

SOM DATT FINANCE CORPORATION LTD.

CIN: L65921TS1993PLC188494

August 29, 2024

BSE Limited

Phiroze Jeejeebhoy Towers,
Dalal Street
Mumbai – 400001

(Scrip Code: 511571)

Subject: Intimation of 31st Annual General Meeting (AGM), Book Closure, and E-voting Information

Dear Sir/Madam,

Pursuant to Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR), we wish to inform you of the following:

1. AGM Details:

The 31st Annual General Meeting (AGM) of Som Datt Finance Corporation Ltd. is scheduled to be held on Wednesday, September 25, 2024, at 12:00 Noon. The meeting will be conducted through Video Conferencing (VC) or Other Audio-Visual Means (OAVM), in compliance with the guidelines issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India (SEBI).

The Notice of the AGM along with Annual Report for the Financial Year 2023-24 are enclosed for your reference.

2. Details for Book Closure:

Security Code	Type of Security	Book Closure	Cut-off Date for Payment of Dividend	Purpose
BSE: 530025	Equity Shares	From: Wednesday, September 18, 2024, To: Wednesday, September 25, 2024 (both days inclusive)	Not Applicable	Annual General Meeting (AGM)

SOM DATT FINANCE CORPORATION LTD.

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3. Details for Cut-off Date/E-voting:

Sr. No.	Particulars	Day, Date & Time
1.	Cut-off date for ascertaining shareholders entitled to participate in the AGM through remote e-voting/voting at the venue of the meeting.	Wednesday, September 18, 2024
2.	Commencement of remote e-voting during which members may cast their vote.	From Sunday, September 22, 2024, at 9:00 A.M. IST
3.	End of remote e-voting period.	To Tuesday, September 24, 2024, at 5:00 P.M. IST

Please take this information on record.

Thank you.

Yours faithfully,

For **Som Datt Finance Corporation Ltd.**



Neha Agarwal

Company Secretary & Compliance Officer

Encl:- Notice of AGM along with Annual Report for the Financial Year 2023-24

31ST

**ANNUAL
REPORT
2023-2024**

Som Datt Finance Corporation Ltd.

CORPORATE OVERVIEW

BOARD OF DIRECTORS

Dr. Bhaskara Rao Bollineni	Non-Executive Director & Chairman
Mr. Subba Rao Veeravenkata Meka (Subba Rao)	Managing Director
Mr. Bhavanam Ruthvik Reddy	Whole Time Director & Chief Executive Officer
Mr. Rajvir Singh Chhillar	Independent Director
Ms. Jayanthi Talluri	Independent Director
Mr. Venkata Ramana Dhulipala	Independent Director

KEY MANAGERIAL PERSONNEL

Mr. Shashank Shankpal	Chief Financial Officer
Ms. Neha Agarwal	Company Secretary & Compliance Officer

STATUTORY AUDITORS

D.S. Talwar & Co.,
Chartered Accountants
S-58, Greater Kailash-II,
New Delhi-110048

REGISTRAR AND SHARE TRANSFER AGENT

M/s RCMC Share Registry Pvt. Ltd.
B-25/1, Okhla Industrial Area, Phase -2,
New Delhi - 110020

REGISTERED OFFICE: -

Flat No. 210, Ravi Satvika Residency, Journalist
Colony, Nizampet, Hyderabad,
Telangana - 500090

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NOTICE

Notice is hereby given that the 31st (Thirty First) Annual General Meeting (AGM) of the Members of Som Datt Finance Corporation Ltd. will be held on Wednesday, September 25, 2024 at 12.00 Noon through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider, and adopt the Audited Financial Statements of the Company for the financial year ended on March 31, 2024, and the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a director in place of Dr. Bhaskara Rao Bollineni (DIN: 00008985) who retires by rotation and, being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. **To appoint Mr. Venkataramana Dhulipala (DIN: 10669584) as Non-Executive Independent Director of the Company:**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 ("Act") read with the Rules made thereunder (including any statutory modification(s) or reenactment(s) thereof, for the time being in force), applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Venkataramana Dhulipala (DIN: 10669584), who was appointed by the Board of Directors as an Additional Director in the capacity of Independent Director of the Company effective from July 29, 2024 in terms of Section 161 of the Act and who meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations, and who has submitted a declaration to that effect, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company for a period of 3 years effective from July 29, 2024 till July 28, 2027, not liable to retire by rotation, upon such remuneration as may be determined by the Board of Directors from time to time within the limits approved by the members.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters, and things as may be considered necessary, desirable, or expedient to give effect to this Resolution."

**By Order of the Board of Directors
Som Datt Finance Corporation Ltd.**

Sd/-

Place: Hyderabad

Date: August 13, 2024

Neha Agarwal
Company Secretary & Compliance Officer

Membership No:- A22107

NOTES:

1. The Ministry of Corporate Affairs (“MCA”) has vide its General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, in relation to “Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by Covid-19”, General Circular Nos. 20/2020 dated May 5, 2020, General Circular No. 10/ 2022 dated December 28, 2022, and subsequent circulars issued in this regard, , the latest being 9/2023 dated September 25, 2023 and in relation to “Clarification on holding of annual general meeting (AGM) through Video Conferencing (VC) or Other Audio Visual Means (OAVM)”, (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA Circulars, the AGM of the Company is being held through VC /OAVM. The registered office of the Company shall be deemed to be the venue for the AGM.
2. The relevant details pursuant to Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this AGM are also annexed to this Notice.
Pursuant to Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint a proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send a certified copy of the Board Resolution authorizing their representatives to attend and vote on their behalf.
4. The Register of Members and Share Transfer Books of the Company will remain closed on Wednesday, September 18, 2024 to Wednesday, September 25, 2024 (both inclusive).
5. To support the ‘Green Initiative’, Members who have not yet registered their email addresses are requested to register the same with their Depository Participants (“DPs”) in case the shares are held by them in electronic form and with RCMC Share Registry Pvt. Ltd. at B-25/1, Okhla Industrial Area, Phase -2, Near Rana Motors, New Delhi – 110020 in case the shares are held by them in physical form.
6. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held in electronic form and to RCMC Share Registry Pvt. Ltd. at B-25/1, Okhla Industrial Area, Phase -2, Near Rana Motors, New Delhi – 110020 in case the shares are held in physical form.
7. In accordance with the aforesaid MCA Circulars and Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/ CIR/2023/167 dated October 07, 2023 issued by Securities Exchange Board of India (collectively referred to as “SEBI Circulars”), the Notice of the AGM along with the Annual Report for FY 2023-24 is being sent only by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. Members may note that the Notice and Annual Report 2023-24 will also be available on the Company’s website www.somdattfin.com, website of the Stock Exchange i.e. BSE Limited at www.bseindia.com and on the website of NSDL <https://www.evoting.nsdl.com>
8. SEBI has mandated the submission of PAN, KYC details and nomination by holders of physical securities by October 1, 2023, and linking PAN with Aadhaar by June 30, 2023 vide its circular dated March 16, 2023. Shareholders are requested to submit their PAN, KYC and nomination details to the Company’s RTA. Members holding shares in electronic form are, therefore, requested to submit their PAN to their DP. In case a holder of physical securities fails to furnish PAN and KYC details before October 1, 2023 or link their PAN with Aadhar before June 30, 2023, in accordance with the SEBI circular dated March 16, 2023, RTA is obligated to freeze such folios.
9. SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/131 dated July 31, 2023, and SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/135 dated August 4, 2023, read with Master Circular No. SEBI/HO/ OIAE/OIAE_IAD-1/P/ CIR/2023/145 dated July 31, 2023 (updated as on August 11, 2023), has established a common Online Dispute Resolution Portal (“ODR Portal”) for resolution of disputes arising in the Indian Securities Market.
10. Members are requested to:
 - (a) provide their e-mail addresses for sending the notice/documents etc. to them through email and also requested to register their email IDs and changes therein for future communication.
 - (b) Send their queries, if any, at least 7 days in advance of the meeting through email-compliancesdf@gmail.com to the Company, so that the information can be made available at the Meeting.
11. Relevant Documents referred to in the accompanying Notice, Registers and all other statutory documents will be made available for inspection in the electronic mode. Members can inspect the same by sending an email to the Company at compliancesdf@gmail.com.

12. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
13. In accordance with the Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India ("ICSI") read with Clarification / Guidance on applicability of Secretarial Standards - 1 and 2 dated 15th April, 2020 issued by the ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the venue of the AGM. The route map for the venue of the AGM is therefore not attached.

Voting through electronic means:

- I. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the MCA Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020, May 05, 2020, December 28, 2022 and September 25, 2023 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL. The instructions for e-voting are given herein below:
- II. The remote e-voting period commences on Sunday, September 22, 2024 at 9:00 A.M. (IST) and ends on Tuesday, September 24, 2024 at 5:00 P.M. (IST). During this period, Members holding shares either in physical form or in dematerialized form, as of Wednesday, September 18, 2024 i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Those Members, who will be present in the AGM through the VC/OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through the e-voting system during the AGM.
- III. The Board of Directors has appointed Ms. Jyoti Narang (Membership No. 5698) of Naveen Narang & Associates, Practicing Company Secretaries as the Scrutinizer to scrutinize the voting during the AGM and remote e-voting process in a fair and transparent manner.
- IV. The Members who have cast their vote by remote e-voting before the AGM may also attend/ participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.
- V. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
- VI. Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as on the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.

Details of process and manner of E-voting

The remote e-voting period begins on Sunday, September 22, 2024 at 9:00 A.M. (IST) and ends on Tuesday September 24, 2024 at 5:00 P.M.(IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Wednesday September 18, 2024 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Wednesday September 18, 2024.





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

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

Step 1: Access to NSDL e-Voting system

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>     </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasitoken/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.

Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

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

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

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
 7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 8. Now, you will have to click on "Login" button.
 9. After you click on the "Login" button, Home page of e-Voting will open.

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

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

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

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to nnarang@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution/ Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "**Forgot User Details/Password?**" or "**Physical User Reset Password?**" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Pallavi Mhatre and Mr. Amit Vishal at evoting@nsdl.co.in.

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to compliancesdf@gmail.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to compliancesdf@gmail.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM/ AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/ AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/ AGM. However, they will not be eligible to vote at the EGM/ AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/ AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name, demat account number/folio number, email id, mobile number at compliancesdf@gmail.com. The same will be replied by the company suitably.

**By Order of the Board of Directors
Som Datt Finance Corporation Ltd.**

Sd/-

Place: Hyderabad
Date: August 13, 2024

Neha Agarwal
Company Secretary & Compliance Officer
Membership No:- A22107

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

Item No. 3

The Board of Directors based on the recommendation of the Nomination and Remuneration Committee has appointed Mr. Venkataramana Dhulipala (DIN: 10669584) as an Additional Director (under the category of Non-Executive Independent Director) of the Company w.e.f July 29, 2024 not liable to retire by rotation, subject to the approval of members of the Company and the Board decided to seek the approval of the Shareholders.

Profile of Mr. Venkataramana Dhulipala

Mr. Venkataramana Dhulipala, born on June 22, 1960, is a seasoned banking professional with over 40 years of experience in various capacities. His academic background includes a Bachelor of Science degree, CAIIB certification, and Financial Services and Bank Management diplomas.

Mr. Ramana's career started with the State Bank of India in 1980. Later, he moved to the Indian Overseas Bank as a Probationary Officer in 1984. His last assignment was in Chennai as General Manager at Indian Overseas Bank from October 2018 to June 2020, where he oversaw **the Corporate Credit and International Departments**. His responsibilities included IOB's Country portfolio for Corporate Credit and overseeing (P&L responsibility) all the overseas Branches of IOB (Hong Kong, Singapore, Sri Lanka, Malaysia, and Thailand), demonstrating his comprehensive understanding of the banking industry.

Before this, Mr. Ramana was General Manager at Indian Overseas Bank from May 2017 to October 2018, where he was responsible for the P&L and the overall growth and development of the Hyderabad zone comprising Telangana, Andhra Pradesh, Chhattisgarh and Madhya Pradesh.

From July 2016 to April 2017, he was the Chief Regional Manager at IOB, Chandigarh, managing, with P &L responsibility, a region comprising Punjab, Haryana, Chandigarh, Himachal Pradesh and Jammu & Kashmir.

Mr. Ramana's previous roles include serving as Deputy General Manager from December 2013 to June 2016, where he led the Corporate Finance Branch, Nariman Point, Mumbai with a business mix of ₹ 19,000 crores. His responsibilities encompassed credit monitoring, NPA management, and customer service.

Earlier in his career, he was the Assistant General Manager, H.O. Chennai in charge of the Risk Management Department, managing operational risks and regulatory reporting, and the Chief Manager in Bangkok, Thailand, where he was responsible for credit management and regulatory compliance.

Throughout his extensive career, Mr. Ramana has demonstrated strong expertise in credit, risk, regulatory compliance, and performance optimization.

The Company has received from Mr. Venkataramana Dhulipala (DIN: 10669584) his consent to act as Director of the Company along with a declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and an intimation to the effect that he is not disqualified from being appointed as a Director in terms of Section 164(2) of the Companies Act, 2013.

Further, we would like to state that as per the requirement of the Circular No. LIST/COMP/14/2018-19 Dated June 20, 2018 w.r.t. Enforcement of SEBI Orders regarding Appointment of Directors by Listed Companies, the Board of Directors and its Nomination and Remuneration Committee while considering the appointment of Mr. Venkataramana Dhulipala (DIN: 10669584) as an Additional Director (Non-Executive Independent Director), has verified and confirmed from him that he is not debarred from holding the office of Director pursuant to any SEBI order or Ministry of Corporate Affairs or any other such Authority.

Further, he confirmed that in compliance with the provisions contained under sub-rule (1) and (2) of Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, he has registered himself with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

In the opinion of the Board, Mr. Venkataramana Dhulipala (DIN: 10669584) possesses appropriate skills, experience, and knowledge and fulfills the conditions for appointment as an Independent Director of the Company as specified in the Act and Rules thereunder and the SEBI Listing Regulations. Further, in terms of Regulation 25(8) of the SEBI Listing Regulations, he has also confirmed that he is not aware of any circumstance or situation that exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director without any external influence.

This explanatory statement along with the additional information as per Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard 2 on General Meetings issued by the Institute of Company Secretaries of India, as annexed herewith as Annexure-2 may also be regarded as a disclosure under the provisions of the Act and the SEBI Listing Regulations.

Except for Mr. Venkataramana Dhulipala (DIN: 10669584), whose appointment is proposed, none of the Directors, Key Managerial Personnel, or their respective relatives is in any way interested or concerned in the said resolution.

The Board, therefore, recommends the Resolutions be passed as Special Resolution by the Members of the Company, on the terms and conditions set out in the Resolutions for the appointment of Mr. Venkataramana Dhulipala (DIN: 10669584) as an Independent Director for a period of 3 years with effect from July 29, 2024 up to July 28, 2027 and shall not be liable to retire by rotation.

DETAILS OF DIRECTOR SEEKING APPOINTMENT / RE-APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING AS REQUIRED UNDER REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS), REGULATIONS, 2015

Name of the Director	Dr. Bhaskara Rao Bollineni	Mr. Venkataramana Dhulipala
DIN	00008985	10669584
Date of Birth	1/1/1954 (70 Years)	22/06/1960 (64 Years)
Date of Appointment	July 21, 2023	July 29, 2024
Qualification	MBBS: 1981 Rangaraya Medical College, Kakinada Andhra University, India M.S.: 1984 Madras Medical College, Chennai, Madras University, India DNB CT Surgery: 1987 National Board of Examination, New Delhi, India	Bachelor of Science degree, CAIIB certification, and Diplomas in Financial Services and Bank Management.
Disclosure of Relationships between Directors inter-se	Promoter of the Company.	Nil
Directorship held in other Public Companies	Krishna Institute of Medical Science Limited (KIMS)	Nil
Chairman/ Membership of Committees in other Public Limited Companies C= Chairman M= Member	Membership in the following committee in KIMS. ✓ CSR Committee ✓ Stakeholders Relationship Committee	Nil
No. of Shares held on 31.03.2024	64,41,050	Nil
<p>Brief Resume and Experience / Expertise</p> <p>Dr. Bhaskara Rao Bollineni is an esteemed cardiothoracic surgeon and the visionary founder of the renowned Krishna Institute of Medical Sciences (KIMS). With over 25 years of experience and a track record of more than 30,000 surgeries, Dr. Rao is celebrated for his groundbreaking contributions to cardiac surgery.</p> <p>Dr. Rao's dedication to social impact is exceptional, exemplified by his mission to provide quality cardiac surgery to underserved populations at affordable rates. His entrepreneurial prowess is evident in KIMS' remarkable growth, showcasing that top-tier healthcare can thrive in India's tier 2 and 3 cities.</p> <p>Dr. Rao played a pivotal role in shaping the Rajiv Gandhi Aarogyasri scheme, expanding healthcare access for low-income individuals and earning widespread acclaim. His contributions have earned KIMS numerous awards and certifications, including ISO 9001-2008, Green Operation Theatre certification, AHPI Award for 'Nursing Excellence,' the 'Best Hospital of the Year' at the Times Healthcare Achievers Awards in 2017, and the 'Best Super Specialty Hospital in Telangana' in 2019 among others.</p> <p>The Company has also received a notice in writing from a member proposing the candidature of Dr. Bhaskara Rao Bollineni (DIN: 00008985) to be appointed as Director of the Company. The Company has received necessary consent to act as Director and requisite declarations/disclosures from Dr. Bhaskara Rao Bollineni and he is not disqualified from being appointed as a Director under provisions of Section 164(2) of the Act, nor debarred from holding the office of director by any order of the Securities and Exchange Board of India or any other such authority.</p>		As per the details provided under the explanatory statement for business item no. 3.

DIRECTORS' REPORT**Dear Members,**

Your directors have the pleasure of presenting their report on the business and operation of your Company together with the Audited Financial Statements for the year ended March 31, 2024.

FINANCIAL HIGHLIGHTS

The Company's financial performance for the year ended March 31, 2024, along with the previous year's figures are given hereunder:

FINANCIAL RESULTS (₹ in lakhs)	Year ended March 31, 2024	Year ended March 31, 2023
Gross Total Income	1,502.95	134.48
Profit / (Loss) before Depreciation & Taxation	1,360.02	81.80
Less: Depreciation	1.07	0.99
Profit Before tax	1,358.95	80.81
Less: Provision for Income Tax	-	-
Add: Adjustment of tax relating to earlier periods	0.01	0.99
Less: Provision for Deferred Tax	149.21	7.75
Net Profit / (Loss) after Tax	1,209.73	72.07
Add: Other Comprehensive Income/ (Loss) for the Year, net of tax	(0.18)	0.01
Total Comprehensive Income for the Year	1,209.56	72.08
Retained Earnings as at the beginning of the Year	955.72	898.05
Profit After Tax	1,209.73	72.07
Other Comprehensive Income	(0.18)	0.01
Retained Earnings before appropriation	2,165.28	970.13
Less: Statutory Reserve (as per RBI Guidelines)	241.95	14.41
Retained Earnings as of the end of the Year	1,923.33	955.72

OPERATIONS REVIEW

During the year under review, your company's total income surged to ₹1,502.95 lakhs, up from ₹134.48 lakhs in the previous year, while profit after tax rose significantly to ₹1,209.73 lakhs, compared to ₹72.07 lakhs. This substantial growth in both total income and profit after tax is primarily attributable to a notable increase in unrealised gains from changes in the fair value of shares, which amounted to ₹1,274.91 lakhs for the year (compared to ₹1,360.06 lakhs in FY24 and ₹85.15 lakhs in FY23).

ACCOUNTING METHODOLOGY

The standalone audited financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time.

STATE OF COMPANY'S AFFAIRS

Discussion on state of the Company's affairs has been covered as part of the Management Discussion and Analysis. Management Discussion and Analysis for the year under review, as stipulated under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is presented in a separate section forming part of this Annual Report.

MANAGEMENT DISCUSSION AND ANALYSIS

Management Discussion and Analysis, as required under Regulation 34(3) of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 read with Schedule V of said Regulations, forms part of this Directors' Report.

CHANGE IN NATURE OF BUSINESS

There was no change in the nature of the business of the company.

DIVIDEND AND RESERVES

During the year under review, your directors do not recommend any dividend and have not transferred any amount to reserves other than reserve funds created pursuant to the provisions of Section 45-IC of the Reserve Bank of India (RBI) Act, 1934, and have transferred ₹ 241.95 lakhs to Statutory Reserves during the Financial year.

FIXED DEPOSITS

The Company has not accepted any deposits from the public and as such, no amount on account of principal or interest on deposits from the public was outstanding as of the date of the balance sheet.

SHARE CAPITAL

During the year under review, the Company has neither issued shares with differential voting rights as to dividends, voting, or otherwise nor issued (including sweat equity shares) to the employees or Directors of the Company under any scheme. Your Company does not have any Employee Stock Option Scheme or Employee Stock Purchase Scheme.

LISTING OF SHARES OF THE COMPANY

The shares of the Company got delisted from the Calcutta Stock Exchange with effect from 20/12/2021. The shares of the Company are listed on BSE Limited, Mumbai. Your Company has paid the Annual Listing Fee up to date and there are no arrears. The BSE has nationwide trading terminals and therefore provides full liquidity to the investors.

DEMATERIALIZATION OF SHARES

Your Company has connectivity with NSDL & CDSL for the dematerialization of its equity shares and the Company ISIN - INE754C01010. Therefore, the member and/or investors may keep their shareholding in the electronic mode with their Depository Participants.

SUBSIDIARY, ASSOCIATE AND JOINT VENTURE COMPANIES

The Company in terms of the provisions of the Act, has no Subsidiary, Associate, and/or Joint Venture Companies during the year ended March 31, 2024.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

The provisions of Section 186 of the Companies Act, 2013 pertaining to loans, guarantees and investment activities are not applicable to the Company since the Company is a Non-Banking Financial Company ("NBFC") and its principal business is acquisitions of securities. There are no loans, guarantees issued, or securities provided by your Company during the financial year 2023-24.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

All contracts/arrangements/transactions entered by the Company during the financial year with related parties were in the ordinary course of business and on an arm's length basis. During the year, the Company had not entered into any contract/ arrangement/ transaction with related parties that could be considered material in accordance with the policy of the Company on the materiality of related party transactions. The disclosure pursuant to Clause (h) of Sub Section (3) of Section 134 of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014) as required is enclosed as "Annexure-1".

