

**WEALTHSPRING**

securing your future

**DIRECTORS' REPORT****Dear Shareholders,**

Your directors have the pleasure in presenting the 9th Annual Report along with the Audited Accounts for the year ended 31<sup>st</sup> March 2025.

**1) Corporate Overview/Business**

The Company was incorporated to engage in the following businesses:

1. **Wealth Management & Advisory** – Providing investment advisory and execution services across asset classes in India and globally, including delivery through digital platforms and related software solutions.
2. **Financial Intermediation** – Distributing mutual funds, ETFs, insurance, pension products, alternative investments, and structured products.
3. **Portfolio & Fund Management** – Managing portfolios across equity, debt, commodities, and derivatives, and overseeing pooled investment vehicles such as mutual funds, AIFs, and other SEBI-approved schemes.
4. **Management Consultancy** – Advising corporates and institutions on mergers & acquisitions, strategy, finance, operations, IT, quality, and human resources.

**2) The summarized results of your Company are given as per the table below:****(Amount in Rs. in thousands)**

Particulars	Financial Year ended	
	31.03.2025	31.03.2024
Total Income	153,03/-	125,56/-
Profit/(Loss) before Interest, Dep & Tax (EBITDA)	22,72/-	12,98/-
Depreciation	81/-	74/-
Finance Cost	-	-
Provision for Income Tax	-	-
Deferred Tax	-	-
Net Profit/(Loss) After Tax	21,91/-	12,24/-
Profit/(Loss) brought forward from previous year	(54,91/-)	(67,15/-)
Profit/(Loss) carried to Balance sheet	(33,00/-)	(54,91/-)
Less: Dividend	-	-
Dividend tax	-	-
Adjustment on Tax Provisions for earlier years	-	-
Balance carried to Balance Sheet	(33,00/-)	(54,91/-)

\*Previous year figures have been regrouped/rearranged wherever necessary.

Rajesh Kumar

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### Note:

During the financial year there have been no material changes in the company's operations and activities.

### Reserves:

During the year the Company earned Profit After Tax of Rs. 21,91 thousand (previous year Rs.12,24 thousand).

### Dividend:

Your Board decided not to recommend any final dividend for the year ended 31<sup>st</sup> March, 2025 and confirms that no Interim Dividends were declared and paid for during the year under review.

### Capital Expenditure:

Capital Expenditure incurred during the year Rs.12,01 thousand (previous year Rs. 13,13 thousand).

### Capital/Finance:

There was no change in the Share Capital of the Company during the year. As on 31<sup>st</sup> March 2025, the issued, subscribed and paid-up share capital of your Company stood at Rs.68,64 thousand (Previous Year Rs.68,64 thousand), comprising of 6,86,430 (P.Y.6,86,430) Equity Shares of Rs.10/- each.

### **3) State of Company's Affairs and Future Outlook:**

- a) Your company started Wealth Management operations in May 2016 and obtained the necessary registrations from AMFI. The company has targeted CXO/HNI customers with a well differentiated offering.
- b) Wealthspring over the years, has taken a leadership position, not only in Equity but also Fixed Income space. CXO/HNI customers have recognized our key proposition which is **"Superior Returns at Lower Risk"**
  - Our Multi Asset strategy together with Re-balancing, is a powerful differentiator for us, as none of our credible competitors (Large Banks, PMS) have Fixed Income in their portfolio nor do they offer Rebalancing
  - We offer Lifecycle investment management with focus on long term results
  - Our team comprises of senior leaders from the industry with deep understanding of both Equity & Fixed Income markets.
  - We have established significant credibility/thought leadership by regularly publishing our views on the markets.
  - Our expertise is reflected in the performance of our customer's portfolio.
  - Our easy to use Login section allows our customers to extensively review

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Rajesh Prasad

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various reports in respect of their portfolio from time to time.

