolution. Justification for such an extension must be provided in the explanatory statement accompanying the resolution.

F. Term / Tenure

- i. Managing Director / Whole Time Director

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

- ii. Independent Director

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

No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.

At the time of appointment of Independent Director, it should be ensured that: (i) number of boards on which such Independent Director serves is restricted to seven listed entities as an Independent Director; and (ii) three listed entities as an Independent Director in case such person is serving as a Whole Time Director of a listed entity.

G. Removal

The NRC may recommend the removal of a Director, Key Managerial Personnel (KMP), or Senior Management Personnel to the Board, provided the reasons are documented in writing and the recommendation complies with the provisions of the Act and other applicable laws.

H. Retirement

The Directors, KMPs, and Senior Management Personnel shall retire as per the applicable provisions of the Act and the prevailing policy of the Company.



I. Matters relating to the remuneration, perquisites for the Directors, KMP, and Senior Management Personnel

- i. The remuneration/compensation / profit-linked commission, etc., to be paid to the Directors will be determined by the NRC and recommended to the Board and shareholders of the Company for approval. The remuneration/compensation / profit-linked commission, etc., shall be in accordance with the Act and the SEBI (LODR) Regulations.
- ii. The remuneration of KMPs, Directors, and Senior Management Personnel will be determined by the Board on the recommendation of the NRC
- iii. The remuneration of employees of the Company other than those mentioned in (i) and (ii) may be determined in accordance with the internal processes of the Company.
- iv. Organization-wide increments to the existing remuneration/compensation structure shall be approved by the NRC. Increments to the Whole Time Directors and/or Managing Director should be within the slabs approved by the shareholders of the Company. Increments will, ideally, be effective from 1st April, unless otherwise decided.
- v. If the Company obtains insurance coverage for its Whole-Time Director, Chief Executive Officer, Chief Financial Officer, Company Secretary, Senior Management Personnel, or any other employees to indemnify them against liabilities, the premium paid for such insurance shall not be deemed part of their remuneration. However, if the individual is found guilty of misconduct, the premium paid shall be considered as part of their remuneration.

J. Remuneration to Whole Time Directors / Managing Director

i. Remuneration

The Whole Time Director or Managing Director shall be eligible for remuneration as may be approved by the shareholders of the Company on the recommendation of the NRC and the Board. The break-up of the pay scale, performance bonus and quantum of perquisites including, employer's contribution to the provident fund, pension scheme, medical expenses, club fees etc. shall be decided and approved by the Board on the recommendation of the NRC, and shall be within the overall remuneration approved by the shareholders of the Company on the recommendation of the NRC and the Board of Directors.

ii. Minimum Remuneration

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

iii. Provisions for excess remuneration

If any Whole-Time Director or Managing Director receives remuneration, directly or indirectly, in excess of the limits prescribed under the Act, such excess amount shall be refunded to the Company within two years or within a shorter period as determined by the Company. Until the refund is made, the excess amount shall be held in trust for the Company. The Company shall not waive the recovery of such excess remuneration unless a special resolution approving the waiver is passed by the Company within two years from the date the amount became refundable.



K. Remuneration to Non-Executive / Independent Director

i. Sitting Fees

The NRC may recommend payment of sitting fees to the Directors. The quantum of sitting fees will be determined as per the recommendation of the NRC and approved by the Board of Directors, subject to the applicable law.

ii. Limit on payable remuneration

The remuneration payable to Directors other than the Managing Director and the Whole Time Directors shall not exceed 1% of the net profits of the Company unless approved by the shareholders of the Company as per Section 197 of the Companies Act, 2013, read with Schedule V.

L. Remuneration to KMPs, Senior Management Personnel, and other Employees

- i. The KMPs and Senior Management Personnel of the Company shall be paid monthly remuneration as per the Company's compensation guidelines and/or as may be approved by the Board on the recommendation of the NRC. The remuneration of other employees may be determined by the Board on the recommendation of the NRC pursuant to internal processes of the Company. The break-up of the pay scale and quantum of perquisites, including, employer's contribution to provident fund, pension scheme, medical expenses, club fees, etc., shall be as per the Company's internal policies and applicability.
- ii. Before approving the increment and bonus, the human resources team / or the Whole Time Director of the Company will make a detailed presentation(s) before the NRC, setting out the proposed increment and performance bonus payouts for the next financial year. The NRC shall review and approve the same, unless required under applicable laws, to refer the same to the Board and/or shareholders of the Company.
- iii. This Policy shall apply to all future / continuing employment/engagement (s) with the Company. In other respects, the Policy shall be of guidance for the Board. Any departure from the Policy shall be recorded and reasoned in the minutes of the meetings of the NRC and the Board.

M. Role of the NRC

The following matters shall be dealt with by the NRC:

i. Size and composition of the Board

Regularly reviewing the size and composition of the Board to ensure an optimal balance of executive and independent Directors, thereby maintaining its independence, clearly delineating governance and management functions, and structuring it to facilitate well-informed decision-making with diverse perspectives and skills, all in the best interests of the Company.

ii. Directors

Formulate the criteria determining qualifications, positive attributes, and independence of a Director and recommend candidates to the Board when circumstances warrant the appointment of a new Director, having regard to qualifications, integrity, expertise, and experience for the position.

iii. Succession plans

Establishing and reviewing Board, KMP, and Senior Management Personnel succession plans in order to ensure and maintain an appropriate balance of skills, experience, and expertise on the Board and part of the Senior Management Personnel.



iv. Evaluation of performance

- Recommend to the Board suitable performance criteria for evaluating Directors.
- Develop the framework and criteria for assessing the performance of each Director.
- Identify and propose continuous training and education programs for the Board, ensuring that Non-Executive Directors receive adequate information on the Company's business, industry trends, and their legal duties and responsibilities.

v. Board diversity

The NRC is to assist the Board in ensuring the Board nomination process is in line with the policy of the Company on diversity of the Board relating to gender, thought, experience, knowledge, and perspectives. The policy is hosted on the website of the Company.

vi. Remuneration framework and policies

The NRC is responsible for ensuring that the remuneration framework is in accordance with the objectives of this Policy mentioned above.

N. Disclosures

The Policy shall be made available on the Company's website. It will also be disclosed in the Board's report, in accordance with the requirements of the Act. Furthermore, specific items, including those outlined in Section 197(12) of the Act, must be included in the Board's report.

O. Amendments to the Policy

The Board of Directors, on its own and/or as per the recommendations of NRC, can amend this Policy, as and when deemed fit.



Annexures to Board's report (Contd.)

Annexure II

**Form No. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 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,
Escorp Asset Management Limited
60, Khatau Building, Ground Floor,
Alkesh Dinesh Modi Marg,
Fort, Mumbai- 400001

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

Based on my verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information, management representations provided by the Company, its officers, agents and authorized representatives and based on the draft independent auditors report during the conduct of the Secretarial Audit, the explanations and clarifications given to me and the representations made by the Management, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on March 31, 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 reporting made hereinafter:

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

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and amendments from time to time; **(Not applicable to the company during the Audit Period)**
 - d. The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2014; **(Not applicable to the company during the Audit Period)**
 - e. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; **(Not applicable to the company during the Audit Period)**
 - f. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not applicable to the Company during the Audit Period)**
 - g. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;



- h. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **(Not applicable to the Company during the Audit Period)**
 - i. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not applicable to the Company during the Audit Period)**
 - j. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; (SEBI LODR) and
 - k. The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- (vi) Other laws as applicable specifically to the company, as informed by the management, that the Securities and Exchange Board of India (Portfolio Managers) Regulations, 1993, as amended from time to time.

I 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 SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015;

I further report that,

Based on the information provided and the representation made by the Company and also on the review of the compliance reports of the Company Secretary / Chief Financial Officer taken on record by the Board of Directors of the Company, in my opinion, adequate systems and processes exist in the Company to monitor and ensure compliance with provisions of applicable general laws.

I further report that,

The compliance by the Company of applicable financial laws like direct and indirect tax laws and maintenance of financial records and books of accounts has not been reviewed in this Audit since the same have been subject to review by statutory financial audit and other designated professionals.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, and Standards mentioned hereinabove, and there is an adequate compliance management system for the purpose of other laws. I have relied on the representations made by the Company and its officers for systems and mechanisms formed by the Company for compliance under other laws and regulations applicable to the Company.

I further report that.

The Board of Directors of the Company is duly constituted with a proper balance of Executive Directors, Non-Executive Directors, and Independent Directors as of March 31, 2025.

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

Majority decisions of the Board and committee meetings are carried out unanimously, as recorded in the minutes of the meeting of the board of directors or committees thereof, as the case may be. There were no dissenting views of any member of the Board or committees thereof during the period under review.

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

I further report that.

The members may note that during the audit period, the following specific events/actions having a major bearing on the Company's affairs had taken place:



1. Ms. Reenal Khandelwal had resigned from the post of Company Secretary and Compliance Officer of the company w.e.f. May 23, 2024.
2. Ms. Bhoomi Shah was appointed as Company Secretary and Compliance Officer of the company w.e.f. May 23, 2024.
3. The Notice of Postal Ballot dated March 21, 2024, was dispatched to all Members on March 23, 2024, seeking their approval for the re-appointment of Mr. Shripal Shrenik Shah (DIN: 01628855) as Whole Time Director of the Company for the further term of five years w.e.f. March 27, 2024. The notice also included approval for the migration of the Company's listed Equity Shares from the BSE SME segment to the Main Board of BSE Limited, as well as on the Main Board of the National Stock Exchange of India Ltd (NSE). The resolutions outlined in the Postal Ballot were duly passed on April 22, 2024.

FOR JNG & CO. LLP
Company Secretaries

Place: Mumbai
Date: August 22, 2025
UDIN: F007569G001063151
Peer Review No.: 6167/2024
FRN: L2024MH017500

Sd/-
Jigarkumar Gandhi
Partner
FCS No.7569
COP No. 8108

Note: This report is to be read with my letter of even date, which is annexed as Annexure II and forms an integral part of this report.



ANNEXURE - I

List of documents verified

1. Memorandum & Articles of Association of the Company.
2. Minutes of the meetings of the Board of Directors and various committees comprising of Audit Committee, Nomination & Remuneration Committee, etc., held during the period under report.
3. Minutes of General Body Meetings held during the period under report.
4. Statutory Registers/Records under the Companies Act and rules made thereunder
5. Agenda papers submitted to all the directors/members for the Board Meetings and Committee Meetings.
6. Declarations received from the Directors of the Company pursuant to the provisions of Section 184 of the Companies Act, 2013.
7. E-Forms filed by the Company, from time to time, under applicable provisions of the Companies Act, 2013, and attachments thereof during the period under report, with or without additional fees, if any.
8. Intimations received from directors under the prohibition of Insider Trading and SEBI Takeover Code
9. Various policies framed by the company from time to time as required under the statutes applicable to the company.
10. Processes and procedures followed for the Compliance Management System for applicable laws to the Company
11. Communications/Letters issued to and acknowledgements received from the Independent Directors for their appointment
12. Various policies framed by the company from time to time as required under the Companies Act, as well as listing agreement/SEBI LODR Regulations.



ANNEXURE - II

To,
The Members,
Escorp Asset Management Limited
60, Khatau Building, Ground Floor,
Alkesh Dinesh Modi Marg,
Fort, Mumbai- 400001

Sub: Secretarial Audit Report for the Financial Year ended on March 31, 2025

My report for the event date is to be read along with this letter.

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

FOR JNG & CO. LLP
Company Secretaries

Place: Mumbai
Date: August 22, 2025
UDIN: F007569G001063151
Peer Review No.: 6167/2024
FRN: L2024MH017500

Sd/-
Jigarkumar Gandhi
Partner
FCS No.7569
COP No. 8108



MANAGEMENT DISCUSSION AND ANALYSIS REPORT

INDUSTRY STRUCTURE AND DEVELOPMENTS:

India's capital markets have undergone significant transformations in recent years, driven by technological advancements, regulatory reforms, and growing investor participation. The country's equity market has seen remarkable growth, with the benchmark indices reaching new highs, driven by strong corporate earnings, economic reforms, and foreign investor inflows.