The Policy on Related Party Transactions may be accessed at the Company's website at www.somdatffin.com. Disclosure related to transactions of the listed entity with a person or entity belonging to the promoter/promoter group which holds (s) 10% or more shareholding in the Company have been disclosed in the accompanying Financial Statement of the Company. Please refer to Note No. 29 of the Financial Statement of the Company.

CODE OF CONDUCT

The Code of Conduct ("Code") laid down by the Board is in operation in the Company. All Board members and senior management personnel have affirmed the compliance with the Code. The declaration to this effect is enclosed as "Annexure-2".

DECLARATION FROM INDEPENDENT DIRECTORS

The Company has received the necessary declaration from the Independent Directors of the Company under Section 149(7) of the Act that the Independent Directors of the Company meet the criteria of their Independence laid down in Section 149(6) of the Act.

FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS

The Independent Directors (IDs) on the Board of the Company are well-versed in the Company's business model and the nature of the industries in which it is operating.

The Directors are also kept updated with information about the Company, the industry, and developments in different segments in which the Company operates at the Board meetings while reviewing the operations, quarterly/annual financial results, and considering the budgets.

A familiarization program for IDs laid down by the Board is available on the Company's website at www.somdatffin.com.

BOARD EVALUATION

The evaluation of the Board, Committee(s), and individual Directors was carried out based on a structured questionnaire encompassing parameters such as level of engagement and contribution, independence of judgment, safeguarding the interest of the Company and its minority shareholders, etc.

MEETINGS OF THE BOARD

During the year under review, 6 (Six) Board Meetings were held on May 17, 2023, July 18, 2023, July 21, 2023, September 12, 2023, November 08, 2023 and February 08, 2024. For details of meetings of the Board, please refer to the Corporate Governance Report, which is a part of this report.

AUDIT COMMITTEE

The details of the composition of the Audit Committee are included in the Corporate Governance Report, which is a part of this report.

DIRECTORS' RESPONSIBILITY STATEMENT

In accordance with the provisions of Section 134(3)(c) of the Act, to the best of your knowledge and belief and according to the information and explanations obtained, your Directors make the following statements:

- a. In the preparation of the annual accounts for the year ended March 31, 2024, the applicable Accounting Standards had been followed along with proper explanation relating to material departures, if any;
- b. the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- c. the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act, for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d. the Directors had prepared the annual accounts on a going concern basis;
- e. the Directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were 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.

DETAILS OF MATERIAL CHANGES AND COMMITMENTS

- (a) Pursuant to the Share Purchase Agreement ("SPA") dated November 09, 2022, executed between Mrs. Vijay Rathee and Mr. Kuldip Singh Rathee ("Seller/ outgoing promoter") and Dr. Bhaskara Rao Bollineni and Mr. Bhavanam Ruthvik Reddy ("Acquirer/ New Promoter") and public announcement dated November 09, 2022, made by the Acquirer in terms of (Substantial Acquisition of Shares and Takeover) Regulation 2011, Acquirer has acquired 69,41,050 equity shares (representing 69.36% of the total equity capital of the Company) it includes 69,39,650 equity shares held by the outgoing promoter. The SPA was consummated at the Board Meeting held on July 21, 2023.
- (b) The Company vide its letter dated September 23, 2023, had requested approval from the BSE Limited (the "Stock Exchange") for the reclassification of the Promoter/Promoter Group under Regulation 31A(10) of the SEBI (LODR) Regulations, 2015 i.e., to reclassify (i) "outgoing promoters" i.e., Mrs. Vijay Rathee and Mr. Kuldip Singh Rathee as "Public" and (ii) Dr. Bhaskara Rao Bollineni and Mr. Bhavanam Ruthvik Reddy as the "Promoter" of the Company. On March 28, 2024, the Stock Exchange approved these reclassifications of Promoter Shareholders.

Apart from the above, there are no significant and material orders during the year or after the preparation of the Director Report passed by any of the regulators, court of law, or tribunals impacting the going concern status of the company or impacting its operations in the future.

DIRECTORS, KEY MANAGERIAL PERSONNEL, AND COMMITTEES AND THEIR CHANGES: -

As of March 31, 2024, the Company has six Directors with an optimum combination of Executive and Non-Executive Directors including one women director. The Board comprises four Non-Executive Directors, out of which three are Independent Directors and one is Independent Women Director.

CHANGES:-

During the year under review, following the completion of the Share Purchase Agreement (SPA), the Board of Directors, at its meeting held on July 21, 2023, and subject to the shareholder approval, appointed Dr. Bhaskara Rao Bollineni (Non-Executive, DIN: 00008985), Mr. Bhavanam Ruthvik Reddy (Executive, DIN: 08372627), and Mr. Subba Rao Veeravenkata Meka (Executive, DIN: 07173955) as Additional Directors. At the Board meeting held on September 12, 2023, Mr. Bhavanam Ruthvik Reddy was appointed Whole Time Director and Chief Executive Officer for three years starting September 12, 2023, while Mr. Subba Rao Veeravenkata Meka was appointed Managing Director for a similar term. Additionally, Ms. Jayanthi Talluri (DIN: 09272993) was appointed Independent (Women) Director for two years, effective September 12, 2023. Shareholders have approved these appointments via postal ballot with resolutions dated October 19, 2023.

On July 21, 2023, Mr. Kuldip Singh Rathee and Mrs. Vijay Rathee resigned from their positions. Ms. Simran Malhotra, who served as Company Secretary and Chief Financial Officer, resigned on July 22, 2023. Mr. Vishal Mandavgade was appointed Chief Financial Officer on September 12, 2023, but resigned on January 5, 2024.

Dr. Bhaskara Rao Bollineni (DIN: 00008985), a Non-Executive Director of the Company, has been appointed as the Chairperson at the Board meeting held on November 8, 2023. Ms. Neha Agarwal was appointed Company Secretary on August 1, 2023, and Mr. Shashank Shankpal was appointed Chief Financial Officer, effective April 5, 2024.

Additionally, Mr. Hardeep Kumar Mahotra, Independent Director, resigned on April 30, 2024.

The Board has also approved the appointment of Mr. Venkataramana Dhulipala (DIN: 10669584) as an Additional Independent- Non Executive Director, effective July 29, 2024, for a three-year term, subject to shareholder approval.

Dr. Bhaskara Rao Bollineni (DIN: 00008985) will retire by rotation and has offered himself for reappointment.

Details and resolutions seeking shareholder approval for the appointments of Mr. Venkataramana Dhulipala and Dr. Bhaskara Rao Bollineni are included in the Notice for the 31st Annual General Meeting (AGM). The Board recommends these resolutions for approval.

The Company has various Committees and the details along with its meetings have been included in the Corporate Governance Report.

SIGNIFICANT MATERIAL ORDERS PASSED BY THE REGULATORS/COURTS/ TRIBUNALS

During the year under review, the shareholders approved an alteration to Clause II (Registered Office) of the Memorandum of Association by passing a special resolution through a postal ballot, the results of which were announced on March 15, 2024. This resolution authorized the relocation of the registered office from the National Capital Territory (NCT) of Delhi to the State of Telangana. Subsequently, the Regional Director (Northern Region) granted approval for this relocation by Order No. AA7280752/13(4)/RD(NR)/2024/3298, dated June 24, 2024.

RISK MANAGEMENT

The details of risks and other concerns are included in the Management Discussion and Analysis which is part of this Directors' Report.

CORPORATE SOCIAL RESPONSIBILITY ("CSR")

Your Company does not cover under the applicability criteria specified under Section 135(1) of the Companies Act, 2013, for the preceding financial year 2022-23. Therefore, the provisions of CSR are not applicable for the financial year 2023-24.

VIGIL MECHANISM (WHISTLEBLOWER POLICY)

The Company has a Whistleblower Policy and has established the necessary vigil mechanism for directors and employees in confirmation with Section 177(9) of the Act and Regulation 22 of SEBI Listing Regulations, to report concerns about unethical behavior and made provisions for direct access to the chairperson of the Audit Committee in appropriate or exceptional cases. The details of the Vigil Mechanism (Whistleblower Policy) are available on the Company's website at www.somdattfin.com.

NOMINATION AND REMUNERATION POLICY

The Nomination and Remuneration Policy as approved by the Board is available on the Company's website at www.somdattfin.com

SEXUAL HARASSMENT POLICY IN THE WORKPLACE

The Company is not required to constitute an Internal Complaints Committee as the number of employees in the Company is below the threshold limit as prescribed under the Sexual Harassment of Women (Prevention, Prohibition and Redressal) Act, 2013.

ANNUAL RETURN

Pursuant to Section 92(3) read with Section 134(3)(a) of the Act, the Annual Return as of March 31, 2024, is available on the Company's website at www.somdattfin.com.

SECRETARIAL STANDARDS

The Company has in place proper systems to ensure compliance with the provisions of the applicable secretarial standards issued by The Institute of Company Secretaries of India and such systems are adequate and operating effectively.

ADEQUACY OF INTERNAL FINANCIAL CONTROLS

The Company has an internal financial controls system, commensurate with the size, scale, and complexity of its operation. The details have been included in the Management Discussion and Analysis which is part of this Directors' Report.

MAINTENANCE OF COST RECORDS

The Company is not required to maintain Cost records under Section 148(1) of the Act.

CEO/CFO CERTIFICATION

As required by Regulation 17 (8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the CEO and CFO certificate for the financial year 2023-24 has been submitted to the Board.

STATUTORY AUDITORS

M/s. D.S. Talwar & Co. (Firm Registration No.000993N) was appointed as the statutory auditors of the Company for five consecutive years from the conclusion of the 29th AGM till the conclusion of the 34th AGM. The requirement to place the matter relating to the appointment of auditors for ratification by Members at every AGM is no longer required by the Companies (Amendment) Act, 2017 with effect from May 7, 2018.

During the year, the Statutory Auditors have confirmed that they satisfy the independence criteria required under the Companies Act, 2013 and the Code of Ethics issued by the Institute of Chartered Accountants of India.

AUDITOR'S REPORT

The Auditor's Report pertaining to the Audited Financial Statement of the Company for the year ended March 31, 2024, does not contain any qualification or adverse remarks. However, as mentioned in the Independent Auditor's Report, the Board takes note regarding the audit trail (edit log) facility (which reflects any kind of rectifications made) was enabled and operated in the accounting software of the Company from August 01, 2023 onwards and there were no instances of any tampering with this feature. It is also pertinent to note that there has been a change in management/promoter of the Company effective July 21, 2023. The Board also

takes note of the delays in depositing minor amounts of TDS and advance tax during the year, which were subsequently paid by the Company before the approval of the audited financial statements.

REPORTING OF FRAUDS BY AUDITORS

During the year under review, neither the statutory auditors nor the secretarial auditor has reported to the Audit Committee, under Section 143 (12) of the Companies Act, 2013, any instances of fraud committed against the Company by its officers or employees. The details of which forms part of this Annual Report. The Company has not taken any services from credit agencies during the year under review.

NON-BANKING FINANCIAL COMPANIES AUDITORS REPORT (RBI) DIRECTIONS, 2016

Pursuant to the Non-Banking Financial Companies' Auditor's Report (Reserves Bank) directions, 2016, a report from the Statutory Auditors to the board of directors has been received by your company. This report has certified that the company has complied with all the directions and prudential norms as prescribed under the RBI Act, 1934.

SECRETARIAL AUDITOR

Pursuant to the provisions of Section 204 of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors has appointed Ms. Jyoti Narang of M/s. Naveen Narang & Associates (Membership No: FCS 5698, C.P No.: 5199), Company Secretary in practice as Secretarial Auditor of the Company to conduct the Secretarial Audit for the Financial Year ended March 31, 2024. The Board has approved her appointment for the FY 2024-25 as well.

The Secretarial Audit Report for the Financial Year ended on March 31, 2024, issued by the Secretarial Auditor does not contain any qualification, reservation, or adverse remark so it does not require any explanation or comment and is annexed as "Annexure-3" to this report.

INTERNAL AUDIT & AUDITORS

The Internal Audit of the Company was conducted and reported for all four quarters during the financial year 2024 by the independent audit firm, M/s. Acupro Advisory LLP. There were no adverse findings or remarks made by the internal auditors that had any impact on the operations of the Company.

Following the conclusion of the term of the above independent auditors, pursuant to the provisions of Section 138 of the Companies Act, 2013 and other applicable provisions, if any, the Board of Directors on the recommendations of the Audit Committee have appointed Gali & Associates., Chartered Accountants as Internal Auditors of the Company for the financial year 2024-25. The Internal Auditors have been appointed with an expanded scope, commensurate with the size and nature of the Company.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

Being an investment company and not involved in any industrial or manufacturing activities, the Company's activities involve very low energy conservation and have no particulars to report regarding conservation of energy and technology absorption.

During the year, the Company's expenditure in foreign exchange was Nil and the Company did not have any foreign exchange earnings during the year under review.

REMUNERATION AND PARTICULARS OF EMPLOYEE

The information required pursuant to Section 197 read with Companies (Appointment and Remuneration of Managerial Personnel), Rules, 2014 is annexed as "Annexure -4" to this Report. During the year under review, the Company had no employees on the Company's role in receipt of remuneration attracting the provisions of Section 197(12) of the Companies Act, 2013 read with Rule 5(2) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

CORPORATE GOVERNANCE

Your Company follows the requirements and disclosures with respect to the Corporate Governance Report as required under Regulation 34 read with Schedule V of SEBI (LODR) Regulations, as a listed company, necessary measures are taken to comply with the requirements of Regulations of SEBI (LODR) Regulations, 2015. A report on Corporate Governance as stated above, along with a certificate of compliance from M/s Naveen Narang & Associates, Company Secretaries, is annexed as "Annexure-5" to this Report..

ACKNOWLEDGEMENT

The Directors wish to convey their deep appreciation for the cooperation and assistance received from its stakeholders, valued customers, suppliers, banks, financial institutions, government authorities and stock exchanges. The Directors also wish to place on record their sincere appreciation of the devoted and dedicated services rendered by all employees of the Company.

For Som Datt Finance Corporation Ltd.

Place: Hyderabad

Date: August 13, 2024

Sd/-
Subba Rao Veeravenkata Meka
Managing Director
DIN: 07173955

Sd/-
Bhavanam Ruthvik Reddy
Whole Time Director & CEO
DIN: 08372627

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

1. Details of contracts or arrangements or transactions not at Arm's length basis.

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	NIL
b)	Nature of contracts/arrangements/transaction	
c)	Duration of the contracts/arrangements/transaction	
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	
e)	Justification for entering into such contracts or arrangements or transactions	
f)	Date of approval by the Board	
g)	Amount paid as advances, if any	
h)	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	

2. Details of material contracts or arrangements or transactions at Arm's length basis.

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	NIL
b)	Nature of contracts/arrangements/transaction	
c)	Duration of the contracts/arrangements/transaction	
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	
e)	Date of approval by the Board	
f)	Amount paid as advances, if any	

Note: The above disclosures on material transactions are based on the threshold of 10% of total turnover/income.

A related party transaction entered during the year was conducted on an arm's length basis and in the ordinary course of business, serving mutual needs and interests. There were no materially significant related party transactions with Promoters, Directors, Key Managerial Personnel, or other designated persons that could potentially conflict with the Company's interests. Details of related party transactions, as required under Ind AS 24, are provided in Note 29 B & C of the financial statements included in this Report.

For Som Datt Finance Corporation Ltd.

Sd/-

Sd/-

Place: Hyderabad

Subba Rao Veeravenkata Meka

Bhavanam Ruthvik Reddy

Date: August 13, 2024

Managing Director
DIN: 07173955

Whole Time Director & CEO
DIN: 08372627

Declaration under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 regarding adherence to the Code of Conduct

We, the undersigned, hereby declare that the Board of Directors has established a Code of Conduct for its Board Members and Senior Management Personnel. We confirm that all such individuals have adhered to this Code of Conduct for the financial year 2023-24.

For Som Datt Finance Corporation Ltd.

Place: Hyderabad

Date: August 13, 2024

**Sd/-
Subba Rao Veeravenkata Meka
Managing Director
DIN: 07173955**

**Sd/-
Bhavanam Ruthvik Reddy
Whole Time Director & CEO
DIN: 08372627**

SECRETARIAL AUDIT REPORT**For the financial year ended 31st March, 2024***[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]*

To,
The Members,
SOM DATT FINANCE CORPORATION LIMITED
516, Suneja Tower 1, District Center Janakpuri,
New Delhi - 110058

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by SOM DATT FINANCE CORPORATION 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 my opinion thereon.

Based on our 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 on 31st March, 2024 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March 2024 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; Not Applicable to the Company as the Company has not issued any further share capital during the period under review.
 - d. The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; Not Applicable to the Company as the Company does not has any ESOP during the period under review.
 - e. The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; Not Applicable to the Company as the Company has not issued or listed any non-convertible security during the period under review.
 - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client.
 - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; Not Applicable to the Company as the Company has not delisted its securities during the period under review.
 - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; Not Applicable to the Company as there was no reportable event during the period under review.
- (vi) Other laws specifically applicable to the Company:
 - (a) Income Tax Act, 1961
 - (b) Goods and Service Tax Act, 2016
 - (c) The RBI Act, 1934 read with applicable Rules and Regulations relating to the:

- (i) Master Direction - Non-Banking Financial Company – Non-Systemically Important Non-Deposit taking Company (Reserve Bank) Directions, 2016;
 - (ii) Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023-Base Layer;
 - (iii) Master Direction –Non-Banking Financial Company Returns (Reserve Bank) Directions, 2016;
 - (iv) Master Direction- Reserve Bank of India (Filing of Supervisory Returns) Direction – 2024.
- (d) Shops and Commercial Establishments Act
- (e) The Sexual harassment of women at workplace (prevention, prohibition and redressal) Act 2013

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Listing Agreement entered into by the Company with BSE Limited.

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

We further report that

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

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

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

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

As informed, the Company has responded appropriately to notices received from various statutory / regulatory authorities including initiating actions for corrective measures wherever found necessary.

We further report that during the audit period:

- (a) Pursuant to the Share Purchase Agreement (“SPA”) dated November 09, 2022, executed between Mrs. Vijay Rathee and Mr. Kuldip Singh Rathee (“Seller/ outgoing promoter”) and Dr. Bhaskara Rao Bollineni and Mr. Bhavanam Ruthvik Reddy (“Acquirer/ New Promoter”) and public announcement dated November 09, 2022, made by the Acquirer in terms of (Substantial Acquisition of Shares and Takeover) Regulation 2011, Acquirer has acquired 69,41,050 equity shares (representing 69.36% of the total equity Capital of the Company) it includes 69,39,650 equity shares held by the outgoing promoter. The SPA was consummated at the Board Meeting held on July 21, 2023.
- (b) The Company vide its letter dated September 23, 2023, had requested approval from the BSE Limited (the “Stock Exchange”) for the reclassification of the Promoter/Promoter Group under Regulation 31A(10) of the SEBI (LODR) Regulations, 2015 i.e., to reclassify (i) “outgoing promoters” i.e., Mrs. Vijay Rathee and Mr. Kuldip Singh Rathee as “Public” and (ii) Dr. Bhaskara Rao Bollineni and Mr. Bhavanam Ruthvik Reddy as the “Promoter” of the Company. On March 28, 2024, the Stock Exchange approved these reclassifications of Promoter Shareholders.
- (c) During the year under review, following the completion of the Share Purchase Agreement (SPA), the Board of Directors, at its meeting held on July 21, 2023, and subject to the shareholder approval, appointed Dr. Bhaskara Rao Bollineni (Non-Executive, DIN: 00008985), Mr. Bhavanam Ruthvik Reddy (Executive, DIN: 08372627), and Mr. Subba Rao Veeravenkata Meka (Executive, DIN: 07173955) as Additional Directors. At the Board meeting held on September 12, 2023, Mr. Bhavanam Ruthvik Reddy was appointed Whole Time Director and Chief Executive Officer for three years starting September 12, 2023, while Mr. Subba Rao Veeravenkata Meka was appointed Managing Director for a similar term. Additionally, Ms. Jayanthi Talluri (DIN: 09272993) was appointed Independent (Women) Director for two years, effective September 12, 2023. Shareholders have approved these appointments via postal ballot with resolutions dated October 19, 2023.

- (d) Dr. Bhaskara Rao Bollineni (DIN: 00008985), a Non-Executive Director of the Company, has been appointed as the Chairperson at the Board meeting held on November 8, 2023.
- (e) On July 21, 2023, Mr. Kuldip Singh Rathee and Mrs. Vijay Rathee resigned from their positions. Ms. Simran Malhotra, who served as Company Secretary and Chief Financial Officer, resigned on July 22, 2023.
- (f) Ms. Neha Agarwal was appointed Company Secretary and Compliance officer on August 1, 2023 and Mr. Shashank Shankpal was appointed Chief Financial Officer, effective April 5, 2024.
- (g) Mr. Vishal Mandavgade was appointed Chief Financial Officer on September 12, 2023, but resigned on January 5, 2024.
- (h) Mr. Hardeep Kumar Mahotra, Independent Director, resigned from directorship on April 30, 2024.
- (i) During the year under review, the shareholders approved an alteration to Clause II (Registered Office) of the Memorandum of Association, i.e., shifting the company's registered office from the National Capital Territory (NCT) of Delhi to the State of Telangana. This change was approved through a special resolution passed via postal ballot, the results of which were announced on March 15, 2024.

