

MAHAVEER FINANCE INDIA LIMITED

BOARD OF DIRECTORS

Shri. **Chandrasekaran Chandramouli**, Independent Director
Shri. **Satish Mehta**, Independent Director (resigned w.e.f. 11.03.2025)
Shri. **Rakeshkumar Bhutoria**, Nominee Director
Shri. **Krishan Kant Rathi**, Nominee Director
Shri. **Vishal Kumar Gupta**, Nominee Director
Shri. **M. Praveen Dugar**, Deputy Managing Director & CFO
Shri. **M. Deepak Dugar**, Managing Director & CEO
Shri. **N. Mahaveerchand Dugar**, Executive - Vice Chairman

REGISTERED OFFICE

Agarwal Court, K.G. Plaza, '3rd Floor',
41-44, General Patters Road,
Chennai - 600 002.
Phone : 28614466, 28614477 & 28614488
E-mail : mahaveerfinance@yahoo.co.in
info@mahaveerfinance.com
Website : www.mahaveerfinance.com
CIN : U65191TN1981PLC008555

AUDITORS

STATUTORY AUDITORS

M/s. G.M. Kapadia & Co
Chartered Accountants
7-A, P.M. Towers, 37,
Greaves Road, Thousand Lights,
Chennai - 600 006.

SECRETARIAL AUDITORS

M/s. M. Alagar & Associates
Practicing Company Secretaries
"Temple Tower" H-5, 7th Floor,
672, Anna Salai, Nandanam,
Chennai - 600 035.

COMPANY SECRETARY

Dolly Kothari
Email: cs@mahaveerfinance.com

REGISTRARS AND SHARE TRANSFER AGENT :

Equity / Preference :

CAMEO CORPORATE SERVICES LIMITED
Subramanian Building, No. 1 Club House Road,
Chennai - 600 002. Phone : 044-28460390
E-mail : agm@cameoindia.com/investor@cameoindia.com
Website : www.cameoindia.com

Debentures :

MUFG INTIME INDIA PRIVATE LIMITED
(formerly known as Link Intime India Private Limited)
C 101, 247 Park, L.B.S. Marg, Vikhroli (West),
Mumbai - 400083 Tel: +91- 022 - 4918 6270
E-mail : rnt.helpdesk@linkintime.co.in
Website : https://linkintime.co.in/

DEPOSITORIES : Central Depository Services (India) Limited (CDSL)
National Securities Depository Limited (NSDL)

DEBENTURE TRUSTEE :

1. Catalyst Trusteeship Limited
Windsor, 6th Floor, Office No. 604, C.S.T. Road, Kalina, Santacruz (East), Mumbai - 400098.
2. Vardhman Trusteeship Private Limited
The Capital, A Wing, 412A, Bandra Kurla Complex, Bandra (East), Mumbai - 400051,
Maharashtra, India.
3. Mitcon Credentia Trusteeship Services Limited
1402/03, B-Wing, 14th Floor, Dalamal Towers, Free Press Journal Marg, 211, Nariman Point,
Mumbai - 400 021

BRANCH :

Tamil Nadu : Attur, Coimbatore, Cuddalore, Dindigul, Gobichettipalayam, Hosur, Kallakurichy, Kanchipuram, Karaikudi, Karur, Kolathur, Kumbakonam, Madurai, Manapparai, Mayavaram, Mettur, Nagapattinam, Nagercoil, Pondicherry, Rasipuram, Salem, Sivakasi, Tambaram, Tenkasi, Theni, Thoothukudi, Tirunelveli, Trichy, Tiruvannamalai, Vellore, Pollachi, Dharamapuri, Vathalagundu.

Andhra Pradesh : Anantapur, Eluru, Guntur, Gudivada, Kadapa, Kakinada, Kurnool, Madanapalle, Naidupeta, Nellore, Nandyal, Ongole, Rajampet, Rajamundry, Tirupati, Visakhapatnam, Srikakulam, Vijayawada, Narasaraopet, Gajuwaka, Chittoor, Kadir, Bapatla, Hindupur, Vizianagaram, Bhavanipuram, JAGGAIAHPET.

Telangana : Hyderabad, Jagtial, Jangaon, Karimnagar, Khammam, Kodada, Kukatapally, Mahabubnagar, Mancherial, Nalgonda, Nizamabad, Warangal, Medchal, Kothagudem, Medak, Sangareddy, Ecil.

Karnataka : Bangalore, Mysore, Yelahanka.

MAHAVEER FINANCE INDIA LIMITED

CIN:-U65191TN1981PLC008555

**Regd. Office: Agarwal Court, K.G.Plaza Shop No. T8 & T9, 3rd Floor,
No. 41-44, General Patters Road, Chennai – 600 002.**

Phone Nos. 044 - 28614466, 28614477 & 28614488

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

NOTICE

NOTICE is hereby given that the 44th Annual General Meeting of the Members of Mahaveer Finance India Limited will be held at New No. 19, Old No. 10, 3rd Main Road, Raja Annamalaipuram, Chennai - 600 028 on Wednesday, 13th August, 2025 at 11:30 a.m. to transact the following business:

ORDINARY BUSINESS

- I. To receive and adopt the audited financial accounts of the Company for the financial year ended 31st March, 2025 and Reports of the Directors and Auditors thereon.
- II. To appoint a director in place of Shri. Deepak Dugar (DIN: 00190705) who retires by rotation and being eligible, offers himself for re- appointment.

SPECIAL BUSINESS

III. To approve issue of debt instruments on a private placement basis

To consider and if thought fit, to pass the following resolution, with or without modifications, if any, as Special Resolution:

“RESOLVED THAT” in supersession of the Special Resolution passed at the Annual General Meeting held on 09th August, 2024 and pursuant to the provisions of Section 42, 71 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Companies (Share Capital and Debentures) Rules, 2014 and subject to such other Regulations/Guidelines, approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any committee thereof which the Board may have constituted or hereinafter constitute to exercise its powers, including the powers conferred by this Resolution) for making offer(s) or invitation(s) to subscribe to Secured/Unsecured, Redeemable, Partly/Optionally or fully Convertible/ Non-Convertible Debentures including but not limited to Subordinated Debentures, bonds, commercial papers and / or other debt securities, on a private placement basis, in one or more tranches, during the period from 44th Annual General Meeting to 45th Annual General Meeting (AGM) for a sum as decided by the Board or its committee from time to time, not exceeding the overall borrowing limit approved under Section 180(1)(c) by the members of the Company.

“RESOLVED FURTHER THAT the Board be and is hereby authorized and empowered to arrange or settle the terms and conditions on which all such moneys are to be borrowed from time to time, as to interest rate, tenor, repayment, security, or otherwise and listing, as it may deem expedient and to do all such acts, deeds, matters and things in connection therewith and incidental thereto as the Board in its absolute discretion deems fit, without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this Resolution.”

IV. To ratify the setting aside of Equity Shares for the ESOP Pool of the Company

To consider and if thought fit, to pass the following resolution, with or without modifications, if any, as ordinary resolution:

“RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, and the provisions of the Articles of Association of the Company, the approval of the shareholders be and is hereby accorded to the setting aside of up to 8,46,054 (Eight Lakh Forty-Six Thousand Fifty-Four) equity shares of face value ₹10/- (Rupees Ten only) each, for the purpose of creating an Employee Stock Option Plan (“ESOP Pool”), for issuance and allotment to eligible employees and officers of the Company under an Employee Stock Option Scheme (ESOS), to be formulated in accordance with applicable laws and regulations.”

“RESOLVED FURTHER THAT the draft ESOP Scheme be formulated and finalized by the Board of Directors of the Company, which shall include the detailed terms and conditions, eligibility criteria, vesting schedule, exercise price, and other provisions in compliance with applicable laws.”

“RESOLVED FURTHER THAT Mr. M. Deepak Dugar – Managing Director & CEO, Mr. M. Praveen Dugar – Deputy Managing Director & CFO, and Ms. Dolly Kothari – Company Secretary, be and are hereby severally and/or jointly authorized to do all such acts, deeds, matters, and things as may be necessary or desirable for the purpose of giving effect to this resolution, including finalizing the ESOP Scheme, obtaining necessary approvals, and making any modifications, amendments, or alterations as may be required by statutory authorities or as may be deemed fit by the Board.”

V. To approve the Amended Articles of Association of the Company

To consider and if thought fit, to pass the following resolution, with or without modifications, if any, as special resolution:

“RESOLVED FURTHER THAT pursuant to provisions of Section 5 and 14 of the Companies Act, 2013 (“the Act”) read with Companies (Incorporation) Rules, 2014, Master Direction - Reserve Bank of India (Non-Banking Financial Company - Scale Based Regulation) Directions, 2023, in terms of provisions of memorandum of association and articles of association of the Company and such other statutes, laws, acts, rules, regulations, guidelines, circulars, directions, clarifications and notifications (including amendments thereto or re-enactment thereof), approval of the shareholders of the Company be and is hereby accorded, by way of special resolution, to adopt the amended Articles of Association of the Company, a draft of which is placed before the meeting (which be and is hereby specifically approved), in substitution of the existing articles of association of the Company.”

“RESOLVED FURTHER THAT Mr. M. Deepak Dugar - Managing Director and CEO and Mr. M. Praveen Dugar - Deputy Managing Director and CFO and Ms. Dolly Kothari – Company Secretary, be and are hereby severally authorized to do all such acts, matters, deeds and things necessary or desirable in connection with or incidental to give effect to the above resolutions, including filing of necessary forms with the Registrar of Companies, Chennai, as may be required in relation to such amendments and to comply with all other requirements in this regard.”

VI. To regularize the appointment of Mr. Babuji Kalyanaraman (DIN: 07191123) from Additional Independent Director to Independent Director of the Company

To consider and, if thought fit, to pass with or without modifications the following resolution as ordinary resolution:

“RESOLVED FURTHER THAT Mr. Babuji Kalyanaraman (DIN: 07191123), who was appointed as an Additional Director – Non-Executive and Independent of the company, with effect from 30th May, 2025 by the Board of Directors of the Company pursuant to the provisions of Section 149, 150, 152, 161(1) read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Schedule IV and any other applicable provisions of the Companies Act, 2013 (including any statutory modification or re-enactment thereof) and applicable provisions of Article of Association of the Company be and is hereby appointed as an Independent Director of the Company for a period of 5 years from 30th May, 2025 to 29th May, 2030.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Mr. M. Deepak Dugar - Managing Director & CEO and Mr. M. Praveen Dugar- Deputy Managing Director & CFO and Ms. Dolly Kothari - Company Secretary, of the Company be and are hereby authorized, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary e-forms with the RoC.”

For and on behalf of the Board

Place : Chennai
Date :

sd/-
Dolly Kothari
Company Secretary

Notes:

1. The Explanatory Statements pursuant to Section 102(1) of the Companies Act, 2013, in respect of the special business of this notice is annexed hereto.
2. A Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on poll instead of him/her. The proxy need not be a member of the Company. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the company. Proxies in order to be effective must be properly stamped, executed and filed with the Company at the registered office not later than 48 hours before the commencement of the meeting.
3. Members/ Proxies should fill the attendance slip for attending the Meeting.
4. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the company a certified copy of the Board Resolution / Power of Attorney authorizing their representative to attend and vote on their behalf at the meeting.
5. Shareholders are requested to bring their copy of the Annual Report to the meeting.
6. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 will be available for inspection by the Members during the continuance of Annual General meeting.
7. All other documents which are referred in the accompanying notice and explanatory statement are open for inspection at the registered office of the Company during office hours on working days up to the date of Annual General Meeting.
8. E-mail id to be provided by the shareholders to facilitate easy and faster dispatch of Notices of the general meetings and other communications by electronic mode from time to time under Rule 18(3) of the Companies (Management and Administration) Rules, 2014.
9. Dematerialization facility to be availed at the earliest by the Shareholders who are holding shares in the Physical form. As per MCA notification dated 10th September, 2018 every holder of securities of an unlisted public company, who intends to transfer such securities after 2nd October, 2018 shall get such securities dematerialized before the transfer. You are therefore, requested to convert your shares into Demat mode.
10. In case of any queries, the Members may write to the company at e-mail: cs@mahaveerfinance.com
11. All correspondence relating to change of address, e-mail ID, transfer / transmission of shares, issue of duplicate share certificates, bank mandates and all other matters relating to the shareholding in the company may be made to Cameo Corporate Services Limited, the registrar and share transfer agent (RTA) on investor@cameoindia.com mentioning shareholder's name, Folio no., Mobile Number and reference of Mahaveer Finance India Limited. The members holding shares in dematerialized form may send such communication to their respective depository participant/s (DPs).

EXPLANATORY STATEMENT UNDER SEC 102 (1) OF THE COMPANIES ACT, 2013

Item III : To approve issue of Debt instruments on a Private Placement basis

As per Section 42 of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a Company offering or making an invitation to subscribe to Debentures on a private placement basis, is required to obtain the prior approval of the Members by way of a Special Resolution. In the case of Non-Convertible Debentures however, such an approval can be obtained once in a year for all the offers and invitations for such NCD's if the amount of such offer or invitation does not exceed the limit specified under clause (c) of Section 180(1). The Company seeks approval to issue debt instruments within the borrowing limit as the company will be in need of additional funds to augment its working capital requirements, since there is enough potential available for growth of business. The Company, during the year, is planning to raise funds by the issue of Debt Instruments on such terms and conditions as may be mutually agreed upon.

The Board recommends passing the Resolution as a Special Resolution.

None of the Directors and Key Managerial Personnel of the Company, or their relatives, are concerned or interested (financially or otherwise) in this Resolution.

Item IV : To ratify the setting aside of Equity Shares for the ESOP Pool of the Company

The Board of Directors, at its meeting held on 30th May, 2025, has ratified the setting aside of 8,46,054 (Eight Lakh Forty-Six Thousand Fifty-Four) equity shares of face value ₹10/- (Rupees Ten) under Employee Stock Option Plan (ESOP) Pool. These shares will be set aside for the purpose of issuing stock options to eligible employees and officers of the Company, subject to the terms and conditions of the Employee Stock Option Scheme (ESOS) to be formulated by the Board.

The ESOP Pool will be established in accordance with the provisions of Section 62(1)(b) of the Companies Act, 2013. The ESOS will be formulated to provide eligible employees with the opportunity to participate in the long-term growth of the Company by granting stock options, which will vest over a specified period and can be exercised according to the conditions prescribed in the ESOS.

The approval of the shareholders is sought for the setting aside of equity shares for the ESOP Pool and for the issuance and allotment of equity shares under the ESOP Scheme, which will be implemented after detailed terms, including eligibility criteria, vesting schedule, exercise price, and other related matters, are finalized by the Board of Directors.

The Board recommends passing the Resolution as an Ordinary Resolution.

None of the Directors and Key Managerial Personnel of the Company, or their relatives, are concerned or interested (financially or otherwise) in this Resolution.

Item V : To approve the amendment of Articles of Association of the Company

The Shareholders in its meeting held on 17th May, 2025 had approved the proposal to raise funds from Elevation Capital VIII Limited and/or its affiliates and pursuant to which the company, promoters and the shareholders had entered into a Shareholders Agreement dated 24th May, 2025. The Shareholders Agreement stipulates certain terms and conditions, which needs to be incorporated in the Articles of Association of the Company. The Board of Directors has approved the amendment of the Articles of Association of the Company to incorporate the terms and conditions of the SHA and seeks the approval of the shareholders by way of a special resolution in accordance with Section 14 of the Act.

The draft of the amended Articles of Association of the Company will be available for inspection by the shareholders at the meeting and at the registered office / corporate office of the Company during business hours.

The directors of the company are interested in the resolution to the extent of their shareholding in the company, if any.

The Board of Directors of your Company recommends the same to the shareholders for passing of Special Resolution.

Item VI : To regularize the appointment of Mr. Babuji Kalyanaraman (DIN: 07191123) from Additional Independent Director to Independent Director of the Company

Mr. Babuji Kalyanaraman (DIN: 07191123) was appointed as an Additional Director – Non-Executive and Independent of the company with effect from 30th May, 2025, in accordance with the provisions of Section 149, 150, 152, 161(1) of the Act, read with the Articles of Association of the Company.

Mr. Babuji Kalyanaraman is not disqualified from being appointed as Director (Independent) in terms of Section 164 of Act.

The Board is of the view that the appointment of Mr. Babuji Kalyanaraman as an Independent Director is desirable and would be beneficial to the Company and hence it recommends the said Resolution No. 6 for approval by the members of the Company.

None of the Directors/Key Managerial Personnel of the Company/their relatives, except Mr. Babuji Kalyanaraman is in any way concerned or interested, in the said resolution. The Board recommends the said resolution be passed as an ordinary resolution.

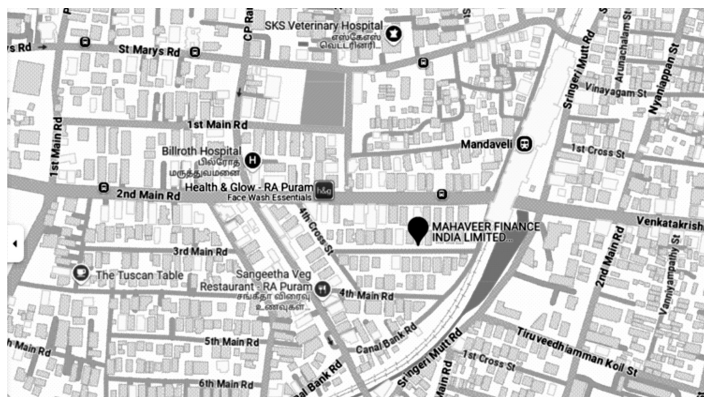
Annexure for Item no. II

Details of Directors being reappointed in this Annual General Meeting as set out in the notice in terms of Secretarial Standard on General Meetings (SS-2) is as under:

Name of the director	Shri Deepak Dugar
Age	49 years
Qualification and Experience	MBA, Finance He has 22 years of experience in Asset Finance Space. Has been associated with Mahaveer finance since 1996. His foray lies in expansion strategy, setting up of new branches, customer acquisition, credit appraisal, and disbursal processes.
Date of first appointment in Board	23/05/1996
Shareholding in the Company	16.63% on a non-diluted basis
Relationship with other Directors/KMP	S/o Shri Mahaveerchand Dugar and B/o Shri Praveen Dugar
No. of meetings of the Board attended during the year	Attended all the Board meetings and Committee meetings in which appointed as a member.
Other Directorship, Membership/Chairmanship of Committees of other Boards	1. Finance Companies Association (India) 2. South India Hire Purchase Association

**Route Map of
Annual General Meeting (AGM)**

VENUE:
New No. 19, Old No. 10,
Raja Annamalaipuram,
Chennai - 600 028.



DIRECTOR'S REPORT

Dear Members,

Your Directors present the 44th Annual report with Audited Accounts for the year ended 31st March, 2025.

1. FINANCIAL SUMMARY & HIGHLIGHTS

(Rs. in lakhs)

Particulars	Year ended 31 st March 2025
Total Income	17,192.95
Less: Total Expenses	14,376.07
Profit Before Tax	2,816.88
Profit After Tax	2,110.14
Surplus brought forward	5344.02
Other Comprehensive Income (net of tax)	2,080.59
Transfer to :	
- General Reserve	10.00
- Statutory Reserve	422.03
Surplus to be carried forward to balance sheet	6992.56

2. COMPANY'S WORKING DURING THE YEAR/STATE OF COMPANY'S AFFAIRS

Your Company present the performance during the financial year 2024-25, as follows:

Particulars	2024-25	Growth
Disbursement	720.98	21.00%
Total Income	17,192.95	32.23%
Profit before tax	2,816.88	16.47%
Net profit from operations	2,110.14	26.80%

The Company's sustained focus on strict credit acceptance norms and collection skills has ensured good asset quality of the company. Below are the details of NPA as on 31st March, 2025.

Gross Stage 3 % before RBI Circular impact	3.93%
Net Stage 3 % before RBI Circular impact	2.85%
Provision Coverage Ratio	33.35%
GNPA as per IRAC Norms	4.69%
NNPA as per IRAC Norms	3.38%
Provision Coverage Ratio	27.91%

3. CHANGE IN NATURE OF BUSINESS

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

4. TRANSFER TO RESERVES

Your Company has transferred an amount of Rs. 10.0 lakhs to General Reserve and Rs. 422.03 lakhs to Statutory Reserve for F.Y 2024-25.

5. DEPOSITS

Your company is a non-banking financial Company and is exempted from the provisions of Section 73 of the Companies Act, 2013. Further, your company is a non-deposit taking NBFC registered with RBI and not accepting any deposits.

6. DIVIDEND

Considering the need to conserve funds for future growth, your directors have decided to plough back the profit to reserves for strengthening the assets of the Company. Hence the Board does not recommend any dividend for the financial year ended 31st March 2025.

7. NON-CONVERTIBLE DEBENTURES (NCD)

The details of Non-Convertible Debentures for the year under review is as follows:

Issuance of NCD:

Date of allotment	ISIN	Secured / Unsecured	Coupon rate	No. of debentures	Maturity date	Issue Price Rs.	Amount in Cr.
18-02-2025	INE911L07121	Secured	11.60%	25,000	18-05-2027	10,000	Rs. 25.0 Cr
03-07-2024	INE911L07113	Secured	12.00%	2,000	03-07-2026	1,00,000	Rs. 20.0 Cr

Repayment of NCD:

ISIN	Listed / Unlisted	Principal amount in Rs.	Coupon rate	No. of debentures	Maturity date	Repayment date	Reason of Redemption
INE911L07113	Listed	Rs. 25 Cr	12.00%	2000	03-07-2026	03-01-2025	Part Redemption
INE911L07071	Unlisted	Rs. 6 Cr	14.00%	60	30-06-2024	30-06-2024	Full Redemption at Maturity

As on 31st March, Company has outstanding 28,640 no. of NCDs aggregating to Rs. 83.40 crores (Rupees Eighty Three Crores Forty Lakhs only) held in dematerialized form.

8. DEBENTURE TRUSTEE

As at March 31, 2025, the total outstanding Debentures allotted by the Company are held by Debenture Trustee. Name of the Debenture Trustees and contact details are given below;

- Catalyst Trusteeship Limited** having their office at Windsor, 6th Floor, Office No. 604, C.S.T. Road, Kalina, Santacruz (East), Mumbai – 400098.
Contact details:
Mail: ComplianceCTL-Mumbai@ctltrustee.com
Contact No: (022) 49220555 Ext: 413
- Vardhman Trusteeship Private Limited** having its registered office at 3rd Floor, Room No-15,6, Lyons Range, Turner Morrison House, Kolkata - 700001, West Bengal, India and acting through its office at The Capital, A Wing, 412A, Bandra Kurla Complex, Bandra (East), Mumbai - 400051, Maharashtra, India.
Contact details:
Mail: compliance@vardhmantrustee.com
Contact No: +91 8657002633
- Mitcon Credentia Trusteeship Services Limited** 1402/03, B-Wing, 14th Floor, Dalamal Towers, Free Press Journal Marg, 211, Nariman Point, Mumbai – 400 021.
Contact details:
Mail: compliance@mitconcredentia.com
Contact No: +91 8454984366

9. DETAILS OF SUBSIDIARY/JOINT VENTURES/ASSOCIATE COMPANIES

The Company does not have any Subsidiary or Joint Ventures or Associate company.

10. RBI GUIDELINES / PRUDENTIAL NORMS

The Company continues to comply with all the regulations prescribed by the Reserve Bank of India, from time to time. As on March 31, 2025, the Capital Adequacy Ratio of the Company is 25.12%.

11. CREDIT RATING

CRISIL Ratings Limited assigned a rating of “**CRISIL BBB+; Stable**” for long term Bank facilities and subordinated Non-Convertible Debentures of the Company.

CARE Ratings Limited assigned a rating of “**CARE BBB+; Stable**” for Long Term Bank facilities and Non-Convertible Debentures of the Company.

ICRA Limited assigned a rating of “**ICRA BBB+; Stable**” for long term Bank facilities and subordinated Non-Convertible Debentures of the Company.

12. SHARE CAPITAL

During the year, the Company has issued :

- 4,12,088 (Four Lakh Twelve Thousand Eighty-Eight only) Partly Paid-up Equity shares, having a face value of INR 10/- (Indian Rupees Ten only) each to Mr. Deepak Dugar
- 4,12,088 (Four Lakh Twelve Thousand Eighty-Eight only) Partly Paid-up Equity shares, having a face value of INR 10/- (Indian Rupees Ten only) each to Mr. Praveen Dugar
- 11,57,220 (Eleven Lakh Fifty-Seven Thousand Two Hundred and Twenty only) Compulsorily Convertible Preference Shares (CCPS) at a fixed dividend rate of 0.001%, having a face value of INR 10/- (Indian Rupees Ten only) each to First Bridge India Growth Fund (“FBIGF”).

Further, the Company has changed the share capital in following manner:

	As on 31 st March, 2024	Change	As on 31 st March, 2025
Authorized Share Capital	Rs. 25,00,00,000/- (Rupees Twenty Five Crores only).	Reclassification	Rs. 25,00,00,000/- (Rupees Twenty Five Crores only).
Equity	2,10,00,000 Equity shares of Rs. 10 each aggregating to Rs. 21,00,00,000/- (Rupees Twenty-One Crores only).		1,55,00,000 Equity shares of Rs. 10 each aggregating to Rs. 15,50,00,000/- (Rupees Fifteen Crores and Fifty Lakh only).
Preference	40,00,000 Compulsorily Convertible Preference Shares of Rs.10 (Rupees Ten only) each aggregating to Rs.4,00,00,000/- (Rupees Four Crores only).		95,00,000 Compulsorily Convertible Preference Shares of Rs.10 (Rupees Ten only) each aggregating to Rs. 9,50,00,000/- (Rupees Nine Crores Fifty Lakhs only).
Issued, Subscribed and Paid-Up Share Capital	Rs. 14,95,21,680 (Rupees Fourteen Crore Ninety-five Lakh Twenty-one Thousand Six Hundred Eighty only).	Increase	Issued and Subscribed: Rs. 18,03,24,650 (Rupees Eighteen Crore Three Lakh Twenty Four Thousand Six Hundred and Fifty only). Paid-up: Rs. 17,29,07,066 (Rupees Seventeen Crore Twenty Nine Lakh Seven Thousand and Sixty Six only).

