

# INDERGIRI FINANCE LIMITED

(CIN: L65923MH1995PLC161968)

Regd. Office: Unit No. 806, B Wing, 8th Floor, Kanakia Wall Street Andheri Kurla Road, Chakala, Andheri East,  
Mumbai-400093 Email: ramjeet.yadav@iflcorp.in Website: www.indergiri.com Phone: 8655618551

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5<sup>th</sup> September 2024

To,  
The Listing Department,  
BSE Limited  
Department of Corporate Affairs  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai- 400 001

**Sub: Annual Report and Notice of 30th Annual General Meeting of the Company**

**Scrip ID-531505**

**Scrip Code- INDERGR**

**ISIN: INE628F01019**

Dear Sir/Madam,

This is further to our letter dated 3<sup>rd</sup> September 2024 wherein the Company had informed that the Annual General Meeting (AGM) of the Company is scheduled to be held on Monday, 30th September 2024 through Video Conference / Other Audio-Visual Means, in accordance with the relevant circulars issued by Ministry of Corporate Affairs and Securities and Exchange Board of India (SEBI).

In terms of the requirements of Regulation 34 (1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the Annual Report of the Company and the Notice of AGM for the financial year 2023-2024, which is also being sent through electronic mode to the Members.

The same is available on the Company's website at [www.indergiri.com](http://www.indergiri.com).

Kindly take this on your record.

Thanking you,

Yours Faithfully,  
For **INDERGIRI FINANCE LIMITED**

Ramjeet Yadav  
Company Secretary & Compliance Officer  
Membership No: ACS 50581

Encl: As Above



**THIRTIETH ANNUAL REPORT  
2023 - 2024**

**BOARD OF DIRECTORS**

Mr. Vinod Kumar Sharma	Chairperson & Independent Director
Mr. Dineshchandra Babel	Independent Director
Mr. Shanker Wunnava	Managing Director & CFO
Mr. Mohit Agarwal	
Mr. Roshan Shah	
Mrs. Neelam Mishra	

**COMPANY SECRETARY & COMPLIANCE OFFICER**

Mr. Ramjeet Yadav

**REGISTERED OFFICE**

Unit No. 806, B Wing, 8th Floor,  
 Kanakia Wall Street Andheri Kurla Road,  
 Chakala, Andheri East, Mumbai - 400 093.  
 Web.: [www.indergiri.com](http://www.indergiri.com)

**AUDITORS**

**Sampat & Mehta**  
 B-501/502, 11 Saroday, Western Express Highway,  
 Bandra (East), Mumbai- 400 051.

**BANKERS**

HDFC Bank Ltd.  
 ICICI Bank Ltd.  
 AU Small Finance Bank Ltd.

**SHARE TRANSFER AGENTS**

Link Intime Pvt Limited  
 C 101, 247 Park, LBS Marg  
 Vikhroli (West), Mumbai - 400 083.

**WEB**

[www.indergiri.com](http://www.indergiri.com)

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## INDERGIRI FINANCE LIMITED

CIN No.: L65923MH1995PLC161968

Regd. Office: Unit No. 806, B Wing 8th Floor, Kanakia Wall Street, Andheri Kurla Road, Chakala, Andheri East, Mumbai - 400 093.; Email: ramjeet.yadav@iflcorp.in; Tel. No.8655618551, Web: www.indergiri.com

## NOTICE

NOTICE is hereby given that the Thirtieth Annual General Meeting of the Members of Indergiri Finance Limited, will be held on Monday, 30th September, 2024 at 12.00 p.m. through Video Conference (VC) or any Other Audio Visual Means (OAVM) to transact the following business:

**A. AS ORDINARY BUSINESS**

1. To receive, consider, approve and adopt the audited Balance Sheet, Cash Flow Statement as at 31st March 2024 and the Statement of Profit & Loss for the year ended 31st March 2024 and the Auditors' Report and Directors' report thereon.
2. To appoint a director in place of Mr. Roshan Shah (holding DIN-08902193), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible & offers himself for re-appointment.
3. To Re-appointment of M/s. Sampat & Mehta as Statutory Auditor of the Company,

“**RESOLVED THAT** pursuant to provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Audit & Auditors) Rules, 2014, including any statutory enactment or modification thereof, M/s. Sampat & Mehta, Chartered Accountant, (Firm Registration No. 109031W) be and is hereby re-appointment as the Statutory Auditors of the Company and to hold the office from the conclusion of this 30th Annual General Meeting till the conclusion of 33th Annual General Meeting of the Company, subject to ratification as to the said appointment at every Annual General Meeting, at a remuneration to be decided by the Board of Directors in consultation with the Auditors plus applicable Goods & service tax (GST) and reimbursement of travelling and out of pocket expenses incurred by them for the purpose of audit.

**RESOLVED FURTHER THAT** Mr. Shanker Wunnava, Managing Director of the company or Mr. Ramjeet Yadav Company Secretary of the company be and is hereby authorized severally, on behalf of the company, to file necessary E-form/returns with the Registrar of companies and to do all acts, deeds, matters and things as deemed necessary for the purposes of giving effect to the aforesaid resolution.”

**B. AS SPECIAL BUSINESS**

4. **To approve re-appointment of Mr. Dineshchandra Babel (DIN:03042254) as an Independent Director of the Company for the second term:**

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

“**RESOLVED THAT** pursuant to Section 149 and 152, read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”), if any, read with the rules made thereunder, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”), (including any statutory modification(s) or re-enactment thereof for the time being in force) and any other law as may be applicable, Mr. Dineshchandra Babel (DIN: 03042254), who was appointed as an Independent Director of the Company with effect from August 10, 2019 at the Annual General Meeting held on September 13, 2019, for a term of five years and who holds office of the Independent Director up to August 09, 2024 and who has submitted a declaration that she meets the criteria of independence as provided in the Act and the Listing regulations, and is eligible for re-appointment as an Independent Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five years with effect from August 10, 2024 to August 09, 2029.”

**RESOLVED FURTHER THAT** any one Director / Secretary of the Company be and is hereby authorized to take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

5. **To approve appointment of Mr. Datta Shashikant Joshi (DIN: 10478932) as an Independent Director of the Company:**

To consider and if thought fir, to pass the following resolution with or without modification(s) as a **Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 161, 197, Schedule IV, V and other applicable provisions of the Companies Act, 2013 (“the Act”) read with The Companies (Appointment and Qualification of Directors) Rules, 2014 and applicable provisions of the Listing Regulations, 2015 (including any statutory modification(s) or re- enactment(s) thereof for the time being in force), Mr. Datta Shashikant Joshi (DIN

10478932), who on the recommendation of the Nomination and Remuneration Committee was appointed as an Additional Independent Director of the Company with effect from 24th May, 2024 and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, proposing the candidature of Mr. Datta Shashikant Joshi for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company for 5 (five) consecutive years commencing from 24th May, 2024, not liable to retire by rotation.

**RESOLVED FURTHER THAT** any one Director / Secretary of the Company be and is hereby authorized to take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**6. To increase in investment limits for non-resident indians and overseas citizens of india:**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution:**

**“RESOLVED THAT** pursuant to the applicable provisions of Foreign Exchange Management Act, 1999, as amended (“FEMA”), Foreign Exchange Management (Non-debt Instruments) Rules, 2019, which came into force with effect from October 17, 2019, and the Consolidated FDI Policy Circular of 2017, as amended, the Companies Act, 2013, as amended, and the rules and regulations made thereunder (collectively referred to as the “Companies Act”) and subject to all applicable approvals, permissions and sanctions of the Reserve Bank of India (“RBI”), the Ministry of Finance, the Ministry of Corporate Affairs, Government of India and other concerned authorities and subject to such conditions as may be prescribed by any of the said concerned authorities while granting such approvals, permissions or sanctions which may be executed by the board of directors of the Company (“Board”), the limit of investment by the Non-resident Indians (“NRI”) and Overseas Citizens of India (“OCI”), together, in the equity shares of face value of Rs. 10 each of the Company, including, without limitation, by subscription in the further public offering in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, or direct purchase or acquisition from the open market or otherwise, is increased from 10% to 24% of the paid-up equity share capital of the Company, provided, however, that the shareholding of Such NRIs or OCIs in the Company shall not exceed such limits as are applicable or as may be prescribed, from time to time, under applicable Acts, Laws, Rules and Regulations.

**RESOLVED FURTHER THAT** the Board of Directors of the Company, be and are hereby severally authorised to do all such acts, things and deeds on behalf of the Company and make such filings / application with the regulatory authorities, including RBI, if any to effectively implement this resolution.”

By Order of the Board  
**For Indergiri Finance Limited**

**Ramjeet Yadav**

Company Secretary and Compliance Officer  
Membership No. A50581

Place: Mumbai  
Date: 26th July, 2024

## NOTES FOR MEMBERS' ATTENTION

1. An explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the Act) relating to the special business to be transacted at the 30th Annual General Meeting (AGM) as set out in the Notice, is annexed hereto. Additional information, pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('Listing Regulations, 2015') and Secretarial Standard - 2 on General Meetings, issued by The Institute of Company Secretaries of India, in respect of Director retiring by rotation and seeking re-appointment and re-appointments / appointments at this AGM is furnished as Annexure to this Notice.
2. The Ministry of Corporate Affairs (MCA) in continuation to previous Circulars has further extended the relaxation of convening the AGM through Video Conference (VC) / Other Audio Visual Means (OAVM) vide Circular dated 25th September 2023. The Securities and Exchange Board of India (SEBI) has also extended the same relaxation vide its Circular dated 07th October 2023 (collectively referred to as "said Circulars"). In view of this, the 30th AGM is being conducted through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company. Link Intime India Private Limited through instavote will be providing the facility for voting through remote e-Voting, for participation in the AGM through VC / OAVM facility and e-Voting during the AGM. The procedure for participating in the meeting through VC / OAVM is explained in note no. 11 below and is also available on the website of the Company at [www.indergiri.com](http://www.indergiri.com).
3. As the AGM shall be conducted through VC / OAVM, the facility for appointment of Proxy by the Members is not available for this AGM and hence the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice. However, in terms of the provisions of Sections 112 and 113 of the Act read with the said Circulars, Corporate Members are entitled to appoint their authorized representatives to attend the AGM through VC / OAVM on their behalf and participate thereat, including casting votes by electronic means.
4. The Annual Report including Notice of the 30th AGM of the Company *inter alia* indicating the process and manner of e-Voting is being sent only by email, to all the Members whose email IDs are registered with the Company / Depository Participant(s) (DPs) for communication purposes and to all other persons so entitled. Further, in terms of the applicable provisions of the Act, Listing Regulations, 2015 read with the said Circulars issued by MCA and SEBI, the Annual Report including Notice of the 30th AGM of the Company will also be available on the website of the Company at [www.indergiri.com](http://www.indergiri.com). The same can also be accessed on the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and <https://instavote.linkintime.co.in>.
5. Members are requested to send all their documents and communications pertaining to shares to **Link Intime India Pvt. Ltd.**, Registrar and Share Transfer Agent (RTA) of the Company at their address at C-101, Embassy, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai, Maharashtra 400 083, Telephone No. (+91) 810 811 6767, [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in), for both physical and demat segment of Equity Shares. Please quote on all such correspondence - "Unit – Indergiri Finance Limited".
6. **'SWAYAM' - Investor Self-Service Portal**  
 During the year under review, the RTA of the Company has launched 'SWAYAM', Investor Self-Service Portal, designed exclusively for the Members serviced by the RTA of the Company.  
 'SWAYAM' is a secure, user-friendly platform that empowers Members to effortlessly access information through a dashboard and avail various services in digital mode. Following are the key features and benefits of 'SWAYAM' Portal:
  - Updated status on electronic holdings across various companies serviced by the RTA and its subsidiaries.
  - Tracking of corporate actions.
  - Generate and track service requests / complaints raised on this portal.
  - Members holding shares in physical form can register on the said Portal only after updating their KYC details in their folio.
 The investors can visit and access the 'SWAYAM' Portal at <https://swayam.linkintime.co.in/#>.
7. As per the provisions of Section 72 of the Act, facility for making nomination is available to Individuals holding shares in the Company. Members holding shares in physical form who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members may download the Nomination Form from the Company's website under the weblink at <https://www.indergiri.com/investor/RTA> forms.  
 Members holding shares in demat mode should file their nomination with their DPs for availing this facility.

8. In accordance with SEBI circular dated 16th March 2023, the Company has sent / will be sending out intimations to those Members, holding shares in physical form, whose PAN, KYC and / or Nomination details are not updated with a request to update the details. Members are advised to update / submit the requisite information.
9. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated 25th January, 2022 has mandated Listed Companies to issue securities only in demat form while processing service requests viz. issue of duplicate securities certificate; claim from Unclaimed Suspense Account; renewal / exchange of securities certificate; endorsement; sub-division / splitting of securities certificate; consolidation of securities certificates / folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR - 4, the format of which is available on the Company's website under the weblink at <https://www.indergiri.com/investor/RTA> forms.

Members holding equity shares of the Company in physical form are requested to kindly get their equity shares converted into demat / electronic form to get inherent benefits of dematerialization and also considering that physical transfer of equity shares / issuance of equity shares in physical form have been disallowed by SEBI.

**10. Members are requested:**

- a) To quote their folio number / DP ID and Client ID in all correspondence.
- b) To notify immediately change of their address and bank particulars to the RTA in case the shares are held in physical form; and in case the shares are held in dematerialized form, the information should be passed on directly to their respective Depository Participant and not to the Company / RTA, without any delay.

**11. PROCEDURE FOR JOINING THE AGM THROUGH VC / OAVM**

Members will be provided with a facility to attend the AGM through VC / OAVM through the RTA e-Voting system. Members may access the same at <https://instavote.linkintime.co.in> under Members login by using the remote e-Voting credentials. The link for VC / OAVM will be available in Members login where the EVEN of Company will be displayed. Please note that 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. Further, Members can also use the OTP based login for logging into the e-Voting system of NSDL.

- I. For convenience of the Members and proper conduct of AGM, Members can login and join at least 30 (thirty) minutes before the time scheduled for the AGM and the window for login shall be kept open throughout the proceedings of the AGM. The facility of participation at the AGM through VC / OAVM will be made available for 1,000 Members on 'first come first serve' basis. This will not include large Members (i.e. Members holding 2% or more), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc. who are allowed to attend the AGM without restriction on account of first-come-first-served basis.
  - II. The attendance of Members attending the AGM through VC / OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
  - III. Shareholders present at the AGM through InstaMeet facility and who 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 facility during the meeting from 12.00 PM (IST) till the expiry of 15 minutes after the AGM is over. Shareholders who have voted through remote e-voting prior to the AGM will be eligible to attend/participate in the AGM through InstaMeet. However, they will not be eligible to vote again during the meeting.
  - IV. Members seeking any information with regard to accounts or any matter to be placed at the AGM, are requested to write to the Company on or before 23rd September 2024, by 5.00 p.m. through email to [ramjeet.yadav@iflcorp](mailto:ramjeet.yadav@iflcorp). In The same will be replied by / on behalf of the Company suitably. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate for smooth conduct of the AGM.
12. The instructions and other information relating to voting through electronic means is given hereunder:

**VOTING THROUGH ELECTRONIC MEANS**

- I. In compliance with provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of Listing Regulations, 2015 (as amended), the Company is pleased to provide Members with the facility to exercise their right to vote on resolutions proposed to be considered at the AGM by electronic means and the business may be transacted through e-Voting. The Company has engaged the services of Link intime



India Private Limited through instavote, who will provide the e-Voting facility of casting votes to a Member using remote e-Voting system (e-Voting from a place other than venue of the AGM) (remote e-Voting) as well as e-Voting during the proceeding of the AGM (e-Voting at the AGM).

