

49th Annual Report 2024

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BofA Securities India Limited

Board of Directors

Mr. Manishi Kansal
Ms. Mitali Ghosh
Mr. Kumar Shah
Mr. Asit Bhatia
Mr. Rajnarayan Balakrishnan
Mr. Arbind Maheswari
Mr. Sudhir Jain

Chairman and Non-executive Director
Independent Director
Independent Director
Whole-time Director
Whole-time Director
Whole-time Director
Non-executive Director

Chief Financial Officer

Mr. Naresh Shah

Compliance Officer

Mr. Shervin Purohit

Company Secretary

Ms. Priyasha Sehgal

Auditors

B S R & Co. LLP

Bankers

Bank of America, N.A.

Citibank, N.A.

HDFC Bank Limited

ICICI Bank Limited

Registered Office

Ground Floor, A Wing, One BKC, G Block,
Bandra Kurla Complex, Bandra (East), Mumbai 400 051
CIN U74140MH1975PLC018618, **Tel** +91 22 66328000, **Fax** +91 22 66328580
E-mail dg.secretarial@bofa.com, **Website** <https://business.bofa.com/bofas-india>

Registrar and Share Transfer Agent

Link Intime India Private Limited
C-101, 247 Park, LBS Marg, Vikhroli (West), Mumbai 400 083
Tel +91 8108116767, **Fax** +91 22 49186060
E-mail rnt.helpdesk@linkintime.co.in, **Website** www.linkintime.co.in

BofA Securities India Limited

Directors' Report to the Members

Your Directors have pleasure in presenting the 49th Annual Report, together with the Audited Financial Statements of BofA Securities India Limited ("the Company"/"BofASI"), for the financial year ended March 31, 2024 (FY2023-24)

State of the Company's Affairs

Financial Highlights:

The Financial Results of the Company are summarized as under:

(Rs. in million)

Particulars	Financial Year 2023-24		Financial Year 2022-23	
Gross Income		11,837		7,820
Profit before Depreciation and Tax		8,024		4,279
Depreciation and Amortization		329		320
Profit before Tax		7,695		3,959
Profit after Tax		5,740		2,853
Retained Earnings:				
Balance at the beginning of the year		22,335		19,487
Profit for the year	5,740		2,853	
Other Comprehensive Income for the year	13		(5)	
Total Comprehensive Income for the year		5,753		2,848
Less: Appropriations		Nil		Nil
Balance at the end of the year		28,088		22,335
Earnings per share (in Rs.)		248		123

Gross income for the year was Rs. 11,837 million which increased from Rs. 7,820 million in the previous year, primarily on account of increase in fees and commission income.

Expenses increased to Rs. 4,142 million from Rs. 3,860 million in the previous year, primarily on account of increase in legal and professional fees and rates and taxes.

The above resulted in increase in Profit before Tax to Rs.7,695 million from Rs. 3,959 million in the previous year. Profit after Tax increased to Rs. 5,740 million from Rs. 2,853 million in the previous year.

Transfer to Reserves

The Board of Directors of your Company has decided not to transfer any amount to General Reserve from the profits of the Company for FY2023-24.

Dividend

The Board of Directors has decided not to recommend any Dividend on the Equity Shares of the Company for FY2023-24.

Material Changes and Commitments Affecting the Financial Position of the Company

There have been no material changes and commitments affecting the financial position of the Company, which have occurred between the end of FY2023-24 and the date of this Report.

Share Capital

During the year under review, there has been no change in the Share Capital of the Company. At the end of FY2023-24, the Authorized Share Capital stood at Rs. 10,937,500,000 divided into 283,750,000 Equity Shares of the face value of Rs. 10 each and 810,000,000 Cumulative Redeemable Preference Shares of the face value of Rs. 10 each.

The Issued, Subscribed and Paid-up Share Capital of the Company stood at Rs. 231,550,390, divided into 23,155,039 Equity Shares of the face value of Rs. 10 each, as on March 31, 2024.

Transfer of Unclaimed Dividend and Shares to Investor Education & Protection Fund (IEPF)

Pursuant to the provisions of sections 124 and 125 of the Companies Act, 2013 ("the Act"), during FY2023-24 till the date of the report, dividend amount of Rs. 3,965 remaining unclaimed for a period of seven years from the date of its transfer to the Unpaid Dividend Accounts of the Company has been transferred to the IEPF.

Further, pursuant to section 124(6) of the Act read with the Investor Education & Protection Fund Authority (Accounting, Audit, Transfer & Refund) Rules, 2016, 11 equity shares in respect of which the dividend has not been claimed for seven consecutive years have been transferred to the designated demat account of the IEPF Authority.

The Company has uploaded on its website, the details of unpaid and unclaimed amounts lying with the Company as on March 31, 2024. Members who have not yet claimed their dividend for the FY2017-18 are requested to submit their claims to the Company's Registrar and Share Transfer Agents - Link Intime India Private Limited, without any delay.

The unclaimed dividend and the equity shares transferred to IEPF can be claimed by making an application in the prescribed form available on the website of IEPF at (www.iepf.gov.in).

Significant Developments During the Year and Change in Nature of Business

There were no significant changes in the nature of business of your Company during the year.

Corporate Update, Operations and Future Outlook**Economic Update**

FY2023-24 was a year of continued growth in India. Real GDP growth averaged at 8.2% YoY in FY2023-24, up from 7% YoY in FY2022-23. Real GVA growth stood at 7.2% in FY2023-24 vs 6.7% YoY in FY2022-23. Despite lower growth in agriculture and services sector, the improvement in industry GVA drove the growth in headline. Sizable corporate profits led to this increase. Construction activity improved atop a high base. On the expenditure side, while growth in private and government expenditure was relatively muted, investment growth was the key driver, followed by net exports, where services held fort. In FY2024-25, we see real GDP/real GVA growth soften to 7.2% YoY and 6.8% YoY respectively. The expectation of an above normal monsoon rainfall bodes well for agriculture growth. Industry GVA growth on the other hand is expected to soften on a high base and tapering of corporate profits. In case of services, we expect strong momentum to continue, but YoY growth is estimated to slow.

Equity Broking

A 28.6% return on the benchmark Nifty and a 39% return on the NSE 500 registered in FY2023-24 as India outperformed MSCI EM driven by domestic flows and broader market earnings growth. Optimism on the back of perceived political stability and generally favorable macro

factors saw foreigners reverse their stance vs previous financial year and end up buyers of US\$ 21 billion worth of Indian stocks. DII buying remained steady with US\$ 25.2 billion accumulated over the same period.

Our Company's equity broking volumes reflected this activity and were up by 85% YoY across Cash and F&O which helped increase commission by 114% YoY and improve market share.

Capital Markets Business

In FY2023-24, the Indian equity capital market experienced significant growth, driven by strong retail investments, increased IPO activity, and robust economic conditions. The number of main board IPOs rose sharply from 37 in FY2022-23 to 63 in FY2023-24. The amount raised by Indian corporates through mainboard IPOs amounted to Rs. 76,314 crores, up from Rs. 52,116 crores in FY2022-23.

Investment Banking

The industry wide M&A (announced) volumes declined to Rs. 9,935 billion (vs. Rs. 15,302 billion in the previous year). M&A deals in FY2023-24 were majorly in TMT, Utility & Energy, and Banking & Finance.

Exchange rate used for US\$ = Rs. 83.00

Key Deals during FY2023-24

Equity Capital Markets

- Joint Bookrunner for US\$ 303 million PNB Housing Finance Rights Issue
- Book Running Lead Manager for Nexus Select Trust US\$ 389 million IPO
- Book Running Lead Manager for Tata Technologies Limited US\$ 365 million IPO
- Sole Bookrunner for US\$ 68 million Block Trade by Tencent in PB Fintech
- Sole Bookrunner for US\$ 250 million Block Trade for Abrdn Plc in HDFC Life Insurance
- Sole Bookrunner for US\$ 497 million Block Trade for Abrdn Plc in HDFC Asset Management
- Sole Bookrunner for US\$ 287 million Block Trade for Timken Co in Timken India Limited
- Book Running Lead Manager for US\$ 213 million Qualified Institutional Placement for Aditya Birla Capital
- Book Running Lead Manager for US\$ 371 million Qualified Institutional Placement for Federal Bank Limited
- Book Running Lead Manager for US\$ 280 million Qualified Institutional Placement for Brookfield REIT
- Book Running Lead Manager for US\$ 1,057 million Qualified Institutional Placement for Bajaj Finance
- Joint Bookrunner for US\$ 400 million Block Trade for Alipay in Zomato Limited
- Joint Bookrunner for US\$ 481 million Grasim Rights Issue
- Book Running Lead Manager for US\$ 397 million Qualified Institutional Placement for Macrotech Developers
- Sole Bookrunner for US\$ 2,111 million Block Trade by BAT in ITC Limited
- Joint Bookrunner for \$180 million Aditya Birla Sun Life AMC OFS

Mergers & Acquisitions

- Advisor to Gentari Sdn Bhd ("Gentari") on its proposed investment in AM Green Ammonia Holdings BV ("AMG Ammonia"), the green ammonia platform of AM Green BV ("AM Green")
- Advisor to Titan Company for acquiring a 27.2% stake from the original founder of CaratLane
- Advisor to Conagra Brands for the Sale of its 51.8% stake in Agro Tech Foods Limited to Convergent Finance LLP and Samara Capital
- Advisor to Sanofi India Limited for proposed de-merger of its Consumer Healthcare Business
- Advisor to Brookfield India Real Estate Trust for the acquisition of two assets (Downtown Powai and Candor Techspace G1) from Brookfield Asset Management
- Advisor to ICICI Securities Limited (I-Sec) for delisting of equity shares of I-Sec
- Advisor to Network18 Media & Investments Limited for the amalgamation of e-Eighteen.Com Limited and TV18 Broadcast Limited with Network18
- Advisor to Siemens Energy for sell of 18% Stake in Siemens Limited India to Siemens AG

Debt Capital Markets

- Joint Lead Manager and Joint Global Coordinator for HDFC Bank \$750 million Dual Tranche 3Y & 5Y Senior Bond Offering
- Joint Lead Manager for State Bank of India \$600 million 5Yr 2029 Senior Bond Offering
- Sole lead manager for State Bank of India 3Y \$150 million Private Placement
- Sole lead manager for Export-Import Bank of India 3Y \$150 million Private Placement

Franchise Awards

- The Asset: Best Equity Deal – South Asia (PNB Housing Finance)
- The Asset: Best Syndicated Loan Deal – South Asia (Reliance Industries)
- The Asset: Best India Sustainability Bond (Export-Import Bank of India)
- The Asset: Best India Equity Deal (Tata Technologies)
- The Asset: Best India REIT (Nexus Select Trust)
- The Asset: Best India QIP (Bajaj Finance)
- The Asset: Telecom Deal of the Year (Reliance Jio Infocomm)
- Institutional Investor: Ranked #2 Research House in India, 2024

Business Outlook

Most of the risks from last year – rising geopolitical tensions, rising global inflation, rising global rates, and concerns around global recession – that weighed on the market are behind. While receding global risks have already been reflected in equity market returns last year (Nifty +28.6%), strong DII & FII flows should keep the equity markets well supported. With inflation firmly in control, we expect RBI's policy stance to shift alongside other central banks into an easing cycle in this fiscal year adding further support to markets. Barring any external shocks, we expect equity markets to do well near-term supported by earnings surprises (demand resiliency), easing monetary cycle, and strong DII & FII flows.

For FY2024-25, we expect ECM (IPO) and DCM activity to pick up and stay elevated for the remainder of the year. While last year was characterized by a lot of listing in mid/small cap space, expect this trend to broaden out to larger cap space. In addition, given the resilience shown in the equity capital markets (Sensex / NIFTY at all-time-highs), we do expect elevated level of activity in the quick-to-market deals (QIPs/Blocks) as well.

Extract of Annual Return

In terms of section 92(3) of the Companies Act, 2013 and rule 12 of the Companies (Management and Administration) Rules, 2014, the draft Annual Return of the Company is available on the website of the Company at <https://business.bofa.com/in/en/about-us/corporate-governance.html>.

Number of Meetings of the Board

During FY2023-24 the Board of Directors met five times on the dates as stated below:

Sr. No.	Date of Board Meetings
1.	May 29, 2023
2.	July 24, 2023
3.	September 27, 2023
4.	December 18, 2023
5.	March 28, 2024

Board of Directors

The details of Directors as on the date of this Report are as follows:

Sr. No.	Name of the Director	Designation	Director Identification Number (DIN)	Dates of Appointment / Re-appointment
1.	Mr. Manishi Kansal	Chairman & Additional Non-executive Director	05166146	December 18, 2023.
2.	Ms. Mitali Ghosh	Independent Director	09184497	1 st Term: June 15, 2021 to June 14, 2026.
3.	Mr. Kumar Shah	Independent Director	00033865	1 st Term: July 14, 2022 to July 13, 2027.
4.	Mr. Asit Bhatia	Whole-time Director	05112750	Appointment as Director: November 25, 2011. Appointment as a Whole-time Director: 1 st Term: June 16, 2021 to June 15, 2024; 2 nd Term: June 16, 2024 to June 15, 2026 (subject to the approval of the Members at the forthcoming AGM).
5.	Mr. Rajnarayan Balakrishnan	Whole-time Director	06694243	1 st Term: May 28, 2015 to May 27, 2018; 2 nd Term: May 28, 2018 to May 27, 2021; 3 rd Term: May 28, 2021 to May 27, 2024; 4 th Term: May 28, 2024 to May 27, 2027 (subject to the approval of the Members at the forthcoming AGM).
6.	Mr. Arbind Maheswari	Whole-time Director	07415888	1 st Term: January 25, 2016 to January 24, 2019; 2 nd Term: January 25, 2019 to January 24, 2022; 3 rd Term: January 25, 2022 to January 24, 2025; 4 th Term: January 25, 2025 to January 24, 2028 (subject to the approval of the Members at the forthcoming AGM).
7.	Mr. Sudhir Jain	Non-executive Director	08765695	July 24, 2020.

Changes in Directors till the Date of the Report

Appointment(s)/Re-appointment(s)

Mr. Asit Bhatia and Mr. Arbind Maheswari, Whole-time Directors and Key Managerial Personnels of the Company, who retired by rotation in accordance with section 152(6) of the Companies Act, 2013 ("the Act") at the Annual General Meeting (AGM) of the Company held on September 27, 2023, were duly re-appointed at the said Meeting.

In accordance with the provisions of section 161 and other applicable provisions of the Act, Mr. Viral Damania was appointed as the Additional Non-Executive Director of the Company by the Board of Directors at its Meeting held on March 24, 2023, with effect from March 24, 2023. The appointment was approved by the Members at the AGM of the Company held on September 27, 2023.

In accordance with the provisions of section 161 and other applicable provisions of the Act, Mr. Manishi Kansal was appointed as the Additional Non-Executive Director of the Company by the Board of Directors at its Meeting held on December 18, 2023, with effect from December 18, 2023, subject to the approval of the Members at the forthcoming AGM of the Company.

In accordance with the provisions of sections 2(51), 196, 197 and 203 of the Act read with rule 8 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Schedule V of the Act and other applicable provisions of the Act, Mr. Rajnarayan Balakrishnan, was re-appointed as a Whole-time Director and Key Managerial Personnel of the Company, liable to retire by rotation, by the Board of Directors, at its Meeting held on March 28, 2024, for a period of 3 years, with effect from May 28, 2024 till May 27, 2027, subject to approval of Members at the forthcoming AGM of the Company.

In accordance with the provisions of sections 2(51), 196, 197 and 203 of the Act read with rule 8 of the Companies (Appointment and

Remuneration of Managerial Personnel) Rules, 2014 and Schedule V of the Act and other applicable provisions of the Act, Mr. Asit Bhatia, was re-appointed as a Whole-time Director and Key Managerial Personnel of the Company, liable to retire by rotation, by the Board of Directors, at its Meeting held on June 12, 2024, for a period of 2 years, with effect from June 16, 2024 till June 15, 2026, subject to approval of Members at the forthcoming AGM of the Company.

In accordance with the provisions of sections 2(51), 196, 197 and 203 of the Act read with rule 8 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Schedule V of the Act and other applicable provisions of the Act, Mr. Arbind Maheswari, was re-appointed as a Whole-time Director and Key Managerial Personnel of the Company, liable to retire by rotation, by the Board of Directors, at its Meeting held on July 23, 2024, for a period of 3 years, with effect from January 25, 2025 till January 24, 2028, subject to approval of Members at the forthcoming AGM of the Company.

In accordance with section 156(2) of the Act, Mr. Rajnarayan Balakrishnan Whole-time Director and Key Managerial Personnel and Mr. Sudhir Jain, Non-Executive Director of the Company are liable to retire by rotation and being eligible, seek re-appointment.

Resolutions in respect to the aforesaid appointment/re-appointments have been included in the Notice convening the 49th AGM of the Company.

The Board of Directors at its Meeting held on June 12, 2024, elected Mr. Manishi Kansal as the Chairman of the Board of Directors of the Company with immediate effect.

Cessation/Resignation

Pursuant to the provisions of section 168 and other applicable provisions and rules of the Act, Mr. Viral Damania tendered his resignation to the Company as a Non-Executive Director of the Company with effect from December 19, 2023. The Board of Directors placed on record their sincere appreciation of the valuable contribution and services rendered by Mr. Viral Damania during his tenure as a Director of the Company.

Declaration Given by Independent Directors and Statement on Compliance of Code of Conduct

The Company has received declaration from both its Independent Directors, Ms. Mitali Ghosh and Mr. Kumar Shah, confirming that they meet the criteria of independence, as prescribed under section 149(6) of the Companies Act, 2013.

Further, the Independent Directors have complied with the Code for Independent Directors, prescribed in Schedule IV to the Companies Act, 2013.

Changes in Key Managerial Personnel's till the Date of the Report

Appointment(s)/Re-appointment(s)

Mr. Shervin Purohit (Mem. No. A18916) was appointed as the Company Secretary of the Company by the Board at its Meeting held on May 29, 2023, with effect from June 1, 2023.

Ms. Priyasha Sehgal (Mem. No. A38367) was appointed as the Company Secretary of the Company by the Board at its Meeting held on September 27, 2023, with effect from October 3, 2023.

By virtue of the re-appointment as stated above, Mr. Rajnarayan Balakrishnan was re-appointed as the Key Managerial Personnel of the Company, with effect from May 28, 2024, subject to approval of Members at the forthcoming Annual General Meeting (AGM) of the Company.