	As on 31 st March, 2024	Change	As on 31 st March, 2025
Equity	Rs. 12,26,39,660 (Rupees Twelve Crore Twenty Six Lakh Thirty Nine Thousand Six Hundred and Sixty only) consisting of 1,22,63,866 Equity shares of Rs. 10 each.	Increase	Issued and Subscribed: 14,18,70,430 (Rupees Fourteen Crore Eighteen Lakh Seventy Thousand Four Hundred and Thirty only). Paid-up: Rs. 13,44,52,846.00 (Rupees Thirteen Crore Forty Four Lakh Fifty Two Thousand Eight Hundred and Forty Six only) consisting of 1,33,62,867 Fully Paid Equity shares of Rs. 10 each and 8,24,176 Partly Paid Equity Shares of Rs. 1 each.
Preference	Rs. 2,68,82,020 (Rupees Two Crore Sixty Eight Lakh Eighty Two Thousand and Twenty only) consisting of 26,88,202 Compulsorily Convertible Preference Shares of Rs. 10 each.		Issued, Subscribed and Paid-up: Rs. 3,84,54,220 (Rupees Three Crore Eighty Four Lakh Fifty Four Thousand Two Hundred and Twenty only) consisting of 38,45,422 Compulsorily Convertible Preference Shares of Rs. 10 each.

13. MEETINGS OF THE BOARD OF DIRECTORS WITH ATTENDANCE DETAILS

I. BOARD MEETINGS

During the year ended March 31, 2025, Five Board meetings were held on the following dates 12th June, 2024, 05th August, 2024, 11th November, 2024, 27th January, 2025 and 14th February, 2025. The intervening gap between two meetings was within the period as prescribed under the Companies Act, 2013 and MCA circulars thereon. Details of Board of Directors and their attendance in meetings are given in report on Corporate Governance annexed to this Report as **Annexure I**.

II. COMMITTEE MEETINGS

As on 31st March 2025, your Board has formed all the statutory committees as required which is detailed in the report on Corporate Governance annexed to this Report as **Annexure I**. During the year under review, all recommendations made by the committees are accepted by the Board of Directors.

14. BOARD OF DIRECTORS/ KMP

I. Change in Directors

During the year under review, following are the changes in Directors:

Date	Name of the Director	Details of change	Designation
09-08-2024	Chandrasekaran Chandramouli	Appointment	Additional Director - Independent
09-08-2024	Krishan Kant Rathi	Appointment	Additional Director – Nominee
09-08-2024	Vishal Kumar Gupta	Appointment	Additional Director – Nominee
24-02-2025	Chandrasekaran Chandramouli	Change in Designation	Independent Director
24-02-2025	Krishan Kant Rathi	Change in Designation	Nominee Director
24-02-2025	Vishal Kumar Gupta	Change in Designation	Nominee Director
11-03-2025	Satish Mehta	Resignation	Nominee Director

II. Director liable to retire by rotation:

Shri. Deepak Dugar, Managing Director (DIN 00190705), shall retire from the Board this year and, being eligible, shall be recommended for re-appointment in 44th Annual General Meeting.

III. Key Managerial Personnel

During the year under review, Ms. Jyoti Bokade resigned from the position of Company Secretary w.e.f 23rd December, 2024 and Ms. Dolly Kothari was appointed as the Company Secretary w.e.f 27th January, 2025.

Pursuant to the provisions of Section 203 of the Act read with rules made thereunder, the following are the Key-Managerial Personnel of the Company as on 31st March, 2025.

Name of the KMP	Designation
Mahaveerchand Dugar	Executive – Vice Chairman (Whole-time Director)
Deepak Dugar	Managing Director & Chief Executive Officer
Praveen Dugar	Deputy Managing Director & Chief Financial Officer (Whole-time Director)
Dolly Kothari	Company Secretary and Compliance Officer

15. DECLARATION BY INDEPENDENT DIRECTORS

The Company has received requisite declaration from each Independent Director of the Company under Section 149(7) of the Companies Act, 2013 that the Independent Directors of the Company meet with the criteria of their Independence laid down in Section 149(6).

Further, the Board after taking these declarations on record concluded that the Independent Directors are persons of Integrity and possess relevant proficiency, expertise and experience to qualify as independent directors of the Company and are independent of the Management of the Company.

16. SEPARATE MEETING OF INDEPENDENT DIRECTORS:

During the year under review, a separate meeting of the independent directors of the Company was held on 29th January, 2025 without the attendance of the non-independent directors..

17. BOARD EVALUATION :

Board of Directors has carried out an annual evaluation of its own performance, its Committees, the Directors individually including Independent Directors.

Feedback was sought by way of well-defined structured questionnaire covering various aspects of the Board's functioning and the evaluation was carried out based on responses received from the Directors.

The Board also considered the evaluation results while conducting the evaluation and expressed their satisfaction with the evaluation process. The evaluation process endorsed cohesiveness amongst directors, smooth communication between the Board and the management and the openness of the management in sharing the information with the Board and placing various proposals for the Board's consideration and approval.

18. MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT:

The Company had received fresh capital from:

1. First Bridge India Growth Fund on 17th April, 2025; amounting to Rs. Rs. 23,49,64,305/- (Rupees Twenty-Three Crores Forty-Nine Lakh Sixty-Four Thousand Three Hundred and Five only) towards 10,26,045 CCPS which were allotted by the Board vide its resolution dated 17th April, 2025.
2. Elevation Capital VIII Limited on 30th May, 2025; amounting to Rs. 1,49,99,99,823.36/- (Rupees One Hundred and Forty-Nine Crores Ninety-Nine Lakh Ninety-Nine Thousand Eight Hundred and Twenty-Three and Thirty-Six Paise only) towards 38,14,364 CCPS and 100 Equity Shares which were allotted by the Board vide its resolution dated 30th May, 2025.

19. INTERNAL FINANCIAL CONTROLS:

The Company has a well-established internal financial control and risk management framework, with appropriate policies and procedures, to ensure the highest standards of integrity and transparency in its operations and a strong corporate governance structure, while maintaining excellence in services to all its stakeholders. Appropriate controls are in place to ensure: (a) the orderly and efficient conduct of business, including adherence to policies (b) safeguarding of assets (c) prevention and detection of frauds/errors (d) accuracy and completeness of the accounting records and (e) timely preparation of reliable financial information.

20. AUDITORS:

Statutory Auditors:

M/s. G M Kapadia & Co., Chartered Accountants, (FRN: 104767W) were appointed as statutory Auditors of the Company, in the 43rd Annual General Meeting for a period of 5 years to hold office upto 48th Annual General Meeting.

Secretarial Auditors:

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and rules made thereunder, the Board of Directors appointed M/s. Alagar & Associates LLP (formerly known as M/s. M. Alagar & Associates) as the Secretarial Auditor. Their report is annexed as “**Annexure II**” to this Report.

21. EXPLANATION TO THE COMMENTS OF THE STATUTORY AND SECRETARIAL AUDITOR AND REPORTING OF FRAUDS:

There are no qualifications, reservations or adverse remarks made by Statutory and Secretarial Auditor of the Company, in their report for the year ended on 31st March, 2025. Further, there has been no fraud reported by the auditors of the company under Section 143 (12) of the Companies Act, 2013.

22. EXTRACT OF THE ANNUAL RETURN

As required pursuant to Section 92(3) of the Companies Act, 2013 the annual return has been placed on the website. Link to access the same is <https://www.mahaveerfinance.com/disclosures.php>

23. CONSERVATION OF ENERGY & TECHNOLOGY ABSORPTION

Particulars	Remarks
I. Conservation of energy	
● the steps taken or impact on conservation of energy;	The operations of the Company, being financial services do not require intensive consumption of electricity. However, the Company is taking all possible Measures to conserve energy. Conservation of energy covers use of LED lights in new branches and in Regional Offices.
● the steps taken by the Company for utilizing alternate sources of energy;	Nil
● the capital investment on energy conservation equipments	Nil
II. Technology absorption	
● the efforts made towards technology absorption	Nil
● the benefits derived like product improvement, cost reduction, product development or import substitution	Nil
● in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)	Nil
● the details of technology imported	Nil
● the year of import;	Nil
● whether the technology been fully absorbed;	Nil
● if not fully absorbed, areas where absorption has not taken place, and the reasons thereof;	Nil
● the expenditure incurred on Research and Development	Nil
III. Foreign exchange earnings and outgo:	
● the Foreign Exchange earned in terms of actual inflows during the year and the Foreign Exchange outgo during the year in terms of actual outflows	Nil

24. LOANS, GUARANTEES OR INVESTMENTS

All the loans given, guarantees and securities provided by the Company is in the ordinary course of business of the Company, which is exempted in pursuance of the Section 186 of the Act read with Rule 11 of the Companies (Meetings of Board and its Powers) Rules, 2014. Investments of the company are detailed in Note no. 7 of Notes to accounts annexed to financial statement.

25. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

All transactions entered into by the Company with the related parties were in the ordinary course of business and on an arm's length basis. Form AOC -2, as required under Section 134 (3) (h) of the Act, read with Rule 8(2) of the Companies (Accounts) Rules 2014, is attached as part of this report as **Annexure III**. Disclosure of related party as per Regulation 53 (f) is included in the Note No. 35 of Notes to accounts annexed to financial statement.

26. PARTICULARS OF EMPLOYEES REMUNERATION:

Details of every employee of the Company as required pursuant to Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

I. Statement showing the names of the top ten employees in terms of remuneration drawn:

Sr. No.	Employee Name	Designation	Remuneration received (Annual CTC)	Qualification and experience of the employee	Date of commencement of employment	Age of employee	Last employment held before joining the company
1	Mahaveerchand Dugar	Executive Vice Chairman	72,00,000	Promoter Director/ 50+ years	01/10/1987	77	NO
2	Deepak Dugar	Managing Director & CEO	72,00,000	MBA Finance/ 20+ years	23/05/1996	48	NO
3	Praveen Dugar	Deputy Managing Director and CFO	72,00,000	MBA Finance/ 18+ years	29/01/2005	45	NO
4	Srinivasrangan	State Sales Head - TN	32,13,527	B.Com/ 33 Years	07/05/2021	59	Tata Motors Finance
5	Madambile Giridharan	State Collection Head - AP&TS	22,15,788	B.Com/ 32 Years	06/11/2020	56	SREI Equipment Finance
6	Mohamed Feroz	State Sales Head TS	21,43,772	BA/ 25 Years	07/06/2019	51	IKF Finance
7	Adepu Ravikumar	AGM – Legal	18,34,433	BL / 18 Years	07/07/2021	46	Equitas Small Finance Bank
8	S V Ezhil	State Collection Head - TN	16,61,013	B.Com/ 24 Years	01/04/2008	54	Malhotra Marketing
9	Purushotham J	General Manager - CREDIT	16,40,125	MMM/ 28 Years	23/12/2016	53	Shriram Transport Finance
10	S N Varadharajan	Chief General Manager - HR	15,91,544	BA/ 46 Years	05/03/2014	73	L & T Housing Finance

- All the top ten employees are permanent employees of the company. The Executive Vice Chairman, Managing Director and Deputy Managing Director were appointed in the 42nd Annual General meeting for a term of 3 years.
- Shri. Mahaveerchand Dugar, Shri. Deepak Dugar and Shri. Praveen Dugar holds 9.59%; 21.14% and 21.14% of equity shares respectively of the company as on 31st March, 2025.
- None of the other employees hold equity shares of the Company.
- None of the employee except Shri. Mahaveerchand Dugar, Shri. Deepak Dugar and Shri. Praveen Dugar is related to each other.

II. The Company does not have any employee drawing:

- (i) Rs. 1.02 Crores or more per annum
- (ii) Rs. 8.50 Lakhs or more per month

27. MAINTENANCE OF COST RECORDS AS SPECIFIED BY THE CENTRAL GOVERNMENT UNDER SUB SECTION (1) OF SECTION 148 OF THE COMPANIES ACT, 2013: Not Applicable

28. FORMATION OF INTERNAL COMPLAINT COMMITTEE UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

Your Company has constituted an Internal Complaint Committee in compliance with the provisions of the said Act.

- a. number of complaints filed during the financial year : NIL
- b. number of complaints disposed of during the financial year : NIL
- c. number of complaints pending as on end of the financial year: NIL

29. RISK MANAGEMENT POLICY

Pursuant to the provisions of RBI Master Directions, your company has adopted a Risk Management policy which identifies the various types of risk for the Company and ways to mitigate the risks.

Moreover, your Company being in the business of financing commercial vehicles, cars etc. it is expected that there would be abundant opportunities for the growth of NBFC sector in financing of commercial vehicles and cars. Competition from private and public sector banks in the retail financing and competitive interest rates are challenges to the industry.

With strong and dynamic management, experienced and skilled staff, retention of trustworthy customers, improvement of assessment procedures and quality of appraisal, the Company is confident of converting challenges into opportunities.

Any operational risk, market risk and financial risk can have adverse impact on the operations of the Company. Through continuous emphasis on cost control and cost reduction measures and taking corrective action wherever necessary, the Company will minimize risk.

Since money is the raw material for the finance company, the inflow of funds steadily throughout the year is a prerequisite. The Company constantly endeavours to access the required funds.

30. ESTABLISHMENT OF VIGIL MECHANISM AND WHISTLE BLOWER POLICY

The Company has a Board approved policy on Vigil mechanism and Whistle Blower where Audit Committee of the Company is given the authority to investigate in case of any complaint received by the Management or by the Chairman of the Audit Committee. The policy is available in company website: <https://mahaveerfinance.com/corp.php>. During the year, no whistle blower event was reported and no personnel have been denied access to the Audit Committee.

31. CORPORATE SOCIAL RESPONSIBILITY POLICY

The CSR policy of the Company articulates the areas and activities under which CSR expenditure shall be made. The CSR policy is available on the website of the Company: <https://mahaveerfinance.com/policies.php> Details as per the CSR rules is given in **Annexure IV** of the Board report.

32. SIGNIFICANT AND MATERIAL ORDERS

There are no significant and material orders passed by the regulators or courts or tribunals, which would impact the going concern status of your Company and its future operations.

33. DIRECTORS RESPONSIBILITY STATEMENT:

Pursuant to Section 134 (3) (c) of the Companies Act, 2013 the Directors state 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 at the end of the financial year 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 this 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) Adequate internal financial controls have been put in place and they are operating effectively; and
- 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.

34. SECRETARIAL STANDARDS:

The Company is in compliance with all the applicable Secretarial standards.

35. NOMINATION & REMUNERATION POLICY:

The Company's Nomination and Remuneration policy on director's appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a director and other matters provided under Section 178(3) is available on the website of the Company: <https://mahaveerfinance.com/policies.php>.

36. DETAILS OF APPLICATION / ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016

Neither any application was made nor any proceeding pending under the Insolvency and Bankruptcy Code, 2016 (31 of 2016) during the financial year.

37. DETAILS OF DIFFERENCE BETWEEN AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS ALONG WITH THE REASONS THEREOF

As Company has not done any one-time settlement during the year under review hence no disclosure is given.

38. ACKNOWLEDGEMENT:

Your directors thank all the shareholders, customers, vehicle manufacturers, dealers, bankers and financial institution for their continued support to your company. Your directors also place record their appreciation of the excellent teamwork and dedication displayed by the employees at all levels.

Place : Chennai

Date : 30.05.2025

For and on behalf of the Board,

Sd/-

Deepak Dugar

Managing Director & Chief Executive Officer
DIN:00190705

Sd/-

Praveen Dugar

Deputy Managing Director & Chief Financial Officer
DIN:00190780

REPORT ON CORPORATE GOVERNANCE ¹

This section on Corporate Governance forms part of the Report of the Directors to the Members.

Mahaveer Finance India Limited (MFIL) has been following healthy governance practices since its inception. The strong structure of the Company, built in 1981, is supported by the pillars of Motivated Team, Customer Faith, Integrity and Continuous learning. Your Company maintains the highest standards of integrity and transparency in operations, excellence in service to all stakeholders and strong Corporate Governance standards.

1. BOARD OF DIRECTORS:

The Board has been constituted in a manner, which will result in an appropriate mix of promoter and independent Directors to ensure proper governance and management. As on 31st March, 2025, the Board comprises seven members who have experience in diverse fields like Finance, Accounts and Management. Non-Executive Directors/Independent Directors bring independent judgement in the Board's deliberations and decisions.

2. BOARD MEETINGS:

During the year ended March 31, 2025, Five Board meetings were held on the following dates 12th June, 2024, 05th August, 2024, 11th November, 2024, 27th January, 2025 and 14th February, 2025.

The Board Attendance details are furnished herein below:

Name and Introduction of the Directors	Designation	Category	Attendance at Board Meetings		Last AGM 09/08/2024	No. of other Directorships	No. of Committee Memberships in MFIL
			No. of Meetings Held during his tenure	No. of Meetings attended			
Shri. Satish Mehta ²	Director	Non-Executive Independent	5	4	No	6	4
Shri. Rakeshkumar Bhutoria (Nominee Director representing Banyan Tree)	Director	Non-Executive Independent	5	3	No	2	1

¹ This Report is prepared on a selective basis based on the format prescribed under RBI. This report forms an integral part of the Board report and contains disclosures as required under the Companies Act, 2013.

²Shri. Satish Mehta, Independent Director resigned w.e.f 11th March, 2025

Name and Introduction of the Directors	Designation	Category	Attendance at Board Meetings		Last AGM 22/07/2024	No. of other Director-ships	No. of Committee Memberships in MFIL
			No. of Meetings Held during his tenure	No. of Meetings attended			
Growth Capital II, LLC-equity investor of the company)							
Dr. Chandrasekan Chandramouli	Director	Non-Executive Independent	3	3	MA	3	2
Shri Krishan Kant Rathi ³ (Nominee Director representing First Bridge India Growth Fund-equity investor of the company)	Director	Non-Executive nominee	3	3	NA	8	1
Shri Vishak Kumar Gupta ⁴ (Nominee Director representing First Bridge India Growth Fund-equity investor of the company)			3	1	NA	2	2
Shri M. Deepak Dugar (Associated with MFIL since 1996 and has more than 25 years of experience in Asset Finance)	Managing Director	Promoter Executive	5	5	Yes	2	6

³ Shri. Krishan Kant Rathi, Nominee Director was appointed w.e.f 09th August, 2024.

⁴ Shri. Vishal Kumar Gupta, Nominee Director was appointed w.e.f 09th August, 2024.

Name and Introduction of the Directors	Designation	Category	Attendance at Board Meetings		Last AGM 22/07/2024	No. of other Directorships	No. of Committee Memberships in MFIL
			No. of Meetings during his tenure	No. of Meetings attended			
Shri M Praveen Dugar (Associated with MFIL since 2005 and has more than 19 years of experience in Asset Finance)	Deputy Managing Director	Promoter Executive	5	5	Yes	0	6
Shri N. Mahaveerchand Dugar (He is the promoter of MFIL and has 5 decades of experience in Financing)	Executive-Vice Chairman	Promoter Executive	5	4	Yes	1	4

3. AUDIT COMMITTEE

The Company has an Independent Audit Committee. However, it is pertinent to note that due to the resignation of Shri Satish Mehta w.e.f 11th March, 2025, the Audit Committee consist of two members and the company is in the process of reconstituting the Audit Committee. At present, all the members of the Committee have financial and accounting knowledge. The role of Audit Committee is to review the Financial Statements, related party transactions, accounting policies and internal control system. Composition of the Audit Committee and attendance of the members at Committee meetings are as follows:

Name	No. of Meeting entitled to attend	No. of Meeting attended	Meeting dates
Shri Peruvemba Seetharamier Balasubramaniam	2	2	12/06/2024 05/08/2024 09/11/2024 14/02/2025
Shri N. Mahaveerchand Dugar	2	2	
Shri Krishan Kant Rathi	2	2	
Shri Satish Mehta ⁵	4	4	
Mr. Chandrasekaran Chandramouli	2	2	

⁵ Shri Satish Mehta resigned from the Board w.e.f 11th March, 2025.

4. SHAREHOLDER GRIEVANCE AND SHARE TRANSFER COMMITTEE

The Shareholder grievance and Share transfer Committee,

- a) approves and monitors transfers, transmission of securities of the Company.
- b) reviews the redressal of grievances/complaints from shareholders on matters relating to transfer/ transmission of shares, issue of new/duplicate certificates etc, and
- c) reviews the compliances with various statutory and regulatory requirements.

Composition of the Shareholder Grievance and Share Transfer Committee and attendance of the members at Committee meetings are as follows:

Name	No. of Meeting Held	No. of Meeting attended	Meeting dates
Sri M. Praveen Dugar	-	-	
Sri M. Deepak Dugar	-	-	-
Sri N. Mahaveerchand Dugar	-	-	

During the year under review, no complaints were received by the company.

5. NOMINATION & REMUNERATION COMMITTEE

It is pertinent to note that due to the resignation of Shri Satish Mehta w.e.f 11th March, 2025, the Nomination and Remuneration Committee of the Board of Directors at present consists of 3 directors, one of them being an Independent Director. The scope of the Committee is to identify/ recommend to the Board of persons qualified to become Directors and formulate the criteria for evaluation of Independent Directors and the Board.

Composition of the Nomination & Remuneration Committee and attendance of the members at Committee meetings are as follows:

Name	No. of Meeting Held	No. of Meeting attended	Meeting dates
Shri Peruvemba Seetharamier Balasubramaniam	2	2	
Shri Markandan Kilpauk Sivasankar	2	2	12/06/2024
Shri Deepak Dugar	2	2	05/08/2024
Dr. C. Chandramouli, Chairman	2	2	09/11/2024
Shri. Satish Mehta ⁶	2	2	27/01/2025
Shri. Rakesh Bhutoria	2	1	
Shri r. Praveen Dugar	2	2	

Criteria for performance evaluation for Independent Directors:

As per the Nomination and Remuneration policy of the Company, the performance evaluation of the Independent Director is based on knowledge to perform the role, time and level of participation, performance of duties, level of oversight, professional conduct and independence.

6. ASSET LIABILITY MANAGEMENT (Formerly Asset Liability and Risk Management Committee)

Your Company had restructured the Committee to comply with the current RBI guidelines on 10th August, 2023. This Committee was originally established as an Asset Liability and Risk Management Committee of the Board on 15th of February 2021, following the RBI guidelines in effect at that time. The Asset Liability Management Policy was adopted by the Board on the same day and later revised and approved on 3rd November 2023. The Committee's responsibilities include managing liquidity, market, credit risks, funding and capital planning, profit planning and growth projections, Forecasting and analyzing "What if Scenario" and preparation of contingency plans.

Composition of the Asset Liability Management Committee and attendance of the members at Committee meetings are as follows:

Name	No. of Meeting Held	No. of Meeting attended	Meeting dates
Sri. N. Mahaveerchand Dugar	2	2	06/11/2024 12/02/2025
Sri. M. Praveen Dugar	2	2	
Sri. M. Deepak Dugar	2	2	
Sri. Murugan R (AGM-Treasury)	2	2	

7. RISK MANAGEMENT COMMITTEE

The scope of the Committee is to evaluate the overall risks faced by the NBFC, including liquidity risk, and to report to the Board. The Board has adopted a policy on risk management that identifies the various risks to the company and measures to mitigate them. There has been no change in the policy since its adoption.

Composition of the Risk Management Committee and attendance of the members at Committee meetings are as follows:

Name	No. of Meeting Held	No. of Meeting attended	Meeting dates
Mr. Satish Mehta, Chairman	2	2	09/11/2024 13/02/2025
Mr. Vishal Kumar Gupta	2	2	
Mr. Deepak Dugar	2	2	

8. RESOURCES COMMITTEE

Resources Committee is a Board delegated committee that is authorised to borrow funds within the overall borrowing limit of the Company. The Board has also empowered the Committee to delegate such power to any other person or persons. The resolutions passed at the Resources Committee are noted at a duly convened Board meeting.

Composition of the Resources Committee and attendance of the members at Committee meetings are as follows:

Name	No. of Meeting Held & Eligible for participation	No. of Meeting attended	Meeting dates
Sri Mahaveerchand Dugar	34	33	10/05/2024
Sri Deepak Dugar	34	34	20/05/2024
Sri Praveen Dugar	34	33	19/06/2024
			22/06/2024
			26/06/2024
			28/06/2024
			03/07/2024

Name	No. of Meeting Held & Eligible for participation	No. of Meeting attended	Meeting dates
			12/07/2024
			19/07/2024
			26/07/2024
			27/07/2024
			29/07/2024
			20/08/2024
			27/08/2024
			28/08/2024
			10/09/2024
			20/09/2024
			28/10/2024
			29/10/2024
			05/12/2024
			17/12/2024
			27/12/2024
			31/12/2024
			08/01/2025
			28/01/2025
			10/02/2025
			18/02/2025
			25/02/2025
			07/03/2025
			15/03/2025
			21/03/2025
			25/03/2025
			26/03/2025
			28/03/2025

9. INVESTMENT COMMITTEE

Investment Committee is a Board delegated committee that is authorised to make investments in securities of all kinds namely Shares, Securities, Bonds, Debenture, etc., and also to sell, transfer, redeem or otherwise disburse of any such investment as the Committee may deem fit. The resolutions passed at the Investment Committee are noted at a duly convened Board meeting.