For **Naveen Narang & Associates**
Company Secretaries

Sd/-
Jyoti Narang
Partner

FCS # 5698, CP # 5199

Peer Review Cer. No. 3434/2023

UDIN: F005698F000440451

Place: Delhi
Date: May 24, 2024

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

To,
The Members
SOM DATT FINANCE CORPORATION LIMITED
516, Suneja Tower 1, District Center Janakpuri,
New Delhi - 110058

Our report of even date 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 of 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 Naveen Narang & Associates
Company Secretaries

Place: Delhi
Date: May 24, 2024

Sd/-
Jyoti Narang
Partner
FCS # 5698, CP # 5199

INFORMATION PURSUANT TO SECTION 197 OF THE ACT READ WITH RULE 5 (1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES 2014

- a. The Ratio of the remuneration of each director to the median remuneration of the employees of the company and the percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager if any for the financial year 2023-24:

Name of the Director/Key Managerial Personnel	Remuneration of Director/Key Managerial Personnel (₹ in lakhs)	Ratio of remuneration of each Director to median remuneration of the employees	% Increase/ (decrease) in remuneration
Remuneration Paid to Non-Executive Directors:			
Mr. Kuldip Singh Rathee, Non-Executive Director	-	Nil	N/A
Dr. Bhaskara Rao Bollineni, Chairman, Non-executive Director	-	Nil	N/A
Mr. Hardeep Kumar Mahotra, Independent Director ⁽ⁱ⁾	3.60	0.7	44%
Mr. Rajvir Singh Chhillar, Independent Director ⁽ⁱ⁾	3.30	0.6	32%
Ms. Jayanthi Talluri, Independent Director	0.90	0.2	N/A
Remuneration Paid to Executive Directors:			
Mrs. Vijay Rathee, Managing Director ⁽ⁱⁱ⁾	2.73	0.6	-63%
Mr. Subba Rao Veeravenkata Meka, Managing Director	31.84	6.2	N/A
Mr. Bhavanam Ruthvik Reddy, Executive Director & CEO	13.32	2.6	N/A
Remuneration Paid to KMPs:			
Ms. Simran Malhotra, Company Secretary ⁽ⁱⁱⁱ⁾	1.38	N/A	112%
Ms. Neha Agarwal, Company Secretary & Compliance Officer	9.84	N/A	N/A
Mr. Vishal Vijay Mandavgade, Chief Financial Officer	5.62	N/A	N/A

Note:

- (i) Independent directors are paid sitting fees, which vary based on the number of meetings attended.
(ii) not comparable as tenure of employment was not equal in both financial years.
(iii) the above data includes salaries for March 2024 month which were payable as on March 31, 2024.

- b. The percentage increase in the median remuneration of employees in the financial year: Due to the change in management and all employees during the year, this data is not comparable, hence not provided.
- c. The number of permanent employees on the rolls of the Company as on March 31, 2024: 6 (Six)
- d. Average percentile increases already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration: Nil
- e. We affirm that the remuneration paid during the financial year 2023-24 is as per the Remuneration policy of the Company.

For Som Datt Finance Corporation Ltd.

Sd/-

Sd/-

Place: Hyderabad

Subba Rao Veeravenkata Meka
Managing Director
DIN: 07173955

Bhavanam Ruthvik Reddy
Whole Time Director & CEO
DIN: 08372627

Date: August 13, 2024

CERTIFICATE ON CORPORATE GOVERNANCE

To the Members of

SOM DATT FINANCE CORPORATION LIMITED

We have examined the compliance of the conditions of Corporate Governance by **SOM DATT FINANCE CORPORATION LIMITED** ('the Company') for the year ended on March 31, 2024, as stipulated under Regulations 17 to 27, clauses (b) to (i) of sub regulation (2) of Regulation 46 and para C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

The compliance of the conditions of Corporate Governance is the responsibility of the management of the Company. Our examination was limited to the review of procedures and implementation thereof, as adopted by the Company for ensuring compliance with conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, and the representations made by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI Listing Regulations for the year ended on March 31, 2024.

We further state that such compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Naveen Narang and Associates
Company Secretaries

Sd/-
Jyoti Narang
Partner

M.No. 5698, C.P. No 5199
Peer Review Cer. No. 3434/2023
UDIN: F005698F000440341

Place: Delhi
Date: May 24, 2024

Management Discussion and Analysis

This Management Discussion and Analysis (“MD&A”) should be read in conjunction with the Company’s Audited Financial Statements and accompanying notes.

About the Company - An Overview

Som Datt Finance Corporation Limited is a registered Non-Banking Financial Company (NBFC) with the Reserve Bank of India (RBI), classified as a Non-Systemically Important Non-Deposit taking Company. The equity shares of the Company are listed with BSE Limited or BSE. It is primarily engaged in the activity of proprietary investments in stocks and securities. The Company’s revenue majorly depends on the dividends declared and changes in the stock market prices of the investee Companies.

Macro-Economic Overview and Outlook

During fiscal year 2024, the Indian economy experienced significant growth, maintaining its status as one of the world’s fastest-growing economies (International Monetary Fund Report, January 2024). Despite global uncertainties from geopolitical tensions, economic fragmentation, trade polarisation, Red Sea route issues, and volatile financial markets, the Indian economy demonstrated remarkable resilience.

The global economy saw varied growth across countries, with central banks in advanced economies maintaining cautious policies to meet inflation targets. Following the COVID-19 pandemic, inflation eased significantly in several regions. However, persistent high inflation, strong economic growth, elevated government debt levels, trade route disruptions, localised conflicts, and monetary policy uncertainties have caused volatility in bond market yields, posing downside risks to the global economic outlook. In contrast, the Indian economy exhibited strength and stability, supported by robust macroeconomic fundamentals and financial resilience.

Domestically, high-frequency indicators such as E-way bills, toll collections, GST collections, automobile sales, and air passenger traffic showed robust growth throughout the year. India’s annual GDP growth rate surged to 8.2% for fiscal year 2024, according to the National Statistical Office (NSO) of the Ministry of Statistics and Programme Implementation (MoSPI). This surpassed both the Reserve Bank of India’s (RBI) estimate of 7% and the government’s earlier estimate of 7.6%. This impressive performance stands out, especially given the International Monetary Fund’s estimate that global GDP growth in the calendar year 2023 (largely overlapping India’s FY 2023-24) was only 3.2%.

The Indian economy faces medium-term challenges, including the rapid adoption of Artificial Intelligence (AI) or Machine Learning (ML) technologies and recurrent climate shocks. However, it is well positioned to enhance its growth trajectory over the next decade within a stable macroeconomic and financial environment, according to the RBI’s Annual Report of 2023-24. The report highlighted favourable prospects for agriculture and rural activities, attributed to the diminishing effects of El Niño and the anticipated above-normal southwest monsoon. Regarding inflation, the report noted that headline inflation moderated by 1.3% on an annual average basis to 5.4% in FY 2023-24. This improvement is attributed to the easing of supply chain pressures, broad-based softening in core inflation, and early indications of an above-normal southwest monsoon, all of which bode well for the inflation outlook in 2024-25.

Financial Services Sector Overview and Outlook

India’s financial sector is rapidly expanding, with both existing firms experiencing strong growth and new entities entering the market. It encompasses a diverse range of institutions, including commercial banks, non-banking financial companies, insurance companies, cooperatives, pension funds, mutual funds, and other smaller entities.

The Indian financial services sector is poised for growth, driven by technological advancements and proactive reinvention efforts. As per PwC’s 27th Annual Global CEO Survey: India Perspective, business leaders express optimism, with 86% of CEOs believing that the Indian economy will improve. Stable interest rates, a robust GDP, and declining inflation are expected to positively influence lending and deposit activities. Fintech innovation is on the rise, and traditional financial institutions may need to creatively address specific customer needs to avoid losing market share. Fitch Ratings positions India favourably, anticipating sustained growth and enhanced performance in the banking sector. In short, the Indian financial services sector is poised for growth, driven by technological advancements and proactive reinvention efforts.

Opportunities and Threats

Your Company relies on dividends and capital appreciation from its equity investments. Strong performance by investee companies can benefit the company, while any failure to generate profits, distribute dividends, or provide capital appreciation can impact its revenue stream. Given this susceptibility to share price fluctuations, the business prospects of your company are significantly influenced by the performance and prospects of its investee companies.

In January 2024, India’s stock market surpassed Hong Kong to become the fourth-largest equity market globally. On December 05, 2023, India’s stock market capitalisation exceeded USD 4 trillion for the first time, with nearly half of this growth occurring in the past four years. Both the Sensex and Nifty indices recorded cumulative gains of 17%-18% in 2023 alone (*source: The Hindu*). India’s burgeoning population, coupled with its stable political environment and consumption-driven economy, has positioned it as a compelling alternative to China, attracting significant capital from global investors and corporations. Thus, investing in India’s stock market offers potential financial rewards and a chance to participate in the country’s ongoing growth trajectory. Your company’s strategic focus on dividends and capital appreciation from equity investments positions it to capitalise on India’s promising prospects and navigate market fluctuations effectively.

Risk and Concerns

Given that your Company primarily engages in investment activities, its risk is largely tied to the performance of investee companies in diverse fields. Investing in the stock market carries various risks. Some of the key risks are mentioned below along with their causes and the mitigants that the Company enforces:

Risk Type	Definition	Cause / Effect / Impact	Mitigant
Market / Systematic Risk	Arises from overall market conditions. It affects all stocks and is beyond individual company control.	Economic downturns, geopolitical tensions, and global events impact stock prices.	Diversify across different sectors and stocks to reduce dependencies.
Liquidity Risk	Liquidity risk refers to the ease of buying or selling a stock without significantly affecting its price.	Stocks with low trading volumes and free float may cause difficulty in execution.	Focus on liquid stocks and avoid illiquid ones by continuously monitoring the relevant data.
Company-Specific Risk	Pertains to individual companies and their unique challenges.	Management changes, legal disputes, industry disruptions, or poor operational/financial performance.	Research companies thoroughly, diversify across sectors, and avoid overconcentration.
Interest Rate Risk	Interest rate changes impact stock prices indirectly. Higher rates can reduce corporate profits and make bonds more attractive.	When rates rise, stock valuations may decrease due to higher interest rates.	Stay informed about central bank policies and consider the overall economic environment.
Currency Risk	Currency fluctuations can affect returns in the case of foreign investments.	Exchange rate movements can amplify gains or losses.	Do not invest in foreign markets/stocks.
Volatility Risk	Refers to price fluctuations. Stocks can experience sudden and significant swings.	Various reasons as explained above.	Maintain a long-term perspective, avoid panic selling, and focus on fundamentals.

Although investing carries inherent risks, strategic risk management can guide the effective navigation of the stock market. Your Company diligently monitors market fluctuations, recognising potential obstacles that may impact our growth trajectory.

Internal Control Systems and Their Adequacy

The Company has put in place an adequate system of Internal Controls that commensurate with its size, requirements and the nature of operations. It ensures operational efficiency and accuracy in financial reporting and compliance with applicable laws and regulations.

An independent specialised agency serves as the Internal Auditor, submitting quarterly reports to the Audit Committee. The Committee reviews auditor observations and takes corrective actions when needed. Statutory Auditors, Internal Auditors, and the Audit Committee have unrestricted access to necessary information and records.

Human Resources

While the Company's current operations do not necessitate significant human resources, we have employed qualified and experienced personnel to address organisational needs. Should growth opportunities arise, we will promptly employ the necessary human resources. Including the two Executive Directors, the Company's permanent workforce stood at six as at the end of March 31, 2024.

Segment-wise or Product-wise Performance

The Company primarily engages in investment and financing activities within India. Consequently, there are no distinct reportable segments or product-specific performance reports applicable to the Company.

Financial Performance, Key Ratios and Details of Significant Changes

This report should be reviewed alongside the Company's financial statements and other information provided in this Annual Report. Here below are the key financial parameters and ratios:

Particulars	Unit	FY24	FY23	YoY %
Key Financial Parameters:				
Total operating income	₹ lakhs	1,502.95	134.43	1018%
Total income	₹ lakhs	1,502.95	134.48	1018%
Total expenses	₹ lakhs	144.00	53.67	168%
Net worth	₹ lakhs	3,545.26	2,335.70	52%
Total investments	₹ lakhs	3,220.26	2,135.13	51%
Total assets	₹ lakhs	3,569.13	2,351.12	52%
Key Financial Ratios:				
Operating profit or EBIT margin	%	91.1%	60.1%	
Net profit margin	%	80.5%	4.8%	
Return on avg. net worth	%	41.1%	3.1%	
Return on avg. capital employed	%	41.1%	3.1%	
Return on avg. assets	%	40.9%	3.1%	
Debt to equity	No. of times	0.0x	0.0x	

The significant increase in key financial parameters and ratios, including total operating income, total income, net worth, total investments, operating profit margin, net profit margin, return on net worth, return on capital employed, and return on assets, is primarily attributed to a 1497% rise in unrealised gains from changes in the fair value of shares from ₹85.15 lakhs (FY23) to ₹1,360.06 lakhs. Additionally, realised gains from share sales increased by 383%, rising from ₹21.30 lakhs (FY23) to ₹102.95 lakhs (FY24).

The increase in total expenses is attributed to the growing number of employees required for the Company's operations. The Company did not borrow any loans during the year.

Ratios such as debtor turnover, inventory turnover, interest coverage ratio, and current ratio are not applicable to the nature of the Company.

Cautionary Statement

Statements in this MD&A Report regarding the Company's projections, estimates, and expectations have been made in good faith and may constitute forward-looking statements under applicable laws and regulations. Actual results may differ significantly from those expressed or implied due to various unforeseen factors. Key developments that could impact the Company's operations include industry downturns (both global and domestic), significant changes in India's political and economic environment, applicable statutes, and ongoing litigations.

REPORT ON CORPORATE GOVERNANCE

1. CORPORATE PHILOSOPHY:

Your Company is committed to the standards of good Corporate Governance, which emphasizes transparency, professionalism, and accountability to enhance the long-term economic value of its shareholders while giving equal respect to the other stakeholders and the society at large.

2. BOARD OF DIRECTORS

2.1 Composition

As of March 31, 2024, the Company has six Directors with an optimum combination of Executive and Non-Executive Directors including one Women Director. There are four Non-Executive Directors out of which two Independent Directors and one Independent Woman Director. There are two Executive Directors one Managing Director and one Chief Executive Officer & Whole-time director.

2.2 Independent Directors

The independent directors are non-executive directors as defined under Regulation 16(1)(b) of the SEBI Listing Regulations read with Section 149(6) of the Act along with rules framed thereunder. In terms of Regulation 25(8) of SEBI Listing Regulations, they have confirmed that they are not aware of any circumstance or situation that exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties. Based on the declarations received from the Independent Directors, the Board of Directors has confirmed that they meet the criteria of independence as mentioned under Regulation 16(1)(b) of the SEBI Listing Regulations and that they are independent of the management.

2.3 Board Meetings

During the year under review, Six Board Meetings were held. The details of the meeting and attendance are given below:

Name of Director	Dates of Board Meeting					
	May 08, 2023	July 18, 2023	July 21, 2023	Sep 12, 2023	Nov 08, 2023	Feb 08, 2024
Dr. Bhaskara Rao Bollineni	-	-	Yes	Yes	Yes	Yes
Mr. Subba Rao Veeravenkata Meka	-	-	Yes	Yes	Yes	Yes
Mr. Bhavanam Ruthvik Reddy	-	-	Yes	Yes	Yes	Yes
Ms. Jayanthi Talluri	-	-	-	Yes	Yes	Yes
*Mrs. Vijay Rathee	Yes	Yes	Yes	-	-	-
*Mr. Kuldip Singh Rathee	Yes	Yes	Yes	-	-	-
Mr. Rajvir Singh Chhillar	Yes	Yes	Yes	Yes	Yes	Yes
Mr. Hardeep Kumar Mahotra	Yes	Yes	Yes	Yes	Yes	Yes

*Mr. Kuldip Singh Rathee and Mrs. Vijay Rathee Resigned on July 21, 2023.

2.4 Quorum

The necessary quorum was present for all the meetings.

2.5 Director Details

The names and categories of the Directors on the Board, their attendance at Board Meetings held during the year under review and at the last Annual General Meeting ("AGM"), name of other listed entities in which the Director is a director and the number of Directorships and Committee Chairmanships / Memberships held by them in other public limited companies as, on March 31, 2024, are given herein below.

Name of the Director	Category	Whether attended last AGM held on July 21, 2023	Number of Directorship in other public companies	Number of committee positions held in Other companies		Directorship in Other listed Companies (Category of Directorship)
				Chairman	Member	
Dr. Bhaskara Rao Bollineni	Non-Executive - Non-Independent Director, Chairperson	NA	1	0	1	Krishna Institute of Medical Science Limited (KIMS)
Mr. Subba Rao Veeravenkata Meka	Executive Director, MD	NA	0	0	0	

Mr. Bhavanam Ruthvik Reddy	Executive Director, CEO	NA	0	0	0	
Ms. Jayanthi Talluri	Non-Executive - Independent Director	NA	2	2	1	International Conveyors Limited (ICL). Reflex Renewables and Infrastructure Limited (RRIL).
*Mrs. Vijay Rathee	Promoter, Non-Independent, Executive	Yes	0	-	-	-
*Mr. Kuldip Singh Rathee	Promoter, Non-Independent-Non-Executive	Yes	0	-	-	-
Mr. Rajvir Singh Chhillar	Independent, Non-Executive	Yes	0	-	-	-
Mr. Hardeep Kumar Mahotra	Independent, Non-Executive	Yes	2	-	-	-

* Dr. Bhaskara Rao Bollineni (Non-Executive), Mr. Bhavanam Ruthvik Reddy (Executive), and Mr. Subba Rao Veeravenkata Meka (Executive) as Additional Directors of the Company, subsequently at the Board Meeting held on September 12, 2023, Mr. Bhavanam Ruthvik Reddy was appointed as Chief Executive Officer and Whole Time Director for three years effective from September 12, 2023, Mr. Subba Rao Veeravenkata Meka was appointed as Managing Director for three years effective from September 12, 2023, and Ms. Jayanthi Talluri was appointed as Independent (Women) Director for two years effective from September 12, 2023. The said appointments were approved by the shareholders of the Company through postal ballot vide resolutions dated October 19, 2023, Mr. Kuldip Singh Rathee and Mrs. Vijay Rathee Resigned on July 21, 2023. Further appointments will be detailed as per the Nomination and Remuneration Committee's recommendations and Board approvals.

2.6 Directorships

Other directorships do not include directorships of private limited companies, foreign companies, and companies registered under Section 8 of the Act.

2.7 Committee Positions

Further, none of them is a member of more than ten committees or chairman of more than five committees across all the public companies in which he/she is a director. For determination of the limit of the Board Committees, chairpersonship and membership of the Audit Committee and Stakeholders Relationship Committee has been considered as per Regulation 26(1)(b) of SEBI Listing Regulation.

2.8 Attendance and Other Information

Video-conferencing facilities are also used to facilitate Directors traveling abroad or at other locations to participate in the meetings.

2.9 Board Information

During FY 2024, information as mentioned in Part A of Schedule II of the SEBI Listing Regulations, has been placed before the Board for its consideration.

2.10 Independent Director's Meetings

During Financial Year 2023-24 two meetings of the Independent Directors were held on May 22, 2023, and March 31, 2024. The Independent Directors, inter alia, reviewed the performance of Non-Independent Directors, the Board as a whole, and the Chairman of the Company, taking into account the views of Executive Directors and Non-Executive Directors.

2.11 Compliance

The Board periodically reviews the compliance reports of all laws applicable to the Company.

2.12 Equity shares

Details of equity shares of the Company held by the Directors as of March 31, 2024, are given below:

Name	Category	Number of Equity Shares
Dr. Bhaskara Rao Bollineni	Non-Executive Directors	64,41,050
Mr. Bhavanam Ruthvik Reddy	Executive Director	5,00,000
Mr. Subba Rao Veeravenkata Meka	Executive Director	80

2.13 Convertible Instruments

The Company has not issued any convertible instruments.

2.14 Relationships Between Directors

Disclosure of relationship between Director Inter-se:

Mrs. Vijay Rathee is the spouse of Mr. Kuldip Singh Rathee. Dr. Bhaskara Rao Bollineni and Mr. Bhavanam Ruthvik Reddy are promoters of the Company. No other Directors are related to the other Directors.

2.15 Familiarization Program

The policy for conducting the familiarization program of Independent Directors can be accessed on the Company's website at www.somdattfin.com

2.16 Board Skills and Competencies

Sl. No.	Skills/expertise/competencies		Status of Availability with the Board
1.	Understanding of Business/Industry	Experience and knowledge of NBFCs and Banks	Yes
2.	Strategy and strategic planning	Ability to think strategically and identify and critically assess strategic opportunities and threats	Yes
3.	Financial Understanding	Ability to analyze and understand the key financial statements	Yes
4.	Market Understanding	Understanding the Market	Yes
5.	Risk and Compliance Oversight	Ability to identify key risks to the Organization	Yes

2.17 Resignations

No Independent Director resigned from the Company during the Financial Year 2023-24.

3. COMMITTEES OF THE BOARD

There are three Board Committees as of March 31, 2024, details of which are as follows:

3.1 AUDIT COMMITTEE:

The Audit Committee is entrusted with the responsibility of supervising the Company's Financial Reporting Process and Internal Controls. The composition, quorum, powers, role, and scope are in accordance with Section 177 of the Companies Act, 2013 and the provisions of Regulation 18 of the SEBI (LODR) Regulations, 2015 read with Schedule II Part-C of SEBI (LODR) Regulations, 2015 are as follows. It functions in accordance with its terms of reference that define its authority, responsibility, and reporting function.

The Committee comprises of two Non-Executive Independent Directors and one Executive Non- Independent Director. The Company Secretary acts as Secretary to the Committee. Mr. Hardeep Kumar Mahotra is the Chairman of the Audit Committee. The Statutory Auditors and Internal Auditors are invited to attend the Meetings of the Audit Committee.