By virtue of the re-appointment as stated above, Mr. Asit Bhatia was re-appointed as the Key Managerial Personnel of the Company, with effect from June 16, 2024, subject to approval of Members at the forthcoming AGM of the Company.

By virtue of the re-appointment as stated above, Mr. Arbind Maheswari was re-appointed as the Key Managerial Personnel of the Company, with effect from January 25, 2025, subject to approval of Members at the forthcoming AGM of the Company.

Mr. Naresh Shah, Chief Financial Officer of the Company remained in his position.

Resignation

During FY2023-24, Mr. Shervin Purohit had resigned as the Company Secretary of the Company with effect from September 30, 2023.

Directors' Responsibility Statement

Pursuant to section 134(3)(c) of the Companies Act, 2013 ("the Act"), your Directors confirm that -

a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation

relating to material departures;

- b) the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company for the financial year ended March 31, 2024 and of the profit of the Company for that period;
- c) the Directors had 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;
- d) the Directors had prepared the annual accounts on a going concern basis;
- e) the Directors had laid down internal financial controls with reference to the financial statements to be followed by the Company and such internal financial controls are adequate and were operating effectively;
- f) the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Evaluation of Board Performance

In accordance with the provisions of the Companies Act, 2013 ("the Act"), the performance of the Board of Directors and of its Committees and individual Directors were evaluated taking into consideration various performance related aspects.

Ms. Mitali Ghosh and Mr. Kumar Shah, Independent Directors of the Company, reviewed the matters pertaining to performance evaluation of the Board, Committees and Directors, as prescribed under Schedule IV of the said Act, at a separate meeting of Independent Directors convened on March 28, 2024.

The Independent Directors had the following observations:

The Board, the Chairman, the Audit Committee, the Corporate Social Responsibility Committee and the Nomination and Remuneration Committee of the Company are operating in an effective and efficient manner. Critical business issues are deliberated at Meetings and relevant financial information is reported in a timely manner. The Board Members have appropriate and diverse range of Indian and international experience and possess appropriate regulatory knowledge and are conversant with the evolving regulatory landscape. The Board and the Committees are balanced and productive and maintain high standards of corporate governance with appropriate oversight of risk. There is a smooth and timely flow of information between the Board, Committees and the Company Management.

The Independent Directors noted that the suggestions made by them at their previous Meeting held on March 24, 2023, had been appropriately implemented by the Management of the Company.

The Company is not listed on any stock exchanges and only 0.05% of the Company's shares are held by external shareholders. The Company holds Annual General Meeting of the shareholders every year and maintains a healthy dialogue.

In general, the Independent Directors expressed their satisfaction in respect of the following aspects of governance:

- a) Performance of non-Independent Directors and the Board as a whole;
- b) Performance of the Chairperson of the Company, taking into account the views of the executive and non-executive Directors;
- c) 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 its duties;
- d) The Company Secretary performed her duties in connection with the Board effectively.

Both the Independent Directors stated that all the information and the meeting material required by the Committees and the Board were shared well in time. The Independent Directors expressed their satisfaction towards the performance of the Chairman, the Board and the Company Secretary of the Company.

The Board of Directors at its Meeting held on March 28, 2024, reviewed the performance of every (i) Director; (ii) Committees; and (iii) Board as a whole in terms of the under mentioned parameters and formed the following opinion:

- The information provided to the Directors prior to Board Meetings meets desired expectations in terms of the flow of information, adequacy and compliance with the applicable laws;
- The Board of Directors of the Company were effective in decision making;
- The Company's systems of control were effective for identifying material risks and reporting material violations of policies and law;
- The Board of Directors are effective in providing necessary advice and suggestions to the Company's Management;
- The Board's Chairman effectively and appropriately leads and facilitates the Board Meetings and the policy and governance work of

the Board;

- The Board Committees devote adequate time in discharging their duties;
- The Directors encouraged open communication, meaningful participation, and timely resolution of issues, at various Meetings;
- The Directors have knowledge of the sector in which the Company operates.
- The Company Secretary performed her duties in connection with the Board effectively.

Policy on Directors' Appointment and Remuneration

The Company's Policy on Directors' Appointment and Remuneration, including criteria for determining qualifications, positive attributes, independence of a director and other matters, as prescribed under section 178(3) of the Companies Act, 2013, has been annexed as **ANNEXURE-I** and forms part of this Report.

Committees of the Board

(i) Audit Committee:

The composition of the Audit Committee, as on the date of the Report, is as under:

- 1) Mr. Kumar Shah
- 2) Ms. Mitali Ghosh
- 3) Mr. Manishi Kansal

The Audit Committee met four times, during the year under review, on July 24, 2023, September 27, 2023, December 18, 2023, and March 28, 2024.

Mr. Viral Damania ceased to be a Member of the Committee with effect from December 18, 2023.

Mr. Manishi Kansal was appointed as a Member of the Committee with effect from December 18, 2023.

(ii) Nomination and Remuneration Committee:

The composition of the Nomination and Remuneration Committee, as on the date of the Report, is as under:

- 1) Ms. Mitali Ghosh
- 2) Mr. Kumar Shah
- 3) Mr. Manishi Kansal

The Nomination and Remuneration Committee met five times, during the year under review, on May 29, 2023, September 27, 2023, December 18, 2023, January 18, 2024, and March 28, 2024.

Mr. Viral Damania ceased to be a Member of the Committee with effect from December 18, 2023.

Mr. Manishi Kansal was appointed as a Member of the Committee with effect from December 18, 2023.

(iii) Corporate Social Responsibility Committee:

The composition of the Corporate Social Responsibility Committee, as on the date of the Report, is as under:

- 1) Ms. Mitali Ghosh
- 2) Mr. Asit Bhatia
- 3) Mr. Manishi Kansal

The Corporate Social Responsibility Committee met twice during the year under review, on July 24, 2023, and March 28, 2024.

Mr. Viral Damania ceased to be a Member of the Committee with effect from December 18, 2023.

Mr. Manishi Kansal was appointed as a Member of the Committee with effect from December 18, 2023.

(iv) Technology Committee:

The composition of the Technology Committee, as on the date of the Report, is as under:

- 1) Mr. Arbind Maheswari
- 2) Mr. Ajit Nair
- 3) Mr. Sarfraz Ahmed
- 4) Mr. Sethu Thangavelu
- 5) Mr. Rakesh Shetty
- 6) Mr. Sangram Mohite

The Technology Committee met twice during the year under review, on June 27, 2023 and December 7, 2023.

Ms. Prittam Desai ceased to be a Member of the Committee with effect from July 23, 2024.

Mr. Sangram Mohite was appointed as a Member of the Committee with effect from July 23, 2024.

Auditors

Statutory Auditors:

M/s. B S R & Co. LLP, Chartered Accountants, (ICAI Firm Registration No. 101248W/W-100022), the retiring Auditors, shall complete its term of five years as per the provisions of section 139 of the Companies Act, 2013 ('the Act') and the relevant rules made thereunder, at the forthcoming Annual General Meeting ('AGM') of the Company. Your Board wishes to place on record their sincere appreciation for the services rendered by M/s. B S R & Co. LLP during its tenure as the Statutory Auditors of the Company.

Your Directors recommend the appointment of M/s. Price Waterhouse Chartered Accountants LLP, (ICAI Firm Registration No. 012754N/N500016), as the Statutory Auditors of the Company, for a period of 5 years, to hold office from the conclusion of the forthcoming 49th AGM of the Company to be held in the year 2024 until the conclusion of the 54th AGM of the Company to be held in the year 2029. As required under the provisions of section 139 of the Act, your Company has received a certificate from M/s. Price Waterhouse Chartered Accountants LLP, to the effect that their appointment, if made, would be in conformity with the conditions and criteria specified in the said section.

The Auditors' Report for the year under review issued by M/s. B S R & Co. LLP, Chartered Accountants, does not contain any qualification, reservation, adverse remark or disclaimer.

Secretarial Auditors:

Your Directors have appointed M/s. Surendra Kanstiya Associates, Company Secretaries, as the Secretarial Auditor of the Company, in accordance with section 204 of the Companies Act, 2013 ('the Act') and rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

In terms of the provisions of section 204 of the Act, the Secretarial Audit Report for FY2023-24, in the prescribed Form MR – 3, is annexed as **ANNEXURE-II** and forms part of this Report.

The Secretarial Audit Report does not contain any qualification, reservation, adverse remark or disclaimer.

Reporting of Frauds by the Auditors

During the year under review, the Auditors have not reported any instances of frauds committed in the Company by its Officers or Employees, to the Audit Committee, under section 143(12) of the Companies Act, 2013, that warrants mention in this Report.

Risk Management Policy

The extract of the Risk Management Policy, adopted by the Company, including identification of elements of risk pursuant to section 134(3)(n) of the Companies Act, 2013, is attached as **ANNEXURE-III** and forms part of this Report.

Corporate Social Responsibility

The extract of the Corporate Social Responsibility Policy implemented by the Company and the initiatives taken during the year under review, pursuant to section 134(3)(o) of the Companies Act, 2013 and the Companies (Corporate Social Responsibility) Rules, 2014 is attached as **ANNEXURE-IV** and forms part of this Report.

Changes in Company's Subsidiary, Joint Venture or Associate Company

There are no companies which have become or ceased to be the Company's subsidiary, joint venture or associate company during the year under review.

Statement Containing Salient Features of the Financial Statement of Subsidiaries, Joint Ventures and Associate Companies

Since the Company does not have any subsidiary company, joint ventures and associate companies, accordingly, Form AOC-1 shall not be applicable to the Company, for the year under review.

Particulars of Loans, Guarantees or Investments

The Company has not given loans, provided guarantees or made investments under section 186 of the Companies Act, 2013, during the year under review.

Particulars of Contracts or Arrangements with Related Parties

All contracts, arrangements and transactions entered by the Company with the related parties, during FY2023-24, were in the ordinary course of business and on arm's length basis. During the year under review, the Company had not entered into any contract or arrangement with related parties, referred to in section 188(1) of the Companies Act, 2013 ('the Act'), which could be considered material. Accordingly, the disclosure of related party transactions to be provided under section 134(3)(h) of the Act, in Form AOC-2 is not applicable to the Company. Contracts or arrangement or transactions are considered as 'material' if they exceed the limit requiring Shareholder's approval, as specified in section 188 of the Act and rules made thereunder.

Deposits

The Company has not accepted any deposits during FY2023-24, from the public, within the meaning of section 73 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014.

Material and Significant Orders Passed by Regulators or Courts or Tribunals

During the period under review, there were no material and significant orders passed by any Regulators or Courts or Tribunals against the Company, impacting its status as going concern and its future operations.

Events subsequent to the date of Financial Statements

Events subsequent to the date of financial statements has been updated in the respective section.

Internal Financial Controls with Reference to Financial Reporting

The Company has an adequate internal financial controls system with reference to financial reporting in all material respects that is commensurate with the size and nature of its business and such internal financial controls over financial reporting are operating effectively.

Maintenance of Cost Records

Maintenance of cost records as specified by the Central Government under section 148(1) of the Companies Act, 2013 is not applicable to the Company.

Conservation of Energy and Technology Absorption

Disclosures pertaining to conservation of energy and technology absorption are not applicable to your Company, during the year under review.

Foreign Exchange Earnings and Outgo

Foreign Exchange earnings of the Company during FY2023-24 were Rs. 139 million (previous year Rs. 739 million) while outgoings were Rs. 296 million (previous year Rs. 270 million).

Details of Issue of Sweat Equity Shares

During the period under review, no Sweat Equity Shares were issued by the Company.

Compliance with Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

The Company has in place an Internal Committee and has also formulated the Policy on Prevention and Redressal of Sexual Harassment of Women at the Workplace, in line with the requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013.

There were no complaints filed during FY2023-24, under the aforesaid Act.

Secretarial Standards

The Company is in compliance with the Secretarial Standard on Meetings of the Board of Directors (SS-1) and Secretarial Standard on General Meetings (SS-2) for the financial year ended March 31, 2024.

Acknowledgement

The Board places on record its appreciation for the wholehearted and sincere co-operation received by the Company during the year from the employees, clients, bankers, shareholders, regulators and various government authorities at all levels.

**FOR AND ON BEHALF OF THE BOARD OF DIRECTORS OF
BofA SECURITIES INDIA LIMITED**

Sd/-
RAJNARAYAN BALAKRISHNAN
WHOLE-TIME DIRECTOR
(DIN: 06694243)

Sd/-
ARBIND MAHESWARI
WHOLE-TIME DIRECTOR
(DIN: 07415888)

Date: July 23, 2024

Place: Mumbai

ANNEXURES TO THE DIRECTORS' REPORT**ANNEXURE - I****BofA Securities India Limited's (the "Company") Policy on Director's Appointment by Nomination and Remuneration Committee****1. Background**

The Nomination and Remuneration Committee ("the Committee") is a committee of the Board of Directors ("the Board") of the Company to exercise oversight with respect to the Company's compliance with requirements set forth under section 178 of the Companies Act, 2013 ("the Act"). The Committee reports to the Board as required.

The Committee is authorized to investigate any activity or matter within this Policy and the Charter or as authorized by the Board.

The Committee has full and unrestricted access to information as it may be reasonably required and able to obtain independent professional advice deemed necessary.

2. Scope of Duties

The Committee is responsible for exercising oversight with respect to the Company's compliance with the applicable provisions of the Act which include:

A. Nomination

- Identification of persons who are qualified to become Directors and recommending to the Board their appointment
- Formulating the criteria for determining the qualifications, positive attributes and independence of the Directors
- Discussing the proposals for new incumbent(s) who are nominated to be Director to the Board of Directors of the Company
- Reviewing the qualification and credentials of every person nominated to the Board
- Assessing the suitability of the person so nominated to be on the Board of Directors
- Discussing and recommending to the Board that the nominated person is fit and proper person to act as Director to the Company
- Specifying the manner for effective evaluation of performance of Board, the committees constituted by the Company as per the requirements of the Companies Act, 2013 and individual Directors
- Reviewing the implementation and compliance of the manner specified for effective evaluation
- Recommending to the Board of Directors of the Company the removal of Directors
- Identification of persons who may be appointed as the Key Managerial Personnel of the Company, as defined under section 2(51) of the Companies Act, 2013 and who may be appointed in the Senior Management and recommending to the Board their appointment
- Recommending to the Board the removal of Senior Management.

B. Remuneration

- Recommend to the Board a policy relating to the remuneration for the Directors, Key Managerial Personnel and other employees
- As required by the Act, while formulating the policy, the Committee shall ensure that :
 - The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the Company successfully.
 - The relationship of remuneration to performance is clear and meets appropriate performance benchmarks.

- The remuneration to Directors, Key Managerial Personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.
- The review of compensation decisions for Research Analysts shall be as required by the Securities and Exchange Board of India (Research Analysts) Regulations.

3. Director Remuneration

- The Company's Independent Director remuneration philosophy is designed to appropriately remunerate its non-management Directors for the time and effort required to serve. Independent Directors receive remuneration for their participation in the Board or Committees of the Board, which is based on a market analysis in order to provide competitive annual payments reflective of market practices.
- All internal Directors are remunerated based on their scope of responsibility, experience, market pressures and accountability as employees of the Company. Internal Directors do not receive additional remuneration for their membership or participation in the Board or Committees of the Board..

Criteria for Independent Directors as per Section 149(6) of the Companies Act, 2013 Read with Rule 5 of the Companies (Appointment and Qualification of Directors) Rules, 2014

An Independent Director in relation to a company, means a Director other than a Managing Director or a Whole-time Director or a Nominee Director:

- a) who, in the opinion of the Board, is a person of integrity and possesses relevant expertise, experience, appropriate skills and knowledge in one or more fields of finance, law, management, sales, marketing, administration, research, corporate governance, technical operations or other disciplines related to the company's business;
- b) (i) who is or was not a promoter of the company or its holding, subsidiary or associate company;
(ii) who is not related to promoters or Directors in the company, its holding, subsidiary or associate company;
- c) who has or had no pecuniary relationship, other than remuneration as such Director or having transaction not exceeding ten percent of his total income or such amount as may be prescribed, with the company, its holding, subsidiary or associate company, or their promoters, or Directors, during the two immediately preceding financial years or during the current financial year;
- d) none of whose relatives -
 - i. is holding any security of or interest in the company, its holding, subsidiary or associate company during the two immediately preceding financial years or during the current financial year:

Provided that the relative may hold security or interest in the company of face value not exceeding fifty lakh rupees or two percent of the paid-up capital of the company, its holding, subsidiary or associate company or such higher sum as may be prescribed;
 - ii. is indebted to the company, its holding, subsidiary or associate company or their promoters, or Directors, in excess of such amount as may be prescribed during the two immediately preceding financial years or during the current financial year;
 - iii. has given a guarantee or provided any security in connection with the indebtedness of any third person to the company, its holding, subsidiary or associate company or their promoters, or Directors of such holding company, for such amount as may be prescribed during the two immediately preceding financial years or during the current financial year; or

iv. has any other pecuniary transaction or relationship with the company, or its subsidiary, or its holding or associate company amounting to two per cent. or more of its gross turnover or total income singly or in combination with the transactions referred to in sub-clause (i), (ii) or (iii);

e) who, neither himself nor any of his relatives -

i. holds or has held the position of a key managerial personnel or is or has been employee of the company or its holding, subsidiary or associate company in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed;

Provided that in case of a relative who is an employee, the restriction under this clause shall not apply for his employment during preceding three financial years.

ii. is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed, of -

- a firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company; or
- any legal or a consulting firm that has or had any transaction with the company, its holding, subsidiary or associate company amounting to ten per cent. or more of the gross turnover of such firm;

iii. holds together with his relatives two per cent or more of the total voting power of the company; or

iv. is a Chief Executive or Director, by whatever name called, of any nonprofit organization that receives twenty-five per cent or more of its receipts from the company, any of its promoters, Directors or its holding, subsidiary or associate company or that holds two per cent or more of the total voting power of the company.

Expectations of the Board regarding Directors' Qualifications:

The Board seeks members from diverse professional and personal backgrounds who combine a broad spectrum of experience and expertise with a reputation for business acumen and integrity.

An Independent Director shall possess appropriate skills, experience and knowledge in one or more fields of finance, law, management, sales, marketing, administration, research, corporate governance, technical operations or other disciplines related to the company's business.