Composition of the Investment Committee and attendance of the members at Committee meetings are as follows:

Name	No. of Meeting Held	No. of Meeting attended	Meeting dates
Sri. Mahaveerchand Dugar	2	2	24/09/2024 22/10/2024
Sri. Deepak Dugar	2	2	
Sri. Praveen Dugar	2	2	

10. REMUNERATION OF DIRECTORS:

I. Remuneration to Executive Directors:

The Managing Director and Whole time Directors are appointed as per the terms of Section 196(1) of the Companies Act, 2013. The details of their remuneration are as follows:

Name of the director	Annual Remuneration	Commission/Incentives/Benefits/Bonuses/ Stock option/ Pension/ Allowances
Shri. Mahaveerchand Dugar, Executive Vice Chairman	Rs. 72,00,000	NIL
Shri. Deepak Dugar, Managing Director & CEO	Rs. 72,00,000	NIL
Shri. Praveen Dugar, Deputy Managing Director and CFO	Rs. 72,00,000	NIL

II. Remuneration to Non-executive Directors:

Presently, your Company is paying only sitting fees to the Non-Executive Directors of the Company:

Name of the director	Sitting Fee for attending Board/ committee meetings
Shri Peruvemba Seetharamier Balasubramaniam	80,000
Shri Markandan Kilpauk Sivasankar	60,000
Shri Satish Mehta	4,50,000
Dr. Chandrasekaran Chandramouli	3,15,000

11. GENERAL BODY MEETINGS:

Time and location of last three Annual General Meetings and Special Resolution passed by the members during the past three years is given below:

AGM	Day	Date	Time	Venue	Special Resolution Passed
43 rd AGM	Friday	09/08/2024	12:30 P.M	South India Hire Purchase Association Premises, Desabandu Plaza, 1 st Floor, 47, Whites Road, Royapettah, Chennai-600 014.	1. To approve issue of debt instruments on a private placement basis 2. To approve revision in the offer of partly paid up equity shares
42 nd AGM	Saturday	22/07/2023	12:30 P.M	South India Hire Purchase Association Premises, Desabandu Plaza, 1 st Floor, 47, Whites Road, Royapettah, Chennai-600 014.	1. To approve borrowings of the company 2. To approve creation of charge on the assets of the company 3. To approve issue of debt instruments on a private placement basis 4. Re-appointment & re-designation of Shri N. Mahaveerchand Dugar, Managing Director as Executive Vice Chairman 5. Re-appointment & elevation of Shri M. Deepak Dugar, Joint Managing Director as Managing Director 6. Re-appointment & elevation of Shri M. Praveen Dugar, Executive Director as Deputy Managing Director

AGM	Day	Date	Time	Venue	Special Resolution Passed
41st AGM	Monday	25/07/2023	12:30 P.M	South India Hire Purchase Association Premises, Desabandu Plaza, 1 st Floor, 47, Whites Road, Royapettah, Chennai-600 014.	<ol style="list-style-type: none"> 1. To approve borrowing powers of the company 2. To approve creation of charge on the assets of the company 3. To approve issue of debt instruments on a private placement basis 4. To approve conversion of loan or debentures into equity or other capital of the company in case of event of default and in this regard

Time and location of last three Extra ordinary General Meetings and Special Resolution passed by the members during the past three years is given below:

EGM	Day	Date	Time	Venue	Special Resolution Passed
EGM	Monday	24/02/2025	12:35 P.M	South India Hire Purchase Association Premises, Desabandu Plaza, 1 st Floor, 47, Whites Road, Royapettah, Chennai-600 014.	<ol style="list-style-type: none"> 1. To reclassify the Authorized Capital of the Company and approve the alteration of Memorandum of Association 2. To consider and approve issue of fully paid-up 0.001% Compulsorily Convertible Preference Shares (CCPS) for an amount up to Rs. 50 Crores to First Bridge India Growth Fund and its affiliates ("FBIGF" or "Investor") 3. To reclassify the Authorized Capital of the Company and approve the alteration of Memorandum of Association 4. To consider and approve issue of fully paid-up 0.001% Compulsorily Convertible Preference Shares (CCPS) for an amount up to Rs.50 Crores to First Bridge India Growth Fund and its affiliates ("FBIGF" or "Investor")

No resolution was proposed to be passed through postal ballot.

12. MEANS OF COMMUNICATION:

The website of the Company in which communications are given is www.mahaveerfinance.com.

13. DISCLOSURES:

- (a) disclosures on materially significant related party transactions that may have potential conflict with the interests of listed entity at large: No such transactions.

Details of related party transactions are disclosed in form AOC-2 annexed as Annexure III of the Board report.

- (b) details of non-compliance by the listed entity, penalties, strictures imposed on the listed entity by stock exchange(s) or the board or any statutory authority, on any matter related to capital markets, during the last three years: Nil

- (c) details of compliance with mandatory requirements and adoption of the non-mandatory requirements: The Company has complied with all mandatory requirements of Companies Act, 2013, RBI regulations and SEBI LODR (till applicable during the year).
- (d) web link where policy for determining 'material' subsidiaries is disclosed: Not Applicable.

14. GENERAL INFORMATION TO SHAREHOLDERS:

- General Body Meeting, Day, Date, Time & Location: The 44th Annual General meeting will be held on Wednesday, 13th August, 2025 at New No. 10, Old No, 19, 03rd Main Road, Raja Annamalaipuram, Chennai - 600 028 at 11:30 a.m.
- Financial year: 01st April 2024 to 31st March 2025
- Dividend payment date: No dividend has been declared by your company for the financial year ended 31st March 2025
- The name and address of each stock exchange(s) at which the listed entity's securities are listed and a confirmation about payment of annual listing fee to each of such stock exchange(s): The company's equity shares and debt instruments are unlisted at present.

- Registrar to an issue and share transfer agents:

For Equity shares and Preference Shares:

CAMEO CORPORATE SERVICES LIMITED

Subramanian Building,

No. 1 Club House Road,

Chennai- 600 002.

Phone: 044-28460390 (6 lines)

Email: agm@cameoindia.com

Website: www.cameoindia.com

For Non-Convertible and Compulsory

Convertible Debentures:

MUFG INTIME INDIA PRIVATE LIMITED

(formerly known as Link Intime India Private Limited)

C 101, 247 Park, L.B.S. Marg, Vikhroli (West),

Mumbai - 400083

Tel. : +91- 022 - 4918 6270

Email: rnt.helpdesk@linkintime.co.in

Website: https://linkintime.co.in/

- Share Transfer System: Pursuant to the provision of Regulation 61(4) of the SEBI LODR, securities can be transferred only in dematerialised form. The Compliance certificate under Regulation 40(9) certifying that certificates are issued within 30 days of transfer and under Regulation 7(3) confirming all activities of transfers are maintained by Registrar and Share transfer agent registered with SEBI is submitted to stock exchange on yearly basis..

7. Distribution of equity shareholding :

Value of shares		Shareholders		Share Amount	
From	To	No. of shareholders	% of total	Value of shareholding	% of total
Rs.	Rs.	Number	%	Rs.	%
10	5000	618	96.5625	7,19,560	0.5385
5001	10000	14	2.1875	1,13,000	0.0846
10001	20000	0	0.00	0	0.00
20001	30000	0	0.00	0	0.00
30001	40000	1	0.1563	35,000	0.0262
40001	50000	0	0.00	0	0.00
50001	100000	0	0.00	0	0.00
100001	And above	7	1.0938	13,27,61,110	99.3508
Total		640	100.00	13,36,28,670	100.00

Equity Shareholding pattern as on 31st March 2025:

Sr. No.	Name of Shareholder	Number of shares	% shareholding
1	Promoters & Promoter Group Shareholding		
	Mahaveerchand Dugar, Promoter	13,60,500	9.59%
	Deepak Dugar, Promoter	29,98,563	21.14%
	Praveen Dugar, Promoter	29,98,563	21.14%
	Gunasundari Dugar, Relative of Promoter	13,04,354	9.19%
	Sub Total	86,61,980	61.06%
2	Body Corporate		
	Foreign (Banyan Tree Growth Capital II LLC)	42,63,866	30.05%
	Indian (First Bridge India Growth Fund)	10,99,001	7.75%
	Indian (Others)	400	0.00%
3	IEPF	75,440	0.53%
4	Other public shareholding	86,356	0.61%
	Grand Total	1,41,87,043	100.00%

Preference Shareholding pattern as on 31st March, 2025:

Sr. No.	Name of Shareholder	Number of shares	% shareholding
1	First Bridge India Growth Fund	26,88,202	69.91%
1	First Bridge India Growth Fund and its affiliates	11,57,220	30.09%
	Grand Total	38,45,422	100.00

8. Dematerialization of shares and liquidity: 99.38% of the equity shareholding and 100% of the preference shareholding is in dematerialised form.

9. Address for correspondence:

Agarwal Court, K.G.Plaza, Shop No. T8 & T9,
3rd Floor, No. 41-44, General Patters Road,
Chennai- 600 002.

Phone:044-28614466,28614477& 28614488

Email: cs@mahaveerfinance.com

For any query/complaints: Contact person: Ms. Dolly Kothari, email ID: cs@mahaveerfinance.com

10. Credit Rating obtained by the Company:

Facility	Current Rating		Previous Rating	
	CRISIL Ratings	Amount (Rs. in Cr.)	CRISIL Ratings	Amount (Rs. in Cr.)
Long-term Bank Facilities	CRISIL BBB+/Stable	220.00	CRISIL BBB+/Stable	170.00
Non-Convertible Debentures	CRISIL BBB+/Stable	30.00	CRISIL BBB+/Stable	30.00
Subordinated Debt	CRISIL BBB+/Stable	30.00	CRISIL BBB+/Stable	30.00

Facility	Current Rating		Previous Rating	
	CARE Ratings	Amount (Rs. in Cr.)	CARE Ratings	Amount (Rs. in Cr.)
Non-Convertible Debentures	CARE BBB+/Stable	31.00	CARE BBB+/Stable	46.00
Long-term Bank Facilities	CARE BBB+/Stable	150.00	CARE BBB+/Stable	75.00

Facility	Current Rating		Previous Rating	
	ICRA Ratings	Amount (Rs. in Cr.)	ICRA Ratings	Amount (Rs. in Cr.)
Non-Convertible Debentures	ICRA BBB+/Stable	90.00	ICRA BBB+/Stable	0.00
Long-term Bank Facilities	ICRA BBB+/Stable	100.00	ICRA BBB+/Stable	0.00

FORM NO. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31st MARCH 2025

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

To,

The Members,

M/s. Mahaveer Finance India Limited

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Mahaveer Finance India Limited** (hereinafter called “**the Company**”). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and 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 March 31, 2025 (“**Audit Period**”) 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:

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

- a) The Companies Act, 2013 (the ‘Act’) & the Rules made thereunder, as amended from time to time including Secretarial Standards issued by Institute of Company Secretaries of India (‘ICSI’) as mandated by the Companies Act, 2013;
- b) The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the Rules made thereunder; - To the extent applicable to the Company during the audit period;
- c) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder as amended from time to time;
- d) Foreign Exchange Management Act, 1999 and the rules, regulations, made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- e) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (‘SEBI Act’):
 - (i) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; - Not applicable during the audit period;
 - (ii) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time; - To the extent applicable to the Company during the audit period;
 - (iii) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; - Not applicable during the audit period;
 - (iv) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time; - To the extent applicable to the Company during the audit period;

- (v) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act, 2013 and dealing with client; - To the extent applicable to the Company during the audit period
- (vi) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; - Not applicable during the audit period;
- (vii) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; - To the extent applicable to the Company during the audit period;
- (viii) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;- Not applicable during the audit period;
- (ix) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021- Not applicable during the audit period

During the audit period, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that the Board of Directors of the Company is duly constituted. The changes in the composition of the Board of Directors that took place during the audit period 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 to them at least seven days in advance or as the case may be, 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.

As per Minutes, the decisions at the Board Meetings were taken unanimously and there was no instance of dissent by any director during the audit period.

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

We further report that during the audit period there were no specific events/actions having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines and standards except as follows.

- a) The Non-Convertible Debentures of the company bearing ISIN INE911L07113 got listed on Bombay Stock exchange, on July 8, 2024;
- b) The company has converted 2000 Compulsorily Convertible Debentures (CCD's) having a face value of Rs. 1,00,000 (Rupees One Lakh) each, aggregating to Rs. 20 Crore (Rupees Twenty Crore), into 10,98,901 (Ten Lakh Ninety-Eight Thousand Nine Hundred One) equity shares having a face value of Rs. 10/- (Rupees Ten)each at a premium of Rs. 172/- (Rupees One hundred and seventy-two only) per Share to First bridge India Growth Fund.
- c) The company has altered its Memorandum of Association pursuant to reclassification of authorised share capital from Rs. 25,00,00,000 divided into 2,10,00,000 Equity shares of Rs.10 each and 40,00,000 Compulsorily Convertible Preference Shares of Rs.10 each to Rs. 25,00,00,000 divided into 1,55,00,000 Equity shares of Rs.10 each and 95,00,000 Compulsorily Convertible Preference Shares of Rs.10 each vide shareholders' approval dated February 24,2025.

- d) The Company has issued 21,83,265 Compulsorily Convertible Preference Shares (CCPS) on a preferential basis through private placement at a price of INR 229/- (includes a premium of INR 219/-) per share to the First Bridge India Growth Fund and its affiliates vide shareholders' approval dated February 24, 2025 and 11,57,220 CCPS was allotted by the Board through circular resolution on March 27,2025.
- e) The Board has allotted 8,24,176 Partly Paid-up Equity Shares on a preferential basis through private placement at a price of INR 182/-(includes a premium of INR 172/-) with a paid up value of INR 1/- to Mr. Deepak Dugar and Mr. Praveen Dugar, of the company through circular resolution on March 19,2025
- f) The Resource Committee Meeting of the Board of the Directors dated February 18,2025 has allotted 25,000 listed, rated, senior, secured, transferable, redeemable, non-convertible debentures at a face value of INR 1,00,000 on a private placement basis to the IKF Finance Limited, IKF Home Finance Limited and InCred Financial Services Limited.
- g) The Resource Committee Meeting of the Board of the Directors dated July 3,2024 has allotted 2,000 listed, rated, senior, secured, transferable, redeemable, non-convertible debentures at a face value of INR 1,00,000 on a private placement basis to the Moneyboxx Finance Limited.

**For M/s. M. Alagar & Associates
(Practising Company Secretaries)
Peer Review Certificate No.: 6186/2024**

Sd/-

**Bharathi R
(Partner)**

ACS No. 24166

COP No. 27315

UDIN : A024166G000413357

Place : Chennai
Date : May 22, 2025

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

ANNEXURE – I

The Members

M/s. Mahaveer Finance India Limited

Our report is to be read along with this letter.

1. Maintenance of secretarial record 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 secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. 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 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 of the efficacy or effectiveness with which the management has conducted the affairs of the company.

For M/s. M. Alagar & Associates
(Practising Company Secretaries)
Peer Review Certificate No.: 6186/2024

Sd/-

BHARATHI R
(Partner)

ACS No. 24166

COP No. 27315

UDIN : A024166G000413357

Place : Chennai
Date : March 22, 2025

Annexure III
Form No.AOC-2

[Pursuant to clause (h) of sub-section (3) of Section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014]

Form of disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section of Section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto

1. Details of contracts or arrangements or transactions not at arm's length basis: The Company has not entered into such transactions during the year.
2. Details of material contracts or arrangement or transactions at arm's length basis:

Sr. No.	Name(s) of the related party and nature of relationship	Nature of contracts/ arrangements/ transactions	Duration of the contracts/ arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any:	Date(s) of approval by the Board, if any:	Amount paid as advances, if any:
1.	Mrs. Gunasundari Dugar. W/O Shri. Mahaveerchand Dugar, M/O Shri. Praveen Dugar and Shri. Deepak Dugar	Rent paid	12 months	The lease is for initial period of 11 months commencing from the date of signing which can be renewed for further 4 periods of 11 months each with mutual agreement.	27/02/2024	NIL
2.	Mrs. Purvi Dugar. W/O Shri. Deepak Dugar	Rent paid	12 months	The lease is for initial period of 11 months commencing from the date of signing which can renewed for further 4 periods of 11 months each.	27/02/2024	NIL
3.	Mrs. Anjali Dugar. W/O Shri. Praveen Dugar	Rent paid	12 months	The lease is for initial period of 11 months commencing from the date of signing which can renewed for further 4 periods of 11 months each.	27/02/2024	NIL

For and on behalf of the Board,

Sd/-

Deepak Dugar

Managing Director & Chief Executive Officer
DIN:00190705

Sd/-

Praveen Dugar

Deputy Managing Director & Chief Financial Officer
DIN:00190780

Place: Chennai
Date : 30.05.2025

ANNUAL REPORT ON CSR ACTIVITIES

[Pursuant to Clause (o) of sub section (3) of Section 134 of the Act and Rule 8 of the Companies (Corporate Social Responsibility) Rules 2014]

1. Brief outline on CSR Policy of the Company:

The CSR policy of the Company outlines the various areas/activities in which the CSR expenditure is to be made with the following eight thrust areas:

- Education / Literacy enhancement
- Environment protection / Horticulture
- Infrastructure development
- Drinking water / sanitation
- Health care / Medical facility
- Community development / social empowerment
- Contribution to Social welfare funds set up by Central / State Government
- Relief for victims of natural calamities

CSR Programmes will be implemented by the company either on its own or through any specialized agencies/ implementing agencies like NGOs, Trusts, Missions, elected local Bodies like Panchayats, Self Help Groups, Mahila Mandals, community-based organisations etc which are eligible to undertake any CSR activity as per the Companies Act, 2013 and rules made thereunder.

The poor and needy section of the society living in different parts of India would normally be covered. The Company shall give preference to the local area and areas around it where it operates, for spending the amount earmarked for CSR activities. For this purpose, the company will normally spend the CSR amount within 100 KMs radius of its Head office or Branch offices.

CSR policy is available in company website: <https://www.mahaveerfinance.com/corp.php>

2. Composition of CSR Committee:

As per the Section 135(9) of the Companies Act, 2013, the Corporate Social Responsibility Committee has been dissolved w.e.f 29th June 2021 and the powers of the said Committee vests with the Board of Directors..

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

The Corporate Social Responsibility Committee has been dissolved with effect from 29th June 2021, hence, the information about the Committee is not available in the website. The web-link for CSR policy and CSR expenditures made by the Company in F.Y. 2024-25 is disclosed in <https://www.mahaveerfinance.com/corp.php>

4. Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social responsibility Policy) Rules, 2014, if applicable (attach the report): Not Applicable.

5. Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any:

Sl. No.	Financial year	Amount available for set-off from preceding financial years (in Rs.)	Amount required to be set-off for the financial year, if any (in Rs.)
1.	2024-25	7,81,432	7,81,432
	Total	7,81,432	7,81,432

6. Average net profit of the company as per section 135(5): Rs. 19,18,49,859-

- Two percent of average net profit of the company as per section 135(5): Rs. 38,36,997
- Surplus arising out of the CSR projects or programmes or activities of the previous financial years: NIL
- Amount required to be set off for the financial year, if any: Rs. 7,81,432
- Total CSR obligation for the financial year (7a+7b-7c): Rs. 30,55,565

7. (A) CSR amount spent or unspent for the financial year:

Total Amount Spent for the Financial Year. (in Rs.)			Amount Unspent (in Rs.)		
	Total Amount transferred to Unspent CSR Account as per section 135(6).		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5).		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
Rs. 35,00,000/-	NA	NA	NA	NA	NA

(b) Details of CSR amount spent against ongoing projects for the financial year: NIL

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

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	
S. No.	Name of the Project	Item from the list of activities in schedule VII to the Act.	Local area (Yes/No)	Location of the project.		Amount spent for the project (in Rs.).	Mode of implementation - Direct (Yes/No).	Mode of implementation - Through implementing agency.	
				State	District			Name	CSR registration number
1.	Donation to JITO Administrative Training Foundation	ii. Promoting Education	Yes	Tamil Nadu	Chennai	20,00,000	No	JITO Administrative Training Foundation	CSR00010876
2.	Donation to Shri Maheshwari Hospital and Research Centre Trust		Yes	Tamil Nadu	Chennai	15,00,000	No	Shri Maheshwari Hospital and Research Centre Trust	CSR00023184
	Total					35,00,000			

(d) Amount spent in Administrative Overheads : NIL

(e) Amount spent on Impact Assessment, if applicable : NA

(f) Total amount spent for the Financial Year (8b+8c+8d+8e): Rs. 35,00,000

(g) Excess amount for set off, if any

Sl. No.	Particular	Amount (in Rs)
1.	Two percent of average net profit of the company as per section 135(5)	Rs. 30,60,000 (as rounded off by the Board)
2.	Total amount spent for the Financial Year	Rs. 35,00,000/-
3.	Excess amount spent for the financial year [(ii)-(i)]	Rs. 4,40,000/-
4.	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	NIL
5.	Amount available for set off in succeeding financial years [(iii)-(iv)]	Rs. 4,40,000/-

8. (a) **Details of Unspent CSR amount for the preceding three financial years: NIL**

(b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s): NIL

9. **In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year (asset-wise details): NIL**

10. **Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5):NIL**

sd/-	sd/-	Not Applicable
(Chief Executive Officer or Managing Director or Director)	(Chairman of the Board)	[Person specified under clause (d) of sub-section (1) of section 380 of the Act] (Wherever applicable).

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF MAHAVEER FINANCE INDIA LIMITED

Report on the Audit of the Financial Statements

Opinion

We We have audited the accompanying standalone financial statements of **Mahaveer Finance India Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2025, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year then ended, a summary of material accounting policies and other explanatory information (hereinafter referred to as "the standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2025, and its profit, total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the standalone financial statement in accordance with the Standards on Auditing ("SAs") specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules framed thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the standalone financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined that there are no key audit matters to communicate in our report.

Other Matter

The comparative financial information of the Company for the year ended March 31, 2024, included in these standalone financial statements, were audited by the predecessor auditor, who expressed an unmodified opinion on those financial statement vide their report dated June 12, 2024.

Our opinion is not modified in respect of this matter.

Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the other information. The other information comprises of the Directors' Report and Management Discussion & Analysis (but does not include the financial statements and our auditor's report thereon) (collectively referred to as "other Information").

Our opinion on the standalone 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 standalone financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with Governance. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, changes in equity, cash flows of the Company in accordance with Ind AS and relevant provisions of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, 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 management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

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

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

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

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

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

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

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of section 143(11) of the Act, we give in the "Annexure A", a statement on the matters specified in the paragraph 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations 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 matter stated in paragraph 2(i)(vi) 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 standalone financial statements comply with the Indian Accounting Standards specified under section 133 of the Act, read with relevant rules issued thereunder and relevant provisions of the Act;
 - e) On the basis of the written representations received from the directors as on March 31, 2025 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2025 from being appointed as a director in terms of section 164(2) of the Act;
 - f) The observations relating to the maintenance of accounts and other matters connected therewith, is as stated in paragraph (b) above.
 - g) With respect to the adequacy of the internal financial controls with reference to standalone financial statements of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls with reference to standalone financial statements;
 - h) With respect to other matters to be included in the Auditor's report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations provided to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act;
 - i) 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, as amended, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company does not have any pending litigations having impact on its financial position in its standalone financial statements.
 - ii. The Company has made adequate provision as required under the applicable law or accounting standards for material foreseeable losses if any on the long-term contracts including derivative contracts.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company. Hence the question of reporting delay in depositing dues does not arise.

- iv. a) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- (b) The management has represented, that, to the best of its knowledge and belief, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- (c) Based on our audit procedures that are considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that above representations under sub-clause iv (a) and iv (b) contain any material mis-statement.
- v. The Company has neither declared nor paid dividend during the year and hence the question of compliance under section 123 of the Act does not arise.
- vi. Based on our examination, which included test checks, we note that the Company uses S3G accounting software for maintaining its books of account for the year ended March 31, 2025. This software includes an audit trail (edit log) feature, which was operational throughout the year for all relevant transactions recorded within the system. However, we observed that the audit trail functionality was not enabled for changes to masters and direct changes made at the database level.

Furthermore, during the course of our audit, we did not identify any instances of tampering with the audit trail. The Company has preserved the audit trail in accordance with statutory record retention requirements, except in respect of changes to masters and direct database-level changes, for which the audit trail feature was not enabled

**For G.M. Kapadia & Co.,
Chartered Accountants
Firm Registration Number : 104767W**

**Satya Ranjan Dhali
Partner
Membership No. 214046
UDIN : 25214046BMLMNC2657**

**Place : Chennai
Date : May 30, 2025**

“ANNEXURE A” TO THE INDEPENDENT AUDITOR’S REPORT

(Referred to in paragraph 1 under “Report on Other Legal & Regulatory Requirements” of our report on even date, to the members of Mahaveer Finance India Limited on the Standalone Financial Statements for the year ended March 31, 2025.)

To the best of our information and according to the information and explanations provided to us by the Company and the books of account and records examined by us in the normal course of audit, we state that:

- i. a) (A) The Company is maintaining proper records showing full particulars, including quantitative details and situation of property, plant and equipment and relevant details of right of use assets.
(B) The Company has maintained proper records showing full particulars of intangible assets.
- b) As per the plan and programme of the Management, property, plant & equipment has been physically verified. The programme of physical verification of property, plant & equipment, in our opinion, is considered reasonable having regard to the size of the Company and nature of its business. No material discrepancies were noticed on such verification.
- c) There are no immovable properties in the name of the Company, and hence paragraph 3(i)(c) of the Order is not applicable to the Company.
- d) The Company has not revalued its property, plant and equipment (including right of use assets) or intangible assets or both during the year ended March 31, 2025. Accordingly, paragraph 3(i)(d) of the order is not applicable.
- e) There are no proceedings initiated or pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.
- ii. a) The Company is a Non-Banking Finance Company (NBFC) engaged in the business of vehicle financing and does not maintain any inventory. Hence, reporting under paragraph 3(ii)(a) of the order is not applicable.
- b) During the year, the Company has been sanctioned working capital limits in excess of Rs. 5 crores, in aggregate, from banks on the basis of security of vehicle loans granted (assets). The Company has filed quarterly returns or statements with such banks, which are in agreement with the audited books of account.
- iii. The Company is a Non-Banking Financial Institutions registered with the Reserve Bank of India and carrying on the business activity of vehicle (asset) financing.

During the year, in the ordinary course of its business the Company has granted loans and advances in the nature of loans, secured and unsecured, to companies, firm, limited liability partnership or any other parties. Further, the Company has not made any new investments or provided any guarantee or securities.