A. Brief description of terms of reference:

The role of the Audit Committee under Schedule II Part-C of SEBI (LODR) Regulations, 2015 are as follows:

i. Financial reporting oversight

Oversight of the listed entity's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient, and credible;

ii. Auditor appointment and remuneration

Recommendation for appointment, remuneration, and terms of appointment of auditors of the listed entity;

Approval of payment to statutory auditors for any other services rendered by the statutory auditors;

iii. Review of Financial Statements

Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:

- Matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
- Changes, if any, in accounting policies and practices and reasons for the same;
- Major accounting entries involving estimates based on the exercise of judgment by management;
- Significant adjustments made in the financial statements arising out of audit findings;

- Compliance with listing and other legal requirements relating to financial statements;
- Disclosure of any related party transactions;
- Modified opinion(s) in the draft audit report;

iv. Quarterly Financial Statements

Reviewing with the management, the quarterly financial statements before submission to the board for approval;

v. Review of fund utilization

Reviewing with the management, the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public issue or rights issue or preferential issue or qualified institutions placement public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;

vi. Auditor independence and performance

Reviewing and monitoring the auditor's independence and performance, and the effectiveness of the audit process;

vii. Related Party Transactions

Approval or any subsequent modification of transactions of the listed entity with related parties;

viii. Inter-Corporate Loans and Investments

Scrutiny of inter-corporate loans and investments

ix. Valuation and internal controls

Valuation of undertakings or assets of the listed entity, wherever it is necessary;

x. Internal audit function

- Evaluation of internal financial controls and risk management systems;
- Reviewing with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- Reviewing the adequacy of the internal audit function, if any, including the structure of the internal audit department, staffing, and seniority of the official heading the department, reporting structure coverage, and frequency of internal audit;
- Discussion with internal auditors of any significant findings and follow up there on;
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
- Discussion with statutory auditors before the audit commences, about the nature and scope of the audit as well as post-audit discussion to ascertain any area of concern;
- To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends), and creditors;

xi. Whistleblower Mechanism

To review the functioning of the whistleblower mechanism;

xii. Appointment of CFO

- Approval of appointment of a chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
- Carrying out any other function as is mentioned in the terms of reference of the audit committee.

xiii. Additional responsibilities

- Reviewing the utilization of loans and/ or advances from/ investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans/advances/ investments existing as of the date of coming into force of this provision.
- Consider and comment on the rationale, cost-benefits, and impact of schemes involving merger, demerger, amalgamation, etc., on the listed entity and its shareholders

B. Composition and Meetings.

i. Composition of the Audit Committee:

- **Mr. Hardeep Kumar Mahotra** (Chairman/ Non-Executive Independent Director)
- **Mr. Rajvir Singh Chhillar** (Member/ Non-Executive Independent Director)
- **Mr. Subba Rao Veeravenkata Meka** (Member/ Managing Director) appointed from July 21, 2023
- **Mrs. Vijay Rathee (Member)** ceased to be a member from July 21, 2023

ii. Meetings:

Members of Committee	Designation	Dates of Audit Committee Meeting			
		May 17, 2023	July 18, 2023	November 8, 2023	February 08, 2024
Mr. Hardeep Kumar Mahotra	Chairman/Non-Executive Independent Director	Yes	Yes	Yes	Yes
Mr. Rajvir Singh Chhillar	Member/ Non-Executive Independent Director	Yes	Yes	Yes	Yes
Mr. Subba Rao Veeravenkata Meka	Member/ Managing Director	-	-	Yes	Yes
Mrs. Vijay Rathee	Member	Yes	Yes	-	-

Additional Information:

- Mr. Hardeep Kumar Mahotra, as Chairman, attended the last Annual General Meeting on July 21, 2023, to address shareholder queries.
- The Audit Committee may invite executives and auditors’ representatives to its meetings as necessary.
- The Company Secretary serves as the Secretary to the Audit Committee.
- The Compliance Officer ensures adherence to the Insider Trading Code, with quarterly reports sent to Audit Committee members on related matters.

3.2 NOMINATION AND REMUNERATION COMMITTEE (‘NRC’):

A. Authority And Scope

The Nomination and Remuneration Committee is authorized to exercise all powers and perform all the functions as specified in Section 178 of the Companies Act, 2013 and the rule made there under Regulation 19 of SEBI (LODR) Regulation, 2015 both as amended from time to time. The said Committee is authorized to exercise all powers specified in the Companies Act, 2013 and rules made there under, the Nomination and Remuneration policy of the Company and the Regulation of SEBI (LODR) Regulation, 2015 both amended from time to time.

B. Brief description of Terms of Reference:

The role of the Nomination and Remuneration Committee under Schedule II Part- D of SEBI (LODR) Regulations, 2015 are as follows:

i. Policy formulation

Formulation of the criteria for determining qualifications, positive attributes, and independence of a director and recommending to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel, and other employees;

ii. Independent director appointment

For every appointment of an independent director, the nomination and remuneration committee shall evaluate the balance of skills, knowledge, and experience on the board and the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the board for appointment as an independent director shall have the capabilities identified in such description. To identify suitable candidates, the committee may:

- Use the services of external agencies, if required;
- Consider candidates from a wide range of backgrounds, having due regard to diversity; and
- Consider the time commitments of the candidates

iii. Evaluation and Diversity

- Formulation of criteria for evaluation of the performance of independent directors and the board of directors;

- Devising a policy on diversity of the board of directors;
- Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal.
- Whether to extend or continue the term of appointment of the independent director, based on the report of performance evaluation of independent directors.
- Recommend to the board, all remuneration, in whatever form, payable to senior management.

C. Composition and Meetings

i. Composition of the Committee:

- **Mr. Hardeep Kumar Mahotra** (Chairman/ Non-Executive Independent Director)
- **Mr. Rajvir Singh Chhillar** (Member/ Non-Executive Independent Director)
- **Dr. Bhaskara Rao Bollineni** (Member/ Non-Executive Director) appointed from July 21, 2023
- **Mr. Kuldip Singh Rathee** (Member) Ceased to be a member from July 21, 2023

ii. Meetings:

Members of Committee	Designation	Dates of the NRC Meeting	
		July 21, 2023	September 12, 2023
Mr. Hardeep Kumar Mahotra	Chairman/ Non-Executive Independent Director	Yes	Yes
Mr. Rajvir Singh Chhillar	Member/ Non-Executive Independent Director	Yes	Yes
*Dr. Bhaskara Rao Bollineni	Member/Non-Executive Director	-	Yes
**Mr. Kuldip Singh Rathee	Member	Yes	-

- appointed as a member of the Committee w.e.f. July 21, 2023.
- ceased to be a member of the Committee consequent resignation from the Board w.e.f. July 21, 2023

iii. Additional Information:

- Mr. Hardeep Kumar Mahotra, as Chairman, attended the last Annual General Meeting on July 21, 2023, to address shareholder queries.
- The Company does not currently operate an Employee Stock Option Scheme (ESOS).

C. Performance Evaluation:

Performance evaluation of Independent Directors shall be done on an annual basis. The rating shall be provided by all Directors except the Independent Director being evaluated. The evaluation criteria shall be reviewed by the Nomination and Remuneration Committee and the Board from time to time and shall be subject to the provisions of SEBI (LODR) Regulations, 2015 and the Companies Act, 2013, and rules made thereunder and amendments thereto from time to time.

3.3 STAKEHOLDERS RELATIONSHIP COMMITTEE ('SRC'):

A. Authority and Scope

The Stakeholders Relationship Committee is authorized to exercise all powers and perform all the functions as specified in Section 178 of the Companies Act, 2013 and the rule made there under Regulation 20 of SEBI (LODR) Regulation, 2015 both as amended from time to time. The said Committee is authorized to look into redressal of shareholders' / Investors' complaints relating to the transfer of shares, non-receipt of the balance sheet, and non-receipt of dividends and also authorized to issue new share certificates in place of those torn/mutilated/defaced, issue duplicate share certificates in place of those which are reported to be lost/misplaced subject to compliance of prescribed formalities.

B. Brief description of Terms of Reference:

The role of the Stakeholders Relationship Committee pursuant to Schedule II Part- D of SEBI (LODR) Regulations, 2015 are as follows:

i. Grievance resolution

Resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.

ii. Voting Rights and service standards:

- Review of measures taken for effective exercise of voting rights by shareholders.

- Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.

iii. Unclaimed Dividends and Shareholder Communications:

- Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company
- The role of the Committee is to consider and resolve the grievances of the security holders of the company including complaints related to non-receipt of annual report and non-receipt of declared dividends.

C. Composition and Meetings

i. Composition of the Committee:

- Mr. Hardeep Kumar Mahotra** (Chairman/ Non-Executive Independent Director)
- Mr. Subba Rao Veeravenkata Meka** (Member/ Managing Director)
- Mr. Bhavanam Ruthvik Reddy** (Member/ Executive Director) appointed as a member from July 21, 2023
- Mr. Kuldip Singh Rathee** (Member) ceased to be a member from July 21, 2023

ii. Meetings:

Members of Committee	Designation	Dates of SRC Meeting - February 08, 2024
Mr. Hardeep Kumar Mahotra	Chairman/ Non-Executive Independent Director	Yes
Mr. Subba Rao Veeravenkata Meka	Member/ Managing Director	Yes
* Mr. Bhavanam Ruthvik Reddy	Member/ Executive director	Yes
**Mr. Kuldip Singh Rathee	Member	--

* appointed as a member of the Committee w.e.f. July 21, 2023.

**ceased to be a member of the Committee consequent resignation from the Board w.e.f. July 21, 2023

Additional Information:

- Mr. Hardeep Kumar Mahotra, as Chairman, attended the last Annual General Meeting on July 21, 2023, to address shareholder queries.
- During the year no complaint was received by the Company. No complaints were pending as on March 31, 2024.

4. DETAILS OF REMUNERATION TO DIRECTORS FOR THE YEAR 2023-24

4.1 Pecuniary Relationships

Independent Directors do not have any pecuniary relationship or transaction with the Company thereof.

4.2 Remuneration policy

Criteria for making payments to Non-Executive Directors is as per Remuneration Policy which can be accessed on the Company's website i.e. www.somdattfin.com Remuneration to Directors for the year ended on March 31, 2024, is as under:

(₹in lakhs)				
Name of Directors	Salary	Perquisite & Other Benefits	Sitting Fee	Total
Dr. Bhaskara Rao Bollineni	-	-	-	-
Mr. Subba Rao Veeravenkata Meka	31.84	-	-	31.84
Mr. Bhavanam Ruthvik Reddy	13.32	-	-	13.32
Mr. Rajvir Singh Chhillar	-	-	3.30	3.30
Mr. Hardeep Kumar Mahotra	-	-	3.60	3.60
Mrs. Vijay Rathee	2.72	-	-	2.72
Ms. Jayanthi Talluri	-	-	0.9	0.9

4.3 Appointments of executive directors

The appointment of the Executive Directors is governed by the Articles of Association of the Company and the Resolutions passed by the Board of Directors and the Members of the Company.

4.4 Service contracts

These cover the terms and conditions of their appointment read with the service rules of the Company

4.5 Notice period and severance fee

No separate service contract is entered by the Company with Executive Directors.

There is no provision for a notice period or severance fee under the resolutions governing the appointments of the Executive Directors.

4.6 Stock options and performance incentives

The Company does not have in place any Employee Stock Option Scheme and there are no performance-linked incentives to the Directors.

5. GENERAL BODY MEETINGS**5.1 Annual General Meetings (AGMs): -**

The details of the last three Annual General Meetings are as under:

Year	2020-21	2021-22	2022-23
Date & Time	Thursday, 12 th August,2021 At 3:00 p.m.	Friday, 12 th August,2022 at 12:00 p.m.	Friday, 21st July, 2023 at 12.00 Noon
Venue	Meeting conducted through VC / OAVM pursuant to the MCA Circular		
Details of Special Resolutions	No Special Resolution passed.	<ul style="list-style-type: none"> • Re-appointment of Mrs. Vijay Rathee • To alter Article of Association 	No Special Resolution passed.

5.2 Extraordinary General Meeting:

No extraordinary general meeting of the members was held during FY 2024.

5.3 Postal Ballot

Details of a special resolution passed through postal ballot, the persons who conducted the postal ballot exercise, details of the voting pattern and procedure of postal ballot:

5.3.1 The Company had sought the approval of the shareholders by way of a Special Resolution through notice of postal ballot dated September 12, 2023, for the following: -

- To appoint Dr. Bhaskara Rao Bollineni (DIN: 00008985) as Non-Executive Non-Independent Director of the Company (ordinary Resolution)
- To appoint Mr. Bhavanam Ruthvik Reddy (DIN: 08372627), as Whole Time Director and Chief Executive Officer of the Company.
- To appoint Mr. Subba Rao Veeravenkata Meka (DIN: 07173955) as Managing Director of the Company.
- To appoint Ms. Jayanthi Talluri (DIN: 09272993) as Non-Executive Independent Director of the Company.

5.3.2 The Company had sought the approval of the shareholders by way of a Special Resolution through notice of postal ballot dated February 08, 2024, for shifting the registered office of the Company from the National Capital Territory (NCT) of Delhi to the State of Telangana. The resolution was duly passed and the results of which were announced on Friday, March 15, 2024.**5.4 Person who conducted the postal ballot exercise**

Mrs. Jyoti Narang (Membership No. 5698 CP No: 5199) partner of Naveen Narang & Associates, Practicing Company Secretaries, was appointed as the Scrutinizer for conducting the postal ballot process fairly and transparently. Details of the voting pattern are provided below:

The resolution passed through postal ballot	Votes in favor of the resolution			Votes against the resolution			Invalid votes	
	The number of members voted	Number of valid Votes cast (Shares)	Percentage of the total number of valid votes cast	The number of members voted	Number of valid Votes cast (Shares)	Percentage of total number of valid votes cast	Total number of members whose votes were declared invalid	Total number of invalid votes cast (Shares)
For appointment of Dr. Bhaskara Rao Bollineni (DIN: 00008985) as Non- Executive ; Non-Independent Director of the Company (ordinary Resolution)	68	6962558	99.9983	15	2659	0.0017%	0	0
For the appointment of Mr. Bhavanam Ruthvik Reddy (DIN: 08372627), as Whole Time Director and Chief Executive officer of the Company	67	6962458	99.9983	16	2759	0.0017%	0	0
For the appointment of Mr. Veeravenkata Subba Rao Meka (DIN: 07173955) as Managing Director of the Company	68	6962558	99.9983%	15	2659	0.0017%	0	0
For the appointment of Ms. Jayanthi Talluri (DIN: 09272993) as Non- Executive Independent Director of the Company	68	6962558	99.9983%	15	2659	0.0017%	0	0
To consider and approve the shifting of the Registered Office of the Company	54	6974703	99.9982%	15	126	0.0018%	0	0

5.5 Procedure for the postal ballot:

The postal ballot was carried out as per the provisions of Sections 108 and 110 and other applicable provisions of the Act, read with the Rules framed thereunder and read with the General Circular nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, and subsequent circulars issued in this regard, the latest being 9/2023 dated September 25, 2023, respectively issued by the Ministry of Corporate Affairs.

5.6 Details of special resolution proposed to be conducted through postal ballot:

None of the businesses proposed to be transacted at the ensuing AGM requires the passing of a special resolution through postal ballot

6. MEANS OF COMMUNICATION: -

6.1 Financial Results

The Quarterly unaudited and Annual Audited Financial Results of the Company were sent to the Stock Exchange through the BSE listing center immediately after approval by the Board.

6.2 Publication

The Quarterly Unaudited Financial Results and Audited Annual results of the Company are published in Financial Express in English and Jansatta in Hindi as per Regulation 47 of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015. These are not sent individually to the shareholders.

6.3 Company Website

The results are also made available on the Company's Website www.somdattfin.com. There were no presentations made to the Institutional investors or analysts.

6.4 Investor Communication

Designated exclusive e-mail id for investors: compliancesdf@gmail.com

7. GENERAL SHAREHOLDERS INFORMATION**7.1 Annual General Meeting**

Annual General Meeting is notified to be held on Wednesday, September 25, 2024 at 12:00 Noon through Video Conferencing/ Other Audio-Visual Means.

7.2 Financial Year

The financial year of the Company is April 1 to March 31.

7.3 Date of Book Closure

The Register of Members and Share Transfer Books of the Company shall remain closed from September 18, 2024 to September 25, 2024 (both days inclusive).

7.4 Dividend

Company has not declared any dividend

7.5 Listing / Liquidity of Shares

The Equity shares of the Company are listed at BSE Ltd. located at Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400001 and Annual Listing Fee for the year 2023-24 has been paid to BSE.

7.6 Stock Code

Stock Code: 511571

7.7 Market Price Data

Monthly High / Low of the share price of the Company's equity shares at BSE:

Month	Company Share Price at BSE(₹)	
	High	Low
April, 2023	148.9	126.55
May, 2023	239.4	138.55
June, 2023	274.3	176.55
July, 2023	243.85	203.55
August, 2023	223.7	104.95
September, 2023	141	101.65
October, 2023	122.5	105.65
November, 2023	176	125.85
December, 2023	168.55	103.55
January, 2024	123.95	95.1
February, 2024	131.95	105
March, 2024	117	91.8

7.8 Performance Comparison

Performance in comparison to broad-based indices such as BSE Sensex, CRISIL Index etc.;

7.9 Registrar and Transfer Agent:

M/s RCMC Share Registry Pvt. Ltd.

B-25/1, Okhla Industrial Area, Phase -2, New Delhi - 110020

Contact Person: Mr. Ravinder Dua

E-mail id : investor.services@rcmcdelhi.com

Phone : 011-26387320/21

Website : www.rcmcdelhi.com

7.10 Share Transfer System

The Company's Equity Shares are traded at the Stock Exchange Compulsorily in demat mode. In terms of Regulation 40(1) of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, as amended, securities can be transferred only in dematerialized form w.e.f. April 1, 2019, except in case of request received for transmission or transposition of securities. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Transfer of equity shares in electronic forms are affected through the depositories with no involvement of the Company.

7.11 Distribution of Shareholding as on March 31, 2024

Shareholding value (₹.)	No. of Shareholders	% of shareholders	No. of Shares held	% of Shareholding
1- 5000	6,432	90.36	8,61,000	8.60
5001-10000	357	5.02	2,92,081	2.92
10001-20000	137	1.92	2,04,882	2.05
20001-30000	62	0.87	1,51,387	1.51
30001-40000	30	0.42	1,07,022	1.07
40001-50000	21	0.30	99,454	0.99
50001-100000	46	0.65	3,22,813	3.23
100001 and above	33	0.46	79,69,331	79.63
TOTAL	7,118	100	1,00,07,970	100

7.12 Shareholding Pattern by Category

Category of Shareholder	No. of Shareholders	No. of Shares held	Percentage of Shareholding
Promoter and Promoter Group			
Indian (Individual)	2	69,41,050	69.36
Bodies Corporate	-	-	-
Foreign	-	-	-
Public Shareholding			
KMP	1	80	0.00
Mutual Fund	-	-	-
Clearing Member	-	-	0.00
LLP	5	53,412	0.53
Pension Funds	-	-	0.00
Financial Institution/Banks	-	-	-
Foreign Institutional Investors	-	-	-
Foreign Companies	2	3,32,100	3.32
Non-Resident Indians	106	1,74,096	1.74
Bodies Corporate	116	1,48,373	1.48
Resident Individual	6,886	23,58,859	23.57
Sub-Total(B)	7,116	30,66,920	30.64
Shares held by custodians and against which Depository Receipts have been issued	-	-	-
Total (A) + (B) + (C)	7,118	1,00,07,970	100

7.13 Dematerialization of Shares:

Sl. No.	Mode of Holding	No. of Shares	Percentage
1	NSDL	82,04,540	81.98
2	CDSL	7,61,641	7.61
3	PHYSICAL	10,41,789	10.41
TOTAL:		1,00,07,970	100.00

89.59 % of Company's paid-up Equity Share Capital has been dematerialised upto March 31, 2024.

Under the Depository System, the International Securities Identification Number (ISIN) allotted to the Company's Shares is INE754C01010.

7.14 Outstanding GDR/ADR/Warrants or any convertible instruments, conversion date and impact on equity: Nil

7.15 Commodity Price Risk/ Foreign Exchange Risk and Hedging Activities:- The Company is not involved in any speculative activities.

7.16 Location of Plants: NA

7.17 Address for correspondence:

Regd. Office :- Flat No. 210, Ravi Satvika Residency, Journalist Colony,

Nizampet, Hyderabad, Telangana - 500090

E-mail address - compliancesdf@gmail.com

7.18 Credit Ratings

List of all credit ratings obtained by the entity along with any revisions thereto during the relevant financial year, for all debt instruments of such entity or any fixed deposit programme or any scheme or proposal of the listed entity involving mobilization of funds, whether in India or abroad:- NIL

8. OTHER DISCLOSURE: -

8.1 Materially Significant Related Party Transactions: - During the year, there were no significant related party transactions of material nature that could have potential conflict with the interest of the Company.

8.2 Non-Compliance: - During the last three years, there were no strictures made or penalties imposed by either SEBI or the Stock Exchanges or any other statutory authority on any matter related to the capital markets.

8.3 Vigil Mechanism: - The Company has formulated a Vigil Mechanism / Whistle Blower Policy for the Directors and employees to report genuine concerns in a manner prescribed in the Policy. The Policy is available at website of the Company i.e. www.somdattfin.com In accordance with the said Policy Whistle Blower shall have right to access to the Chairman of the Audit Committee directly in exceptional cases and the Chairman of the Audit Committee shall issue suitable directions in this regard.

8.4 Mandatory compliance: - The Company is complying with all mandatory requirements of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 relating to reporting of Internal Auditor directly to Audit Committee.

8.5 Weblink: - The Related Party transactions Policy is available at Website of the Company i.e. www.somdattfin.com.

8.6 Commodity Price Risk/ Foreign Exchange Risk and Hedging Activities: - The Company is not involved in any speculative activities.

8.7 Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A): - NIL

8.8 Certificate on Directors Qualification: -

A certificate from Naveen Narang & Associates, Practicing Company Secretary is annexed as "Annexure-6" confirming that none of the Directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of the Company by the Board/Ministry of Corporate Affairs or any such statutory authority.

8.9 Acceptance of Committee Recommendations

There was no such instance during FY 2023-24 when the Board had not accepted any recommendation of any committee of the Board.

8.10 Fees paid to Statutory Auditors

Fees paid to Statutory Auditors: - M/s. D.S. Talwar & Co. (Firm Registration No.000993N) has been appointed as the Statutory Auditors of the Company. The particulars of payment of Statutory Auditors' fees, on a consolidated basis for FY 2023-24 is given below: Payment of Statutory Auditor's fees: -

Payment to Statutory Auditors	₹ (INR)
Statutory Audit Fee	3,00,000
Other Services	40,000
GST collected on above services	46,575
Total	3,86,575

8.11 Sexual Harassment of Women at Workplace

Disclosures in relation to the Sexual Harassment of Women at Workplace: The Company is not required to constitute an Internal Complaints Committee as the number of employees in the Company are below the threshold limit as prescribed under the Sexual harassment of Women (Prevention, Prohibition and Redressal) Act, 2013.

8.12 Non-Compliance of Corporate Governance Requirements

Non-Compliance of any requirement of corporate governance report of sub para (2) to (10) of Schedule V (c) of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015-NIL

8.13 Compliance with SEBI Regulations

The Company has duly complied with the requirements specified in Regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015.