The fixed income market in India has also evolved, with the introduction of new instruments and platforms, such as the Bharat Bond Exchange and the India International Bullion Exchange. Additionally, the currency market has seen increased activity, with the Indian rupee becoming more widely traded.

Furthermore, India's commodity markets have expanded, with the launch of new exchanges and products, such as the India International Crude Oil Exchange. The country's market infrastructure has also been upgraded, with the introduction of new trading platforms, clearing and settlement systems, and depositories.

Key trends in India's capital markets include the growing adoption of digital technologies, increasing investor focus on environmental, social, and governance (ESG) factors, and the expanding role of institutional investors. Additionally, the government's initiatives to promote financial inclusion and literacy are expected to drive further growth in the market.

Overall, India's capital markets are poised for continued growth and evolution, driven by regulatory reforms, technological advancements, and increasing investor participation. As the market continues to develop, it is essential to stay informed about the latest trends and developments to navigate the landscape effectively.

CAPITAL MARKET:

India is 4th 4th-largest market by Market Cap. India's domestic equity markets continue to rank as the fourth-largest globally, with a market capitalization of over \$4.0 trillion.

Table: India is the 4th largest market by Market Capitalization.

Country	US\$ Tn Market Cap
USA	59.3
China	7.8
Japan	5.6
India	4.4
United Kingdom	3.9

Robust Stock Market Performance in FY25

The Indian stock market ended FY 2025 with modest gains, despite substantial FPI outflows in the second half. The Nifty delivered positive returns for its investors in FY 2024-25, outperforming certain Asian indices such as the Nikkei 225 and the Korea Composite Stock Price Index. Hang Seng remained at the top of the leaderboard, delivering a staggering 39.8% return.

The NSE and BSE midcap and Smallcap indices closed the FY 2024-25 on a strong note, driven by market rebound, increased retail investor participation, and attractive valuations. The Nifty Midcap150 and Nifty500 rose by 7.6% and 5.4% respectively. The BSE Smallcap index increased by 8%, while the midcap index increased by 5.6%. In



comparison, the Sensex increased by 5.1% over the same period. Despite earlier concerns over valuations and volatility, renewed optimism in the broader market supported gains in these segments.

Strong Addition to Investor Base continues.

India's economic transformation over the past few decades is a narrative of rapid growth and evolving financial landscapes. Central to this story is the rise of capital markets, catalyzing capital formation for the real economy, enhancing the financialization of domestic savings, and enabling wealth creation. Investor participation has been a contributor, with the number of investors growing from 2.3 crore in FY15 to 19.2 crore in FY25, increasing at a CAGR of 23% for the decade.

The financial year 2025 was marked by significant shifts and milestones. The new income tax bill was proposed, foreign institutional investor outflows reached new highs, and India witnessed its largest-ever initial public offering in the form of the Hyundai Motor India IPO. Alongside this, Narendra Modi secured a third term, while Donald Trump's return to power introduced fresh tariff policies that stirred global uncertainty. During the year FY25, the Indian capital market has witnessed strong outflows by FIIs in the secondary market (across the year). However, FII's primary inflows (mainly IPOs) compensated the outflows to a major extent in the initial 9 months till Dec'24. However, the sharp outflows in the 4th Quarter of FY25 in the secondary market, with a lower number of IPOs, led the yearly number to fall to negative territory. DIIs' flows have supported the market and didn't let the market witness the fall, which otherwise would have been seen.

MACRO-ECONOMIC OVERVIEW

India:

Real GDP or GDP at Constant Prices is estimated to attain a level of ₹178 lakh crore in FY25, against the First Revised Estimate of GDP for the year FY24 of ₹167.50 lakh crore. The total expenditure that the government is expected to spend in FY26 is ₹ 50.65 lakh crore. When compared to the last financial year, this has increased by 7.4%. Real GDP has been estimated to grow by 6.5% in FY25. Nominal GDP is expected to witness a growth rate of 9.9% in FY25. Both growth rates are revised upward from their respective First Advance Estimates.

Global Economy:

In FY25, the global economy experienced moderate growth, influenced by persistent inflationary pressures, tight monetary policies in developed markets, and geopolitical uncertainties. These factors contributed to cautious consumer spending and disrupted global trade flows. Amid trade uncertainties, global growth is expected to slow to 2.3% in 2025 from 2.7% in 2024.

The US economy has been resilient, driven by strong growth in the services sector, a robust labour market, and high real wages. Europe, including the UK, has faced softer growth due to the war in Ukraine, high energy prices, and slowdowns in manufacturing and services. China's growth was weaker than expected, with a slowdown in the real estate sector and industrial activity. The Asia-Pacific region is projected to be the fastest-growing region.

The automotive industry faced significant challenges amid these macroeconomic headwinds. High interest rates and tighter credit conditions in key markets such as the US and Europe dampened consumer demand, particularly in the mass market segment.



OPPORTUNITIES

- The need for superior quality and process execution.
- Increasing disposable income and investment in financial products.
- Acceptance of a new and innovative range of financial products creates an opportunity to innovate in the financial services space.
- Rise in urban youth awareness about the benefits of investment.
- Need for leadership in sophisticated solutions to enable our clients to optimize the efficiency of their businesses.
- Constant upgradation of the technology enables us to emerge as a leader in this fast-paced financial services environment.
- Consolidation/acquisitions/restructuring opens out opportunities for the corporate advisory business.

THREATS:

- Enhanced competition from both local and global players and the rise of disruptive business models in financial services, and the emergence of new technology, the company runs the risk of obsolescence.
- A dependence on technology and third-party platforms exposes us to threats posed on the internet, such as virus attacks leading to execution failures and disclosure of client information.
- Our business operations have a heavy reliance on technology and servers to execute trades on the exchanges. This may lead to a threat due to execution risk.
- Our business is exposed to macroeconomic changes and operates in a highly regulated industry. Its performance not only depends on a slowdown in global liquidity flows but also on a change in regulatory frameworks.

BUSINESS PERFORMANCE:

1) REVIEW OF OPERATIONS:

The Total Income of the Company stood at ₹ 7733.62 lacs for the year ended March 31, 2025, as against ₹ 3432.04 lacs in the previous year. The Company reported a net profit of ₹2,293.11 lacs for the year ended March 31, 2025, compared to a net profit of ₹ 645.53 lacs in the previous year.

2) INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

The company has an Internal Control System commensurate with its requirements and size of business to ensure that the assets and interests of the company are safeguarded. The adequacy and effectiveness of the internal control across various activities, as well as compliance with laid down system and policies, are comprehensively and frequently monitored by your company's management at all levels of the organization. The company has established well-defined policies and processes across the organization covering all major activities, including authority for approvals. In all cases where monetary decisions are involved, various limits and authorities are in place.

The Company's internal controls are structured in a manner that ensures reasonable assurance about recording and providing reliable financial and operational information, complying with applicable statutes, safeguarding assets from unauthorized use or losses, executing transactions with proper authorization, and ensuring compliance with corporate policies, laws, and accounting standards.

With a strong monitoring system in place, the Company has an Audit Committee, the details of which have been provided in the Corporate Governance Report. The Audit Committee of the Board of Directors reviews the existing audit procedures and internal systems of control on an ongoing basis, keeping in mind the organization's requirements, growth prospects, and ever-evolving business environment. They also review the internal audit findings and recommendations and ensure that corrective measures are implemented. Suggestions for improvement are considered, and the Audit Committee follows up on the implementation of corrective actions.



3) **RISKS AND CONCERN:**

Risk is an integral part of the business, and we aim at delivering superior shareholder value by achieving an appropriate balance between risks and returns. The financial services industry is subject to a continuously evolving legislative and regulatory environment due to increasing globalization, integration of world markets, newer and more complex products & transactions, and an increasingly stringent regulatory framework.

Our senior management identifies and monitors the risks on an ongoing basis and evolves processes/systems to monitor and control the same to contain the risks to minimum levels. Periodic monitoring by our officials helps in identifying risks at an early stage. If required, a risk event update report is periodically placed before the Board of Directors of the Company.

Regulatory framework, focused on maintaining controls on domestic businesses, but even inadvertently creating a more favorable regulatory environment for global entities operating in India is a matter of concern. We actively participate in dialogue in industry bodies and with regulators to point these out and to recommend appropriate changes.

4) **RISK MANAGEMENT:**

Aryaman Capital Markets Limited has instituted a comprehensive Risk Management Policy in alignment with the requirements of the Companies Act, 2013, and Clause 49 of the Listing Agreement. The policy aims to identify, assess, treat, and monitor risks that may potentially impact the Company's operations or objectives. It applies across all business areas and is overseen by the Board of Directors, with specific roles assigned to the Audit Committee and Independent Directors. The management follows a structured four-step process—risk identification, assessment, treatment, and continuous monitoring—to ensure timely mitigation of threats. Furthermore, the policy mandates the development of internal control systems, regular audit reviews, insurance evaluations, and compliance monitoring. The Board ensures that these processes remain effective and aligned with applicable laws and emerging regulatory changes, with provisions for regular review and amendment of the policy as needed.

5) **KEY RATIOS**

PARTICULARS	2024-25	2023-24	Change in ratios in %
Current ratio	21.7	42.34	-48.74%
Debt- Equity Ratio	NA	NA	NA
Debt Service Coverage Ratio	NA	NA	NA
Inventory Turnover Ratio	NA	NA	NA
Debtors Turnover Ratio	397.46	257.81	54.17%
Interest Service Coverage Ratio	NA	NA	NA
Long-term debt to working capital	NA	NA	NA
Bad debts to accounts receivable ratio	NA	NA	NA
Current liability ratio	NA	NA	NA
Total debts to total assets	NA	NA	NA
Return on Equity Ratio	0.28	0.38	-25.44%
Trade Payable Turnover Ratio	1746.63	1915.54	-8.82%
Net Capital Turnover Ratio	0.94	1.31	-28.15%
Net Profit Ratio	0.89	0.9	-1.25%
Return on Capital Employed	0.29	0.4	-27.74%
Return on Investment	0.28	0.39	-27.80%



REASONS FOR MORE THAN 25% VARIANCE

RATIOS WITH VARIANCE MORE THAN 25%	REASONS FOR VARIANCE
Debt Service Coverage Ratio	Not Applicable
Inventory Turnover Ratio	Not Applicable
Debtor Turnover Ratio	Due to an increase in revenue from operations.
Interest Service Coverage Ratio	Not Applicable
Return on Equity Ratio	Due to the higher average equity in the current year.
Trade Payable Turnover Ratio	Due to an increase in average trade payables.
Net Capital Turnover Ratio	Due to higher working capital in the current year.
Net Profit Ratio	Not Applicable
Return on capital employed	Due to higher total equity in the current year.
Return on Investment	Due to an increase in investment in the current year.

6) HUMAN RESOURCES:

Aryaman Capital Markets Ltd. is part of a dynamic and progressive group that actively fosters a challenging work environment and encourages Entrepreneurship. With trust being the critical part of our business belief, we lay a strong emphasis on integrity, teamwork, innovation, performance, and partnership. Our professional staff with diverse backgrounds brings varied talent, knowledge, and experience to the Group, helping our businesses to remain competitive, achieve greater success, and reach new milestones. Our management team and board of directors are resolved to do what we believe is best for our shareholders, clients, and associates.

At Aryaman Capital Market Limited, we recruit for skill, experience, right attitude, commitment, and diversity. However, the one common trait that runs through the DNA of every employee is entrepreneurship. We encourage our employees to act as owners, partners, and managers of their individual functions while providing a conducive environment for them to be creative and productive.

7) OUTLOOK:

The new initiatives undertaken are in early stages, and FY 2026 marks the beginning of a transition of the business from a pure traditional brokerage into a new generation digital brokerage. It will leverage its relations with multiple fintech and bank partners to capitalize on the growing financial services opportunity in India.