- Focus on Tax Optimization
- c) In the year under review the Asset Under Advice (AUA) grew from 160.05 Cr as on 31st March 2024 to Rs 177.12 Cr as on 31st March 2025 (CAGR 10.65%).
- d) Your company has found a sweet spot in the CXO segment because of its well differentiated as well as far richer offering, versus the competition.
- e) The company plans to acquire new customers as well as grow existing customers through focus on following themes:
- i. By offering higher risk adjusted returns
  - ii. Through an active Social Media strategy
  - iii. By publishing high quality Content/views on markets on LinkedIn/Facebook to establish thought leadership
  - iv. Targeting potential clients through CXO/HNI data base
  - v. Conducting Seminars/Webinars for potential clients
  - vi. Introducing "Investment in Innovations" as one of the key themes for HNI/UHNI customers
- e) In line with the Company's long-term business plan, we established a subsidiary, Wealthspring Investment Adviser Pvt. Ltd., which obtained its Registered Investment Adviser (RIA) license in December 2024. The subsidiary has since commenced operations, providing comprehensive financial advisory services in Indian equity and fixed-income markets, with plans to expand coverage into global innovation and disruption themes. Its strong emphasis on direct equity advisory leverages deep research and market expertise.
- f) To support these services, the holding company, Wealthspring, has developed a proprietary Wealth Management Technology Platform designed to deliver personalized investment advice to High-Net-Worth Individuals (HNIs). The platform facilitates customized recommendations for individual securities or curated baskets of securities, with seamless transaction execution upon client approval. Beyond advisory and execution, it also supports several core business operations, including:
- **Client Onboarding** – managing KYC, risk profiling, and secure digital archiving of agreements
  - **Authorization Management** – establishing and maintaining client permissions and operational controls
  - **Reporting & Data Feeds** – generating transaction reports and producing structured data exports for integration into external performance analytics and MIS dashboards

Rajesh Prasad

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With the RIA license in place, the subsidiary is strategically positioned in the fast-growing wealth management sector, strengthening the Group's market presence, broadening its client base, and driving sustainable revenue growth.

- g) With the Wealth Management industry growing at a high CAGR, we are optimistic and see a big opportunity for your company in times to come.

#### 4) Changes in the nature of Business

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

#### 5) Material changes and commitments affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which Financial Statement relates and the date of report.

The financial practices and working methodology of the Company remain unchanged and will continue on the same basis as has been followed during the past nine years.

#### 6) Human Resources

To strengthen resources for client servicing and related activities, including back-office operations and research, your Company employed six additional personnel during the year.

#### 7) Details of Board Meetings held

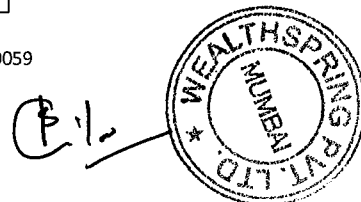
During the year 16 Board Meetings were held, details of which are given below:

Date of the Meeting	No. of Directors attended the Meeting
01-04-2024	2
15-04-2024	2
12-05-2024	2
25-06-2024	2
10-07-2024	2
26-08-2024	2
19-09-2024	2
20-09-2024	2
28-09-2024	3
12-10-2024	2
20-11-2024	2
21-01-2025	2
21-02-2025	3
11-03-2025	2
20-03-2025	2
26-03-2025	2

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*Rajesh Kumar*





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**8) Company's Policy on appointment and remuneration of Managerial Personnel**

The Company's policy continues unchanged from previous years. It is to:

1. Identify individuals with substantial experience and technical expertise in mutual fund distribution and related financial services.
2. Encourage such individuals to build a long-term career with us.
3. Provide structured training and development programs to make the Company an attractive career destination.
4. Incentivize employees through performance-linked rewards and recognition; and
5. Fix remuneration at competitive levels to appropriately recognize skills, experience, and commitment.

Management gratefully acknowledges the significant contributions of the entire staff, whose dedication and efforts have been integral to the continuing success of the Company.

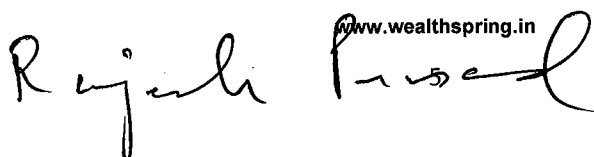
**9) Present Directors**

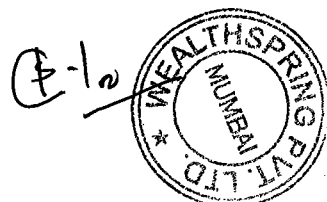
- a. Mr. Rajesh Prasad –Director
- b. Mr. Satish Kumar Mishra- Director
- c. Mr. Kunal Mohanlal Director

