

Association of Registered Investment Advisers

CIN : U93090MH2019NPL319033

DIRECTORS' REPORT

Dear Members,

The Board of Directors of your Company take pleasure in presenting the Director's Report together with Audited Financial Statements of the Company for the period ended March 31, 2024.

1. Financial Performance

[Amt in Rs. (in Lakhs)]

Particulars	As on March 31, 2024	As on March 31, 2023
Total Receipt	158.60	149.55
Total Payment	170.70	123.89
Surplus/(Deficit) before Tax	(12.10)	25.65
Provision for Income Tax (including for earlier years)	(0.012)	6.47
Net Surplus/(Deficit) after Tax	(12.08)	19.18

The total receipt of the Company for the current financial year is of Rs. 1, 58, 60,314/- as compared to Rs. 1,49,55,104/- in preceding Financial Year. The payments also increased from Rs. 1,23,89,726/- to Rs. 1,70,70,448/. Accordingly, the Company had reported net surplus of Rs. 19,18,353/- in the preceding financial year and has reported net deficit of Rs. 12,08,888 /-in the current financial year.

2. State of Affairs

- The Company aims to create a participative community forum of Registered Investment Advisers (RIA)s to meet at regular interval and discuss matters of mutual interest.
- Facilitate
 - Surveys / researches to comprise industry-wide issues
 - Representation of the community interests to regulator and other stakeholders
 - Seminars, workshops, conferences and other such events to elevate the standard of RIA practice in India

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iii. Work towards:

- RIA Brand building
- Creating and promoting ethical standards, corporate governance, professional practices standards.
- Developing a fiduciary industry
- Growing the RIA community by mentoring new aspirant

3. Dividend

Company has been restricted by its articles and section 8 of Companies Act, 2013 to pay any dividend to its Members.

4. Revision of Financial Statement

There was no revision of the financial statements for the year under review.

5. Disclosures under section 134(3)(1) of the Companies Act, 2013

Except as disclosed elsewhere in this report, no material changes and commitments which could affect the Company's financial position have occurred between the end of the financial year of the Company and date of this report.

6. Change in nature of business, if any

There were no changes in the nature of business during the period ending March 31, 2024.

7. Transfer to Reserve

No amount was required to be transferred to the reserves during the financial year ended 31st March, 2024.

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8. Significant and material orders passed by the regulators or courts or tribunals:

During the year under review there has been no such significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future.

9. Share Capital

Since the Company is registered under Section 8 and the liability of its members is limited by guarantee, there is no share capital in the company. Accordingly, the Company is exempted from giving disclosures under Sections 43(a)(ii), 54(1)(d), 62(1)(b) and 67(3) of the Companies Act, 2013.

10. Information about Subsidiary/ JV/ Associate Company

The Company does not have any Subsidiary, Joint venture or Associate Company.

11. Reporting of fraud

There are no frauds reported by the Statutory Auditors of the Company under Section 143(12).

12. Declaration of Independent Director

As the Company is a Section 8 Company, the provisions of the Section 149 of the Companies Act, 2013 shall not be applicable.

13. Board of Directors and Board Meetings

a. Composition & Constitution of Board of Directors:

In an Extra ordinary General Meeting convened on December 21, 2023 (EGM), the Company conducted elections for the 9 vacancies on the Board and accordingly, nine Directors were appointed by the members at the EGM for a period of three years. During the year under review following were the changes in the board:

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S.N.	Name of the Directors	Change	Effective Date
1.	Ms. Kavitha Menon	Appointment for the 1 st term of 3 years	December 21, 2023
2.	Mr. Harsh Roongta	Appointment for the 2 nd term of 3 years	December 21, 2023
3.	Mr. Vivek Rege	Appointment for the 2 nd term of 3 years	December 21, 2023
4.	Mr. Lovaii Navlakhi	Appointment for the 2 nd term of 3 years	December 21, 2023
5.	Ms. Renu Maheshwari	Appointment for the 2 nd term of 3 years	December 21, 2023
6.	Ms. Dilshad Billimoria	Appointment for the 2 nd term of 3 years	December 21, 2023
7.	Mr. Tarun Birani	Appointment for the 2 nd term of 3 years	December 21, 2023
8.	Mr. Amit Kukreja	Appointment for the 2 nd term of 3 years	December 21, 2023
9.	Mr. Shailendra Kumar	Appointment for the 1 st term of 3 years	December 21, 2023
10.	Mr. Vishal Dhawan	Retirement due to completion of 1 st term of 3 years	December 29, 2023
11.	Mr. Rohit Shah	Retirement due to completion of 1 st term of 3 years	December 29, 2023

Further, the members are informed that there is one (1) vacancy coming up at the Board of Directors of the Company due to the completion of the first term of 3 years of directorship of Mr. Suresh Sadagopan on September 24, 2024. Though he eligible for the appointment for another term of 3 years, he has not offered himself for re-appointment. Accordingly, as per the process set out in the Articles of Association of the Company (AoA), the Company received seven (7) applications for the position of Director(s) on the Board against one (1) vacancy. All the 7 candidatures received by the Company forms part of the notice of the ensuing annual general meeting for the consideration of the Members. The Members shall elect the 1 best candidate out of 7 applicants for the said 1 vacant position.