Independent Directors are expected to demonstrate the following personal and professional characteristics:

- uphold ethical standards of integrity and probity;
- act objectively and constructively while exercising their duties;
- exercise their responsibilities in a bona fide manner in the interest of the company;
- devote sufficient time and attention to their professional obligations for informed and balanced decision making;
- not allow any extraneous considerations that will vitiate their exercise of objective independent judgment in the paramount interest of the company as a whole, while concurring in or dissenting from the collective judgment of the Board in its decision making;
- not abuse their position to the detriment of the company or its shareholders or for the purpose of gaining direct or indirect personal advantage or advantage for any associated person;
- refrain from any action that would lead to loss of their independence;

- where circumstances arise which make an Independent Director lose their independence, the Independent Director must immediately inform the Board accordingly;
- assist the company in implementing the best corporate governance practices.

**FOR AND ON BEHALF OF THE BOARD OF DIRECTORS OF
BofA SECURITIES INDIA LIMITED**

**Sd/-
RAJNARAYAN BALAKRISHNAN
WHOLE-TIME DIRECTOR
(DIN: 06694243)**

**Sd/-
ARBIND MAHESWARI
WHOLE-TIME DIRECTOR
(DIN: 07415888)**

Date: July 23, 2024

Place: Mumbai

ANNEXURE – II**Form No. MR-3
For the Financial Year ended 31st March, 2024****Secretarial Audit Report**

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

To,
The Members,
BofA Securities India Limited

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by BofA Securities India Limited [CIN U74140MH1975PLC018618] (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliance and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns file and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives, during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2024, 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:

- 1) We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2024, 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 – Not applicable to the Company;
 - (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;
 - (v) 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 (Prohibition of Insider Trading) Regulations, 2015.
- (2) Provisions of the following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') were not applicable to the Company during the year under report:
 - (i) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover Regulations, 2011;
 - (ii) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - (iii) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
 - (iv) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
 - (v) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;
 - (vi) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; and
 - (vii) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018.

3) The Company is registered with the Securities and Exchange Board of India as a Stock Broker, Merchant Banker, Underwriter, and Research Analyst and has complied with the applicable Regulations /Guidelines issued by the Securities and Exchange Board of India and Stock Exchange.

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

Secretarial Standard 1 and 2 issued by the Institute of Company Secretaries of India.

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

We further report that -

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

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

All majority decisions are carried through and there have not been any instances where any member has offered dissenting views on any business.

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

For Surendra Kanstiya Associates
Company Secretaries
UIN S1990MH007900

Date: 23rd July 2024
UDIN: F002777F000808439

Surendra U. Kanstiya
FCS 2777. CP 1744

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

Annexure A

To,
The Members,
BofA Securities India Limited

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

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

For Surendra Kanstiya Associates
Company Secretaries
UIN S1990MH007900

Date: 23rd July 2024
UDIN: F002777F000808439

Surendra U. Kanstiya
FCS 2777. CP 1744

ANNEXURE – III

Relevant Extract of Risk Management Policy

BofASI is an operating company engaged in activities as Stock Broker, Merchant Banker and Research Analyst. It is an indirect subsidiary of Bank of America Corporation.

Parent Company Risk Management Statement:

- Bank of America Corporation's (BAC, "Company") Risk Appetite Statement serves as the foundation for consistent and effective management of risks facing BAC and its subsidiaries. BAC Risk Appetite Statement defines and communicates the amount of capital, earnings or liquidity we are willing to put at risk to achieve our strategic objectives and business plans, consistent with applicable regulatory requirements. The Risk Appetite Statement reinforces that the Company maintains an acceptable risk profile in alignment with our strategic and capital plans. The Risk Appetite Statement provides a common framework and a comparable set of measures for senior management and the board of directors to clearly indicate the aggregate level of risk the Company is willing to accept. The Risk Appetite Statement includes both qualitative components and quantitative limits that are reviewed and approved by the BAC Board of Directors at least annually.
- The Risk Appetite Statement is rooted in several principles:
- Overall risk capacity – BAC's overall capacity to take risk is limited, therefore the Company prioritizes the risks it takes. BAC's risk capacity informs the Company's risk appetite, which is the level and types of risk BAC is willing to take to achieve business objectives.
- Financial strength to absorb adverse outcomes – BAC must maintain a strong and flexible financial position so we can weather challenging economic times and take advantage of organic growth opportunities. Therefore, BAC sets objectives and targets for capital and liquidity that permit the Company to continue to operate in a safe and sound manner at all times, including during periods of stress.
- Risk-reward evaluation – Risks taken must fit BAC's risk appetite and offer acceptable risk-adjusted returns for shareholders.
- Acceptable risks – BAC considers all types of risk including those that are difficult to quantify. Qualitative guidance within the risk appetite statement describes the company's approach to managing such risks in a manner consistent with the culture. For example, actions considered in a line of business that unduly threaten the Company's reputation should be escalated and restricted appropriately.
- Skills and capabilities – BAC seeks to assume only those risks we have the skills and capabilities to identify, measure, monitor and control.

BofASI Risk Management:

BofASI's Risk Policy operates alongside BAC's global framework and encompasses the seven risk types described as below. It is noted that due to limited scope of business activities (primarily being fee based business), some of the below mentioned risks are currently not applicable to BofASI:

- **Credit risk** is defined as the the risk of loss arising from the inability or failure of a borrower or counterparty to meet its obligations. No lending activity is carried out under BofASI. Debt & Equity Capital market underwriting activity is approved through regional committees including local risk manager representation.
- **Market risk** is the risk that changes in market conditions and may adversely impact the value of assets or liabilities, or otherwise negatively impact earnings. Market risk is inherent in the operations and arises from investments (No trading activity currently undertaken). Organization uses Value at Risk ("VAR") modeling to evaluate the risks in its trading activities. The calculated VaR represents the worst loss the portfolio is expected to experience with a given level of confidence. It reflects the volatility of the positions in the portfolio and how strongly the risks are correlated. All limit excesses are communicated to senior management for review.
- **Operational risk** is the risk of loss resulting from inadequate or failed internal processes, people and systems or from external events. Operational Risk Events: inadequate or failed internal processes, people, systems and external events may result in unexpected or undesired consequences including a financial loss, an unexpected gain, a near miss and/or an opportunity cost (lost future revenue). The events associated with these unintended and/or undesired consequences are termed as operational risk events.

- **Strategic risk** is the risk resulting from incorrect assumptions about external or internal factors; inappropriate business plans; ineffective business strategy execution; or failure to respond in a timely manner to changes in the regulatory, macroeconomic or competitive environments in the geographic locations in which we operate. BofASI manages strategic risk through assessing earnings and risk profile throughout the year. These are periodically discussed in appropriate governance committee.
- **Liquidity risk** is the inability to meet expected or unexpected cash flow and collateral needs while continuing to support the businesses and customers under a range of economic conditions. Sources of liquidity risk include unavailability of funding at the price or amount anticipated or credit rating downgrades
- **Reputational risk** is the risk that negative perceptions of the Company's conduct or business practices may adversely impact its profitability or operations through an inability to establish or maintain existing, customer/client relationships or otherwise impact relationships with key stakeholders, such as investors, regulators, employees and the community. Reputational risk is mitigated by good governance controls.
- **Compliance risk** Compliance risk is the risk of legal or regulatory sanctions, material financial loss or damage to the reputation of the Company arising from the failure of the Company to comply with the requirements of applicable laws, rules, regulations and related self-regulatory organizations' standards and codes of conduct (collectively, "applicable laws, rules and regulations"). The Company is committed to complying with applicable laws, rules and regulations governing the processes and activities of our front line units and control functions.

**FOR AND ON BEHALF OF THE BOARD OF DIRECTORS OF
BofA SECURITIES INDIA LIMITED**

Sd/-

**RAJNARAYAN BALAKRISHNAN
WHOLE-TIME DIRECTOR
(DIN 06694243)**

Sd/-

**ARBIND MAHESWARI
WHOLE-TIME DIRECTOR
(DIN 07415888)**

Date: July 23, 2024
Place : Mumbai

ANNEXURE - IV
Corporate Social Responsibility (CSR)
ANNUAL REPORT ON CSR ACTIVITIES

[Pursuant to clause (o) of sub-section 3 of section 134 of the Companies Act, 2013 and Companies (Corporate Social Responsibility) Rules, 2014 as amended]

1. Brief outline on CSR Policy of the Company.

Introduction

Being a responsible business is integral to our success and that of the customers, shareholders and communities we serve around the world. Corporate Social Responsibility (CSR) is embedded in our values and informs how we conduct business, develop products and services and deliver on our goals and commitments. As a responsible Company we follow responsible business practices in the communities in which we operate. We rigorously review our business practices and policies and are continuing to simplify information for customers, maintain a strong risk culture and manage our businesses to be accountable to shareholders and stakeholders.

Our CSR approach, aligned to our global strategy, continued to focus on building strong economies, helping communities thrive, helping communities thrive, promoting arts and culture and environmental sustainability.

Objective

The CSR Policy sets out the framework that would guide all CSR initiatives and activities undertaken by the Company. The policy would also ensure compliance with section 135 of the Companies Act, 2013 read with the relevant Rules made there under. It will be further guided by APAC and Global CSR guidelines.

Any project or program that is exclusively for the benefit of the Company's employees would not be considered as CSR. The surplus arising out of the CSR projects or programs or activities shall not form part of the business profit of the Company. The scope and ownership of this policy will be within India CSR and governed by APAC CSR and Global CSR.

Scope & Focus Areas

The scope and focus areas of the Company's CSR Policy shall be in alignment with activities enumerated in Schedule VII of the Companies Act, 2013 (Act) and include:

- 1) Eradicating hunger, poverty and malnutrition, ensuring food security, promoting health care including preventive health care and medicines and sanitation and making available safe drinking water;
- 2) promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly and the differently abled and livelihood enhancement projects;
- 3) promoting gender equality, empowering women and differently enabled individuals, setting up homes and hostels for women and orphans; setting up old age homes, day care centers and such other facilities for senior citizens and measures for reducing inequalities faced by socially and economically backward groups;
- 4) ensuring environmental sustainability, addressing climate change, ecological balance, protection of flora and fauna, animal welfare, agroforestry, conservation of natural resources and maintaining quality of soil, air and water;
- 5) protection of national heritage, art and culture including restoration of buildings and sites of historical importance and works of art; setting up public libraries; promotion and development of traditional arts and handicrafts;
- 6) measures for the benefit of armed forces veteran, war widows and their dependents, Central Armed Police Forces (CAPF) and Central Para Military Forces (CPMF) veterans, and their dependents including widows;
- 7) training to promote rural sports nationally recognized sports, Paralympic sports and Olympic sports;

- 8) contribution to the Prime Minister's National Relief Fund or Prime Minister's Citizen Assistance and Relief in Emergency Situations Fund (PM CARES Fund) or any other fund set up by the Central Government for socio-economic development and relief and welfare of the schedule caste, tribes, other backward classes, minorities and women;
- 9) (a) Contribution to incubators or research and development projects in the field of science, technology, engineering and medicine, funded by the Central Government or State Government or Public Sector Undertaking or any agency of the Central Government or State Government; and
- (b) Contributions to public funded Universities like Indian Institute of Technology (IITs); National Laboratories and autonomous bodies established under Department of Atomic Energy (DAE); Department of Biotechnology (DBT); Department of Science and Technology (DST); Department of Pharmaceuticals; Ministry of Ayurveda, Yoga and Naturopathy, Unani, Siddha and Homoeopathy (AYUSH); Ministry of Electronics and Information Technology and other bodies, namely Defense Research and Development Organization (DRDO); Indian Council of Agricultural Research (ICAR); Indian Council of Medical Research (ICMR) and Council of Scientific and Industrial Research (CSIR), engaged in conducting research in science, technology, engineering and medicine aimed at promoting Sustainable Development Goals (SDGs);
- 10) rural development projects;
- 11) slum area development (the term 'slum area' shall mean any area declared as such by the Central Government or any State Government or any other competent authority under any law for the time being in force);
- 12) disaster management, including relief, rehabilitation and reconstruction activities.

The scope and focus of the Policy shall be modified from time to time and will reflect any modifications made in Schedule VII of Companies Act 2013 ('the Act').

Overview of FY2023-24

This year, the Company's grants continued to focus on improving quality of education and teaching methodology through training, up-skilling, and reskilling of instructors, teachers, and school leaders with an aim to improve learning outcomes for children. CSR grants also supported training of youth in job ready and technical skills across industry sectors.

In line with this strategy, the Company has extended support to Non-Governmental Organizations (NGOs) in the areas of Education and Skills Development. Projects supported by our grants focused on enhancing educational outcomes and vocational training that benefitted more than 23,900 beneficiaries, including 4,263 direct beneficiaries and 19,714 indirect beneficiaries, across 16 states.

- Education – through The Akanksha Foundation, two government schools in Mumbai and Navi Mumbai were supported that catered to about 1,783 students. Further, through a partnership with CEQUE, 622 primary grade teachers, across 529 government schools in Palghar, Nashik and Burhanpur districts, were trained in effective classroom teaching and learning practices.
- Skill Development: Our grant to Generation India Foundation supported employability linked skills training of 1,858 candidates.

2. Composition of CSR Committee:

Sl. No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1	Ms. Mitali Ghosh	Independent Director (Chairperson of CSR Committee)	2	2
2	Mr. Asit Bhatia	Whole-time Director	2	1
3	Mr. Manishi Kansal	Chairman & Additional Non-Executive Director	1*	0

Notes:

1. The Corporate Social Responsibility Committee met twice during the year under review, on July 24, 2023, and March 28, 2024.
 2. Mr. Viral Damania was a Member of the Committee till December 18, 2024 and had attended the CSR Committee Meeting held on July 24, 2023.
 3. * Mr. Manishi Kansal was appointed as a Member of the Committee with effect from December 18, 2023.
3. Provide the web-link(s) where Composition of CSR Committee, CSR Policy and CSR Projects approved by the board are disclosed on the website of the company. <https://business.bofa.com/in/en/about-us/corporate-governance.html>
 4. Provide the executive summary along with web-link(s) of Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8, if applicable: Not Applicable as per the threshold as provided in Rule 8 sub-rule (3) of the Companies (Corporate Social Responsibility Policy) Amendment Rules, 2021.
 5. (a) Average net profit of the company as per sub-section (5) of section 135: **Rs. 3,855 million**
 (b) Two percent of average net profit of the company as per sub-section (5) of section 135: **Rs. 77.10 million**
 (c) Surplus arising out of the CSR Projects or programmes or activities of the previous financial years: **Nil**
 (d) Amount required to be set-off for the financial year, if any: **Nil**
 (e) Total CSR obligation for the financial year [(b)+(c)-(d)]: **Rs. 77.10 million**
 6. (a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project): **Rs. 75.10 million**
 (b) Amount spent in Administrative Overheads: **Rs. 2.08 million**
 (c) Amount spent on Impact Assessment, if applicable: **Not Applicable**
 (d) Total amount spent for the Financial Year [(a)+(b)+(c)]: **Rs. 77.18 million**
 (e) CSR amount spent or unspent for the Financial Year:

Total Amount Spent for the financial year (in Rs. million)	Amount Unspent (in Rs.million)				
	Total Amount transferred to Unspent CSR Account as per sub section of (6) of section 135		Amount transferred to any fund specified under Schedule VII as per second proviso to sub-section (5) of section 135		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
77.18	Nil	NA	NA	NA	NA

(f) Excess amount for set-off, if any:

Sl. No.	Financial year	Amount (in Rs. million)
(i)	Two percent of average net profit of the company as per sub-section (5) of section 135	77.10
(ii)	Total amount spent for the Financial Year	77.18
(iii)	Excess amount spent for the Financial Year [(ii)-(i)]	0.08
(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)]	(refer note below)

Note: The Company is not carrying forward the excess spent as per (iii) to the succeeding year.

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

Sl. No.	Preceding Financial Year(s)	Amount transferred to Unspent CSR Account under sub section (6) of section 135 (in Rs. million)	Balance Amount in Unspent CSR Account under sub section (6) of section 135 (in Rs. million)*	Amount Spent in the Financial Year (in Rs. million)	Amount transferred to a Fund as specified under Schedule VII as per second proviso to sub section (5) of section 135, if any		Amount remaining to be spent in succeeding Financial Years (in Rs. million)	Deficiency, if any
					Amount (in Rs. Million)	Date of Transfer		
1	FY2020-21	60.19	Nil	Nil	Nil	NA	Nil	NA
2	FY2021-22	Nil	Nil	Nil	Nil	NA	Nil	NA
3	FY2022-23	Nil	Nil	Nil	Nil	NA	Nil	NA

*Unspent Balance as on April 1, 2022

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

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

Furnish the details relating to such asset(s) so created or acquired through Corporate Social Responsibility amount spent in the Financial Year: Not Applicable

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

**FOR AND ON BEHALF OF THE BOARD OF DIRECTORS OF
BofA SECURITIES INDIA LIMITED**

**Sd/-
RAJNARAYAN BALAKRISHNAN
WHOLE-TIME DIRECTOR
(DIN: 06694243)**

**Sd/-
MITALI GHOSH
INDEPENDENT DIRECTOR &
CHAIRPERSON OF CSR COMMITTEE
(DIN :09184497)**

Date : July 23, 2024
Place : Mumbai

INDEPENDENT AUDITORS' REPORT**To the Members of BofA Securities India Limited
Report on the Audit of the Financial Statements****Opinion**

We have audited the financial statements of BofA Securities India Limited (the "Company") which comprise the balance sheet as at 31 March 2024, and the statement of profit and loss (including other comprehensive income), statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including material accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("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 31 March 2024, and its profit and 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 SAs 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 together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence obtained is sufficient and appropriate to provide a basis for our opinion on the financial statements.

Other Information

The Company's Management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's directors' report, but does not include the financial statements and auditor's report(s) thereon.

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

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. 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 and Board of Directors' Responsibilities for the Financial Statements

The Company's Management and Board of Directors are responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the state of affairs, profit/ loss and other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgement and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

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

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

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

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

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
- 2 A. As required by Section 143(3) of the Act, we report that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books except for the matters stated in the paragraph 2(B)(f) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.
 - c. The balance sheet, the statement of profit and loss (including other comprehensive income), the statement of changes in equity and the statement of cash flows dealt with by this Report are in agreement with the books of account.
 - d. In our opinion, the aforesaid financial statements comply with the Ind AS specified under Section 133 of the Act.