8) SAFE HARBOUR:

This document contains statements about expected future events, financial and operating results of the businesses, which are forward-looking. By their nature, forward-looking statements require businesses to make assumptions and are subject to inherent risks and uncertainties. There is a significant risk that the assumptions, predictions, and other forward-looking statements will not prove to be accurate. Readers are cautioned not to place undue reliance on forward-looking statements as a number of factors could cause assumptions, actual future results and events to differ materially from those expressed in the forward-looking statements. Accordingly, this document is subject to the disclaimer and qualified in its entirety by the assumptions, qualifications, and risk factors referred to in the management's discussion and analysis of Aryaman Capital Market Limited's Annual Report, FY2024-25.



Annexures to Board's report (Contd.)

Annexure IV

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

To,
The Members of,
ESCORT ASSET MANAGEMENT LIMITED
60, Khatau Building, Ground Floor,
Alkesh Dinesh Modi Marg, Fort,
Mumbai - 400001

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Escort Asset Management Limited having CIN: L17121MH2011PLC213451 hereinafter referred to as the ("Company") produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34 (3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

Sr. No.	Name of Director	DIN	Date of appointment in the Company
1.	Darshit Prakash Parikh	03492803	27/07/2016
2.	Shreyas Shrenik Shah	01835575	27/07/2016
3.	Supriya Avinash Tatkar	03340550	16/01/2017
4.	Haresh Sanghvi	00006301	16/01/2017
5.	Shripal Shrenik Shah	01628855	13/02/2011

Dates of Appointment of Directors as stated above are based on information appearing on the MCA portal.

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



ESCORT
ASSET MANAGEMENT

FOR JNG & CO. LLP
Company Secretaries

Place: Mumbai
Date: August 22, 2025
UDIN: F007569G001063118
Peer Review No.: 6167/2024
FRN: L2024MH017500

Sd/-
Jigarkumar Gandhi
Partner
FCS No.7569
COP No. 8108



ANNUAL REPORT ON CSR ACTIVITIES OF THE COMPANY

1. Brief outline on CSR policy of the Company:

Corporate Social Responsibility (CSR) is the way and means through which corporates can repay the obligations made by Society by contributing resources in its various forms as required for the efficient operation of the Business. Corporate Social Responsibility is strongly connected with the principles of sustainability. Organizations should make decisions based not only on financial or operational factors but also on the social and environmental consequences. Therefore, it is the core corporate responsibility of Escorp Asset Management Limited ("**The Company**") to practice its corporate values through its commitment to grow in a socially and environmentally responsible, while meeting the interests of its stakeholders.

Our CSR approach focuses on the development of communities around the vicinity of the Company. We believe that in the long term, this is the best way to grow.

The Corporate Social Responsibility (CSR) policy of the company, approved by the Board of Directors, is available on the company's website www.escorpamc.co.in

Through its CSR policy, the Company is continuously focusing on contributing to the social and economic development of the communities and making a positive difference to society by promoting among weaker sections of society, by providing infrastructure support, promoting healthcare, ensuring environmental sustainability, and other areas approved by the CSR Committee.

2. The Composition of the CSR Committee: Not Applicable

Names of Directors	Designation	Category	Number of meetings of the CSR Committee held during the year	Number of meetings of the CSR Committee attended during the year
Mr. Shripal Shah	Chairman	Whole time Director	1	1
Mr. Shreyas Shah	Member	Director	1	1
Mr. Darshit Parekh	Member	Independent Director	1	1

- Provide the web-link where the Composition of CSR committee, CSR Policy, and CSR Projects approved by the Board are disclosed on the website of the Company:- <https://www.escorpamc.co.in/03/CSR%20policy.pdf>
- Provide the details of the Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable: **Not Applicable**
- Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, and amount required for set off for the financial year, if any: **NIL**
- Average net profit of the company as per section 135(5): 924.16 Lakhs
- Two percent of the average net profit of the company as per section 135(5): **18.48 Lakhs**
 - Surplus arising out of the CSR projects or programmes, or activities of the previous financial years.: **Not Applicable**
 - Amount required to be set off for the financial year, if any: **Not Applicable**
 - Total CSR obligation for the financial year (7a+7b-7c): **18.48 Lakhs**



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

Total Amount Spent for the Financial Year. (in Rs.)	Amount Unspent (in Rs.)				
	Total Amount transferred to Unspent CSR Account as per section 135(6).*		Amount transferred to any fund specified under Schedule VII as per the second proviso to section 135(5).		
	Amount.	Date of transfer.	Name of the Fund	Amount.	Date of transfer.
18,50,000	-	-	-	-	-

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

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

(1) Sr. No.	(2) Name of the Project	(3) Item from the list of activities in Scheme VII to the Act	(4) Local Area (Yes/ No)	(5) Location of the Project	(6) Amount Spent in the current Financial Year	(7) Mode of Implementation Direct (Yes /No)	(8) Mode of Implementation Through the Implementing Agency
1	Matoshri Jayaben Himmatlal Shah Charitable Trust	Promoting health care, including preventive health care	Yes	Mumbai Maharashtra	18,50,000	Yes	NA

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

(e) Amount spent on Impact Assessment, if applicable: **Not Applicable**

(f) Total amount spent for the Financial Year (8b+8c+8d+8e): 18,50,000

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

Sr. No.	Particular	Amount (in Rs.)
(i)	Two percent of the average net profit of the company as per section 135(5)	18,48,320
(ii)	Total amount spent for the Financial Year	18,50,000
(iii)	Excess amount spent for the financial year [(ii)-(i)]	1,680
(iv)	Surplus arising out of the CSR projects or programmes, or activities of the previous financial years, if any	Nil
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	Nil

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

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

10. In case of creation or acquisition of a capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year: **Not Applicable**



ESCORP
ASSET MANAGEMENT

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

**For and on behalf of the Board of Directors of
Escorp Asset Management Limited**

Sd/-

Shripal Shah

(Chairman of the Committee & Whole Time Director)

DIN: 01628855



Annexures to Board's report (Contd.)

Annexure VI

COMPLIANCE CERTIFICATE ON CORPORATE GOVERNANCE

[Pursuant to Regulation 34(3) and Schedule V Para E of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,
The Members of
Escorp Asset Management Limited

I have examined the compliance of conditions of corporate governance by **Escorp Asset Management Limited** ("the **Company**"), for the purpose of certifying compliance of the conditions of the Corporate Governance under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the financial year ended March 31, 2025. I have obtained all the information and explanations that, to the best of our knowledge and belief, were necessary for the purposes of certification.

The compliance with the conditions of corporate governance is the responsibility of the Management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of Corporate Governance.

This Certificate is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

In our opinion, and to the best of our information and according to the explanations and information furnished to us, I certify that the Company was listed on the BSE SME Platform as of the financial year ended March 31, 2025. In accordance with Regulation 15 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the provisions relating to Corporate Governance were not applicable to the Company during that period. Subsequently, the Company migrated to the BSE Mainboard Platform as well as on Mainboard Platform of NSE with effect from May 9, 2025, and has since complied with the applicable Corporate Governance requirements.

This report is being issued at the Company's request and in alignment with its commitment to good corporate governance.

This certificate is issued solely for the purposes of complying with the aforesaid Regulations and may not be suitable for any other purpose.

FOR JNG & CO. LLP
Company Secretaries

Place: Mumbai
Date: August 22, 2025
UDIN: F007569G001063129
Peer Review No.: 6167/2024
FRN: L2024MH017500

Sd/-
Jigarkumar Gandhi
Partner
FCS No.7569
COP No. 8108



FINANCIAL STATEMENTS

(A) INDEPENDENT AUDITORS' REPORT ON FINANCIAL STATEMENT

To
The members of
ESCORT ASSET MANAGEMENT LIMITED

Report on the Audit of Financial Statements

Opinion

We have audited the accompanying financial statements of **ESCORT ASSET MANAGEMENT LIMITED** (“the Company”), which comprise the balance sheet as at 31st March 2025, the statement of profit and loss (including other comprehensive income), statement of changes in equity and the statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information (hereby referred as ‘the financial statements’).

In our opinion and to the best of our information and explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 (“the Act”) in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of the state of affairs of the Company as at 31st March, 2025, and the **net 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 in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those standards are further described in the ‘Auditor’s Responsibilities for the Audit of the Financial Statements’ section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the rules thereunder, and we have fulfilled our ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described hereunder to be key audit matters to be communicated in our report.

Key audit matters	Auditor’s response
<u>Measurement of Revenue</u> As per Ind AS 115, the measurement of revenue is to be made on the transaction price.	Our audit procedure inter alia included the following- <ul style="list-style-type: none">• We used an assessment of the overall control environment relevant for the measurement of revenue.• We performed testing of journal entries, with particular focus on manual adjustments to the revenue account, to mitigate the risk of manipulation of



	revenue and profit figures.
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Information other than the financial statements and the Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report, including Annexures to Board's Report, Business Responsibility Report, Corporate Governance, and Shareholders' Information, but does not include the financial statements and our auditor's report thereon.

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

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Financial Statements

The Company's board of directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the applicable accounting standards and the other accounting principles generally accepted in India. This responsibility also includes the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the

Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that are operating effectively for insuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatements, whether due to fraud or error.

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

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

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



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

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

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 controls 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, relevant safeguards.

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

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the "**Annexure- A**", a statement on the matters specified in paragraphs 3 and 4 of the Order.



2. As required by Section 143 (3) of the Act, we report that:

- (a) We have sought and obtained all the information and explanations that, to the best of our knowledge and belief, were necessary for the purposes of our audit.
- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- (c) The Balance Sheet, the Statement of Profit and Loss (including Other Comprehensive Income), Statement of Changes in Equity, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- (d) In our opinion, the aforesaid Ind AS financial statements comply with the Ind AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of the written representations received from the directors as on 31st March, 2025, and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2025, from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in “**Annexure- B**”. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company’s internal financial controls over financial reporting.
- (g) With respect to 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 does not have any pending litigations that would impact its financial position. (Note No. 21)
 - ii. The Company did not have any long-term contracts, including derivative contracts, for which there were any material foreseeable losses.
 - iii. There were no amounts that were required to be transferred to the Investor Education and Protection Fund by the Company.
 - iv. (a) The management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, 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, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;



(b) The management has represented, that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been received by the company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

(c) Based on such audit procedures, we have obtained reasonable and appropriate evidence; nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) contain any material misstatement.

- v. No dividend has been declared or paid during the year by the company, hence Section 123 of the Companies Act, 2013 is not applicable to the company.
 - vi. Based on examination, which includes test checks, the Company has used accounting software for maintaining its books of account for the financial year ended on 31st March 2025, which has a feature of recording audit trail (edit log) facility, and the same has been operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit and the audit trail feature has not been tampered with, and the audit trail has been preserved as per the statutory requirement for record retention.
- (h) In our opinion and according to the information and explanations given to us, the company has not paid remuneration to its director during the current financial year under the provisions of section 197 of the Act, read with Schedule V of the Act are being complied with.

FOR V.N. PUROHIT & CO.

Chartered Accountants

Firm Regn. No. 304040E

Sd/-

O.P. Pareek

Partner

Membership No. 014238

UDIN: 25014238BMJMAP6398

New Delhi, the 29th day of April, 2025



ANNEXURE -A TO THE AUDITOR'S REPORT

The Annexure referred to in Paragraph 1 under the heading of “Report on other Legal and Regulatory Requirements” of our report of even date to the members of **ESCORT ASSET MANAGEMENT LIMITED** for the year ended on 31st March 2025.