- II. Members who have cast their vote by remote e-Voting prior to the AGM can also attend the AGM but shall not be entitled to cast their vote again. Only those Members, who will be present at the AGM through VC / OAVM facility and who would not have cast their vote by remote e-Voting prior to the AGM and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system at the AGM.
- III. The remote e-Voting period commences on 27th September, 2024 (9:00 am) and ends on 29th September, 2024 (5:00 pm). During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date of 23rd September 2024, may cast their vote by remote e-Voting. The remote e-Voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently.
- IV. The Members may cast their votes through instavote (“Remote E-voting”)

**Remote e-voting Instructions for Shareholders:**

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.



**Login method for Individual shareholders holding securities in demat mode is given below:**

**Individual Shareholders holding securities in demat mode with NSDL:**

**METHOD 1 - If registered with NSDL IDeAS facility**

**Users who have registered for NSDL IDeAS facility:**

- a) Visit URL: <https://eservices.nsdl.com> and click on “Beneficial Owner” icon under “Login”.
- b) Enter user id and password. Post successful authentication, click on “Access to e-voting”.
- c) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

**OR**

**User not registered for IDeAS facility:**

- a) To register, visit URL: <https://eservices.nsdl.com> and select “Register Online for IDeAS Portal” or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp> “
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided with Login ID and password.
- d) After successful login, click on “Access to e-voting”.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

**METHOD 2 - By directly visiting the e-voting website of NSDL:**

- a) Visit URL: <https://www.evoting.nsdl.com/>
- b) Click on the “Login” tab available under ‘Shareholder/Member’ section.
- c) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you can see “Access to e-voting”.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

**Individual Shareholders holding securities in demat mode with CDSL:**

**METHOD 1 – From Easi/Easiest**

**Users who have registered/ opted for Easi/Easiest**

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or [www.cdslindia.com](http://www.cdslindia.com).
- b) Click on New System Myeasi
- c) Login with user id and password
- d) After successful login, user will be able to see e-voting menu. The menu will have links of e-voting service providers i.e., LINKINTIME, for voting during the remote e-voting period.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

**OR**

**Users not registered for Easi/Easiest**

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration> / <https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration>

- b) Proceed with updating the required fields.
- c) Post registration, user will be provided Login ID and password.
- d) After successful login, user able to see e-voting menu.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

**METHOD 2 - By directly visiting the e-voting website of CDSL.**

- a) Visit URL: <https://www.cdslindia.com/>
- b) Go to e-voting tab.
- c) Enter Demat Account Number (BO ID) and PAN No. and click on “Submit”.
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) After successful authentication, click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

**Individual Shareholders holding securities in demat mode with Depository Participant:**

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL/CDSL for e-voting facility.

- a) Login to DP website
- b) After Successful login, members shall navigate through “e-voting” tab under Stocks option.
- c) Click on e-voting option, members will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting menu.
- d) After successful authentication, click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

**Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:**

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Visit URL: <https://instavote.linkintime.co.in>
2. Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details: -

**A. User ID:**

Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

**B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

**C. DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

**D. Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

*\*Shareholders holding shares in **physical form** but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above*

*\*Shareholders holding shares in **NSDL form**, shall provide ‘D’ above*

- Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter).
- Click “confirm” (Your password is now generated).

3. Click on 'Login' under '**SHARE HOLDER**' tab.
4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on '**Submit**'.

**Cast your vote electronically:**

1. After successful login, you will be able to see the notification for e-voting. Select '**View**' icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option '**Favour / Against**' (If you wish to view the entire Resolution details, click on the '**View Resolution**' file link).
4. After selecting the desired option i.e. Favour / Against, click on '**Submit**'. A confirmation box will be displayed. If you wish to confirm your vote, click on '**Yes**', else to change your vote, click on 'No' and accordingly modify your vote.

**Guidelines for Institutional shareholders ("Corporate Body/ Custodian/Mutual Fund"):**

**STEP 1 – Registration**

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on Sign up under "Corporate Body/ Custodian/Mutual Fund"
- c) Fill up your entity details and submit the form.
- d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to [insta.vote@linkintime.co.in](mailto:insta.vote@linkintime.co.in).
- e) Thereafter, Login credentials (User ID; Organisation ID; Password) will be sent to Primary contact person's email ID.
- f) While first login, entity will be directed to change the password and login process is completed.

**STEP 2 –Investor Mapping**

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on "Investor Mapping" tab under the Menu Section
- c) Map the Investor with the following details:
  - a. 'Investor ID' -
    - i. *Members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678*
    - ii. *Members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.*
  - b. 'Investor's Name - Enter full name of the entity.
  - c. 'Investor PAN' - Enter your 10-digit PAN issued by Income Tax Department.
  - d. 'Power of Attorney' - Attach Board resolution or Power of Attorney. File Name for the Board resolution/Power of Attorney shall be – DP ID and Client ID. Further, Custodians and Mutual Funds shall also upload specimen signature card.
- d) Click on Submit button and investor will be mapped now.
- e) The same can be viewed under the "Report Section".

**STEP 3 – Voting through remote e-voting.**

The corporate shareholder can vote by two methods, once remote e-voting is activated:

**METHOD 1 - VOTES ENTRY**

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on 'Votes Entry' tab under the Menu section.
- c) Enter Event No. for which you want to cast vote. Event No. will be available on the home page of Instavote before the start of remote evoting.

- d) Enter ‘16-digit Demat Account No.’ for which you want to cast vote.
- e) Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘**View Resolution**’ file link).
- f) After selecting the desired option i.e., Favour / Against, click on ‘Submit’.

A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

**OR**

**VOTES UPLOAD:**

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) You will be able to see the notification for e-voting in inbox.
- c) Select ‘View’ icon for ‘**Company’s Name / Event number**’. E-voting page will appear.
- d) Download sample vote file from ‘Download Sample Vote File’ option.
- e) Cast your vote by selecting your desired option ‘Favour / Against’ in excel and upload the same under ‘Upload Vote File’ option.
- f) Click on ‘Submit’. ‘Data uploaded successfully’ message will be displayed. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

**Helpdesk:**

**Helpdesk for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode:**

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or contact on: - Tel: 022 – 4918 6000.

**Helpdesk for Individual Shareholders holding securities in demat mode:**

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

<b>Login type</b>	<b>Helpdesk details</b>
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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at: 022 - 4886 7000 and 022 - 2499 7000
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**Forgot Password:**

**Individual shareholders holding securities in physical form has forgotten the password:**

If an Individual shareholder holding securities in physical form has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- o Click on ‘Login’ under ‘SHARE HOLDER’ tab and further Click ‘forgot password?’
- o Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

*In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

User ID for Shareholders holding shares in NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID

User ID for Shareholders holding shares in CDSL demat account is 16 Digit Beneficiary ID.

**Institutional shareholders (“Corporate Body/ Custodian/Mutual Fund”) has forgotten the password:**

If a Non-Individual Shareholders holding securities in demat mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- o Click on ‘Login’ under ‘Corporate Body/ Custodian/Mutual Fund’ tab and further Click ‘forgot password?’
- o Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

*In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#\$\$&\*), at least one numeral, at least one alphabet and at least one capital letter.*

**Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:**

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

**Process and manner for attending the General Meeting through InstaMeet:**

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in>& Click on “Login”.
  - Select the “Company” and ‘Event Date’ and register with your following details: -
    - A. **Demat Account No. or Folio No:** Enter your 16 digit Demat Account No. or Folio No
      - Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
      - Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
      - Shareholders/ members holding shares in **physical form shall provide** Folio Number registered with the Company
    - B. **PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/  
Company shall use the sequence number provided to you, if applicable.
    - C. **Mobile No.:** Enter your mobile number.
    - D. **Email ID:** Enter your email id, as recorded with your DP/Company.
      - Click “Go to Meeting” (You are now registered for InstaMeet and your attendance is marked for the meeting).

**Instructions for Shareholders/ Members to Speak during the General Meeting through InstaMeet:**

1. Shareholders who would like to speak during the meeting must register their request with the company.
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
3. Shareholders will receive “speaking serial number” once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panellist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

**Instructions for Shareholders/ Members to Vote during the General Meeting through InstaMeet:**

Once the electronic voting is activated by the scrutinizer during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting “Cast your vote”
2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on ‘Submit’.
3. After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
4. Cast your vote by selecting appropriate option i.e. “Favour/Against” as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/Against’.
5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

**Note:** Shareholders/ Members, who will be present in the General Meeting through InstaMeet 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 facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the General Meeting will be eligible to attend/ participate in the General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to [instameet@linkintime.co.in](mailto:instameet@linkintime.co.in) or contact on: - Tel: 022-49186175.



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

- I. Members are encouraged to join the Meeting through Laptops for better experience.
- II. Further, Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- III. 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.
- IV. Members who would like to express their views or ask questions with respect to the agenda items of the meeting will be required to register themselves as speaker by sending e-mail to ramjeet.yadav@iflcorp.in from their registered e-mail address, mentioning their name, DP ID & Client ID / folio number and mobile number.  
  
Only those Members who have registered themselves as speakers by 5.00 p.m. on 23rd September 2024 will be able to speak at the meeting. The Company reserves the right to restrict the number of questions and number of speakers, depending upon availability of time, for smooth conduct of the AGM.  
  
Further, Members who would like to have their questions / queries responded to during the AGM are requested to send such questions / queries in advance within the aforesaid time period.
- V. The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date of 23rd September 2024.
- VI. Any person, who acquires shares of the Company and becomes Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.com or ashok.sherugar@linkintime.co.in.
- VII. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-Voting as well as e-Voting at the AGM.
- VIII. Mr. Dinesh Kumar Deora, Practicing Company Secretary (FCS No. 5683 COP No.4119) has been appointed as the Scrutinizer to scrutinize the entire e-Voting process in a fair and transparent manner.
- IX. The Scrutinizer will submit his report to the Chairman of the Company or to any other person authorized by the Chairman after completion of the scrutiny of e-Voting (votes cast during the AGM and votes cast through remote e-Voting), not later than 48 hours from the conclusion of the AGM. The result declared along with the Scrutinizer's report shall be communicated to the stock exchanges, NSDL and will also be displayed on the Company's website at www.indergiri.com
- X. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, shall be available for electronic inspection by Members during the AGM. All documents referred to in the Notice shall also be available for electronic inspection. Members seeking to inspect such documents can send an email to ramjeet.yadav@iflcorp.in.
- XI. Provisions of Section 124 of the Companies Act, 2013 in respect of unclaimed dividend are not applicable to the Company, as the Company has not declared any dividend in the last seven years.



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

**The following statement sets out all material facts relating to Item nos. 4 to 6 mentioned in the accompanying Notice.**

**Item No.4**

The Members through AGM held on September 13, 2019, have appointed Mr. Dineshchandra Babel (DIN: 03042254) as an Independent Director to hold office for 5(five) consecutive years for a term up to August 09, 2024. Accordingly, the tenure of Mr. Dineshchandra Babel, as an Independent Director, expired on 9<sup>th</sup> August 2024. In terms of provisions of section 178 of the Companies Act, 2013, the Nomination and Remuneration Committee of the Company shall recommend to the Board of Directors the appointment/ reappointment of a Director. In terms of provisions of section 149(10) of the Companies Act, 2013, an independent director shall hold office for a term up to five consecutive years on the Board of a Company but shall be eligible for reappointment for the second and final term on passing of a special resolution by the Shareholders of the Company and disclosure of such appointment in the Board's report. The Independent Directors shall be appointed by the Board of Directors of the Company, based on the nomination received from Nomination and Remuneration Committee of the Company, constituted by the Board, in accordance with Applicable Law the Independent Director(s) to be so appointed shall be persons of high standing, good repute and widely acknowledged as experts in their respective field, which the Board deems beneficial to the Company. The Company has received the consent from Mr. Dineshchandra Babel to act as the Director in the prescribed Form DIR-2 under Section 152(5) of the Act and Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 along with the declaration on criteria of Independence as per Section 149(6) of the Act. After taking into account the performance evaluation, during his first term of five years and considering the knowledge, acumen, expertise and experience in respective fields and the substantial contribution made by Mr. Dineshchandra Babel tenure as an Independent Director since his appointment, the Nomination and Remuneration Committee at its meeting held on July 26, 2024 has considered, approved and recommended the re-appointment of Mr. Dineshchandra Babel as an Independent Directors for a second term of five years with effect from 10<sup>th</sup> August, 2024, to the Board of Directors for their approval. The Board of Directors at its meeting held on July 26, 2024, has approved the proposal for the reappointment of Mr. Dineshchandra Babel as an Independent Director for a second term of five consecutive years with effect from 10<sup>th</sup> August 2024.

Mr. Dineshchandra Babel is a Chartered Accountant and LLB with an experience that spans over more than 55 years in the industry. He is also a member of National Productivity Council, Surveyor & Loss Assessors Association. He has worked with Birla Corp Limited, Jai Prakash Industries Limited, J K Corp Limited, Hindustan Development Corporation Limited, Birla Yamaha Limited, PSM Limited and Ispat Industries Limited.

Mr. Dineshchandra Babel, started his career with Birla Corp. Ltd he served in this company for the period of 9 years as Cost Accountant cum Taxation-I/C.

Mr. Dineshchandra Babel, is a practicing Chartered Accountant and handles various assignment of audit of Companies, Banks and also Taxation matters.

He was also on the Board of Capri Global Capital Ltd., Kusum Electricals Industries Ltd. and Arihant Super Structures Ltd. as an Independent Director.

The Board considers that induction of Mr. Dineshchandra Babel would be of immense benefit to the Company, and it is desirable to avail services of Mr. Dineshchandra Babel as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Dineshchandra Babel as an Independent Director, for the approval by the shareholders of the Company. As per the requirement of SEBI(LORD), 2015 Regulation under Reg. 17 (1A) since the age of proposed Independent Director is age is more than 75 years therefore special resolution required to be passed by the members.

The disclosure under Regulation 36(3) of the Listing Regulations, 2015 is set out in Annexure I to the Explanatory Statement. Disclosure required under Schedule V of the Act is given in Annexure II to this Notice.

Mr. Dineshchandra Babel does not hold any shares in the Company either in his individual capacity or beneficial for others and is not related to any Director of the Company.

Except Mr. Dineshchandra Babel, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 4.

**Item No.5**

On the recommendation of the Nomination and Remuneration Committee, Mr. Datta Joshi was appointed as an Additional Independent Director at the Board meeting held on 24th May 2024. Pursuant to the provisions of Section 161 of the Companies Act, 2013 (the Act), Mr. Datta Joshi holds office as an Additional Director up to the date of this Annual General Meeting (AGM). Notice pursuant to Section 160 of the Act has been received in writing from a member proposing the candidature of Mr. Datta Joshi for the office of Director of the Company.