- e. On the basis of the written representations received from the directors as on 31 March 2024 taken on record by the Board of Directors, none of the directors are disqualified as on 31 March 2024 from being appointed as a director in terms of Section 164(2) of the Act.
 - f. The modification relating to the maintenance of accounts and other matters connected therewith are as stated in the paragraph 2(A)(b) above on reporting under Section 143(3)(b) and paragraph 2(B)(f) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.
 - g. With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
- B. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- a. The Company has disclosed the impact of pending litigations as at 31 March 2024 on its financial position in its financial statements - Refer Note 30 to the financial statements.
 - b. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses during the year.
 - c. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
 - d. (i) The management has represented that, to the best of its knowledge and belief, as disclosed in the Note 32.c.xi to the financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
 - (ii) The management has represented that, to the best of its knowledge and belief, as disclosed in the Note 32.c.xii to the financial statements, 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 directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Parties ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
 - (iii) Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (i) and (ii) above, contain any material misstatement.
 - e. The Company has neither declared nor paid any dividend during the year.
 - f. Based on our examination which included test checks, except for the instances mentioned below, the Company has used accounting softwares for maintaining its books of account, which have a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the respective softwares:
 - i. The Company has used accounting softwares related to general ledger and payroll which are operated by a third-party software service providers, for maintaining its books of account. In the absence of information in the Service Organization Controls (SOC) 2 Type 2 Reports, we are unable to comment on whether audit trail feature was enabled and operated for the softwares mentioned below and whether there were any instances of the audit trail feature having been tampered with for the year ended 31 March 2024:
 - a. payroll software for both application and database layers and
 - b. general ledger software for database layer
 - ii. The feature of recording audit trail (edit log) facility was not enabled at the application level for the accounting software used for maintaining details relating to two general ledger masters.

- iii. In case of accounting software used for recording secondary market transactions, we are unable to comment on whether the audit trail feature was enabled at database level and operated throughout the year due to unavailability of database level edit logs for the period from 1 April 2023 to 29 February 2024.
- iv. The feature of recording audit trail (edit log) facility was not enabled at the application level to log direct data changes for accounting software used for recording secondary market transactions for one master for the period from 1 April 2023 to 8 March 2024.

Further, for the periods where audit trail (edit log) facility was enabled and operated, we did not come across any instance of audit trail feature being tampered with.

C. With respect to the matter to be included in the Auditor's Report under Section 197(16) of the Act:

In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) of the Act which are required to be commented upon by us.

For **B S R & Co. LLP**
Chartered Accountants
Firm's Registration No.101248W/W-100022

Sd/-
Rohit Alexander
Partner
Membership No.: 222515
ICAI UDIN:24222515BKFINR3502

Place : Mumbai
Date : July 23, 2024

Annexure A to the Independent Auditor's Report on the Financial Statements of BofA Securities India Limited for the year ended 31 March 2024

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

- (i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.
- (B) The Company has maintained proper records showing full particulars of intangible assets.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has a regular programme of physical verification of its Property, Plant and Equipment by which all property, plant and equipment are verified in a phased manner over a period of three years. In accordance with this programme, certain property, plant and equipment were verified during the year. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. No discrepancy was noticed on such verification.
- (c) The Company does not have any immovable property (other than immovable properties where the Company is the lessee and the leases agreements are duly executed in favour of the lessee). Accordingly, clause 3(i)(c) of the Order is not applicable.
- (d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year.
- (e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.
- (ii) (a) The Company is a service company, primarily rendering stock broking and investment banking services. Accordingly, it does not hold any physical inventories. Accordingly, clause 3(ii)(a) of the Order is not applicable.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets. In our opinion, the quarterly returns or statements filed by the Company with such banks or financial institutions are in agreement with the books of account of the Company.
- (iii) 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 investments, provided guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, limited liability partnerships or any other parties during the year. Accordingly, provisions of clauses 3(iii)(a) to 3(iii)(f) of the Order are not applicable to the Company.
- (iv) According to the information and explanations given to us and on the basis of our examination of records of the Company, the Company has neither made any investments nor has it given loans or provided guarantee or security and therefore the relevant provisions of Sections 185 and 186 of the Companies Act, 2013 ("the Act") are not applicable to the Company. Accordingly, clause 3(iv) of the Order is not applicable.
- (v) The Company has not accepted any deposits or amounts which are deemed to be deposits from the public. Accordingly, clause 3(v) of the Order is not applicable.
- (vi) According to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under Section 148(1) of the Act for the services provided by it. Accordingly, clause 3(vi) of the Order is not applicable.
- (vii) (a) The Company does not have liability in respect of Service tax, Duty of excise, Sales tax and Value added tax during the year since effective 1 July 2017, these statutory dues has been subsumed into GST.
- According to the information and explanations given to us and on the basis of our examination of the records of the Company, in our opinion amounts deducted / accrued in the books of account in respect of undisputed statutory dues including Goods and Services Tax, Provident Fund, Employees State Insurance, Income-Tax, Duty of Customs or Cess or other statutory dues have been regularly deposited by the Company with the appropriate authorities.

According to the information and explanations given to us and on the basis of our examination of the records of the Company, no undisputed amounts payable in respect of Goods and Services Tax, Provident Fund, Employees State Insurance, Income-Tax, Duty of Customs or Cess or other statutory dues were in arrears as at 31 March 2024 for a period of more than six months from the date they became payable.

- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, statutory dues relating to Income-Tax which have not been deposited on account of any dispute are as follows:

Name of the statute	Nature of the dues	Amount demanded (INR in million)	Amount paid/ adjusted (INR in million)	Period to which the amount relates	Forum where dispute is pending
Income Tax Act, 1961	Income Tax	105	21	Financial Year 2015- 16	Commissioner of Income Tax Appeals
Income Tax Act, 1961	Income Tax (including interest)	859	192	Financial Year 2015- 16	Commissioner of Income Tax Appeals
Income Tax Act, 1961	Income Tax (including interest)	45	9	Financial Year 2016-17	Commissioner of Income Tax Appeals
Income Tax Act, 1961	Income Tax (including interest)	82	16	Financial Year 2017-18	Commissioner of Income Tax Appeals
Income Tax Act, 1961	Income Tax (including interest)	149	23	Financial Year 2020-21	Commissioner of Income Tax Appeals

- (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.
- (ix) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company did not have any loans or borrowings from any lender during the year. Accordingly, clause 3(ix)(a) of the Order 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 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 during the year. Accordingly, clause 3(ix)(c) of the Order is not applicable.
- (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 raised on short-term basis have been used for long-term purposes by the Company.
- (e) The Company does not hold any investment in any subsidiaries, associates or joint ventures (as defined under the Act) during the year ended 31 March 2024. Accordingly, clause 3(ix)(e) is not applicable.
- (f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies (as defined under the Act).
- (x) (a) The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments). Accordingly, clause 3(x)(a) of the Order is not applicable.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, clause 3(x)(b) of the Order is not applicable.
- (xi) (a) Based on examination of the books and records of the Company and according to the information and explanations given to us, no fraud by the Company or on the Company has been noticed or reported during the 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 Act has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of the Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (c) As represented to us by the management, there are no whistle blower complaints received by the Company during the year.
- (xii) According to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, clause 3(xii) of the Order is not applicable.
- (xiii) The requirements as stipulated by the provisions of Section 177 of the Act are not applicable to the Company. In our opinion and according to the information and explanations given to us and on the basis of our examination of records of the Company, transactions with the related parties are in compliance with Section 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- (xiv) (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 till date for the period under audit.
- (xv) In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with its directors or persons connected to its directors and hence, provisions of Section 192 of the Act are not applicable to the Company.
- (xvi) (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(a) of the Order is not applicable.
- (b) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(b) of the Order is not applicable.
- (c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi)(c) of the Order is not applicable.
- (d) The Company is not part of any group (as per the provisions of the Core Investment Companies (Reserve Bank) Directions, 2016 as amended). Accordingly, the requirements of clause 3(xvi)(d) are not applicable.
- (xvii) The Company has not incurred cash losses in the current and in the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors during the year. Accordingly, clause 3(xviii) of the Order is not applicable.
- (xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of 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 not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- (xx) In our opinion and according to the information and explanations given to us, there is no unspent amount under sub-section (5) of Section 135 of the Act pursuant to any project. Accordingly, clauses 3(xx)(a) and 3(xx)(b) of the Order are not applicable.

For **B S R & Co. LLP**
Chartered Accountants
Firm's Registration No.101248W/W-100022

Sd/-
Rohit Alexander
Partner

Place : Mumbai
Date : July 23, 2024

Membership No.: 222515
ICAI UDIN:24222515BKFINR3502

Annexure B to the Independent Auditor's Report on the financial statements of BofA Securities India Limited for the year ended 31 March 2024**Report on the internal financial controls with reference to the aforesaid financial statements under Clause (i) of Sub-section 3 of Section 143 of the Act
(Referred to in paragraph 2(A)(f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)****Opinion**

We have audited the internal financial controls with reference to financial statements of BofA Securities India Limited ("the Company") as of 31 March 2024 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to financial statements and such internal financial controls were operating effectively as at 31 March 2024, based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note").

Management's and Board of Directors' Responsibilities for Internal Financial Controls

The Company's Management and the Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in 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 frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to 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 Act, to the extent applicable to an audit of internal financial controls with reference to 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 respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements 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 judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

Meaning of Internal Financial Controls with Reference to Financial Statements

A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with Reference to Financial Statements

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

For **B S R & Co. LLP**
Chartered Accountants
Firm's Registration No.101248W/W-100022

Place : Mumbai
Date : July 23, 2024

Sd/-
Rohit Alexander
Partner
Membership No.: 222515
ICAI UDIN:24222515BKFINR3502

Balance Sheet as at March 31, 2024

	Note	As at March 31, 2024 Rs. million	As at March 31, 2023 Rs. million
I ASSETS			
Financial Assets			
Cash and cash equivalents	5	31,846	25,789
Bank balances other than cash and cash equivalents	6	14,995	20,841
Receivables			
(i) Trade receivables	7	26,377	178
(ii) Other receivables	8	101	102
Investments	9	0	0
Other financial assets	10	17,349	431
		90,668	47,341
Non-Financial Assets			
Current tax assets (net)	11	1,424	1,320
Deferred tax assets (net)	40(b)	334	306
Property, plant and equipment	12	300	320
Capital work in progress	13.a	22	59
Intangible assets under development	13.b	1	-
Intangible assets	14	7	12
Right-of-use assets	34	725	882
Other non-financial assets	15	77	85
		2,890	2,984
Total Assets		93,558	50,325
II LIABILITIES AND EQUITY			
Financial Liabilities			
Payables			
(i) Trade payables	16		
Total outstanding dues of micro enterprises and small enterprises		1	0
Total outstanding dues of creditors other than micro enterprises and small enterprises		26,345	280
(ii) Other payables	17		
Total outstanding dues of micro enterprises and small enterprises		0	0
Total outstanding dues of creditors other than micro enterprises and small enterprises		228	211
Lease Liabilities	34	850	987
Other financial liabilities	18	23,940	12,916
		51,364	14,394
Non-Financial Liabilities			
Provisions	19	466	456
Other non-financial liabilities	20	528	121
		994	577
Equity			
Equity share capital	21	232	232
Other equity	22	40,968	35,122
		41,200	35,354
Total Liabilities and Equity		93,558	50,325

The accompanying notes 1 to 45 form an integral part of the Financial Statements

This is the Balance Sheet referred to in our report of even date

For B S R & Co. LLP

Firm Registration No.: 101248W/W-100022
Chartered Accountants

sd/-

Rohit Alexander

Partner
Membership No. 222515
Mumbai : July 23, 2024

For and on behalf of the Board of Directors

sd/-

Rajnarayan Balakrishnan

Whole-time Director
(DIN: 06694243)

sd/-

Naresh Shah

Chief Financial Officer

Mumbai : July 23, 2024

sd/-

Arbind Maheswari

Whole-time Director
(DIN: 07415888)

sd/-

Priyasha Sehgal

Company Secretary
Membership No. A38367

Statement of Profit and Loss for the year ended March 31, 2024

	Note	Year Ended March 31, 2024 Rs. million	Year Ended March 31, 2023 Rs. million
INCOME			
Revenue from operations:			
Fees and commission income	23	9,201	6,043
Other income	24	2,636	1,777
Total income		11,837	7,820
EXPENSES			
Finance costs	25	56	65
Fees and commission expenses	26	254	176
Employee benefits expenses	27	2,293	2,241
Depreciation, amortisation and impairment	28	329	320
Other expenses	29	1,210	1,059
Total expenses		4,142	3,861
Profit before tax		7,695	3,959
Tax expense:			
Current tax		1,989	1,041
Provision for tax for earlier years (net)		(2)	91
Deferred tax		(32)	(26)
Total tax expenses	40	1,955	1,106
Profit for the year		5,740	2,853
Other Comprehensive Income (OCI)			
Items that will not be reclassified subsequently to Statement of Profit and Loss			
Remeasurement (loss)/gain on net defined benefit plans	33.(d)	17	(7)
Income tax relating to above	40	(4)	2
Other comprehensive income for the year		13	(5)
Total comprehensive income for the year		5,753	2,848
Earnings per equity share, in Rs. [face value of Rs. 10 each]			
Basic and Diluted	37	248	123

The accompanying notes 1 to 45 form an integral part of the Financial Statements

This is the Statement of Profit and Loss referred to in our report of even date

For B S R & Co. LLP
Firm Registration No.: 101248W/W-100022
Chartered Accountants

sd/-
Rohit Alexander
Partner
Membership No. 222515
Mumbai : July 23, 2024

For and on behalf of the Board of Directors

sd/-
Rajnarayan Balakrishnan
Whole-time Director
(DIN: 06694243)

sd/-
Naresh Shah
Chief Financial Officer
Mumbai : July 23, 2024

sd/-
Arbind Maheswari
Whole-time Director
(DIN: 07415888)

sd/-
Priyasha Sehgal
Company Secretary
Membership No. A38367

Statement of Changes in Equity for the year ended March 31, 2024

A. Equity share capital

Rs. million			
Balance at beginning of the current reporting year	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the current reporting year	Changes in equity share capital during the current year
232	-	232	-
Balance at the end of the current reporting year			
232			

(1) For the year ended March 31, 2024

Rs. million			
Balance at beginning of the previous reporting year	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the previous reporting year	Changes in equity share capital during the previous year
232	-	232	-
Balance at the end of the previous reporting year			
232			

(2) For the year ended March 31, 2023

B. Other equity

	Reserves and Surplus					Other items of other Comprehensive Income	Total
	Capital Reserve	Securities Premium	Other Reserves		Retained Earnings		
			General Reserve	Share based payment reserve			
(1) As at March 31, 2024	8,100	44	4,511	132	22,336	(1)	35,122
Balance at beginning of the current reporting year	-	-	-	-	-	-	-
Changes in accounting policy/ prior period errors	8,100	44	4,511	132	22,336	(1)	35,122
Restated balance at beginning of the current reporting year	-	-	-	-	-	-	-
Total Comprehensive income for the current year	-	-	-	-	-	-	-
Dividends	-	-	-	-	-	-	-
Transfer to retained earnings	-	-	-	-	5,740	-	5,740
Equity-settled share-based expense	-	-	-	320	-	-	320
Equity-settled share-based payment recharged	-	-	-	(227)	-	-	(227)
Any other changes	-	-	-	-	-	13	13
Balance at the end of the current reporting year	8,100	44	4,511	225	28,076	12	40,968

(2) As at March 31, 2023

	Reserves and Surplus					Other items of other Comprehensive Income	Total
	Capital Reserve	Securities Premium	Other Reserves		Retained Earnings		
			General Reserve	Share based payment reserve			
(1) As at March 31, 2023	8,100	44	4,511	122	19,483	4	32,264
Balance at beginning of the previous reporting year	-	-	-	-	-	-	-
Changes in accounting policy/ prior period errors	8,100	44	4,511	122	19,483	4	32,264
Restated balance at beginning of the previous reporting year	-	-	-	-	-	-	-
Total Comprehensive income for the previous year	-	-	-	-	-	-	-
Dividends	-	-	-	-	-	-	-
Transfer to retained earnings	-	-	-	-	2,853	-	2,853
Equity-settled share-based expense	-	-	-	220	-	-	220
Equity - settled share-based payment recharged	-	-	-	(210)	-	-	(210)
Any other changes	-	-	-	-	-	(5)	(5)
Balance at the end of the previous reporting year	8,100	44	4,511	132	22,336	(1)	35,122

The accompanying notes 1 to 45 form an integral part of the Financial Statements

This is the Statement of Changes in Equity referred to in our report of even date

For B S R & Co. LLP
 Firm Registration No.: 101248W/W-100022
 Chartered Accountants

For and on behalf of the Board of Directors

sd/-
Rajnarayan Balakrishnan
 Whole-time Director
 (DIN: 06694243)

sd/-
Arbind Maheswari
 Whole-time Director
 (DIN: 07415888)

sd/-
Rohit Alexander
 Partner
 Membership No. 222515
 Mumbai : July 23, 2024

sd/-
Naresh Shah
 Chief Financial Officer
 Mumbai : July 23, 2024

sd/-
Priyasha Sehgal
 Company Secretary
 Membership No. A38367

Statement of Cash Flow for the year ended March 31, 2024

	Year Ended March 31, 2024 Rs. million	Year Ended March 31, 2023 Rs. million
Cash flows from operating activities:		
Profit before tax	7,695	3,959
Adjusted for:		
Interest income on bank deposits	(2,555)	(1,709)
Depreciation, amortisation and impairment	329	320
Gratuity	1	1
Compensated absences	25	71
Finance costs	56	65
Gain on derecognition of property, plant and equipment	(0)	-
Equity settled share-based expense	320	220
Operating profit before changes in operating assets and liabilities	5,871	2,927
Adjusted for :		
Decrease/ (Increase) in other bank balances	4,397	(1,742)
(Increase) / Decrease in trade receivables	(26,198)	1,690
Decrease in other receivables	1	75
Increase in other Right-of-use assets	(64)	-
(Increase) / Decrease in other financial assets	(16,902)	142
Decrease / (Increase) in other non-financial assets	7	(67)
Increase / (Decrease) in trade payables	26,065	(451)
Increase / (Decrease) in other payables	17	(35)
Increase in lease liabilities	62	-
Increase / (Decrease) in other financial liabilities	11,024	(4,241)
Increase / (Decrease) in other non-financial liabilities	407	(215)
Cash generated from/ (used in) operating activities	4,687	(1,917)
Direct taxes (paid), net	(2,090)	(1,114)
Net cash generated from/ (used in) operating activities	2,597	(3,031)
Cash flows from investing activities:		
Placement of bank deposits	(46,977)	(39,634)
Proceeds from bank deposit	48,425	41,742
Interest received on investment in bank deposits	2,541	1,641
Purchase of property, plant and equipment including movement in capital work in progress	(47)	(92)
Purchase of intangible assets	(0)	(2)
Proceeds from sale of property, plant and equipment	0	-
Net cash generated from investing activities	3,942	3,655
Cash flows from financing activities:		
Repayment of Lease Liability	(199)	(188)
Interest expense on lease liabilities	(56)	(66)
Equity - settled share-based payment recharged	(227)	(210)
Net cash used in financing activities	(482)	(464)
Net Increase in cash and cash equivalents	6,057	160
Cash and cash equivalents as at the beginning of the year (Refer note 5)	25,789	25,629
Cash and cash equivalents as at the end of the year (Refer note 5)	31,846	25,789
Net Increase in cash and cash equivalents	6,057	160

The accompanying notes 1 to 45 form an integral part of the Financial Statements

This is the Statement of Cash Flow referred to in our report of even date

For B S R & Co. LLP

Firm Registration No.: 101248W/W-100022
Chartered Accountants

sd/-

Rohit Alexander

Partner
Membership No. 222515
Mumbai : July 23, 2024

For and on behalf of the Board of Directors

sd/-

Rajnarayan Balakrishnan

Whole-time Director
(DIN: 06694243)

sd/-

Naresh Shah

Chief Financial Officer

Mumbai : July 23, 2024

sd/-

Arbind Maheswari

Whole-time Director
(DIN: 07415888)

sd/-

Priyasha Sehgal

Company Secretary
Membership No. A38367

Notes to the Financial Statements

1. Company background:

BofA Securities India Limited ("the Company") is a public limited company incorporated under the Companies Act, 1956 ("the Act") on October 23, 1975 and is domiciled in India with registered office located at Ground Floor, A wing, One BKC, G Block, Bandra Kurla Complex, Bandra (East), Mumbai 400 051. The Company is registered with the Securities and Exchange Board of India ("SEBI") as a Stock Broker, Merchant Banker and Research Analyst. The Company is engaged in the business of stock broking, securities research, underwriting, investment banking including corporate and financial advisory services.