**10) Directors' Responsibility Statement**

To the best of their knowledge and belief and according to the information and explanation obtained by them, Directors make the following statement pursuant to Section 134(3)(c) of the Companies Act, 2013:

- (a) That in the preparation of the annual accounts for the year ended 31<sup>st</sup> March 2025, the applicable accounting standards had been followed along with proper explanation relating to material departures, if any;
- (b) and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at 31<sup>st</sup> March 2025 and of the profit and loss of the Company for the year ended on that date;
- (c) that the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) the Directors had prepared the annual accounts on a going concern basis; and
- (e) That 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.

  
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### 11) Investment of the Company's Funds

(Rs. in Thousands)

	<u>2024-25</u>	<u>2023-24</u>
Equity	7.57/-	7.57/-
Mutual Funds / Liquid Funds	Nil	1,474.63/-
	<u>7.57/-</u>	<u>1482.20/-</u>

### 12) Auditors

At the 8th Annual General Meeting (AGM) of the Company held on September 28, 2024, the Members approved reappointment of M/s. Sukhadia & Desai, Chartered Accountants [Firm Registration No.126164(W)] as Statutory Auditors of the Company to hold office till the conclusion of the AGM to be held in 2025. The Board of Directors proposes to seek the approval of the Members at the **9th AGM** for the appointment of the Statutory Auditors for a term of **five consecutive years**, i.e., from the conclusion of the 9th AGM until the conclusion of the 14th AGM, in accordance with the provisions of the Companies Act, 2013.

### 13) Statutory Audit

The Report of the Statutory Auditors along with Notes and Schedules is enclosed with this Report. The observations made in the Auditors' Report are self-explanatory and, therefore, do not call for any further comments.

### 14) Cost Audit

The Company is not required to carry out Cost Audit as per the requirement of Central Government and pursuant to Section 148 of the Companies Act, 2013 read with the Companies (Cost record and Audit) Rules, 2014.

### 15) Secretarial Audit

The Company is not required to comply with Secretarial Audit pursuant to Section 204 of the Companies Act, 2013.

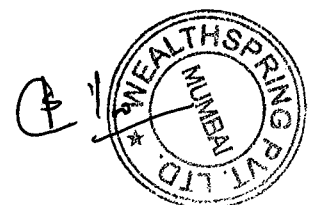
### 16) Extract of Annual Return

Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014, extract of annual return is annexed as **Annexure B** and forms an integral part of this Report.

### 17) Web link of Annual Return

The company is having website <https://wealthspring.in> and annual return of company has been published on this website. Stakeholders will be able to check the annual return on our website.

Rajesh Purohit





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### 18) Internal Financial Controls

The internal financial controls with reference to the Financial Statements are commensurate with the size and nature of business of the Company.

### 19) Corporate Social Responsibility (CSR)

The Company is not required to comply with Corporate Social Responsibility pursuant to Section 135 of the Companies Act, 2013.

### 20) Disclosure under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

Your Company has in place an Anti-Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and has an Internal Complaints Committee (ICC) to redress complaints received regarding Sexual Harassment.

All employees (Permanent, Contractual, Temporary, Trainees) are covered under this Act.

The following is a summary of Sexual Harassment complaints received and disposed off during the year 2024-25:

No. of Complaints received	:	Nil
No. of Complaints disposed of	:	Nil

### 21) Demand Order from Income-Tax Authority

Shareholders will be pleased to note that the Income-Tax Returns which the Company had filed with Income-Tax Office for the AY 2023-24 (FY 2022-23) Company has received Refund Orders of Rs.7,830/- and for AY 2024-25 (FY 2023-24) tax have been cleared and there is no refund and no tax payable.

### 22) Details of conservation of energy, technology absorption, foreign exchange earnings and outgo

(a) Conservation of energy	:	Not Applicable
(b) Technology absorption	:	Not Applicable
(c) (i) Foreign exchange Gain/(Loss)	:	Nil
(ii) Outgo	:	26 thousand
(d) Expenditure on Research & Developments	:	Not applicable

### 23) Particulars of Loans, Guarantees or Investments by Company

The Company does not give any loans and guarantees to outside parties. Interest free loans are given to staff as per the Rules of the Company.