Mr. Datta Joshi has done a B.com and M.B.A. in Finance, from Mumbai University and has experience that spans over more than 31 years in the industry. He started his Career as an accountant in Suashish Finance Ltd in the year 1994 to 1995 and he last worked in Renoir Management Consulting India Private Limited he served in this company for the period of 12 years as Manager in Accounts & Finance. He has been an advisor to many companies. Mr. Datta Joshi Presently working as an account, finance & tax Consultant.

Having regard to his background and wide experience, the appointment of Mr. Datta Joshi will be in the best interests of the Company.

In the opinion of the Board, Mr. Datta Joshi fulfills the conditions specified in the Act and Rules made thereunder for his appointment as an Independent Director of the Company and he is independent of the management. It is proposed to appoint Mr. Datta Joshi as an Independent Director for a term of 5 (five) consecutive years w.e.f. 24th May 2024 and he shall not be liable to retire by rotation.

The Company has received a declaration from Mr. Datta Joshi confirming that he meets the criteria of independence as prescribed under the Act and Listing Regulations, 2015. Mr. Datta Joshi has also confirmed that he has not been debarred from holding the office of director by virtue of any order passed by SEBI or any other authority.

The disclosure under Regulation 36(3) of the Listing Regulations, 2015 is set out in Annexure I to the Explanatory Statement. Disclosure required under Schedule V of the Act is given in Annexure II to this Notice.

A copy of the terms and conditions of the appointment of Mr. Datta Joshi will be available for inspection for the Members at the Registered Office of the Company during office hours on all working days till the date of the AGM.

Mr. Datta Joshi would be entitled to sitting fees for attending meetings of the Board of Directors and Committees of which he is a member. In addition, he would be entitled to commission as determined by the Board of Directors in accordance with the applicable provisions of the Act, for the Non-Executive Directors of the Company.

Accordingly, the consent of the Members is sought for approval of item no. 5 set out in the accompanying Notice by way of a special resolution. The Board recommends the special resolution for approval by the Members of the Company.

None of the Directors and Key Managerial personnel of the company, including their respective relatives, in concerned or interested, financially or otherwise, in the forgoing resolution.

The Board commends the passing of resolution item no. 5 for the approval of the members of the company by a special resolution.

**Item No. 6**

In terms of the Foreign Exchange Management Act, 1999, as amended, the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 (the "FEMA Rules"), the Master Direction –Foreign Investment in India issued by RBI through Master Direction No. 11/2017-18 and the Consolidated Policy Circular of 2017, as amended (together with the FEMA Rules, the "FEMA Laws"), the Non-resident Indians ("NRI") and the Overseas Citizens of India ("OCI"), together, can acquire and hold up to an aggregate limit of 10% of the paid up equity share capital of a listed Indian company. The FEMA Laws further provide that the limit of 10% can be further increased up to 24%, by passing a special resolution to that effect by the shareholders of the Indian company and followed by necessary filings, if any with Reserve Bank of India. The Board of Directors of the Company has at its meeting held on July 26, 2024 ("Board Resolution"), proposed, subject to the approval of the shareholders by way of a special resolution, to increase the foreign investment limit of NRIs and OCIs to 24% of the paid-up equity share capital of the Company.

Your Company feels that foreign investment by NRIs would enhance its image and will add to its growth, therefore it wishes to increase the limits of foreign investment by NRIs and OCIs upto the maximum permitted limits allowed under the law.

None of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the said resolution, save and except as shareholder and to the extent of their shareholding in the Company.

The Board commends the passing of resolution item no. 6 for the approval of the members of the company by a special resolution.

Annexure I

**Information on Directors being appointed/re-appointed as required under regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards- 2 on General Meetings:**

Name of the Director	Mr. Dineshchandra Babel	Mr. Datta Joshi	Mr. Roshan Shah
DIN No.	03042254	10478932	08902193
Designation	Independent Director	Independent Director	Non-Executive Director
Age	23/07/1943 (81 Years)	02/05/1971 (53 Years)	27/10/1984 (40 Years)
Nationality	Indian	Indian	Non-Residence Indian
Date of appointment on the board	10/08/2019	24/05/2024	30/01/2023
Qualifications	Chartered Accountant & LLB	Master's in business administration	Master's in business administration
Expertise in specific functional area	More than 55 years in the industry. He was also a member of National Productivity Council, Surveyor & Loss Assessors Association	More than 33 years of experience in industry Financial Services space Banking, He has been an advisor to many companies. He is Presently working as an account, finance & tax Consultant.	More than 11 years of experience in Trade Financial, Credit & Political risk Insurance
Number of shares held in the Company	NIL	NIL	959905
Directorships held in other public companies (excluding foreign companies)	Lucid Colloids Limited	Aston Processors Limited	NIL
Listed entities from which the Director has resigned in the past three years	None	None	None
Memberships / Chairmanships of Committees of other Indian public companies	<b>Lucid Colloids Limited:</b> NRC Committee – Chairman Audit Committee – Member CSR Committee - Member	<b>Aston Processors Limited:</b> Audit Committee -Chairman	None
Inter-se relationships between Directors	Mr. Dineshchandra Babel is not related to any other Director.	Mr. Datta Joshi is not related to any other Director.	Mr. Roshan Shah is not related to any other Director
No. of Board Meetings attended during the financial year 2023-2024	6	NA	6
Details of remuneration last drawn from the Company (Rs.)	Sitting Fees Rs.1,00,000/- P.A	NIL	NIL
Terms and Conditions of appointment / re- appointment	Mr. Dineshchandra Babel is proposed to be re-appointed as an Independent Director of the Company on the terms and conditions contained in the Explanatory Statement to the notice.	Mr. Datta Joshi is proposed to be appointed as an Independent Director of the Company on the terms and conditions contained in the Explanatory Statement to the notice.	Mr. Roshan Shah is proposed to be appointed as a Non-Executive Director of the Company and is liable to retire by rotation.
Skills and capabilities required for the role and the manner in which the proposed Independent Director meets such requirements	Covered in item no. 4 of the Explanatory Statement.	Covered in item no. 5 of the Explanatory Statement.	NA

Annexure II

STATEMENT OF INFORMATION FOR THE MEMBERS PURSUANT TO SCHEDULE V TO THE ACT

I. GENERAL INFORMATION

Sr. No	Particular	Detail Information																								
1	Nature of industry	The Company is engaged in the business of Finance & Investment.																								
2	Date of commencement	The Company carries on Finance & Investment business since its incorporation.																								
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable																								
4	Financial Performance on key indicators	<table border="1"> <thead> <tr> <th colspan="3">Standalone (Rs.in Thousand)</th> </tr> <tr> <th>Particulars</th> <th>Year ended 31st March, 2024</th> <th>Year ended 31st March, 2023</th> </tr> </thead> <tbody> <tr> <td>Total Income</td> <td>8,073.99</td> <td>7,888.86</td> </tr> <tr> <td>Finance Cost</td> <td>1,233.99</td> <td>-</td> </tr> <tr> <td>Total Exp</td> <td>14,336.68</td> <td>7,520.06</td> </tr> <tr> <td>Profit Before Tax</td> <td>(6,262.68)</td> <td>368.80</td> </tr> <tr> <td>Less: Tax</td> <td>208.35</td> <td>271.96</td> </tr> <tr> <td>Profit after Tax</td> <td>(6471.03)</td> <td>96.84</td> </tr> </tbody> </table>	Standalone (Rs.in Thousand)			Particulars	Year ended 31st March, 2024	Year ended 31st March, 2023	Total Income	8,073.99	7,888.86	Finance Cost	1,233.99	-	Total Exp	14,336.68	7,520.06	Profit Before Tax	(6,262.68)	368.80	Less: Tax	208.35	271.96	Profit after Tax	(6471.03)	96.84
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Less: Tax	208.35	271.96																								
Profit after Tax	(6471.03)	96.84																								
5	Foreign investments or collaborations, if any	As at 31st March, 2024, No foreign holdings in the Company. The Company does not have any foreign collaborations.																								

II. INFORMATION ABOUT DIRECTORS

Sr. No.	Particulars	Mr. Dineshchandra Babel	Mr. Datta Joshi	Mr. Roshan Shah
1	Background details	The background details and profile of Mr. Dineshchandra are given in “Annexure pursuant to Regulation 36 of Listing Regulations” to this Notice.	The background details and profile of Mr. Datta Joshi are given in “Annexure pursuant to Regulation 36 of Listing Regulations” to this Notice.	Mr. Roshan Shah possesses in depth knowledge of Insurance backed trade finance programs, Suppliers’ credit, buyers’ credit, pre-export advance, subsidiary financing, securitization, LC facilities, freight financing, etc
2	Past Remuneration	Sitting Fees Rs.1,00,000/- P.A	N. A	N. A
3	Recognition or awards	N. A	N. A	N. A
4	Job Profile and his suitability	Mr. Dineshchandra Babel is a Chartered Accountant and LLB with an experience that spans over more than 55 years in the industry. He is also a member of National Productivity Council, Surveyor & He was also a member of Loss Assessors Association	Mr. Datta Joshi has done a B.com and M.B.A. in Finance, from Mumbai University and has experience that spans over more than 31 years in the industry	Mr. Roshan Shah holds master’s in business administration (Finance & Marketing), having Experience of more than 11 years of experience in trade finance, credit and political risk insurance

Sr. No.	Particulars	Mr. Dineshchandra Babel	Mr. Datta Joshi	Mr. Roshan Shah
5	Remuneration Proposed	Commission to all non-executive directors, not exceeding in aggregate 1% per annum of the net profits of the Company and/or as per Schedule V of the Companies Act, 2013.	Commission to all non-executive directors, not exceeding in aggregate 1% per annum of the net profits of the Company and/or as per Schedule V of the Companies Act, 2013.	Commission to all non-executive directors, not exceeding in aggregate 1% per annum of the net profits of the Company and/or as per Schedule V of the Companies Act, 2013.
6	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	Taking into account the size of the Company, industry benchmark in general, profile, position, responsibility and the current performance, the proposed remuneration is in line with the current remuneration structure of the industry.	Taking into account the size of the Company, industry benchmark in general, profile, position, responsibility and the current performance, the proposed remuneration is in line with the current remuneration structure of the industry.	Taking into account the size of the Company, industry benchmark in general, profile, position, responsibility and the current performance, the proposed remuneration is in line with the current remuneration structure of the industry.
7	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Mr. Dineshchandra Babel does not hold any shares of the Company. There is no other pecuniary relationship with the Company or the managerial personnel	Mr. Datta Joshi does not hold any shares of the Company. There is no other pecuniary relationship with the Company or the managerial personnel	Mr. Roshan Shah Non-Executive Director as stated above and his shareholding held directly or indirectly in the Company.

**III. OTHER INFORMATION**

1. Reasons of loss or inadequate profits and steps taken or proposed to be taken for improvement:

The Company has been a consistent profit-making Company since its inception. However, the global Finance sector (in particular spinning) passed through its most challenging year in living memory during the year under review. It would be pertinent to note that the sharpness of the decline has extended across 18 months, making it one of the most prolonged slowdowns in the financial industry.

The Company has taken effective steps for improving its margins which include strategically segregating its portfolio.

2. Steps taken or proposed to be taken for improvement and Expected increase in productivity and profits in measurable terms:

The Company has taken various initiatives to maintain its leadership, improve market share and financial performance. It has been aggressively pursuing and implementing its strategies for growth. The Company expects the Finance sector to improve in the medium term which will lead to an increase in demand and firming up of margins thereby helping the Company to retain margins.

**DIRECTOR'S REPORT**

To,

Dear Members,

Indergiri Finance Limited

The Directors of the Company are pleased to present the 30<sup>th</sup> Annual Report together with the Annual Audited Standalone Financial Statement for the Financial Year ended 31<sup>st</sup> March 2024.

**FINANCIAL PERFORMANCE**

The Board's Report shall be prepared based on the stand-alone financial statements of the company: (₹ in lacs)

	Year Ended 31/03/2024	Year Ended 31/03/2023
Gross Income	80.74	78.89
Profit/(Loss) before Interest and Depreciation		
Finance Charges	12.34	0
Provision for Depreciation	0.4	0.4
Net Profit Before Tax	(62.63)	3.69
Currant Tax	2.08	2.72
Net Profit After Tax	(64.71)	0.97

**REVIEW OF OPERATIONS**

The total income/revenue on a standalone basis during the year was Rs. 80.74 lakhs (Previous Year - Rs. 78.89 lakhs). The Company's turnover has increased by about 2.35% on standalone basis due to increase Interest Income on Equipment Finance and other income in this financial year. The gross profits/loss before taxes stood at Rs. (62.63) lakhs (Previous Year -Rs. 3.69 lakhs).

**DIVIDEND & RESERVES**

In order to conserve the resources of the Company, your directors do not recommend any dividend for the current year.

**STANDARD ASSETS' PROVISIONING AND STATUTORY RESERVE**

The Company has made Statutory Reserve (SR) pursuant to the provisions of Section 45 IC (1) of RBI Act.

**SHARE CAPITAL**

As on March 31, 2024, the Authorised Share Capital of the Company stood at Rs.25,00,00,000 (2,50,00,000 Equity shares of Rs.10/- each) and the Issued, Subscribed and Paid-up Equity Share Capital of the Company stands at Rs.5,06,10,000 (5061000 Equity Shares of Rs.10/- each) During the Financial Year 2023-2024, the Company has increased the Authorised share capital of the company from Rs. 5,50,00,000 (Rupees Five Crores Fifty Lakh) divided into 55,00,000 (Fifty-Five Lakh) equity shares of face value of Rs.10/- (Rupees Ten) each to Rs.25,00,00,000 (Rupees Twenty-Five Crores) divided into 2,50,00,000 (Two Crore fifty Lakh) equity shares of Rs.10/- (Rupees Ten) each by creation of additional Equity shares of Rs.19,50,00,000 (Rupees Nineteen Crores fifty Lakh) divided into 1,95,00,000 (One Crore Ninety-Five Lakh) Equity Shares of the face value of Rs.10/- (Rupees ten) each and approved by shareholders of the company, in the annual general meeting held on 16<sup>th</sup> September 2023.

**SUBSIDIARY COMPANY AND CONSOLIDATED FINANCIAL STATEMENT**

The Company does not have any subsidiary company hence the requirement of consolidated financial statement pursuant to Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014 is not applicable.

**CORPORATE SOCIAL RESPONSIBILITY**

The Company does not fall under the preview of Section 135 of the Companies Act, 2013.



**DEPOSITS**

The Company being a Non-Deposit Accepting Non-Banking Finance Company has not accepted any deposits from the public during the year within the meaning of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014, under review and shall not accept any deposits from the public without obtaining prior approval of the Reserve Bank of India (RBI).

**FUTURE OUTLOOK**

The Company operates with its own limited resources. As the Financial market is facing lot of challenges interest rates are constantly changing, recoveries have become major concern, therefore survival of small NBFC with limited resource is becoming difficult. In the present scenario and based on the present business model the growth potential in its business is limited.