9. CODE OF CONDUCT

The company has adopted a Code of Conduct for all Board Members and Senior Management of the Company. The Code of Conduct has been posted on the website of the Company. All Board Members and Senior Management Personnel have affirmed compliance with the Code of Conduct. A declaration signed by the Managing Director and Chief Executive Officer is annexed as "Annexure -2"

10. DETAILS OF DEMAT SUSPENSE ACCOUNT

The disclosure as required under Regulation 34 read with Schedule V of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015:

Particulars	No. of cases	No. of shares
Aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year i.e. April 1, 2023.	NIL	NIL
Number of shareholders, who approached issuer for transfer of shares from suspense account during the year i.e. April 1, 2023 to March 31, 2024.	NIL	NIL
Number of shareholders to whom shares were transferred from suspense account during the year	NIL	NIL
Aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year i.e. as on March 31, 2024.	NIL	NIL

The Voting Rights on the outstanding unclaimed shares lying in suspense account, if any, shall remain frozen till the rightful owner of such shares claims the shares.

11. DISCLOSURE OF CERTAIN TYPES OF AGREEMENTS BINDING LISTED ENTITIES: - NIL**12. CERTIFICATE ON CORPORATE GOVERNANCE**

A certificate from Naveen Narang & Associates, Practicing Company Secretaries on compliance of corporate governance norms is annexed as "Annexure -5".

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

To,
The Members of
Som Datt Finance Corporation Limited
516, Suneja Tower 1, District Center Janakpuri,
New Delhi - 110058

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Som Datt Finance Corporation Limited having CIN L65921DL1993PLC377542 and having registered office at 516, Suneja Tower 1, District Center, Janakpuri, New Delhi - 110058 hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in as considered necessary and explanations furnished to me / us by the Company & its officers, We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2024 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Date of Appointment in Company
1	Rajvir Singh Chhillar	08651668	27/12/2019
2	Talluri Jayanthi	09272993	12/09/2023
3	Subba Rao Veeravenkata Meka	07173955	21/07/2023
4	Bhaskara Rao Bollineni	00008985	21/07/2023
5	Bhavanam Ruthvik Reddy	08372627	21/07/2023
6	Hardeep Kumar Mahotra	00219216	29/01/2020

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

For **Naveen Narang and Associates**
Company Secretaries

Sd/-
Jyoti Narang
Partner
M.No. 5698
C.P. No 5199
UDIN: F005698F000440396

Place: Delhi
Date: May 24, 2024

INDEPENDENT AUDITOR'S REPORT

To The Members of Som Datt Finance Corporation Limited

Report on the Audit of the Financial Statement

Opinion

We have audited the accompanying Financial statements of Som Datt Finance Corporation Limited ("the Company"), which comprise the Balance Sheet as at 31st March 2024, the statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Cash flows ended on that date, and a summary of material accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Financial Statements give the information required by the Companies Act, 2013 ("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, 2024, the profit and 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 financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made 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 audit opinion on the 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 financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Sr. No.	Key Audit Matter	Auditor's Response
1.	Recognition of Deferred Tax as per Ind AS 12. Deferred Tax Asset (Net) includes a Deferred Tax Asset of ₹ 72,8740/- on account of Unabsorbed Capital Loss.	<p>As per the management deferred tax assets taken in the Balance Sheet are realizable against future tax liabilities. The company is expecting Long Term Capital Gains on account its Investments reflecting in the Balance Sheet to the extent of ₹. 32.2 Crores.</p> <p>Principal Audit Procedures: Obtained details of earlier and current year tax computations and returns filed for earlier assessment years. We involved our internal experts to challenge the management's underlying assumptions in estimating the expected realization. As per the management the company is expecting Long Term Capital Gains on account its Investments reflecting in the Balance Sheet to the extent of ₹ 32.2 Crores. The company has ₹ 65.49 Lakhs Unabsorbed Long Term Capital Loss. Deferred tax assets taken in the Balance Sheet on this Unabsorbed Long Term Capital Loss of ₹. 65.49 Lakhs can be realized against future tax liabilities on account of Capital Gain, if any, depending upon treasury decisions in the future.</p>

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

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

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

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

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

Management's Responsibility for the Financial Statements

The Company's Management and Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position and financial Performance, including other comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. 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 Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

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

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

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 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.
- (c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flows dealt with by this Report are in agreement with the relevant books of account.
- (d) In our opinion, the aforesaid financial statements comply with the Ind AS specified under Section 133 of the Act.
- (e) On the basis of the written representations received from the directors as on 31st March, 2024 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2024 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in 'Annexure A'.
- (g) With respect to the 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 given to us, the managerial remuneration paid or provided by the company is per the provisions of section 197 of the Act.

- (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. There were no pending litigations which would impact the financial position of the financial statements.
 - ii. Provision has been made in the financial statements as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long term contracts including derivative contracts.
 - iii. There is no delay in transferring amounts, required to be transferred to the Investor Education and Protection Fund by the Company.
 - iv.
 - (a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) 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 or entity, including foreign entity ("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 (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("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 the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

v. The company has not declared or paid any dividend during the year in contravention of the provisions of section 123 of the Companies Act, 2013.

vi. The reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 is applicable from 1st April 2023.

Based on our examination which included test checks, except for the instances mentioned below, the Company has used accounting software for maintaining its books of account, which have a feature of recording audit trail (edit log) facility, however the same has not operated throughout the year for all relevant transactions recorded in the respective software but only from 1st August 2023 to 31st March 2024.

- i.) The feature of recording audit trail (edit log) facility was not enabled at the database level to log any direct data changes for the accounting software used for maintaining the books of account relating to Payroll, Property, Plant and Equipment and Other intangible assets.

Further, from 1st August 2023 to 31st March 2024 where audit trail (edit log) facility was enabled and operated for the respective accounting software, we did not come across any instance of the audit trail feature being tampered with.

There has been a change in management/promoter of the Company effective 21st July 2023.

Edit Log is reflecting rectifications by the management during the course of operations.

2. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

For D.S. Talwar & Co.
Chartered Accountants
FRN: 000993N

Date: May 29, 2024
Place: New Delhi

Sd/-
Shradha Talwar
Partner
M. No. 514698
UDIN: 24514698BKBXJT4229

ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of Som Datt Finance Corporation Limited of even date)

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

We have audited the Internal Financial Controls over Financial Reporting of **Som Datt Finance Corporation Limited** ('the Company') as at 31 March 2024 in conjunction with our audit of the financial statements of the Company for the year ended and as on that date.

Management's Responsibility for Internal Financial Controls

The Board of Directors of the Company is responsible for establishing and maintaining internal financial control based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in guidance note on Audit of Internal Financial Control over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). 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 the 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 Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Control over financial reporting (the 'Guidance Note') and the standards on Auditing, issued by ICAI and deemed to be prescribed under Section 143 (10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. 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 over financial reporting 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 system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, 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 auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company internal financial controls system over financial reporting.

Meaning of Internal Financial over Financial Reporting

A Company's internal financial control over financial reporting 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 internal financial control over financial reporting 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 financial statement in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorization of the 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 assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2024, based on "the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For D.S. Talwar & Co.
Chartered Accountants
FRN: 000993N

Date: May 29, 2024
Place: New Delhi

Sd/-
Shradha Talwar
Partner
M. No. 514698

ANNEXURE 'B' TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of **Som Datt Finance Corporation Limited** of even date)

- i. (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment.
(B) The Company has maintained proper records showing full particulars of intangible assets.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has a regular program of physical verification of its property, plant and equipment by which all property, plant and equipment are verified by the management. Property, plant and equipment were verified during the year. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.
- (c) The Company does not have any immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favor of the lessee). Accordingly, clause 3(i)(c) of the Order is not applicable.
- (d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued its property, plant and equipment (including right of use assets) or intangible assets or both during the year.
- (e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company for holding any Benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made there under.
- ii. (a) The Company is a Non-Banking Finance Company and has not dealt with any goods and the Company does not hold any inventory during the period under audit. Accordingly, the reporting requirement under clause (ii) of paragraph 3 of the Order is not applicable.
(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of the security of current assets at any point of time during the year.
Accordingly, clause 3(ii)(b) of the Order is not applicable to the Company.
- iii. The Company is a Non - Deposit taking Non-Banking Finance Company (NBFC) registered with the Reserve Bank of India. According to the information and explanations given to us and on the basis of our examination of the records of the Company, during the year the Company has made investments, but the Company has not provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured to companies, firms, Limited Liability Partnerships or any other parties.
According to the information and explanations given to us the investments made are not prejudicial to the company's interest;
- iv. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of sections 186 of the Act in respect of investments made, where applicable. The Company has not given any loans, or provided any guarantees or security for which the provisions of sections 185 and 186 of the Act are applicable.
- v. According to the information and explanations given to us, the Company has not accepted any deposits from the public or amounts which are deemed to be deposits during the year which attract the directives issued by the Reserve Bank of India. Being a Non-Banking Finance Company registered with Reserve Bank of India, the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Rules framed there under regarding acceptance of deposits are not applicable. Accordingly, paragraph 3(v) of the Order is not applicable to the Company.
- vi. The Central Government has not prescribed maintenance of cost records under sub-section (1) of Section 148 of the Companies Act, 2013 for the business activities carried out by the Company. Thus reporting under clause 3(vi) of the order is not applicable to the Company.
- vii. (a) According to information and explanations given to us and on the basis of our examination of the books of account and records there have been delays in depositing TDS and Advance Tax relating to Income Tax. However, the same have been deposited along with Interest before the date of this report. The Company has been generally regular in depositing other undisputed statutory dues including provident fund, GST and any other statutory dues as applicable with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of any material statutory dues were in arrears as at March 31, 2024 for a period of more than six months from the date on when they become payable.
(b) According to the information and explanation given to us, there are no dues of provident fund, Income tax, GST, and any other statutory dues outstanding on account of any dispute.
- viii. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year.

- ix. (a) The Company has not taken any loans or other borrowings from any lender. Hence reporting under clause 3(ix)(a) of the Order is not applicable.
- (b) The Company has not been declared willful defaulter by any bank or financial institution or government or any government authority.
- (c) The Company has not taken any term loan during the year and there are no outstanding term loans at the beginning of the year and hence, reporting under clause 3(ix)(c) of the Order is not applicable.
- (d) On an overall examination of the financial statements of the Company, funds raised on short-term basis have, prima facie, not been used during the year for long-term purposes by the Company.
- (e) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, joint ventures and associate companies.
- (f) The Company has not raised any loans during the year and hence reporting on clause 3(ix)(f) of the Order is not applicable.
- x. (a) The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments) Accordingly, clause 3(x)(a) of the Order is not applicable.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, clause 3(x)(b) of the Order is not applicable.
- xi. (a) Based on examination of the books and records of the Company and according to the information and explanations given to us, considering the principles of materiality outlined in the Standards on Auditing, we report that no fraud by the Company or against the Company has been noticed or reported during the course of the audit.
- (b) According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Act has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (c) We have taken into consideration the whistle blower complaints received by the Company during the year while determining the nature, timing and extent of our audit procedures.
- xii. In our opinion, the Company is not a Nidhi Company. Accordingly, paragraph 3 (xii) of the Order is not applicable to the Company.
- xiii. According to the information and explanation given to us and on the basis of the examination of the records of the company, transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.
- xiv. (a) Based on information and explanations provided to us and our audit procedures, in our opinion, the Company has an internal audit system commensurate with the size and nature of its business. However, looking at the regulatory requirements it is prudent to enhance the scope of internal audit function.
- (b) We have considered the internal audit reports of the Company issued till date for the period under audit.
- xv. In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with its directors or persons connected to its directors and hence, provisions of Section 192 of the Act are not applicable to the Company.
- xvi. (a) The Company is a Non-Banking Finance Company and is required to obtain Registration under section 45-IA of the Reserve Bank of India Act, 1934 and such registration has been obtained.
- (b) The Company has a valid Certificate of Registration (CoR) from the Reserve Bank of India (RBI) for conducting Non-Banking Financial activities and no business has been conducted by the Company without a valid CoR.
- (c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, the reporting requirements under clause 3 (xvi)(c) of the Order is not applicable.
- (d) As per the information and explanations given to us, there are no core investment companies as defined in the regulations made by the Reserve Bank of India as part of its group and hence the reporting requirements under clause 3 (xvi)(d) of the Order are not applicable.
- xvii. The Company has not incurred cash losses in the current and in the immediately preceding financial year.
- xviii. There has been no resignation of the statutory auditors during the year. Accordingly, clause 3(xviii) of the Order is not applicable

- xix. According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- xx. In our opinion and according to the information and explanations given to us, Section 135 of the Act is not applicable to the Company. Accordingly, clauses 3(xx)(a) and 3(xx)(b) of the Order are not applicable.

For D.S. Talwar & Co.
Chartered Accountants
FRN: 000993N

Date: May 29, 2024
Place: New Delhi

Sd/-
Shradha Talwar
Partner
M.No.514698

Balance Sheet as at March 31, 2024

(All amounts are in INR lakhs, except otherwise stated)

Particulars	Note	As at March 31, 2024	As at March 31, 2023
ASSETS			
1. Financial assets			
(a) Cash and cash equivalents	3	186.08	156.87
(b) Investments	4	3,220.26	2,135.13
(c) Other financial assets	5	-	2.88
		3,406.34	2,294.88
2. Non-financial assets			
(a) Deferred tax assets (Net)	6	141.63	53.31
(b) Property, plant and equipment	7	2.23	2.88
(c) Other intangible assets	8	2.95	-
(d) Other non-financial assets	9	15.98	0.05
		162.79	56.24
TOTAL ASSETS		3,569.13	2,351.12
LIABILITIES AND EQUITY			
Liabilities			
1. Financial liabilities			
(a) Payables			
(i) Trade payables	10		
- total outstanding dues of micro enterprises and small enterprises		-	-
- total outstanding dues of creditors other than micro enterprises		6.08	4.02
(b) Other financial liabilities	11	7.44	2.06
		13.52	6.08
2. Non-financial liabilities			
(a) Current tax liabilities (Net)	12	-	6.89
(b) Provisions	13	7.01	1.50
(c) Other non-financial liabilities	14	3.34	0.96
		10.35	9.34
Equity			
(a) Equity share capital	15	1,000.80	1,000.80
(b) Other equity	16	2,544.46	1,334.90
		3,545.26	2,335.70
TOTAL LIABILITIES AND EQUITY		3,569.13	2,351.12
Summary of material accounting policies	2		
The accompanying notes are an integral part of the financial statements.			

As per our report of even date

For D.S. TALWAR & CO.
Chartered Accountants
Firm's Registration No.: 000993N

For and on behalf of the Board of Directors of
Som Datt Finance Corporation Limited

Sd/-
Shradha Talwar
Partner
Membership No.: 514698
Place: New Delhi
Date: May 29, 2024

Sd/-
Subba Rao Veeravenkata Meka
(Venkat Subbarao)
Managing Director
DIN: 07173955
Place: Hyderabad
Date: May 29, 2024

Sd/-
Bhavanam Ruthvik Reddy
Whole Time Director & CEO
DIN: 08372627
Place: Hyderabad
Date: May 29, 2024

Sd/-
Shashank Shankpal
Chief Financial Officer
PAN: BNKPS4919J
Place: Hyderabad
Date: May 29, 2024

Sd/-
Neha Agarwal
Company Secretary & Compliance Officer
Membership No.: A22107
Place: Hyderabad
Date: May 29, 2024

Statement of Profit & Loss for the Year Ended March 31, 2024*(All amounts are in INR lakhs, except otherwise stated)*

Particulars	Note	For the year ended March 31, 2024	For the year ended March 31, 2023
INCOME			
Revenue from operations			
(a) Interest income	17	1.90	-
(b) Dividend income	18	38.05	27.98
(c) Net gain on fair value changes	19	1,463.01	106.45
Total revenue from operations		1,502.95	134.43
Other income	20	-	0.05
Total income		1,502.95	134.48
EXPENSES			
(a) Finance cost	21	10.79	-
(b) Fees and commission expense	22	7.63	4.60
(c) Employee benefits expense	23	90.54	22.58
(d) Depreciation and amortisation expense	24	1.07	0.99
(e) Other expenses	25	33.97	25.50
Total expenses		144.00	53.67
Profit before exceptional items and tax		1,358.95	80.81
Exceptional items		-	-
Profit before tax		1,358.95	80.81
Tax expenses	26		
Current tax		237.52	13.56
MAT Credit Entitlement		(237.52)	(13.56)
Adjustment of tax relating to earlier years		0.01	0.99
Deferred tax		149.21	7.75
		149.22	8.74
Profit after tax for the year		1,209.73	72.07
Other comprehensive income:			
(i) Items that will not be reclassified to profit or loss in subsequent years:			
Remeasurement of post employment benefit obligations		(0.21)	0.01
(ii) Income tax relating to items that will not be reclassified to profit or loss	26	0.03	-
Other comprehensive income/ (loss) for the year, net of tax		(0.18)	0.01
Total comprehensive income for the year		1,209.56	72.08
Earnings per equity share	27		
Basic (in INR)		12.09	0.72
Diluted (in INR)		12.09	0.72
Summary of material accounting policies	2		
The accompanying notes are an integral part of the financial statements.			

As per our report of even date

For D.S. TALWAR & CO.
Chartered Accountants
Firm's Registration No.: 000993N

For and on behalf of the Board of Directors of
Som Datt Finance Corporation Limited

Sd/-
Shradha Talwar
Partner
Membership No.: 514698
Place: New Delhi
Date: May 29, 2024

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Date: May 29, 2024

Sd/-
Neha Agarwal
Company Secretary & Compliance Officer
Membership No.: A22107
Place: Hyderabad
Date: May 29, 2024

Cash Flow Statement for the Year Ended March 31, 2024

(All amounts are in INR lakhs, except otherwise stated)

Particulars	Note	For the year ended March 31, 2024	For the year ended March 31, 2023
<u>A. Cash flows from operating activities</u>			
Profit / (Loss) before tax		1,358.95	80.81
Adjustment to reconcile profit before tax to cash provided by operating activities			
Depreciation		1.07	0.99
Change in fair value of investment		(1,360.06)	(85.15)
Operating profit before working capital changes		(0.04)	(3.35)
Adjustment for:			
(Increase)/ decrease in trade receivables		-	188.96
(Increase)/ decrease in other financial assets		2.88	2.01
(Increase)/ decrease in other non-financial assets		(15.93)	(0.01)
Increase/(decrease) in trade payables and other payable		2.06	1.02
Increase/(decrease) in other financial liability		5.38	(1.23)
Increase/(decrease) in provisions		5.34	(1.17)
Increase/(decrease) in other non-financial liabilities		2.38	0.23
		2.07	186.48
Income tax paid (net of refunds)		(244.42)	(17.36)
Net cash generated from operating activities	(A)	(242.35)	169.11
<u>B. Cash flows from investing activities</u>			
Purchase of property, plant and equipment		(0.42)	(0.65)
Purchase of intangible assets under development		(2.95)	-
Proceeds from sale of equity instrument (net)		274.93	(287.97)
Net cash (used in)/ generated from investing activities	(B)	271.56	(288.62)
<u>C. Cash flows from financing activities</u>			
Net cash generated from financing activities	(C)	-	-
<u>D. Net increase / (decrease) in cash and cash equivalents</u>	(A + B + C)	29.21	(119.51)
Cash and cash equivalents at beginning of the year		156.87	276.38
Cash and Cash equivalents at end of the period (refer note 3)		186.08	156.87

As per our report of even date

For D.S. TALWAR & CO.
Chartered Accountants
Firm's Registration No.: 000993N

For and on behalf of the Board of Directors of
Som Datt Finance Corporation Limited

Sd/-
Shradha Talwar
Partner
Membership No.: 514698
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Date: May 29, 2024

Sd/-
Neha Agarwal
Company Secretary & Compliance Officer
Membership No.: A22107
Place: Hyderabad
Date: May 29, 2024

Statement of Changes in Equity for the Year Ended March 31, 2024*(All amounts are in INR lakhs, except otherwise stated)*

A. EQUITY SHARE CAPITAL			
	Note	Number of Shares	Amount
Issued, subscribed and fully paid			
As at April 1, 2022 (equity share of INR 10 each)	15	1,00,07,970	1,000.80
Changes in equity share capital during the year		-	-
As at March 31, 2023 (equity share of INR 10 each)	15	1,00,07,970	1,000.80
Changes in equity share capital during the year		-	-
As at March 31, 2024 (equity share of INR 10 each)	15	1,00,07,970	1,000.80

B. OTHER EQUITY*			
Description	Reserve and Surplus		
	Statutory Reserve	Retained Earnings	Total Other Equity
As at April 1, 2022	364.77	898.05	1,262.82
Transfer to/from retained earning	14.41	(14.41)	-
Profit for the year after income tax	-	72.07	72.07
Other comprehensive income	-	0.01	0.01
Total comprehensive income	-	72.08	72.08
As at March 31, 2023	379.18	955.72	1,334.90
Transfer to/from retained earning	241.95	(241.95)	-
Profit for the year after income tax	-	1,209.73	1,209.73
Other comprehensive income	-	(0.18)	(0.18)
Total comprehensive income	-	1,209.56	1,209.56
As at March 31, 2024	621.13	1,923.33	2,544.46

* Refer note 16 for details.

The accompanying notes are an integral part of the financial statements.

As per our report of even date

For D.S. TALWAR & CO.
Chartered Accountants
Firm's Registration No.: 000993N

For and on behalf of the Board of Directors of
Som Datt Finance Corporation Limited

Sd/-
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Date: May 29, 2024

Sd/-
Neha Agarwal
Company Secretary & Compliance Officer
Membership No.: A22107
Place: Hyderabad
Date: May 29, 2024

Notes to financial statements for the year ended March 31, 2024**1. Reporting entity - Background or Corporate Information**

Som Datt Finance Corporation Limited (the "Company") (CIN L65921DL1993PLC377542 changed from CIN: L65921WB1993PLC060507 during the year 2020-21), was incorporated on October 19, 1993. The Company had been granted registration under section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934) on November 10, 1998, having Registration No. 05.02987. The Reserve Bank of India ("RBI") issued a further Certificate dated March 29, 2005, in lieu of the earlier certificate having categorised the Company as a Non-Banking Financial Company (Non-Deposit Taking). Consequent upon shifting of the registered office of the Company from West Bengal to Delhi, RBI has issued a fresh certificate of registration bearing no. B-14.03556 dated September 23, 2021. It is carrying on the activity of proprietary investment in stocks and securities.