- (i) (a) (A) As per the information and explanation given to us, the company is maintaining proper records showing full particulars, including quantitative details and situation of Property, plant and equipment;
- (B) As per the information and explanation given to us, the company does not have any Intangible assets, hence this point is not applicable to the company.
- (b) As per the information and explanation given to us, physical verification of Property, Plant, and equipment has been conducted at regular intervals in a year by the management, and no material discrepancies were noticed during the course of verification.
- (c) According to the information and explanation given to us, the company does not hold any immovable property during the year dealt with by this report. Accordingly, provisions of clause 3(i)(c) is not applicable to the company;
- (d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued its property, plant and equipment (including Right-of-use assets) or Intangible assets or both during the year. Accordingly, provisions of sub-clause (i)(d) of para 3 of this order are not applicable to the company;
- (e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988, and rules made thereunder. Accordingly, provisions of sub-clause (i)(e) of para 3 of this order are not applicable to the company;
- (ii) (a) As per the information and explanation given to us, the company does not have inventory, hence physical verification of inventory is not applicable to the company;
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not taken any working capital loan from financial institutions exceeding Rs. 5 Crores on the basis of security of current assets during the period covered by this report. Accordingly, the provisions of sub-clause (ii)(b) of para 3 of the order are not applicable.
- (iii) (a) According to the information and explanations given to us, the Company does not have any subsidiaries, associates, or joint ventures. Accordingly, provisions of sub-clause (iii)(a)(A) of para 3 of the order are not applicable.
- Based on the audit procedures carried on by us and as per the information and explanations given to us, the Company has not granted loans to parties other than subsidiaries, joint ventures, and associates.
- (b) According to the information and explanations given to us and based on the audit procedures conducted by us, there are no loans given by the Company. Accordingly, provisions of sub-clause (iii) (b) of para 3 of this order are not applicable.



(c) 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 loans given by the Company. Accordingly, provisions of sub-clause (iii)(c) of para 3 of this order are not applicable.

(d) According to the information and explanations provided to us, there is no loan overdue amount for more than ninety days in respect of loans given.

(e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no loan given falling due during the year, which has been renewed or extended, or fresh loans given to settle the overdues of existing loans given to the same party.

(f) According to the information and explanations given to us and on an overall examination of the financial statements of the Company, we report that the Company does not have any subsidiaries as defined under the Companies Act, 2013. Accordingly, the requirement of provision of sub clause (ix)(f) of para 3 of the order is not applicable;

- (iv) According to information and explanations given to us, the Company has complied with the provisions of section 185 and section 186 of the Companies Act, 2013, to the extent applicable in respect of loans, advances, guarantees, and securities so given;
- (v) According to information and explanations given to us, the Company has not accepted public deposits, and the provisions of sections 73 to 76 or other relevant provisions of the Companies Act, 2013, and rules framed thereunder are not applicable to the Company;
- (vi) According to information and explanations given to us, the Company is not liable to maintain cost records as prescribed under section 148(1) of the Companies Act, 2013;
- (vii) (a) According to information and explanations given to us, the company is generally regular in depositing undisputed statutory dues including income-tax and any other applicable statutory dues to the appropriate authorities and there are no outstanding statutory dues as on the last day of the financial year concerned for a period of more than six months from the date, they became payable

(b) According to the information and explanations given to us, there is no amount payable in respect of statutory dues referred to in sub-clause (a) above, which has been deposited on account of a dispute.
- (viii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income-tax Act, 1961, as income during the year.

(a) According to information and explanations given to us, the company has not obtained any loans or borrowings from any financial institution, bank, government, or debenture holders; thus, there arises no question of default in repayment.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been declared a wilful defaulter by any bank or financial institution or government or government authority.



(c) According to the information and explanations given to us by the management, the Company has not obtained any term loans and thus there arises no question of diverting such loans.

(d) According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that no funds have been raised on a short-term basis and thus there arises no question to utilise the same for long-term purposes.

(e) According to the information and explanations given to us and on an overall examination of the financial statements of the Company, we report that the Company does not have any subsidiaries, associates, or joint ventures. Thus, there arise a question arises of taking funds from any persons or entities to meet their obligation. Accordingly, provisions of sub-clause (ix)(e) of para 3 of the order are not applicable.

(f) According to the information and explanations given to us on an overall examination of the financial statements of the Company, we report that the Company has not raised a loan during the year on the pledge of securities held in its subsidiaries.

(ix) (a) The Company has not raised any money by way of initial public offer or further public offer (including debt instruments). Accordingly, provisions of sub-clause (x)(a) of para 3 of the order are not applicable.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, provisions of sub-clause (x)(b) of para 3 of the order are not applicable.

(x) (a) Based on examination of the books and records of the Company and according to the information and explanations given to us, considering the principles of materiality outlined in Standards on Auditing, we report that no fraud by the Company or on the Company has been noticed or reported during the course of the audit.

(b) According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Companies Act, 2013 has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.

(c) According to the Information and explanations given to us, there are no whistleblower complaints received by the company during the year.

According to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, provisions of sub-clause (xii) of para 3 of the order are not applicable.

(xi) In our opinion and according to the information and explanations given to us, the transactions with related parties are in compliance with Sections 177 and 188 of the Companies Act, 2013, where applicable, and the details of the related party transactions have been disclosed in the financial statements as required by the applicable Indian Accounting Standards.

(xii) (a) Based on information and explanations provided to us and our audit procedures, in our opinion, the Company has an internal audit system commensurate with the size and nature of its business;

(b) We have considered the internal audit reports of the Company issued to date for the period under audit.



- (xiii) In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with its directors or persons connected to its directors, and hence, provisions of Section 192 of the Companies Act, 2013 are not applicable to the Company.
- (xiv) (a) According to information and explanations given to us, the Company is not a Non-Banking Financial Company and is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.
- (b) According to information and explanations given to us, the company has not conducted any Non-Banking Financial or Housing Finance activities without a valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934.
- (c) According to information and explanations given to us, the company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, provisions of sub-clause (xvi) (c) of para 3 of the order are not applicable.
- (d) According to information and explanations given to us, the Group does not have any CIC as part of the Group. Accordingly, provisions of sub-clause (xvi) (d) of para 3 of the order are not applicable.
- (xv) The Company has not incurred cash losses during the year covered by this report and in the immediately preceding year.
- (xvi) There has been no resignation of the statutory auditors during the year. Accordingly, provisions of sub-clause (xviii) of para 3 of the order are not applicable.
- (xvii) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is 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.
- (xviii) According to the information and explanations given to us, the Company does not have any unspent amount at the end of the year for Corporate Social Responsibility as referred to in sub-section (5) of Section 135 of the Act. Accordingly, the provisions of sub-clause (xx) of para 3 of the Order are not applicable;

FOR V.N. PUROHIT & CO.

Chartered Accountants

Firm Regn. No. 304040E

Sd/-

O.P. Pareek

Partner

Membership No. 014238

UDIN: 25014238BMJMAP6398

New Delhi, the 29th day of April, 2025



ANNEXURE -B TO THE AUDITOR'S REPORT

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

In conjunction with our audit of the financial statements of the Company as at and for the year ended 31st March 2025, we have audited the internal financial controls with reference to the financial statements of **ESCORT ASSET MANAGEMENT LIMITED** (hereinafter referred to as “Company”), as of that date.

Management's Responsibility for the Internal Financial Controls

The respective management of the company, are responsible for establishing and maintaining internal financial controls based on the internal control with reference to financial statements criteria established by the Company considering the essential components of internal controls stated in the Guidance Note on Audit of Internal Financial Control over Financial Reporting issued by the Institute of Chartered Accountants of India (“the Guidance Note”). 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 fraud and errors, the accuracy and completeness of accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the internal financial controls with reference to the financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, with reference to the financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were established and maintained, and if such controls operated effectively in all material aspects.

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

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

Meaning of Internal Financial Controls with reference to financial statements

A Company's internal financial control with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control with reference to financial statements includes those policies and procedures that: -



- (1) Pertains to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company;
- (2) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and the receipt 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 the prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with reference to financial statements

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

Opinion

In our opinion, the company, have, in all material aspects, an adequate internal financial controls system with reference to financial statements and such internal financial controls over financial reporting were operating effectively as at 31st March 2025, based on "the internal financial controls with reference to financial statements criteria considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India".

FOR V.N. PUROHIT & CO.

Chartered Accountants

Firm Regn. No. 304040E

Sd/-

O.P. Pareek

Partner

Membership No. 014238

UDIN: 25014238BMJMAP6398

New Delhi, the 29th day of April, 2025



(B) FINANCIAL STATEMENT ON ASSETS AND LIABILITIES

ESCORT ASSET MANAGEMENT LIMITED
CIN: L17121MH2011PLC213451
Balance Sheet as at 31st March, 2025

Particulars	Notes	As at March 31, 2025	As at March 31, 2024
		INR Lakhs	INR Lakhs
I ASSETS			
Financial assets			
Cash and cash equivalents	2	13.21	104.14
Bank Balance other than above	3	1,908.00	1,360.00
Trade Receivables	4	3.01	6.21
Investments	5	5,007.55	3,675.78
Other Financial assets	6	72.23	23.44
Non-financial Assets			
Property, plant and equipment	7	0.66	0.09
Other non financial assets	8	39.88	1.75
Total assets		7,044.54	5,171.41
II LIABILITIES AND EQUITY			
Financial Liabilities			
Trade Payables			
(i) total outstanding dues of micro enterprises and small enterprises	9	-	-
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises		0.76	1.34
Other Financial liabilities	10	3.07	2.66
Non-financial Liabilities			
Current tax liabilities (net)		89.83	31.12
Deferred tax liabilities (net)	11	282.11	204.35
Other non-financial liabilities	12	0.17	0.20
Equity			
Equity share capital	13	1,111.67	1,111.67
Other equity	14	5,556.93	3,820.08
Total Liabilities and Equity		7,044.54	5,171.41
Material Accounting Policy	1B		

The accompanying notes are an integral part of the financial statements

For V. N. Purohit & Co.
Chartered Accountants
Firm Regn No. 304040E

For and on behalf of the
Escort Asset Management Limited

Sd/-

Sd/-

O. P. Pareek
Partner
Membership No. 014238
UDIN: 25014238BMJMAP6398
Place : New Delhi
Date : 29th April 2025

Shripal Shah
Director & CFO
DIN: 01628855

Shreyas Shah
Director
DIN: 01835575

Place : Mumbai
Date : 29th April, 2025

Place : Mumbai
Date : 29th April, 2025

Sd/-

Bhoomi Shah
Company Secretary
PAN: IFPPS0048L
Place : Mumbai
Date : 29th April, 2025



(C) STATEMENT OF PROFIT AND LOSS

ESCORP ASSET MANAGEMENT LIMITED

CIN: L17121MH2011PLC213451

Statement of Profit and loss for the year ended 31st March, 2025

Sr. No.	Particulars	Note	For the year ended 31 March, 2025	For the year ended 31 March, 2024
			INR Lakhs	INR Lakhs
I	Revenue From Operations	15	1,830.98	1,915.54
II	Other Income	16	128.76	63.57
III	Total Income (I+II)		1,959.74	1,979.11
IV	EXPENSES			
	Finance costs		-	-
	Fees & Commission expense	17	9.56	6.44
	Employee benefits expense	18	12.41	6.32
	Depreciation and amortisation expenses	7	0.13	-
	Other expenses	19	25.49	9.43
	Total expenses (IV)		47.60	22.18
V	Profit before tax (III-IV)		1,912.14	1,956.93
VI	Tax expense:	20		
	(1) Current tax		271.85	231.70
	(2) Short Provision for Tax		11.83	-
	(3) Deferred tax		0.05	-
			283.74	231.70
VII	Profit for the year (V-VI)		1,628.40	1,725.23
VIII	Other Comprehensive Income			
	(i) Items that will not be reclassified to profit or loss			
	- Changes in fair value of FVOCI equity instruments		186.16	(1,174.50)
	- Income tax effect relating to above		(77.71)	149.76
VIII	Other comprehensive income		108.45	(1,024.75)
IX	Total comprehensive income for the year (VII+VIII)		1,736.85	700.48
X	Earnings per equity share:			
	Basic & Diluted (Face value Rs.10 per equity share) (in Rupees)	23	14.65	15.52
Material Accounting Policy		1B		

The accompanying notes are an integral part of the financial statements

In terms of our report attached

For V. N. Purohit & Co.