With respect to such granting of loan and advances,

- a) Since the Company’s principal business is to give loans, the provisions of paragraph 3(iii)(a) of the Order are not applicable.
- b) In our opinion, the terms and conditions on which the loans have been granted are prima facie, not prejudicial to the interest of the Company.
- c) In respect of loans granted, other than advances in the nature of loan as considered in paragraph 3(f), the schedule of repayment of principal and payment of interest have been stipulated. There are cases where the parties are not regular in repayment of loans and payment of interest. Having regard to the voluminous nature of loan transactions, it is not practicable to furnish borrower-wise details of irregularities. In accordance with the accounting policy explained in note no. 3(e) to the standalone financial statement, loans granted with balance as at March 31, 2025, aggregating Rs. 3,316.55 Lakhs were categorised as credit impaired (‘Stage 3’) and Rs 6,204.15 Lakhs were categorised as those where the credit risk has increased significantly since initial recognition (‘Stage 2’). Disclosures in respect of such loans have been provided in note no. 46 to the standalone financial statements. Additionally, out of loans granted with balances as at the year end aggregating Rs 75,900.30 Lakhs, where credit risk has not significantly increased since initial recognition (categorised as ‘Stage 1’), delay is observed in repayment of principal and interest aggregating to Rs. 80.05 Lakhs which are less than 30 days.
- d) The total amount overdue for more than ninety days, in respect of loans and advances in the nature of loans, as at the year end is Rs. 3,316.55 Lakhs. Reasonable steps are being taken by the Company for recovery of the principal and interest.
- e) The provisions of paragraph 3(iii)(e) of the Order are not applicable to the Company as its principal business is to give loans.
- f) Based on our examination, the Company has granted advances in the nature of loan to various parties during the year amounting to Rs. 940.60 Lakhs, out of which outstanding balance as on March 31, 2025 is Rs. 386.59, where repayment terms with respect to principal have not been specified and as informed are repayable on demand, however, interest is payable on monthly basis. No loans or advances in the nature of loan has been provided to promoters or related parties and further no loans have been granted which are repayable on demand. The percentage of advances in the nature of loan to total loan is 0.46%.

- iv. The Company has not granted any loans or made any investment, or provided any guarantees or security to the parties covered under section 185 and 186 of the Act. Therefore, the provisions of paragraph 3(iv) of the Order are not applicable to the Company.
- v. The Company being a non-deposit taking Non-Banking Financial Company, registered with RBI, the provisions of sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended) are not applicable to the Company. Accordingly, the provisions of paragraph 3(v) of the Order are not applicable. We have been informed by the management that no order has been passed by Company Law Board or National Company Law Tribunal or Reserve Bank of India or any Court or any other Tribunal in this regard.
- vi. The Central Government has not prescribed maintenance of cost records under section 148(1) of the Act, in respect of the Company's products. Accordingly, paragraph 3(vi) of Order is not applicable.
- vii. Based on the records of the Company examined by us:
 - a) The Company is generally regular in depositing undisputed statutory dues including provident fund, employee state insurance, income tax, goods and services tax, cess and other material statutory dues to the appropriate authorities, except in the case of professional tax, where dues are pending for more than 6 months for which details are provided below.

Name Of the Statute	Nature of the Dues	Amount (Rs.)	Period to which the amount relates	Due Date	Date of Payment
Professional Tax – Tamil Nadu	Professional Tax	2,17,262	April, 2024 to September, 2024	Various Dates	Not Paid
Professional Tax – Andhra Pradesh	Professional Tax	36,516	April, 2024 to September, 2024	Various Dates	Not Paid
Professional Tax – Telangana	Professional Tax	62,300	April, 2024 to September, 2024	Various Dates	Not Paid

As represented by the Company, it does not have any dues on account of sales tax, service tax, duty of custom, duty of excise and value added tax.

- b) There were no amounts payable in respect of provident fund, employee's state insurance, income tax, goods & services tax, duty of customs, duty of excise, value added tax, Cess and other material statutory dues, which have not been deposited with the appropriate authorities on account of any dispute.
- viii. There were no transactions previously unrecorded in the books of account that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.
- ix.
 - a) The Company has not defaulted in repayments of loans or other borrowings or in the payment of interest there upon to any lender.
 - b) The Company has not declared as a wilful defaulter by any bank or financial institution or government authorities.
 - c) In our opinion, the Company has utilised the funds availed from term loans for the purpose it was obtained, except loan obtained during the year to the extent of Rs. 12,000 Lakhs has not been utilised, as the same was disbursed at the fag end of the year.
 - d) On an overall examination of the standalone financial statements of the Company, funds raised on short-term basis have, prima facie, have not been used during the year for long term purposes by the Company.
 - e) The Company does not have any subsidiary, associate or joint ventures and therefore, paragraphs 3(ix)(e) and 3(x)(f) of the order are not applicable.
- x.
 - a) The Company has not raised any money by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, reporting under paragraph 3(x)(a) of Order is not applicable.
 - b) The Company has made preferential allotment or private placement of equity shares and preference shares during the year. For such allotment of shares, the Company has complied with the requirements of section 42 and 62 of the Act. The Funds raised amounting to Rs. 2,658.28 Lakhs have not been utilised as they were received at the fag end of the year and are lying in the Company's bank account as at March 31, 2025. The Company has not made any preferential allotment or private placement of (fully or partly or optionally) convertible debentures during the year.
- xi.
 - a) To the best of our knowledge, no fraud by the Company or any fraud on the Company has been noticed or reported during the year.
 - b) During the year and up to the date of this report, no report under section 143(12) of the Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
 - c) As represented to us by the management, there are no whistle blower complaints received by the Company during the year.
- xii. The Company is not a Nidhi Company. Accordingly, paragraph 3 (xii) of the Order is not applicable.

- xiii. In our opinion, the related party transactions entered in to by the Company are in compliance with sections 177 and 188 of Act, where applicable, and the details of such transactions have been disclosed in the standalone financial statements, as required by the applicable accounting standard.
- xiv. a) In our opinion and based on our examination, the Company has an internal audit system commensurate with the size and nature of its business;
b) We have considered internal audit reports of the Company issued till date for the period under audit, in determining the nature, timing and extent of our audit procedures.
- xv. In our opinion during the year the Company has not entered into any non-cash transactions with its directors or persons connected with its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- xvi. a) Based on our examination, the Company is required to register under section 45-IA of Reserve Bank of India Act, 1934 and has obtained the registration.
b) During the year, the Company has not conducted any non-banking financial activities without a valid Certificate of Registration ("CoR") from the Reserve Bank of India ("RBI") as per the Reserve Bank of India Act, 1934. The Company has not carried out any Housing Finance Activity for which it requires any CoR from RBI.
c) The Company is not a Core Investment Company (CIC) as defined in the regulation made by the Reserve Bank of India. Accordingly, reporting under clause 3(xvi)(c) of the Order is not applicable.
d) On the basis of our examination, the Company is not forming part of any Group as defined under Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023, accordingly paragraph 3(xvi)(d) of the Order is not applicable.
- xvii. The Company has not incurred any cash losses in the financial year and also in the immediately preceding financial year.
- xviii. The previous statutory auditor of the Company has resigned during the year. We have taken into consideration the issues, objections or concerns raised by the outgoing auditor while forming our opinion on the financial statements of the Company.
- xix. 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, the auditor's 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. a) Based on the examination of records produced before us with respect to expenditure incurred towards corporate social responsibility as required u/s 135 of the Companies Act, 2013, the Company has transferred an amount of Rs. 35 Lakhs to the eligible organisations. However, in the absence of the confirmation from the implementing organisation, we are unable to comment on the utilisation of the amount paid.
b) In our opinion, there are no ongoing projects towards Corporate Social Responsibility (CSR) requiring a transfer to special account in compliance with the provision of sub section (6) of section 135 of the said Act. Accordingly, reporting under clause 3(xx)(b) of the order is not applicable for the year.

**For G.M. Kapadia & Co.,
Chartered Accountants
Firm Registration Number : 104767W**

**Satya Ranjan Dhall
Partner
Membership No. 214046
UDIN : 25214046BMLMNC2657**

**Place : Chennai
Date : May 30, 2025**

“ANNEXURE B” TO THE INDEPENDENT AUDITOR’S REPORT

(Referred to paragraph 2(f) under the heading ‘Report on other Legal and Regulatory Requirements’ of our independent auditor’s report on even date, to the members of the Mahaveer Finance India Limited on standalone financial statements for the year ended March 31, 2025.)

Report on the internal financial controls with reference to standalone financial statements under Clause (i) of sub-section 3 of Section 143 of the Companies Act, 2013 (the “Act”)

Opinion

We have audited the internal financial controls with reference to standalone financial statements of **Mahaveer Finance India Limited** (the “Company”) as of March 31, 2025 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

In our opinion, the Company has, in all material respects, an adequate internal financial controls with reference to standalone financial statements, and such internal financial controls were operating effectively as at March 31, 2025, based on the internal control with reference to standalone financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the “Guidance Note”) issued by the Institute of Chartered Accountants of India (“ICAI”).

Management’s Responsibility for Internal Financial Controls

The Company’s management and Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal control with reference to standalone financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls with reference to standalone financial statements of the Company based on our audit. We conducted our audit in accordance with the Guidance Note issued by ICAI and the Standards on Auditing prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial control with reference to standalone 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 standalone 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 standalone financial statements and their operating effectiveness.

Our audit of internal financial controls with reference to standalone financial statements included obtaining an understanding of internal financial controls with reference to standalone financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk.

The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error.

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

Meaning of Internal Financial Controls with reference to Standalone Financial Statements

A Company’s internal financial controls with reference to standalone 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 standalone financial statements includes those policies and procedures that;

- (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company;
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of standalone financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and
- (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company’s assets that could have a material effect on the standalone financial statements.

Inherent Limitations of Internal Financial Controls with reference to Standalone Financial Statements

Because of the inherent limitations of internal financial controls with reference to standalone financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial control with reference to standalone financial statements to future periods are subject to the risk that 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 G.M. Kapadia & Co.
Chartered Accountants
Firm Registration Number : 104767W
Satya Ranjan Dhali
Partner
Membership No. 214046
UDIN : 25214046BMLMNC2657

Place : Chennai

Date : May 30, 2025

MAHAVEER FINANCE INDIA LIMITED

CIN : U65191TN1981PLC008555

Balance Sheet as at 31st March 2025

(All amount in ₹ Lakhs, except otherwise stated)

PARTICULARS	Note No.	As at 31 st March, 2025	As at 31 st March, 2024
ASSETS			
I. Financial Assets			
(a) Cash and cash equivalents	4	14,268.49	15,119.05
(b) Bank Balance other than (a) above	5	462.79	320.10
(c) Loans	6	84,530.50	62,241.87
(d) Investments	7	8.40	4.36
(e) Other Financial assets	8	2,436.40	1,391.94
Total Financial Assets		1,01,706.57	79,077.31
2. Non-financial Assets			
(a) Deferred tax Assets (Net)	9	465.90	306.03
(b) Property, Plant and Equipment	10	1,185.01	279.90
(c) Other Intangible assets	11	8.76	7.64
(d) Other non-financial assets	12	215.35	85.27
Total Non-Financial Assets		1,875.03	678.84
Total Assets		1,03,581.62	79,756.18
LIABILITIES AND EQUITY			
Liabilities			
1. Financial Liabilities			
(a) Trade Payables	13		
i) total outstanding dues of micro and small enterprises		11.04	-
ii) total outstanding dues of creditors other than micro and small enterprises		25.35	8.92
(b) Debt Securities	14	6,972.57	3,493.32
(c) Borrowings (Other than Debt Securities)	15	69,003.05	53,730.24
(d) Subordinated Liabilities	16	1,559.18	1,559.84
(e) Other financial liabilities	17	3,323.33	3,176.19
Total Financial Liabilities		80,894.53	61,968.51
2. Non-Financial Liabilities			
(a) Current tax liabilities (Net)	18	160.56	287.55
(b) Provisions	19	415.36	143.93
(c) Other non-financial liabilities	20	125.91	109.01
Total Non-Financial Liabilities		701.83	540.49
3. Equity			
(a) Share capital	21	1,729.07	1,495.22
(b) Other Equity	SOCIE	20,256.19	15,751.96
Total Equity		21,985.26	17,247.18
Total Liabilities and Equity		1,03,581.62	79,756.18
Summary of material accounting policies	3		
The accompanying notes are an integral part of financial statements.			

As per our report of even date attached

For G M Kapadia & Co.,
Chartered Accountants
Firm Regn No. 104767W

Satya Ranjan Dhall
Partner
Membership No. 214046

Place : Chennai, Date : May 30, 2025

For and on behalf of Board of Directors

M Deepak Dugar
Managing Director and
Chief Executive Officer
DIN: 00190705

M Praveen Dugar
Whole-time Director and
Chief Financial Officer
DIN: 00190780

Dolly Kothari
Company Secretary
M.No.: A73608

MAHAVEER FINANCE INDIA LIMITED

CIN : U65191TN1981PLC008555

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

(All amount in ₹ Lakhs, except otherwise stated)

PARTICULARS	Note No.	For the year ended 31 st March, 2025	For the year ended 31 st March, 2024
Revenue from operations			
Interest Income	22	17,011.08	12,707.69
Fees & Commission Income	23	170.59	117.71
Net gain on fair value changes	24	6.90	169.64
(I) Total Revenue from operations		17,188.57	12,995.04
(II) Other Income	25	4.38	6.93
(III) Total Income (I+II)		17,192.95	13,001.97
Expenses			
Finance Costs	26	8,837.41	6762.52
Fees and commission expense	27	300.25	325.15
Impairment on financial instruments	28	535.42	86.74
Employee Benefits Expenses	29	2,910.82	2,200.90
Depreciation and amortization	30	253.87	144.82
Other expenses	31	1,538.30	1,063.28
(IV) Total Expenses (IV)		14,376.07	10,583.41
(V) Profit / (loss) before exceptional items and tax (III - IV)		2,816.88	2,418.56
(VI) Exceptional items		-	-
(VII) Profit before tax (V-VI)		2,816.88	2,418.56
(VIII) Tax Expense:			
- Current Tax		856.68	770.60
- Deferred Tax	43	(149.94)	(16.15)
(IX) Profit for the year (VII-VIII)		2,110.14	1,664.11
(X) Other Comprehensive Income			
(A) (i) Items that will not be reclassified to			
(a) Gain/(loss) on remeasurements of the defined benefit obligation		(39.48)	(40.06)
(b) Gain/(loss) on financial instruments designated at other comprehensive income		-	-
(ii) Income tax relating to items that will not be reclassified to profit or loss		9.94	10.08
Subtotal (A)		(29.55)	(29.98)
(B) (i) Items that will not be reclassified to			
(a) Gain/(loss) on remeasurements of the defined benefit obligation			
(b) Gain/(loss) on financial instruments designated at other comprehensive income			
(ii) Income tax relating to items that will not be reclassified to profit or loss			
Subtotal (B)		-	-
Other Comprehensive Income (A + B)		(29.55)	(29.98)
(XI) Total Comprehensive Income for the year (IX+X)		2,080.59	1,634.13
(XII) Earnings per equity share (face value of ₹10 each)			
Basic (₹)	34	16.59	13.57
Diluted (₹)		13.06	12.37
Summary of material accounting policies	3		

The accompanying notes are an integral part of financial statements.

As per our report of even date attached

For and on behalf of Board of Directors

For G M Kapadia & Co.,
Chartered Accountants
Firm Regn No. 104767W

Satya Ranjan Dhall
Partner
Membership No. 214046

Place : Chennai, Date : May 30, 2025

M Deepak Dugar
Managing Director and
Chief Executive Officer
DIN: 00190705

M Praveen Dugar
Whole-time Director and
Chief Financial Officer
DIN: 00190780

Dolly Kothari
Company Secretary
M.No.: A73608

Mahaveer Finance India Limited

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MAHAVEER FINANCE INDIA LIMITED

CIN : U65191TN1981PLC008555

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2025 (All amount in ₹ Lakhs, except otherwise stated)

PARTICULARS	For the year ended on 31 st March, 2025	For the year ended on 31 st March, 2024
I. Cash Flow from Operating Activities		
Profit before tax	2,816.88	2,418.56
Adjustment for :		
Impairment on financial instruments	535.42	649.43
Depreciation and amortization	253.87	144.82
Finance Costs	8,837.41	6,762.52
Unrealised (gain)/ loss on fair value changes	(4.05)	(1.88)
Operating Profit Before Working Capital Changes	12,439.53	9,973.46
Changes in Working Capital		
(Increase) in Loans	(22,824.04)	(17,079.23)
(Increase) / Decrease in Bank deposits	(142.69)	24.05
(Increase) in Other Assets	(1,174.54)	(576.29)
Increase in Liabilities	281.90	1,139.12
Increase in Provisions	241.88	62.58
Cash Flow used in Operations	(11,177.96)	(6,456.32)
Finance Costs paid	(8,778.06)	(6,735.90)
Income tax paid (Net of refunds)	(993.61)	(768.41)
Net Cash Used in Operating Activities (A)	(20,949.62)	(13,960.62)
II. Cash Flow from Investing Activities		
Purchase of Property, plant and Equipment and Intangible Assets	(1,160.10)	(140.88)
Movement of Investment (net)	0.01	1,032.42
Net Cash from /(used) in Investing Activities (B)	(1,160.09)	891.54
III. Cash Flow from Financing Activities		
Proceeds from Issue of Shares (Including Securities Premium net of expenses)	2,657.52	4,922.95
Proceed from issuance of Non Convertible Debentures	4,578.59	1,340.00
Repayment of Non Convertible Debentures	(1,100.00)	(4,500.00)
Payment of Lease liabilities	(149.74)	(104.59)
Proceeds from Borrowing other than debt securities	51,200.00	39,167.00
Repayment of Borrowings other than debt securities	(35,927.23)	(22,149.13)
Net Cash From Financing Activities (C)	21,259.14	18,676.22
Net Increase/(Decrease) in Cash and Cash Equivalents (A+B+C)	(850.57)	5,607.13
Cash and Cash Equivalents at the Beginning of the year	15,119.06	9,511.93
Cash and Cash Equivalents at the End of the Period	14,268.49	15,119.06
Components of Cash and Cash Equivalents		
Balances with banks	9,297.40	12,894.68
Term deposits with maturity less than 3 months	4,896.84	2,000.00
Cash in hand	74.25	224.38
Total	14,268.49	15,119.06

Note:

- Finance cost has been considered as arising from operating activities in view of the nature of the Companies business.
- The Statement of Cash Flows has been presented using indirect method as per the requirements of Ind AS 7 Statement of Cash Flows.
- Refer note no.41

As per our report of even date attached

For and on behalf of Board of Directors

For G M Kapadia & Co.,
Chartered Accountants
Firm Regn No. 104767W

Satya Ranjan Dhall
Partner
Membership No. 214046

Place : Chennai, Date : May 30, 2025

M Deepak Dugar
Managing Director and
Chief Executive Officer
DIN: 00190705

M Praveen Dugar
Whole-time Director and
Chief Financial Officer
DIN: 00190780

Dolly Kothari
Company Secretary
M.No.: A73608

MAHAVEER FINANCE INDIA LIMITED

CIN : U65191TN1981PLC008555

Statement of Changes in Equity for the year ended 31st March 2025 (All amount in ₹ Lakhs, except otherwise stated)

A. Share Capital	Balance as at April 1, 2023	Change during the year 2023-24	Balance as at March 31, 2024	Change during the year 2024-25	Balance as at March 31, 2025
Equity Shares of Rs. 10/- each, fully paid up	1,226.39	0.01	1,226.40	109.89	1,336.29
Equity Shares of Rs. 10/- each, partly paid up	-	-	-	8.24	8.24
38,45,422 Nos. (Previous year as at 31 st March, 2024 26,88,202) 0.001% Compulsory Convertible Preference Shares of Rs. 10/- each, fully paid up	-	268.82	268.82	115.72	384.54
Total	1,226.39	268.83	1,495.22	233.85	1,729.07

(All amount in ₹ Lakhs, except otherwise stated)

B. Other Equity	Reserves and Surplus				Compulsory Convertible Debentures	Total
	Security Premium	General Reserve	Statutory Reserves	Retained Earnings		
Balance as at 1st April, 2023	2,073.63	152.60	1,184.75	4,052.71	2,000.00	9,463.70
Profit for the year	-	-	-	1,664.11	-	1,664.11
Other Comprehensive Income / (loss) (net of tax)	-	-	-	(29.98)	-	29.98
Total Comprehensive Income	-	-	-	1,634.13	-	1,634.13
Securities premium received during the year (net of expenses)	4,654.13	-	-	-	-	4,654.13
Transfer to Statutory Reserves	-	-	332.82	(332.82)	-	-
Transfer to General Reserves	-	10.00	-	(10.00)	-	-
Balance as at 31st March, 2024	6,727.76	162.60	1,517.57	5,344.02	2,000.00	15,751.96
Profit for the year	-	-	-	2,110.14	-	2,110.14
Other Comprehensive Income / (loss) (net of tax)	-	-	-	(29.55)	-	(29.55)
Total Comprehensive Income	-	-	-	2,080.59	-	2,080.59
Securities premium received during the year (net of expenses)	2,533.56	-	-	-	-	2,533.56
Conversion of CCD into Equity	1,890.11	-	-	-	(2,000.00)	(109.89)
Transfer to Statutory Reserves	-	-	422.03	(422.03)	-	-
Transfer to General Reserves	-	10.00	-	(10.00)	-	-
Balance as at 31st March, 2025	11,151.43	172.60	1,939.60	6,992.55	-	20,256.19

Notes: Description of the nature and purpose of other equity

- (i) **Statutory reserve (Reserve u/s. 45-IA of the Reserve Bank of India Act, 1934 (the "RBI Act, 1934"))**
Statutory reserve represents the reserve created as per Section 451C of the RBI Act, 1934, pursuant to which a Non-Banking Financial Company shall create a reserve fund and transfer therein a sum not less than twenty per cent of its net profit annually as disclosed in the Statement of Profit and Loss, before any dividend is declared. No appropriation of any sum from the reserve fund can be made by the Company except for the purpose as may be specified by the Reserve Bank of India from time to time and every such appropriation shall be reported to the Reserve Bank of India within twenty-one days from the date of such withdrawal. The Company transfers said amount at the end of the financial year.
- (ii) **General reserve**
Represents accumulated profits set apart by way of transfer from current year Profits or/and Retained Earnings. General reserve is free reserve available for distribution as recommended by Board in accordance with requirements of the Companies Act, 2013.
- (iii) **Security Premium**
Securities premium is used to record the premium received on the issue of shares. The reserve can be utilised only for specified purposes in accordance with the provisions of the Companies Act, 2013. During the year, the Company has received Rs.2,533.56 lakhs as Securities premium from the issue of Compulsory Convertible Preference shares (Net of expenses incurred for issue of shares of Rs 0.75 lakhs).
- (iv) **Retained Earnings**
Retained Earnings represents the accumulated available profit of the Company including the amounts carried forward from earlier years.
- (v) **Compulsory Convertible Debentures**
During the year 2020-2021, the Company has issued 2000 Nos. Unsecured Compulsorily Convertible Debentures (CCD) of face value of Rs.1,00,000 each to the Investors. The CCDs shall be converted on or after 48 months from the date of investment at the price agreed upon as per the investment agreement. Until Conversion, the Company shall serve a quarterly coupon @ 17% p.a. to the Investors. In terms of the Share subscription Agreement with First bridge India growth Fund, these CCD's were purchased by them and converted into 10,98,901/- Equity Shares during the FY-2024-25 at face value of Rs.10/- per equity share and securities premium of Rs.172/- per share amounting to Rs.1,890.11 lakhs.
- (vi) **Compulsory Convertible Preference Shares**
Terms of Issue : During 2024-25, the company has issued 11,57,220 Nos Compulsory Convertible Preference Shares (CCPS) of Rs.10/- each fully paid up to the Investor. The CCPS issued to the Investor shall compulsorily convert into Equity Shares of the Company upon (a) Listing of the Equity Shares of the Company under an IPO ("Public Offering"); or on the date that is 1 (One) day before the expiry of 20 (Twenty) years from the date of issuance of the CCPS ("Investment Period"). The holder of each CCPS shall be entitled to preferential non-cumulative dividend at the rate of 0.001% per year for all the CCPS till such time that the CCPS are outstanding.

As per our report of even date attached

For G M Kapadia & Co.,Chartered Accountants
Firm Regn No. 104767W**Satya Ranjan Dhall**

Partner

Membership No. 214046

Place : Chennai, Date : May 30, 2025

For and on behalf of Board of Directors

M Deepak Dugar
Managing Director and
Chief Executive Officer
DIN: 00190705**M Praveen Dugar**
Whole-time Director and
Chief Financial Officer
DIN: 00190780**Dolly Kothari**
Company Secretary
M.No.: A73608

Notes to financial statements for the year ended 31st March, 2025**1. Company Overview**

Mahaveer Finance India Limited (the 'Company') is a unlisted Public Limited Company domiciled in India and incorporated on 05-01-1981 under the provisions of the Companies Act 1956 ('the Act'). The Company is registered with the Reserve Bank of India (RBI) since Inception. The last renewed Certificate of registration was issued by RBI on November 12, 2015 to carry on the business of Non-Banking Financial Institution ('NBFC') without accepting public deposits.

The Company is a Non-Deposit taking Systemically Important Non-Banking Financial Company (NBFC-ND-SI) registered with the Reserve Bank of India (RBI), vide Registration No. B-07.00413, and classified as an NBFC-Investment and Credit Company (NBFC-ICC) pursuant to circular DNBR (PD) CC.No.097/03.10.001/2018-19 dated 22 February 2019. The Company is engaged in the business of Asset financing. The Company has been classified as NBFC-BL (Base layer) by the RBI as per Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023 dated 19 October 2023, as amended.

The financial statements of the Company for the year ended March 31, 2025 were authorized for issue by the Board of Directors at their meeting held on 30th May, 2025.