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The Company, during the year ending 31<sup>st</sup> March 2025 invested aggregating to Rs.400 thousand in equity Mutual Funds and 246 thousand in equity shares. The Company also sold investments aggregating Rs.750 thousand in Equity Mutual Fund, Rs. 1125 thousand in debt mutual and Rs. 246 thousand in equity shares making aggregate net profit of Rs.70 thousand during the year.

### 24) Related Party Transactions

All the transactions entered into with the Related Parties for the year under the review were on arm's length basis and in the ordinary course of business and that the provision of Section 188 of the Companies Act, 2013 are not attracted. The disclosure of the same is made in Form AOC-2 (**Annexure C**). The related party transactions during the year under review with the Promoters, Directors and Key Managerial personnel have been disclosed in Note No. 20 of Notes to Accounts.

### 25) Details of significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future significant and material orders passed by the Regulators/Court.

As at 31<sup>st</sup> March, 2025, there have been no announcement made by the Central Government, and the Income Tax Authority that could significantly or materially impact the Company.

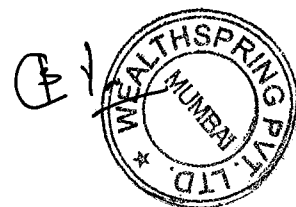
### 26) Internal Control Systems and their adequacy

Your Company has put in place effective Control Systems, which are reviewed by the Management periodically. The Company's Internal Control Systems are commensurate with its size, scale and complexities of its operations.

### 27) Risk Management Policy

The Company is primarily engaged in mutual fund distribution, and its operations are subject to internal and external risks. Key risks include:

- **Regulatory Risk** – Compliance with SEBI and AMFI regulations is critical. Non-compliance (e.g., mis-selling, KYC lapses, disclosure failures) may result in penalties, ARN cancellation, and reputational harm.
- **Transaction Risk** – Errors in processing client transactions, commissions, or payouts (e.g., incorrect data entry, NAV mismatch) can cause financial and reputational loss.
- **Advisory/Market Risk** – Clients' perception of poor advice or underperformance of recommended schemes can erode trust and impact future business.
- **Technology & Data Security Risk** – As operations are digital, any system failure or data breach could disrupt services and affect client confidence.







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### 28) Deposits accepted and Unpaid

The Company has not accepted any deposit falling within the meaning of Companies (Acceptance of Deposits) Rules, 2014 and no deposits were lying unpaid and unclaimed with the Company.

### 29) Statement containing salient features of financial statements of subsidiaries

Statement containing salient features of financial statements of subsidiaries in form AOC-1, is enclosed as per **Annexure A**.

### 30) Holding and Subsidiaries

The Company has incorporated a subsidiary company named as Wealthspring Investment Adviser Pvt Ltd and the company holds 83.55% equity shares in the said subsidiary.

### 31) Transfer of Amounts to Investor Education and Protection Fund

Not applicable to the Company.

### 32) Particulars of Employees



Pursuant to the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended in 2016, the requirement of disclosure of statement of particulars of employee is given in **Annexure D** attached to the Directors' Report.

### Acknowledgment

Your Directors acknowledge the high level of professional services rendered with dedication by the employees.

For and on behalf of the Board

WEALTHSPRING PRIVATE LIMITED

MR. RAJESH PRASAD

MR. SATISH KUMAR MISHRA

DIN: 02816073

DIN: 03538005

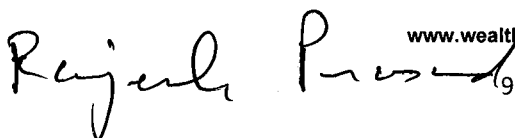
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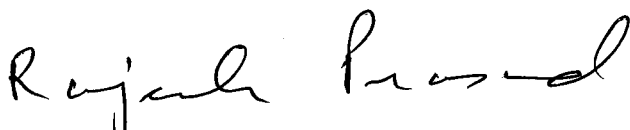
**ANNEXURE A****Form AOC-1****(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)**

Statement containing salient features of the financial statement of subsidiaries or associate companies or joint ventures

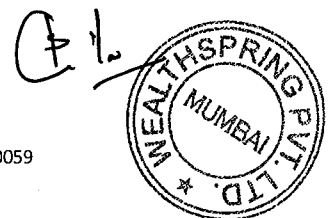
**Part A –Subsidiaries**

(Information in respect of each subsidiary to be presented with amounts in Rs.)