The Company is ultimately controlled by Bank of America Corporation ("BAC").

The Board of Directors approved the financial statements for the year ended March 31, 2024 and authorised for issue, on July 23, 2024.

2. Material accounting policies:

a. Basis of preparation and presentation of financial statements

(i) Compliance with Ind AS

The financial statements comply in all material aspects with Indian Accounting Standards (Ind AS) prescribed under Section 133 of The Companies Act, 2013 (the Act) [Companies (Indian Accounting Standards) Rules, 2015 (as amended)] and other relevant provisions of the Act.

(ii) Historical cost convention

The financial statements have been prepared on a historical cost basis, except for certain financial assets and liabilities, defined benefit plan assets and share based payments which have been measured at fair value or revalued amounts.

(iii) Order of liquidity

The Company is covered in the definition of Non-Banking Financial company as defined in Companies (Indian Accounting Standards) (Amendment) Rules, 2016. Pursuant to amendment to Division III of Schedule III to the Companies Act, 2013 as per notification dt. October 11, 2018, the Company presents its balance sheet in the order of liquidity. Since the Company does not provide services within a clearly identifiable operating cycle, therefore making such presentation is more relevant. A maturity analysis of recovery or settlement of assets and liabilities within 12 months and more than 12 months after the reporting date is presented in note 44.

b. Foreign currency translation

(i) Functional and presentation currency

Items included in the financial statements of the Company are measured using the currency of the primary economic environment in which the entity operates ("the functional currency"). The financial statements are accordingly presented in Indian Rupees (Rs.), which is the Company's functional and presentation currency.

(ii) Transactions and balances

Transactions in foreign currencies are initially recorded in the functional currency at the exchange rates prevailing on the date of the transaction.

Monetary assets and liabilities denominated in foreign currency are retranslated into the functional currency at the exchange rates prevailing on the balance sheet dates. All differences arising on non-trading activities are taken to other income in the Statement of Profit and Loss.

Non-monetary items that are measured at historical cost in a foreign currency are translated using the spot exchange rates as at the date of recognition.

Notes to the Financial Statements (Contd...)

c. Financial instruments

Initial recognition and measurement

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instruments. Regular purchases and sales of financial assets are recognised on trade date, the date on which the Company commits to purchase or sell the asset.

In the case of a financial asset or financial liability not at Fair Value Through Profit or Loss (FVTPL), at initial recognition, the Company measures such financial asset or financial liability at its fair value plus or minus transaction costs that are incremental and directly attributable to the acquisition or issue of the financial asset or financial liability. Transaction costs of financial assets and financial liabilities carried at FVTPL are expensed in Statement of Profit and Loss.

Financial assets

(i) Classification and subsequent measurement of financial assets

The Company classifies its financial assets in the following measurement categories:

- Fair value through profit or loss (FVTPL)
- Fair value through other comprehensive income (FVOCI)
- Amortised cost

The classification requirements for debt and equity instruments are described below:

Debt securities

Debt securities are those instruments that meet the definition of a financial liability from the issuer's perspective such as loans, debt mutual fund units, and corporate bonds.

For investments in debt securities, measurement will depend on the classification of Debt Securities depending on:

- the Company's business model for managing the asset; and
- the cash flow characteristics of the asset

Business model assessment

The business model reflects how the Company manages the assets in order to generate cash flows. The business model determines whether the Company's objective is solely to collect the contractual cash flows from the assets or is to collect both the contractual cash flows and cash flows arising from the sale of assets. If neither of these is applicable or when performance of portfolio of financial assets managed is evaluated on a fair value basis, then the financial assets are classified as part of 'other' business model and measured at FVTPL.

Solely Payment of Principle and Interest ("SPPI") assessment

Where the business model is to hold assets to collect contractual cash flows or to collect contractual cash flows and sell, the Company assesses whether the cash flows from financial instruments represent solely payments of principal and interest (the 'SPPI test').

Based on these factors, the Company classifies its debt securities into one of the following three measurement categories

Amortised cost: Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. A gain or loss on a debt investment that is subsequently measured at amortised cost is recognised in profit and loss when the asset is derecognised or impaired.

Fair value through other comprehensive income: Debt securities that are held for collection of contractual cash flows and selling the financial assets, where the assets' cash flows represent solely payments of principle and interest,

Notes to the Financial Statements (Contd...)

are measured at fair value through other comprehensive income. Movement in the carrying amount are taken through Other Comprehensive Income (OCI), except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognised in Statement of Profit and Loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to statement of profit and loss and recognised in other gains / losses. Interest income from these financial assets is included in other income using the effective interest rate method. Foreign exchange gains and losses are presented in other gains and losses and impairment expenses under impairment on financial instruments.

Fair value through profit or loss: Assets that do not meet the criteria for amortised cost or FVOCI, are measured at FVTPL. A gain or loss on a debt investment that is subsequently measured at FVTPL is recognised in profit and loss and presented in the Statement of Profit and Loss within other gains/losses in the period in which it arises.

Equity instruments

Equity instruments are instruments that meet the definition of equity from the issuer's perspective; that is, instruments that do not contain a contractual obligation to pay and that evidence a residual interest in the issuer's net assets.

The Company has elected an irrevocable option to measure its investment in equity shares (other than trade Investments) at FVOCI as these are strategic investments made by the Company. All the gains/ losses on such FVOCI investments are recognised in the other comprehensive income and are not subsequently reclassified to profit and loss, including on disposal. Impairment losses (and reversal of impairment losses) are not reported separately from other changes in fair value.

(ii) Impairment

The Company assesses on a forward-looking basis the expected credit losses ('ECL') associated with its financial instrument measured at amortised cost and FVOCI. The impairment methodology depends upon whether there has been significant increase in credit risk of the investment.

(iii) Income recognition*Interest income*

The Company calculates interest income by applying the Effective Interest Rate (EIR) to the gross carrying amount of financial assets other than credit-impaired assets. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of a financial asset.

Dividend income

Dividend income is recognised when the Company's right to receive the payment is established, it is probable that the economic benefits associated with the dividend will flow to the entity and the amount of the dividend can be measured reliably. This is generally when the shareholders approve the dividend.

(iv) De-recognition of financial assets

Financial assets, or a portion thereof, are derecognised when the contractual rights to receive the cash flows from the assets have expired, or when they have been transferred. On derecognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in profit and loss on disposal of that financial asset.

Financial liabilities and equity instruments**(i) Classification as debt or equity**

Debt and equity instruments issued by the Company are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Notes to the Financial Statements (Contd...)

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities.

(ii) Classification and subsequent measurement

Financial liabilities are subsequently measured at amortised cost using the effective interest method. The effective interest rate is the rate that exactly discounts estimated future cash payments through the expected life of the financial liability to the gross carrying amount of a financial liability.

(iii) De-recognition of financial liabilities

The Company derecognises financial liabilities when, and only when, the Company's obligations are discharged, cancelled or have expired.

d. Offsetting financial instruments

Financial assets and liabilities are offset and the net amount is reported in the Balance Sheet where there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously.

e. Revenue recognition

Revenue is measured at fair value of the consideration received or receivable. Ind AS 115, Revenue from contracts with customers outlines a single comprehensive model of accounting for revenue arising from contracts with clients.

The standard is based on the principle that revenue is recognised when control of a good or service transfers to a customer. A five-step process is applied before revenue can be recognised:

- identify contracts with customers
- identify the separate performance obligation
- determine the transaction price of the contract
- allocate the transaction price to each of the separate performance obligations, and
- recognise the revenue as each performance obligation is satisfied.

(i) Brokerage fees and trading revenue (principal transactions) - Point of time

Revenue from contracts with customers is recognised at a point in time when performance obligation is satisfied (when the trade is executed). Revenue from principal transactions are recognised at a point in time when the trade is executed.

(ii) Fees and commission income

Revenue from fees from investment banking activities including issue management, mergers and acquisitions and advisory services is recognised as per terms agreed with the customers.

Revenue excludes goods and services tax, wherever recovered.

f. Income Tax

The income tax expense or credit for the period is the tax payable on the taxable income of the current period based on the applicable income tax rates adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and unused tax losses.

(i) Current Tax

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions, where appropriate, on the basis of amounts expected to be paid to the tax authorities.

Notes to the Financial Statements (Contd...)**(ii) Deferred Tax**

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit.

Deferred tax liabilities are recognised for all taxable temporary differences. Deferred tax assets are recognised for all deductible temporary differences, unused tax losses and unused tax credits to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority.

Deferred tax is recognised in profit and loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity.

g Leases

A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. The Company assesses whether a contract contains a lease, at inception of a contract.

The determination of whether an arrangement is a lease, or contains a lease, is based on the substance of the arrangement and requires an assessment of whether the fulfilment of the arrangement is dependent on the use of a specific asset or assets or whether the arrangement conveys a right to use the asset. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether:

- (i) the contract involves the use of an identified asset,
- (ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and
- (iii) the Company has the right to direct the use of the asset.

Company as a lessee- Operating Lease

The Company recognises right-of-use asset representing its right to use the underlying asset for the lease term at the lease commencement date. The cost of the right-of-use asset measured at inception shall comprise of the amount of the initial measurement of the lease liability adjusted for any lease payments made at or before the commencement date less any lease incentives received, any initial direct costs incurred and an estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset or restoring the underlying asset or site on which it is located. The right-of-use assets is subsequently measured at cost less any accumulated depreciation, accumulated impairment losses, if any and adjusted for any remeasurement of the lease liability. The right-of-use assets is depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use asset. Right-of-use assets are tested for impairment whenever there is any indication that their carrying amounts may not be recoverable. Impairment loss, if any, is recognised in the statement of profit and loss.

The Company measures the lease liability at the present value of the lease payments that are not paid at the commencement date of the lease. The lease payments are discounted using the interest rate implicit in the lease, if

Notes to the Financial Statements (Contd...)

that rate can be readily determined. If that rate cannot be readily determined, the Company uses incremental borrowing rate. The lease liability is subsequently remeasured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payments made and remeasuring the carrying amount to reflect any reassessment or lease modifications or to reflect revised in-substance fixed lease payments. The Company recognises the amount of the re-measurement of lease liability due to modification as an adjustment to the right-of-use asset and statement of profit and loss depending upon the nature of modification.

The Company made an accounting policy election not to separate lease and non-lease components of a contract that is or contains a lease for its office premises. As such, lease payments represent payments on both lease and non-lease components.

The Company has elected not to apply the requirements of Ind AS 116 Leases to leases for which the underlying asset is of low value. The lease payments associated with these leases are recognised as an expense on a straight-line basis over the lease term.

h. Cash and cash equivalents

Cash comprises of cash on hand and demand deposits with banks.

The Company considers all highly liquid financial instruments, which are readily convertible into cash and have original maturities of three months or less and which are subject to insignificant risk of change in value, to be cash equivalents.

i. Trade Receivables

Trade receivables are amounts due from clients for services performed in the ordinary course of business. Trade receivables are recognised initially at the amount of consideration that is unconditional unless they contain significant financing components, when they are recognised at fair value. The Company holds the trade receivables with the objective to collect the contractual cash flows and therefore measures them subsequently at amortised cost less loss allowance. For determining the impairment allowance, if any, please refer note 2 (c)(ii).

j. Property, plant and equipment

Property, plant and equipment are stated at historical cost less accumulated depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items including import duties and other non-refundable taxes or levies (if any).

Subsequent costs are included in the asset's carrying value or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying value of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to Statement of Profit and Loss during the reporting period in which they are incurred. Assets, which are not under active use and held for disposal, are stated at lower of net book value and net realizable value.

k. Intangible assets

The Company capitalizes intangible assets, where it is reasonably estimated that the intangible asset has an enduring useful life. Intangible assets are recorded at the consideration paid for acquisition of such assets and are carried at cost less accumulated amortisation and accumulated impairment losses, if any.

l. Depreciation methods, estimated useful lives and residual value

- i. Except for items forming part of (ii) and (iii) below, depreciation on tangible assets is provided, pro-rata for the period of use, by straight line method (SLM), based on management's estimate of useful lives for the fixed assets as stated in the table below:

Notes to the Financial Statements (Contd...)

Category	Useful Life
Computers and allied equipment	5 years
Enterprise core network assets (larger complex core routers)	10 years
Office equipment	5 years
Furniture and fittings	10 years
Vehicles	5 years

- ii. Assets costing less than the rupee equivalent of USD 2,500 are fully depreciated on purchase.
- iii. Leasehold improvements are depreciated over the lease period including the renewal periods, if any. Assets associated with premises taken on lease are depreciated on straight line basis over the lease period or the useful lives stated above, whichever is shorter.
- iv. The Company has arrived at the above estimates of useful lives based on an internal assessment and technical evaluation and believes that the useful lives stated above represent the best estimate of the period over which it expects to use the assets. With the exception of Furniture and fittings and Office equipment, the useful lives estimated by the Company as stated in the table above are different from the useful lives prescribed under "Part C" of "Schedule II" of the Act.
- v. Intangible assets are amortized over their useful lives as estimated by the management commencing from the date the asset is available for use as stated in the table below:

Category	Useful Life
Software	5 years

m. Impairment of non-financial assets

Non-financial assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

n. Employee benefits

Short-term employee benefits (benefits which are payable within twelve months after the end of the period in which the employees render services) are measured at cost. Long-term employee benefits (benefits which are payable after the end of twelve months from the end of the period in which the employees render services) and post employment benefits (benefits which are payable after completion of employment) are measured on a discounted basis by the Projected Unit Credit Method on the basis of annual independent third party actuarial valuations.

The Company has a defined contribution plan for post employment benefits in the form of Provident Fund. Under the Provident Fund Plan, the Company contributes to a Government administered provident fund on behalf of the employees. The Company has no further obligation beyond making the contributions. Contributions to Provident Fund are made in accordance with the statute, and are recognised as an expense when employees have rendered services entitling them to the contributions.

The Company has a gratuity scheme, a defined benefit plan, for all eligible employees, which is administered by a trust set up by the Company. Funds of the trust are being managed by a private insurance company. The costs of providing benefits under defined benefit plans are determined using the Projected Unit Credit Method on the basis of a third party actuarial valuation at each balance sheet date. The compensated absences and gratuity benefit obligations recognised on the balance sheet represent the present value of the obligations as reduced by the fair value of plan assets, if any.

Notes to the Financial Statements (Contd...)

Any asset resulting from this calculation is limited to the discounted value of any economic benefits available in the form of refunds from the plan or reductions in future contributions to the plan. Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in Statement of Profit and Loss as past service cost.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are reclassified to retained earnings under other equity.

o. Share-based payments

Bank of America Corporation ("BAC") grants equity based payment awards to employees of the Company under various incentive schemes.

For most awards, expense is generally recognised proportionately over the vesting period net of estimated forfeitures, unless the employee meets certain retirement eligibility criteria. For awards to employees that meet retirement eligibility criteria, the Company accrues the expense proportionately in the year prior to grant. For employees that become retirement eligible during the vesting period, the Company recognises expense from the grant date to the date on which the employee becomes retirement eligible, net of estimated forfeitures.

As this is a group share based payment arrangement, equity settled awards are treated by the Company as equity settled share based payment plans and are measured based on the fair value of those awards at grant date. The fair value determined at the grant date is expensed over the vesting period, based on the Company's estimate of the number of shares that will eventually vest. The Company has entered into a chargeback agreement with BAC under which it is committed to pay BAC the market value at grant date as well as subsequent movements in fair value of those awards to BAC at the time of delivery to its employees.

For cash settled awards, the fair value of the amount payable to the employee is recognised as employee benefit expenses with corresponding increase in liability over the vesting period. The fair value is determined based on the Company's estimate of the number of shares that will eventually vest. At each reporting date, liability in respect of cash settled awards is remeasured based on the fair value of the awards on that date.

p. Trade and other payables

These amounts represent liabilities for services provided to the Company prior to the end of financial year, which are unpaid. They are initially recognised at their fair value and subsequently measured at amortised cost using the effective interest method.

q. Provisions

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of past events, and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation. When the effect of time value of money is material, the Company determines the level of provision by discounting the expected cash flows at a pre-tax rate reflecting the current rates specific to the liability. The expense relating to any provision is presented in the Statement of Profit and Loss net of any reimbursement.

r. Earnings per share (EPS)

Basic EPS is computed by dividing the net profit or loss for the year attributable to owners of the Company by the weighted average number of equity shares outstanding during the year. Diluted EPS is computed by dividing the net profit or loss for the year attributable to owners of the Company by the weighted average number of equity shares outstanding during the year as adjusted for the effects of all dilutive potential equity shares, except where the results are anti-dilutive.