**DIRECTORS AND KEY MANAGERIAL PERSONNEL**

Sr. No.	Names	Designation	Date of Appointment	Date of cessation
1	Vinod Kumar Sharma	Independent Director	27/09/2014	31/03/2024
2	Dineshchandra Babel	Independent Director	10/08/2013	-
3	Shanker Wunnava	Managing Director & CFO	30/01/2023	-
4	Mohit Agarwal	Executive Director	30/01/2023	-
5	Roshan Shah	Non-Executive Director	30/01/2023	-
6	Neelam Mishra	Non-Executive Director	29/04/2023	-
7	Ramjeet Yadav	Company Secretary	01/08/2017	-

**CHANGES IN DIRECTORS AND KEY MANAGERIAL PERSONS DURING THE FINANCIAL YEAR**

Mrs. Neelam Mishra was appointed as additional Director on 29/04/2023 and regularize as director in the Annual General Meeting held on 16/09/2023.

Mr. Shanker Wunnava resigned from the post of Chief Executive officer (CEO) on 28/07/2023 and was appointed as Managing Director (MD) and Chief Financial Officer (CFO) on the same day and his appointment approved by shareholders in the Annual General Meeting held on 16/09/2023.

Mr. Vinod Kumar Sharma was appointed as an Independent Director of the Company for a tenure of 5 consecutive year’s (Second term) w.e.f. 1<sup>st</sup> April 2019 till 31<sup>st</sup> March 2024. He has hence ceased to be the Director of the Company.

**DECLARATION BY INDEPENDENT DIRECTOR(S)**

The Independent Directors of your Company have given the certificate of independence to your Company stating that they meet the criteria of independence as mentioned under Section 149(6&7) of the Companies Act, 2013 and the Rules made thereunder, and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

**FORMAL ANNUAL PERFORMANCE EVALUATION AND FAMILIARIZATION PROGRAM**

The Company has devised a Policy for Performance Evaluation of Independent Directors, Board, Committees and other individual Directors which include criteria for performance evaluation of the non-executive directors and executive directors.

Based on the Policy for performance evaluation of Independent Directors, Board, Committees and other individual Directors, a process of evaluation was followed by the Board for its own performance and that of its committees and individual Directors.

At a separate meeting of independent Director, performance of non-independent directors, performance of the Board as a whole and performance of the Chairman was evaluated, considering the views of executive directors and non-executive directors.



**NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS**

During the Financial Year 2023-2024, the Company held 6 board meetings of the Board of Directors as per Section 173 of Companies Act, 2013 which is summarized below. The provisions of Companies Act, 2013 were adhered to while considering the time gap between two meetings, the date which are (1) 26<sup>th</sup> May 2023, (2) 28<sup>th</sup> July 2023 (3) 21<sup>st</sup> August 2023 (4) 27<sup>th</sup> October 2023 (5) 7<sup>th</sup> November 2023 (6) 14<sup>th</sup> February 2024.

Sr. No.	Names	Category	No. of Board Meetings attended
1	Vinod Kumar Sharma	Independent Director	6
2	Dineshchandra Babel	Independent Director	6
3	Shanker Wunnava	Managing Director & CFO	6
4	Mohit Agarwal	Executive Director	6
5	Roshan Shah	Non-Executive Director	6
6	Neelam Mishra	Non-Executive Director	6

**CONSTITUTION OF VARIOUS COMMITTEES**

The Board of Directors of the Company has constituted various Committees including the following:

- I. Audit Committee
- II. Nomination and Remuneration Committee
- III. Stakeholders' Relationship Committee
- IV. Risk Management Committee

Details of each of the Committees stating their respective composition and terms of reference are uploaded on Company's website at <https://www.indergiri.com/investor>.

**FIXED DEPOSITS**

The Company being non-deposit taking NBFC – ND, has not accepted any deposits from the public during the year under review.

**RBI GUIDELINES**

Your Company is registered as a non-deposit taking Non-Systemically Non-Important Non-Banking Finance Company (NBFC- ND) with RBI. Accordingly, during the year, the Company has not accepted any deposits from the public and therefore, there is no deposits which become due for repayment or renewal. The Company has complied with the 'Master Directions - Non-Banking Financial Company- Non-Systemically Non-Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions 2016', amended from time to time and all other applicable Directions/regulations/circulars of RBI during the Financial Year 2023-2024.

**COMPLIANCE WITH SECRETARIAL STANDARDS**

During the year under review, the Company has complied with all applicable mandatory Secretarial Standards issue by the Institute of Company Secretaries of India.

**BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT**

As per Regulation 34 of the SEBI Listing Regulations, the "Business Responsibility and Sustainability Report" is not applicable to the company.

**CODE OF CONDUCT**

The Code of Conduct for the Board of Directors and the senior management has been adopted by the Company.

The Code of Conduct has been disclosed on the website of the Company at <https://www.indergiri.com/investor>.

**PREVENTION OF INSIDER TRADING**

The Company has adopted a code of conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The “Code of Fair Disclosure, Internal Procedures and Conduct for Regulating, Monitoring and Reporting of Trading by Insiders” has been adopted and has been disclosed on the website of the Company at [www.indergiri.com](http://www.indergiri.com). The Code requires pre-clearance for dealing in the Company’s shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed.

**PURCHASE OF SHARES OF THE COMPANY**

The Company does not give any loan, guarantee or security, or any financial assistance to the employees of the Company for the purpose of purchase or subscription for any shares of the Company pursuant to Section 67 (2) of the Companies Act, 2013.

**NOMINATION AND REMUNERATION POLICY**

The Nomination and Remuneration Committee comprises Mr. Vinod Kumar Sharma as the Chairman and Mr. Roshan Shah and Mr. Dineshchandra Babel as members of the Committee. In terms of Section 178(1) of the Companies Act, 2013 and Regulation 19 of Listing Regulations, the Nomination and Remuneration Committee should comprise of at least three Directors; all of whom should be Non-Executive Directors. At least half of the Committee members should be Independent with an Independent Director acting as the Chairman of the Committee.

The Nomination and remuneration policy of the Board has provided as “**Annexure B**” to this Report.

**CORPORATE GOVERNANCE FY 2023-2024 IS NOT APPLICABLE TO THE COMPANY**

Indergiri Finance Limited is a Non-Banking Financial Company (NBFC) under Reserve Bank of India Act 1934, and Paid-up Equity share capital of our company as on 31.03.2024 was Rs. 50,610,000 & the net worth of the company was Rs. 4,32,90,980. Accordingly, provisions as specified in regulation 17 to 27 and clauses (b) to (i) of sub-regulation 2 of regulation 46 and para-C, D, E of Schedule V are not applicable to us. In view of this report on Corporate Governance in our Annual Report of FY 2024.

**DIRECTORS’ RESPONSIBILITY STATEMENT**

Pursuant to Section 134(3)(c) read with Section 134(5) of the Act, the Board of Directors, to the best of its knowledge and ability, confirm that:

- a) In the preparation of the annual accounts for the year ended 31st March 2024, the applicable accounting standards have been followed and no material departures have been made from the same.
- b) They have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent, so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profits of the Company for that period.
- c) They have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- d) They have prepared the annual accounts on a going concern basis.
- e) they have laid down internal financial controls for the Company and such internal financial controls are adequate and operating effectively; and
- f) They have devised proper systems to ensure compliance with the provisions of all applicable laws and such systems are adequate and operating effectively.

**VIGIL MECHANISM / WHISTLE BLOWER POLICY**

The Company has formulated and established a Vigil Mechanism named Whistle Blower Policy to deal with instances of fraud and mismanagement and to enable Directors and Employees to report genuine concerns about unethical behaviour, actual or suspected fraud or violation of Code of Conduct and to report incidents of leak or suspected leak of unpublished price sensitive information. Adequate safeguards are provided against victimisation of those who avail of the mechanism and direct access to the Chairman of the Audit Committee in exceptional cases is provided to them. The Whistle Blower Policy is available on the website of your Company at [http:// www.indergiri.com/investor](http://www.indergiri.com/investor).

**BUSINESS RISK MANAGEMENT**

The Board of Directors of the Company has formed a Risk Management Committee to frame, implement, review and monitor the risk management plan for the Company and ensuring its effectiveness in addition to Asset Liability Management Committee ('ALCO') which monitors and manages the liquidity and interest rate risks, the Company have a risk management framework and the Committee on timely basis informs the Board Members about risk assessment and minimisation procedures which in the opinion of the Committee may threaten the existence of the Company, if any. The Audit Committee has additional oversight in the area of credit & liquidity risks, interest rate risk, and operational risk. The major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuing basis.

The development and implementation of risk management policy has been covered in the Management Discussion and Analysis, which forms part of this Report.

**INTERNAL FINANCIAL CONTROL SYSTEMS AND ITS ADEQUACY**

The Board has adopted accounting policies which are in line with Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015.

The Company has put in place adequate internal controls with reference to accuracy and completeness of the accounting records and timely preparation of reliable financial information, commensurate with the size, scale and complexity of operations and ensures compliance with various policies and statutes in keeping with the organisation's pace of growth, increasing complexity of operations, prevention and detection of frauds and errors. The design and effectiveness of key controls were tested, and no material weaknesses were observed. The Audit Committee periodically, reviews and evaluates the adequacy of internal financial control and risk management systems. Efficacy of Internal control systems are tested periodically by Internal Auditors and Internal Control over Financial Reporting is tested and certified by Statutory Auditors.

The internal financial control system of the Company is supplemented with internal audits, regular reviews by the management and checks by external auditors.

During the year under review, no material or serious observation has been highlighted for inefficiency or inadequacy of such controls.

**DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013**

Your Company has adopted zero tolerance for sexual harassment at workplace and has formulated a Policy for Prevention, Prohibition and Redressal of Sexual Harassment at Workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 ("POSH Act") and the Rules framed thereunder for prevention and redressal of complaints of sexual harassment at workplace. Your Company has complied with provisions relating to the constitution of Internal Committee under the POSH Act. During the year under review, no complaints were received from any of the employees.

**STATUTORY AUDITOR:**

In terms of Section 139 of the Act, **M/s. Sampat & Mehta**, Chartered Accountants (Firm Registration no. 109031W), were Re-appointed as statutory auditors of the Company for a period of three years from the conclusion of the 30th Annual General Meeting until the conclusion of the 33rd Annual General Meeting of the Company.

M/s. Sampat & Mehta, Chartered Accountants, conducted the statutory audit for the financial year 2023-2024.

There are no qualifications, reservations, adverse remarks or disclaimers made by the Statutory Auditors in their Audit Report for the financial year 2023-2024.

### **SECRETARIAL AUDITOR**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed DM & Associates Company Secretaries LLP, practicing company secretary to undertake the Secretarial Audit of the Company for the financial year 2023-2024. The Secretarial Audit Report in Form MR-3 is annexed herewith marked as “Annexure A” to this Report.

### **REPORTING OF FRAUDS BY AUDITORS**

During the year under review, neither the Statutory Auditors nor the Secretarial Auditor of the Company have reported any instances of frauds committed in the Company by its Officers or Employees to the Audit Committee under Section 143(12) of the Act and therefore, no detail is required to be disclosed under Section 134(3)(ca) of the Act.

### **INTERNAL AUDIT AND COMPLIANCE**

The Company conducts its internal audit and compliance functions within the parameters of regulatory framework which is well commensurate with the size, scale and complexity of operations. The internal controls and compliance functions are installed, evolved, reviewed, and upgraded periodically.

The Company has appointed **RDJ & Associates LLP**, Chartered Accountants, to conduct an internal audit covering all areas of operations of the Company. The reports are placed before the Audit Committee of the Board.

The Audit Committee reviews the performance of the audit and compliance functions, the effectiveness of controls and compliance with regulatory guidelines and gives such directions to the Management as necessary / considered appropriate. The Company has framed a compliance policy to effectively monitor and supervise the compliance function in accordance with the statutory requirements.

### **RELATED PARTY TRANSACTIONS**

The Board of Directors of the Company has formulated a policy on dealing with Related Party Transactions, pursuant to the applicable provisions of the Act and SEBI Listing Regulations. The same is displayed on the website of the Company at <https://www.indergiri.com/investor/policies> This policy deals with the review and approval of related party transactions. All related party transactions are placed before the Audit Committee for review and approval.

During the year under review, all the related party transactions were entered in the ordinary course of business and on arm's length basis. All related party transactions as required under Indian Accounting Standards - 24 (Ind AS-24) are reported in Note - 45 of Standalone Financial Statements.

Pursuant to Section 134(3)(h) of the Act read with Rule 8(2) of the Companies (Accounts) Rules, 2014, there are no related party transactions that are required to be reported under Section 188(1) of the Act in the prescribed Form AOC-2.

### **DISCLOSURE PERTAINING TO INSOLVENCY & BANKRUPTCY CODE (“IBC”)**

No application for Bankruptcy under the Insolvency & Bankruptcy Code, 2016 (“IBC”) was made against the Company during the financial year under review.

### **DISCLOSURE OF ONE TIME SETTLEMENT**

The Company did not avail any such onetime settlement during the Financial Year. Therefore, disclosure of the details of difference between amount of the valuation done at the time of one-time settlement and the valuation done while taking loan from the Banks or Financial Institutions along with the reasons thereof is not applicable to the Company.

### **MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

In terms of the provisions of Regulation 34 of the SEBI Listing Regulations, Management Discussion and Analysis Report forms part of this Report.

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

The Company being engaged in the financial services activities, its operations are not energy intensive, nor does it require adoption of specific technology and hence information in terms of Section 134(3)(m) of the Act read with the Companies (Accounts) Rules, 2014 is not applicable to the Company. Nevertheless, the Company is vigilant on the need for conservation of energy.

<b>Sr. No.</b>	<b>Particulars</b>	<b>For the year ended March 31, 2024</b>	<b>For the year ended March 31, 2023</b>
(A)	Conservation of Energy	Not Applicable	Not Applicable
(B)	Technology Absorption	Not Applicable	Not Applicable
(C)	Foreign Exchange Earnings and Outgo	NIL	NIL

**INTERNAL FINANCIAL CONTROL SYSTEM AND ITS ADEQUACY**

The Board has adopted accounting policies which are in line with Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015.

The Company has put in place adequate internal controls with reference to accuracy and completeness of the accounting records and timely preparation of reliable financial information, commensurate with the size, scale and complexity of operations and ensures compliance with various policies and statutes in keeping with the organisation’s pace of growth, increasing complexity of operations, prevention and detection of frauds and errors.

The design and effectiveness of key controls were tested, and no material weaknesses were observed. The Audit Committee periodically, reviews and evaluates the adequacy of internal financial control and risk management systems.

Efficacy of Internal control systems are tested periodically by Internal Auditors and Internal Control over Financial

Reporting is tested and certified by Statutory Auditors.

The internal financial control system of the Company is supplemented with internal audits, regular reviews by the management and checks by external auditors, During the year under review, no material or serious observation has been highlighted for inefficiency or inadequacy of such controls.

**PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS**

The Company being a Non-Banking Finance Company, the provisions of Section 186 of the Act pertaining to granting of loans to any persons or bodies corporate and giving of guarantees or providing security in connection with loans to any other bodies corporate or persons are not applicable to the Company.

As regards investments made by the Company, the details of the same are provided under Notes in the Financial Statements of the Company for the year ended March 31, 2024, forming part of this Annual Report.