Chartered Accountants

Firm Regn No. 304040E

For and on behalf of the

Escorp Asset Management Limited

Sd/-

Sd/-

O. P. Pareek

Partner

Membership No. 014238

UDIN: 25014238BMJMAP6398

Place : New Delhi

Date : 29th April 2025

Shripal Shah

Director & CFO

DIN: 01628855

Place : Mumbai

Date : 29th April, 2025

Shreyas Shah

Director

DIN: 01835575

Place : Mumbai

Date : 29th April, 2025

Sd/-

Bhoomi Shah

Company Secretary

PAN: IFPPS0048L

Place : Mumbai

Date : 29th April, 2025



(D) STATEMENT OF CASH FLOW

ESCORP ASSET MANAGEMENT LIMITED

CIN: L17121MH2011PLC213451

Statement of Cash flows for the year ended 31st March, 2025

Sr. No.	Particulars	For the year ended 31st March, 2025 INR Lakhs	For the year ended 31st March, 2024 INR Lakhs
A	Cash flow from operating activities		
	Profit/(Loss) for the year (Before Tax)	1,912.14	1,956.93
	Adjustments for:		
	Depreciation and Amortisation Expenses	0.13	-
	Interest income	(128.76)	(63.57)
	Operating profit before working capital changes	1,783.51	1,893.35
	Movements in working capital:		
	(Increase)/Decrease in trade receivables	3.20	2.45
	(Increase)/Decrease in other assets	(86.92)	(9.92)
	Increase/(Decrease) in trade payables	(0.58)	0.68
	Increase/(Decrease) in other liabilities	0.38	0.58
	Cash generated from operations	1,699.60	1,887.14
	Direct taxes paid (net)	(224.96)	(218.14)
	Net cash from operating activities (A)	1,474.63	1,668.99
B	Cash flows from investing activities		
	(Purchase)/ Sale of Investments (net)	(1,145.61)	(941.59)
	(Purchase) of Property plant & Equipment	(0.71)	-
	Interest income	128.76	63.57
	Net cash (used in) investing activities (B)	(1,017.56)	(878.01)
C	Cash flow from financing activities		
	Net cash (used in) financing activities (C)	-	-
	NET INCREASE IN CASH AND CASH EQUIVALENTS [A+B+C]	457.06	790.98
	CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	1,464.14	673.15
	CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR	1,921.21	1,464.14
	Components of Cash and Cash Equivalents		
	Cash in Hand	0.85	0.85
	Balance with Bank in Current and Fixed Deposit Accounts	1,920.36	1,463.29
	Total Cash and Cash equivalents	1,921.21	1,464.14

The accompanying notes are an integral part of the financial statements

For V. N. Purohit & Co.
Chartered Accountants
Firm Regn No. 304040E

For and on behalf of the
Escorp Asset Management Limited

Sd/-

Sd/-

O. P. Pareek
Partner
Membership No. 014238
UDIN: 25014238BMJMAP6398
Place : New Delhi
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Date : 29th April, 2025

Sd/-

Bhoomi Shah
Company Secretary
PAN: IFPPS0048L
Place : Mumbai
Date : 29th April, 2025



ESCORP ASSET MANAGEMENT LIMITED

CIN: L17121MH2011PLC213451

Statement of changes in equity for the year ended 31st March, 2025

I. Equity Share Capital

For the year ended as on 31st March 2025

				Rs. in Lakhs
Balances as at 1st April 2024	Change in equity Share Capital due to prior period errors	Restated balance at the beginning of the Current reporting period	Changes in equity share capital during the current year	Balance as at 31st March 2025
1,111.67	-	1,111.67	-	1,111.67

For the year ended as on 31st March 2024

				Rs. in Lakhs
Balances as at 1st April 2023	Change in equity Share Capital due to prior period errors	Restated balance at the beginning of the Current reporting period	Changes in equity share capital during the current year	Balance as at 31st March 2024
1,111.67	-	1,111.67	-	1,111.67

II. Other Equity

For the year ended as on 31st March 2025

Particulars	Reserve & Surplus		Equity Instruments through Other Comprehensive Income	Total
	Securities Premium Reserve	Retained Earnings		
Balances as at 1st April 2024	-	2,238.07	1,582.01	3,820.08
Changes in accounting policy or prior period errors	-	-	-	-
Restated balance as at 1st April 2024	-	2,238.07	1,582.01	3,820.08
Profit/(loss) for the year	-	1,628.40	-	1,628.40
Other comprehensive income (net)	-	-	108.45	108.45
Total Comprehensive Income	-	1,628.40	108.45	1,736.85
Balance as at 31st March 2025	-	3,866.47	1,690.46	5,556.93

For the year ended as on 31st March 2024

Particulars	Reserve & Surplus		Equity Instruments through Other Comprehensive Income	Total
	Securities Premium Reserve	Retained Earnings		
Balances as at 1st April 2023	-	512.84	2,606.76	3,119.60
Changes in accounting policy or prior period errors	-	-	-	-
Restated balance as at 1st April 2023	-	512.84	2,606.76	3,119.60
Profit/(loss) for the year	-	1,725.23	-	1,725.23
Other comprehensive income (net)	-	-	(1,024.75)	(1,024.75)
Total Comprehensive Income	-	1,725.23	(1,024.75)	700.48
Balance as at 31st March 2024	-	2,238.07	1,582.01	3,820.08

Material Accounting Policy

1B

The accompanying notes are an integral part of the financial statements

In terms of our report attached

For V. N. Purohit & Co.

Chartered Accountants

Firm Regn No. 304040E

For and on behalf of the
Escorp Asset Management Limited

Sd/-

Shripal Shah
Director & CFO
DIN: 01628855

Place : Mumbai
Date : 29th April, 2025

Sd/-

Shreyas Shah
Director
DIN: 01835575

Place : Mumbai
Date : 29th April, 2025

O. P. Pareek

Partner

Membership No. 014238

UDIN: 25014238BMJMAP6398

Place : New Delhi

Date : 29th April 2025

Sd/-

Bhoomi Shah
Company Secretary
PAN: IFPPS0048L
Place : Mumbai
Date : 29th April, 2025



(F) NOTES TO THE FINANCIAL STATEMENT

CIN: L17121MH2011PLC213451

Notes to financial statements for the year ended 31st March, 2025

Note - 1

A. CORPORATE INFORMATION:

Escorp Asset Management Limited is a public limited company domiciled in India with its registered office located at 60, Khatau Building, Ground Floor, Alkesh Dinesh Modi Marg, Fort, Mumbai - 400 001. The Company is listed on SME Platform of BSE Limited (BSE SME). The Company is engaged in the business of portfolio management services.

B. SIGNIFICANT ACCOUNTING POLICIES

1. Basis of Preparation of Financial Statements:

These financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 ('the Act') read with the Division III of schedule III of Companies Act and Companies (Indian Accounting standards) Rules as amended from time to time and other related provisions of the Act.

The financial statements of the Company are prepared on the accrual basis of accounting and Historical cost convention except for the following material items that have been measured at fair value as required by the relevant Ind AS:

(i) Certain financial assets and liabilities are measured at Fair value (Refer note no. 5 below)

The financial statements are presented in INR, the functional currency of the Company. Rounding of amounts All amounts disclosed in the financial statements and notes have been rounded off to the nearest lakhs as per the requirement of Schedule III, unless otherwise stated.

2. Use of Estimates and judgments:

The preparation of the financial statements requires the Management to make, judgments, estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent liabilities as at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. The recognition, measurement, classification or disclosure of an item or information in the financial statements is made relying on these estimates. The estimates and judgements used in the preparation of the financial statements are continuously evaluated by the management and are based on historical experience and various other assumptions and factors (including expectations of future events) that the management believes to be reasonable under the existing circumstances. Actual results may differ from those estimates. Any revision to accounting estimates is recognised prospectively in current and future periods.

Critical accounting judgements and key source of estimation uncertainty

The Company is required to make judgements, estimates and assumptions about the carrying amount of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. The estimates and underlying assumptions are reviewed on an on-going basis.

(a) Estimation of current tax expenses and payable - Refer note no. - 11 below

B. MATERIAL ACCOUNTING POLICIES

This notes provides a list of material accounting policies adopted in the preparation of these standalone financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated.

1 Property, plant and equipment (PPE)

Property, plant and equipment is stated at acquisition cost net of accumulated depreciation and accumulated impairment losses, if any.

The cost of an item of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable costs of bringing the asset to its working condition for its intended use and estimated costs of dismantling and removing the item and restoring the item and restoring the site on which it is located.

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in the Statement of Profit and Loss.

2 Intangible assets

Intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses, if any.

(a) Property plant and equipment (PPE)

Depreciation is provided on a pro-rata basis on the straight line method based on estimated useful life prescribed under Schedule II to the Companies Act, 2013.

Estimated Useful Life -

(i) Computers - 3 Years

(ii) Office Equipments - 5 Years

The residual values, useful lives and method of depreciation of property, plant and equipment is reviewed at each financial year end and adjusted prospectively, if appropriate.

(b) Intangible assets

The useful lives of intangible assets are assessed as either finite or indefinite. Finite-life intangible assets are amortised on a straight-line basis over the period of their expected useful lives.

The amortisation period and the amortisation method for finite life intangible assets is reviewed at each financial year end and adjusted prospectively, if appropriate. For indefinite life intangible assets, the assessment of indefinite life is reviewed annually to determine whether it continues, if not, it is impaired or changed prospectively basis revised estimates.

3 Investment Properties:

Property that is held for long-term rental yields or for capital appreciation or both, and that is not occupied by the Company, is classified as investment property. Investment property is measured at its cost, including related transaction costs and where applicable borrowing costs less depreciation and impairment if any.

Depreciation on building is provided based on straight line method using the useful life as specified in schedule II of the Companies Act, 2013.

4 Financial Instruments:

Financial assets - Initial recognition:

Financial assets are recognised when the Company becomes a party to the contractual provisions of the instruments.

Equity Instruments:

Considering the entity's business model for managing equity instruments; the investments in equity shares have been recognised at fair value as on date of balance sheet. Fair value movements are recognised in the other comprehensive income (OCI).

Dividends on these investments in equity instruments are recognised in Statement of Profit and Loss when the Company's right to receive the dividends is established, it is probable that the economic benefits associated with the dividend will flow to the entity, the dividend does not represent a recovery of part of cost of the investment and the amount of dividend can be measured reliably. Dividends recognised in Statement of Profit and Loss are included in the 'Revenue from operations' line item.

Impairment

The Company recognises a loss allowance for Expected Credit Losses (ECL) on financial assets that are measured at amortised cost and at FVOCI. The credit loss is difference between all contractual cash flows that are due to an entity in accordance with the contract and all the cash flows that the entity expects to receive (i.e. all cash shortfalls), discounted at the original effective interest rate. This is assessed on an individual or collective basis after considering all reasonable and supportable including that which is forward looking.

The Company's trade receivables or contract revenue receivables do not contain significant financing component and loss allowance on trade receivables is measured at an amount equal to life time expected losses i.e. expected cash shortfall, being simplified approach for recognition of impairment loss allowance.



Under simplified approach, the Company does not track changes in credit risk. Rather it recognizes impairment loss allowance based on the lifetime ECL at each reporting date right from its initial recognition. The Company uses a provision matrix to determine impairment loss allowance on the portfolio of trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivable and is adjusted for forward looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

For financial assets other than trade receivables, the Company recognises 12-months expected credit losses for all originated or acquired financial assets if at the reporting date the credit risk of the financial asset has not increased significantly since its initial recognition. The expected credit losses are measured as lifetime expected credit losses if the credit risk on financial asset increases significantly since its initial recognition. If, in a subsequent period, credit quality of the instrument improves such that there is no longer significant increase in credit risks since initial recognition, then the Company reverts to recognizing impairment loss allowance based on 12 months ECL. The impairment losses and reversals are recognised in Statement of Profit and Loss. For equity instruments and financial assets measured at FVTPL, there is no requirement of impairment testing.



Derecognition

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers rights to receive cash flows from an asset, 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.

Financial Liabilities

Initial Recognition and measurement

Financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instruments. Financial liabilities are initially recognised at fair value net of transaction costs for all financial liabilities not carried at fair value through profit or loss. The Company's financial liabilities includes trade and other payables, loans and borrowings including bank overdrafts.