2. Basis of Preparation**(i) Statement of compliance with Indian Accounting Standards (Ind AS)**

These financial statements have been prepared in accordance with the Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015, as amended, notified under Section 133 of the Companies Act, 2013, (the 'Act') and other relevant provisions of the Act, as amended from time to time and other accounting principles generally accepted in India along with other relevant provisions of the Act and the Directions related to Non-Banking Financial Companies issued by RBI from time to time.

The Company's financial statements are prepared in accordance with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended, other relevant provisions of the Act and other accounting principles generally accepted in India, to the extent applicable including the NBFC Master Directions.

The Company presents its balance sheet in order of liquidity. The Company prepares and presents its Balance Sheet, the Statement of Profit and Loss and the Statement of Changes in Equity in the format prescribed by Division III of Schedule III to the Act. The Statement of Cash Flows has been prepared and presented as per the requirements of Ind AS 7 'Statement of Cash Flows'. An analysis regarding recovery or settlement within 12 months after the reporting date and more than 12 months after the reporting date is presented in Note 42.

(ii) Basis of Measurement

These financial statements have been prepared on a historical cost basis except for certain assets and liabilities which have been measured at fair value as required by relevant Ind AS.

Fair value is the price that would be received to sell of an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company take into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in the financial statements is determined on such a basis, except measurements that have some similarities to fair value but are not fair value, such as value in use in Impairment of Assets.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices /net asset value (unadjusted) in active markets for identical assets or liabilities that the company can access at the measurement date;
- Level 2 inputs other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

(iii) Material Accounting Judgements, Estimates, Assumptions And Key Source Of Estimation Uncertainty

In preparing these financial statements, management has made judgements, estimates and assumptions that affect the application of the Company's accounting policies and the reported amounts of assets, liabilities, income and expenses. Management believes that the estimates used in the preparation of the financial statements are prudent and reasonable. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to estimates are recognised prospectively.

Judgements

Information about the judgements made in applying accounting policies that have the most significant effects on the amounts recognised in the financial statements have been given below:

- assessing the lease term (including anticipated renewals) and the applicable discount rate.
- Classification of financial assets: assessment of business model within which the assets are held and assessment of whether the contractual terms of the financial assets are solely payments of principal and interest on the principal amount outstanding.

Assumptions and estimation uncertainties

Information about assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment in the financial statements for every period ended is included below:

- Measurement of defined benefit obligations: key actuarial assumptions;
- Recognition of deferred tax assets: availability of future taxable profit against which carry-forward tax losses can be used;
- Impairment test of non financial asset: key assumptions underlying recoverable amounts.
- Useful life and residual value of property, plant and equipment, other intangible assets and right of use assets;
- Recognition and measurement of provisions and contingencies: key assumptions about the likelihood and magnitude of an outflow of resources
- Impairment of financial assets: key assumptions used in estimating recoverable cash flows
- Measurement of expected credit losses.

(iv) Functional and presentation currency

Indian Rupee (₹) is the Company's functional currency and the currency of the primary economic environment in which the Company operates. Accordingly, the management has determined that financial statements are presented in Indian Rupees (₹). All amounts have been rounded-off to the nearest lakhs upto two decimal places, unless otherwise indicated.

3. Material Accounting Policies

a Property, plant and equipment

Recognition and measurement

Property, plant and equipment (PPE) are stated at their cost of acquisition. The cost comprises purchase price, and directly attributable cost of bringing the asset to the location and condition for it to be capable of operating in a manner intended by the management and initial estimation of any decommissioning obligation if any. Any trade discount and rebates are deducted. The estimated useful lives and residual values of the PPE are reviewed at the end of each financial year.

PPE, individually costing less than Rupees five thousand, are fully depreciated in the year of purchase. Gains or losses arising from the retirement or disposal of PPE are determined as the difference between the net disposal proceeds and the carrying amount of the asset and recognised as income or expense in the Statement of Profit and Loss.

Subsequent Measurement

Depreciation

Depreciation on property, plant and equipment is provided on Written Down Value Method using the rates arrived at based on the useful lives as specified in the Schedule II of the Companies Act, 2013. Depreciation on the Property Plant and Equipment added/disposed off/discarded during the year is provided from/upto the date when added/disposed off/discarded.

Particulars	Estimated useful life by the company	Usefull life as prescribed by Schedule II of the Companies Act 2013
Furniture and Fixtures	10	10
Office Equipment	5	5
Computers	3	3
Vehicles	8	8

b Other Intangible Assets

Recognition and measurement

Subsequent Measurement

Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Company.

Amortisation

The intangible assets are amortised using the straight line method over a period of three years [which is the management's estimate of its useful life] from the date when the asset is available for use or license period which ever is lower. Amortisation on the intangible asset disposed off during the year is provided on pro-rata basis with reference to the date of disposal. The useful lives of intangible assets are reviewed at each financial year end and adjusted prospectively, if appropriate.

c Impairment of non-financial assets

At the end of each reporting period, the Company reviews the carrying amounts of non-financial assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). When it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash generating unit to which the asset belongs.

d Revenue recognition

Revenue is recognised to the extent that it is probable that the economic benefit will flow to the Company and the revenue can be reliably measured.

Interest and allied Income

Interest income on a financial asset at amortised cost is recognised on a time proportion basis taking into account the amount outstanding and the effective interest rate ('EIR'). The EIR is the rate that exactly discounts estimated future cash flows of the financial asset through the expected life of the financial asset or, where appropriate, a shorter period, to the net carrying amount of the financial instrument. The internal rate of return on financial asset after netting off the fees received and cost incurred approximates the effective interest rate of return for the financial asset. The future cash flows are estimated taking into account all the contractual terms of the instrument.

EIR is calculated by considering all costs and incomes attributable to acquisition of a financial asset or assumption of a financial liability and it represents a rate that exactly discounts estimated future cash payments/receipts through the expected life of the financial asset/financial liability to the gross carrying amount of a financial asset or to the amortised cost of a financial liability.

The interest income is calculated by applying the EIR to the gross carrying amount of non-credit impaired financial assets (i.e. at the amortised cost of the financial asset before adjusting for any expected credit loss allowance). For credit-impaired financial assets the interest income is calculated by applying the EIR to the amortised cost of the credit-impaired financial assets (i.e. the gross carrying amount less the allowance for ECLs).

Overdue Interest Income is recognized on accrual basis to the extent considered recoverable.

Fee and commission income is recognised in accordance with the Ind AS 115 “Revenue from contracts with customers”.

Given Fee and commission income includes,

- a) Service fee on loan assigned
- b) Income from other financial services

Dividend Income

Dividend income is accounted for when the right to receive the income is established, which generally accrue when the shareholders approve the dividend.

Assignor’s Yield on Direct Assignments

Gains (also known as the right of excess interest spread (EIS)) arising out of direct assignment transactions comprise the difference between the interest on the loan portfolio and the applicable rate at which the direct assignment is entered into with the assignee. The future EIS basis the scheduled cash flows on execution of the transaction, discounted at the applicable rate entered into with the assignee is recorded upfront in the statement of profit and loss. Any subsequent changes in the excess interest spread is recognised with the corresponding adjustment to the carrying amount of the assets.

e Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Financial instruments are recognised when the Company becomes a party to the contractual provisions of the instrument.

(i) Initial recognition and measurement

Financial assets:

All financial assets are recognised initially at fair value. However, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset are added to the fair value. The transaction costs directly attributable to the acquisition of financial assets at fair value through profit or loss are immediately recognised in profit or loss.

Financial liabilities:

All financial liabilities are recognised initially at fair value. However, in the case of financial liabilities not recorded at fair value through profit or loss, transaction costs that are directly attributable to the issue of financial liabilities are deducted from the fair value of financial liabilities. The transaction costs directly attributable to the issue of financial liabilities at fair value through profit or loss are immediately recognised in profit or loss. The Company’s financial liabilities majorly comprise of trade and other payables, loans and borrowings, including bank overdrafts and cash credit facility and derivative financial instruments.

(ii) Classification and Subsequent measurement:

For the purposes of initial recognition, financial assets are classified in the following categories :

- a. at amortised cost, or
- b. at fair value through other comprehensive income (FVOCI), or
- c. at fair value through profit or loss (FVTPL)

A. Debt Instruments:

Initial classification of debt instruments depends on the Company's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the Company classifies its debt instruments.

(a) At amortised cost:

A debt instrument is measured at amortised cost, if both the following conditions are satisfied/ fulfilled. The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows; and Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding. After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in interest income in the profit or loss. The losses arising from impairment are recognised in the profit or loss. This category generally applies to loans arising from financing activities and investments.

(b) At FVTOCI:

A debt instrument is classified at FVTOCI, if both of the following criteria are met:- The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets; and- Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding. Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. These loans are measured as the present value of all future cash receipts discounted using the prevailing market rate of interest (i.e. Interest rate at which loans are assigned during the relevant quarter). Fair value movements are recognised in the other Comprehensive Income (OCI). Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

(c) At FVTPL:

FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorisation as at amortized cost or as FVTOCI, is classified as at FVTPL. In addition, the Company may elect to designate a debt instrument, which otherwise meets amortised cost or FVTOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch'). -Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the Statement of Profit and Loss. Derivatives embedded in a host contract that is an asset within the scope of Ind AS 109 are not separated. Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

(B) Equity Instruments/investments

Investments in equity instruments are measured at fair value. Equity instruments, which are held for trading, are classified as at FVTPL. Equity instruments included within the FVTPL category are measured at fair value with all changes recognised in the Statement of Profit and Loss.

Assessment whether contractual cash flows are solely payments of principal and interest (SPPI)

For the purposes of this assessment, 'principal' is defined as the fair value of the financial asset on initial recognition. 'Interest' is defined as consideration for the time value of money and for the credit risk associated with the principal amount outstanding during a particular period of time and for other basic lending risks and costs (e.g. liquidity risk and administrative costs), as well as a profit margin. In assessing whether the contractual cash flows are solely payments of principal and interest, the Company considers the contractual terms of the instrument. This includes assessing whether the financial asset contains a contractual term that could change the timing or amount of contractual cash flows such that it would not meet this condition. In making this assessment, the Company considers:

- contingent events that would change the amount or timing of cash flows;
- terms that may adjust the contractual coupon rate, including variable interest rate features;
- prepayment and extension features; and
- terms that limit the Company's claim to cash flows from specified assets.

Business model assessment

The Company determines its business model at the level that best reflects how it manages groups of financial assets to achieve its business objective. The Company's business model is not assessed on an instrument by instrument basis, but at a higher level of aggregated portfolios. If cash flows after initial recognition are realised in a way that is different from the Company's original expectations, the Company does not change the classification of the remaining financial assets held in that business model, but incorporates such information when assessing newly originated financial assets going forward.

Financial assets: Subsequent measurement and gains and losses

Financial assets measured at FVTPL	These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognised in the Statement of Profit and Loss.
Financial assets measured at FVOCI	These assets are subsequently measured at fair value. Dividends are recognised as income in the Statement of Profit and Loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognised in OCI and are not reclassified to profit or loss.
Financial assets measured at Amortised Cost	These assets are subsequently measured at amortised cost using the effective interest rate method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in the Statement of Profit and Loss. Any gain or loss on derecognition is recognised in the Statement of Profit and Loss.

(B) Financial liabilities: Classification, subsequent measurement and gains and losses

All financial liabilities are initially recognised at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial liability, which are not at fair value through profit or loss, are adjusted to the fair value on initial recognition. Subsequently Measurement- Financial liabilities are carried at amortised cost using the effective interest method.

(iii) Derecognition

Financial Assets

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Company neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset. If the Company enters into transactions whereby it transfers assets recognised on its balance sheet, but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognised.

The Company has transferred the financial asset if, and only if, either:

- The Company has transferred its contractual rights to receive cash flows from the financial asset Or
- It retains the rights to the cash flows, but has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement.

Pass-through arrangements are transactions whereby the Company retains the contractual rights to receive the cash flows of a financial asset (the 'original asset'), but assumes a contractual obligation to pay those cash flows to one or more entities (the'), when all of the following three conditions are met:

- The Company has no obligation to pay amounts to the eventual recipients unless it has collected equivalent amounts from the original asset, excluding short-term advances with the right to full recovery of the amount lent plus accrued interest at market rates.
- The Company cannot sell or pledge the original asset other than as security to the eventual recipients.
- The Company has to remit any cash flows it collects on behalf of the eventual recipients without material delay. In addition, the Company is not entitled to reinvest such cash flows, except for investments in cash or cash equivalents including interest earned, during the period between the collection date and the date of required remittance to the eventual recipients.

The Company considers control to be transferred if and only if, the transferee has the practical ability to sell the asset in its entirety to an unrelated third party and is able to exercise that ability unilaterally and without imposing additional restrictions on the transfer. When the Company has neither transferred nor retained substantially all the risks and rewards and has retained control of the asset, the asset continues to be recognised only to the extent of the Company's continuing involvement, in which case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration the Company could be required to pay. In case where transfer of a part of financial assets qualifies for de-recognition, any difference between the proceeds received on such sale and the carrying value of the transferred asset is recognised as gain or loss on derecognition of such financial asset previously carried under amortisation cost category. The resulting interest only strip initially is recognised at FVTPL.

Financial assets are written off when the Company has no reasonable expectation of recovery or expected recovery is not significant basis experience. Where the amount to be written off is greater than the accumulated loss allowance, the difference is recorded as an expense in the period of write-off.

Financial Liabilities

The Company derecognises a financial liability when its contractual obligations are discharged or cancelled, or expire.

(iv) Impairment of Financial Assets

The Company assesses at each date of Balance Sheet whether a Financial asset or a group of Financial assets is impaired. Ind AS – 109 requires expected credit losses to be measured through a loss allowance.

The Company follows a ‘three-stage’ model for impairment based on changes in credit quality since initial recognition as summarised below:

Particulars	Criteria
Stage 1 (1-30 Days)	includes loan assets that have not had a significant increase in credit risk since initial recognition or that have low credit risk at the reporting date.
Stage 2 (31-90 Days)	includes loan assets that have had a significant increase in credit risk since initial recognition but that do not have objective evidence of impairment.
Stage 3 (More than 90 Days)	includes loan assets that have objective evidence of impairment at the reporting date.

The Expected Credit Loss (ECL) is measured at 12-month ECL for Stage 1 loan assets and at lifetime ECL for Stage 2 and Stage 3 loan assets. ECL is the product of the Probability of Default, Exposure at Default and Loss Given Default, defined as follows:

Probability of Default (PD): The PD represents the likelihood of a borrower defaulting on its financial obligation, either over the next 12 months (12 months PD), or over the remaining lifetime (Lifetime PD) of the obligation.

Loss Given Default (LGD): LGD represents the Company’s expectation of the extent of loss on a defaulted exposure. LGD varies by type of counterparty, type and preference of claim and availability of collateral or other credit support.

Exposure at Default (EAD): EAD is based on the amounts the Company expects to be owed at the time of default.

Forward-looking economic information (including management overlay) is included in determining the 12-month and lifetime PD, EAD and LGD. The assumptions underlying the expected credit loss are monitored and reviewed on an ongoing basis.

Collateral valuation: The Company creates & secures first and exclusive collateral charge at the time of loan origination on all vehicles for which vehicle financing loans are given. Hypothecation endorsement is obtained in favour of the Company in the Registration Certificate of the Vehicle funded under the vehicle finance category. Any surplus remaining after settlement of outstanding loan by way of sale of vehicle (collateral) is returned to the customer.

The measurement of impairment losses across all the categories of financial assets requires judgement, in particular, the estimation of the amount and timing of future cash flows and collateral values when determining impairment losses and the assessment of a material increase in credit risk.

The amount of ECL (or reversal) at the reporting date is recognised as an impairment loss/(gain) in the statement of profit and loss.

(v) 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. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the group or the counterparty.

f. Borrowing costs

Borrowing cost attributable to acquisition and construction of qualifying assets are capitalised as a part of the cost of such assets up to the date when such assets are ready for its intended use. Ancillary costs incurred in connection with the arrangement of borrowings are adjusted with the proceeds of the borrowings and recognised using the Effective Interest Rate (EIR) method. Other borrowing costs are charged to the Statement of Profit and Loss in the period in which they are incurred.

g. Employee benefits

(i) Short term employee benefits

Short-term employee benefits are expensed in the year in which the related services are provided. A liability is recognised for the amount expected to be paid if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

(ii) Define Contribution Plan

Contributions to provident fund, a defined contribution plan, are made in accordance with the rules of the statute and are recognized as expenses when employees render service entitling them to the contributions. The Company has no obligation, other than contribution payable to the provident fund. The obligations are presented as current liabilities in the balance sheet if the entity does not have an unconditional right to defer settlement for at least twelve months after the reporting period, regardless of when the actual settlement is expected to occur.

(iii) Define Benefit Plan

For defined benefit retirement, the cost of providing benefits is determined using the projected unit credit method, with actuarial valuations being carried out at the end of each annual reporting period. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using market yields available on government bonds.

The effect of the remeasurement changes (comprising actuarial gains and losses) to the asset ceiling (if applicable) and the return on plan assets (excluding interest), is reflected in the balance sheet with a charge or credit recognised in other comprehensive income in the period in which they occur. Remeasurement recognised in other comprehensive income is reflected immediately in other equity and will not be reclassified to the Statement of Profit & Loss. Past service cost is recognised in the Statement of Profit & Loss in the period of a plan amendment. Net interest is calculated by applying the discount rate at the beginning of the period to the net defined benefit liability or asset. Defined benefit costs are categorised as follows:

- service cost (including current service cost, past service cost, as well as gains and losses on curtailments and settlements);
- net interest expense or income; and
- remeasurement

The Company presents the first two components of defined benefit costs in the Statement of Profit & Loss in the line item employee benefits expense.

The retirement benefit obligation recognised in the balance sheet represents the actual deficit or surplus in the Company's defined benefit plans. Any surplus resulting from this calculation is limited to the present value of any economic benefits available in the form of refunds from the plans or reductions in future contributions to the plans.

(iv) Other long-term employee benefits

The Company accounts its liability for long term compensated absences on the basis of an actuarial valuation, as at the balance sheet date, using the Projected Unit Credit method.

h Provisions, contingent liabilities and contingent assets

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that the Company will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation. If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows to net present value using an appropriate pre-tax discount rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability.

i Income Tax

Income tax expense comprises current and deferred tax. It is recognised in profit or loss except to the extent that it relates to items recognised directly in Other Comprehensive Income.

i. Current tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. It is measured using tax rates enacted or substantively enacted at the reporting date. Current tax assets and liabilities are offset only if, the Company:

- a) has a legally enforceable right to set off the recognised amounts; and
- b) intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

ii. Deferred tax

Deferred tax is provided using the liability method on temporary differences arising between the tax base of assets and liabilities and their carrying amounts in the financial statements. Deferred tax is determined using tax rates that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred tax asset is realised or the deferred tax liability is settled. Deferred tax assets are recognised for all deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences.

Deferred tax assets on unrealised tax loss are recognised to the extent that is probable that the underlying tax loss will be utilised against future taxable income. The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the asset to be recovered. Deferred tax relating to items recognised outside statement of profit and loss is recognised outside statement of profit and loss in other comprehensive income.

j Cash and cash equivalent

For the purpose of presentation in statement of cash flows, cash and cash equivalents include cash on hand, deposits held at call with bank and financial institutions, other short term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value and bank overdraft having positive balances. Bank overdrafts are shown within borrowings in current liabilities in the balance sheet.

k 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.

Company as a lessee

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

The Company recognizes a right-of-use asset and a lease liability at the commencement date, except for short-term leases of twelve months or less and leases for which the underlying asset is of low value, which are expensed in the statement of operations on a straight-line basis over the lease term.

Lease Liability

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease, or, if not readily determinable, the incremental borrowing rate specific to the country, term and currency of the contract.

Lease payments can include fixed payments, variable payments that depend on an index or rate known at the commencement date, as well as any extension or purchase options, if the Company is reasonably certain to exercise these options. The lease liability is subsequently measured at amortized cost using the effective interest method and remeasured with a corresponding adjustment to the related right-of-use asset when there is a change in future lease payments in case of renegotiation, changes of an index or rate or in case of reassessments of options.

Right Of Use Asset

The right-of-use asset comprises, at inception, the initial lease liability, any initial direct costs and, when applicable, the obligations to refurbish the asset, less any incentives granted by the lessors. The right-of-use asset is subsequently depreciated, on a straight-line basis, over the lease term, if the lease transfers the ownership of the underlying asset to the Company at the end of the lease term or, if the cost of the right-of-use asset reflects that the lessee will exercise a purchase option, over the estimated useful life of the underlying asset.

Right-of-use assets are also subject to testing for impairment if there is an indicator for impairment. Variable lease payments not included in the measurement of the lease liabilities are expensed to the statement of operations in the period in which the events or conditions which trigger those payments occur. In the statement of financial position right-of-use assets and lease liabilities are classified on the face of the Balance Sheet.

I Segment Reporting

According to Ind AS 108, identification of operating segments is based on Chief Operating Decision Maker (CODM) approach for making decisions about allocating resources to the segment and assessing its performance. The business activity of the company falls within one business segment viz. "Financing Activities".

m Earning per equity share

The basic EPS is computed by dividing the profit after tax for the year attributable to the equity shareholders by the weighted average number of equity shares outstanding during the year. For the purpose of calculating diluted EPS, profit after tax for the year attributable to the equity shareholders and the weighted average number of equity shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares. Dilutive potential equity shares are deemed converted as of the beginning of the period, unless they have been issued at a later date. In computing the dilutive earnings per share, only potential equity shares that are dilutive and that either reduces the earnings per share or increases loss per share are included.

n Adoption of New Accounting Standards

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, 2025, MCA during the year has notified Ind AS – 117 Insurance Contracts and amendments to Ind AS 116 – Leases, relating to sale and leaseback transactions, applicable to the Company. The Company has reviewed the new pronouncements and based on its evaluation has determined that it does not have any significant impact in its financial statements.

(All amount in ₹ Lakhs, except otherwise stated)

4	Cash & Cash Equivalents	As at 31 st March, 2025	As at 31 st March, 2024
	Cash on Hand	74.25	224.37
	Balance with banks :		
	in Current Accounts	9,297.40	12,894.68
	In Deposit Accounts (with maturity less than 3 months)	4,896.84	2,000.00
	Total	14,268.49	15,119.05

5	Bank Balance other than Cash & Cash Equivalents	As at 31 st March, 2025	As at 31 st March, 2024
	Fixed Deposits (with original maturity more than 3 months)	462.79	320.10
	Total	462.79	320.10

(Includes deposits of Rs. 64.62 Lacs (31.03.2024 - Rs.192.00 Lacs) placed as margin money with banks).

6	Loans	As at 31 st March, 2025	As at 31 st March, 2024
	At amortised cost		
(a)	Terms Loans	83,457.53	61,368.86
(b)	Others*	2,378.69	1,938.57
	Gross Loans	85,836.22	63,307.43
	Less : Impairment loss allowance	(1,305.72)	(1,065.56)
	Net Loans	84,530.50	62,241.87

*(Others includes amount retained on assigned assets, advance in the nature of loan and staff loans)

6.1 Breakup of total loans

Secured by tangible assets	85,421.00	63,066.78
Unsecured	415.22	240.65
Gross Loans	85,836.22	63,307.43
Less: Impairment loss allowance	(1,305.72)	(1,065.56)
Net Loans	84,530.50	62,241.87

6.2 Loans in India

Public Sector	-	-
Others	85,836.22	63,307.43
Gross Loans	85,836.22	63,307.43
Less: Impairment loss allowance	(1,305.72)	(1,065.56)
Net Loans	84,530.50	62,241.87

6.3 The Company covers/secures the credit risk associated with the loans given to customers by creating an exclusive charge /hypothecation / security on the assets/vehicles as mentioned/specified in the loan agreement with the customers.

6.4 For loans secured against underlying vehicle, security is created by way of borrower signing and executing hypothecation agreement before disbursement of loan. Borrower ensures endorsement of hypothecation in Registration Certificate of underlying vehicle in favour of the Company. However, in certain cases the Company is in the process of endorsing the hypothecation in Registration Certificate book of underlying vehicle. This does not impact the Company's right as security holder over the asset under finance in the court of law, in case of default by borrower.

6.5 Refer note 39 on financial risk management for credit risk of assets.

6.6 The Company has not granted any loans or advances in the nature of loans to promoters, directors, KMPs and the related parties(as defined under the Companies Act,2013), either severally or jointly with any other person that are (a) repayable on demand or (b) without specifying any terms or period of repayment.

6.7 For additional disclosures pursuant to Non-Banking Financial Company – 'Scale Based Regulation (SBR) Directions NBFCs,2023 (as amended) refer note no.46.

6.8 Summary of EIR impact on loans

Particulars	As at 31st March, 2025	As at 31st March, 2024
Total gross loan	86,217.86	63,635.57
Less : EIR Impact	381.64	328.14
Total for gross term loan net of EIR impact	85,836.22	63,307.43

7	Investments	As at 31st March, 2025		As at 31st March, 2024	
		Nos/Units	Amount	Nos/Units	Amount
	At fair value through profit or loss				
	Investment in Equity instruments				
	Quoted (A)	90,875	8.38	90,875	4.34
	Unquoted (B)	200	0.02	200	0.02
	Gross investments	91,075	8.40	91,075	4.36
	(i) Investments outside India	-	-	-	-
	(ii) Investments in India	91,075	8.40	91,075	4.36
	Less: Allowance for impairment loss		-		-
	Net investments		8.40		4.36

8	Other Financial assets	As at 31 st March, 2025	As at 31 st March, 2024
	At Amortised Cost		
	Interest receivable on Direct Assignments	1,410.38	1,166.26
	Security deposits	202.29	206.94
	Other receivables	823.73	18.74
	Total	2,436.40	1,391.94

Note: 1) No Impairment loss allowance on other financial assets during the current financial year as well as the previous financial year.(Current year: ₹ Nil; Previous year: ₹ Nil)

2) Other receivables include amount receivable from direct assignments

9	Deferred tax Assets	As at 31 st March, 2025	As at 31 st March, 2024
	A. Deferred Tax Assets:		
	On account of		
	Provision for employee benefit expenses	104.50	50.90
	Provision for loans	328.60	232.32
	Property, plant and equipment and intangible assets	31.80	22.30
	Deferred Revenue Expenditure	-	1.01
	Total : (A)	464.90	306.53
	B. Deferred Tax Liabilities:		
	On account of		
	Gain on fair value on investments	1.00	0.50
	Total : (B)	1.00	0.50
	Total=A+B	465.90	306.03

Refer note no.43 for reconciliation of deferred tax (assets)/liabilities.