**INSURANCE**

The Company does not possess any material properties which need insurance.

**ANNUAL RETURN**

Pursuant to Section 92(3) read with Section 134(3)(a) of the Act, the Annual Return of the Company as on March 31, 2024 is available on the website of the Company at [www.indergiri.com/Investor](http://www.indergiri.com/Investor).

**PARTICULARS OF EMPLOYEES**

None of the employees was in receipt of remuneration in excess of limits prescribed under Section 197(12) and Schedule V of the Companies Act, 2013 read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

**MAINTENANCE OF COST RECORDS**

The maintenance of cost records, for the services rendered by the Company, is not required pursuant to Section 148 (1) of the Act read with Rule 3 of the Companies (Cost Records and Audit) Rules, 2014.

**LISTING**

Equity Shares of your Company are listed on Bombay Stock Exchange (BSE), Your Company has paid required listing fees to Stock Exchanges for FY 2024-2025.

**MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY**

There have been no material changes and commitments affecting the financial position of the Company which have occurred between the end of the financial year to which the financial statements relate and the date of this Report.

**SIGNIFICANT AND MATERIAL ORDERS**

During the Financial Year 2023-2024, there were no significant and material orders passed by the Regulators or Courts or Tribunals impacting the going concern status and the Company's operations in future. Further, no penalties have been levied by the RBI or any other regulator during the year under review.

**MANAGING DIRECTOR (MD) AND CHIEF FINANCIAL OFFICER (CFO) CERTIFICATE**

In terms of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 Listing Regulations), the certificate, as prescribed in Part B of Schedule II of the Listing Regulations, has been obtained from Mr. Shanker Wunnava, Managing Director & CFO for the Financial Year 2023-2024 with regard to the Financial Statements and other matters. The said Certificate is attached herewith as Annexure C and forms part of this Report.

**ACKNOWLEDGEMENTS**

Your directors acknowledge the support extended by the Securities and Exchange Board of India, Reserve Bank of India, Ministry of Corporate Affairs, Registrar of Companies and all other Governmental and Regulatory Authorities for the guidance and support received from them including their officials from time to time.

Your directors also place on record their sincere appreciation for the continued support extended by the Company's stakeholders including investors, customers, banks, financial institutions, rating agencies, debenture holders, debenture trustees and well-wishers during the year.

Your directors place on records their appreciation of the contribution made by the employees of your Company, Your Company's consistent growth was made possible by their hard work, solidarity, cooperation and support.

**For and on behalf of the Board of Director**

Place: Mumbai  
Date: 26th July 2024

Reg. office: Unit No. 806, B Wing, 8th Floor,  
Kanakia Wall Street Andheri Kurla Road,  
Chakala, Andheri East, Mumbai-400093.

**Shanker Wunnava**  
Managing Director  
DIN: 08561822

**Mohit Agarwal**  
Director  
DIN: 08774184



**MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

The management of the Company is pleased to present the Management Discussion and Analysis Report (to the extent applicable to the Company) covering overall performance and outlook of its activities.

This Report is framed in compliance with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”).

**ECONOMIC SCENARIO AND OUTLOOK****Global Economy**

During 2023, the global economy witnessed several challenges, yet demonstrated resilience with a GDP growth of 3.1% over the past year. The growth was supported by several factors including improvements in labour market conditions, resilient trade activities, stable commodity markets, and declining inflation rates. Both advanced and developing economies outperformed expectations, contributing significantly to the overall economic performance. As per the International Monetary Fund - World Economic Outlook update, the global economy is projected to sustain a growth rate of 3.2 percent throughout 2024 and 2025, mirroring the pace observed in 2023. The report indicates a slight uptick in advanced economies, with growth expected to climb from 1.6 percent in 2023 to 1.7 percent in 2024 and 1.8 percent in 2025. However, this is counterbalanced by a modest deceleration in emerging markets and developing economies, transitioning from 4.3 percent growth in 2023 to 4.2 percent in both 2024 and 2025.

As per Reserve Bank of India (RBI), global growth has remained resilient, supported by both public and private spending alongside robust labour market conditions. Looking ahead, the likelihood of a sudden economic downturn has diminished, with risks to the outlook now balanced. However, continued geopolitical tensions, high levels of public debt amidst tight financial conditions, a sluggish recovery in China, geo-economics fragmentation and extreme weather events present downside risks to the outlook. On the upside, faster disinflation and a slower withdrawal of fiscal stimulus provide opportunities. The evolving perceptions of monetary policy trajectories and ongoing geopolitical conflicts are contributing to volatility in global financial markets. Despite bright growth prospects in Emerging Market Economies (EMEs), weak global demand, obstacles to global trade, fluctuating capital flows, high debt levels, extreme weather events and tight financial conditions pose risks to their outlook. While inflation has moderated across various countries due to restrictive policies and easing of supply shocks, it still remains above targets, especially in advanced economies, and the final stages of disinflation are likely to be gradual.

**Indian Economy**

The Indian economy demonstrated resilience, recording a robust growth of 7.6% in FY24, surpassing the previous fiscal year. Strong domestic demand, favorable government policies and growth trends across critical sectors drove this increase. Despite the global economic slowdown, India’s growth rate exceeds that of many comparable economies, indicating resilient domestic consumption and reduced reliance on global demand. The Indian economy has risen from being 10<sup>th</sup> to 5<sup>th</sup> largest globally, the per capita income has doubled and increased to Rs. 1.97 lakhs in 9 years. Domestic consumption and infrastructure spending contributed to growth, and government initiatives such as Gati Shakti will boost industrial competitiveness and future growth.

**NBFC**

As per RBI reports, NBFCs have solidified their foothold in the Indian financial sector by extending credit and financial products to previously unbanked and underserved areas. Substantial capital buffers, improving asset quality and robust earnings have increased the resilience of the NBFC sector: the Capital to Risk-Weighted Assets Ratio at 27.6 percent in September 2023 remains well above the regulatory minimum of 15 percent; the Gross Non-performing Assets ratio has declined from a high of 7.2 percent in December 2021 to 4.6 percent in September 2023; and Net Interest Margin and Return on Assets stood at 5.1 percent and 2.9 percent, respectively, in September 2023.

The Supervisory and Regulatory (SBR) framework for NBFCs was issued on 22<sup>nd</sup> October 2021 and became effective from 01<sup>st</sup> October 2022. The initial assessment suggests that the NBFC sector has become stronger and resilient post introduction of the SBR framework. As on 30<sup>th</sup> September 2023, NBFCs in the base, middle and upper layers constituted 6 percent, 71 percent and 23 percent of the total assets of NBFCs, respectively.

**THE COMPANY**

Your Company has been a registered NBFC with RBI since 13<sup>th</sup> March 2008. The mainstay of your Company’s operations continued to be Lending for equipment finance and business loans, under which During the year under review, your Company has earned income in the form of Interest, Processing Fees and Subvention income.



**INDUSTRY STRUCTURE AND DEVELOPMENT**

Non-Banking Financial Companies play a vital role in the financial sector of our economy along with other financial institutions. They largely extend support to the Micro, Small and Medium Enterprises (MSMEs) which get benefitted due to their strategic operational techniques coupled with lower costs of delivery, lower restrictions on customers etc. Over the years, NBFCs have emerged as an alternate choice and at times the first choice for several customers, who need short term/medium term financing. The NBFCs work under strict regulations of the RBI and reach out to even those sectors which the Banks cannot reach.

**DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE**

A detailed discussion on financial performance with respect to operational performance has been presented in the Directors' Report.

**FULFILMENT OF RBI'S NORMS AND STANDARDS**

Your Company fulfils the standards laid down by RBI relating to recognition and provisioning of non-performing assets, capital adequacy, statutory liquidity ratio, etc. The capital adequacy ratio of the Company is well above the RBI norm of 15%.

**RISKS AND AREAS OF CONCERN**

Currently there are no risks faced by the Company, The Company can be adversely affected by volatility in interest rates in India, which could cause its margins to decline and profitability to shrink. It is therefore exposed to interest rate risk, principally as a result of lending to its customers at interest rates, in amounts, and for periods which may differ from those of its funding sources. Your Company is hedged to a large extent against this risk through the reset clause in its advances portfolio.

- While the Indian economy has shown sustained growth over the last several years, a slowdown could cause the business of the Company to suffer. The Company manages such risks by maintaining a conservative financial profile and following prudent business and risk management practices.
- The risk appetite is enunciated by the Board from time to time. The Company has in place specially mandated Committees such as, Risk Management Committee, besides the Nomination and Remuneration Committee and Audit Committee.

**INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY**

The Company has an Internal Control System, commensurate with the size and nature of its operations. During the year, controls were tested and no material weakness in design and operation were observed. These have been designed to provide reasonable assurance with regard to recording and providing reliable financial and operational information, complying with applicable statutes, safeguarding assets from unauthorized use, executing transactions with proper authorization and ensuring compliance of corporate policies.

**HUMAN RESOURCE DEVELOPMENT**

The Company regards its human resources as amongst its most valuable assets and proactively reviews policies and processes by creating a work environment that encourages initiative, provides challenges and opportunities and recognizes the performance and potential of its employees attracting and retaining the best manpower available by providing high degree of motivation. Your Company believes in trust, transparency & teamwork to improve employee's productivity at all levels.

**DETAILS OF KEY FINANCIAL RATIOS**

The details of the applicable key financial ratios are given in the Notes to the Financial Statements.

**DISCLOSURE OF ACCOUNTING TREATMENT**

The 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). The details of accounting treatment are given in Significant Accounting policies in note no. 1, 2 & 3 of the Financial Statements.

**For and on behalf of the Board of Director**

Place: Mumbai

Date: 26th July 2024

Reg. office: Unit No. 806, B Wing,  
8th Floor, Kanakia Wall Street Andheri  
Kurla Road, Chakala, Andheri East, Mumbai-400093.

**Shanker Wunnava**  
Managing Director  
DIN-08561822

**Mohit Agarwal**  
Director  
DIN: 08774184

**ANNEXURE “A” TO THE DIRECTOR’S REPORT  
SECRETARIAL AUDIT REPORT**

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

**FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2024**

To,

The Members,

**INDERGIRI FINANCE LIMITED**

Mumbai

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Indergiri Finance Limited (hereinafter called “**the Company**”). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing my opinion there on.

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 31<sup>st</sup> 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 31<sup>st</sup> March, 2024 according to the provisions of:

- 1 The Companies Act, 2013 (the Act) and the rules made there under;
- 2 The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the rules made there under;
- 3 The Depositories Act, 1996 and the Regulations and bye-laws framed there under;
- 4 The provisions of 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 were not applicable to the Company under the financial year under report;
- 5 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 (Registrars to an Issue and Share Transfer Agents) Regulations, 1993, regarding the Companies Act and dealing with client;
- 6 Provisions of the following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (‘SEBI’) were not applicable to the Company under the financial year under report:-
  - a. The Securities Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021;
  - b. The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
  - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure requirements) Regulations, 2018;
  - d. The Securities and Exchange Board of India (Depository & Participants) Regulations, 2018 regarding the Companies Act and dealing with client;
  - e. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; and
  - f. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;

We further report that, having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, the Company has complied with the following laws applicable specifically to the Company;

- i. Reserve Bank of India Act, 1934.
- ii. Professional Tax Act, 1975.

- iii. The Bombay Shops and Establishment Act, 1948.
- iv. Bombay Stamps Act, 1958.
- v. Acts prescribed under Direct Tax and Indirect Tax Laws by the Central and respective State Governments.
- vi. Indian Stamp Act, 1999.
- vii. Negotiable Instruments Act, 1881.
- viii Indian Contract Act, 1872.

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

- 1. Secretarial Standards issued by The Institute of Company Secretaries of India.
- 2. SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

**We further report that** the Board of Directors of the Company is duly constituted 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.

**We further report that** during the audit period, there was no specific action was taken by the Company having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines except the following.

- (1) The Statutory Auditors of the Company M/s S.K. Rathi & Co. Chartered Accountants (FRN:108724W) resigned as Auditors w.e.f. 14<sup>th</sup> August,2023 due to old age and M/s Sampat & Mehta, Chartered Accountants (FRN: 109031W) were appointed as Statutory Auditors to fill in the casual vacancy for the FY 2023-2024, which was duly approved by Shareholders of the Company at their AGM held on 16<sup>th</sup> September,2023.
- (2) The Company has adopted a new set of Articles of Association which was duly approved by the Shareholders of the Company at their AGM held on 16<sup>th</sup> September,2023.
- (3) The Company has altered its Memorandum of Association by removing Clause III (C), from Point No.1 to Point No. 43 which was duly approved by the Shareholders of the Company at their AGM held on 16<sup>th</sup> September,2023.
- (4) The Company has increased borrowing limits under Section 180(1)(c) of the Companies Act,2013 to Rs. 100/- Crores which was duly approved by the Shareholders of the Company at their AGM held on 16<sup>th</sup> September,2023.
- (5) The Board of Directors at its Meeting held on 27<sup>th</sup> October,2023 approved the issuance of Unlisted, Unrated, Secured, Redeemable Non-Convertible Debentures on Private Placement basis upto Rs. 20.00 Crores.

**For DM & Associates Company Secretaries LLP**  
**Company Secretaries**

**Mohd Akram**

**Partner**

**ACS NO A22589**

**C P NO 9411**

**UDIN Number: A022589F000663086**

Place: Mumbai

Date: 3<sup>rd</sup> July, 2024

**Note: This report is to be read with our letter of even date that is annexed as Annexure - I and forms an integral part of this report.**

## ANNEXURE - I

To,  
The Members,  
INDERGIRI FINANCE LIMITED  
Mumbai

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

1. Maintenance of secretarial records is the responsibility of 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, followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. Wherever required, we have obtained the Management Representation about the compliance of laws, rules and regulations and happening of events, etc.
5. The compliance of the provisions of corporate and other applicable laws, rules and regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**or DM & Associates Company Secretaries LLP**  
**Company Secretaries**

**Mohd Akram**  
**Partner**  
**ACS NO A22589**  
**C P NO 9411**  
**UDIN Number: A022589F000663086**

Place: Mumbai  
Date: 3<sup>rd</sup> July, 2024

**ANNEXURE “B” TO THE DIRECTOR’S REPORT****INDERGIRI FINANCE LIMITED (CIN: 65923MH1995PLC161968)*****Nomination and Remuneration Policy (‘Policy’)***

Pursuant to Section 178 of the Companies Act, 2013 and Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015 (SEBI (LODR) Regulations, 2015), the Board of Directors of every listed Company shall constitute a Nomination and Remuneration Committee. The Company has constituted a Nomination and Remuneration Committee as required by the SEBI (LODR) Regulations, 2015 and the Companies Act, 2013.

This Committee has formulated the policy in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and Regulation 19 of SEBI (LODR) Regulations, 2015.