2. Material accounting policies

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

2.1 Basis of preparation of financial statements**(i) Statement of Compliance**

These financial statements (the "Financial Statements") have been prepared in accordance with the Indian Accounting Standard ("Ind AS"), under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values, the provisions of the Companies Act, 2013 (the "Act"). The Ind AS are prescribed under Section 133 of the Act read with rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and relevant amendment rules issued thereafter.

The Company has uniformly applied the accounting policies for all the periods presented in these financial statements.

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

The financial statements have been prepared on a historical cost basis, except for the following assets and liabilities which have been measured at fair value or revalued amount:

- Financial instruments,
- Certain financial assets and liabilities measured at fair value (refer to accounting policy regarding financial assets and liabilities),

(ii) Functional and presentation currency

The financial statements are presented in Indian National Rupees (INR) in lakhs unless otherwise stated.

(iii) Use of estimates and judgements

The preparation of financial statements to be in conformity with the Ind AS requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) as on the date of the financial statements and the reported income and expenses during the reported period. Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Actual results could differ from these estimates. The estimates and the underlying assumptions are reviewed on an ongoing basis.

a) Determination of estimated useful lives of Property, plant and equipment, Intangible assets and Investment property

Useful lives of property, plant and equipment are based on the life prescribed in Schedule II of the Act. In cases, where the useful lives are different from that prescribed in Schedule II, they are based on nature of the asset, the estimated usage of the asset, the operating conditions of the asset, past history of replacement, anticipated technological changes, manufacturers' warranties and maintenance support. (Refer 'Note 7 & 8').

b) Recognition of deferred tax assets and liabilities

Deferred tax assets and liabilities are recognised for the future tax consequences of temporary differences between the carrying values of assets and liabilities and their respective tax bases, depreciation carry-forwards and tax credits. Deferred tax assets are recognised to the extent that it is probable that future taxable income will be available against which the deductible temporary differences and depreciation carry-forwards could be utilised.

c) Recognition and measurement of provisions and contingencies

The recognition and measurement of provisions are based on the assessment of the probability of an outflow of resources, and on past experience and circumstances known at the reporting date. The actual outflow of resources at a future date may therefore, vary from the amount included in other provisions.

Notes to financial statements for the year ended March 31, 2024

d) **Discounting of long-term financial assets/liabilities**

All financial assets/liabilities are required to be measured at fair value on initial recognition. In the case of financial assets which are required to be subsequently measured at amortised cost, interest is accrued using the effective interest method.

e) **Fair value of financial instruments**

The fair value of financial instruments is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction in the principal (or most advantageous) market at the measurement date under current market conditions (i.e., an exit price) regardless of whether that price is directly observable or estimated using another valuation technique. When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be derived from active markets, they are determined using a variety of valuation techniques that include the use of valuation models. The inputs to these models are taken from observable markets where possible, but where this is not feasible, estimation is required in establishing fair values. Judgements and estimates include considerations of liquidity and model inputs related to items such as credit risk (both own and counterparty), funding value adjustments, correlation and volatility. For further details about determination of fair value please see 'Note 28'.

2.2 Summary of material accounting policies**A. Revenue recognition**

Revenue (other than for those items to which Ind AS 109 Financial Instruments are applicable) is measured at the fair value of the consideration received or receivable. The Company recognises gains/losses on fair value change of financial assets measured as Fair value through profit and loss (FVTPL) and realised gains/losses on derecognition of financial assets measured at FVTPL.

Interest income: Interest income on financial assets is recognised on an accrual basis using the effective interest rate ("EIR") method. Interest revenue is continued to be recognised at the original effective interest rate.

Dividend income: Dividend income is recognised in the Statement of Profit and Loss when the right to receive the dividend is established.

B. Property, plant and equipment

Property, plant and equipment are stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Basis of Recognition

The cost of an item of property, plant and equipment is recognised only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. Further, subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

Depreciation methods, estimated useful lives and residual value

Depreciation is provided on a pro-rata basis on the straight-line method over the estimated useful lives of assets, based on internal assessment and independent technical evaluation done by the Management expert which is equal to, except in case of Leasehold Improvement where useful life is lower than life prescribed under Schedule II to the Companies Act, 2013. The leasehold improvements are depreciated over the assets' useful life under Schedule II or over the lease term if there is no reasonable certainty that the Company will renew ownership at the end of the lease term.

The asset's useful lives are reviewed and adjusted if appropriate, at the end of each reporting period.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposals are determined by comparing proceeds with carrying amounts. These are included in profit or loss within other income expenses.

Depreciation methods and estimated useful lives

Asset	Estimated useful life (Years)
Plants & Machinery	10
Office equipment	5
Vehicles	8
Furniture & Fixture	10
Computers	3

Assets costing less than or equal to ₹5,000 are fully depreciated pro-rata from the date of acquisition.

C. Intangible assets

Intangible assets acquired separately are measured on initial recognition at historical cost. Intangible assets have a finite life and are subsequently carried at cost less any accumulated amortisation and accumulated impairment losses.

Intangible assets with finite lives are amortised over the useful life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in the Statement of Profit and Loss unless such expenditure forms part of the carrying value of another asset.

Gains or losses arising from the derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the Statement of Profit and Loss when the asset is derecognised.

Amortisation methods and estimated useful lives

Asset	Estimated useful life (Years)
Computer Software	3

D. Impairment of non-financial assets

The carrying values of assets/cash generating units at each balance sheet date are reviewed for impairment if any indication of impairment exists. If the carrying amount of the assets exceeds the estimated recoverable amount, an impairment is recognised for such excess amount.

The recoverable amount is the greater of the net selling price and their value in use. Value in use is arrived at by discounting the future cash flows to their present value based on an appropriate discount factor.

When there is an indication that an impairment loss recognised for an asset (other than a revalued asset) in earlier accounting periods that no longer exist or may have decreased, such reversal of impairment loss is recognised in the Statement of Profit and Loss, to the extent the amount was previously charged to the Statement of Profit and Loss. In case of revalued assets, such reversal is not recognised.

E. Employee benefits**(i) Defined Contribution Plans**

The Company makes payments to defined contribution plans such as provident fund and employees' state insurance (wherever required). The Company has no further payment obligations once the contributions have been paid. The contributions are accounted for as defined contribution plans and the contributions are recognised as employee benefit expenses when they are due. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in future payments is available.

(ii) Short-term obligations

All employee benefits payable wholly within twelve months of rendering the service are classified as short-term employee benefits. These benefits include short-term compensated absences such as paid annual leaves which is valued by an independent actuarial valuer at the end of the year. The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees is recognised as an expense during the period. Benefits such as salaries and wages, etc. and the expected cost of the bonus/ex-gratia are recognised in the period in which the employee renders the related service.

(iii) Post-employment obligation

The Company operates the following post-employment schemes:

- *Defined benefit plans*

The liability or asset recognised in the balance sheet in respect of defined benefit gratuity plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by actuaries using the projected unit credit method.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the Statement of Profit and Loss.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in profit or loss as past service cost.

- *Other long-term employee benefits*

Other long-term employee benefits are recognised as an expense in the Statement of Profit and Loss as and when they accrue. The Company determines the liability using the Projected Unit Credit Method, with actuarial valuations carried out as at the balance sheet date. Actuarial gains and losses in respect of such benefits are charged to the Statement of Profit and Loss.

F. Taxes

Current Income Tax

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

The current income tax is calculated on the basis of the tax rates and the tax laws enacted by the end of the reporting period. The Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulations are subject to interpretation. It establishes provisions or make reversals of provisions made in earlier years, where appropriate, on the basis of amounts expected to be paid to / received from the tax authorities.

Deferred Income Tax

Deferred tax is recognised for all the temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements, subject to the consideration of prudence in respect of deferred tax assets. Deferred tax assets are recognised and carried forward only if it is probable that sufficient future taxable amounts will be available against which such deferred tax assets can be realised. Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled. The carrying amount of deferred tax assets is reviewed at each Balance Sheet date and reduced/increased to the extent that it is no longer probable or it becomes probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised.

Current and deferred tax is recognised in the Statement of Profit or Loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in Other Comprehensive Income or directly in Equity, respectively.

Deferred tax assets and liabilities are offset if a legally enforceable right exists to set off current tax assets and liabilities and the deferred tax balances relate to the same taxable authority. Current tax assets and liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis or to realise the asset and settle the liability simultaneously.

G. Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash on hand, amount at banks and other short-term deposits with an original maturity of three months or less that are readily convertible to the known amount of cash and, which are subject to an insignificant risk of changes in value.

H. Earnings Per Share ("EPS")

(i) *Basic earnings per share*

Basic earnings per share is calculated by dividing:

- the net profit or loss for the period attributable to the equity shareholders of the Company
- by the weighted average number of equity shares outstanding during the period, adjusted for bonus elements in equity shares issued during the year.

(ii) *Diluted earnings per share*

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

- the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

I. 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 Assets*Classification*

The Company classifies its financial assets as subsequently measured at either amortised cost or fair value based on the business model for managing the financial assets and the contractual cash flow characteristics of the financial assets.

Initial recognition and measurement

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction fees or costs that are directly attributable and incremental to the origination/acquisition of the financial asset unless otherwise specifically mentioned in the accounting policies.

All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Purchase or sale of the unquoted instrument is recognised on the closing date or as and when the transaction is completed as per the terms mentioned in the relevant transaction agreement/document.

Regular way purchases or sales are of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

Business model assessment

The Company makes an assessment of the objective of a business model in which an asset is held such that it best reflects the way the business is managed and is consistent with information provided to management. The information considered includes:

- The objectives for the portfolio, in particular, management's strategy of focusing on earning contractual interest revenue, maintaining a particular interest rate profile, matching the duration of the financial assets to the duration of the liabilities that are funding those assets or realising cash flows through the sale of the assets;
- The frequency, volume and timing of sales in prior periods, the reasons for such sales and its expectations about future sales activity. However, information about sales activity is not considered in isolation, but as part of an overall assessment of how the Company's stated objective for managing the financial assets is achieved and how cash flows are realised.

The risks that affect the performance of the business model, the financial assets held within that business model and how those risks are managed.

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

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, as well as 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 the assessment, the Company considers:

- reset terms;
- contingent events that would change the amount and timing of cash flows;
- prepayment and extension terms; and
- features that modify consideration of the time value of money – e.g. periodical reset of interest rates.

Subsequent Measurement*Financial assets at amortised cost*

A financial asset is measured at amortised cost only if both of the following conditions are met:

- It is held within a business model whose objective is to hold assets in order to collect contractual cash flows.
- The contractual terms of the financial asset represent contractual cash flows that are solely payments of principal and interest.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate ("EIR") method. Amortised cost is calculated by considering any discount or premium on acquisition and fees or costs that are an integral part of the EIR and reported as part of interest income in the Statement of Profit and Loss account. The losses if any, arising from impairment are recognised in the Statement of Profit and Loss account.

Financial asset at fair value through Other Comprehensive Income ("FVOCI")

Financial assets with contractual cash flow characteristics that are solely payments of principal and interest and held in a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets are classified to be measured at FVOCI. The impairment losses, if any, are recognised through the profit and loss account. The loss allowance is recognised in other comprehensive income and does not reduce the carrying value of the financial asset. On derecognition, gains and losses accumulated in OCI are reclassified to the Statement of Profit and Loss.

Financial asset at fair value through profit and loss ("FVTPL")

Any financial instrument which does not meet the criteria for categorisation as at amortised cost or as FVOCI, is classified to be measured at FVTPL.

Financial instruments included within the FVTPL category are measured at fair value with all changes recognised in the profit and loss account.

All equity investments except for investments in subsidiary/associate/joint ventures are measured at fair value. Equity instruments that are held by the company are classified as at FVTPL.

Financial Liabilities

All financial liabilities are subsequently measured at amortised cost.

Financial Liabilities at fair value through profit or loss (FVTPL)

A financial liability is classified as at fair value through profit or loss if it is classified as held-for-trading or is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and changes therein, including any interest expense, are recognised in the Statement of Profit and Loss.

Derecognition of financial assets and financial liabilities

A **financial asset** (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised when:

- the rights to receive cash flows from the asset have expired, or
- the Company has transferred its rights to receive cash flows from the asset, or
- the Company has transferred substantially all the risks and rewards of the asset but has transferred control of the asset.

On derecognition of a financial asset, the difference between the carrying amount of the asset (or the carrying amount allocated to the portion of the asset derecognised) and the sum of (i) the consideration received (including any new asset obtained less any new liability assumed) and (ii) any cumulative gain or loss that had been recognised in OCI is recognised in the Statement of Profit and Loss.

The Company derecognises **financial liability** when its contractual obligations are discharged, cancelled or expired.

J. Offsetting

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

K. Measurement of fair values

The Company's accounting policies and disclosures require the measurement of fair values for financial instruments such as investment in unquoted equity instruments, debentures, preference shares etc.

The Management uses its judgement in selecting an appropriate valuation technique for financial instruments not quoted in an active market. Valuation techniques commonly used by market participants are applied.

When measuring the fair value of an asset or a liability, the Company uses observable market data as far as possible. Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e. derived from prices).
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Company recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

L. Provisions, Contingent liabilities and Contingent assets

A provision is recognised when the Company has a present obligation as a result of a past event and it is probable that an outflow of embodying economic benefits will be required to settle the obligation and there is a reliable estimate of the amount of the obligation. Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the Balance sheet date and are not discounted to its present value. Contingent liabilities are not recognised but are disclosed in the notes. Contingent assets are neither recognised nor disclosed in the financial statements.

M. Cash Flow Statement

Cash flows are reported using the indirect method, whereby profit / (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

N. Segment Reporting

An operating segment is a component of the Company that engages in business activities from which it may earn revenues and incur expenses, whose operating results are regularly reviewed by the company's Chief Operating Decision Maker ("CODM") to make decisions for which discrete financial information is available. Based on the management approach as defined in Ind AS 108, the CODM evaluates the Company's performance and allocates resources based on an analysis of various performance indicators by business segments and geographic segments. The Company operates in a single geographical segment, i.e., domestic.

Notes to financial statements for the year ended March 31, 2024*(All amounts are in INR lakhs, except otherwise stated)*

3	Cash and cash equivalents	As at March 31, 2024	As at March 31, 2023
	Cash in hand	0.04	0.88
	Balance with banks		
	- in current accounts	186.04	155.99
	- in fixed deposit (maturing within a period of three months)	-	-
		186.08	156.87

4	Investments	As at March 31, 2024	As at March 31, 2023
	Investments within India		
	a) At fair value through profit and loss account		
	- In equity instruments	3,220.26	2,135.13
		3,220.26	2,135.13

Notes relating to investments:-**Bifurcation of investments**

Particulars	As at March 31, 2024	As at March 31, 2023
Quoted	3,220.26	2,135.13
Unquoted	-	-
	3,220.26	2,135.13

In order to undertake investment/trading positions in the cash/derivative segment, securities are kept as margin in the normal course of business by creating a pledge of securities in favour of the clearing member as per the applicable laws. The cost of these securities is ₹Nil (March 31, 2023: ₹Nil) having market value of ₹Nil (March 31, 2023: ₹Nil). There are no any open positions in the derivative segment.

5	Other financial assets	As at March 31, 2024	As at March 31, 2023
	Dividend receivable	-	2.88
		-	2.88

6	Deferred tax assets (Net)	As at March 31, 2024	As at March 31, 2023
	Deferred tax asset		
	Provision for gratuity disallowed u/s 40A(7)	0.99	0.21
	Provision for leave encashment disallowed u/s 43B	1.06	0.29
	Carry forward long term capital loss	7.29	8.16
	Depreciation and amortisation	0.45	0.54
	Deferred tax liability		
	Change in fair value of shares	(187.78)	(37.99)
	Unutilised tax credits (Minimum alternative tax credit)	319.62	82.10
		141.63	53.31

Notes to financial statements for the year ended March 31, 2024

(All amounts are in INR lakhs, except otherwise stated)

7	Property, plant and equipment				
	Computers	Plant and equipments	Office equipments	Furniture and Fixtures	Total
Gross block					
As at April 1, 2022	2.66	0.95	0.11	0.47	4.19
Additions	0.65	-	-	-	0.65
Disposal / adjustments	-	-	-	-	-
As at March 31, 2023	3.31	0.95	0.11	0.47	4.84
Additions	0.42	-	-	-	0.42
Disposal / adjustments	-	-	-	-	-
As at March 31, 2024	3.73	0.95	0.11	0.47	5.26
Accumulated depreciation					
As at April 1, 2022	0.44	0.56	0.04	-	1.04
Charge for the year	0.92	-	-	-	0.92
Disposal / adjustments	-	-	-	-	-
As at March 31, 2023	1.36	0.56	0.04	-	1.96
Charge for the year	1.07	-	-	-	1.07
Disposal / adjustments	-	-	-	-	-
As at March 31, 2024	2.43	0.56	0.04	-	3.03
Net block					
As at March 31, 2023	1.95	0.39	0.07	0.47	2.88
As at March 31, 2024	1.30	0.39	0.07	0.47	2.23

8	Other intangible assets		
	Software	Total	Intangible assets under development
Gross block			
As at April 1, 2022	0.21	0.21	-
Additions	-	-	-
Disposal / adjustments	-	-	-
As at March 31, 2023	0.21	0.21	-
Additions	-	-	2.95
Disposal / adjustments	-	-	-
As at March 31, 2024	0.21	0.21	2.95
Accumulated depreciation			
As at April 1, 2022	0.14	0.14	-
Charge for the year	0.07	0.07	-
Disposal / adjustments	-	-	-
As at March 31, 2023	0.21	0.21	-
Charge for the year	-	-	-
Disposal / adjustments	-	-	-
As at March 31, 2024	0.21	0.21	-
Net block			
As at March 31, 2023	-	-	-
As at March 31, 2024	-	-	2.95

Note: There is no impairment loss recognised for intangible assets.

8.1 Ageing of intangible assets under development

The intangible assets under development ageing schedule for the year ended as on March 31, 2024 is as follows:

Intangible assets under development	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Projects in progress	2.95	-	-	-	2.95
(ii) Projects temporarily suspended	-	-	-	-	-

Notes to financial statements for the year ended March 31, 2024*(All amounts are in INR lakhs, except otherwise stated)*

9 Other non-financial assets	As at March 31, 2024	As at March 31, 2023
Prepaid expenses	0.06	0.05
Current tax assets (Net)*	12.06	-
Non Current tax assets (Net)**	3.87	-
	15.98	0.05

*Current tax assets (Net) is net off:

a) provision for income tax amounting to ₹237.52 lakhs (March 31, 2023: ₹162.78 lakhs),

b) advance tax payment of ₹245.58 lakhs (March 31, 2023: Nil), and

c) TDS receivables of ₹3.99 lakhs (March 31, 2023: ₹2.80 lakhs).

**Non Current tax assets (Net) of ₹3.88 lakhs for the year ended March 31, 2023, is grouped under 'Current tax liabilities (Net)' below.

10 Trade payables	As at March 31, 2024	As at March 31, 2023
Total outstanding dues of micro enterprises and small enterprises	-	-
Total outstanding dues of creditors other than micro enterprises and small enterprises	6.08	4.02
	6.08	4.02

Notes relating to trade payables:-

1. Trade payables includes payable to related parties INR Nil (March 31, 2023: INR Nil)

2. Disclosure under the Micro, Small and Medium Enterprises Development Act, 2006 ("MSMED Act, 2006") is as under:

	March 31, 2024	March 31, 2023
Details of dues to micro and small enterprises as per MSMED Act, 2006 the principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year		
- principal amount	Nil	Nil
- interest amount	Nil	Nil
The amount of interest paid by the buyer under MSMED Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year;	Nil	Nil
The amount of interest due and payable for the period (where the principal has been paid but interest under the MSMED Act, 2006 not paid);	Nil	Nil
The amount of interest accrued and remaining unpaid at the end of each accounting year; and	Nil	Nil
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23	Nil	Nil

3. Trade payables ageing schedule:

As at March 31, 2024

	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
MSME	-	-	-	-	-
Others	6.08	-	-	-	6.08
Disputed dues - MSME	-	-	-	-	-
Disputed dues - Others	-	-	-	-	-

As at March 31, 2023

	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
MSME	-	-	-	-	-
Others	4.02	-	-	-	4.02
Disputed dues - MSME	-	-	-	-	-
Disputed dues - Others	-	-	-	-	-

Notes to financial statements for the year ended March 31, 2024

(All amounts are in INR lakhs, except otherwise stated)

11 Other financial liabilities	As at March 31, 2024	As at March 31, 2023
Employee related payable/others	7.44	2.06
	7.44	2.06
12 Current tax liabilities (Net)	As at March 31, 2024	As at March 31, 2023
Current tax liabilities	-	6.89
	-	6.89
13 Provisions	As at March 31, 2024	As at March 31, 2023
Provision for gratuity (Refer note 31 (c))	3.38	0.63
Provision for leave encashment	3.63	0.87
	7.01	1.50
14 Other non-financial liabilities	As at March 31, 2024	As at March 31, 2023
Statutory dues payable	3.34	0.96
	3.34	0.96
15 Equity share capital	As at March 31, 2024	As at March 31, 2023
Authorised share capital		
2,00,00,000 equity shares of INR 10 each (March 31, 2023: 2,00,00,000 equity shares of INR 10 each)	2,000.00	2,000.00
50,00,000 preference shares of INR 10 each (March 31, 2023: 50,00,000 preference shares of INR 10 each)	500.00	500.00
	2,500.00	2,500.00
Issued, subscribed and fully paid-up share capital		
1,00,07,970 equity shares of INR 10 each (March 31, 2023: 1,00,07,970 equity shares of INR 10 each)	1,000.80	1,000.80
	1,000.80	1,000.80

a) Reconciliation of the shares outstanding at the beginning and at the end of the reporting period

Equity shares

	March 31, 2024		March 31, 2023	
	No.	Amount	No.	Amount
At the beginning of the quarter / year	1,00,07,970	1,000.80	1,00,07,970	1,000.80
Issued during the quarter / year	-	-	-	-
Outstanding at the end of the quarter / year	1,00,07,970	1,000.80	1,00,07,970	1,000.80

b) Details of shareholders holding more than 5% equity shares in the Company

Particulars	As on March 31, 2024			As on March 31, 2023		
	No. of shares held	% of total shareholding	% of change in shareholding during the year	No. of shares held	% of total shareholding	% of change in shareholding during the year
Kuldip Singh Rathee	-	Nil	-35.39%	35,42,191	35.39%	Nil
Vijay Rathee	-	Nil	-33.95%	33,97,459	33.95%	Nil
Bhaskara Rao Bollineni	64,41,050	64.36%	0.00%	-	Nil	Nil
Ruthvik Reddy Bhavanam	5,00,000	5.00%	0.00%	-	Nil	Nil
	69,41,050	69.36%		69,39,650	69.34%	

Notes to financial statements for the year ended March 31, 2024*(All amounts are in INR lakhs, except otherwise stated)***c) Terms/rights attached to equity shares**

The Company has only one class of equity shares having a par value of INR 10 per share. Each holder of equity shares is entitled to one vote per share. The dividend recommended by the Board of Directors and approved by the shareholders in the Annual General Meeting is paid in Indian Rupees. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

d) Note on Change in the Management during the year

Please refer to 'Note 42' below for detailed note.

e) Details of Promoter's Shareholding

Particulars	As on March 31, 2024			As on March 31, 2023		
	No. of shares held	% of Promoter shareholding	% of change in shareholding of Promoters during the year	No. of shares held	% of Promoter shareholding	% of change in shareholding of Promoters during the year
Kuldip Singh Rathee	-	Nil	-51.03%	35,42,191	51.04%	Nil
Vijay Rathee	-	Nil	-48.95%	33,97,459	48.96%	Nil
Bhaskara Rao Bollineni*	64,41,050	92.80%	0.00%	-	Nil	Nil
Ruthvik Reddy Bhavanam	5,00,000	7.20%	0.00%	-	Nil	Nil
	69,41,050	100.00%		69,39,650	100.00%	

*Purchased 1,400 equity shares as part of Open Offer in accordance with SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

16	Other equity	As at March 31, 2024	As at March 31, 2023
a)	Reserve fund in terms of section 45-IC(1) of the Reserve Bank of India Act, 1934		
	Balance at the beginning of the year	379.18	364.77
	Addition during the year	241.95	14.41
	Balance at the end of the year	621.13	379.18
b)	Reserve & Surplus		
	Retained earnings		
	Balance at the beginning of the year	955.72	898.05
	Profit for the year after tax	1,209.73	72.07
	Other comprehensive income	(0.18)	0.01
		2,165.28	970.13
	Appropriations		
	Provision for earlier years	-	-
	Addition during the year	(241.95)	(14.41)
		(241.95)	(14.41)
	Balance at the end of the year	1,923.33	955.72
	Total other equity	2,544.46	1,334.90

Nature and purposes of other equity**1. Reserve fund in terms of section 45-IC(1) of the Reserve Bank of India Act, 1934**

Reserve fund is created as per the terms of section 45-IC(1) of the Reserve Bank of India Act, 1934 as a statutory reserve.