Sl. No.	Particulars	Name of the Subsidiary
1.	The date since when subsidiary was incorporated	11 <sup>th</sup> Jan 2024
2.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period.	11-01-2024 to 31-03-2025
3.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries.	NA
4.	Share capital	72,96,000
5.	Reserves and surplus	(14,67,141)
6.	Total Liabilities	63,75,158
7.	Total assets	63,75,158
8.	Investments	21,95,392
9.	Profit before taxation	(14,67,141)
10.	Provision for taxation	Nil
11.	Profit after taxation	(14,67,141)
12.	Proposed Dividend	Nil
13.	Extent of shareholding (in percentage) as on 31.3.2025	83.55%



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**Notes:** The following information shall be furnished at the end of the statement:

1. Names of subsidiaries which are yet to commence operations - NA.
2. Names of subsidiaries which have been liquidated or sold during the year – Nil
3. The figures mentioned in the table are audited numbers and as appearing in the books of accounts of subsidiary company as on 31<sup>st</sup> March 2025.
4. The company has incorporated a subsidiary company namely M/s. Wealthspring Investment Adviser Private Limited on 11th January 2024 wherein it holds 83.55% equity share capital of the subsidiary company as on 31.03.2025 and since pursuant to section 2(41) of Companies Act 2013
5. The Company does not have any other associate or joint venture companies

For and on behalf of the Board

**WEALTHSPRING PRIVATE LIMITED**

*Rajesh Prasad* *MR. SATISH KUMAR MISHRA*

**RAJESH PRASAD**

**MR. SATISH KUMAR MISHRA**

DIN: 02816073

DIN: 03538005

PLACE: **MUMBAI**

PLACE: **MUMBAI**

DATE: 15-09-2025

DATE: 15-09-2025





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**ANNEXURE B**

**Form No.MGT-9**

**EXTRACT OF ANNUAL RETURN**  
As on the financial year ended on 31<sup>st</sup> March 2025  
of  
**Wealthspring Private Limited**

[Pursuant to Section 92(1) of the Companies Act, 2013 and rule 12(1) of the  
Companies (Management and Administration) Rules. 2014]

**I. REGISTRATION AND OTHER DETAILS:**

- i) **CIN** : U65993MH2016PTC281758  
ii) **Incorporation Date** : 27<sup>th</sup> May 2016  
iii) **Name of the Company** : Wealthspring Private Limited.  
iv) **Category / Sub-Category of the Company** : Private Limited Company  
v) **Address of the Registered Office** : Room No-446, Regus,  
Dynasty Business Park,  
A- Wing, Andheri Kurla Road,  
Andheri East, Mumbai-400059.

**vi) Details of Registrar & Transfer Agents (If Any):**

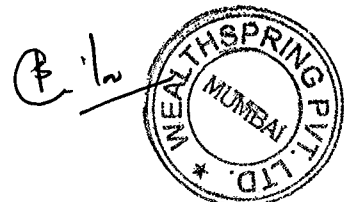
**Name** : System Support Services  
**Address** : 209 Shivai Ind. Estate,  
Andheri Kurla Road, Sakinaka,  
Andheri East, Mumbai-400072.  
**Contact** : 9820792570/ 022-28500835

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

All the business activities contributing 10% or more of the total turnover of the  
Company shall be stated: -

Sl. No.	Name and Description of main products / services	NIC Code of the Product / service	% of total turnover of the Company
1.	Brokerage Income	66301	100%

*Rajesh Prasad*



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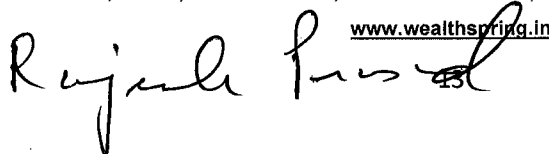
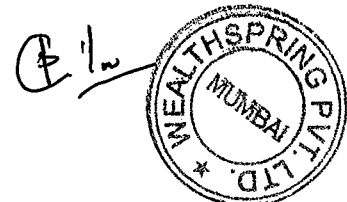
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**III. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL****a. Remuneration to Managing Director, Whole-time Director and/or Manager :****(Amount in Rs. in thousands)**