10	Property, Plant and equipment	Furniture and Fixtures	Office Equipment	Computers	Vehicles	Total
	Gross block as at 01 st April, 2023	100.99	29.57	73.52	58.42	262.51
	Additions	54.94	21.10	58.61	-	134.65
	Disposals	-	-	-	-	-
	As at 31st March 2024	155.93	50.67	132.13	58.42	397.16
	Additions	409.15	19.88	34.97	-	464.00
	Disposals	-	-	-	-	-
	As at 31st March 2025	565.08	70.55	167.10	58.41	861.16
	Accumulated Depreciation as at 01st April, 2023	58.91	14.00	48.60	37.14	158.65
	Depreciation for the year	15.25	5.04	32.86	5.98	59.13
	Deductions	-	-	-	-	-
	As at 31st March 2024	74.16	19.04	81.46	43.12	217.78
	Depreciation for the year	60.71	13.98	35.74	4.10	114.53
	Deductions	-	-	-	-	-
	As at 31st March 2025	134.87	33.02	117.20	47.22	332.31
	Net block					
	As at 31st March 2024	81.77	31.63	50.67	15.30	179.37
	As at 31st March 2025	430.21	37.53	49.90	11.19	528.87

10	Right to Use Assets	Building	11	Other Intangible assets	Software
	Gross block as at 01 April, 2023	163.70		Gross block as at 01 April, 2023	56.83
	Additions	135.24		Additions	6.22
	Disposals	-		Disposals	-
	As at 31st March, 2024	298.94		As at 31st March, 2024	63.05
	Additions	684.27		Additions	11.82
	Disposals	-		Disposals	-
	As at 31st March, 2025	983.21		As at 31st March, 2025	74.86
	Accumulated Depreciation as at 1st April, 2023	114.64		Accumulated Depreciation as at 1st April, 2023	53.50
	Depreciation for the year	83.78		Amortisation for the year	1.91
	Deductions	-		Deductions	-
	As at 31st March, 2024	198.42		As at 31st March, 2024	55.41
	Depreciation for the year	128.65		Amortisation for the year	10.69
	Disposals	-		Deductions	-
	As at 31st March, 2025	327.07		As at 31st March, 2025	66.10
	Net Block			Net Block	
	As at 31st March, 2024	100.52		As at 31st March, 2024	7.64
	As at 31st March, 2025	656.14		As at 31st March, 2025	8.76

12	Other Non - Financial assets	As at 31 st March, 2025	As at 31 st March, 2024
	Capital Advance	20.00	-
	Prepaid Expenses	12.35	6.11
	Balance with Govt Authorities	117.75	-
	Advance to suppliers & others	65.25	79.16
	Total	215.35	85.27

Note: No Impairment loss allowance on other financial assets during the current financial year as well as the previous financial year. (Current year: ₹ Nil; Previous year: ₹ Nil)

13	Trade Payables	As at 31 st March, 2025	As at 31 st March, 2024
	a) total outstanding dues of micro and small enterprises*	11.04	-
	b) total outstanding dues of creditors other than micro and small enterprises	25.35	8.92
	Total	36.39	8.92

13.1 Trade Payable ageing Schedule as on 31-Mar-2025

	Particulars	Outstanding for following periods from due date of payment				
		Unbilled	Less than 1 Year	1 - 2 Years	2 - 3 Years	More than 3 Years
(i)	Undisputed Dues - MSME	-	11.04	-		-
(ii)	Undisputed Dues - Others	-	25.35	-		-
(iii)	Disputed Dues - MSME	-	-	-		-
(iv)	Disputed Dues - Others	-	-	-		-

13.2 Trade Payable ageing Schedule as on 31-Mar-2024

	Particulars	Outstanding for following periods from due date of payment				
		Unbilled	Less than 1 Year	1 - 2 Years	2 - 3 Years	More than 3 Years
(i)	Undisputed Dues - MSME	-	-	-	-	-
(ii)	Undisputed Dues - Others	-	8.92	-	-	-
(iii)	Disputed Dues - MSME	-	-	-	-	-
(iv)	Disputed Dues - Others	-	-	-	-	-

* Refer note 36 for disclosure required under Micro, Small & Medium Enterprises Development Act, 2006.

14	Debt Securities	As at 31 st March, 2025	As at 31 st March, 2024
	Secured (At Amortised Cost) (In India)		
	Redeemable Non Convertible Debentures	6,972.57	3,493.32
	Total	6,972.57	3,493.32

14.1 Secured Redeemable Non Convertible Debentures are secured by Hypothecation of specific Loan receivables with a cover of 110% as per the terms of issue.

14.2 Details of Debentures - Contractual principal repayment value

Secured Redeemable Non-Convertible Debentures (In India) - Redeemable at par.

No. of Debentures	Face Value	Name of the Debenture Holder	Balance as at 31 st March, 2025	Balance as at 31 st March, 2024
2000	75,000	Moneyboxx Finance Limited	1,500.00	-
1340	1,00,000	Edge Credit Opportunities Fund	1,340.00	1,340.00
10000	10,000	IKF Finance Limited	1,000.00	-
10000	10,000	IKF Home Finance Limited	1,000.00	-
5000	10,000	IncRED Financial Services Limited	500.00	-
150	10,00,000	Northern Arc India Impact Fund	1,500.00	2,100.00

14.3 Terms of repayment of Debt Securities - Refer Note No.15.6

15	Borrowings (Other than Debt Securities)	As at 31 st March, 2025	As at 31 st March, 2024
	At Amortised Cost		
	a. Secured Loans		
	Term Loan from banks & other financial institutions	67,078.95	49,980.11
	Cash Credit from banks	1,846.10	3,736.42
	Vehicle loans	-	4.71
	Sub total (a)	68,925.05	53,721.24
	b. Unsecured Loans		
	From related Parties	78.00	9.00
	Sub total (b)	78.00	9.00
	Total (a+b)	69,003.05	53,730.24
	(a) Borrowings in India	69,003.05	53,730.24
	(b) Borrowings outside India	-	-
	Total	69,003.05	53,730.24

- 15.1 Term loans from banks and other financial institutions are secured by hypothecation of specific assets covered by way of a charge on Hypothecation Loan Receivables and personal guarantee of directors.
- 15.2 Cash Credit facilities are secured by way of floating charge on Hypothecation of Loan Receivables, ranking pari passu, excluding assets which are specifically charged to others and collateral security of Director's personal property.
- 15.3 Vehicles are hypothecated for respective borrowings availed for purchase of the vehicles.
- 15.4 Terms loans includes FCNR Loans repayable in Indian Rupee amounting to Rs. 2,638.89 lakhs (Previous Year Rs. 3,416.52 lakhs)
- 15.5 There were no outstanding balances as on March 31, 2025 under the term loans availed from Tata Capital Limited and Vivriti Capital Ltd amounting to Rs.1,700 lakhs availed in 2022, on which the security amounting to Rs.73.33 lakhs continues to exist. The Company as on March 31, 2025 is in the process of satisfying the charge, pending receipt of necessary documents from the respective lenders.

15.6 Repayment Terms

(Amounts in ₹ in lakhs)

Term of repayment of borrowings and subordinated liabilities as at March 31, 2025

Particulars	Repayment	Interest rate range	Due within 1 Year			Due within 1 to 2 Years			Due within 2 to 3 Years			More than 3 years			Total
			No. of Installment	Amount	No. of Installment	Amount	No. of Installment	Amount	No. of Installment	Amount	No. of Installment	Amount	No. of Installment	Amount	
Borrowings other than	Monthly	8% to 12%	212	12,178.83	169	9,705.51	77	5,005.99	11	482.44	11	482.44	27,372.77		
		12.01% to 16%	657	19,758.51	294	9,857.54	83	3,223.86	1	69.44	1	69.44	32,909.35		
Debt Securities	Quarterly	8% to 12%	15	1,681.81	15	1,723.48	6	916.67	7	1,166.67	7	1,166.67	5,488.63		
		12.01% to 16%	4	818.18	4	818.18	-	-	-	-	-	-	1,636.36		
	On Demand	Variable	-	1,846.10	-	-	-	-	-	-	-	-	78.00	1,924.10	
			888	36,283.43	482	22,104.71	166	9,146.52	19	1,796.55	69,331.21				
	Add : Interest accrued but not due														
	Less : Unamortised finance cost														
Debt Securities	Bullet	11% to 16%	8	3,590.00	3	3,250.00	-	-	-	-	-	-	6,840.00		
	Add: Interest accrued but not due														
													132.57		
													6,972.57		
Subordinated Liabilities	Bullet	11% to 16%	-	-	1	1,500.00	-	-	-	-	-	-	1,500.00		
	Add: Interest accrued but not due														
													59.18		
													1,559.18		

Term of repayment of borrowings and subordinated liabilities as at March 31, 2024

Particulars	Repayment	Interest rate range	Due within 1 Year			Due within 1 to 2 Years			Due within 2 to 3 Years			More than 3 years			Total
			No. of Installment	Amount	No. of Installment	Amount	No. of Installment	Amount	No. of Installment	Amount	No. of Installment	Amount	No. of Installment	Amount	
Borrowings other than	Monthly	8% to 12%	199	7,418.14	149	6,469.97	76	3,215.85	25	1,302.62	25	1,302.62	18,406.58		
		12.01% to 16%	724	18,732.68	444	10,353.05	111	2,652.63	3	101.39	3	101.39	31,839.75		
Debt Securities	On Demand	Variable	-	3,736.42	-	-	-	-	-	-	-	-	9.00	3,745.42	
			923	29,887.24	593	16,823.02	187	5,868.48	28	1,413.01	53,991.75				
	Add : Interest accrued but not due														
	Add : Unamortised finance cost														
													186.14		
													447.65		
													53,730.24		
Debt Securities	Bullet	11% to 16%	1	600.00	5	1,340.00	1	1,500.00	-	-	-	-	3,440.00		
	Add : Interest accrued but not due														
													53.32		
													3,493.32		
Subordinated Liabilities	Bullet	11% to 16%	-	-	-	-	-	-	-	-	-	1	1,500.00	1,500.00	
	Add : Interest accrued but not due														
													59.84		
													1,559.84		

(All amount in ₹ Lakhs, except otherwise stated)

16	Subordinated Liabilities	As at 31 st March, 2025	As at 31 st March, 2024
	Unsecured (At Amortised Cost) (In India)		
	Redeemable Non Convertible Debentures	1,559.18	1,559.84
	Total	1,559.18	1,559.84

16.1 Details of Subordinated Liabilities - Contractual principal repayment value

Unsecured Redeemable Non-Convertible Debentures (In India)- Subordinated debt - Redeemable at par

No. of Debentures	Face Value	Name of the Debenture Holder	Balance as at 31 st March, 2025	Balance as at 31 st March, 2024
150	10,00,000	Northern Arc India Impact Fund	1,500.00	1,500.00

16.2 Terms of repayment of Subordinated liabilities- Refer Note No.15.6

17	Other financial liabilities	As at 31 st March, 2025	As at 31 st March, 2024
	Salary payable	201.77	199.00
	Pending remittance on assignments	652.77	976.87
	Other payables	1,827.23	1,889.44
	Lease Liabilities (Refer Note No.44)	641.56	110.88
	Total	3,323.33	3,176.19

18	Current tax Liabilities (net)	As at 31 st March, 2025	As at 31 st March, 2024
	Current tax Liabilities (net of transfers)	160.56	287.55
	Total	160.56	287.55

19	Provisions	As at 31 st March, 2025	As at 31 st March, 2024
	Provision for employee benefits*		
	Gratuity	216.38	143.93
	Bonus	80.51	-
	Leave encashment	118.47	-
	Total	415.36	143.93

* Refer Note no. 37

20	Other Non-financial liabilities	As at 31 st March, 2025	As at 31 st March, 2024
	Statutory dues payable	125.91	109.01
	Total	125.91	109.01

(All amount in ₹ Lakhs, except otherwise stated)

21	Share capital	As at 31 st March, 2025	As at 31 st March, 2024
A. Authorised Capital			
1,55,00,000 (Previous Year as at 31.03.24 : 2,10,00,000) Equity Shares of Rs.10/- each		1,550.00	2,100.00
95,00,000 (Previous Year as at 31.03.24 : 40,00,000) Compulsory Convertible Preference Shares of Rs.10/- each.		950.00	400.00
		2,500.00	2,500.00
B. Issued, Subscribed and fully paid-up			
1,33,62,867 (Previous Year as at 31.03.24 : 1,22,63,966) Equity Shares of Rs. 10/- each, fully paid up		1,336.29	1,226.40
38,45,422 Nos. (Previous year as at 31.03.2024 26,88,202) 0.001% Compulsory Convertible Preference Shares of Rs.10/- each fully paid up		384.54	268.82
C. Issued, Subscribed and partly paid-up			
8,24,176 (Previous Year as at 31.03.24 : Nil) Equity Shares of Rs. 10/- each, partly paid up		8.24	-
Outstanding at the end of the year		1,729.07	1,495.22

D. Reconciliation of Equity Share Capital as on 31-03-2025

Balance at the beginning of the current reporting period	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in Equity Share Capital during the current year	Balance at the end of the current reporting period
1,226.40	-	1,226.40	118.13	1,344.53

E. Reconciliation of Equity Share Capital as on 31-03-2024

Balance at the beginning of the current reporting period	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in Equity Share Capital during the current year	Balance at the end of the current reporting period
1,226.39	-	1,226.39	0.01	1,226.40

F. Reconciliation of the numbers of equity shares outstanding at the beginning and at the end of the reporting period

Particulars	As at 31 st March, 2025	As at 31 st March, 2024
	No. of Shares	No. of Shares
At the beginning of year	1,22,63,966	1,22,63,866
Add:- Issued during the year	19,23,077	100
Outstanding at the end of year	1,41,87,043	1,22,63,966

G. Reconciliation of the numbers of preference shares outstanding at the beginning and at the end of the reporting period

Particulars	As at 31 st March, 2025	As at 31 st March, 2024
	No. of Shares	No. of Shares
At the beginning of year	26,88,202	-
Add:- Issued during the year	11,57,220	26,88,202
Outstanding at the end of year	38,45,422	26,88,202

H. Rights and preferences attached to Equity Shares :

Equity shares have a par value of Rs.10. They entitle the holder to participate in dividends, and to share in the proceeds of winding up the Company in proportion to the number of and amounts paid on the shares held. Every holder of equity shares present at a meeting in person or by proxy, is entitled to one vote, and upon a poll each share is entitled to one vote.

I. Terms/rights attached to Compulsorily Convertible Preference Shares ("CCPS"):

CCPS are convertible into equity shares of the Company upon the occurrence of any of the following events: Listing of the Equity Shares of the Company under an IPO ("Public Offering"); or on the date that is 1 (One) day before the expiry of 20 (Twenty) years from the date of issuance of the CCPS ("Investment Period") or any time before IPO. Further, preferential non-cumulative dividend at the rate of 0.001% per year for all the CCPS till such time that the CCPS are outstanding. In addition to the preferential dividend the holder of each CCPS shall be entitled to cash / non-cash dividends, as payable to the holders of Equity Securities, on a pro-rata basis, on an as-if converted basis.

Before the conversion of CCPS, the Investor shall be entitled to attend all general meetings of the Company and vote thereat along with the holders of Equity Shares on an as-if-converted basis with their voting rights determined as per the applicable conversion ratio.

Upon winding up or liquidation of the Company, the CCPS holders shall be entitled to distribution in accordance with applicable law.

J. Details of Shares held by promoters at the end of the year:

Name of Shareholders	As at 31 st Mar, 2025		As at 31 st Mar, 2024		%age change during the year
	No. of Shares	% holding	No. of Shares	% holding	
Mahaveerchand Dugar N	13,60,500	9.59%	13,60,500	11.09%	-1.50%
Gunasundari Dugar M	13,04,354	9.19%	25,52,273	20.81%	-11.62%
Deepak Dugar M	29,98,563	21.14%	19,63,025	16.01%	5.13%
Praveen Dugar M	29,98,563	21.14%	19,62,006	16.00%	5.14%

K. Details of each equity shareholder holding more than 5% shares:

Name of Shareholders	As at 31 st Mar, 2025		As at 31 st Mar, 2024	
	No. of Shares	% holding	No. of Shares	% holding
Mahaveerchand Dugar N	13,60,500	9.59%	13,60,500	11.09%
Gunasundari Dugar M	13,04,354	9.19%	25,52,273	20.81%
Deepak Dugar M	29,98,563	21.14%	19,63,025	16.01%
Praveen Dugar M	29,98,563	21.14%	19,62,006	16.00%
Banyan Tree Growth Capital II, LLC	42,63,866	30.05%	42,63,866	34.77%
First bridge India Growth Fund	10,99,001	7.75%	100	0.00%

(All amount in ₹ Lakhs, except otherwise stated)

L. Details of each Preference shareholder holding more than 5% shares:

Name of Shareholders	As at 31 st Mar, 2025		As at 31 st Mar, 2024	
	No. of Shares	% holding	No. of Shares	% holding
First bridge India Growth Fund	38,45,422	100.00%	26,88,202	100.00%

22	Interest Income	For the year ended on 31 st March, 2025	For the year ended on 31 st March, 2024
	Financial Assets measured at Amortised Cost		
	Interest on Loans*	16,583.37	12,637.01
	Interest on deposits with Banks	387.36	43.75
	Other interest Income	40.35	26.93
	Total	17,011.08	12,707.69

* includes gain on transfer of financial assets (Refer note no. 45)

23	Fees and Commission Income	For the year ended on 31 st March, 2025	For the year ended on 31 st March, 2024
	Income from Other Financial services	155.38	54.82
	Servicing Fees for Loans assigned	15.22	62.89
	Total	170.59	117.71

23.1	Geographical markets	For the year ended on 31 st March, 2025	For the year ended on 31 st March, 2024
	India	170.59	117.71
	Outside India	-	-
	Total	170.59	117.71

23.2	Timing of revenue recognition	For the year ended on 31 st March, 2025	For the year ended on 31 st March, 2024
	Services transferred at a point in time	170.59	117.71
	Services transferred over time	-	-
	Total	170.59	117.71

24	Net gain/ (loss) on fair value changes	For the year ended on 31 st March, 2025	For the year ended on 31 st March, 2024
	On financial instruments designated at fair value through profit or loss	6.90	169.64
	Total	6.90	169.64
	-Realised	2.85	167.76
	-Unrealised	4.05	1.88

25	Other Income	For the year ended on 31 st March, 2025	For the year ended on 31 st March, 2024
	Dividend	0.05	0.04
	Miscellaneous Income	4.33	6.89
	Total	4.38	6.93

(All amount in ₹ Lakhs, except otherwise stated)

26	Finance Costs	For the year ended on 31 st March, 2025	For the year ended on 31 st March, 2024
	On Financial liabilities measured at Amortised Cost		
	Interest on borrowings*	7,922.07	6,184.12
	Interest on Debt Securities	595.85	272.26
	Interest on Subordinated liabilities	247.49	248.14
	Interest on lease liabilities	59.36	26.62
	Other finance expenses	12.65	4.69
	Interest on Income tax	-	26.68
	Total	8,837.41	6,762.52

* Including Interest paid to related parties Rs. 33.09 Lacs (Previous Year Rs. 57.30 Lacs)

27	Fees and Commission Expense	For the year ended on 31 st March, 2025	For the year ended on 31 st March, 2024
	Professional Fee and consultancy	300.25	325.15
	Total	300.25	325.15

28	Impairment on financial instruments	For the year ended on 31 st March, 2025	For the year ended on 31 st March, 2024
	Bad debts written off (Net of recoveries)	284.94	(303.54)
	Impairment of advances in the nature of loans	10.31	-
	Provision for Loans	240.16	390.28
	Total	535.42	86.74

29	Employee Benefits Expenses	For the year ended on 31 st March, 2025	For the year ended on 31 st March, 2024
	Salaries and wages	2,654.72	2,017.45
	Contribution to provident and other funds	121.68	97.60
	Staff welfare expenses	134.42	85.84
	Total	2,910.82	2,200.90

30	Depreciation and amortization	For the year ended on 31 st March, 2025	For the year ended on 31 st March, 2024
	On Property, Plant & Equipment	114.53	59.13
	On Other Intangible Assets	10.69	1.91
	On Right of use assets	128.65	83.78
	Total	253.87	144.82

(All amount in ₹ Lakhs, except otherwise stated)

31	Other expenses	For the year ended on 31 st March, 2025	For the year ended on 31 st March, 2024
	Rent and energy costs	280.12	180.86
	Rates and taxes	218.84	121.29
	Repairs and maintenance		
	-Buildings	90.89	38.62
	-Vehicles	6.58	6.81
	Communication Costs	87.13	72.11
	Legal Expenses	5.18	23.69
	Printing and stationery	66.77	53.58
	Advertisement and publicity	170.73	139.61
	Director's Fees, allowances and expenses	9.05	5.05
	Auditor's fees and expenses*	10.00	8.00
	Travelling & Conveyance	359.58	276.18
	Insurance	3.44	5.83
	CSR Expenditure (Refer Note 47)	30.60	34.00
	Donation	-	3.66
	Miscellaneous Expenses	199.40	93.98
	Total	1,538.30	1,063.28

*Auditor's fees and expenses	For the year ended on 31 st March, 2025	For the year ended on 31 st March, 2024
- Audit Fees	7.00	5.50
- Tax Audit Fees	1.00	1.00
- Certification	2.00	1.50

32 Contingent Liabilities & Commitments

Particulars	As at 31 st March, 2025	As at 31 st March, 2024
Contingent Liabilities:		
Claim against the Company not acknowledged as debts	-	-
Capital and other commitments		
Capital commitments (Estimated amount of contracts remaining to be executed on capital account not provided for in books (net of advances)) towards intangible assets	15.00	-

33 A. Segment Information

The Company is primarily engaged in the business of financing and there are no separate reportable operating segments identified as per the Ind AS 108 - Segment Reporting.

34 Earning Per Share (EPS):

Particulars	For the year ended on 31 st March, 2025	For the year ended on 31 st March, 2024
Net Profit after tax for the year	2,110.14	1,664.11
Profit for Basic and Diluted Earning per share	2,110.14	1,664.11
Weighted Average Number of Equity Shares		
for Basic EPS	1,27,17,827	1,22,63,966
for Diluted EPS	1,61,55,293	1,34,56,241
Earning per share (basic) (₹)	16.59	13.57
Earning per share (diluted) (₹)	13.06	12.37

35 Related Party Disclosures**A Nature of Relationship****I Key Management Personnel (KMP) & Non Executive Directors****Key Management Personnel (KMP)**

- a Mr. Mahaveerchand Dugar, Executive Vice Chairman
- b Mr. Deepak Dugar, Managing Director
- c Mr. Praveen Dugar, Deputy Managing Director
- d Ms. Jyoti Bokade, Company Secretary (upto 23-12-2024)
- e Ms. Dolly Kothari, Company Secretary (w.e.f.27-01-2025)

Non Executive Directors

- a Mr. Chidambar Ganesan, Independent Director (Demised on 03-05-2024)
- b Mr. P.S. Balasubramaniam, Independent Director (upto 09-08-2024)
- c Mr. K.S. Markandan, Independent Director (upto 09-08-2024)
- d Mr. Satish Mehta, Independent Director (upto 11-03-2025)
- e Mr. Rakeshkumar Bhutoria, Nominee Director (w.e.f. from 10-08-2023)
- f Mr. Vishal Kumar Gupta, Nominee Director (w.e.f.09-08-2024)
- g Mr. Krishna Kant Rathi, Nominee Director (w.e.f.09-08-2024)
- h Mr. Chandrasekaran Chandramouli, Independent Director (w.e.f.09-08-2024)

II Relatives of Key Management personnel (with whom the Company has transactions)

- a Mrs. Guna Sundari Dugar
- b Mrs. Purvi Dugar
- c Mrs. Anjali Dugar (Propreitrix of M/s. Amore)

III Enterprise which holds more than 20% of Share Capital of the entity

- a Banyan Tree Growth Capital II, LLC
- b First bridge India Growth Fund

B Transactions with related parties during the year

(All amount in ₹ Lakhs, except otherwise stated)

S. No.	Particulars	Key Management Personnel & Non Executive Directors		Relatives of Key Management personnel		Enterprise which holds more than 20% of Share Capital of the entity	
		31 st March, 2025	31 st March, 2024	31 st March, 2025	31 st March, 2024	31 st March, 2025	31 st March, 2024
1	Rent Paid	-	-	158.40	144.00	-	-
2	Interest Paid*	25.08	20.56	8.01	36.74	-	-
3	Professional fees paid	-	-	-	-	-	187.50
4	Short-term employee benefits						
	(a) Remuneration #	216.00	199.50	-	-	-	-
	(b) Director Sitting Fees	9.05	5.05	-	-	-	-
5	Loans received / Repaid back						
	(a) Loan received during the year	895.00	201.42	531.00	222.00	-	-
	(b) Loan repaid during the year	862.00	320.42	495.00	610.00	-	-
6	Rent Deposit Given	-	-	12.00	81.00	-	-
7	Share Capital						
	(a) Equity share capital	133.03	-	(124.79)	-	109.89	0.01
	(b) Compulsory convertible preference share capital	-	-	-	-	115.72	268.82

* Interest paid to KMP & Non-executive directors include Rs.14.44 lakhs interest paid on CCD of Rs.20 crores held by Mr. Mahaveer Chand Dugar for the period from 1st April 2024 to 5th August 2024.