2. Retained earnings

Retained earnings represents the surplus in profit and loss account and appropriations.

Notes to financial statements for the year ended March 31, 2024

(All amounts are in INR lakhs, except otherwise stated)

17	Interest income			For the year ended March 31, 2024	For the year ended March 31, 2023
	Interest income on FDR			1.90	-
				<u>1.90</u>	<u>-</u>
18	Dividend income			For the year ended March 31, 2024	For the year ended March 31, 2023
	Dividend income			38.05	27.98
				<u>38.05</u>	<u>27.98</u>
19	Net gain on fair value changes			For the year ended March 31, 2024	For the year ended March 31, 2023
	Net gain / (loss) on financial instruments at fair value through profit or loss				
	On trading portfolio:				
	Investments			1,463.01	105.97
	Derivatives			-	0.48
	Net gain on financial instruments measured on fair value			<u>1,463.01</u>	<u>106.45</u>
	Fair value changes:				
	Realised gain			102.95	21.30
	Unrealised gain / (loss)			1,360.06	85.15
				<u>1,463.01</u>	<u>106.45</u>
	Note on net gain on fair value changes:			March 31, 2024	March 31, 2023
	Sales			462.82	597.54
	Add: Closing stock			1,540.96	1,815.91
				<u>2,003.78</u>	<u>2,413.45</u>
	Less: Opening stock			(1,815.91)	(1,527.93)
	Less: Purchase			(83.56)	(863.18)
	Profit from equity and derivative - (a)			<u>104.31</u>	<u>22.34</u>
	Direct expenses relating to equity, derivatives & capital market operations:				
	Securities transaction tax			0.55	0.69
	Transaction charges			0.81	0.35
	Total direct expenses - (b)			<u>1.36</u>	<u>1.04</u>
	Realised gain from equity, derivatives & capital market operations - (a-b)			102.95	21.30
	Realised gain on sale of liquid fund			-	-
	Total realised gain on changes in fair value			<u>102.95</u>	<u>21.30</u>
	Unrealised gain on changes in fair value of shares & liquid fund			1,360.06	85.15
	Net gain / loss on change in fair value			<u>1,463.01</u>	<u>106.45</u>
20	Other income			For the year ended March 31, 2024	For the year ended March 31, 2023
	Provision for expenses written back			-	0.05
				<u>-</u>	<u>0.05</u>
21	Finance costs	For the year ended March 31, 2024		For the year ended March 31, 2023	
		On financial liabilities measured at fair value through profit or loss	On financial liabilities measured at amortised cost	On financial liabilities measured at fair value through profit or loss	On financial liabilities measured at amortised cost
	Other interest expense				
	- Interest on statutory dues	-	10.79	-	-
		<u>-</u>	<u>10.79</u>	<u>-</u>	<u>-</u>

Notes to financial statements for the year ended March 31, 2024*(All amounts are in INR lakhs, except otherwise stated)*

22	Fees and commission expense	For the year ended March 31, 2024	For the year ended March 31, 2023
	Listing fee	4.43	3.54
	Depository charges	3.20	1.06
		7.63	4.60
23	Employee benefits expense	For the year ended March 31, 2024	For the year ended March 31, 2023
	Salaries, wages and bonus	82.56	21.17
	Contribution to provident and other funds	0.70	0.63
	Gratuity (refer note 31C)	3.52	0.12
	Staff welfare expenses	0.02	0.21
	Compensated absences	3.74	0.45
		90.54	22.58
24	Depreciation and amortization expense	For the year ended March 31, 2024	For the year ended March 31, 2023
	Depreciation of property, plant and equipment	1.07	0.92
	Amortisation of intangible assets	-	0.07
		1.07	0.99
25	Other expenses	For the year ended March 31, 2024	For the year ended March 31, 2023
	Rent expenses	1.20	1.20
	Repair and maintainence	0.15	0.10
	Advertisement expenses	1.96	1.11
	Travelling and conveyance	0.99	0.26
	Communication expenses	0.02	0.08
	Printing and stationery	0.08	0.10
	Legal and professional expenses	21.45	12.81
	Rates, fees & taxes	0.07	0.09
	Payment to auditor (Refer note 25.1)	5.80	3.87
	TDS receivable written-off	0.06	5.42
	Miscellaneous expenses	2.19	0.46
		33.97	25.50
25.1	Payment to auditor	For the year ended March 31, 2024	For the year ended March 31, 2023
	Audit fee	3.30	3.00
	Fees for other certifications	1.64	0.40
	GST collected on above services	0.86	0.47
		5.80	3.87
26	Tax expenses	For the year ended March 31, 2024	For the year ended March 31, 2023
	a) Income tax expense:		
	Current tax		
	Current tax on profits for the year	237.52	13.56
	MAT credit entitlement	(237.52)	(13.56)
		-	-
	Tax provision for earlier years		
	Adjustment of tax relating to earlier years	0.01	0.99
		0.01	0.99
	Deferred tax		
	Deferred tax charged during the year	149.21	7.75
		149.21	7.75
	Total tax expenses	149.22	8.74

Notes to financial statements for the year ended March 31, 2024

(All amounts are in INR lakhs, except otherwise stated)

27 Earnings per equity share

Basic EPS is calculated by dividing the profit for the year attributable to equity holders of the Company by the weighted average number of equity shares outstanding during the year.

Diluted EPS is calculated by dividing the profit attributable to equity holders of the Company by the weighted average number of equity shares outstanding during the year plus the weighted average number of equity shares that would be issued on conversion of all the dilutive potential equity shares into equity shares of the Company.

The following reflects the income and share data used in the basic and diluted EPS computations:

	For the year ended March 31, 2024	For the year ended March 31, 2023
Weighted average number of shares used in basic earnings per share	1,00,07,970	1,00,07,970
Weighted average number of shares used in diluted earnings per share	1,00,07,970	1,00,07,970

The numerators and denominators used to calculate the basic and diluted EPS are as follows:

	For the year ended March 31, 2024	For the year ended March 31, 2023
Profit attributable to equity holders of the Company (INR lakhs)	1,209.56	72.07
Weighted average number of equity shares of basic earning per share (number)	1,00,07,970	1,00,07,970
Weighted average number of equity shares diluted earning per share (number)	1,00,07,970	1,00,07,970
Nominal value per equity shares (INR)	10	10
Basic earning per share (INR)	12.09	0.72
Diluted earning per share (INR)	12.09	0.72

28 Financial instruments - Fair values measurement and risk management

A Fair values measurement

(i) Financial instruments - by category

The accounting classification of each category of financial instruments, and their carrying amounts, are set out below:

	As at March 31, 2024			As at March 31, 2023		
	FVTPL	FVTOCI	Amortised cost	FVTPL	FVTOCI	Amortised cost
Financial assets						
Cash and cash equivalents	-	-	186.08	-	-	156.87
Trade receivables	-	-	-	-	-	-
Investments	3,220.26	-	-	2,135.13	-	-
Other financial assets	-	-	-	-	-	2.88
Total financial assets	3,220.26	-	186.08	2,135.13	-	159.75
Financial liabilities						
Payables	-	-	6.08	-	-	4.02
Other financial liabilities	-	-	7.44	-	-	2.06
Total financial liabilities	-	-	13.52	-	-	6.08

The carrying amounts of trade receivables, cash and cash equivalents and other financial assets and liabilities are considered to be the same as their fair values, due to their short-term nature.

(ii) Fair value hierarchy - Financial assets and liabilities measured at fair value

As at March 31, 2024	Note	Level 1	Level 2	Level 3	Total
Financial assets					
Fair value through profit and loss					
Investments held under FVTPL	4	3,220.26	-	-	3,220.26
Total		3,220.26	-	-	3,220.26
Financial liabilities		-	-	-	-
Total		-	-	-	-

Notes to financial statements for the year ended March 31, 2024*(All amounts are in INR lakhs, except otherwise stated)*

As at March 31, 2023	Note	Level 1	Level 2	Level 3	Total
Financial assets					
Fair value through profit and loss					
Investments held under FVTPL	4	2,135.13	-	-	2,135.13
Total		2,135.13	-	-	2,135.13
Financial liabilities					
Total		-	-	-	-

Fair value of instruments measured at amortised cost

The carrying amounts of cash and cash equivalents, trade receivables, trade payable and other financial liabilities are considered to be the same as their fair values, due to their short-term nature. For financial assets and liabilities that are measured at fair value, the carrying amounts are equal to the fair values.

(iii) Measurement of fair values

The fair value of financial instruments have 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 (unadjusted) in active markets for financial instruments.

Level 2: The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data rely as little as possible on entity specific estimates.

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

Financial instruments measured at fair value

	Valuation technique	Significant unobservable inputs	Inter-relationship between significant unobservable inputs and fair value measurement
Investment in equity instruments (Classified as Level 1)	The equity instruments have been fair valued based on prices that are quoted on active markets for equity shares as on the last trading day of the quarter/financial year, as the case may be.	Not Applicable	Not Applicable

B Financial risk management

The Company has exposure to the following risks arising from financial instruments:

- Credit risk;
- Liquidity risk;
- Market risk - Price risk; and
- Market risk - Interest rate risk

Risk management framework

The Company's board of directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The board of directors have authorised senior management to establish the processes, who ensures that executive management controls risks through the mechanism of properly defined framework.

The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risks limits and controls, to monitor risks and adherence to limits. Risk management policies are reviewed regularly to reflect changes in market conditions and the Company's activities. The Company, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

(i) Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers and loans and advances. The maximum exposure to credit risks is represented by the total carrying amount of these financial assets in the balance sheet are as follows:

Notes to financial statements for the year ended March 31, 2024

(All amounts are in INR lakhs, except otherwise stated)

Financial assets that expose the Company to credit risk

	As at March 31, 2024	As at March 31, 2023
Financial assets		
Cash and cash equivalents	186.08	156.87
Trade receivables	-	-
Investments	3,220.26	2,135.13
Other financial assets	-	2.88
Total financial assets	3,406.34	2,294.88

- Credit risk is the risk of financial loss to the Company if a counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables, etc.
- Credit risk on cash and cash equivalents is limited as the Company generally invests in deposits with banks having high credit ratings assigned by domestic credit rating agencies. Credit risk on investments is limited as the Company generally invests in mutual funds of Asset Management Companies that have high credit ratings assigned by domestic credit rating agencies.
- Trade receivables are measured at amortised cost and credit risk related to these are managed by monitoring the recoverability of such amounts continuously. As at the reporting dates of last two years, the trade receivables are Nil.
- Credit risk has always been managed by the Company through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of counterparties to which the Company grants credit terms in the normal course of business. On account of adoption of Ind AS 109, the Company uses expected credit loss ("ECL") model to assess the impairment loss or gain. The Company uses a provision matrix to compute the expected credit loss allowance for financial assets. The provision matrix takes into account available external and internal credit risk factors such as Company's historical experience with customers. At the reporting dates of the last two financial years, the Company had Nil exposure to Loan assets.

(a) Expected credit loss for investment carried at amortised cost and other financial assets

As at March 31, 2024

Asset group	Estimated gross carrying amount of default	Expected probability of default	Expected credit loss	Carrying amount net of impairment provision
Cash and cash equivalents	186.08	0%	-	186.08
Trade receivable	-	0%	-	-
Investments	3,220.26	0%	-	3,220.26
Other financial assets	-	0%	-	-

As at March 31, 2023

Asset group	Estimated gross carrying amount of default	Expected probability of default	Expected credit loss	Carrying amount net of impairment provision
Cash and cash equivalents	156.87	0%	-	156.87
Trade receivable	-	0%	-	-
Investments	2,135.13	0%	-	2,135.13
Other financial assets	2.88	0%	-	2.88

(b) Expected credit loss for trade receivables under simplified approach

The Company's exposure to credit risk for trade receivables is as follows:

Particulars	Gross carrying amount	
	March 31, 2024	March 31, 2023
Trade receivables	-	-
Less: Expected credit losses (Loss allowance provision)	-	-
Carrying amount of trade receivables (net of impairment)	-	-

Notes to financial statements for the year ended March 31, 2024*(All amounts are in INR lakhs, except otherwise stated)***(ii) Liquidity risk**

Liquidity risk refers to the risk that the Company cannot meet its financial obligations. The objective of liquidity risk management is to maintain sufficient liquidity and ensure that the funds are available for use as per requirements. The Company consistently generated sufficient cash flows from operations to meet its financial obligations as and when they fall due.

(a) Maturities of financial liabilities

The tables below analyses the Company's financial liabilities into relevant maturity groupings based on their contractual maturities for all non-derivative financial liabilities. The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances as the impact of discounting is not significant.

As at March 31, 2024

Particulars	Carrying amount	Total	Less than 6 months	6 to 12 months	1 to 3 years	3 to 5 years	More than 5 years
Trade payables	6.08	6.08	6.08	-	-	-	-
Total	6.08	6.08	6.08	-	-	-	-

As at March 31, 2023

Particulars	Carrying amount	Total	Less than 6 months	6 to 12 months	1 to 3 years	3 to 5 years	More than 5 years
Trade payables	4.02	4.02	4.02	-	-	-	-
Total	4.02	4.02	4.02	-	-	-	-

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

Particulars	As at March 31, 2024			As at March 31, 2023		
	Within 12 months	After 12 months	Total	Within 12 months	After 12 months	Total
ASSETS						
Financial assets						
(a) Cash and cash equivalents	186.08	-	186.08	156.87	-	156.87
(b) Receivables	-	-	-	-	-	-
(i) Trade receivables	-	-	-	-	-	-
(c) Investments	-	3,220.26	3,220.26	-	2,135.13	2,135.13
(d) Other financial assets	-	-	-	2.88	-	2.88
Non-financial assets						
(a) Current tax assets (Net)	12.06	-	12.06	-	-	-
(b) Non Current tax assets (Net)	3.87	-	3.87	-	-	-
(c) Deferred tax assets (Net)	-	141.63	141.63	-	53.31	53.31
(d) Property, plant and equipment	-	2.23	2.23	-	2.88	2.88
(e) Other intangible assets	-	2.95	2.95	-	-	-
(f) Other non-financial assets	0.06	-	0.06	0.05	-	0.05
	202.06	3,367.07	3,569.13	159.80	2,191.32	2,351.12

Particulars	As at March 31, 2024			As at March 31, 2023		
	Within 12 months	After 12 months	Total	Within 12 months	After 12 months	Total
LIABILITIES						
Financial liabilities						
(a) Payables	-	-	-	-	-	-
(i) Trade payables	6.08	-	6.08	4.02	-	4.02
(ii) Other financial liabilities	7.44	-	7.44	2.06	-	2.06
Non-financial liabilities						
(a) Current tax liabilities (Net)	-	-	-	6.89	-	6.89

Notes to financial statements for the year ended March 31, 2024

(All amounts are in INR lakhs, except otherwise stated)

(b) Provisions	0.11	6.90	7.01	0.29	1.21	1.50
(c) Other non-financial liabilities	3.34	-	3.34	0.96	-	0.96
	16.97	6.90	23.87	14.21	1.21	15.42

(iii) Market risk

Market risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in market prices. The company is exposed to two types of market risks viz., price risk and interest rate risk. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

(a) Price risk

Equity price risk is the risk that the fair value of equities decreases as the result of changes in level of equity indices and individual stocks. The trading equity price risk exposure arises from equity securities classified at "FVTPL". A 10% increase/(decrease) in the equity price (traded) would have the impact as follows:

Particulars	March 31, 2024	March 31, 2023
Investment in quoted investments	3,220.26	2,135.13
Impact due to increase in price by 10%	322.03	213.51
Impact due to decrease in price by 10%	(322.03)	(213.51)

(b) Interest rate risk

The Company invests in the fixed deposits with banks having high credit ratings assigned by the domestic credit rating agencies.

29 Related party disclosures

Disclosure of related parties/related party transactions pursuant to Ind AS 24 "Related Party Disclosures".

A Name of the related parties and nature of the related party relationship:

(i) Key management personnel

Past relationships:		
Name	Designation	Up to
Mr. Ankit Yadav	Chief Financial Officer	16-Jun-22
Mr. Sandip Kumar Chaubey	Company Secretary	18-Aug-22
Mr. Anshuman Singh Tomar	Company Secretary	14-Dec-22
Mr. Kuldip Singh Rathee	Non-Executive Director	21-Jul-23
Mrs. Vijay Rathee	Managing Director	21-Jul-23
Mrs. Simran Malhotra	Company Secretary	22-Jul-23
Mr. Vishal Vijay Mandavgade	Chief Financial Officer	05-Jan-24
Existing relationships:		
Name	Designation	W.e.f.
Mr. Rajvir Singh Chhillar	Independent Director	27-Dec-19
Mr. Hardeep Kumar Mahotra*	Independent Director	29-Jan-20
Mr. (Dr.) Bhaskara Rao Bollineni	Chairman (Non-executive Director)	21-Jul-23
Mr. Subba Rao Veeravenkata Meka	Managing Director	21-Jul-23
Mr. Bhavanam Ruthvik Reddy	Executive Director & CEO	21-Jul-23
Ms. Neha Agarwal	Company Secretary & Compliance Officer	01-Aug-23
Mrs. Jayanthi Talluri	Independent Director	12-Sep-23

*Mr. Hardeep Kumar Mahotra resigned with effect from 30-Apr-24.

(ii) Enterprise in which the director of the Company and their relatives are able to exercise significant influence

Up to July 21, 2023:

ASK Automotive Limited	Aadhunik Agrotech Private Limited
ASK Automobiles Private Limited	KSR Reality Private Limited
AA Friction Materials Private Limited	Vijaylaxmi Farms Private Limited
KVP Hotels & Resorts Private Limited	Vijaylaxmi Infrabuild Private Limited
Planet Agro Farms Private Limited	KSR Landholding Projects Private Limited
Vijaylaxmi Fincap Private Limited	L.Y. Developers Private Limited
Fresh Air Farms Private Limited	Vijaylaxmi Infra Projects Private Limited
ASK Fras-le Friction Private Limited	AHSAAS Trust
Aadhunik Realty Private Limited	A.P. Automotives Private Limited

W.e.f. July 21, 2023:

Krishna Institute of Medical Sciences Limited
KIMS Hospitals Private Limited
KIMS Swastha Private Limited
KIMS Hospital Bengaluru Private Limited
Bluebridge Capital Private Limited
Doc Tutorials Edutech Private Limited
BRS Medical Association
SPANV Medisearch Lifesciences Private Limited
Prakara Learning Private Limited
Shangrilla Infracon India Private Limited
BVR Projects Private Limited
Sarvejana Healthcare Private Limited
Tiffinease Foods Private Limited
Rx Foods (OPC) Private Limited
Ottoman Foods Ltd.
Ottoman Tubes Pvt. Ltd.
Haryana State Roads and Bridges Corporation Ltd.
Ottoman Industries Pvt. Ltd.