	Particulars of Remuneration	Rajesh Prasad	Satish Mishra	Kunal Mohanlal	Total Amount
1.	Gross Salary – (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) of Income-tax Act, 1961 (c) Profit in lieu of salary	5,000	-	-	5,000
2.	Stock Option	-	-	-	-
3.	Sweat Equity	-	-	-	-
4.	Commission -As % of profit -Others, specify	-	-	-	-
5.	Others, please specify Retirement Benefits	-	-	-	-
	<b>Total (A)</b>	<b>5,000</b>	<b>-</b>	<b>-</b>	<b>5,000</b>

**b. Remuneration to other directors :****(Amount in Rs. in thousands)**

Sl. No.	Particulars of Remuneration	Name of Directors				Total Amount
1.	Independent Directors Fee for attending board/committee meetings Commission Others, please specify	-	-	-	-	-
	<b>Total (1)</b>	-	-	-	-	-
2.	Other Non-Executive Directors Fee for attending Board/committee meetings Commission Others, please specify	-	-	-	-	-
	<b>Total (2)</b>	-	-	-	-	-

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	<b>Total (B)=(1+2)</b>	-	-	-	-	-
	<b>Total Managerial Remuneration</b>	-	-	-	-	-
	<b>Overall Ceiling as per the Act</b>	-	-	-	-	-

**IV. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/ WTD: NIL**

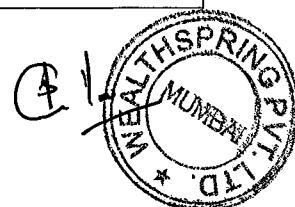
(Amount in Rs. in thousands)

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
1.	Gross salary (a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961. (b) Value of perquisites u/s 17(2) of the Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) of the Income-tax Act, 1961	-	-	-	-
2.	Stock Option	-	-	-	-
3.	Sweat Equity	-	-	-	-
4.	Commission - as % of profit - others, specify	-	-	-	-
5.	Others, please specify	-	-	-	-
	<b>Total</b>	-	-	-	-

**V. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES:**

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment / Compounding Fees imposed	Authority [RD / NCLT / COURT]	Appeal made, If ay (give Details)
A. COMPANY					
Penalty	NOT APPLICABLE				
Punishment	NOT APPLICABLE				
Compounding	NOTAPPLICABLE				
B. DIRECTORS					
Penalty	NOT APPLICABLE				

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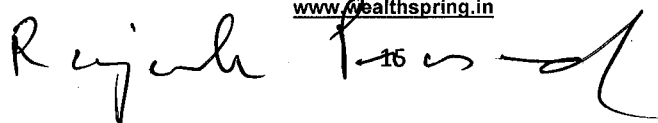
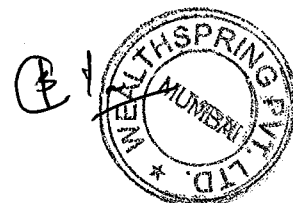
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Punishment	NOT APPLICABLE
Compounding	NOT APPLICABLE
<b>D. OTHER OFFICERS IN DEFAULT</b>	
Penalty	NOT APPLICABLE
Punishment	NOT APPLICABLE
Compounding	NOT APPLICABLE

**VI. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)**
**(i) Category-wise Shareholding**

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year %				% Cange durin the year
	Dem at	Physical	Total	% of Total Shars	De ma t	Physica l	Total	% of Total Share	
A. Promoters									
(1) Indian									
(a) Individual/HUF	Nil	5,28,560	5,28,560	77%	Nil	5,28,560	5,28,560	77%	-
(b) Central Govt									
(c) State Govt (s)									
(d) Bodies Corp.									
(e) Banks / FI									
(f) Any Other....									
Sub-total (A) (1):-	Nil	5,28,560	5,28,560	77%	Nil	5,28,560	5,28,560	77%	-
(2) Foreign									
(a) NRIs - Individuals	Nil	1,38,396	1,38,396	20.16%	Nil	1,38,396	1,38,396	20.16 %	-
(b) Other – Individuals									
(c) Bodies Corp.									
(d) Banks / FI									
(e) Any Other....									
Sub-total (A) (2):-									
Total	Nil	1,38,396	1,38,396	20.16%	Nil	1,38,396	1,38,396	20.16 %	-
Shareholding of									