***Role of the Committee:***

Term of reference of the committee, as below:

- (1) formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors of the Company a policy relating to the remuneration of the directors, key managerial personnel and other employees (“**Remuneration Policy**”).  
The Nomination and Remuneration Committee, while formulating the above policy, should ensure that:
  - (i) the level and composition of remuneration be reasonable and sufficient to attract, retain and motivate directors of the quality required to run our Company successfully.
  - (ii) relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
  - (iii) Remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short-term and long-term performance objectives appropriate to the working of the Company and its goals.
- (2) for every appointment of an independent director, evaluating the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, preparing 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. For the purpose of identifying suitable candidates, the Nomination and Remuneration Committee may: (a) use the services of an external agencies, if required; (b) consider candidates from a wide range of backgrounds, having due regard to diversity; and (c) consider the time commitments of the candidates.
- (3) formulation of criteria for evaluation of independent directors and the Board.
- (4) devising a policy on Board diversity.
- (5) 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 their appointment and removal and carrying out evaluation of every director’s performance (including independent director);
- (6) analysing, monitoring and reviewing various human resource and compensation matters.
- (7) deciding whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
- (8) determining the Company’s policy on specific remuneration packages for executive directors including pension rights and any compensation payment and determining remuneration packages of such directors.
- (9) recommending to the board all remuneration, in whatever form, payable to senior management and other staff, as deemed necessary.
- (10) carrying out any other functions required to be carried out by the Nomination and Remuneration Committee as contained in the SEBI Listing Regulations or any other applicable law, as and when amended from time to time.
- (11) reviewing and approving the Company’s compensation strategy from time to time in the context of the then current Indian market in accordance with applicable laws.
- (12) perform such functions as are required to be performed by the compensation committee under the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, if applicable.
  - (a) to administer the employee stock option scheme/plan approved by the Board and shareholders of the Company in accordance with the terms of such scheme/plan (“**ESOP Scheme**”) including the following:
    - i. determining the eligibility of employees to participate under the ESOP Scheme.
    - ii. determining the quantum of option to be granted under the ESOP Scheme per employee and in aggregate.
    - iii. date of grant.
    - iv. determining the exercise price of the option under the ESOP Scheme.

- v. the conditions under which option may vest in employee and may lapse in case of termination of employment for misconduct.
- vi. the exercise period within which the employee should exercise the option and that option would lapse on failure to exercise the option within the exercise period.
- vii. the specified time period within which the employee shall exercise the vested option in the event of termination or resignation of an employee.
- viii. the right of an employee to exercise all the options vested in him at one time or at various points of time within the exercise period.
- ix. re-pricing of the options which are not exercised, whether or not they have been vested if stock option rendered unattractive due to fall in the market price of the equity shares.
- x. the grant, vest and exercise of option in case of employees who are on long leave.
- xi. allow exercise of unvested options on such terms and conditions as it may deem fit.
- xii. the procedure for cashless exercise of options.
- xiii. forfeiture/ cancellation of options granted.
- xiv. formulating and implementing the procedure for making a fair and reasonable adjustment to the number of options and to the exercise price in case of corporate actions such as rights issues, bonus issues, merger, sale of division and others. In this regard following shall be taken into consideration:
  - The number and the price of stock option shall be adjusted in a manner such that total value of the option to the employee remains the same after the corporate action.
  - for this purpose, follow global best practices in this area including the procedures followed by the derivative markets in India and abroad may be considered; and
  - The vesting period and the life of the option shall be left unaltered as far as possible to protect the rights of the employee who is granted such option.

(13) construing and interpreting the ESOP Scheme and any agreements defining the rights and obligations of the Company and eligible employees under the ESOP Scheme, and prescribing, amending and/or rescinding rules and regulations relating to the administration of the ESOP Scheme.

(14) frame suitable policies, procedures and systems to ensure that there is no violation of securities laws, as amended from time to time, including:

- (a) the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and
- (b) the Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003, by the trust, the Company and its employees, as applicable

(15) perform such other activities as may be delegated by the Board or specified/ provided under the Companies Act, 2013 to the extent notified and effective, as amended or by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended or by any other applicable law or regulatory authority.

(16) to consider any other matters as may be requested by the Board; and

(17) to make available its terms of reference and review annually those terms of reference and its own effectiveness and recommend any necessary changes to the Board.

(18) the committee is authorised by the Board to:

- (a) investigate any activity within its terms of reference.
- (b) seek any information from any employee of the Company or any associate or subsidiary, joint venture Company in order to perform its duties and all employees are directed by the Board to co-operate with any request made by the Committee; and
- (c) call any director or other employee to be present at a meeting of the Committee as and when required.

(19) if the Committee considers it necessary so to do it is authorised to obtain appropriate external advice including but not limited to legal and professional advice to assist it in the performance of its duties and to secure the services of outsiders with relevant experience and expertise and to invite those persons to attend at meetings of the Committee. The cost of obtaining any advice or services shall be paid by the Company within the limits as authorised by the Board.

The Nomination, Remuneration and Compensation Committee is required to meet at least once a year under Regulation 19(3A) of the SEBI Listing Regulations.

The quorum for a meeting of the Nomination, Remuneration and Compensation shall be two members or one third of the members of the committee, whichever is greater, including at least one independent director.



**MANAGING DIRECTOR (MD) AND CHIEF FINANCIAL OFFICER (CFO) CERTIFICATE**

Dear Sirs and Madam,

I, Shanker Wunnava, Managing Director & Chief Financial Officer of the Company, do hereby certify that:

- a) I have reviewed the Financial Statements and the Cash Flow Statement for the year ended March 31, 2024, and that to the best of my knowledge and belief:
  - i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
  - ii. these statements together present a true and fair view of the company's affairs and are in compliance with the existing accounting standards, applicable laws and regulations.
- b) To the best of my knowledge and belief, no transactions entered into by the Company during the year ended March 31, 2024. are fraudulent, illegal or violative of the Company's code of conduct.
- c) I accept responsibility for establishing and maintaining internal controls for financial reporting and I have evaluated the effectiveness of the internal control systems of the company pertaining to the financial reporting. Deficiencies in the design or operation of such internal controls, if any, of which I am aware, have been disclosed to the Auditors and the Audit Committee and steps have been taken to rectify these deficiencies.
- d) I have indicated to the Auditors and the Audit Committee that:
  - i. there has not been any significant change in internal control over financial reporting during the year under reference.
  - ii. there has not been any significant change in accounting policies during the year requiring disclosure in the notes to the financial statements; and
  - iii. I am not aware of any instance during the year of significant fraud with involvement therein of the management or any employee having a significant role in company's internal control system over financial reporting.

**For Indergiri Finance Limited**

SD/-

**Shanker Wunnava**  
Managing Director & CFO  
DIN: 08561822

Date-24<sup>th</sup> May 2024

Place- Mumbai



**INDEPENDENT AUDITOR’S REPORT**

**TO THE MEMBERS OF INDERGIRI FINANCE LIMITED**

**Report on the Audit of the Ind AS Financial Statements**

**Opinion**

We have audited the accompanying Ind AS financial statements of **INDERGIRI FINANCE LIMITED** (“*the Company*”) which comprise the Balance Sheet as at March 31, 2024, and the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, and notes to the financial statements, including a summary of significant 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 Ind AS 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, and 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 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 Ind AS Financial Statements* section of our report. We are independent of the Company in accordance with the *Code of Ethics* issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the Ind AS 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 Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the Ind AS 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 Ind AS financial statements of the current period. These matters were addressed in the context of our audit of the Ind AS financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Description	Auditor’s Response
<p><b>1. Allowances for expected credit losses (‘ECL’):</b> As at 31 March 2024, the carrying value of loan assets carried at amortised cost, aggregated INR 75,508.08 thousand constituting approximately 90% of the Company’s total assets. Significant judgement is used in classifying these loan assets and applying appropriate measurement principles. ECL on such loan assets carried at amortised cost is a critical estimate involving greater level of management judgement. As part of our risk assessment, we determined that the ECL on such loan assets has a high degree of estimation uncertainty, with a potential range of reasonable outcomes for the financial statements. The elements of estimating ECL which involved increased level of audit focus are the following:</p> <ul style="list-style-type: none"> <li>• Qualitative and quantitative factors used in staging the loan assets carried at amortised cost;</li> <li>• Basis used for estimating probabilities of default (‘PD’), loss given default (‘LGD’) and exposure at default (‘EAD’) at product level with past trends;</li> </ul>	<p><b>Principal audit procedures performed:</b> We have examined the Company’s policies that articulate the objectives of managing each portfolio and their business models. We have also verified the methodology adopted for computation of ECL that addresses adopted policies and procedures and controls for assessing and measuring credit risk on all lending exposures carried at amortised cost. Our audit procedures related to the allowance for ECL included the following, among others: Testing the design and operating effectiveness of the following:</p> <ul style="list-style-type: none"> <li>• Completeness and accuracy of the EAD and the classification thereof into stages consistent with the definitions applied in accordance with the approved policy including the appropriateness of the qualitative factors to be applied.</li> <li>• Completeness, accuracy and appropriateness of information used in the estimation of the PD and LGD for the different stages depending on the nature of the portfolio.</li> <li>• Accuracy of the computation of the ECL estimate including reasonableness of the methodology used to determine macro-economic overlays and adjustments to the output of the ECL.</li> </ul>

Description	Auditor's Response
<ul style="list-style-type: none"> <li>Judgements used in projecting economic scenarios and probability weights applied to reflect future economic conditions.</li> </ul>	Test of details on a sample basis in respect of the following: <ul style="list-style-type: none"> <li>Accuracy and completeness of the input data such as period of default and other related information used in estimating the PD;</li> <li>The mathematical accuracy of the ECL computation by using the same input data as used by the Company.</li> <li>Completeness and accuracy of the staging of the loans and the underlying data based on which the ECL estimates have been computed.</li> </ul>
<p><b>2. Compliance and disclosure requirements:</b> Compliance and disclosure requirements under the applicable Indian Accounting Standards (Ind AS), Reserve Bank of India (RBI) guidelines and other applicable statutory, regulatory and financial reporting framework.</p>	<p><b>Principal audit procedures performed:</b></p> <ul style="list-style-type: none"> <li>Assessed the systems and processes laid down by the Company to appropriately ensure compliance and disclosures as per the applicable Ind AS, RBI guidelines and other applicable statutory, regulatory and financial reporting framework.</li> <li>Designed and performed audit procedures to assess the completeness and correctness of the details disclosed having regard to the assumptions made by the management in relation to the applicability and extent of disclosure requirements.</li> <li>Relied on internal records of the Company and external confirmations wherever necessary</li> </ul>

**Other information**

The Company's Board of Directors is responsible for the other information. The other information comprises the Director's Report including Annexures to Director's Report but does not include the Ind AS financial statements and our auditor's report thereon.

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

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

**Responsibilities of Management and those charged with Governance for the Ind AS Financial Statements**

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Ind AS financial statements that give a true and fair view of the financial position, financial performance, total 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 Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Ind AS financial statements, the Board of Directors is 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 Ind AS Financial Statements**

Our objectives are to obtain reasonable assurance about whether the Ind AS 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 aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Ind AS 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 Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, 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 Ind AS 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 Ind AS financial statements, including the disclosures, and whether the Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the Ind AS financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Ind AS 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 Ind AS 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 Ind AS financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### **Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the "**Annexure A**" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report, to the extent applicable 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 of the aforesaid Ind AS financial statements.

- b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid Ind AS financial statements have been kept by the Company so far as it appears from our examination of those books, except for keeping backup on daily basis of such books of account maintained in electronic mode in a server physically located in India.
- c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, the Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid Ind AS financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of the written representations received from the directors as on March 31, 2024 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2024 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) The observation relating to the maintenance of accounts and other matters connected therewith are as stated in paragraph (b) and j(v).
- g) With respect to adequacy of internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in “**Annexure B**”.
- h) In our opinion and to the best of our information and according to the explanations given to us, we report as under 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:
- i. The Company does not have any pending litigations.
  - ii. The Company did not have any long-term contracts including derivative contracts; as such the question of commenting on any material foreseeable losses thereon does not arise.
  - iii. There were no amounts which were 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 proposed, declared or paid any dividend during the year and hence compliance with Section 123 of the Act is not applicable for the year.
  - vi. Based on our examination, the Company has used accounting software for maintaining its books of account in which feature of recording audit trail (edit log) facility is not available.
3. In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the company to its directors during the year is in accordance with the provisions of section 197 of the Act.

**For Sampat & Mehta**  
**Chartered Accountants**  
**E.R. No. 109031W**

**Sanjay Rambhia**  
**Partner**  
**Membership No.046265**

**Place: Mumbai**  
**Date: 24<sup>th</sup> May 2024**

**Annexure ‘A’ to the Independent Auditors’ Report**

(Referred to in paragraph 9 under ‘Report on Other Legal and Regulatory Requirements’ section of our report of even date)

- i. (a) A. The Company has maintained proper records showing full particulars including quantitative details and situation of Property, Plant and Equipment.  
 B. The Company does not have any intangible assets. Accordingly, reporting under clause 3 (i) (a) (B) of the Order is not applicable to the Company.
- (b) Property, Plant and Equipment have been physically verified by the management at regular intervals. No material discrepancies were noticed on such physical verification.
- (c) The Company does not have any immovable property accordingly, reporting under clause 3 (i) (c) of the Order is not applicable to the Company.
- (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 during the year. Also the company does not have any intangible asset.
- (e) According to the information and explanations given to us and on the basis of our examination of the records of the company, no proceedings have been initiated during the year or are pending against the company as at March 31, 2024 for holding any benami property under the Benami transactions (Prohibition) act, 1988 (45 of 1988 as amended in 2016) and rules made thereunder.
- ii. (a) The management has verified stock in trade of securities with Demat Statements at reasonable intervals during the period and also at the year end. The Procedures and coverage as followed by management were appropriate. As informed to us no material discrepancies have been noticed upon such verification.  
 (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, during any point of time of the year, 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 security of current assets. Accordingly, reporting under clause 3 (ii)(b) of the Order is not applicable to the Company.
- iii. (a) The Company is a non-deposit taking, non-systemically important Non-Banking Financial Company principal business is to give loans. Accordingly, the provision of clause 3(iii)(a) of the Order is not applicable to it.  
 (b) In our opinion and according to the information and explanations given to us, the terms and conditions of the grant of all loans, provided during the year are, prima facie, not prejudicial to the Company’s interest. During the year Company has not made any investments, provided any guarantee as security.  
 (c) According to the information and explanations given to us and on the basis of our examination of the records of the company, in the case of loans given, in our opinion the repayment of principal and payment of interest has been stipulated and the repayments or receipts have been regular except stated in the table below. Further, the company has not given any advance in the nature of loan to any party during the year.

No. of cases	Amount (INR in Thousand)	Days past due
47	9,500	1 to 29 days
9	1,404	30 to 59 days
5	228	60 to 90 days

- (d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, overdue amount for more than ninety days in respect of the Loans given is as per table below. Further, the company has not given any advances in the nature of loans to any party during the year.

**Amount in Thousands**

No. of cases	Principal amount overdue INR	Interest overdue INR	Total overdue INR	Remarks (if any)
1	9.86	5.56	15.42	-

- (e) Since the Company’s principal business is to give loans the provision of clause 3(iii)(e) of the Order is not applicable to it.
- (f) According to the information and explanation given to us and on the basis of our examination of the records of the Company, it has not granted loans or advances in the nature of loan which are repayable on demand or without specifying any terms or period of repayment.