Subsequent measurement

Financial liabilities measured at amortised cost are subsequently measured at using EIR method. Financial liabilities carried at fair value through profit or loss are measured at fair value with all changes in fair value recognised in the Statement of Profit and Loss.

Loans & Borrowings:

After initial recognition, interest bearing loans and borrowings are subsequently measured at amortised cost using EIR method. Gains and losses are recognized in profit & loss when the liabilities are derecognized as well as through EIR amortization process.

Financial Guarantee Contracts

Financial guarantee contracts issued by the Company are those contracts that requires a payment to be made or to reimburse the holder for a loss it incurs because the specified debtors fails to make payment when due in accordance with the term of a debt instrument. Financial guarantee contracts are recognized initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the contract.

De-recognition

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 recognized in the statement of profit or loss.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the Balance Sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

5 Fair Value Measurement

The Company measures financial instruments, such as, derivatives, investments 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:

(a) In the principal market for the asset or liability, or

(b) In the absence of a principal market in the most advantageous market for the asset or liability.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are 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:

(i) Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities

(ii) Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable

(iii) 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.

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.

6 Inventory

Inventories are valued at the lower of cost and net realisable value. Cost is computed on a weighted average basis.

7 Cash and Cash Equivalents:

Cash and cash equivalents include cash and Cheque in hand, bank balances, demand deposits with banks and other short-term highly liquid investments that are readily convertible to known amounts of cash & which are subject to an insignificant risk of changes in value where original maturity is three months or less.

8 Foreign Currency Transactions:

a) Initial Recognition

Transactions in foreign currency are recorded at the exchange rate prevailing on the date of the transaction. Exchange differences arising on foreign exchange transactions settled during the year are recognized in the Statement of Profit and Loss of the year.

b) Measurement of Foreign Currency Items at the Balance Sheet Date

Foreign currency monetary items of the Company are restated at the closing exchange rates. Non monetary items are recorded at the exchange rate prevailing on the date of the transaction. Exchange differences arising out of these transactions are charged to the Statement of Profit and Loss.

9 Revenue Recognition:

Rendering of Services

Income from services rendered is recognised based on invoices raised for service provided on an accrual basis.

Revenue is measured at fair value of the consideration received or receivable, after deduction of any discounts and any taxes or duties collected on behalf of the government which are levied on sales such as Goods & Service tax, sales tax, value added tax, etc.

Interest

Revenue is recognised on a time proportion basis taking into account the amount outstanding and the interest rate applicable and based on Effective interest rate method.

Dividend

Dividend Income is recognized when right to receive the same is established.

10 Employee Benefits:

Employee Benefits: - The Company does not falls with in the applicability of Employee Benefit plans.

11 Income Taxes:



Income tax comprises current and deferred tax. Income tax expense is recognized in the statement of profit and loss except to the extent it relates to items directly recognized in equity or in other comprehensive income.

Current tax is based on taxable profit for the year. Taxable profit is different from accounting profit due to temporary differences between accounting and tax treatments, and due to items that are never taxable or tax deductible. Tax provisions are included in current liabilities. Interest and penalties on tax liabilities are provided for in the tax charge. The Company offsets, the current tax assets and liabilities (on a year on year basis) where it has a legally enforceable right and where it intends to settle such assets and liabilities on a net basis or to realise the assets and liabilities on net basis.

Deferred income tax is recognized using the balance sheet approach. Deferred income tax assets and liabilities are recognized for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount in financial statements. Deferred income tax asset are recognized to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized. Deferred tax assets are not recognised where it is more likely than not that the assets will not be realised in the future.

The carrying amount of deferred income 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 income tax asset to be utilized. Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply in the period when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

12 Taxes on Income

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of qualifying assets are capitalized as a part of Cost of that assets, during the period till all the activities necessary to prepare the Qualifying assets for its intended use or sale are complete during the period of time that is required to complete and prepare the assets for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale.

Other borrowing costs are recognized as an expense in the period in which they are incurred.

13 Earnings Per Share:

Basic earnings per shares are calculated by dividing the net profit or loss after tax for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to the equity shareholders and the weighted average number of shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares.

14 Leases:

Where the Company is Lessee

Leases, where the lessor effectively retains substantially all the risks and benefits of ownership of the leased item, are classified as operating leases. Operating lease payments are recognized as an expense in the Statement of Profit and Loss on accrual basis as per the terms of agreements entered with the counter parties.

Where the Company is Lessor

Leases in which the Company does not transfer substantially all the risks and benefits of ownership of the asset are classified as operating leases. Assets subject to operating leases are included in property, plant and equipment. The Company recognizes lease rentals from the property leased out, on accrual basis as per the terms of agreements entered with the counter parties. Costs, including depreciation, are recognized as an expense in the Statement of Profit and Loss.

15 Provisions, Contingent Liabilities and Contingent Assets:

A provision is recognised if, as a result of a past event, the group has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation.

Provisions for onerous contracts are recognized when the expected benefits to be derived by the Company from a contract are lower than the unavoidable costs of meeting the future obligations under the contract.

A disclosure for contingent liabilities is made where there is a possible obligation or a present obligation that may probably not require an outflow of resources or an obligation for which the future outcome cannot be ascertained with reasonable certainty. When there is a possible or a present obligation where the likelihood of outflow of resources is remote, no provision or disclosure is made. Contingent assets are neither recognized nor disclosed in financial statements.



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Notes to financial statements for the year ended 31st March, 2025

2 Cash & cash equivalents (Rs in Lakhs)		
Particulars	As at 31st March, 2025	As at 31st March, 2024
Balances with banks		
- In current accounts	12.36	103.29
Cash on hand	0.85	0.85
Total	13.21	104.14

3 Bank balances other than cash and cash equivalents (Rs in Lakhs)		
Particulars	As at 31st March, 2025	As at 31st March, 2024
Balances with banks		
- Term deposits with banks	1,908.00	1,360.00
Total	1,908.00	1,360.00

4 Trade Receivables (Rs in Lakhs)		
Particulars	As at 31st March, 2025	As at 31st March, 2024
Unsecured		
(a) Trade receivables - Considered good secured	-	-
(b) Trade receivables - Considered good unsecured	3.01	6.21
(c) Trade receivables which have significant increase in credit risk	-	-
(d) Trade receivables - credit impaired	-	-
Total Trade Receivables	3.01	6.21
Less: Allowance for credit losses	-	-
Net Trade Receivables	3.01	6.21

4.1 Trade receivables ageing schedule (Rs in Lakhs)						
Particulars	Outstanding from due date of payment as on 31st March 2025					
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(i)Undisputed Trade Receivables : Considered good	1.85	1.16	-	-	-	3.01
(ii)Undisputed Trade Receivables : Considered doubtful	-	-	-	-	-	-
(iii)Disputed Trade Receivables : Considered good	-	-	-	-	-	-
(iv)Disputed Trade Receivables : Considered doubtful	-	-	-	-	-	-

Particulars	Outstanding from due date of payment as on 31st March 2024					
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(i)Undisputed Trade Receivables : Considered good	6.21	-	-	-	-	6.21
(ii)Undisputed Trade Receivables : Considered doubtful	-	-	-	-	-	-
(iii)Disputed Trade Receivables : Considered good	-	-	-	-	-	-
(iv)Disputed Trade Receivables : Considered doubtful	-	-	-	-	-	-

4.2 No trade or other receivables are due from directors or other officers of the Company either severally or jointly with any other person.

5 Investments (Rs in Lakhs)

I. Current Year				
Investment	Amortised cost	At Fair value		
		Through comprehensive income	Designated at fair value through profit & loss	Total
Equity instruments	-	5,007.55	-	5,007.55
Total	-	5,007.55	-	5,007.55

II. Previous year				
Investment	Amortised cost	At Fair value		
		Through comprehensive income	Designated at fair value through profit & loss	Total
Equity instruments	-	3,675.78	-	3,675.78
Total	-	3,675.78	-	3,675.78

6 Other financial assets (Rs in Lakhs)		
Particulars	As at 31st March, 2025	As at 31st March, 2024
Interest accrued	20.62	16.99
Loans & Advances	51.61	6.45
Total	72.23	23.44

7 Property, plant and equipment (Rs in Lakhs)			
Particulars	Computer	Office Equipments	Total
Gross Carrying amount			
Balance as at 31st March, 2023	1.73	-	1.73
Additions	-	-	-
Disposals	-	-	-
Balance as at 31st March, 2024	1.73	-	1.73
Accumulated Depreciation			
Balance as at 31st March 2023	1.65	-	1.65
Depreciation for the year	-	-	-
Disposals	-	-	-
Balance as at 31st March, 2024	1.65	-	1.65
Gross Carrying amount			
Balance as at 31st March, 2024	1.73	-	1.73
Additions	0.57	0.14	0.71
Disposals	-	-	-
Balance as at 31st March, 2025	2.30	0.14	2.44
Accumulated Depreciation			
Balance as at 31st March 2024	1.65	-	1.65
Depreciation for the year	0.12	0.02	0.13
Disposals	-	-	-
Balance as at 31st March, 2025	1.76	0.02	1.78
Net carrying amount as at 31st March, 2024	0.09	-	0.09
Net carrying amount as at 31st March, 2025	0.54	0.12	0.66

8 Other non financial assets (Rs in Lakhs)		
Particulars	As at 31st March, 2025	As at 31st March, 2024
Balance with govt. authorities	39.88	1.75
Total	39.88	1.75



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Notes to financial statements for the year ended 31st March, 2025

9 Trade payables (Rs in Lakhs)

Particulars	As at 31st March, 2025	As at 31st March, 2024
Trade payables		
(a) Total outstanding dues of micro enterprises and small enterprises	-	-
(b) Total outstanding dues of creditors other than micro enterprises and small enterprises	0.76	1.34
Total	0.76	1.34

Note: There are no dues to Micro and Small Enterprises as defined under Micro, Small & Medium Enterprises Development Act, 2006 which are outstanding for a period more than 45 days as on the balance sheet date.
The above information regarding Micro and Small Enterprises has been determined on the basis of information available with the Company and has been duly relied upon by the auditors of the Company.

9.1 Trade payable due for payment and the ageing schedule as below:

(Rs in Lakhs)

Sr. No.	Particulars	Outstanding from due date of payment as on 31st March 2025				
		Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
(i)	MSME	-	-	-	-	-
(ii)	Others	0.76	-	-	-	0.76
(iii)	Disputed dues : MSME	-	-	-	-	-
(iv)	Disputed dues : others	-	-	-	-	-

Sr. No.	Particulars	Outstanding from due date of payment as on 31st March 2024				
		Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
(i)	MSME	-	-	-	-	-
(ii)	Others	1.34	-	-	-	1.34
(iii)	Disputed dues : MSME	-	-	-	-	-
(iv)	Disputed dues : others	-	-	-	-	-

10 Other Financial liabilities (Rs in Lakhs)

Particulars	As at 31st March, 2025	As at 31st March, 2024
Salaries and reimbursements	1.02	0.50
Directors Sitting Fees Payable	1.08	1.08
Audit fees payable	0.67	1.08
Custody Charges Payable	0.30	-
Total	3.07	2.66

11 Deferred Tax Liability /(Asset)

(Rs in Lakhs)

Particulars	For the year ended 31st March 2025			
	As at 31st March 2024	Recognised in Profit and Loss	Recognised in OCI	As at 31st March 2025
Property, Plant and Equipment	(0.01)	-	0.05	0.05
Fair valuation of investment	204.36	-	77.71	282.07
Total	204.35	-	77.76	282.11

Particulars	For the year ended 31st March 2024			
	As at 31st March 2023	Recognised in Profit and Loss	Recognised in OCI	As at 31st March 2024
Property, Plant and Equipment	(0.01)	-	-	(0.01)
Fair valuation of investment	354.12	-	(149.76)	204.36
Total	354.11	-	(149.76)	204.35

12 Other Non Financial liabilities (Rs in Lakhs)

Particulars	As at 31st March, 2025	As at 31st March, 2024
Statutory Dues	0.17	0.20
Total	0.17	0.20