The above remuneration is excluding provision for Gratuity where the actuarial valuation is done on overall Company basis.

The above does not include any reimbursement

(All amount in ₹ Lakhs, except otherwise stated)

C Outstanding amounts as at year end

S. No.	Particulars	Key Management Personnel & Non Executive Directors		Relatives of Key Management personnel		Enterprise which holds more than 20% of Share Capital of the entity	
		31 st March, 2025	31 st March, 2024	31 st March, 2025	31 st March, 2024	31 st March, 2025	31 st March, 2024
1	Share capital						
	(a) Equity share capital	661.59	528.55	130.44	255.23	536.29	426.39
	(b) Compulsory convertible preference share capital	-	-	-	-	384.54	268.82
2	Rent Deposit	-	-	132.00	120.00	-	-
3	Unsecured loans	40.00	7.00	38.00	2.00	-	-

36 Details of dues to Micro, Small and Medium Enterprises as defined under Micro, Small and medium enterprises Development Act, 2006 (MSMED Act) :-

S.No.	Particulars	As at 31 st March, 2025	As at 31 st March, 2024
i)	Principal amount and Interest due thereon remaining unpaid to any supplier	11.04	-
ii)	Interest paid by the Company in terms of Section 16 of the MSMED Act along with the amounts of the payment made to the supplier beyond the appointed day during the accounting year	-	-
iii)	The amount of interest due and payable for the year of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under this Act	-	-
iv)	The amount of interest accrued and remaining unpaid	-	-
v)	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 as a deductible expenditure under section 23 of this Act.	-	-

37 The disclosures required under Ind AS 19 “Employee Benefits” notified in the Companies (Indian Accounting Standards) Rules, 2015 are as given below :**(A) Defined Contribution plan**

A defined contribution plan is a post-employment benefit plan under which the Company pays fixed contributions and where there is no legal or constructive obligation to pay further contributions. During the period the Company has made following contribution to such funds and recognized as expense in the Statement of Profit and Loss :

Particulars	For the year ended 31 st March, 2025	For the year ended 31 st March, 2024
Company's contribution to provident fund and other funds	121.68	97.60

(B) Defined Benefit Plan :**I Gratuity**

The Company made provision for gratuity as per the Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of 5 years are eligible for gratuity. The amount of gratuity payable on retirement/termination is employee's last drawn basic salary per month computed proportionately for 15 days salary multiplied for the number of years of service. The present value of the defined benefit obligations and the related current service cost and past service cost, was measured using the Projected Unit Credit Method.

(a) Reconciliation of opening and closing Balance of Defined Benefit Obligation -

Particulars	As at 31 st March, 2025	As at 31 st March, 2024
Present value of obligation at the beginning of the year	143.93	81.35
Current service cost	28.58	18.37
Interest cost	9.83	5.75
Benefits paid	(5.44)	(1.60)
Remeasurements-actuarial loss/(gain) arising from:	-	-
Change in Demographic Assumption	-	-
Change in financial assumptions	-	-
Experience variance (i.e. actual experience vs assumptions)	39.48	40.06
Present value of obligation at the end of year	216.38	143.93

(b) Changes in the fair value of plan assets- NIL**(c) Expenses recognised statement of profit & loss account**

Particulars	As at 31 st March, 2025	As at 31 st March, 2024
Current service cost	28.58	18.37
Net interest (income) / Cost on the Net Defined Benefit Liability (Asset)	9.83	5.75
Past Service Cost	-	-
Defined benefit cost recognized in statement of Profit & loss.	38.41	24.12

(d) Recognized in Other Comprehensive Income

Particulars	As at 31 st March, 2025	As at 31 st March, 2024
Actuarial loss/ (gain)		
Change in Demographic Assumption	-	-
Change in financial assumptions	-	-
Experience variance (i.e. actual experience vs assumptions)	39.48	40.06
Component of defined benefit costs recognized in other comprehensive income	39.48	40.06

(All amount in ₹ Lakhs, except otherwise stated)

- (e) The principal actuarial assumptions used for estimating the Company's defined benefit obligations for gratuity are set out below:

Particulars	As at 31 st March, 2025	As at 31 st March, 2024
Economic Assumptions		
Discount Rate	6.35%	6.96%
Expected Rate of increase in salary	10.00%	10.00%
Demographic Assumption		
Retirement Age (Years)	58	58
Mortality rates inclusive of provision for disability **	100% of IALM (2012-14)	100% of IALM (2012-14)

The principal assumptions are the discount rate & salary growth rate. The discount rate is generally based upon the market yields available on Government bonds. The estimate of rate of escalation in salary considered in actuarial valuation, taken into account inflation, seniority, promotion and other relevant factors including supply and demand in the employment market.

- (f) Sensitivity analysis

Particulars	Change in Assumptions	Increase/ (decrease) in Gratuity Obligations March 31, 2025	Increase/ (decrease) in Gratuity Obligations March 31, 2024
Discount rate	1.00%	208.64	138.55
	-1.00%	224.74	149.73
Salary Growth rate	1.00%	223.80	149.34
	-1.00%	209.37	138.77

The above sensitivity analysis is based on change in an assumption while holding all other assumption constant in practice, this is unlikely to occur, and change in some of the assumption may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumption the same method [projected unit credit method] has been applied when calculating the defined benefit obligation recognized within the balance sheet.

- (g) Maturity Profile

Particulars	March 31, 2025	March 31, 2024
Below 1 Year	54.47	26.25
1-5 Years	121.34	90.34
More than 5 Years	73.31	54.66

- (h) Weighted average duration of defined benefit obligation:

Particulars	March 31, 2025	March 31, 2024
Weighted average duration of defined benefit obligation	4.40	4.60

(i) **Description of Risk Exposure:**

Valuations are based on certain assumptions, which are dynamic in nature and vary over time. As such Company is exposed to various risks as follow -

Salary Increases - Higher than expected increase in salary will increase the defined benefit obligation.

Discount Rate - Reduction in discount rate in subsequent valuations can increase the plan's liability.

Demographic risk : This is the risk of variability of results due to unsystematic nature of decrements that includes mortality, withdrawals, disability and retirement. The effect of these decrements on the defined benefit obligation is not straight forward and depends on the combination of salary increase, discount rate and vesting criteria. It is important not to overstate withdrawals because in the financial analysis the employee benefit of a short career employee typically costs less per year as compared to a long service employee.

(ii) **Compensated absences:**

(All amount in ₹ Lakhs, except otherwise stated)

Particulars	March 31, 2025	March 31, 2024
Present value of unfunded obligations	118.47	-
Expense recognised in the Statement of Profit and Loss	118.47	-
Discount rate (p.a)	6.35%	-
Salary escalation rate (p.a)	10.00%	-

38 (A) **Fair value of Financial assets & Financial liabilities**

The Company maintains policies and procedures to value financial assets or financial liabilities using the best and most relevant data available. The fair values of the financial assets and liabilities are included at the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

Particulars	As at 31 st March, 2025		As at 31 st March, 2024	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
Financial Assets				
(i) At fair value through profit & Loss				
Investment in equity shares	8.40	8.40	4.36	4.36
(ii) At amortised Cost				
Cash and cash equivalents	14,268.49	14,268.49	15,119.05	15,119.05
Bank Balance other than above	462.79	462.79	320.10	320.10
Loans	84,530.50	84,530.50	62,241.87	62,241.87
Other Financial assets	2,436.40	2,436.40	1,391.94	1,391.94
Total Financial Liabilities	1,01,706.57	1,01,706.57	79,077.32	79,077.32
Financial Liabilities				
(i) At Amortised Cost				
Trade Payables	36.39	36.39	8.92	8.92
Borrowings (Other than Debt Securities)	6,972.57	6,972.57	3,493.32	3,493.32
Subordinated liabilities	69,003.05	69,003.05	53,730.24	53,730.24
Debentures	1,559.18	1,559.18	1,559.84	1,559.84
Other Financials Liabilities	3,323.33	3,323.33	3,176.19	3,176.19
Total Financial Liabilities	80,894.53	80,894.53	61,968.51	61,968.51

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

- a. Fair value of cash and bank, loans and other financial assets and liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.
- b. Fair value of borrowings from banks, lease liabilities, subordinated liabilities and other financial liabilities are estimated by discounting future cash flows using rates currently available for debt on similar terms and remaining maturities.

38 (B) Fair value hierarchy

The fair value of financial instruments as referred (A) above has been classified into three categories depending on the inputs used in the valuation technique. The hierarchy gives the highest priority to quoted prices in active markets for identical assets or liabilities [Level 1 measurements] and lowest priority to unobservable inputs [Level 3 measurements].

Level 1 - Quoted prices / net assets value for identical instruments in an active market;

Level 2 - Directly (i.e. as prices) or indirectly (i.e. derived from prices) observable market inputs, other than Level 1 inputs; and

Level 3 - Level 3 - Inputs which are not based on observable market data (unobservable inputs). Fair values are determined in whole or in part using a net asset value or valuation model based on assumptions that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data.

(i) Financial Assets and liabilities measured at fair value – recurring fair value measurements

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are:

- (a) recognised and measured at fair value and
- (b) measured at amortised cost.

To provide an indication about the reliability of the inputs used in determining fair value, the Company has classified its financial instruments into the three levels prescribed under the accounting standard. An explanation of each level follows underneath the table.

Investments at fair value through profit and loss

Particulars	Level 1	Level 2	Level 3	Total
Investments - Equity Shares				
As at March 31, 2025	8.40	-	-	8.40
As at March 31, 2024	4.36	-	-	4.36

Valuation technique used to determine fair value

The fair value of investments in quoted equity shares are based on the current bid price of respective investment as at the balance sheet date.

During the year ended 31st March 2025 and 31st March, 2024, there were no transfers between Level 1 and Level 2 fair value measurements, and no transfer into and out of Level 3 fair value measurements. There is no transaction / balance under level 3.

(ii) Fair value of instruments measured at amortised cost

For the purpose of disclosing fair values of financial instruments measured at amortised cost, the management assessed that fair values of short term financial assets and liabilities approximate their respective carrying amounts largely due to the short-term maturities of these instruments. Further, the fair value of long term financial assets and financial liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

39 Financial risk management objectives and Policies

The Company's primary focus is to foresee the unpredictability of financial markets and seek to minimize potential adverse effects on its financial performance. The financial risks are managed in accordance with the Company's risk management policy which has been approved by its Board of Directors. The Company's Board of Directors has overall responsibility for managing the risk profile of the Company. The purpose of risk management is to identify potential problems before they occur, so that risk-handling activities may be planned and invoked as needed to manage adverse impacts on achieving objectives.

The Risk Management Committee of the Company reviews the development and implementation of the risk management policy of the Company on periodic basis. The Risk Management Committee provides guidance on the risk management activities, review the results of the risk management process and reports to the Board of Directors on the status of the risk management initiatives. The Company has exposure to the following risks arising from Financial Instruments:

Risk	Exposure from
Credit Risk	Cash and cash equivalents, loans, investments and other financial assets
Liquidity Risk	Borrowings, debt securities, subordinated liabilities, trade payables and other financial liabilities
Market Risk - Interest Rate	Change in interest rate of variable rates borrowings
Market Risk - Price	Investment in Equity instruments

In order to avoid excessive concentration of risk, the Company's policies and procedures include specific guidelines to focus on maintaining a diversified portfolio. Identified concentrations of credit risks are controlled and managed accordingly.

a Credit Risk

Credit risk is the risk that the Company will incur a loss because its customers or counterparties fail to discharge their contractual obligations. The Company's exposure to credit risk is influenced mainly by cash and cash equivalents, other bank balances, investments, loan assets and other financial assets. The Company continuously monitors defaults of customers and other counterparties and incorporates this information into its credit risk controls.

Cash and Cash Equivalents

The Company holds cash and cash equivalents and other bank balances as per note 4 and 5. The credit worthiness of such bank is evaluated by the management on an ongoing basis and is considered to be high.

Loans

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each client. However, management also considers the factors that may influence the credit risk of its client base, including the default risk of the industry and locations in which clients operate. The Company Management has established a credit policy under which each new client is analysed individually for creditworthiness through internal systems and appraisal process to assess the credit risk. The Company's review includes client's income and indebtedness levels including economic activity which ensures regular and assured income. The Company establishes an allowance for impairment that represents its expected credit losses in respect of trade and other receivables. The management uses a three stage model approach for the purpose of computation of expected credit loss for Loan portfolio.

Forward-looking economic information (including management overlay) is included in determining the 12-month and lifetime expected credit loss (ECL). The assumptions underlying the ECL are monitored and reviewed on an ongoing basis. Gross carrying value and associated allowances for ECL stage wise for loan portfolio (other than repossessed assets) is as follows :

As at March 31, 2025

Particulars	Stage 1\$	Stage 2	Stage 3	Total
Gross carrying value	75,900.30	6,204.15	3,316.55	85,421.00
Allowance of ECL	184.06	15.51	1,106.15	1,305.72

\$ including differential provision amount between Allowance of ECL and NPA provision as per RBI prudential norms.

As at March 31, 2024

Particulars	Stage 1\$	Stage 2	Stage 3	Total
Gross carrying value	58,844.58	2,933.40	1,288.80	63,066.78
Allowance of ECL	232.73	-	832.83	1,065.56

\$ including differential provision amount between Allowance of ECL and NPA provision as per RBI prudential norms.

Other financial assets measured at amortised cost

Other financial assets measured at amortised cost includes interest receivable from direct assignments, security deposits and other receivables. Credit risk related to these other financial assets is managed by monitoring the recoverability of such amounts continuously.

b. Liquidity Risk

Liquidity risk is defined as the risk that the Company will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial asset. Liquidity risk arises because of the possibility that the Company might be unable to meet its payment obligations when they fall due as a result of mismatches in the timing of the cash flows under both normal and stress circumstances. Such scenarios could occur when funding needed for illiquid asset positions is not available to the Company on acceptable terms. To limit this risk, management has adopted a policy of managing assets with liquidity in mind and monitoring future cash flows and liquidity on a regular basis. The Company has developed internal control processes for managing liquidity risk.

The Company maintains a portfolio of highly marketable and diverse assets that are assumed to be easily liquidated in the event of an unforeseen interruption in cash flow. The Company assesses the liquidity position under a variety of scenarios, giving due consideration to stress factors relating to both the market in general and specifically to the Company.

The table below analyse the Company financial liabilities into relevant maturity grouping based on their contractual maturities.

As at March 31, 2025

Particulars	Less than 1 year	1 -2 years	2 - 3 years	More than 3 years	Total
Financial Liabilities					
Trade Payables	36.39	-	-	-	36.39
Borrowings (other than debt securities)	36,015.76	22,042.93	9,147.81	1,796.55	69,003.05
Debt Securities	3,722.57	3,250.00	-	-	6,972.57
Subordinated Liabilities	59.18	1,500.00	-	-	1,559.18
Other Financial Liabilities	2,772.66	141.57	127.28	281.82	3,323.33
Total	42,606.56	26,934.50	9,275.09	2,078.37	80,894.52

As at March 31, 2024

Particulars	Less than 1 year	1 -2 years	2 - 3 years	More than 3 years	Total
Financial Liabilities					
Trade Payables	8.92	-	-	-	8.92
Borrowings (other than debt securities)	30,054.37	16,699.42	5,813.44	1,163.01	53,730.24
Debt Securities	653.32	1,340.00	1,500.00	-	3,493.32
Subordinated Liabilities	59.84	-	-	1,500.00	1,559.84
Other Financial Liabilities	2,993.93	112.23	24.21	45.82	3,176.19
Total	33,770.38	18,151.65	7,337.65	2,708.83	61,968.51

c. Market Risk

Market risk is the risk of loss of future earnings, fair values or future cash flows related to financial instrument that may result from adverse changes in market rates and prices (such as interest rates, other prices). The Company is exposed to market risk primarily related to interest rate risk and price risk.

(i) Interest Rate Risk

The company's main interest rate risk arises from borrowings with variable rates, which expose the Company to cash flow and interest rate risk. The Company do not account for any fixed rate financial assets or financial liabilities at fair value through profit & loss account and hence exposure to interest rate risk is not there. Below is the exposure of the Company to interest rate risk:

Particulars	As at 31 st March, 2025	As at 31 st March, 2024
Liabilities		
Borrowings (other than debt securities) at variable interest rates	35,386.17	38,653.13
Total	35,386.17	38,653.13

Sensitivity Analysis

Particulars	As at 31 st March, 2025	As at 31 st March, 2024
Interest rates - increase by 1% (before of tax)	(353.86)	(386.53)
Interest rates - decrease by 1% (before tax)	353.86	386.53

(ii) Price Risk

Price risk is the risk that the value of the financial instrument will fluctuate as a result of changes in market prices and related market variables including interest rate change whether caused by factors specific to an individual investment, its issuer or the market. The Company's exposure to price risk arises from investments in equity securities and debts securities are as follows:

Particulars	As at 31 st March, 2025	As at 31 st March, 2024
Investments		
Maximum exposure to price risk	8.40	4.36
Total	8.40	4.36

Sensitivity Analysis

Particulars	As at 31 st March, 2025	As at 31 st March, 2024
Interest rates - increase by 10% (before of tax)	0.84	0.44
Interest rates - decrease by 10% (before tax)	(0.84)	(0.44)

d. Foreign Exchange Rate Risk

The Company has not availed any loans repayable in foreign currency and hence there is no risk on foreign currency rate fluctuations.

40 Capital risk management

The Company's policy is to maintain a strong capital base so as to maintain investor, lender and market confidence and to sustain future development of the business. The Company objective to manage its capital is to ensure continuity of business while at the same time provide reasonable returns to its various stakeholders but keep associated costs under control. In order to achieve this, requirement of capital is reviewed periodically with reference to operating and business plans that take into account of portfolio and strategic Investments. Management monitors the return on capital as well as the level of dividends to ordinary shareholders. Sourcing of capital is done through judicious combination of equity/internal accruals and borrowings. The following table summarises the capital of the Company.

Particulars	As at 31 st March, 2025	As at 31 st March, 2024
Subordinated Liabilities	1,559.18	1,559.84
Debt Securities	6,972.57	3,493.32
Borrowings (Other than Debt Securities)	69,003.05	53,730.24
Less: Cash & Cash Equivalents	(14,268.49)	(15,119.05)
Less: Bank Balances other than Cash and Cash Equivalents	(462.79)	(320.10)
Net Debt	62,803.52	43,344.25
Equity Share Capital	1,344.53	1,226.40
Preference Share Capital	384.54	268.82
Other Equity	20,256.19	15,751.96
Total Capital	21,985.26	17,247.18
Gearing ratio		
Gearing ratio	2.86	2.51

The Company monitors Capital Adequacy ratio as stipulated by RBI for NBFC-Investment and credit company - Non-Deposit taking. The Company endeavour to source diversified borrowing, depending on asset liability duration and interest rate sensitivities. For CRAR details refer Note 48 B.

(All amount in ₹ Lakhs, except otherwise stated)

41 Reconciliation of movement in borrowings to cash flows from financing activities

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

Particulars	As at April 01, 2024	Cash flows (net)	Exchange difference	Others	As at March 31, 2025
Debt Securities	3,493.32	3,400.00	-	79.25	6,972.57
Borrowings (Other than debt securities)	53,730.04	15,339.47	-	(66.66)	69,002.85
Subordinated liabilities	1,559.84	-	-	(0.66)	1,559.18
Total	58,783.20	18,739.47	-	11.93	77,534.60

Particulars	As at April 01, 2023	Cash flows (net)	Exchange difference	Others	As at March 31, 2024
Debt Securities	6,652.59	(3,160.00)	-	0.73	3,493.32
Borrowings (Other than debt securities)	37,468.83	16,538.36	-	(277.15)	53,730.04
Subordinated liabilities	1,559.84	-	-	-	1,559.84
Total	45,681.26	13,378.36	-	(276.42)	58,783.20

42 Maturity analysis 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.

Particulars		As at 31 st March, 2025			As at 31 st March, 2024		
	Assets	Within 12 Months	After 12 Months	Total	Within 12 Months	After 12 Months	Total
1 Financial Assets							
(a)	Cash and cash equivalents	14,268.49	-	14,268.49	15,119.05	-	15,119.05
(b)	Bank Balance other than (a) above	129.79	333.00	462.79	-	320.10	320.10
(c)	Receivables	-	-	-	-	-	-
(d)	Loans	32,840.93	51,689.57	84,530.50	23,415.57	38,826.30	62,241.87
(e)	Investments	-	8.40	8.40	-	4.36	4.36
(f)	Other Financial assets	2,396.77	39.63	2,436.40	1,238.22	153.72	1,391.94
2 Non-financial Assets							
(a)	Deferred tax Assets (Net)	-	465.90	465.90	-	306.03	306.03
(b)	Property, Plant and Equipment	-	1,185.01	1,185.01	-	279.90	279.90
(c)	Other Intangible assets	-	8.76	8.76	-	7.64	7.64
(d)	Other non-financial assets	215.35	0.00	215.35	64.64	20.63	85.27
	Total Assets	49,851.33	53,730.27	1,03,581.62	39,837.48	39,918.67	79,756.16
	Liabilities						
	Liabilities						
1 Financial Liabilities							
(a)	Trade Payables						
	(i) total outstanding dues of micro enterprises and small enterprises	11.04	-	11.04	-	-	-
	(ii) total outstanding dues of creditors other than micro enterprises and small enterprises	25.35	-	25.35	8.92	-	8.92
(b)	Borrowings (Other than Debt Securities)	36,015.76	32,987.29	69,003.05	30,054.37	23,675.87	53,730.24
(c)	Subordinated Liabilities	59.18	1,500.00	1,559.18	59.84	1,500.00	1,559.84
(d)	Debt Securities	3,722.57	3,250.00	6,972.57	653.32	2,840.00	3,493.32
(e)	Other financial liabilities	2,772.65	550.68	3,323.33	3,111.27	64.92	3,176.19
2 Non-Financial Liabilities							
(a)	Current tax liabilities (Net)	160.56	-	160.56	287.55	-	287.55
(b)	Provisions	158.96	256.40	415.36	-	143.93	143.93
(c)	Other non-financial liabilities	125.91	-	125.91	109.01	-	109.01
	Total Liabilities	43,051.98	38,544.38	81,596.36	34,284.28	28,224.71	62,509.00
	Net Assets	6,799.35	15,185.89	21,985.26	5,553.20	11,693.96	17,247.16

43 Reconciliation of Tax Expenses**(A) Amounts recognized in Statement of Profit and Loss**

(All amount in ₹ Lakhs, except otherwise stated)

Particulars	For the year ended on 31 st March, 2025	For the year ended on 31 st March, 2024
Current tax		
Current year	856.68	770.60
Deferred Tax expense / (Income)	(149.94)	(16.15)
Income tax expense reported in the statement of profit & loss	706.74	754.45

(B) Income Tax recognised in other comprehensive Income

Particulars	For the year ended on 31 st March, 2025	For the year ended on 31 st March, 2024
Income tax relating to items that will not be reclassified to profit or loss	9.94	10.08

(C) Reconciliation of effective tax

Particulars	For the year ended on 31 st March, 2025	For the year ended on 31 st March, 2024
Accounting profit/(loss) before income tax	2,816.88	2,418.56
At Statutory Income Tax Rate @ 25.168%	708.95	608.70
Expense disallowed under income tax	170.80	179.51
Expense Allowed under income tax	(23.07)	(17.61)
Incremental Deferred Tax assets or liabilities on account of other temporary differences	(159.87)	(26.23)
Total tax expenses	696.81	744.37

(D) Movement in deferred tax asset/(liability) for the financial year 2024-25

Particulars	For the year ended on 31 st March, 2024	Recognised in profit and loss	Recognised in OCI	For the year ended on 31 st March, 2025
A. Deferred Tax Assets:				
Provision for employee benefit expenses	50.90	43.66	9.94	104.50
Provision for loans	232.32	96.28	-	328.60
Property, plant and equipment and intangible assets	22.30	9.50	-	31.80
Deferred Revenue Expenditure	1.01	(1.01)	-	-
Gross deferred tax asset	306.53	148.43	9.94	464.90
B. Deferred Tax Liabilities:				
Gain on fair value on investments	(0.50)	1.50	-	1.00
Gross deferred tax liabilities	(0.50)	1.50	-	1.00
Net deferred tax assets/(liabilities) (A+B)	306.03	149.93	9.94	465.90

Movement in deferred tax asset/(liability) for the financial year 2023-24

Particulars	For the year ended on 31 st March, 2023	Recognised in profit and loss	Recognised in OCI	For the year ended on 31 st March, 2024
A. Deferred Tax Assets:				
Provision for employee benefit expenses	20.47	20.35	10.08	50.90
Provision for loans	227.01	5.31	-	232.32
Property, plant and equipment and intangible assets	23.10	(0.80)	-	22.30
Deferred Revenue Expenditure	1.01	-	-	1.01
Gross deferred tax asset	271.59	24.86	10.08	306.53
B. Deferred Tax Liabilities:				
Gain on fair value on investments	8.20	(8.70)	-	(0.50)
Gross deferred tax liabilities	8.20	-8.70	-	(0.50)
Net deferred tax assets/(liabilities) (A+B)	279.79	16.16	10.08	306.03

44 Lease and Other disclosures
(i) Movement in the carrying value of the Right of Use asset

Particulars	For the year ended on 31 st March, 2025	For the year ended on 31 st March, 2024
Opening Balance	100.52	49.06
Additions during the period	684.27	135.24
Depreciation charge for the period	(128.65)	(83.78)
Adjustment/Deletion	-	-
Closing Balance	656.14	100.52

(ii) Movement in the carrying value of the lease liabilities

Particulars	For the year ended on 31 st March, 2025	For the year ended on 31 st March, 2024
Opening Balance	110.88	53.60
Interest expense	59.36	26.62
Lease payments	(149.74)	(104.59)
Additions during the year	621.06	135.24
Adjustment/Deletion	-	-
Closing Balance	641.56	110.88

(iii) Classification of current and non current liabilities of the lease liabilities

Particulars	For the year ended on 31 st March, 2025	For the year ended on 31 st March, 2024
Current liabilities	90.88	45.96
Non-current liabilities	550.68	64.92
Total	641.56	110.88

(iv) **Contractual maturities of lease liabilities outstanding**

Particulars	For the year ended on 31 st March, 2025	For the year ended on 31 st March, 2024
Less than one year	163.22	58.34
One to five years	694.01	96.75
More than five years	62.42	62.51
Total	919.65	217.60

(v) **The following are the amount recognised in the Statement of Profit and Loss**

Particulars	For the year ended on 31 st March, 2025	For the year ended on 31 st March, 2024
Depreciation expense on right of use assets	128.65	83.78
Interest expense on lease liabilities	59.36	26.62
Expense related to short term leases	256.90	160.98
Total amount recognized in the Statement of Profit and Loss	444.90	271.38

45 Transfer of Financial Assets

45.1 Transferred financial assets that are not derecognised

During the year, the Company has assigned (earlier measured at amortised cost) by way of direct assignment as per the agreed terms of the deals. Since substantial risk and rewards related to these assets were transferred to the buyer, the assets have been de-recognised from the books of accounts. The table below summarises the carrying amount of the derecognised financial assets measured at amortised cost and the gain/(loss) on derecognition during the year:

Particulars	As at 31 st March, 2025	As at 31 st March, 2024
Carrying amount of transferred assets measured at amortised cost	18,625.82	13,894.39
Carrying amount of retained assets at amortised cost	1,862.58	1,389.44
Gain on sale of the derecognised financial assets	1,559.04	1,409.55

Since the Company transferred the above financial assets in a transfer that qualified for derecognition in its entirety, therefore the whole of the interest spread (over the expected life of the asset) is recognised on the date of derecognition itself as interest strip receivable and correspondingly recognised as gain on derecognition of financial asset.