W.e.f. September 12, 2023:

International Conveyors Limited
Refex Renewables & Infrastructure Limited
Talluri Law Consultancy (OPC) Private Limited
Talluri's Kitchen Temple Private Limited

B Particulars of transactions during the year with related parties:

Transaction with	Nature of transaction	For the year ended March 31, 2024	For the year ended March 31, 2023
Mrs. Vijay Rathee	Remuneration	2.73	7.43
Mr. Rajvir Singh Chhillar	Sitting fees	3.30	2.50
Mr. Hardeep Kumar Mahotra	Sitting fees	3.60	2.50
Mrs. Jayanthi Talluri	Sitting fees	0.90	-
Mr. Subba Rao Veeravenkata Meka	Remuneration	27.04	-
Mr. Bhavanam Ruthvik Reddy	Remuneration	11.27	-
Mr. Sandip Kumar Chaubey	Remuneration	-	2.93
Mr. Ankit Yadav	Remuneration	-	2.33
Mr. Anshuman Singh Tomar	Remuneration	-	1.12
Mrs. Simran Malhotra	Remuneration	1.38	0.65
Mr. Vishal Vijay Mandavgade	Remuneration	5.62	-
Ms. Neha Agarwal	Remuneration	8.61	-

C Balances outstanding at year end:

Balances with	Nature	As at March 31, 2024	As at March 31, 2023
Mrs. Vijay Rathee	Remuneration payable	-	1.13
Mrs. Simran Malhotra	Remuneration payable	-	0.37
Mr. Subba Rao Veeravenkata Meka	Remuneration payable	4.80	-
Mr. Bhavanam Ruthvik Reddy	Remuneration payable	2.05	-
Ms. Neha Agarwal	Remuneration payable	1.23	-

Notes to financial statements for the year ended March 31, 2024

(All amounts are in INR lakhs, except otherwise stated)

Note: The provision for gratuity and compensated absences is made on the basis of actuarial valuation for all the employees of the Company including for the managerial personnel. Proportionate amount of gratuity and compensated absences is not included in the above disclosure since the exact amount is not ascertainable.

30 Capital management

For the purpose of the Company's capital management, capital includes issued equity capital and all other equity reserves attributable to the equity holders of the Company.

The Company's objective for capital management is to maximise shareholder value, safeguard business continuity and support the growth of the Company. The Company determines the capital requirement based on annual operating plans and long-term and other strategic investment plans. The funding requirements are met through equity and operating cash flows generated. The Company is not subject to any externally imposed capital requirements.

31 Employee benefit plan

31 (a) Provident fund

Provident fund benefit is a defined contribution plan under which the Company pays fixed contributions into funds established under Employees Provident Fund and Miscellaneous Provisions Act, 1952. The Company has no legal or constructive obligations to pay further contributions after payment of the fixed contribution. The contributions recognised in respect of defined contribution plans are expensed as and when they accrue. Liabilities and assets may be recognised if underpayment or prepayment has occurred and are included in current liabilities or current assets, respectively, as they are normally of a short term nature.

31 (b) Compensated absence

The Company's obligation towards leave encashment is determined using the Project Unit Credit Method as per Ind AS 19, with actuarial valuations being carried out at the end of each annual reporting period by an independent agency. These obligations are recognised in the Statement of Profit and Loss.

31 (c) Gratuity

Gratuity liability is defined benefit obligation and is provided for on the basis of an actuarial valuation on Project Unit Credit Method as per Ind AS 19 made at the end of each financial year. The gratuity plan is governed by the Payment of Gratuity Act, 1972. Every employee who has completed five years or more of service gets a gratuity on departure at 15 days salary (last drawn salary) for each completed year of service. The scheme is unfunded.

Changes in the defined benefit obligation and fair value of plan assets as at March 31, 2024 and March 31, 2023:

	Defined benefit obligation	Fair value of plan assets	Benefit liability
As at April 1, 2022	1.59	-	1.59
Current service cost	0.01	-	0.01
Interest cost	0.11	-	0.11
Total amount recognised in statement of profit and loss	0.12	-	0.12
Total amount recognised in other comprehensive income	(0.01)	-	(0.01)
Less: Benefits Paid	(1.07)	-	(1.07)
As at March 31, 2023	0.63	-	0.63
Current service cost	3.48	-	3.48
Interest cost	0.05	-	0.05
Total amount recognised in statement of profit and loss	3.53	-	3.53
Total amount recognised in other comprehensive income	0.21	-	0.21
Less: Benefits Paid	(0.98)	-	(0.98)
As at March 31, 2024	3.38	-	3.38

Since the gratuity plan is unfunded, investment pattern and information related to fair value of plan assets is not being provided.

Expense recognised in statement of profit and loss		
Description	March 31, 2024	March 31, 2023
Current service cost	3.48	0.01
Interest cost	0.05	0.11
Total amount recognised in statement of profit and loss	3.53	0.12

Amount recognised as other comprehensive income (OCI)

Notes to financial statements for the year ended March 31, 2024*(All amounts are in INR lakhs, except otherwise stated)*

Description	March 31, 2024	March 31, 2023
Actuarial (gains) / losses due to adjustments	0.21	(0.01)
Total amount recognised as OCI	0.21	(0.01)

The principal assumptions used in determining gratuity obligations for the Company's plan is shown below:

Description	March 31, 2024	March 31, 2023
Discount rate (per annum)	7.15%	7.35%
Salary growth rate (per annum)	9.00%	9.40%
Mortality rates inclusive of provision for disability	100% of IALM 2012-14	100% of IALM 2012-14
Retirement age	70 years for Mr. Subba Rao Veeravenkata Meka, 58 years for other employee	75 years for Mrs. Vijay Rathee, 58 years for other employee
Attrition / Withdrawal rate, based on age:		
Upto 30 years		3.00%
31-44 years		2.00%
Above 44 years		1.00%

A quantitative sensitivity analysis for significant assumption is as shown below:

Defined Benefit Obligation (Base)	March 31, 2024		March 31, 2023	
	Decrease	Increase	Decrease	Increase
Discount rate (- / + 1%)	3.93	2.94	0.66	0.60
(% change compared to base due to sensitivity)	16.2%	-13.1%	5.3%	-5.0%
Salary growth rate (- / + 1%)	2.94	3.92	0.60	0.66
(% change compared to base due to sensitivity)	-13.0%	15.8%	-4.9%	5.2%
Attrition rates (- / + 50% of attrition rates)	3.55	3.22	0.63	0.63
(% change compared to base due to sensitivity)	5.1%	-4.7%	0.6%	-0.6%
Mortality rates (- / + 10% of mortality rates)	3.38	3.38	0.63	0.63
(% change compared to base due to sensitivity)	0.1%	0.0%	0.0%	0.0%

The sensitivity analysis above have been determined based on a method that extrapolates the impact on defined benefit obligation as a result of reasonable changes in key assumptions occurring at the end of the reporting period.

The following payments are expected contributions to the defined benefit plan in future years:

Description	March 31, 2024	March 31, 2023
Within the next 12 months (next annual reporting period)	0.03	0.02
Between 2 and 5 years	0.21	0.12
Between 6 and 10 years	2.17	0.80
Beyond 10 years	10.22	-
Total expected payments	12.62	0.94

Notes to financial statements for the year ended March 31, 2024

(All amounts are in INR lakhs, except otherwise stated)

32 Segment reporting

The Company operates in a single reportable segment i.e., investing. Since the nature of the investments are exposed to similar risk and return profiles hence they are collectively operating under a single segment. The Company operates in a single geographical segment i.e., domestic.

33 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.

34 Contingent liabilities and commitments

Contingent liability is a possible obligation arising from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity or a present obligation that arises from past events but is not recognised because it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation or the amount of the obligation cannot be measured with sufficient reliability.

Contingent Liabilities			
S. No.	Particulars	As at March 31, 2024	As at March 31, 2023
a.	Claims against the Company not acknowledged as debt	-	3.00 (After absorption of refund claimed ₹3.87 lakh reflected as an asset in the Balance Sheet)
b.	Guarantees	-	-
c.	Other money for which company is contingently liable	-	-

Commitments			
S. No.	Particulars	As at March 31, 2024	As at March 31, 2023
a.	Estimated amount of contracts remaining to be executed on capital account and not provided for	-	-
b.	Uncalled liability on shares and other investments partly paid	-	-
c.	Other commitments	-	-

35 New effective or amended standards

Ministry of Corporate Affairs ("MCA") notified new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On March 31, 2023, MCA amended the Companies (Indian Accounting Standards) Amendment Rules, 2023, as below:

a) Ind AS 1 - Presentation of Financial Statements

This amendment requires the entities to disclose their material accounting policies rather than their significant accounting policies. The effective date for adoption of this amendment is annual periods beginning on or after April 01, 2023. The Company has evaluated the amendment and the impact of the amendment is insignificant in the financial statements.

b) Ind AS 8 - Accounting Policies, Changes in Accounting Estimates and Errors

This amendment has introduced a definition of 'accounting estimates' and included amendments to Ind AS 8 to help entities distinguish changes in accounting policies from changes in accounting estimates. The effective date for adoption of this amendment is annual periods beginning on or after April 01, 2023. The Company has evaluated the amendment and there is no impact on its financial statements.

c) Ind AS 12 - Income Taxes

This amendment has narrowed the scope of the initial recognition exemption ("IRE") so that it does not apply to transactions that give rise to equal and offsetting temporary differences. The effective date for adoption of this amendment is annual periods beginning on or after April 01, 2023. The Company has evaluated the amendment and there is no impact on its financial statement.

Notes to financial statements for the year ended March 31, 2024*(All amounts are in INR lakhs, except otherwise stated)***36 Recent accounting pronouncements**

As per Companies (Accounts) Second Amendment Rules, 2021 through MCA notification dated March 24, 2021, a new proviso has been added in Rules 3(1) of The Companies (Accounts) Rules, 2014, which states that:

“Provided that for the financial year commencing on or after the 01st day of April, 2021, every company which uses accounting software for maintaining its books of account, shall use only such accounting software which has a feature of:

- a. recording an audit trail of each and every transaction;
- b. creating an edit log of each change made in books of account along with the date when such changes were made; and
- c. ensuring that the audit trail cannot be disabled.”

By MCA notification dated April 01, 2021, a substitution was made in proviso to sub-rule (1), for the figures, letters and words “01st day of April, 2021” the following has been substituted “01st day of April, 2022”. Further by MCA notification dated March 31, 2022, another substitution was made in proviso to sub-rule (1), for the figures, letters and words “01st day of April, 2022” the following has been substituted “01st day of April, 2023.

By this notification(s) it has been made mandatory from April 01, 2023 for every company to add on the feature of audit trail in their accounting software in which it maintains its books of account. The feature of Audit trail should have an edit log which shall record each and every transaction along with modifications made at any point of time. The Company complies with this.

The Company has used accounting software with an audit trail (edit log) feature, except for the instances mentioned below, to maintain its books of accounts from August 1, 2023, to March 31, 2024:

- i. The audit trail (edit log) feature was not enabled at the database level for logging direct data changes in the software used for maintaining the books of accounts related to payrolls, property, plant and equipment, and other intangible assets.

Further, from August 1, 2023 to March 31, 2024 where audit trail (edit log) facility was enabled and operated for the respective accounting software, there is no instance of the audit trail feature being tampered with.

There has been a change in management/promoter of the Company effective July 21, 2023.

Edit Log is reflecting rectifications by the management during the course of operations.

37 Revenue Recognition

The Company has recognised following amounts relating revenue in the Statement of Profit and Loss:

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Interest income	1.90	-
Dividend income	38.05	27.98
Net gain on fair value changes	1,463.01	106.45
Other income	-	0.05
Total income	1,502.95	134.48

Disaggregation of revenue from contracts with customers:

In the following table, revenue is disaggregated by primary geographical market:

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Within India	1,502.95	134.48
Outside India	-	-
Total income	1,502.95	134.48

Contract Balances

The following table provides information about receivables, contract assets and contract liabilities from contracts with customers:

Particulars	As at March 31, 2024	As at March 31, 2023
Receivables	-	-

Notes to financial statements for the year ended March 31, 2024

(All amounts are in INR lakhs, except otherwise stated)

38 Additional Regulatory and Other Information

- i) The Company does not hold any Immovable Property in the name of the Company.
- ii) The Company has not done any revaluation of Immovable Property.
- iii) The Company has not given any Loans or Advances in the nature of loans are granted to promoters, Directors, KMPs and the related parties (as defined under Companies Act, 2013,) either severally or jointly with any other person.
- iv) The Company does not have any Capital Work-in-Progress.
- v) The Company does not hold any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made thereunder and no proceeding have been initiated or pending the company under the said Act.
- vi) Our Company is an NBFC-ND with asset size less than ₹ 500 crore and pursuant to RBI circular dated November 04, 2014 RBI/2014-15/299 DNBR(PD) CC. No. 002/03.10.001/2014-15 the Company is exempted from the requirement of maintaining CRAR.
- vii) Liquidity Coverage Ratio (LCR) is not applicable to the Company since the Company is Type 1 NBFC pursuant to circular dated November 04, 2019, RBI/2019-20/88 DOR.NBFC(PD) CC.No.102/03.10.001/2019-20.
- viii) The Company has not advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds) to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the Intermediary shall: (a) 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 (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- ix) Unhedged foreign currency exposure of the Company as on March 31, 2024: Nil.
- x) The Company has no transactions with the companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956.
- xi) The Company has not traded or invested in Crypto currency or Virtual currency during the year ended March 31, 2024.
- xii) The Company did not have any transactions which had not been recorded in the books of accounts that had been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).
- xiii) The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments). Also, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- xiv) There has been no fraud by the Company or against the Company during the year ended March 31, 2024. Also, no report under sub-section (12) of section 143 of the Companies 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.
- xv) Transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.
- xvi) The Company has not entered into non-cash transactions with Directors or persons connected with him as restricted in section 192 of Companies Act, 2013.
- xvii) The Company has no pending litigations that would impact the financial position of the financial statements.
- xviii) The accounts have been prepared on the assumption that the Company is a going concern.
- xix) The Company does not have any subsidiaries and thus complies with the restriction on the number of layers as prescribed under clause (87) of section 2 of the Companies Act, 2013.
- xx) The Company does not meet any of the criteria specified under Section 135(1) of the Companies Act, 2013, for the preceding financial year 2022-23. Hence, the provisions of Corporate Social Responsibility (CSR) are not applicable for the current financial year 2023-24.

39 Borrowings

- a) The Company has not borrowed in any form (including term loans) from any banks or financial institutions during the year. There are no charges outstanding in Company's name with the Registrar of Companies. Additionally, it has not defaulted on the repayment of loans, other borrowings, or the payment of interest to any lender.
- b) The Company has not been declared as wilful defaulter by any bank or financial institution or any other lender.
- c) The Company has not taken any funds from any entity or person on account of or to meet the obligations of its associate companies.
- d) No Scheme of Arrangements has been approved by the Competent Authority in terms of Sections 230 to 237 of the Companies Act, 2013.
- e) The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall: (a) 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 (b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

Notes to financial statements for the year ended March 31, 2024*(All amounts are in INR lakhs, except otherwise stated)***40 Authorisation of financial statements**

The financial statements for the year ended March 31, 2024 were approved by the Board of Directors on May 29, 2024.

41 Previous year's figures have been regrouped/rearranged, wherever necessary to conform to current year's classifications/disclosures.

42 Note on Change in the Management/Promoter/Director during the year

- a) The Company filed an application dated November 15, 2022 with the Reserve Bank of India ("RBI") seeking approval for the change in management and transfer of control from Mrs. Vijay Rathee and Mr. Kuldeep Singh Rathee ("Seller/ outgoing promoter") to Dr. Bhaskara Rao Bollineni and Mr. Bhavanam Ruthvik Reddy ("Acquirer/ New Promoter"). The Company received the RBI approval dated May 11, 2023 for the abovementioned change and transfer.
- b) Pursuant to the Share Purchase Agreement ("SPA") dated November 09, 2022, executed between the Seller and Acquirer, a public announcement dated November 09, 2022, was made by the Acquirer in terms of (Substantial Acquisition of Shares and Takeover) Regulation 2011. The Acquirer has acquired 69,41,050 equity shares (representing 69.36% of the total equity capital of the Company) which includes 69,39,650 equity shares held by the Seller. The SPA was consummated at the Board Meeting held on July 21, 2023.
- c) Further, according to the consummation of SPA, the Board at its meeting held on July 21, 2023, subject to the approval of shareholders had appointed Dr. Bhaskara Rao Bollineni (Non-Executive Chairperson), Mr. Bhavanam Ruthvik Reddy (Executive), and Mr. Subba Rao Veeravenkata Meka (Executive) as Additional Directors of the Company. Subsequently, at the Board Meeting held on September 12, 2023, Mr. Bhavanam Ruthvik Reddy was appointed as Chief Executive Officer and Whole Time Director for three years effective from September 12, 2023, Mr. Subba Rao Veeravenkata Meka was appointed as Managing Director for three years effective from September 12, 2023, and Ms. Jayanthi Talluri was appointed as Independent (Women) Director for two years effective from September 12, 2023. The said appointments were approved by the shareholders of the Company through postal ballot vide resolutions dated October 19, 2023.
- d) The Company vide its letter dated September 23, 2023, had requested approval from the BSE Limited (the "Stock Exchange") for the reclassification of the Promoter/Promoter Group under Regulation 31A(10) of the SEBI (LODR) Regulations, 2015 i.e., to reclassify (i) "outgoing promoters" i.e., Mrs. Vijay Rathee and Mr. Kuldeep Singh Rathee as "Public" and (ii) Dr. Bhaskara Rao Bollineni and Mr. Bhavanam Ruthvik Reddy as the "Promoter" of the Company. The Stock Exchange approved these reclassifications of Promoter vide its letter dated March 28, 2024.
- e) Pursuant to the No objection of RBI's letter dated January 25, 2024, and Special Resolution passed by the shareholder by way of postal ballot on March 14, 2024, through remote e-voting held from Wednesday, February 14, 2024 at 9.00 am (IST) to Thursday, March 14, 2024 at 5:00 p.m. (IST), results of which were declared on Friday, March 15, 2024, the Company has applied to Regional Director, Northern Region, Ministry of Corporate Affairs, New Delhi, for shifting of Registered office from 'National Capital Territory (NCT) of Delhi' to the 'State of Telangana'.

As per our report of even date

For D.S. TALWAR & CO.
Chartered Accountants
Firm's Registration No.: 000993N

For and on behalf of the Board of Directors of
Som Datt Finance Corporation Limited

Sd/-
Shradha Talwar
Partner
Membership No.: 514698
Place: New Delhi
Date: May 29, 2024

Sd/-
Subba Rao Veeravenkata Meka
(Venkat Subbarao)
Managing Director
DIN: 07173955
Place: Hyderabad
Date: May 29, 2024

Sd/-
Bhavanam Ruthvik Reddy
Whole Time Director & CEO
DIN: 08372627
Place: Hyderabad
Date: May 29, 2024

Sd/-
Shashank Shankpal
Chief Financial Officer
PAN: BNKPS4919J
Place: Hyderabad
Date: May 29, 2024

Sd/-
Neha Agarwal
Company Secretary & Compliance Officer
Membership No.: A22107
Place: Hyderabad
Date: May 29, 2024

Schedule to the Balance Sheet as on March 31, 2024, as required in terms of paragraph 31 of Master Direction - Reserve Bank of India (Non-Banking Financial Company - Scale Based Regulation) Directions, 2023:

(All amounts are in INR lakhs, except otherwise stated)

Liabilities side		Amount Outstanding	Amount Overdue
I	Loans and advances availed by the NBFC inclusive of interest accrued thereon but not paid:		
(a)	Debentures:		
	- Secured	-	-
	- Unsecured (other than falling within the meaning of public deposits)	-	-
(b)	Deferred Credits	-	-
(c)	Term Loans	-	-
(d)	Inter-corporate loans and borrowing	-	-
(e)	Commercial Paper	-	-
(f)	Public Deposits	-	-
(g)	Other Loans	-	-
II	Break-up of 'Public Deposits' above (Outstanding inclusive of interest accrued thereon but not paid):		
(a)	In the form of Unsecured debentures	-	-
(b)	In the form of partly secured debentures i.e. debentures where there is a shortfall in the value of security	-	-
(c)	Other public deposits	-	-
Assets side		Amount Outstanding	
III	Break-up of Loans and Advances including bills receivables [other than those included in (4) below]:		
(a)	Secured		-
(b)	Unsecured		-
IV	Break up of Leased Assets and stock on hire and other assets counting towards asset financing 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)	Other loans counting towards asset financing activities		
(a)	Loans where assets have been repossessed		-
(b)	Loans other than (a) above		-
V	Break-up of Investments		Amount Outstanding
1	Current Investments - Quoted		
(i)	Shares		
	(a) Equity		-
	(b) Preference		-
(ii)	Debentures and Bonds		-
(iii)	Units of mutual funds		-

(iv)	Government Securities	-
(v)	Others	-
2	Current Investments - Unquoted	
(i)	Shares	
	(a) Equity	-
	(b) Preference	-
(ii)	Debentures and Bonds	-
(iii)	Units of mutual funds	-
(iv)	Government Securities	-
(v)	Others	-
3	Long Term Investments - Quoted	
(i)	Shares	
	(a) Equity	3,220.26
	(b) Preference	-
(ii)	Debentures and Bonds	-
(iii)	Units of mutual funds	-
(iv)	Government Securities	-
(v)	Others	-
4	Long Term Investments - Unquoted	
(i)	Shares	
	(a) Equity	-
	(b) Preference	-
(ii)	Debentures and Bonds	-
(iii)	Units of mutual funds	-
(iv)	Government Securities	-
(v)	Others	-

VI Borrower group-wise classification of assets financed as in III and IV above:				
	Category	Amount net of provisions		
		Secured	Unsecured	Total
1	Related Parties			
	(a) Subsidiaries	-	-	-
	(b) Companies in the same group	-	-	-
	(c) Other related parties	-	-	-
2	Other than related parties	-	-	-
	Total	-	-	-

VII 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		3,220.26	3,220.26
	Total		3,220.26	3,220.26

VIII	Other information:	Particulars	Amount
	(i)	Gross Non-Performing Assets	
	(a)	Related parties	-
	(b)	Other than related parties	-
	(ii)	Net Non-Performing Assets	
	(a)	Related parties	-
	(b)	Other than related parties	-
	(iii)	Assets acquired in satisfaction of debt	-

As per our report of even date

For and on behalf of the Board of Directors of
Som Datt Finance Corporation Limited

Sd/-
Subba Rao Veeravenkata Meka
(Venkat Subbarao)
Managing Director
DIN: 07173955
Place: Hyderabad
Date: May 29, 2024

Sd/-
Bhavanam Ruthvik Reddy
Whole Time Director & CEO
DIN: 08372627
Place: Hyderabad
Date: May 29, 2024

Sd/-
Shashank Shankpal
Chief Financial Officer
PAN: BNKPS4919J
Place: Hyderabad
Date: May 29, 2024

Sd/-
Neha Agarwal
Company Secretary & Compliance Officer
Membership No.: A22107
Place: Hyderabad
Date: May 29, 2024