13 Equity share capital (Rs in Lakhs)

Particulars	As at 31st March, 2025	As at 31st March, 2024
Authorised:		
1,20,00,000 Equity Shares @ Rs. 10 each	1,200.00	1,200.00



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Notes to financial statements for the year ended 31st March, 2025

Issued, Subscribed and Paid up:		
1,11,16,351 (31.03.2024: 1,11,16,351) Equity Shares of Rs 10 each	1,111.67	1,111.67
Total	1,111.67	1,111.67

Notes:

13.1 Reconciliation of number of shares outstanding at the beginning and end of the year:

Authorised Equity shares :	No. of Shares	Amount Rs. in Lakhs
Balance as at 31st March,2023	12,000,000	1,200.00
Add / (Less): Changes during the year	-	-
Balance as at 31st March,2024	12,000,000	1,200.00
Add / (Less): Changes during the year	-	-
Balance as at 31st March,2025	12,000,000	1,200.00

Issued, Subscribed and Paid up Equity shares:	No. of Shares	Amount Rs. in Lakhs
Balance as at 31st March,2023	11,116,651	1,111.67
Add / (Less): Changes during the year	-	-
Balance as at 31st March,2024	11,116,651	1,111.67
Add / (Less): Changes during the year	-	-
Balance as at 31st March,2025	11,116,651	1,111.67



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Notes to financial statements for the year ended 31st March, 2025

13.2 Terms / rights attached to Equity Shares:

The Company has only one class of equity share having a par value of Rs. 10 per share. Each shareholder is eligible for one vote per share. The dividend proposed by the Board of Directors is subject to the approval of shareholders except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

13.3 Details of shares held by each shareholder holding more than 5% shares in the Company:

Equity share of Rs.10 each fully paid up with voting rights	Number equity shares fully paid	% of Holding
Aryaman Financial Services Limited		
As at 31st March, 2025	5,833,333	52.47%
As at 31st March, 2024	5,833,333	52.47%
Mr. Shripal Shah		
As at 31st March, 2025	841,666	7.57%
As at 31st March, 2024	841,666	7.57%
Mr. Shreyas Shah		
As at 31st March, 2025	840,000	7.56%
As at 31st March, 2024	840,000	7.56%

13.4 Details of shares held by each promoter in the Company:

Equity share of Rs.10 each fully paid up with voting rights	Number equity shares fully paid	% of Holding
Aryaman Financial Services Limited		
As at 31st March, 2025	5,833,333	52.47%
As at 31st March, 2024	5,833,333	52.47%
Changes in during the year	-	
Ms. Meloni Shripal Shah		
As at 31st March, 2025	1,616	0.01%
As at 31st March, 2024	1,616	0.01%
Changes in during the year	-	
Mr. Shripal Shah		
As at 31st March, 2025	841,666	7.57%
As at 31st March, 2024	841,666	7.57%
Changes in during the year	-	
Mr. Shreyas Shah		
As at 31st March, 2025	840,000	7.56%
As at 31st March, 2024	840,000	7.56%
Changes in during the year	-	

Shares held by Holding Company	Number equity shares fully paid	% of Holding
Aryaman Financial Services Limited		
As at 31st March, 2025	5,833,333.00	52.47%
As at 31st March, 2024	5,833,333.00	52.47%

14 Other equity	(Rs in Lakhs)	
Particulars	As at 31st March, 2025	As at 31st March, 2024
Securities premium	-	-
Retained earnings	3,866.47	2,238.07
Other comprehensive income	1,690.46	1,582.01
Total	5,556.93	3,820.08

14.1 Securities Premium	(Rs in Lakhs)	
Particulars	As at 31st March, 2025	As at 31st March, 2024
Balance as at beginning of the year	-	0.00
Add/(Less): Movement during the year	-	(0.00)
Balance as at end of the year	-	-

14.2 Retained earnings	(Rs in Lakhs)	
Particulars	As at 31st March, 2025	As at 31st March, 2024
Balance as at beginning of the year	2,238.07	512.84
Profit for the year	1,628.40	1,725.23
Less- Utilised for bonus issue	-	-
Balance as at end of the year	3,866.47	2,238.07

14.3 Other comprehensive income	(Rs in Lakhs)
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ESCORT
ASSET MANAGEMENT

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Notes to financial statements for the year ended 31st March, 2025

Particulars	As at 31st March, 2025	As at 31st March, 2024
Balance as at beginning of the year	1,582.01	2,606.76
Add/(Less): Other comprehensive income (Net of taxes)	108.45	(1,024.75)
Balance as at end of the year	1,690.46	1,582.01



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Notes to financial statements for the year ended 31st March, 2025

15 Revenue From Operations

(Rs in Lakhs)

Particulars	For the year ended 31st March, 2025	For the year ended 31st March, 2024
Fees & commission income	2.55	5.26
Investment and Dividend income	1,828.43	1910.28
Total	1,830.98	1,915.54

16 Other Income

(Rs in Lakhs)

Particulars	For the year ended 31st March, 2025	For the year ended 31st March, 2024
Interest income on Fixed Deposit	128.76	63.57
Total	128.76	63.57

17 Fees & Commission expense

(Rs in Lakhs)

Particulars	For the year ended 31st March, 2025	For the year ended 31st March, 2024
Custodial Fees	0.90	0.90
Custody Charges	3.39	1.34
Demat Account Charges (BCB)	0.36	0.24
Listing Fees	0.91	0.61
Processing Fees	3.02	0.21
Professional Charges	0.98	0.36
SEBI Membership Port Folio manager license	-	2.78
Total	9.56	6.44

18 Employee Benefit Expense

(Rs in Lakhs)

Particulars	For the year ended 31st March, 2025	For the year ended 31st March, 2024
Salaries, wages and bonus	12.41	6.32
Total	12.41	6.32

19 Other Expenses

(Rs in Lakhs)

Particulars	For the year ended 31st March, 2025	For the year ended 31st March, 2024
Director Sitting Fees	1.20	1.20
Payment to statutory auditors:		
- Statutory Audit	0.59	0.59
- Other Certification	0.08	0.08
Internal Audit Fees	0.13	0.13
Miscellaneous expenses	4.98	5.45
Interest on statutory dues	0.01	1.98
CSR Expenses (Refer Note 22)	18.50	-
Total	25.49	9.43



ESCORT ASSET MANAGEMENT LIMITED

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Notes to financial statements for the year ended 31st March, 2025

20 Income taxes

(a) Tax expense recognised in the Statement of profit and loss: (Rs in Lakhs)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Current tax		
Current year	271.85	231.70
Short Provision for Tax	11.83	-
Total current tax	283.68	231.70
Deferred tax		
Relating to origination and reversal of temporary difference	0.05	-
Total deferred income tax expense/(credit)	0.05	-
MAT Credit entitlement	-	-
Total income tax expense/(credit)	283.74	231.70

A reconciliation between the statutory income tax rate applicable to the Company and the effective income tax rate of the Company is as

(b) Reconciliation of effective tax rate (Rs in Lakhs)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Profit/(loss) before taxation	1,912.14	1,956.93
Enacted income tax rate in India	25.17%	25.17%
Tax at the enacted income tax rate	481.25	492.52
Reconciliation line items:		
Others	(209.34)	(260.82)
Earlier years tax	11.83	-
Tax expense/ (credit)	283.74	231.70



ESCORT ASSET MANAGEMENT LIMITED

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Notes to financial statements for the year ended 31st March, 2025

21 Contingent Liabilities and Pending litigations. (Rs. in Lakhs)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Contingent Liability not provided for and Commitments (including Capital Commitments)	Nil	Nil
Pending litigation by/ against the Company and Commitments	Nil	Nil

22 CSR Expenditure (Rs. in Lakhs)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Amount required to be spent by the company during the year	18.48	N.A.
Amount of expenditure incurred	18.50	N.A.
Total of previous years shortfall	-	N.A.
Movement in the provision	(0.02)	N.A.

Reason for shortfall

The Company has made an excess expenditure under its CSR policy to the extent of Rs. 0.02 lakhs as on 31st March 2025.

Nature of CSR activities

During the year, the Company has incurred a sum of Rs. 18.50 Lakhs towards CSR expenditure as per policy laid down pursuant to the provisions of Companies Act, 2013 and rules framed thereunder. The Company under its CSR policy, affirms its commitment of seamless integration of marketplace, workplace, environment and community concerns with business operations by undertaking activities / initiatives that are not taken in its normal course of business and/or confined to only the employees and their relatives and which are in line with the broad-based list of activities, areas or subjects that are set out under schedule VII of the Companies Act, 2013.

23 Earning Per share

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Profit after tax available for equity shareholders (in Lakhs)	1,628.40	1,725.23
Weighted average number of equity shares	11,116,651	11,116,651
Nominal value of equity shares	10.00	10.00
Basic and diluted Earning Per Share	14.65	15.52

24 Segment Reporting

The Company's Board of Directors have been identified as the Chief Operating Decision Maker (CODM) as defined under Ind AS 108 "Operating Segments". The CODM evaluates the Company's performance and allocated the resources based on an analysis of various performance indicators . The Company is primarily engaged in the business of financial services mainly Portfolio Management Services (PMS) and dealing with Synergical investments. The same has been considered as business segment and the management considers these as a single reportable segment. Accordingly, disclosure of segment information has not been furnished.

25 Related party disclosures

Category	Name of the Related Party/ Relationship
Holding Company	Aryaman Financial Services Limited
Key Managerial Personnel	Mr. Shripal Shah, Whole-time Director & CFO Mr. Shreyas Shah, Director



	Ms Bhoomi Shah, Company Secretary (w.e.f 23.5.2024)
	Ms Reenal Khandelwal, Past Company Secretary (upto 23.5.2024)
	Mr Haresh Sanghvi, Non-Executive- Independent Director
	Mr Darshit Parikh, Non-Executive - Independent Director
	Mrs. Supriya Tatkar, Non-Executive - Independent Director
Relative of KMP	Mrs. Meloni Shah (Wife of Shripal Shah & Employee)

(b) **Transactions carried out with related parties referred in (a) above, in ordinary course of business:**

Name of the Related Party	For the year ended March 31, 2025	For the year ended March 31, 2024
	INR Lakhs	INR Lakhs
Directors Sitting Fees Paid		
Mrs Supriya Tatkar	0.40	0.40
Mr Darshit Parikh	0.40	0.40
Mr Haresh Sanghvi	0.40	0.40
Salary paid		
Mrs. Meloni Shah	1.80	1.80
Mrs. Bhoomi Shah	5.53	-

(c) **Balances outstanding**

Name of the Related Party	As at March 31, 2025	As at March 31, 2024
	INR Lakhs	INR Lakhs
Directors Sitting Fees Outstanding		
Mrs Supriya Tatkar	0.40	0.40
Mr Darshit Parikh	0.40	0.40
Mr Haresh Sanghvi	0.40	0.40
Salary Outstanding		
Mrs. Meloni Shah	0.15	0.15
Mrs. Bhoomi Shah	0.50	-



ESCORP ASSET MANAGEMENT LIMITED

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Notes to financial statements for the year ended 31st March, 2025

26 Ratio Analysis and its components

S.No.	Particulars	For the year ended 31st March 2025	For the year ended 31st March 2024	% Variance	Reason for variance of more than 25% / Not applicable
1	Current ratio	21.70	42.34	-48.74%	Due to increase in current tax liabilities
2	Debt- Equity Ratio	-	-	N. A.	N. A.
3	Debt Service Coverage Ratio	N. A.	N. A.	N. A.	N. A.
4	Inventory Turnover Ratio	N. A.	N. A.	N. A.	N. A.
5	Return on Equity Ratio	0.28	0.38	-25.44%	Due to higher average equity in current year.
6	Trade Receivable Turnover Ratio	397.46	257.81	54.17%	Due to increase in revenue from operations.
7	Trade Payable Turnover Ratio	1,746.63	1,915.54	-8.82%	Due to increase in average trade payables.
8	Net Capital Turnover Ratio	0.94	1.31	-28.15%	Due to higher working capital in current year.
9	Net Profit Ratio	0.89	0.90	-1.25%	N. A.
10	Return on Capital Employed	0.29	0.40	-27.74%	Due to higher total equity in current year.
11	Return on Investment	0.28	0.39	-27.80%	Due to increase in investment in current year.