Notes to the Financial Statements (Contd...)**s. Rounding off**

All amounts disclosed in the financial statements and notes have been rounded off to the nearest "million" as per the requirement of Schedule III, unless otherwise stated. Transactions and balances with values below the rounding off norm adopted by the Company have been reflected as "0" in the relevant notes in these financial statements.

t. Dividends

Provision is made for the amount of any dividend declared, being appropriately authorised and no longer at the discretion of the entity, on or before the end of the reporting period but not distributed at the end of the reporting period.

u. Contingent liabilities

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made.

v. Segment reporting

Operating segments are defined as components of an entity for which discrete financial information is available that is evaluated by the chief operating decision maker, in deciding how to allocate resources and assessing performance. The Company's chief operating decision maker is the Board of Directors.

The Company has identified two primary reportable business segments namely 'Advisory and Transactional Services' and 'Principal Transactions'.

3. Significant accounting judgments, estimates and assumptions

The preparation of financial statements requires the use of accounting estimates that, by definition, will seldom equal the actual results. Management also needs to exercise judgement in applying the Company's accounting policies.

This note provides an overview of the areas that involved a higher degree of judgement or complexity, and of items which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed. Detailed information about each of these estimates and judgements is included in relevant notes together with information about the basis of calculation for each affected line item in the financial statements.

The areas involving critical accounting estimates or judgments are:

- (i) estimation of useful life of property plant and equipment and intangible assets. (Refer note 2.j and 2.k)
- (ii) Estimation of defined benefit obligation. (Refer note 2.n)
- (iii) Estimation for fair value of financial instruments. (Refer note no 2.c)
- (iv) Measurement of Lease Liability and Right-of-use Asset (Refer Note 34)
- (v) Disclosure of contingent liabilities (Refer note 2. u)

Estimates and judgements are evaluated continually. They are based on historical experience and other factors, including expectations of future events that may have a financial impact on the Company and that are believed to be reasonable under the circumstances.

4. Pronouncements

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended March 31, 2024, MCA has not notified any new standards or amendments to the existing standards applicable to the Company.

Notes to Financial Statements (Contd...)
5. Cash and cash equivalents

Particulars	As at March 31, 2024 Rs. million	As at March 31, 2023 Rs. million
Cash on hand	-	-
Bank balances :		
In current accounts	2,848	2,331
Fixed deposits with banks with original maturity less than 3 months	28,998	23,458
Total	31,846	25,789

6. Bank balances other than cash and cash equivalents

Particulars	As at March 31, 2024 Rs. million	As at March 31, 2023 Rs. million
Balances with Banks		
In current accounts (client segregated balances)	0	4,398
In earmarked accounts :		
Balances in unclaimed dividend bank account	0	0
Fixed deposits with banks under lien as collateral with stock exchange / clearing corporation	14,495	15,943
Other bank balances:		
Fixed deposits banks with original maturity more than 3 months (For uncommitted credit facility from a bank, a pari-passu charge of Rs.500 million has been created (Previous Year – Rs. 500 million) on above fixed deposits)	500	500
Total	14,995	20,841

7. Trade receivables

Particulars	As at March 31, 2024 Rs. million	As at March 31, 2023 Rs. million
Receivable considered good - Secured	-	-
Receivable considered good - Unsecured	26,351	178
Unbilled Revenue receivable considered good - unsecured	26	-
Receivable which have significant increase in credit risk	-	-
Receivable - Credit impaired	-	-
Less: Allowance for impairment loss	-	-
Total	26,377	178

Trade Receivables aging schedule as at March 31, 2024
Rs. million

Particulars	Outstanding for following periods from the due date of payment						Total
	Unbilled revenue	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables - considered good	26	26,351	-	-	-	-	26,377
(ii) Undisputed Trade receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade receivables - credit impaired	-	-	-	-	-	-	-
(iv) Disputed Trade receivables - considered good	-	-	-	-	-	-	-
(v) Disputed Trade receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade receivables - credit impaired	-	-	-	-	-	-	-
	26	26,351	-	-	-	-	26,377

Notes to Financial Statements (Contd...)

Trade Receivables aging schedule as at March 31, 2023

Rs. million

Particulars	Outstanding for following periods from the due date of payment						Total
	Unbilled	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 year	
(i) Undisputed Trade receivables - considered good	-	178	-	-	-	-	178
(ii) Undisputed Trade receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade receivables - credit impaired	-	-	-	-	-	-	-
(iv) Disputed Trade receivables - considered good	-	-	-	-	-	-	-
(v) Disputed Trade receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade receivables - credit impaired	-	-	-	-	-	-	-
	-	178	-	-	-	-	178

8. Other receivables

Particulars	As at March 31, 2024 Rs. million	As at March 31, 2023 Rs. million
Other receivable considered good - Unsecured		
Others	86	97
Unbilled Revenue	15	5
Total	101	102

9. Investments

Particulars	As at March 31, 2024 Rs. million	As at March 31, 2023 Rs. million
At fair value through profit and loss		
Equity instruments	0	0
Total	0	0
Investment in India	0	0
Investment outside India	-	-
Total	0	0

10. Other financial assets

Particulars	As at March 31, 2024 Rs. million	As at March 31, 2023 Rs. million
Deposit placed with exchanges and depository	16,915	24
Deposit placed for premises and others	152	140
Interest Accrued on:		
Fixed deposits	282	267
Other Interest receivable	44	44
Less: Allowance for impairment loss	(44)	(44)
Total	17,349	431

11. Current tax assets (net)

Particulars	As at March 31, 2024 Rs. million	As at March 31, 2023 Rs. million
Advance payment of taxes [Net of provision for taxes Rs.33,556 million (Rs. 31,569 million as of March 31, 2023)]	1,424	1,320
Total	1,424	1,320

Notes to the Financial Statements (Contd...)

12. Property, plant and equipment

(a) Property, plant and equipment as at March 31, 2024

Particulars	Gross block (at deemed cost)					Accumulated Depreciation			Rs. million
	As at April 1, 2023 (A)	Additions (B)	Deductions (C)	As at March 31, 2024 (D=A+B-C)	As at April 1, 2023 (E)	For the year (F)	Deductions (G)	As at March 31, 2024 (H=E+F-G)	As at March 31, 2024 (I=D-H)
Leasehold Improvements	318	-	-	318	186	31	-	217	101
Computers and Allied Equipment	538	73	9	602	431	51	9	473	129
Enterprise Core Network Assets	85	-	-	85	39	9	-	48	37
Office Equipment	151	9	13	147	144	2	13	133	14
Furniture and Fixtures	78	0	-	78	50	9	-	59	19
Total	1,170	82	22	1,230	850	102	22	930	300

(b) Property, plant and equipment as at March 31, 2023

Particulars	Gross block (at deemed cost)					Accumulated Depreciation			Rs. million
	As at April 1, 2022 (A)	Additions* (B)	Deductions (C)	As at March 31, 2023 (D=A+B-C)	As at April 1, 2022 (F)	For the year (H)	Deductions (I)	As at March 31, 2023 (H=E+F-G)	As at March 31, 2023 (I=D-H)
Leasehold Improvements	318	-	-	318	155	31	-	186	132
Computers and Allied Equipment	482	56	-	538	388	43	-	431	107
Enterprise Core Network Assets	85	-	-	85	30	9	-	39	46
Office Equipment	146	5	-	151	142	2	-	144	7
Furniture and Fixtures	78	-	-	78	42	8	-	50	28
Total	1,109	61	-	1,170	757	93	-	850	320

13.a Capital work in progress
Capital work in progress as at March 31, 2024

Particulars	As at March 31, 2024				Rs. million
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in Progress	20	2	-	-	22
Projects temporarily Suspended	-	-	-	-	-
Total	20	2	-	-	22

Capital work in progress as at March 31, 2023

Particulars	As at March 31, 2023				Rs. million
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in Progress	53	6	-	-	59
Projects temporarily Suspended	-	-	-	-	-
Total	53	6	-	-	59

Notes to the Financial Statements (Contd...)

13.b Intangible assets under development

Particulars	As at March 31, 2024			Total
	Less than 1 year	1-2 years	2-3 years More than 3 years	
Projects in Progress	1	-	-	1
Projects temporarily Suspended	-	-	-	-
Total	1	-	-	1

Rs. million

Particulars	As at March 31, 2023			Total
	Less than 1 year	1-2 years	2-3 years More than 3 years	
Projects in Progress	-	-	-	-
Projects temporarily Suspended	-	-	-	-
Total	-	-	-	-

Rs. million

14. Intangible assets

Particulars	Gross block (at deemed cost)				Accumulated Amortization		Net block As at March 31, 2024 (I=D-H)
	As at April 1, 2023 (A)	Additions (B)	Deductions (C)	As at March 31, 2024 (D=A+B-C)	As at April 1, 2023 (E)	For the year (F)	
Software	38	0	-	38	26	5	31
Total	38	0	-	38	26	5	31

Rs. million

Particulars	Gross block (at deemed cost)				Accumulated Amortization		Net block As at March 31, 2023 (I=D-H)
	As at April 1, 2022 (A)	Addition (B)	Deductions (C)	As at March 31, 2023 (D=A+B-C)	As at April 1, 2022 (E)	For the year (F)	
Software	36	2	-	38	21	5	26
Total	36	2	-	38	21	5	26

Rs. million

Notes to Financial Statements (Contd...)
15. Other non-financial assets

Particulars	As at March 31, 2024 Rs. million	As at March 31, 2023 Rs. million
Prepayments and others	80	88
Advances	0	0
Less: Allowance for impairment	(3)	(3)
Total	77	85

16. Trade payables

Particulars	As at March 31, 2024 Rs. million	As at March 31, 2023 Rs. million
Total outstanding dues of micro and small enterprises [refer note 41]	1	0
Total outstanding dues of creditors other than micro enterprises and small enterprises	26,345	280
Total	26,346	280

Trade Payable aging schedule as at March 31, 2024
Rs. million

Particulars	Outstanding for following periods from the due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	1	-	-	-	1
(ii) Others	26,345	-	-	-	26,345
	26,346	-	-	-	26,346

Trade Payable aging schedule as at March 31, 2023
Rs. million

Particulars	Outstanding for following periods from the due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	0	-	-	-	0
(ii) Others	280	-	-	-	280
	280	-	-	-	280

17. Other payables

Particulars	As at March 31, 2024 Rs. million	As at March 31, 2023 Rs. million
Total outstanding dues of micro enterprises and small enterprises [refer note 41]	0	0
Total outstanding dues of creditors other than micro enterprises and small enterprises	228	211
Total	228	211

Notes to Financial Statements (Contd...)
18. Other financial liabilities

Particulars	As at March 31, 2024 Rs. million	As at March 31, 2023 Rs. million
Unpaid dividend	0	0
Client margin money	23,729	12,683
Salaries and incentives payable	182	198
Other Payables	29	35
Total	23,940	12,916

19. Provisions

Particulars	As at March 31, 2024 Rs. million	As at March 31, 2023 Rs. million
Provision for employee benefits:		
Compensated absences	421	396
Gratuity (Refer note 33 (ii))	45	60
Total	466	456

20. Other non-financial liabilities

Particulars	As at March 31, 2024 Rs. million	As at March 31, 2023 Rs. million
Statutory dues payable (including Provident fund, Tax deducted at Source, Goods and Services Tax)	528	121
Total	528	121

Notes to the Financial Statements (Contd...)

21. Equity share capital

Particulars	As at March 31, 2024		As at March 31, 2023	
	Number of Shares	Rs. million	Number of Shares	Rs. million
Authorised				
Equity shares of Rs. 10 each	283,750,000	2,838	283,750,000	2,838
Cumulative redeemable preference shares of Rs. 10 each	810,000,000	8,100	810,000,000	8,100
Total		10,938		10,938
Issued, subscribed and paid up				
Equity shares of Rs. 10/- each, fully paid up	23,155,039	232	23,155,039	232
Total	23,155,039	232	23,155,039	232

Reconciliation of number of shares :

Particulars	As at March 31, 2024		As at March 31, 2023	
	Number of Shares	Rs. million	Number of Shares	Rs. million
Balance as at the beginning of the year	23,155,039	232	23,155,039	232
Balance as at the end of the year	23,155,039	232	23,155,039	232

Rights, preferences and restrictions attached to shares:

The Company has only one class of equity shares with a par value of Rs. 10/- each. Each shareholder is eligible for one vote per share. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of the remaining assets of the Company after distribution of all preferential amounts. However, no such preferential amounts exist currently. The distribution will be in proportion to the number of equity shares held by the shareholders.

Shares held by the holding company, ultimate holding company and their subsidiaries/associates are as below:

Name of Shareholder	Nature of Relationship	As at March 31, 2024		As at March 31, 2023	
		Number of Shares	Rs. million	Number of Shares	Rs. million
GHS Singapore Holding Pte. Limited	Holding Company	23,143,897	231	23,143,897	231

Details of shares held by shareholders holding more than 5% of the aggregate shares in the Company:

Particulars	As at March 31, 2024		As at March 31, 2023	
	Number of Shares	% of holding	Number of Shares	% of holding
GHS Singapore Holding Pte. Limited	23,143,897	99.95%	23,143,897	99.95%

Disclosure of Shareholding of Promoters

Promoter* name	Shares held by promoters at the end of the year as at March 31, 2024		% change during the year	
	No. of Shares	% of total shares	No. of Shares	% change
GHS Singapore Holding Pte. Limited	23,143,897	99.95%	23,143,897	0%

Promoter* name

GHS Singapore Holding Pte. Limited	Shares held by promoters at the end of the year as at March 31, 2023		% change during the year	
	No. of Shares	% of total shares	No. of Shares	% change
GHS Singapore Holding Pte. Limited	23,143,897	99.95%	23,143,897	0%

* promoter here means promoter as defined in the Companies Act , 2013

Notes to Financial Statements (Contd...)

22. Other equity

Refer Statement of Changes in Equity for detailed movement in equity balances.

Particulars	As at March 31, 2024 Rs. million	As at March 31, 2023 Rs. million
Summary of other equity balances		
<u>Reserves and Surplus</u>		
Capital redemption reserve	8,100	8,100
Securities premium	44	44
General reserve	4,511	4,511
Share based payment reserve	225	132
Retained earnings	28,076	22,336
Other Items of OCI	12	(1)
Total	40,968	35,122

Nature and purpose of reserves

i) Capital redemption reserve

As per Companies Act, 2013, capital redemption reserve is created when a company purchases its own equity shares / preference shares out of free reserves or securities premium. A sum equal to the nominal value of the shares so purchased is transferred to capital redemption reserve. The reserve is utilized in accordance with the provisions of section 69 of the Companies Act, 2013.

ii) Securities premium

Securities premium is used to record the premium on issue of equity shares/preference shares/debentures. The reserve is utilized in accordance with the provisions of section 52 of the Companies Act, 2013.

iii) General reserve

The general reserve is a free reserve which is used from time to time to transfer profits from retained earnings for appropriation purposes. As the general reserve is created by a transfer from one component of equity to another and is not an item of Other Comprehensive Income, items included in the general reserve will not be reclassified subsequently to Statement of Profit and Loss.

iv) Share based payment reserve

The fair value of the equity settled share based payment transaction with employees of the Company in terms of the global long-term incentive compensation plans of the ultimate controlling enterprises is recognised in statement of profit and loss with corresponding credit to employee stock reserve. Any subsequent payment to the ultimate controlling enterprise is debited to the employee stock reserve.

v) Retained earnings

Retained earnings are the profits that the Company has earned till date, less any transfers to General reserve, dividends or other distributions paid to shareholders.

Notes to Financial Statements (Contd...)
23. Fees and commission income

Particulars	Year ended March 31, 2024 Rs. million	Year ended March 31, 2023 Rs. million
Professional fees	1,009	1,174
Brokerage	8,192	4,869
Total	9,201	6,043

24. Other income

Particulars	Year ended March 31, 2024 Rs. million	Year ended March 31, 2023 Rs. million
Interest Income		
- On financial assets measured at amortised cost:		
Bank deposits	2,555	1,709
Unwinding of discount on financial assets	16	14
Infrastructure and support fees recovered	63	63
Secondment charges recovered	5	4
Net gain on derecognition of property plant and equipment	0	-
Net (loss) on foreign currency transactions	(3)	(14)
Miscellaneous income	0	1
Total	2,636	1,777

25. Finance costs

Particulars	Year ended March 31, 2024 Rs. million	Year ended March 31, 2023 Rs. million
On Recognition of Liability in respect of Leases		
Interest expense on lease liabilities	56	65
Total	56	65

26. Fees and commission expenses

Particulars	Year ended March 31, 2024 Rs. million	Year ended March 31, 2023 Rs. million
Brokerage, clearing charges and exchange fees	254	160
Fees, commission and other direct expenses	-	16
Total	254	176

Notes to Financial Statements (Contd...)
27. Employee benefits expenses

Particulars	Year ended March 31, 2024 Rs. million	Year ended March 31, 2023 Rs. million
Salaries and incentives	1,846	1,901
Contribution to provident fund [refer note 33(i)]	66	64
Share based payment [refer note 38]	316	206
Gratuity [refer note 33(ii)]	48	43
Staff welfare expenses	17	27
Total	2,293	2,241

28. Depreciation, amortisation and impairment

Particulars	Year ended March 31, 2024 Rs. million	Year ended March 31, 2023 Rs. million
Depreciation on property, plant and equipment [refer note 12]	102	94
Amortisation on intangible assets [refer note 14]	5	5
Depreciation on Right of Use Assets	222	221
Total	329	320

29. Other expenses

Particulars	Year ended March 31, 2024 Rs. million	Year ended March 31, 2023 Rs. million
Advertisement, publicity and sales promotion	35	17
Communication costs	58	66
Corporate Social Responsibility expenditure [refer note 32. b]	75	73
Data subscription costs	108	112
Electricity	39	38
Infrastructure and support costs	92	83
Insurance	5	6
Legal and professional fees	164	124
Auditors remuneration (excluding taxes) [Refer note 32. a]	6	5
Printing and stationery	1	6
Rates and taxes	298	190
Rent	0	0
Repairs and maintenance	186	180
Secondment charges incurred	53	56
Travelling expenses	73	70
Miscellaneous expenses	17	33
Total	1,210	1,059

Notes to Financial Statements (Contd...)