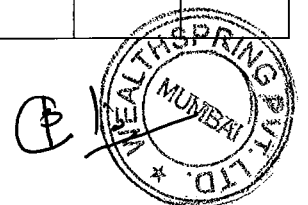



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<b>Promoter (A) = (A)(1)+(A)(2)</b>	Nil	6,66,956	6,66,956	97.16%	Nil	6,66,956	6,66,956	97.16%	-
<b>B. Public Shareholding:</b>									
<b>1. Institutions</b>									
(a) Mutual Funds									
(b) Banks / FI									
(c) Central Govt									
(d) State Govt(s)									
(e) Venture Capital Funds									
(f) Insurance Companies									
(g) FIIs									
(h) Foreign Venture Capital Funds									
(i) Others (specify)									
<b>Sub-total (B)(1):-</b>									
<b>2. Non-Institutions</b>									
(a) Bodies Corp.									
(i) Indian									
(ii) Overseas									
(b) Individuals									
(i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	NIL	19,474	19,474	2.84%	Nil	19,474	19,474	2.84%	-
(ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakh									
(c) Others (specify)									
<b>Sub-total (B)(2):-</b>									
<b>Total Public Shareholding (B)=(B)(1)+(B)(2)</b>	Nil	19,474	19,474	2.84%	Nil	19,474	19,474	2.84%	-

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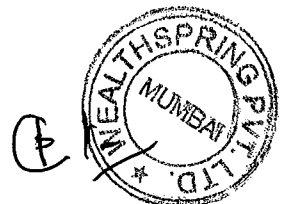
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	-
<b>Grand Total (A+B+C)</b>	Nil	6,86,430	6,86,430	100%	Nil	6,86,430	6,86,430	100%	-

**(ii) Shareholding of Promoters**

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in
		No. of Shares	% of total Shares of the company	% of Shares Pledged/ Encumbered to total	No. of Shares	% of total Shares of the company	% of Shares Pledged/ Encumbered to total shares	shareholding during the year
1.	Mr. Rajesh Prasad	3,76,212	54.81	NIL	3,76,212	54.81	NIL	-
2.	Mrs. Snigdha Prasad	6,380	0.93	NIL	6,380	0.93	NIL	-
3.	Mr. Kunal Mohanlal	88,166	12.84	NIL	88,166	12.84	NIL	-
4..	Mrs. Geeta lal	50,230	7.32	NIL	50,230	7.32	NIL	-
5.	Mr. Satish Kumar Mishra	1,42,348	20.74	NIL	1,42,348	20.74	NIL	-
6.	Mrs. Vibha Mishra	3,620	0.53	NIL	3,620	0.53	NIL	-
	<b>Total</b>	<b>6,66,956</b>	<b>97.16</b>	<b>NIL</b>	<b>6,66,956</b>	<b>97.16</b>	<b>NIL</b>	<b>-</b>

**(iii) Change in Promoters' Shareholding (please specify, if there is no change)**

Sr. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	6,66,956			



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Date wise Increase / Decrease in Promoters Shareholding during the Year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	No change
At the end of the year	6,66,956

**(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs): (As per Annexure Below)**

Sr. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of The Company
	At the beginning of the year	19,474			
	Date wise Increase / Decrease in Share- holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc.)	No change			
	At the End of the year ( or on the date of separation, if Separated during the year)	19,474			

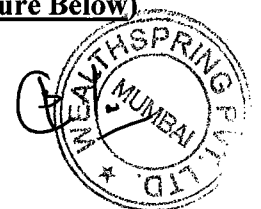
**Annexure****Shareholding Pattern**

As on 31 <sup>st</sup> March	2024		2025	
	No. of Shares	%	No. of Shares	%
Mr. CS Chandrasekaran	4,292	0.63%	4,292	0.63%
Mr. Ashok Rout	8,584	1.25%	8,584	1.25%
Mr. Anil Gurnani	6,598	0.96%	6,598	0.96%
<b>Total</b>	<b>19,474</b>	<b>2.84%</b>	<b>19,474</b>	<b>2.84%</b>