26.1 Components of Ratio

S.No.	Ratios	Numerator	Denominator	March 31st 2025		March 31st 2024	
				Numerator	Denominator	Numerator	Denominator
1	Current ratio	Current Assets	Current Liabilities	2,036.33	93.83	1,495.54	35.32
2	Debt- Equity Ratio	Total Debts (Total Liabilities)	Total Equity(Equity Share capital+Other equity)	-	6,668.60	-	4,931.75
3	Debt Service Coverage Ratio	Earnings available for debt service (Net profit before exceptional items & tax expense + depreciation & amortization + Finance cost + Non cash operating items + other adjustment)	Finance cost + principle repayment of long term borrowings during the period/year	1,912.27	-	1,956.93	-
4	Inventory Turnover Ratio	Revenue from sales of products	Average Inventory [(opening balance + closing balance)/2]	-	-	-	-
5	Return on Equity Ratio	Net profit after tax-Exceptional items	Average Total Equity [(Opening Equity Share capital + Opening Other equity + Closing Equity Share Capital + Closing Other Equity)/2]	1,628.40	5,800.17	1,725.23	4,581.51
6	Trade Receivable Turnover Ratio	Revenue from operations	Average trade receivable [(Opening balance + closing balance)/2]	1,830.98	4.61	1,915.54	7.43
7	Trade Payable Turnover Ratio	Revenue from operations	Average trade payable [(Opening balance + closing balance)/2]	1,830.98	1.05	1,915.54	1.00
8	Net Capital Turnover Ratio	Revenue from operations	Working capital (Current asset-current liabilities)	1,830.98	1,942.50	1,915.54	1,460.22
9	Net Profit Ratio	Net profit after tax-Exceptional items	Revenue from operations	1,628.40	1,830.98	1,725.23	1,915.54
10	Return on Capital Employed	Profit Before interest, Tax & Exceptional item	Total Equity + Total Debts (including preference share liability)	1,912.14	6,668.60	1,956.93	4,931.75
11	Return on Investment	Interest Income on fixed deposits + Profit on sale of investments + Income of investment - impairment on value of investment	Current investments + Non current Investments + Fixed deposits with bank	1,957.19	6,915.55	1,973.85	5,035.78



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Notes to financial statements for the year ended 31st March, 2025

27 Financial instruments

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

The following methods and assumptions were used to estimate the fair values:

1. Fair value of cash and short-term deposits, trade and other short term receivables, trade payables, other current liabilities, short term loans from banks and other financial institutions approximate their carrying amounts largely due to short term maturities of these instruments.
2. Financial instruments with fixed and variable interest rates are evaluated by the Company based on parameters such as interest rates and individual credit worthiness of the counterparty. Based on this evaluation, allowances are taken to account for expected losses of these receivables. Accordingly, fair value of such instruments is not materially different from their carrying amounts.

The Company uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

Level 1: Quoted (unadjusted) prices in active markets for identical assets or liabilities.

Level 2: Other techniques for which all inputs which have a significant effect on the fair value are observable, either directly or indirectly.

Level 3: Techniques which use inputs that have a significant effect on the recorded fair value that are not based on observable market data.

The carrying amounts and fair values of financial instruments by category are as follows:

For March 31, 2025

(Rs in Lakhs)

Particulars	FVOCI	FVTPL	Amortised cost	Total fair value	Carrying amount
Financial assets					
Investments	5,007.55	-	-	5,007.55	5,007.55
Trade receivables	-	-	3.01	3.01	3.01
Cash and cash equivalents	-	-	13.21	13.21	13.21
Other bank balances	-	-	1,908.00	1,908.00	1,908.00
Other financial assets	-	-	72.23	72.23	72.23
Total Financial assets	5,007.55	-	1,996.45	7,004.00	7,004.00
Financial liabilities					
Trade payables	-	-	0.76	0.76	0.76
Others	-	-	3.07	3.07	3.07
Total Financial liabilities	-	-	3.83	3.83	3.83

For March 31, 2024

(Rs in Lakhs)

Particulars	FVOCI	FVTPL	Amortised cost	Total fair value	Carrying amount
Financial assets					
Investments	3,675.78	-	-	3,675.78	3,675.78
Trade receivables	-	-	6.21	6.21	6.21
Cash and cash equivalents	-	-	104.14	104.14	104.14
Other bank balances	-	-	1,360.00	1,360.00	1,360.00
Other financial assets	-	-	23.44	23.44	23.44
Total Financial assets	3,675.78	-	1,493.79	5,169.57	5,169.57
Financial liabilities					
Trade payables	-	-	1.34	1.34	1.34
Others	-	-	2.66	2.66	2.66
Total Financial liabilities	-	-	4.00	4.00	4.00



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Notes to financial statements for the year ended 31st March, 2025

27 Financial instruments

Fair value estimation

For financial instruments measured at fair value in the Balance Sheet, a three level fair value hierarchy is used that reflects the significance of inputs used in the measurements. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and lowest priority to unobservable inputs (Level 3 measurements).

The categories used are as follows:

- Level 1: quoted prices for identical instruments
- Level 2: directly or indirectly observable market inputs, other than Level 1 inputs; and
- Level 3: inputs which are not based on observable market data.

For assets and liabilities which are carried at fair value, the classification of fair value calculations by category is summarised below:

For March 31, 2025: (Rs in Lakhs)

Particulars	Level 1	Level 2	Level 3
Assets at fair value - Investments	5,007.55	-	-

For March 31, 2024: (Rs in Lakhs)

Particulars	Level 1	Level 2	Level 3
Assets at fair value - Investments	3,675.78	-	-

There were no significant changes in classification and no significant movements between the fair value hierarchy classifications of financial assets and financial liabilities during the period.



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Notes to financial statements for the year ended 31st March, 2025

28 Financial risk factors

The Company's principal financial liabilities comprise loans and borrowings, advances and trade and other payables. The purpose of these financial liabilities is to finance the Company's operations and to provide to support its operations. The Company's principal financial assets include Investments (Strategic and Non Strategic), loans, trade and other receivables, and cash and cash equivalents that derive directly from its operations.

The Company's activities exposes it to Liquidity Risk, Market Risk and Credit risk. The Board of Directors reviews and agrees policies for managing each of these risks, which are summarised as below.

(a) Liquidity risk

The risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial asset. Liquidity risk management implies maintenance sufficient cash including availability of funding through an adequate amount of committed credit facilities to meet the obligations as and when due.

The Company manages its liquidity risk by ensuring as far as possible that it will have sufficient liquidity to meet its short term and long term liabilities as and when due. Anticipated future cash flows are expected to be sufficient to meet the liquidity requirements of the Company. The Company does not have any undrawn borrowing facilities with the Banks/ Financial institutions.

(i) The following is the contractual maturities of the financial liabilities:

As at March 31, 2025

(Rs in Lakhs)

Particulars	Carrying amount	Payable on demand	1-12 months	More than 12 months
Non-derivative liabilities				
Trade payables	0.76	-	0.76	-
Other financial liabilities	3.07	-	3.07	-
Total	3.83	-	3.83	-

As at March 31, 2024

(Rs in Lakhs)

Particulars	Carrying amount	Payable on demand	1-12 months	More than 12 months
Non-derivative liabilities				
Trade payables	1.34	-	1.34	-
Other financial liabilities	2.66	-	2.66	-
Total	4.00	-	4.00	-

(b) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as equity price risk and commodity risk. Financial instruments affected by market risk includes investment, deposits, foreign currency receivables and payables. The Company's Management and related team manages the Market risk, which evaluates and exercises independent control over the entire process of market risk management.

(i) Foreign currency risk

Foreign currency risk can only arise on financial instruments that are denominated in a currency other than the functional currency in which they are measured. The Company's functional and presentation currency is INR. The Company does not have any foreign currency transactions and hence is not exposed to the Foreign Currency Risks.

(ii) Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of the financial instruments will fluctuate because of changes in market interest rates. The Company does not have any long term borrowings. Hence, the Company is not exposed to the interest rate risk.



ESCORT ASSET MANAGEMENT LIMITED

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Notes to financial statements for the year ended 31st March, 2025

28 Financial risk factors

(ii) Price Risk

The Company's exposure to equity securities price risk arises from investments held by the Company and classified in the balance sheet either at fair value through OCI or at fair value through profit and loss. To manage its price risk arising from investments in equity securities, the Company offsets its risk through strong research policies practice followed.

Sensitivity

The table below summarizes the impact of increases/(decreases) of the BSE index on the Company's equity and Gain/ (Loss) for the period. The analysis is based on the assumption that the index has increased by 5 % or decreased by 5 % with all other variables held constant, and that all the Company's equity instruments moved in line with the index .

Impact on Profit before tax		(Rs in Lakhs)	
Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024	
BSE Sensex - Increase 5 %	250.38	183.79	
BSE Sensex - Decrease 5%	(250.38)	(183.79)	

(c) Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counter-party fails to meet its contractual obligations. The Company is exposed to credit risks from its operating activities, primarily trade receivables, cash and cash equivalents, deposits with banks and other financial instruments.

The Company is not significantly exposed to the credit risk toward trade receivables considering the nature of services provided by the Company.

Trade receivables that have exposure to the Credit risks		(Rs in Lakhs)	
Particulars	As at March 31, 2025	As at March 31, 2024	
Financial assets for which loss allowance is measured using Life time Expected Credit Losses (ECL)			
- Trade Receivables	3.01	6.21	

The Company considers the probability of default upon initial recognition of assets and whether there has been a significant increase in credit risks on an ongoing basis throughout each reporting period.

To assess whether there is a significant increase in credit risk the Company compares the risks of default occurring on the assets as at the reporting date with the risk of default as at the date of initial recognition. It considers the reasonable and supportive forward looking information such as:

- (i) Actual or expected significant adverse changes in business.
- (ii) Actual or expected significant changes in the operating results of the counterparty.
- (iii) Financial or economic conditions that are expected to cause a significant change to the counterparty's ability to meet its obligations
- (iv) Significant increase in credit risk on other financial instruments of same counterparty

Ageing of the accounts receivables		(Rs in Lakhs)	
Particulars	As at March 31, 2025	As at March 31, 2024	
Not due			
0-180 days	1.85	6.21	
> 180 days	1.16	-	
Total	3.01	6.21	

Movement in provisions of doubtful debts and advances - There were no Provision of doubtful debts as on March 31, 2025 and March 31, 2024



ESCORP ASSET MANAGEMENT LIMITED

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Notes to financial statements for the year ended 31st March, 2025

- 29 The Company did not have any long- term contracts including derivative contracts for which there were any material foreseeable losses.
- 30 The Company has complied with number of layers of subsidiaries as prescribed under Section 186(1) of the Companies Act read with Companies (Restriction on number of layers) Rules, 2017.
- 31 The company does not have transactions with the companies struck off under section 248 of Companies Act ,2013.
- 32 The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.
- 33 The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
- 34 The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
- 35 The Company has not any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).
- 36 There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
- 37 The financial statements were approved for issue by the Board of Directors on 29th April 2025.
- 38 The figures of the previous year's have been regrouped or reclassified wherever necessary to make them comparable.
- 39 Figures have been rounded off to the nearest lacs of rupees.

Material Accounting Policy

The accompanying notes are an integral part of the financial statements

For V. N. Purohit & Co.

Chartered Accountants

Firm Regn No. 304040E

**For and on behalf of the
Escorp Asset Management Limited**

Sd/-

O. P. Pareek

Partner

Membership No. 014238

UDIN: 25014238BMJMAP6398

Place : New Delhi

Date : 29th April 2025

Shripal Shah

Director & CFO

DIN: 01628855

Place : Mumbai

Date : 29th April, 2025

Sd/-

Shreyas Shah

Director

DIN: 01835575

Place : Mumbai

Date : 29th April, 2025

Sd/-

Bhoomi Shah

Company Secretary

PAN: IFPPS0048L

Place : Mumbai

Date : 29th April, 2025