30. Contingent liabilities : (to the extent not provided for)

Particulars	As at March 31, 2024 Rs. million	As at March 31, 2023 Rs. million
(a) Claims against the company not acknowledged as debt:		
Income-tax demands disputed in appeals before the authorities	2,139	2,013
(b) Others	1	1
Total	2,140	2,014

31. Commitments

Particulars	As at March 31, 2024 Rs. million	As at March 31, 2023 Rs. million
Estimated amount of contracts remaining to be executed on capital account (net of advances) and not provided for	16	25
Total	16	25

32. Additional disclosures

a. Payment to auditors (including taxes):

Particulars	Year ended March 31, 2024 Rs. million	Year ended March 31, 2023 Rs. million
Statutory Audit Fees	7	6
Certification fees	0	0
Total	7	6

b. Corporate Social Responsibility (CSR) expenditure:

Particulars	Year ended March 31, 2024 Rs. million	Year ended March 31, 2023 Rs. million
(1) Amount required to be spent by the Company during the year	77	76
(2) Amount of expenditure incurred	77	76
(3) Shortfall at the end of the year	-	-
(4) Total of Previous Year's Shortfall	-	-
(5) Reason for Shortfall	NA	NA
(6) Nature of CSR activities	Education & Skills	Education & Skills
(7) Details of related party transactions, e.g. contribution to a trust controlled by the Company in relation to CSR expenditure as per relevant Accounting Standard	-	-
(8) Where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision	-	-

c. Other additional disclosures (for Financial year ended March 31, 2024 and March 31, 2023)

- i. Title deeds of Immovable Properties not held in name of company -The Company does not have any immovable property other than leased properties. Hence, disclosure requirements are not applicable.
- ii. The Company did not have any loans and advances outstanding to promoters, directors, Key Management Personnel and the related parties that are repayable on demand or without specifying any terms of repayment.
- iii. There is no legal proceedings initiated/pending against the Company for holding any benami property.
- iv. The Company has not been declared as Wilful Defaulter by any bank or financial institution or other lenders.
- v. The Company did not have any transactions with the companies struck off under section 248 of Companies Act, 2013 or section 560 of Companies Act, 1956 during the financial year.
- vi. There is no charge or satisfaction which is yet to be registered with ROC beyond the statutory period.
- vii. Compliance with number of layers of companies - the Company doesn't have any subsidiary hence not applicable.
- viii. There are not any scheme of arrangements as per sections 230 to 237 of the Companies Act, 2013.
- ix. There are not any transactions which are not recorded in the books of accounts that have been surrendered or disclosed as income during the year in the tax assessments under the Income tax Act, 1961.
- x. The Company has not traded or invested in Crypto currency or Virtual currency during the financial year.
- xi. During the year, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall:
 - directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Company or
 - provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries
- xii. During the year, no funds have been received by the Company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall:
 - directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Funding Party or
 - provide any guarantee, security or the like from or on behalf of the Ultimate Beneficiaries.

Notes to Financial Statements (Contd...)
33. Employee benefits
Disclosures in respect of Defined Contribution Plan and Defined Benefit Plan :
i. Defined contribution plan:

Company's contribution to provident fund is **Rs. 66 million** [Previous year Rs. 64 million]

ii. Defined Benefit plan:

Defined benefit plan represents the gratuity benefits payable to the employees. The Company has a funded plan for gratuity which is managed by DSP Merrill Lynch Limited Employees' Gratuity Fund. Funds of the trust are being managed by private insurance company.

(a) Reconciliation of fair value of assets and obligations

Particulars	As at March 31, 2024 Rs. million	As at March 31, 2023 Rs. million
Present value (PV) of funded obligation for gratuity	(485)	(437)
Fair value of plan assets	440	377
Balance as at the year end - (Deficit)/Surplus	(45)	(60)

(b) Reconciliation of opening and closing balances of Defined Benefit Obligation

Particulars	Year ended March 31, 2024 Rs. million	Year ended March 31, 2023 Rs. million
Opening defined benefit obligation	437	383
Current service cost	45	41
Interest cost	31	26
Actuarial (gain) / loss arising from change in financial assumptions	7	(2)
Actuarial (gain) / loss arising from experience adjustment	(23)	9
Acquisition / (Transfer)	(1)	-
Benefits paid	(11)	(20)
Defined benefit obligation at year end	485	437

(c) Reconciliation of opening and closing balances of fair value of plan assets

Particulars	Year ended March 31, 2024 Rs. million	Year ended March 31, 2023 Rs. million
Opening fair value of plan assets	377	331
Interest income on plan assets	29	24
Actuarial gain / (loss) arising from change in financial assumptions	0	(0)
Contributions by employer	45	42
Benefits paid	(11)	(20)
Fair value of plan assets at year end	440	377

Notes to Financial Statements (Contd...)
33. Employee benefits (Contd....)
(d) Expenses recognised during the year

Particulars	Year ended March 31, 2024 Rs. million	Year ended March 31, 2023 Rs. million
In Income Statement		
Current service cost	45	41
Interest cost	3	2
Net cost	48	43
In Other Comprehensive Income		
Actuarial (gain) / loss arising from change in financial assumptions	6	(2)
Actuarial (gain) / loss arising from experience adjustment	(23)	9
Net (income)/ expense for the period recognised in OCI	(17)	7

(e) Investment details

Particulars	As at March 31, 2024	As at March 31, 2023
Cash	0%	1%
Schemes of insurance - conventional products	100%	99%
Others (including FDs and Special deposits)	0%	0%
Total	100%	100%

(f) Principal actuarial assumptions

Particulars	As at March 31, 2024	As at March 31, 2023
Discount rate (p.a.)	7.00%	7.20%
Salary escalation rate (p.a.)	9.00%	9.00%
Rate of return on plan assets (p.a.)	7.00%	7.20%
Attrition rate	8.50%	8.50%

The mortality assumptions and rates considered in assessing the Company's post retirement liabilities are as per the published rate under the Indian Assured Lives Mortality (2006-08) Ultimate table.

The estimates of future salary increase, considered in actuarial valuation, take into account the inflation, seniority, promotion and other relevant factors.

Notes to Financial Statements (Contd...)
33. Employee benefits (Contd....)
(g) Sensitivity Analysis

Particulars	Year ended March 31, 2024 Rs. million	Year ended March 31, 2023 Rs. million
Change in discounting rate		
Increase in rate by 1%	(31)	(28)
Decrease in rate by 1%	35	32
Change in rate of salary increase		
Increase in rate by 1%	33	31
Decrease in rate by 1%	(30)	(28)
Change in rate of employee turnover		
Increase in rate by 5%	(19)	(16)
Decrease in rate by 5%	26	22

The sensitivity results above determine their individual impact on the Plan's end of year Defined Benefit Obligation. In reality, the Plan is subject to multiple external experience items which may move the Defined Benefit Obligation in similar or opposite directions, while the Plan's sensitivity to such changes can vary over time.

(h) Weighted Average duration and expected employer contribution:

Weighted average duration of the defined benefit plan as at March 31, 2024 is 7 years (as at March 31, 2023, 7 years). Expected employer contribution for the next year is Rs. 37 million.

34. Leases

The Company's lessee arrangements predominantly consist of leases for office premises. Lease terms may contain renewal and extension options and early termination features. Generally, these options do not impact the lease term because the Company is not reasonably certain that it will exercise the options.

For further details on the Company's accounting policy with respect to leases, refer note 2(g).

The Company has not sub-leased any part of the above premises. There are no lease payments recognized in the Statement of Profit and Loss for contingent rent. The terms of renewal and escalation clauses are those normally prevalent in similar agreements. There are no undue restrictions or onerous clauses in the agreements.

(a) Right-of Use Assets

Particulars	As at March 31, 2024 Rs. million	As at March 31, 2023 Rs. million
Opening Right of use asset	882	1,103
Additions during the year	64	-
Depreciation for the year	(221)	(221)
Right of Use Asset at year end	725	882

(b) Lease Liabilities
(i) Maturity Analysis-Contractual undiscounted Cash Flows

Particulars	As at March 31, 2024 Rs. million	As at March 31, 2023 Rs. million
Within 12 months	283	247
Beyond 12 months	654	869
Total undiscounted cash flow	937	1,116
Less : net present value adjustment	(87)	(129)
Lease liabilities	850	987

Notes to the Financial Statements (Contd...)

34. Leases (Contd....)

(ii) Movement during the year

Particulars	As at March 31, 2024 Rs. million	As at March 31, 2023 Rs. million
Opening Balance	987	1,175
Additions during the year	62	-
Interest recognised on lease liabilities	56	65
Repayment during the year	(255)	(253)
Closing Balance	850	987

(c) Amount recognised in Statement of Profit & Loss

Particulars	As at March 31, 2024 Rs. million	As at March 31, 2023 Rs. million
Depreciation of Right-of-Use Assets	222	221
Interest on Lease Liabilities	56	65
Total	278	286

(d) Cash flows

Particulars	As at March 31, 2024 Rs. million	As at March 31, 2023 Rs. million
Cash (outflows) during the year for all leases	(255)	(253)
Total	(255)	(253)

35. Related party disclosures

i. List of related parties and their relationships :

Sr. no.	Name of the related party	Relationship
1	Bank of America Corporation (BAC)	Ultimate Controlling Enterprise (a)
2	GHS Singapore Holdings Pte. Limited	Holding Company (b)
3	Bank of America, N.A - India Branches	Fellow Subsidiary
4	Bank of America, National Association - USA and its Branches	Fellow Subsidiary
5	Merrill Lynch International, LLC.	Fellow Subsidiary
6	Merrill Lynch Global Services Pte. Limited	Fellow Subsidiary
7	Merrill Lynch (Asia Pacific) Limited	Fellow Subsidiary
8	Merrill Lynch International	Fellow Subsidiary
9	Merrill Lynch (Singapore) Pte. Ltd.	Fellow Subsidiary
10	BofA Securities Europe SA	Fellow Subsidiary
11	BOFA Securities Inc	Fellow Subsidiary
12	BofA Securities Japan co., Ltd	Fellow Subsidiary
13	Bank of America Europe DAC – Frankfurt branch	Fellow Subsidiary
14	Asit Bhatia, Arbind Maheswari, Rajnarayan Balakrishnan, Sudhir Jain, Mitali Ghosh, Kumar Shah, Viral Damania*, Manishi Kansal**	Key Management Personnel (KMP)

(a) Refer Note 1 - Company background

(b) Refer Note 21 - Equity share capital

* ceased to be non-executive director w.e.f. December 19, 2023

** has been appointed with effect from December 18, 2023

Notes to the Financial Statements (Contd...)
35. Related party disclosures (Contd...) :
ii. Transactions during the year / balances with related parties :
Rs. million

Sr. No.	Nature of transaction	Ultimate Controlling Enterprise	Holding Company	Fellow Subsidiaries	Key Management Personnel (KMP)
1	Equity share capital Balance as at March 31, 2024 <i>Previous year</i>	- -	231 231	- -	- -
2	Bank balance <i>Previous year</i>	- -	- -	1,771 ⁽¹⁾ 2,245	- -
3	Fixed deposits - placement Placed during the year <i>Previous year</i> Matured during the year <i>Previous year</i> Balance as at March 31, 2024 <i>Previous year</i>	- - - - -	- - - - -	4,00,200 ⁽¹⁾ 1,84,069 3,94,660 ⁽¹⁾ 1,85,389 24,500 ⁽¹⁾ 18,960	- - - - - -
4	Margin deposits Received during the year <i>Previous year</i> Refunded / adjusted during the year <i>Previous year</i> Balance as at March 31, 2024 <i>Previous year</i>	- - - - -	- - - - -	2,32,604 ⁽²⁾ 68,658 2,17,400 ⁽²⁾ 76,624 (19,483) (4,278)	- - - - - -
5	Revenue from operations Fees and commission income <i>Previous year</i> Balance as at March 31, 2024 <i>Previous year</i>	- - - -	- - - -	2,266 ⁽³⁾ 1,088 (26,129) ⁽⁷⁾ (33)	- - - -
6	Other income				
a)	Infrastructure and support fees recovered <i>Previous year</i> Balance as at March 31, 2024 <i>Previous year</i>	- - - -	- - - -	63 ⁽⁶⁾ 63 16 16	- - - -
b)	Interest Income <i>Previous year</i> Balance as at March 31, 2024 <i>Previous year</i>	- - - -	- - - -	1,260 ⁽¹⁾ 925 51 22	- - - -
c)	Secondment charges recovered <i>Previous year</i> Balance as at March 31, 2024 <i>Previous year</i>	- - - -	- - - -	5 ⁽¹⁾ 5 1 1	- - - -
7	Payment / (recovery) in respect of retirement benefits of transferred employees, net <i>Previous year</i> Balance as at March 31, 2024 <i>Previous year</i>	- - - -	- - - -	(1) - - -	- - - -
8	Remuneration <i>Previous year</i> Balance as at March 31, 2024 <i>Previous year</i>	- - - -	- - - -	- - - -	199 ⁽⁴⁾ 207 0 0

Notes to the Financial Statements (Contd...)

35. Related party disclosures (Contd...) :

ii. Transactions during the year / balances with related parties (Contd...)

Rs. million

Sr. No.	Nature of transaction	Ultimate Controlling Enterprise	Holding Company	Fellow Subsidiaries	Key Management Personnel (KMP)
9	Infrastructure costs incurred	-	-	92 ⁽¹⁾	-
	<i>Previous year</i>	-	-	83	-
	Balance as at March 31, 2024	-	-	(43)	-
	<i>Previous year</i>	-	-	(45)	-
10	Secondment charges incurred	-	-	54 ⁽¹⁾	-
	<i>Previous year</i>	-	-	56	-
	Balance as at March 31, 2024	-	-	(9)	-
	<i>Previous year</i>	-	-	(5)	-
11	Interest and bank charges	-	-	0 ⁽¹⁾	-
	<i>Previous year</i>	-	-	0	-
12	Other expenses				
a)	Fees and commission expenses				
	<i>Previous year</i>	-	-	16	-
	Balance as at March 31, 2024	-	-	-	-
	<i>Previous year</i>	-	-	-	-
b)	Professional fees expenses				
	<i>Previous year</i>	-	-	3 ⁽⁵⁾	-
	Balance as at March 31, 2024	-	-	4	-
	<i>Previous year</i>	-	-	(3)	-
	<i>Previous year</i>	-	-	(4)	-
13	Receivable towards with-holding tax (TDS) recovered from employees on stock compensation, etc..	85	-	-	-
	<i>Previous year</i>	80	-	-	-
14	Reimbursement towards restricted stocks/units, net	228	-	-	-
	<i>Previous year</i>	246	-	-	-
	Balance as at March 31, 2024	(228)	-	-	-
	<i>Previous year</i>	(210)	-	-	-

Note: Figures within brackets against balance denote amounts payable by the Company to the related parties

Notes:

- (1) Amounts relates to Bank of America N. A. - India Branches
Company has availed **Rs. 500 million** funded and **Rs. 3250 million** non-funded credit facility from Bank of America N.A. - India Branches
- (2) Margin deposit **Rs.232,604 million** [previous year Rs. 68,658 million] placed by BofA Securities Europe SA.
Margin deposit refunded **Rs. 217,400 million** [previous year Rs. 76,624 million] refunded to BofA Securities Europe SA.
- (3) Income from fees and commission income includes
a. Commission income of **Rs. 2,163 million** [Previous year Rs. 933 million] from BofA Securities Europe SA and
b. Professional fees income of **Rs. 56 million** [Previous year Rs. 23 million] from Merrill Lynch International, **Nil** [Previous year Rs. 122 million] from BofA Securities Inc., **Rs. 9 million** [Previous year Rs. 10 million] from Merrill Lynch (Singapore) Pte Ltd and **Rs. 38 million** [Previous year nil] from Bank of America Europe DAC – Frankfurt branch.
- (4) Includes Short term employee benefits **Rs. 103 million** (Previous year Rs. 104 million), Post employment benefits **Rs. 2 million** (Previous year Rs. 2 million), other long term benefits **Rs. 0.4 million** (Previous year Rs. 0.3 million), Termination benefits **Rs. 2 million** (Previous year Rs. 1.3 million), share based payment **Rs. 44 million** (Previous year Rs. 50 million), fees for attending Board/Committee meetings **Rs. 2 million** (Previous year Rs. 1.5 million), secondment fees of **Rs. 46 million** (Previous year Rs. 49 million)
- (5) Includes **Rs. 0.4 million** [Previous year Rs. 1 million] pertaining to Merrill Lynch Global Services Pte. Limited and **Rs. 3 million** [Previous year Rs. 3 million] pertaining to Bank of America N.A. - USA.
- (6) Includes **Rs. 26 million** [Previous year Rs. 25 million] pertaining to Bank of America N.A. - India Branches, **Rs. 34 million** [Previous year Rs. 35 million] pertaining to Merrill Lynch (Asia Pacific) Ltd and **Rs. 3 million** [Previous year Rs. 3 million] pertaining to BofA Securities Japan co., Ltd.
- (7) The amount represents trade receivable / (trade payable).

Notes to Financial Statements (Contd...)

36. Segment reporting

The Company has identified two primary reportable business segments namely 'Advisory and Transactional Services' and 'Principal Transactions' in terms of Ind AS 108 "Operating Segment". Information in respect of reportable segments performance is given below:

Sr. No.	Particulars	Rs. million							
		Advisory and Transactional Services		Principal Transactions		Unallocable		Total	
		March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023	March 31, 2023	
1	Segment Revenue	10,337	6,722	1,499	1,104	1	(6)	11,837	7,820
2	Segment Results	6,399	3,072	1,342	941	(46)	(54)	7,695	3,959
3	Segment Assets	60,233	22,090	31,552	26,430	1,773	1,805	93,558	50,325
4	Segment Liabilities	51,701	14,402	38	47	619	522	52,358	14,971
5	Capital Expenditure	79	61	3	2	-	-	82	63
6	Depreciation, amortisation and impairment	320	310	9	10	-	-	329	320
7	Other significant non-cash expenses	339	233	25	16	-	-	364	249

The Advisory and Transactional services comprise of Merchant Banking, Underwriting, Broking and interest on fixed deposits. The Principal Transactions segment consists of earnings from transactions in securities and deployment of surplus funds.

Segment assets include all operating assets used by a segment and consist primarily of fixed assets net of provision and allowance, investments, other current assets and fixed deposits.

Segment liabilities include all operating liabilities and other payables.

Items that relate to the enterprise as a whole or at the corporate level not attributable to a particular segment are included under "Unallocable". The Company operates in a single reportable geographical segment.

Notes to Financial Statements (Contd...)
37. Earnings per equity share (EPS):

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Net profit after tax: attributable to equity shareholders [Rs. million]	5,740	2,853
Weighted average numbers of shares outstanding during the year	23,155,039	23,155,039
Face value per share [Rs.]	10	10
Basic EPS [Rs.]	248	123

There is no dilution to Basic EPS as there are no outstanding dilutive potential equity shares.