**(v). Shareholding of Directors and Key Managerial Personnel: (As per Annexure Below)**

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Sr. No.	For Each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year				
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	No Change	Nil	No Change	Nil
	At the end of the year				

**Annexure**

## Shareholding Pattern

As on 31 <sup>st</sup> March	2024		2025	
	No. of Shares	%	No. of Shares	%
Mr. Rajesh Prasad	3,76,212	54.81	3,76,212	54.81
Mr. Kunal Mohanlal	88,166	12.84	88,166	12.84
Mr. Satish Kumar Mishra	1,42,348	20.74	1,42,348	20.74
<b>Total</b>	<b>6,06,726</b>	<b>88.39</b>	<b>6,06,726</b>	<b>88.39</b>

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**VII. INDEBTEDNESS****Indebtedness of the Company including interest outstanding/accrued but not due for payment**

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	NIL	NIL	NIL	NIL
ii) Interest due but not paid				
iii) Interest accrued but not due				
<b>Total (i+ii+iii)</b>	NIL	NIL	NIL	NIL
<b>Change in Indebtedness during the financial year</b>				
• Addition	NIL	NIL	NIL	NIL
• Reduction				
<b>Net Change - Addition</b>	NIL	NIL	NIL	NIL
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	NIL	NIL	NIL	NIL
ii) Interest due but not paid				
iii) Interest accrued but not due				
<b>Total (i+ii+iii)</b>	NIL	NIL	NIL	NIL

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**Annexure C**

**Wealthspring Pvt. Ltd.**  
**Mumbai**

**Form AOC - 2**

**Disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to a sub-section (1) of Section 188 of the Companies Act, 2013 including certain arm's length transactions under proviso thereto.**

1. Details of contracts or arrangements or transactions not at arm's length basis : **NIL**
2. Details of material contracts or arrangement or transactions at arm's length basis

**(Rs. in Thousands)**

<b>Name of the related party</b>	<b>Nature of relationship</b>	<b>Nature of contracts transaction</b>	<b>Amount</b>	<b>Terms</b>	<b>Board' Approval</b>
Mr. Rajesh Prasad	Promoter Cum Director	Remuneration For the year	5000/-	-	As per prevailing market conditions
Mr. Satish Kumar Mishra	Promoter Cum Director	Remuneration For the year	Nil	-	As per prevailing market conditions
Mrs. Snigdha Prasad	Relative of Director	Salary paid during the year	2220/-	-	As per prevailing market conditions
Mr. Rajesh Prasad	Promoter Cum Director	Net Advance given during the year	205/-	-	As per prevailing market conditions
Mr. Satish Kumar Mishra	Promoter Cum Director	Net Loan paid back during the year	95/-	-	As per prevailing market conditions
Mr. Rajesh Prasad	Promoter Cum Director	Net Loan paid back during the year	193/-	-	As per prevailing market conditions

*Rajesh Prasad*

*(Signature)*



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**ANNEXURE D**

**ANNEXURE TO DIRECTORS' REPORT**

- (i) List of top ten employees, in receipt of remuneration, pursuant to the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended in 2016:

**(Amount in Rs. in thousands)**

Sr. No.	Name	Remuneration Gross	Designation	Qualification	Date of commencement of Employment with Wealthspring Pvt Ltd.	Total Experience (Years)	Age in years
1.	Rajesh Prasad	5000	Director	Post graduate	27 <sup>th</sup> May 2016	9	63
2.	Snigdha Prasad	2220	Executive	Post graduate	1 <sup>st</sup> April 2018	7	60

- (i) List of employees, in receipt of remuneration in the aggregate of Rupees One crore two lac and more, pursuant to the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended in 2016:

**(Amount in Rs. in thousands)**

Sr. No.	Name	Remuneration Gross	Designation	Qualification	Date of commencement of Employment	Total Experience (Years)	Age in years
1.	<b>Not Applicable</b>						
2.							

For and on behalf of the Board

**WEALTHSPRING PRIVATE LIMITED**

*Rajesh Prasad*  
**RAJESH PRASAD**

*MR. SATISH KUMAR MISHRA*  
**MR. SATISH KUMAR MISHRA**

DIN: 02816073  
PLACE: **MUMBAI**  
DATE: **15/9/25**

DIN: 03538005  
PLACE: **MUMBAI**  
DATE: **15/9/25**



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