- iv. According to the information and explanation given to us, during the year, the Company has not granted any loans or provided any guarantees or given any security to the parties covered under section 185 of Companies Act, 2013. The Company has complied with the provisions of section 186 of the Act to the extent applicable.
- v. In our opinion and according to the information and explanations given to us, the Company being a non-banking financial company registered with the Reserve Bank of India, the provisions of sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposits) Rules, 2014, as amended, with regard to the deposits as well as deemed deposits accepted are not applicable to the Company. We are informed that no order has been passed by the Company Law Board, National Company Law Tribunal or Reserve Bank of India or any Court or any other Tribunal on the Company in respect of the aforesaid deposits.
- vi. The Central Government has not prescribed the maintenance of cost records under sub-section (1) section 148 of the Act for the business activities carried out by the Company. Accordingly, the provision of clause 3(vi) of the Order is not applicable to the Company.
- vii. (a) According to the information and explanation given to us and on the basis of our examination of the records of the Company, in respect of undisputed statutory dues including Goods and Services Tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues, as applicable have generally been regularly deposited with the appropriate authorities.  
According to the information and explanations given to us, no undisputed amounts payable in respect of the aforesaid dues were in arrears as at March 31, 2024 for a period of more than six months from the date they became payable.
- (b) According to the books of account and records as produced and examined by us in accordance with the generally accepted auditing practices in India, as at March 31, 2024, there are no dues that have not been deposited on account of 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. The Company has not taken any loan from financial institutions or banks during the year; Accordingly, the provision of clause 3 (ix) (a) to (f) of the Order is not applicable to the Company.
- x. (a) According to the information and explanations given to us and based on the records and documents produced before us, during the year the Company has not raised money by way of initial public offer or further public offer (including debt instruments), therefore, the provisions of Clause 3(x)(a) of the Order are not applicable to the Company.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year. Accordingly, clause 3(x)(b) of the Order is not applicable to the Company.
- 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 as outlined in the Standards on Auditing, we report that no fraud by the Company or on the Company has been noticed or reported during the course of the audit.
- (b) According to the information and explanations given to us, no report under Section 143(12) of the Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (c) To the best of our knowledge and according to the information and explanation given to us, the Company has not received whistle-blower complaints, during the year.
- xii. As the company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it, therefore the provisions of clause 3(xii) (a) to 3(xii) (c) of the Order is not applicable to the company.
- xiii. According to the information and explanation given to us, all transactions with the related parties are in compliance with Sections 177 and 188 of the Act. The details of such related party transactions have been disclosed in the financial statements as required under Indian Accounting Standard (Ind AS) 24, Related Party Disclosures specified under Section 133 of the Act.



- xiv. (a) In our opinion and according to the information and explanation given to us, the Company has an internal audit system commensurate with the size and nature of its business.
- (b) We have considered the internal audit reports of the company issued till date, for the period under audit.
- xv. According to the information and explanations given to us, during the year the company has not entered into any non-cash transactions with its directors or persons connected with its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- xvi. (a) The Company is required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 and the Company has obtained the required registration.
- (b) According to the information and explanations given to us, the Company has not conducted any Non-Banking Financial or Housing Finance activities without obtaining a valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934.
- (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 under Clause 3(xvi)(c) of the Order is not applicable to the Company.
- (d) Based on the information and explanations provided by the management of the Company, during the course of audit, the Company (as per the provisions of the Core Investment Companies (Reserve Bank) Directions, 2016) does not have any CIC.
- xvii. The Company has incurred cash losses in the current financial year of INR 5,506.32 thousand but not in the immediately preceding financial year.
- xviii. There has been resignation of the statutory auditors during the year due to old age, but no objection or concern has been raised by the outgoing auditors.
- 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 Ind AS 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 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 Companies Act, 2013 is not applicable to the Company. Accordingly, clause 3(xx)(a) and (b) of the Order is not applicable to the Company.
- xxi. The reporting under Clause 3(xxi) of the Order is not applicable in respect of audit of Standalone financial statements. Accordingly, no comment in respect of the said clause has been included in this report.

**For Sampat & Mehta**  
**Chartered Accountants**  
**F.R. No. 109031W**

**Sanjay Rambhia**  
**Partner**  
**Membership No.046265**

**Place: Mumbai**  
**Date: 24<sup>th</sup> May 2024**

**Annexure – ‘B’ to the Auditors’ Report**

(Report on the Internal Financial Controls under Clause (f) 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 “**INDERGIRI FINANCE LIMITED**” (“the Company”) as of March 31, 2024 in conjunction with our audit of the Ind AS financial statements of the Company for the year ended on that date.

**Management’s Responsibility for Internal Financial Controls**

The Company’s management is responsible for establishing and maintaining internal financial controls 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 (‘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 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 Controls 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 was 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 auditor’s 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’s internal financial controls system over financial reporting.

**Meaning of Internal Financial Controls 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’s 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 statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
- (3) Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company’s assets that could have a material effect on the 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, 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 Sampat & Mehta**  
Chartered Accountants  
F.R. No. 109031W

**Sanjay Rambhia**  
Partner

Place: Mumbai  
Date: 24<sup>th</sup> May 2024

Membership No.046265

**BALANCE SHEET AS AT 31ST MARCH, 2024**

(₹ in thousand)

Particulars	Note No.	As at March 31, 2024	As at March 31, 2023
<b>ASSETS</b>			
<b>(1) Financial assets</b>			
(a) Cash and cash equivalents	4	4,229.72	7,560.06
(b) Loans	5	75,508.08	43,492.89
(c) Investments	6	70.44	50.00
(d) Other financial assets	7	3,278.45	664.54
		<u>83,086.69</u>	<u>51,767.49</u>
<b>(2) Non-financial assets</b>			
(a) Inventories	8	-	17.16
(b) Current tax assets (net)	9	374.51	497.56
(c) Deferred tax assets (net)	10	-	34.02
(d) Property, plant and equipment	11	107.89	86.80
(e) Other non-financial assets	12	54.45	134.32
		<u>536.85</u>	<u>769.86</u>
<b>Total Assets</b>		<u><b>83,623.54</b></u>	<u><b>52,537.35</b></u>
<b>EQUITY AND LIABILITIES</b>			
<b>LIABILITIES</b>			
<b>(1) Financial liabilities</b>			
(a) Payables	13		
Trade Payables			
- Amount due to Micro and Small enterprises		-	-
- Amount due to other than Micro and Small enterprises		-	-
Other Payables		1,315.10	2,514.16
(b) Non Convertible Debentures	14	22,222.22	-
(c) Borrowings from related parties	15	15,000.00	-
(d) Security deposits	16	1,119.75	-
		<u>39,657.07</u>	<u>2,514.16</u>
<b>(2) Non-financial liabilities</b>			
(a) Deferred tax liability (net)	17	174.33	-
(b) Other non-financial liabilities	18	501.16	78.67
		<u>675.49</u>	<u>78.67</u>
		<u>40,332.56</u>	<u>2,592.83</u>
<b>(3) EQUITY</b>			
(a) Equity	19	50,610.00	50,610.00
(b) Other equity	20	(7,319.02)	(665.49)
<b>Total equity</b>		<u>43,290.98</u>	<u>49,944.51</u>
<b>Total equity and liabilities</b>		<u><b>83,623.54</b></u>	<u><b>52,537.34</b></u>

The accompanying notes are an integral part of the Financial Statements. 1 - 46

**For and on behalf of the Board of Directors**  
**Indergiri Finance Limited**

**For Sampat & Mehta**  
Chartered Accountants  
Firm Registration no. 109031W

**Mohit Agarwal**  
Director  
(DIN: 08774184)

**Shanker Wunnava**  
Director  
(DIN: 08561822)

**Sanjay Rambhia**  
Partner  
Membership Number: 046265

**Ramjeet Yadav**  
Company Secretary  
(M. No. A50581)

Place : Mumbai  
Date : 24<sup>th</sup> May, 2024

Place : Mumbai  
Date : 24<sup>th</sup> May, 2024

**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2024**

(₹ in thousand)

Particulars	Note No.	Year ended	Year ended
		March 31, 2024	March 31, 2023
<b>(I) Revenue from operations</b>			
Interest income	21	6,205.15	2,666.42
Fees Income	22	620.00	393.85
Fair value gain/(loss) on investments	23	3.28	-
Other operating income	24	1,053.66	4,001.81
<b>Total revenue from operations</b>		<b>7,882.09</b>	<b>7,062.08</b>
<b>(II) Other income</b>	25	<b>191.90</b>	<b>826.78</b>
<b>(III) Total income (I+II)</b>		<b>8,073.99</b>	<b>7,888.86</b>
<b>(IV) Expenses</b>			
Changes in inventories of finished goods, work-in-progress and stock-in-trade	26	-	576.53
Finance cost	27	1,233.99	-
Employee benefit expense	28	9,196.26	3,187.21
Depreciation and amortisation expense	29	39.49	42.49
Other expenses	30	3,866.94	3,713.83
<b>Total expenses</b>		<b>14,336.68</b>	<b>7,520.06</b>
<b>(V) Profit/(Loss) before tax ( III - IV)</b>		<b>(6,262.68)</b>	<b>368.80</b>
<b>Tax expense</b>			
- Current tax		-	88.46
- Deferred tax		208.35	6.52
- Tax Adjustment For Earlier Years		-	176.98
<b>(VI) Total tax expense</b>		<b>208.35</b>	<b>271.96</b>
<b>(VII) Net profit/ (loss) after tax ( V - VI)</b>		<b>(6,471.03)</b>	<b>96.84</b>
<b>(VIII) Other comprehensive income</b>			
(i) Items that will not be reclassified to profit or loss: Remeasurement of defined benefit plans		-	-
(ii) Income tax relating to items that will not be reclassified to profit or loss		-	-
<b>Subtotal (A)</b>		-	-
(B) (i) Items that will be reclassified to profit or loss (specify items and amounts)		-	-
(ii) Income tax relating to items that will be reclassified to profit or loss		-	-
<b>Subtotal (B)</b>		-	-
<b>Other comprehensive income</b>		-	-
<b>(IX) Total comprehensive income ( VII + VIII)</b>		<b>(6,471.03)</b>	<b>96.84</b>
<b>(X) Earnings per equity share (face value INR 10 each fully paid up)</b>	32		
Basic (₹)		(1.28)	0.02
Diluted (₹)		(1.28)	0.02

The accompanying notes are an integral part of the Financial Statements. 1 - 46

**For and on behalf of the Board of Directors  
Indergiri Finance Limited**

**For Sampat & Mehta**  
Chartered Accountants  
Firm Registration no. 109031W

**Mohit Agarwal**  
Director  
(DIN: 08774184)

**Shanker Wunnava**  
Director  
(DIN: 08561822)

**Sanjay Rambhia**  
Partner  
Membership Number: 046265

**Ramjeet Yadav**  
Company Secretary  
(M. No. A50581)

Place : Mumbai  
Date : 24<sup>th</sup> May, 2024

Place : Mumbai  
Date : 24<sup>th</sup> May, 2024

**CASH FLOW STATEMENT PURSUANT TO CLAUSE 32 OF THE LISTING AGREEMENT**

(₹ in thousand)

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
<b>A. Cash flow from operating activities</b>		
Net profit/loss(-) before tax and extraordinary items	(6,262.68)	368.80
Adjustment for :		
Provision on Standard/Sub-standard assets	417.96	(4.84)
ECL reversal	(50.96)	
ECL Provision	302.19	
Property, plant and equipment written off	-	65.03
Finance Cost	1,233.99	-
Interest Received	(103.72)	-
Fair value gain/(loss) on investments	(3.28)	-
Sundry balances written off	(31.25)	
Depreciation	39.49	42.49
	<u>1,804.41</u>	<u>102.68</u>
<b>Operating profit before working capital changes</b>	<b>(4,458.27)</b>	<b>471.48</b>
<b>Changes in working capital:</b>		
<b>Adjustments for (increase) / decrease in operating assets:</b>		
Loans extended	(32,684.38)	(5,618.00)
Other financial assets	(3,099.49)	(106.04)
Inventories	-	576.53
Other non-financial assets	79.87	0.04
<b>Adjustments for increase / (decrease) in operating liabilities:</b>		
Other financial liabilities	(1,344.58)	1,826.86
Security deposits received	1,119.75	
Other non-financial liabilities	422.49	66.82
	<u>(35,506.35)</u>	<u>(3,253.79)</u>
Tax (paid)/refund	123.05	(197.24)
<b>Cash generated from operations</b>	<b>(39,841.57)</b>	<b>(2,979.55)</b>
<b>B. Cash flow from investing activities</b>		
Purchase of fixed assets	(60.58)	(114.00)
Interest income received	406.81	
(Purchase)/sales of investments(net)	-	6,100.00
Net cash flow from investing activities	<u>346.23</u>	<u>5,986.00</u>
<b>C. Cash flow from financing activities</b>		
Loan from Director	15,000.00	-
Interest Paid	(1,057.23)	-
Issue of Non Convertible Debentures	25,000.00	-
Repayment of Non Convertible Debentures	(2,777.78)	-
Net cash flow from financing activities	<u>36,165.00</u>	<u>-</u>
<b>Net (decrease) / increase in cash and cash equivalents (A+B+C)</b>	<b>(3,330.34)</b>	<b>3,006.45</b>
Cash and cash equivalents at the beginning of the year	<u>7,560.06</u>	<u>4,553.61</u>
<b>Cash and cash equivalents at the close of the year</b>	<b><u>4,229.72</u></b>	<b><u>7,560.06</u></b>
<b>Components of cash and cash equivalents at the year end</b>		
(i) Cash on hand	-	39.35
(ii) Balances with banks:		
- In Current Accounts	4,229.72	112.28
- In Deposit accounts with original maturity of 3 months or less	-	7,408.43
	<u>4,229.72</u>	<u>7,560.06</u>

1. The above Cash Flow Statement has been prepared under the 'Indirect Method' as set out in the Accounting Standard (IND AS) 7 - "Cash Flow Statements".

**For and on behalf of the Board of Directors**  
**Indergiri Finance Limited**

**For Sampat & Mehta**  
Chartered Accountants  
Firm Registration no. 109031W

**Mohit Agarwal**  
Director  
(DIN: 08774184)

**Shanker Wunnava**  
Director  
(DIN: 08561822)

**Sanjay Rambhia**  
Partner  
Membership Number: 046265

**Ramjeet Yadav**  
Company Secretary  
(M. No. A50581)

Place : Mumbai  
Date : 24<sup>th</sup> May, 2024

Place : Mumbai  
Date : 24<sup>th</sup> May, 2024

**Statement of Changes in Equity (SOCIE) for the year ended 31 March 2024**

**(a) Equity share capital (refer note 14)**

	As at March 31, 2024		As at March 31, 2023	
	No. of shares	Amount	No. of shares	Amount
Balance at the beginning of the year	50,61,000	50,610.00	50,61,000	50,610.00
Changes in Equity Share Capital due to prior period errors	-	-	-	-
Restated balance at the beginning of the year	50,61,000	50,610.00	50,61,000	50,610.00
Changes in equity share capital during the year	-	-	-	-
<b>Balance at the end of the year</b>	<b>50,61,000</b>	<b>50,610.00</b>	<b>50,61,000</b>	<b>50,610.00</b>

**(b) Other equity (refer note 15)**

Particulars	Reserves & surplus		Other comprehensive income	Total
	Retained earnings	Statutory Reserve		
<b>Balance as at March 31, 2022</b>	(3,470.75)	2,708.42	-	<b>(762.33)</b>
Addition during the year	96.84	19.37	-	<b>116.20</b>
Addition/ (Reduction) during the year	(19.37)	-	-	<b>(19.37)</b>
<b>Balance as at March 31, 2023</b>	<b>(3,393.28)</b>	<b>2,727.79</b>	-	<b>(665.49)</b>
Addition/ (Reduction) during the year	(6,471.03)	-	-	<b>(6,471.03)</b>
Prior period adjustment	(182.49)			<b>(182.49)</b>
<b>Balance as at March 31, 2024</b>	<b>(10,046.80)</b>	<b>2,727.79</b>	-	<b>(7,319.02)</b>

**Nature and component of equity:**

**Statutory Reserve**

This reserve fund had been created in compliance with section 45-IC(1) of The Reserve Bank of India Act, 1934 which requires every non-banking finance company to create a reserve fund by transferring therein a sum not less than twenty per cent of its net profit every year as disclosed in the profit and loss account and before any dividend is declared.