38. Share Based Payments

Restricted stocks / restricted units (RSU) of the Company's ultimate holding company, Bank of America Corporation (BAC), are granted to the eligible employees of the Company in terms of the global long-term incentive compensation plans of the ultimate holding company. These restricted stocks / restricted units vest in three / four equal annual instalments beginning one year from the grant date. The fair value of restricted stocks/ restricted units were determined based on the price of BAC common stock at the date of grant. Recipients of RSU awards may receive cash payments equivalent to dividends.

During the year ended March 31, 2024, **145,366** numbers of restricted stocks / restricted units were granted (Previous year 118,881) and the average estimated fair value per unit on the date of grant was **US\$ 33.83** (Previous year US\$ 35.51). Employee benefits expense for the year includes **Rs. 316 million** (Previous year Rs. 206 million) towards equity settled awards. The liability towards restricted stocks / restricted units (cash settled) recognised as on March 31, 2024 is **Rs. 29 million** (as at March 31, 2023 Rs. 35 million)

39. Infrastructure and support fees recovered represent amounts recovered from fellow subsidiaries towards use of the Company's facilities and resources. Secondment charges represent amounts recovered from fellow subsidiaries towards secondment of employees.

40. Income Taxes
a) Reconciliation of the total tax charge

The tax charge shown in the Statement of Profit and Loss differs from the tax charge that would apply if all profits had been charged at India corporate tax rate. A reconciliation between the tax expense and the accounting profit multiplied by India corporate tax rate for the years ended March 31, 2024 and March 31, 2023 is as follows:

Particulars	Year ended March 31, 2024 Rs. million	Year ended March 31, 2023 Rs. million
Accounting profit before tax	7,695	3,959
Tax at India's statutory income tax rate of 25.168% (previous year 25.168%)	1,937	996
Tax effect of income that is not taxable in determining taxable profit	-	-
Tax effect of expenses / allowances that are not deductible in determining taxable profit	19	16
Tax expense pertaining to prior years	(2)	91
Others	1	3
Income tax expense at effective tax rate	1,955	1,106
Effective tax rate	25.399%	27.938%

Notes to Financial Statements (Contd...)
40. Income Taxes (Contd...)
b) Movement of deferred tax assets and liability

					Rs. million
Movement for the year ended March 31, 2024	As at April 1, 2023	(Charge)/ Credit in the Statement of Profit and Loss	(Charge) / Credit in other comprehensive Income	Charge / (Credit) on account of change in tax rate	As at March 31, 2024
Deferred tax assets					
- Disallowance u/s 43B of Income-tax Act, 1961	57	2	-	-	59
- Depreciation / amortisation	43	(2)	-	-	41
- Allowance for impairment on interest receivable	11	-	-	-	11
- Amortisation cost of restricted stock/units	33	23	-	-	56
- Unwinding of discount on Lease Liability	249	(35)	-	-	214
- Employee benefit plans	115	6	(4)	-	117
- Others	21	(3)	-	-	18
Total (a)	529	(9)	(4)	-	516
Deferred tax liability					
- Amortisation cost of Right-of-Use Asset	223	(41)	-	-	182
Total (b)	223	(41)	-	-	182
Deferred tax assets, net (a-b)	306	32	(4)	-	334

					Rs. million
Movement for the year ended March 31, 2023	As at April 1, 2022	(Charge)/ Credit in the Statement of Profit and Loss*	(Charge) / Credit in other comprehensive Income	Charge / (Credit) on account of change in tax rate	As at March 31, 2023
Deferred tax assets					
- Disallowance u/s 43B of Income-tax Act, 1961	53	4	-	-	57
- Depreciation / amortisation	46	(3)	-	-	43
- Allowance for impairment on interest receivable	11	-	-	-	11
- Amortisation cost of restricted stock/units	31	2	-	-	33
- Unwinding of discount on Lease Liability	296	(47)	-	-	249
- Employee benefit plans	95	18	2	-	115
- Others	25	(4)	-	-	21
Total (a)	557	(30)	2	-	529
Deferred tax liability					
- Amortisation cost of Right-of-Use Asset	278	(55)	-	-	223
Total (b)	278	(55)	-	-	223
Deferred tax assets, net (a-b)	279	25	2	-	306

Notes to Financial Statements (Contd...)

41. Disclosures pertaining to Micro Enterprises and Small Enterprises:

Particulars	Year ended March 31, 2024 Rs. million	Year ended March 31, 2023 Rs. million
The following details relating to Micro and Small Enterprises shall be disclosed:		
(a) the principal amount and the interest due thereon remaining unpaid	1	0
(b) the amount of interest paid in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during each accounting year	0	-
(c) the amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006	-	-
(d) the amount of interest accrued and remaining unpaid at the end of each accounting year	0	0
(e) the amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006	-	-

The above information regarding Micro and Small Enterprises has been determined to the extent such parties have been identified on the basis of information available with the Company. This has been relied upon by the Auditors.

42. Restatement of prior year's equity settled share based payment recharged and bank deposits presented in bank balances other than cash and cash equivalents:

The Company has re-assessed its presentation approach and decided to enhance the Statement of Cash flow by presenting a) the equity settled share based payment recharged under financing activities (instead of operating activities) and b) interest received on bank deposits and movement of bank deposits presented in bank balances other than cash and cash equivalents under investing activities (instead of operating activities).

The restated balances are reflected in Statement of Cash Flow:

For the year ended March 31, 2023, a) net cash generated /(used in) from operations under operating activities has been restated from Rs 508 million to Rs. (3,031) million b) equity settled share based payment recharged under financing activities has been restated from Nil to Rs. (210) million c) Placement of bank deposits under investing activities has been restated from Nil to Rs. (39,634) million d) Proceeds of bank deposits under investing activities has been restated from Nil to Rs. 41,742 million e) Interest received on bank deposits under investing activities has been restated from Nil to Rs. 1,641 million. There is no impact to the Company's Statement of profit and loss and other comprehensive income.

43. Financial Risk Management

The Company is engaged in the business of stock broking, securities research, underwriting, investment banking including corporate and financial advisory services. The Company's risk policy operates alongside BAC's global framework. The Company's overall risk management strategy seeks to minimise any adverse effects from the unpredictability of financial markets on the Company's financial performance.

The management is responsible for setting the objectives and underlying principles of financial risk management for the Company. The management establishes detailed policies such as risk management and measurement and exposure limits.

The Company seeks to ensure that the risks associated with such transactions are managed in compliance with various external regulatory and internal guidelines.

The following describes the potential risks that the Company may face:

(i) Market Risk

Market risk is the potential change in an instrument's value caused by fluctuations in currency, price and interest rates, as may be applicable. The level of market risk is influenced by the volatility and liquidity in the markets in which financial instruments are traded.

Market risk exposures for all financial assets and liabilities are measured using sensitivity analysis. The following discussion describes the types of market risk faced by the Company.

(a) Currency risk

Foreign exchange risk arises from the possibility that fluctuations in foreign exchange rates will affect the value of financial instruments. The Company's financial assets and liabilities are mainly denominated in Indian Rupees.

The following table summarises the currency denomination of the Company's foreign currency financial instruments:

Particulars	As at March 31, 2024	
	Transactional currency	Transactional currency
	USD	SGD
Financial Assets [Equivalent Rs. million]	115	-
Financial Liabilities [Equivalent Rs. million]	(233)	(1)

Notes to Financial Statements (Contd...)

43. Financial Risk Management (Contd...)

Particulars	As at March 31, 2023	
	Transactional currency	
	USD	SGD
Financial Assets [Equivalent Rs. million]	94	-
Financial Liabilities [Equivalent Rs. million]	(219)	(0)

A 5% appreciation / depreciation of the respective foreign currencies with respect to functional currency of the Company would result in decrease / increase in the Company's profit after tax by approximately Rs. (4.43) million for the year ended March 31, 2024 (Previous year: Rs. (5)million). Sensitivity results presented above are based on the assumption that all the other parameters remain constant.

(b) Price risk

The Company has insignificant exposure to equity price risk as it does not hold significant investment in equity financial assets.

(c) Interest rate risk

The Company's interest bearing financial assets are term deposits which earn interest at fixed bank deposit rate. Accordingly, the Company's income and operating cash flows are substantially insensitive of changes in market interest rates. The Company has made substantial portion of term deposit maturing within twelve months to minimise the interest rate risk.

(ii) Credit risk

Credit risk is the risk of suffering financial loss, should any of the Company's clients or market counterparties fail to fulfil their contractual obligations to the Company. Credit risk arises mainly from cash and cash equivalents, deposits with banks and financial institutions, trade and other receivable and investment in debt securities and short term measured at fair value through profit or loss.

a) Trade and other receivables

All trade receivables are reviewed and assessed for default on a individual basis. Historical experience of collecting receivables of the Company is supported by low level of past default and hence the credit risk is perceived to be low.

b) Cash and Cash equivalents, bank balances and other financial assets

The Company maintains exposure in cash and cash equivalents and deposits with banks. Cash and cash equivalents and bank deposits are held with high rated banks/financial institutions and short term in nature, therefore credit risk is perceived to be low.

Security deposits have been considered to enjoy low credit risk as they meet the following criteria:

- they have a low risk of default, and
- the Company expects, in the longer term, that adverse changes in economic and business conditions might, but will not necessarily, reduce the ability of the counterparty to fulfil its obligations

Reconciliation of impairment allowance on other financial assets

Particulars	Rs. million
Impairment allowance as at April 1, 2022	44
Add/(less): changes in loss allowance	-
Impairment allowance as at March 31, 2023	44
Add/(less): changes in loss allowance	-
Impairment allowance as at March 31, 2024	44

(iii) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. Prudent liquidity risk management implies maintaining sufficient cash and liquid investments. The Company believes that current cash and cash equivalents are sufficient to meet financial liabilities (refer note no. 44). Accordingly, liquidity risk is perceived to be low.

Notes to Financial Statements (Contd...)**43. Financial Risk Management (Contd...)****Maturity analysis:**

For maturity analysis of financial liabilities of the Company based on contractually agreed undiscounted cash flows as at the balance sheet date, refer Financial liabilities table in note 44. Maturity of assets and liabilities.

(iv) Capital risk management

The Company considers the total equity which includes share capital, retained profits and other reserves as shown in the balance sheet, to be managed capital.

The Company aims to manage its capital efficiently so as to safeguard its ability to continue as a going concern and to optimise returns to its shareholders. The capital structure of the Company is based on management's judgment of the appropriate balance of key elements in order to meet its strategic and day-to-day needs. We consider the amount of capital in proportion to risk and manage the capital structure in light of changes in economic conditions and the risk characteristics of the underlying assets.

The Company maintains a stable and strong capital structure.

Notes to Financial Statements (Contd...)
44. Maturity of assets and liabilities

The table below shows an analysis of assets and liabilities analysed according to when they are expected to be recovered or settled:

Rs. million

Particulars	As at March 31, 2024		
	On demand or within a year	Over 1 year	Total
Financial Assets			
Cash and cash equivalents	31,846	-	31,846
Bank balances other than cash and cash equivalents	14,995	-	14,995
Receivables			
(i) Trade receivables	26,377	-	26,377
(ii) Other receivables	101	-	101
Investments	-	0	0
Other financial assets	17,202	147	17,349
Total Financial Assets	90,521	147	90,668
Non-Financial Assets			
Current tax assets (net)	-	1,424	1,424
Deferred tax assets (net)	-	334	334
Property, plant and equipment	-	300	300
Capital work in progress and Intangible assets under development	-	23	23
Intangible assets	-	7	7
Right-of-Use Asset	-	725	725
Other non-financial assets	4	73	77
Total Non-Financial Assets	4	2,886	2,890
Total Assets	90,525	3,033	93,558
Financial Liabilities			
Payables			
(i) Trade payables			
Total outstanding dues of micro enterprises and small enterprises	1	-	1
Total outstanding dues of creditors other than micro enterprises and small enterprises	26,345	-	26,345
(ii) Other payables			
Total outstanding dues of micro enterprises and small enterprises	0	-	0
Total outstanding dues of creditors other than micro enterprises and small enterprises	228	-	228
Lease Liability	238	612	850
Other financial liabilities	23,911	29	23,940
Total Financial Liabilities	50,723	641	51,364
Non-Financial Liabilities			
Provisions	66	400	466
Other non-financial liabilities	528	-	528
Total Non-Financial Liabilities	594	400	994
Total Liabilities	51,317	1,041	52,358
Assets net of liabilities	39,208	1,992	41,200

Notes to Financial Statements (Contd...)
44. Maturity of assets and liabilities (Contd...)

Rs. million

Particulars	As At March 31, 2023		
	On demand or within a year	Over 1 year	Total
Financial Assets			
Cash and cash equivalents	25,789	-	25,789
Bank balances other than cash and cash equivalents	20,841	-	20,841
Receivables			
(i) Trade receivables	178	-	178
(ii) Other receivables	102	-	102
Investments	0	0	0
Other financial assets	299	132	431
Non-Financial Assets			
Current tax assets (net)	-	1,320	1,320
Deferred tax assets (net)	-	306	306
Property, plant and equipment	-	320	320
Capital work in progress and Intangible assets under development	-	59	59
Intangible assets	-	12	12
Right-of-Use Asset	-	882	882
Other non-financial assets	11	74	85
Total Assets	47,220	3,105	50,325
Financial Liabilities			
Payables			
(i) Trade payables			
Total outstanding dues of micro enterprises and small enterprises	0	-	0
Total outstanding dues of creditors other than micro enterprises and small enterprises	280	-	280
(ii) Other payables			
Total outstanding dues of micro enterprises and small enterprises	0	-	0
Total outstanding dues of creditors other than micro enterprises and small enterprises	211	-	211
Lease Liability	194	793	987
Other financial liabilities	12,881	35	12,916
Non-Financial Liabilities			
Provisions	47	409	456
Other non-financial liabilities	121	-	121
Total Liabilities	13,734	1,237	14,971
Assets net of liabilities	33,486	1,868	35,354

Notes to Financial Statements (Contd...)
45. Fair Value of Financial Instruments
a) Financial instruments by category

The carrying values of financial assets and financial liabilities by category are presented below. It does not include the fair value information for financial assets and financial liabilities not measured at fair value if the carrying amount is a reasonable approximation of fair value

Rs. million

As at March 31, 2024	Measured at			Total carrying Value
	Fair value through profit and loss	Fair value through OCI	Amortised Cost (net of ECL)	
<u>Financial Assets</u>				
Cash and cash equivalents	-	-	31,846	31,846
Bank balances other than cash and cash equivalents	-	-	14,995	14,995
Trade receivables	-	-	26,377	26,377
Other receivables	-	-	101	101
Other financial assets	-	-	17,349	17,349
Total financial assets	-	-	90,668	90,668
<u>Financial Liabilities</u>				
Trade payables	-	-	26,346	26,346
Other payables	-	-	228	228
Lease Liability	-	-	850	850
Other financial liabilities	-	-	23,940	23,940
Total financial liabilities	-	-	51,364	51,364

Rs. million

As at March 31, 2023	Measured at			Total carrying Value
	Fair value through profit and loss	Fair value through OCI	Amortised Cost	
<u>Financial Assets</u>				
Cash and cash equivalents	-	-	25,789	25,789
Bank balances other than cash and cash equivalents	-	-	20,841	20,841
Trade receivables	-	-	178	178
Other receivables	-	-	102	102
Other financial assets	-	-	431	431
Total financial assets	-	-	47,341	47,341
<u>Financial Liabilities</u>				
Trade payables	-	-	280	280
Other payable	-	-	211	211
Lease Liability	-	-	987	987
Other financial liabilities	-	-	12,916	12,916
Total financial liabilities	-	-	14,394	14,394

Notes to Financial Statements (Contd...)

45. Fair Value of Financial Instruments (Contd...)

b) Fair value hierarchy

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

The fair value of financial instruments are classified into three categories i.e. Level 1, 2 or 3 depending on the inputs used in the valuation technique. The hierarchy gives the highest priority to quoted prices in active market for identical assets or liabilities (level 1 measurements) and lowest priority to unobservable inputs (level 3 measurements).

The hierarchies used are as follows:

Level 1: The fair value of financial instruments traded in active markets is based on quoted market prices at the end of the reporting period.

Level 2: The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

Valuation technique used to determine fair value

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction in the principal (or most advantageous) market at the measurement date under current market conditions (i.e. an exit price), regardless of whether that price is directly observable or estimated using a valuation technique.

Specific valuation techniques used to value financial instruments include:

- the fair value of the quoted equity instruments is determined using market price listed on stock exchange.
- the fair value of the unquoted mutual fund units is determined using observable NAV representing repurchase price issued by the mutual fund.
- the fair value of the remaining financial instruments is determined using discounted cash flow analysis and the discount rates used were adjusted for counterparty or own credit risk.

Fair value of financial assets and liabilities measured at amortised cost

For financial assets and financial liabilities that have a short-term maturity, the carrying amounts are a reasonable approximation of their fair value. Such instruments include, cash and bank balances, bank deposits, trade and other receivables, security deposits, loans to employees, other financial assets and trade and other payables. Such amounts have been classified as Level 3 on the basis that no adjustments have been made to the balances in the balance sheet.

The fair values for borrowings and security deposits were calculated based on cash flows discounted using a fair market rate of interest. They are classified as level 3 fair values in the fair value hierarchy due to the inclusion of unobservable inputs including counterparty credit risk

For financial assets and financial liabilities measured at fair value, the carrying amounts are equal to the fair values.

Classification of financial assets and liabilities by fair value hierarchy

There are no level 1, 2, 3 financial assets and liabilities as of March 31, 2024 and March 31, 2023.

c) Fair Values of Level 3 Assets:

There are no level 3 financial assets as of March 31, 2024 and March 31, 2023.

Signatures to notes 1 to 45

As per our report of even date attached

For B S R & Co. LLP

Firm Registration No.: 101248W/W-100022
Chartered Accountants

sd/-

Rohit Alexander

Partner
Membership No. 222515
Mumbai : July 23, 2024

For and on behalf of the Board of Directors

sd/-

Rajnarayan Balakrishnan

Whole-time Director
(DIN: 06694243)

sd/-

Naresh Shah

Chief Financial Officer

Mumbai : July 23, 2024

sd/-

Arbind Maheswari

Whole-time Director
(DIN: 07415888)

sd/-

Priyasha Sehgal

Company Secretary
Membership No. A38367



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