45.2 Transferred financial assets that are derecognised in their entirety but where the company has continuing involvement

The company has not transferred any assets that are derecognised in their entirety where the company continues to have continuing involvement.

46 Additional disclosures pursuant to Non - Banking Financial Company – ‘Scale Based Regulation (SBR) Directions NBFCs, 2023 (as amended)

A comparison between provisions required under Income Recognition, Asset Classification and Provisioning (IRACP) and impairment allowances made under Ind AS 109 is as follows:

Asset classification as per RBI norms	Asset classification as per Ind AS 109	Gross carrying amount as per Ind AS	Loss Allowances (Provisions) as required under Ind AS 109*	Net Carrying Amount	Provisions required as per IRACP norms	Difference between Ind AS 109 provisions and IRACP norms
(1)	(2)	(3)	(4)	(5)=(3)-(4)	(6)	(7)=(4)-(6)
Performing Assets						
Standard	Stage 1	75,900.30	184.06	75,716.24	182.65	1.41
	Stage 2	6,204.15	15.51	6,188.64	15.51	-
Subtotal		82,104.45	199.57	81,904.88	198.16	1.41
Non-Performing Assets (NPA)						
Substandard	Stage 3	3,316.55	1,106.15	2,210.39	330.02	776.13
Doubtful - upto 1 year	Stage 3	-	-	-	-	-
1 to 3 years	Stage 3	-	-	-	-	-
more than 3 years	Stage 3	-	-	-	-	-
Subtotal for doubtful		-	-	-	-	-
Loss	Stage 3	-	-	-	-	-
Subtotal for NPA		3,316.55	1,106.15	2,210.39	330.02	776.13
Other items such as guarantees, loan commitments, etc. which are in the scope of Ind AS 109 but not covered under current IRACP norms	Stage 1	-	-	-	-	-
	Stage 2	-	-	-	-	-
	Stage 3	-	-	-	-	-
Subtotal		-	-	-	-	-
Total	Stage 1	75,900.30	184.06	75,716.24	182.65	1.41
	Stage 2	6,204.15	15.51	6,188.64	15.51	-
	Stage 3	3,316.55	1,106.15	2,210.39	330.02	776.13
	Total	85,421.00	1,305.72	84,115.27	528.18	777.54

* includes Management Overlay for Non-performing Assets.

The above disclosures do not include, advances in the nature of loan which is repayable on demand.

An analysis of changes in the gross carrying amount in relation to loans and advances for the year 2024-25 is as follows:

Particulars	Stage-1	Stage-2	Stage-3	Total
Gross carrying amount opening balance	57,867.38	2,873.85	2,325.55	63,066.78
New assets originated or disbursed	72,028.35	-	-	72,028.35
Assets derecognised or repaid	(45,519.43)	(2,120.15)	(1,749.60)	(49,389.18)
Transfer to stage-1	132.17	(115.89)	(16.28)	0.00
Transfer to stage-2	(5,809.02)	5,895.17	(86.15)	-0.00
Transfer to stage-3	(2,799.15)	(328.83)	3,127.98	0.00
Amounts written off (net of recovery)	-	-	(284.95)	(284.95)
Gross carrying amount closing balance	75,900.30	6,204.15	3,316.55	85,421.01

Gross carrying amount does not include advances in the nature of loan which is repayable on demand of Rs. 386.59 lakhs and staff loan of Rs. 28.63 lakhs.

An analysis of changes in the impairment loss allowance in relation to loans and advances for the year 2024-25 is as follows:

Particulars	Stage-1	Stage-2	Stage-3	Total
Impairment loss allowance opening balance	221.23	11.50	832.83	1,065.56
New assets originated or disbursed	993.99	-	-	993.99
Assets derecognised or repaid	(185.37)	(84.67)	(30.68)	(300.72)
Transfer to stage-1	24.03	(9.14)	(14.89)	-
Transfer to stage-2	(7.19)	62.18	(54.99)	-
Transfer to stage-3	(8.31)	(10.66)	18.97	-
Amounts written off (net of recovery)	-	-	(166.95)	(166.95)
Impact on year end ECL of exposures transferred between stages during the year	(854.32)	46.30	521.86	(286.16)
Impairment loss allowance closing balance	184.06	15.51	1,106.15	1,305.72

47 Corporate social responsibility expenditure :

Details of expenditure on Corporate Social Responsibility Activities as per Section 135 of Companies Act, 2013 read with schedule III are as below :

Particulars	2024-25 Rs. In Lacs	2023-24 Rs. In Lacs
Gross Amount required to be Spent during the year	38.37	29.47
Surplus spent in earlier year set off	7.81	3.30
Actual Amount Spent during the year		
i) Construction/ acquisition of any asset	-	-
ii) On purposes other than (i) above	35.00	34.00
Set off available for succeeding years	4.40	7.81
Shortfall at the end of the year	NIL	NIL
Total of previous years shortfall	NIL	NIL
Reason for shortfall	Not Applicable	Not Applicable
Nature of CSR activities	Promotion of Education & Healthcare Service	Promotion of Education
Details of Related party transaction	NIL	NIL
Movement in provision made, if any	Not Applicable	Not Applicable

48 Additional disclosures pursuant to Non-Banking Financial Company – ‘Scale Based Regulation (SBR) Directions NBFCs, 2023 (as amended)**A Schedule to the Balance Sheet of a Non Deposit taking Non Banking Financial Company as required in terms of Annexure VIII**

Particulars		(Rs.in lakhs)	
LIABILITIES SIDE :		Amount Outstanding	Amount Overdue
1	Loans and Advances availed by the NBFCs inclusive of interest accrued thereon but not paid:		
	(a) Debt Securities:		
	i) Secured	6,972.57	-
	ii) Unsecured	1,559.18	-
	(Other than falling within the Meaning of public deposits)		
	(b) Deferred Credits	-	-
	(c) Term Loans	67,078.95	-
	(d) Inter-Corporate loans and borrowing	-	-
	(e) Commercial Paper	-	-
	(f) Public Deposits	-	-
	(g) Other Loans		
	(i) Other Bank Borrowings	1,846.10	-
	(ii) Loans from Directors & related parties	78.00	-
2	Break-up of (I)(f) above (Outstanding public deposits Inclusive of interest accrued thereon but not paid):		
	(a) In the form of Unsecured Debentures	-	-
	(b) In the form of party secured debentures i.e. debentures Where there is a shortfall, in the value of security	-	-
	(c) Other Public Deposits	-	-
ASSETS SIDE:		Amount Outstanding	
3	Break-up of Loans and Advances including bills receivables (other than those include in (4) below):		
	(a) Secured		1,963.47
	(b) Unsecured		415.22
4	Break-up of Leased Assets and Stock-on-hire and Hypothecation loans counting towards EL/HP activities:		
	(i) Lease assets including lease rentals Under sundry debtors:		
	(a) Financial Lease		-
	(b) Operating Lease		-
	(ii) Stock on Hire including hire charges Under sundry debtors:		
	(a) Assets on Hire		-
	(b) Repossessed Assets		-
	(iii) Hypothecation loans counting towards EL/HP activities		
	(a) Loans where assets have been Repossessed		1,217.82
	(b) Loans other than (a) above		82,239.71
5	Break-up of Investments:		
	Long Term Investments:		
	1. Quoted:		
	(i) Equity Shares		8.38
	(ii) Debentures		-
	(iii) Units of Mutual funds		-
	2. UnQuoted:		
	(i) Equity Shares		0.02
	(ii) Government Securities		-

(All amount in ₹ Lakhs, except otherwise stated)

6	Borrower group-wise classification of all leased assets. Stock-on-Hire and loans and advances :		
	Category	Amount Net of Provisions	
		Secured	Unsecured
	1. Related Parties		-
	(a) Subsidiaries	-	-
	(b) Companies in the same group	-	-
	(c) Other related parties	-	-
	2. Other than related parties	85,836.22	-
	Total	85,836.22	-
7	Investor Group-wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted) :		
	Category	Market value / Break-up or fair value or NAV	Book value (net of provisions)
	1. Related Parties		
	(a) Subsidiaries	-	-
	(b) Companies in the same group	-	-
	(c) Other related parties	-	-
	2. Other than related parties	8.40	2.48
	Total	8.40	2.48
8	Other information:		
	Particulars	Amount	
	(i) Gross Non-performing Assets		
	(a) Related parties	-	
	(b) Other than related parties	3,962.75	
	(ii) Net Non-performing Assets		
	(a) Related parties	-	
	(b) Other than related parties	2,856.60	
	(iii) Assets acquired in satisfaction of debt	-	

9 Asset liability Management

Maturity pattern of certain items of assets and liabilities as at March 31, 2025

Particulars	Upto 30/ 31 days	Over 1 month upto 2 months	Over 2 months upto 3 months	Over 3 months and upto 6 months	Over 6 months and upto 1 year	Over 1 year and upto 3 years	Over 3 years and upto 5 years	Over 5 years	Total
Assets									
Advances @	2,390.55	2,545.34	2,678.25	9,293.75	15,933.04	45,552.50	6,106.90	30.17	84,530.50
Investments	-	-	-	-	-	-	-	8.40	8.40
Liabilities									
Borrowings @	2,957.67	3,894.52	3,389.29	10,231.99	19,324.04	35,940.74	1,718.55	78.00	77,534.80

Maturity pattern of certain items of assets and liabilities as at March 31, 2024

Particulars	Upto 30/ 31 days	Over 1 month upto 2 months	Over 2 months upto 3 months	Over 3 months and upto 6 months	Over 6 months and upto 1 year	Over 1 year and upto 3 years	Over 3 years and upto 5 years	Over 5 years	Total
Assets									
Advances @	1,481.99	1,767.93	1,898.14	5,928.90	12,010.46	34,944.14	4,207.14	3.17	62,241.87
Investments	-	-	-	-	-	-	-	4.36	4.36
Liabilities									
Borrowings@	1,957.29	2,564.01	2,922.21	7,031.36	16,292.65	26,852.86	1,154.02	9.00	58,783.40

@ includes interest accrued

48 Additional disclosure pursuant to Non-Banking Financial Company - 'Scale Based Regulation (SBR) Directions NBFCs, 2023 (as amended)**10**

Particulars	As at March 31, 2025	As at March 31, 2024
Movement of non-performing assets		
(i) Net NPA to net Advances (%)	3.38%	3.26%
(ii) Movement of non-performing assets (Gross)		
(a) Opening balance	2,880.74	2,017.01
(b) Change during the year #	1,082.01	863.73
(c) Closing balance	3,962.75	2,880.74
(iii) Movement of net non-performing assets		
(a) Opening balance	2,047.92	1,497.54
(b) Change during the year #	808.68	550.38
(c) Closing balance	2,856.60	2,047.92
(iv) Movement of provisions for non-performing assets (excluding provisions on standard assets)		
(a) Opening balance	832.82	519.47
(b) Change during the year #	273.33	313.35
(c) Closing balance	1,106.15	832.82
# Change during the year includes addition, write-offs and recoveries.		

11 Exposure**(a) Exposure to real estate sector**

The company does not have any exposure to real estate market in the current and previous year.

(b) Exposure to capital market

The company does not have any exposure to capital market in the current and previous year.

(c) Sector Wise NPA

Particulars	31-Mar-25			31-Mar-24		
	Total Exposure (includes on balance sheet and off-balance sheet exposure)	Gross NPAs	% age of Gross NPAs to total exposure in that sector	Total Exposure (includes on balance sheet and off-balance sheet exposure)	Gross NPAs	% age of Gross NPAs to total exposure in that sector
Agriculture & allied activities	-	-	-	-	-	-
MSME	-	-	-	-	-	-
Corporate borrowers	-	-	-	-	-	-
Services	-	-	-	-	-	-
Unsecured personal loans	415.22	-	-	240.65	-	-
Auto loans	85,421.00	3,962.75	4.64%	63,066.78	2,880.74	4.57%
Other Personal loans	-	-	-	-	-	-
Total	85,836.22	3,962.75	4.64%	63,307.43	2,880.74	4.57%

(d) Details of financing of parent company products

The Company does not have a parent company and accordingly no disclosure required.

48 Additional disclosure pursuant to Non-Banking Financial Company - 'Scale Based Regulation (SBR) Directions NBFCs, 2023 (as amended)**(e) Unsecured advances**

Particulars	As at March 31, 2025	As at March 31, 2024
Unsecured advances	415.22	240.65

12	Particulars	As at March 31, 2025	As at March 31, 2024
	Asset Classification		
	(a) Standard Assets	81,458.25	60,186.04
	(b) Sub Standard Assets	3,962.75	2,880.74
	(c) Doubtful	-	-
	(d) Loss Assets	-	-

13	Disclosure of customer complaints	For the year ended March 31, 2025	For the year ended March 31, 2024
i)	Summary information on complaints received by the NBFC from customers		
	a) No. of complaints pending at the beginning of the year	-	-
	b) No. of complaints received during the year	16	5
	c) No. of complaints redressed during the year	16	5
	d) No. of complaints rejected by the NBFC	-	-
	e) No. of complaints pending at the end of the year	-	-
ii)	Maintainable complaints received by the NBFC from Office of Ombudsman		
	a) No. of maintainable complaints received during the year	1	-
	b) No. of complaints resolved in favour of the NBFC	1	-
	c) No. of complaints resolved through conciliation / mediation/ advisories issued by office of Ombudsman	-	-
	d) No. of complaints resolved after passing of awards by Office of Ombudsman against the NBFC	-	-
	e) No. of awards unimplemented within the stipulated time (other than those appealed)	-	-
iii)	Top five grounds of complaints received by the NBFC from customers		
	a) No. of complaints received during the year	16	5
	b) No. of complaints pending at the beginning of the year	-	-
	c) Grounds of complaints (i.e.complaints relating to)	Loan & advances	Loan & advances
	d) % increase/decrease in number of complaints received over previous year	220%	100%
	e) No. of complaints pending at the end of the year	-	-

48 Additional disclosure pursuant to Non-Banking Financial Company - 'Scale Based Regulation (SBR) Directions NBFCs, 2023 (as amended)

14	Information on instances of fraud identified during the year \$\$	For the year ended March 31, 2025	For the year ended March 31, 2024
	<i>Cash embezzlement and snatching</i>		
	No. of cases	-	-
	Amount of fraud / Recovery / Amount provided for	-	-
	<i>Loans given against fictitious documents</i>		
	No. of cases	-	-
	Amount of fraud / Recovery / Amount provided for	-	-
	\$\$ as identified by the management		

B. Additional disclosures pursuant to the RBI guidelines and notification:**1 Capital**

Items	As at March 31, 2025	As at March 31, 2024
Capital to risk / weighted assets ratio (CRAR) (%)	25.12%	27.97%
CRAR-Tier I capital (%)	24.20%	26.32%
CRAR-Tier II capital (%)	0.92%	1.65%
Liquidity Coverage Ratio	456%	352%
Debt Equity Ratio	3.53	3.41
Amount of Subordinate debt raised as Tier-II capital	1,500	1,500
Amount raised by issue of perpetual debt instruments	-	-

2 Investments

Items	As at March 31, 2025	As at March 31, 2024
A) Investment according to geographical location		
i) Gross value of investments		
(a) In india	8.40	4.36
(b) Outside india	-	-
ii) Provision for depreciation		
(a) In india	-	-
(b) Outside india	-	-
iii) Net value of Investments		
(a) In india	8.40	4.36
(b) Outside india	-	-
B) Movement of provisions held towards depreciation on investments		
i) Opening balance	-	-
ii) Add: Provisions made during the year	-	-
iii) Less: Write-off / write-back of excess provisions during the year	-	-
iv) Closing balance	-	-

3 Derivatives

The Company does not have any derivatives exposure in the current and previous year

4 Miscellaneous**A) Registration obtained from other financial sector regulators**

The Company is registered with following other financial sector regulators (Financial regulators as described by Ministry of Finance):

- (i) Ministry of Corporate Affairs

48 Additional disclosure pursuant to Non-Banking Financial Company - 'Scale Based Regulation (SBR) Directions NBFCs, 2023 (as amended)**B) Disclosures of penalties imposed by RBI and other regulators**

No penalties imposed by RBI or other financial sector regulators during the current and previous year.

C) Related party transactions

Details of all material related party transactions are disclosed in note 35 to the financial statements.

D) Ratings assigned by credit rating agencies and migration of ratings during the year

The ratings assigned to the Company is summarised below :

Category	Agency	Rating	Migration in rating during the year
Long Term Bank facilities	CRISIL	BBB +; Stable	Upgraded from "CRISIL BBB; Stable"
Long Term Bank facilities	CARE	BBB +; Stable	Upgraded from "CARE BBB; Stable"
Long Term Bank facilities	ICRA	BBB +; Stable	NIL
Non Convertible Debentures	ICRA	BBB +; Stable	NIL
Non Convertible Debentures	CRISIL	BBB +; Stable	Upgraded from "CRISIL BBB; Stable"
Subordinated Debt	CRISIL	BBB +; Stable	Upgraded from "CRISIL BBB; Stable"

E) Remuneration of directors

Details relating to remuneration of directors are disclosed in note 35 to the financial statements

5 Additional Disclosures**A) Provisions and contingencies**

Break up of 'provisions and contingencies' shown under the head expenditure in statement of Profit and Loss

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Provisions for depreciation on investment	-	-
Provision towards NPA	273.32	272.05
Provision made towards income tax	856.68	770.60
Other provision and contingencies (employee benefits)	160.89	24.12
Provision for Standard Assets	(33.16)	118.23

B) Draw down from reserves

There have been no instances of draw down from reserves by the company during the current and previous year.

C) Concentration of advances, exposures and NPAs

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
a. Concentration of advances		
Total advances to twenty largest borrowers	6,452.56	3,507.20
Percentage of exposure to twenty largest borrowers as total exposure	7.63%	5.63%
b. Concentration of exposure		
Total exposure to twenty largest borrowers	6,452.56	3,507.20
Percentage of exposure to twenty largest borrowers as total exposure	7.63%	5.63%
c. Concentration of non-performing assets		
Total Exposure to top four non-performing accounts	205.08	112.32

D. Public disclosure on liquidity risk

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
a. Funding Concentration based on significant counterparty (both deposits and borrowings)		
Number of Significant Counterparties	30	34.00
Amount	70,338.58	51,898.47
% of Total deposits	NA	NA
% of Total Liabilities	86.20%	83.03%
b. Top 20 large deposits		
Total amount of top 20 deposits	NA	NA
Percentage of amount of top 20 deposits to total deposits	NA	NA
c. Top 10 borrowings		
Total amount of top 10 borrowings	41,793.00	26,495.13
Percentage of amount of top 10 borrowings to total borrowings	53.90%	45.07%

d. Funding Concentration based on significant Instrument / Product

	31-Mar-25		31-Mar-24	
Name of instrument/ product	Amount in lakhs	% of Total Liabilities	Amount in lakhs	% of Total Liabilities
Term loans from banks	42,313.63	51.86%	22,373.66	35.79%
Term loans from Others	25,093.49	30.75%	27,867.97	44.58%
Non Convertible Debentures	8,531.75	10.46%	5,053.16	8.08%
Total Liabilities	81,596.36		62,509.00	

e. Stock Ratio

Name of the instrument / Product	% of Total Liabilities	% of Total Assets
Commercial Paper	NA	NA
Non Convertible Debentures (original maturity less than 1 year)	NA	NA
Other short term liabilities	52.76%	41.56%

f. Institutional set-up for liquidity risk management

The Board of Directors of the Company has instituted the Asset Liability Management Committee to monitor and manage liquidity risk, inter alia, by:

- Monitoring the asset liability composition
- Reviewing the liquidity and borrowing program of the Company
- Setting up and monitoring prudential limits on negative mismatches with respect to liquidity and interest rates
- Forecasting and analysing 'what if' scenarios and preparing contingency plans

Further, the Audit Committee and the Risk Management Committee, as part of evaluating the overall risks faced by the Company, also assess the liquidity risk faced by the Company.

48 Disclosures pursuant to RBI (Transfer of Loan exposures) Directions, 2021

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Number of Loan Accounts Assigned	3,732	3,179
Amount of Loan Accounts Assigned (Rs. In Lakhs)	18,625.82	13,894.39
Number of Transactions	4	4
Weighted Average Maturity (Remaining)	24.82	25.59
Weighted Average Holding (After Origination)	11.42	9.70
Retention of Beneficial Economic Interest (Average)	10%	10%
Coverage of Tangible Security Coverage	100%	100%
Rating wise Distribution of rated Loans	NA	NA
No. of Instances (Transactions) where transferor has agreed to replace the transferred loans	NIL	NIL
No of Transferred Loans Replaced	NIL	NIL

49 Audit Trail

The Company uses S3G accounting software for maintaining its books of account for the year ended March 31, 2025. This software includes an audit trail (edit log) feature, which was operational throughout the year for all relevant transactions recorded within the system. However, the audit trail functionality was not enabled for changes to masters and direct changes made at the database level.

As the Company is in the process of moving to a new software, this shortcoming will be addressed. The Company has preserved the audit trail in accordance with statutory record retention requirements, except in respect of changes to masters and direct database-level changes, for which the audit trail feature was not enabled.

50 Events after the reporting period

Subsequent to the date of the balance sheet, the Company has allotted:

- 10,26,045, 0.001% Compulsory Convertible Preference Shares of Rs. 229 each to First Bridge India Growth Fund and its affiliates aggregating to Rs. 23,49,64,305/- (including security premium). Each CCPS is convertible into equity shares either at the time of listing of equity share of the Company under IPO or an initial public offering or one day prior to the expiry of 20 years from the date of issuance of the CCPS. This allotment was made on April 17, 2025;
- 38,14,364, 0.001% Compulsory Convertible Preference Shares of Rs. 393.24 each to Elevation Capital VIII Limited aggregating to Rs. 1,49,99,60,499/- (including security premium). Each CCPS is convertible into equity shares either at the time of listing of equity share of the Company under IPO or one day prior to the expiry of 20 years from the date of issuance of the CCPS. This allotment was made on May 30, 2025; and
- 100 equity shares of Rs. 10 each at a premium of Rs. 383.24 per share to Elevation Capital VIII Limited aggregating to Rs. 39,324 on May 30, 2025.

51 Additional Regulatory Requirements

To the best of information of the Company, Additional Regulatory Information required to be given pursuant to Gazette notification for amendments in Schedule III to the Companies Act dated 24.03.2021 effective from 1st April 2021 have been disclosed where-ever applicable. Further the following matters are either Nil or not applicable to the Company.

- (i) The company has not been declared as a “wilful defaulter” by the banks, financial institutions or lenders. During the year, the company has not defaulted in repayment of loans availed and the payment of interest thereon.
- (ii) During the year, the Company has not entered into any transactions with companies struck off under Section 248 of the Companies Act 2013.
- (iii) The company doesn't have a subsidiary company. Hence the restriction on layers of company as prescribed under clause (87) of section 2 of the Act read with the Companies (Restriction on number of Layers) Rules, 2017 is not applicable.
- (iv) The company has utilized the borrowed funds from banks and financial institutions for the purpose it was availed except temporary deployment pending application of proceeds.
- (v) The company has not advanced or loaned or invested funds to 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 by or on behalf of the company (Ultimate Beneficiaries) or provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- (vi) The company has not received any fund from any persons or entities, including foreign entities (Funding Party) with the understanding, whether recorded in writing or otherwise, that the company shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (vii) There were no material discrepancies between the financial information as per books of accounts and the quarterly reports submitted to bank on account of loans availed from banks and financial institutions on the basis of security of current assets.
- (viii) There were no transactions which have not been recorded in the books of account, have been surrendered or disclosed as income in the tax assessments under the Income Tax Act, 1961 (43 of 1961) during the year.

52 Figures for the Previous year have been regrouped / rearranged, wherever necessary.

As per our report of even date attached

For and on behalf of Board of Directors

For G M Kapadia & Co.,
Chartered Accountants
Firm Regn No. 104767W

M Deepak Dugar
Managing Director and
Chief Executive Officer
DIN: 00190705

M Praveen Dugar
Whole-time Director and
Chief Financial Officer
DIN: 00190780

Satya Ranjan Dhall
Partner
Membership No. 214046

Dolly Kothari
Company Secretary
M.No.: A73608

Place : Chennai
Date : May 30, 2025