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As on the date of this report your Board comprises of following Directors (in alphabetical order):

1. Mr. Amit Kukreja
2. Ms. Dilshad Kaiwan Billimoria
3. Mr. Harsh Vardhan Roongta
4. Ms. Kavitha Menon
5. Mr. Lovaii Navlakhi
6. Ms. Renu Maheshwari
7. Mr. Shailendra Kumar
8. Mr. Suresh Sadagopan
9. Mr. Tarun Birani
10. Mr. Vivek Pradeep Rege

b. Board Meeting and Attendance:

During the year under review, the Board of your company met Nineteen (19) times. The details of Board Meeting held, and participation of Directors thereat is as given below:

Sr. No.	Date of meeting	Total No. of Directors on the Date of Meeting	No. of Directors attended	% Attendance
1	16-05-2023	10	8	80.00
2	30-05-2023	10	7	70.00
3	13-06-2023	10	9	90.00
4	27-06-2023	10	10	100.00
5	05-07-2023	10	9	90.00
6	11-07-2023	10	8	80.00
7	25-07-2023	10	8	80.00
8	22-08-2023	10	8	80.00
9	29-08-2023	10	8	80.00
10	24-10-2023	10	8	80.00
11	31-10-2023	10	7	70.00

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12	07-11-2023	10	6	60.00
13	12-12-2023	10	7	70.00
14	09-01-2024	10	8	80.00
15	23-01-2024	10	6	60.00
16	06-02-2024	10	8	80.00
17	20-02-2024	10	8	80.00
18	05-03-2024	10	9	90.00
19	19-03-2024	10	7	70.00

During the year under review, the Members of your company met to conduct EGM on Thursday, December 21, 2023 through electronic mode.

Sr. No.	Date of Members Meeting	Type of Meeting	Total no of Members on the date of meeting	No. of Members Attended
1	21-12-2023	EGM	304	26

14. Internal Control System & Risk Management

As the Company is Section 8 Company, which is formed for professional development of its members who are registered with SEBI as Registered Investment Advisers and not carrying on any business commercially hence there are no risks associated with the Company's business.

15. Auditors

a. Statutory Auditors

The Members of the Company at their Annual General Meeting (AGM) held on December 05, 2019 had appointed M/s. J. H. & Co., Chartered Accountant, having Membership No 115320W, as Statutory Auditors of the Company for a period of five years upto the AGM to be held in year 2024.

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The Board recommends to re-appoint M/s. J.H. & Co., Chartered Accountant, having Membership No 115320W, as Statutory Auditors of the Company for another period of five years from the conclusion of ensuing AGM till the conclusion of 11th AGM of the Company.

b. Comment on Auditors' Report

The report of the Auditors along with notes to schedules forms part of this Annual Report. The observations made by the Auditors in the Auditors' Report are self-explanatory and therefore do not call for any further comments.

16. Related party transactions

There are no related party transactions falling under Section 188.

17. Particulars of loans, guarantees or investments under section 186:

The transactions for the period ended as on March 31, 2024 falling under provisions of Section 186 of the Companies Act, 2013 are provided in the Financial Statements.

18. Extract of Annual Return

Pursuant to provisions of Section 92(3) of the Companies Act, 2013 ('the Act') and the Rule 12(1) of the Companies (Management and Administration) Rules, 2014 and amendment vide MCA Notification dated 31.07.2018, the Board report shall contain a web-link of the Annual Return. In terms of the Companies Act, 2013 as amended, the Annual Return of the Company can be accessed at <https://aria.org.in>.

19. Public Deposits

Your Company has not accepted any deposits from public in terms of Section 73, 74, 75, 76 of the Companies Act, 2013.

20. Compliance with revised Secretarial Standards

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Being a Section 8 Company, secretarial standards i.e. SS1 and SS2 are not applicable to the Company.

21. Particulars of Employees

The Company does not have any employee whose particulars are required to be given in terms of the provisions of Section 197(12) of the Companies Act, 2013 read along with Rule 5(2) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Your Directors stated that during the year under review, there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 related to the Company. The Company has only 2 employees and accordingly the provisions of Internal Complaints Committee (ICC) shall not apply to the Company.

22. Conservation of energy, technology absorption and Foreign exchange earnings and Outgo

The particulars relating to conservation of energy and technology absorption stipulated in the Companies (Accounts) Rules, 2014 is not applicable to the Company as the activities of the Company are not energy and technology intensive.

There are no foreign exchange earnings or outgo during the year under review.

23. Directors' Responsibility Statement

To the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statements in terms of Section 134(3)(c) of the Companies Act, 2013:

- a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures, if any;
- 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 at the end of the financial year and of the profit and loss 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 this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;



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- d) the directors had prepared the annual accounts on a going concern basis; and
- e) 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.

24. Appreciation

Your Directors would like to express their appreciation for co-operation and assistance received from Government authorities, financial institutions, banks, vendors, customers, shareholders and other business associates during the year under review. The Directors also wish to place on record their deep sense of appreciation for the committed services by all the employees of the Company.

**For and on behalf of the Board of Directors of
Association of Registered Investment Advisers**

--Sd/--

Lovaii Anees Navlakhi
Chairman & Director
DIN: (01023139)

Place: Mumbai
Date: September 3, 2024