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

**For and on behalf of the Board of Directors  
Indergiri Finance Limited**

**For Sampat & Mehta**  
Chartered Accountants  
Firm Registration no. 109031W

**Mohit Agarwal**  
Director  
(DIN: 08774184)

**Shanker Wunnava**  
Director  
(DIN: 08561822)

**Sanjay Rambhia**  
Partner  
Membership Number: 046265

**Ramjeet Yadav**  
Company Secretary  
(M. No. A50581)

Place : Mumbai  
Date : 24<sup>th</sup> May, 2024

Place : Mumbai  
Date : 24<sup>th</sup> May, 2024



**Notes to the Financial Statements for the year ended 31 March 2024****1 Corporate Information**

Indergiri Finance Limited (“the Company”) was incorporated in India on January 27, 1995 under the provisions of The Companies Act, 1956 (“the Act”) and is primarily engaged into providing financial services, investment (finance and investment) and trading in shares.

The Company holds a Certificate of Registration (CoR) as Non-Banking Financial Institution, without accepting public deposits, from the Reserve Bank of India (“RBI”) under section 45-IA of the Reserve Bank of India Act, 1934.

The Registered office of the Company is situated at B-806, Kanakia Wall Street, Andheri - Kurla Rd, Chakala, Andheri (East), Mumbai - 400 059.

The financial statements of the Company for the year ended March 31, 2024 were authorised for issue in accordance with the resolution of the Board of Director on May 24, 2024.

**2 Material Accounting Policies****2.1 Basis of preparation**

The 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).

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:

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

The financial statements are presented in Indian Rupees (INR) and all values are rounded to the nearest Thousand, except when otherwise indicated.

The preparation of financial statements requires the use of certain critical accounting estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses and the disclosed amount of contingent liabilities. Areas involving a higher degree of judgement or complexity, or areas where assumptions are significant to the Company are discussed in Note 3 - Significant accounting judgements, estimates and assumptions.

**2.2 Presentation of financial statements**

The financial statements of the company are presented as per Division III of the Schedule III to the Companies Act, 2013.

Financial assets and financial liabilities are generally reported gross in the Balance Sheet. They are only offset and reported net when, in addition to having an unconditionally legally enforceable right to offset the recognised amounts without being contingent on a future event, the parties also intend to settle on a net basis in all of the following circumstances:

- a. The normal course of business
- b. The event of default
- c. The event of insolvency or bankruptcy of the Company and/or its counterparties

**2.3 Statement of Compliance**

This financial statements of the Company has been prepared in accordance with Indian Accounting Standards as per the Companies (Indian Accounting Standards) Rules, 2015 as amended and notified under Section 133 of the Companies Act, 2013 and the other relevant provisions of the Act.

**2.4 Summary of material accounting policies****(a) Revenue from operations****(i) Interest Income**

Interest income is recognised on a time proportion basis taking into account the amount outstanding and the effective interest rate (“EIR”).

The EIR is computed:

- a. As the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of a financial asset.

- b. By considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) in estimating the cash flows.
- c. Including all fees received between parties to the contract that are an integral part of the effective interest rate, transaction costs, and all other premiums or discounts.

Any subsequent changes in the estimation of the future cash flows is recognised in interest income with the corresponding adjustment to the carrying amount of the assets.

**(ii) Dividend Income**

Dividend income is recognised:

- a. When the right to receive the payment is established,
- b. It is probable that the economic benefits associated with the dividend will flow to the entity and
- c. The amount of the dividend can be measured reliably

Dividend Income is disclosed separately in Statement of Profit and Loss and not as Fair Value Changes on Financial Assets at FVTPL.

**(iii) Processing Fees**

Fees is recognised when the Company satisfies the performance obligation, at fair value of the consideration received or receivable based on a five-step model as set out below, unless included in the effective interest calculation:

Step 1: Identify contract(s) with a customer: A contract is defined as an agreement between two or more parties that creates enforceable rights and obligations and sets out the criteria for every contract that must be met.

Step 2: Identify performance obligations in the contract: A performance obligation is a promise in a contract with a customer to transfer a good or service to the customer.

Step 3: Determine the transaction price: The transaction price is the amount of consideration to which the Company expects to be entitled in exchange for transferring promised goods or services to a customer, excluding amounts collected on behalf of third parties.

Step 4: Allocate the transaction price to the performance obligations in the contract: For a contract that has more than one performance obligation, the Company allocates the transaction price to each performance obligation in an amount that depicts the amount of consideration to which the Company expects to be entitled in exchange for satisfying each performance obligation.

Step 5: Recognise revenue when (or as) the Company satisfies a performance obligation

**(iv) Net gain on Fair value changes**

Any differences between the fair values of financial assets classified as FVTPL held by the Company on the balance sheet date is recognised as an unrealised gain / loss. In cases there is a net gain in the aggregate, the same is recognised in “Net gains on fair value changes” under Revenue from operations and if there is a net loss the same is disclosed as “Net loss on fair value changes” under Expenses in the Statement of Profit and Loss.

Similarly, any realised gain or loss on sale of financial instruments measured at FVTPL and debt instruments measured at FVOCI is recognised in net gain / loss on fair value changes.

However, Net gain / loss on derecognition of financial instruments classified as amortised cost is presented separately under the respective head in the Statement of Profit and Loss.

**(b) 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.

**(i) Initial measurement of financial instruments**

Financial assets and financial liability are initially measured at fair value. Transaction cost that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities recorded at fair value through profit & loss (FVTPL)), are added to or subtracted from the fair value of financial assets or financial liabilities, as appropriate, on initial recognition. Transaction cost directly attributable to the acquisition of financial assets or financial liabilities at FVTPL are recognized immediately in profit or loss.

**(ii) Classification & measurement categories of financial assets and liabilities:**

The Company classifies all of its financial assets based on the business model for managing the assets and the asset's contractual terms, measured at either:

**Financial assets at amortised cost (AC)**

A financial asset is measured at amortised cost if it is held within a business model whose objective is to hold assets for collecting contractual cash flows and contractual terms of the financial asset give rise on specified dates to cash flows that are solely for the payments of principal and interest on the principal amount outstanding. The changes in carrying value of financial assets is recognised in profit and loss account.

**Financial assets at fair value through other comprehensive income (FVTOCI)**

A financial asset is measured at FVTOCI if it is held within business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial assets that give rise to cash flows on specified dates, that represent solely payments of principal and interest on the principal amount outstanding. The changes in fair value of financial assets is recognised in Other Comprehensive Income.

**Financial Assets at fair value through profit & loss (FVTPL)**

A financial asset which is not classified in any of above categories are measured at FVTPL. The Company measures all financial assets classified as FVTPL at fair value at each reporting date. The changes in fair value of financial assets is recognised in Profit and loss account.

**(c) Financial assets and liabilities****(i) Amortised cost and effective interest method**

The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating interest income over the relevant period.

For the financial instrument other than purchased or originated credit-impaired financial assets, the effective interest rate is the rate that exactly discounts estimated future cash flows (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) excluding expected credit losses, through the expected life of the debt instrument, or, where appropriate, a shorter period, to the gross carrying amount of the debt instrument on initial recognition.

The amortised cost of a financial asset is the amount at which the financial asset is measured at initial recognition minus the principal repayments, plus the cumulative amortisation using the effective interest method of any difference between that initial amount and the maturity amount, adjusted for any loss allowance. On the other hand, the gross carrying amount of a financial asset is the amortised cost of a financial asset before adjusting for any loss allowance.

**(ii) Financial assets held for trading**

The Company classifies financial assets as held for trading when they have been purchased or issued primarily for short-term profit making through trading activities or form part of a portfolio of financial instruments that are managed together, for which there is evidence of a recent pattern of short-term profit taking. Held-for-trading assets are recorded and measured in the balance sheet at fair value. Changes in fair value are recognised in net gain on fair value changes.

**(iii) Investment in Equity instruments**

The Company subsequently measures all equity investments at FVTPL, unless the Company's management has elected to classify irrevocably some of its strategic equity investments to be measured at FVOCI, when such instruments meet the definition of Equity under Ind AS 32 Financial Instruments: Presentation are not held for trading. Such classification is determined on an instrument-by-instrument basis.

**(iv) Financial Liabilities**

All the financial liabilities are measured at amortised cost except loan commitments, financial guarantees.

**(v) Financial liabilities and equity instruments**

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

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recognised at the proceeds received, net of direct issue costs.

**(vi) Reclassification of financial assets and financial liabilities**

The Company does not reclassify its financial assets subsequent to their initial recognition, apart from the exceptional circumstances in which the Company acquires, disposes of, or terminates a business line. The company didn't reclassify any of its financial assets or liabilities in current period and previous period.

**(d) Derecognition of financial assets and liabilities**

**(i) Derecognition of financial asset**

A financial asset (or, where applicable a part of a financial asset or a part of a group of similar financial assets) is derecognised when the rights to receive cash flows from the financial asset have expired. The Company also derecognises the financial asset if it has both transferred the financial asset and the transfer qualifies for derecognition.

The Company has transferred the financial asset if and only if; either

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

A transfer only qualifies for derecognition if either:

- The Company has transferred substantially all the risks and rewards of the asset, or
- The Company has neither transferred nor retained substantially all the risks and rewards of the asset but has transferred control of the asset.

The Company considers control to be transferred if and only if, the transferee has the practical ability to sell the asset in its entirety to an unrelated third party and is able to exercise that ability unilaterally and without imposing additional restrictions on the transfer.

**(ii) Derecognition of financial liabilities**

A Financial liability is derecognised when the obligation under the liability is discharged, cancelled or expires. Where an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and the recognition of a new liability. The difference between the carrying value of the original financial liability and the consideration paid, including modified contractual cash flow recognised as new financial liability, is recognised in the statement of profit and loss.

**Impairment of financial assets**

The Company records allowance for expected credit losses for financial assets carried at amortised cost and all debt financial assets not held at FVTPL, in this section all referred to as 'Financial instruments'. Equity instruments are not subject to impairment under Ind AS 109.

ECL is a probability-weighted estimate of credit losses. A credit loss is the difference between the cash flows that are due to an entity in accordance with the contract and the cash flows that the entity expects to receive discounted at the original effective interest rate. Because ECL consider the amount and timing of payments, a credit loss arises even if the entity expects to be paid in full but later than when contractually due.

**Simplified Approach**

The Company follows 'simplified approach' for recognition of impairment loss allowance on loan granted. The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognizes impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition. The Company uses a provision matrix to determine impairment loss allowance. However, if receivables contain a significant financing component, the Company chooses as its accounting policy to measure the loss allowance by applying general approach to measure ECL.

**General Approach**

The Company records allowance for expected credit losses for all loans, other financial assets not held at fair value through profit or loss (FVTPL), together with financial guarantee contracts, in this section all referred to as 'Financial instruments'. Equity instruments are not subject to impairment under Ind AS 109.

The ECL allowance is based on the credit losses expected to arise over the life of the asset (the lifetime expected credit loss), unless there has been no significant increase in credit risk since origination, in which case, the allowance is based on the 12 months' expected credit loss.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is the portion of Lifetime ECL that represent the ECLs that result from default events on a financial instrument that are possible within the 12 months after the reporting date.

The Company has established a policy to perform an assessment, at the end of each reporting period, of whether a financial instrument's credit risk has increased significantly since initial recognition, by considering the change in the risk of default occurring over the remaining life of the financial instrument. The Company does the assessment of significant increase in credit risk at a borrower level. If a borrower has various facilities having different past due status, then the highest days past due (DPD) is considered to be applicable for all the facilities of that borrower.

Based on the above, the Company categorises its loans into Stage 1, Stage 2 and Stage 3 as described below:

**Stage 1**

All exposures where there has not been a significant increase in credit risk since initial recognition or that has low credit risk at the reporting date and that are not credit impaired upon origination are classified under this stage. The Company classifies all standard advances and advances upto 30 days default under this category. Stage 1 loans also include facilities where the credit risk has improved and the loan has been reclassified from Stage 2 or Stage 3.

**Stage 2**

All exposures where there has been a significant increase in credit risk since initial recognition but are not credit impaired are classified under this stage. 30 Days Past Due is considered as significant increase in credit risk.

**Stage 3**

All exposures assessed as credit impaired when one or more events that have a detrimental impact on the estimated future cash flows of that asset have occurred are classified in this stage. For exposures that have become credit impaired, a lifetime ECL is recognised and interest revenue is calculated by applying the effective interest rate to the amortised cost (net of provision) rather than the gross carrying amount. 90 Days Past Due is considered as default for classifying a financial instrument as credit impaired. If an event (for e.g. any natural calamity) warrants a provision higher than as mandated under ECL methodology, the Company may classify the financial asset in Stage 3 accordingly.

Upgradation of accounts classified as Stage 3/Non-performing assets (NPA) - The Company upgrades loan accounts classified as Stage 3/ NPA to 'standard' asset category only if the entire arrears of interest, principal and other amount are paid by the borrower and there is no change in the accounting policy followed by the Company in this regard.

**(e) Fair value measurement**

The Company measures financial instruments at fair value at each balance sheet date using various valuation techniques. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

The Company's accounting policies require, measurement of certain financial / non-financial assets and liabilities at fair values (either on a recurring or non-recurring basis). Also, the fair values of financial instruments measured at amortized cost are required to be disclosed in the said financial statements.

The Company is required to classify the fair valuation method of the financial / non-financial assets and liabilities, either measured or disclosed at fair value in the financial statements, using a three level fair-value-hierarchy (which reflects the significance of inputs used in the measurement). Accordingly, the Company uses valuation techniques

that are appropriate in the circumstances and for which sufficient data is available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy described as follows:

**Level 1 financial instruments:**

Those where the inputs used in the valuation are unadjusted quoted prices from active markets for identical assets or liabilities that the Company has access to at the measurement date. The Company considers markets as active only if there are sufficient trading activities with regards to the volume and liquidity of the identical assets or liabilities and when there are binding and exercisable price quotes available on the balance sheet date.

**Level 2 financial instruments:**

Those where the inputs that are used for valuation and are significant, are derived from directly or indirectly observable market data available over the entire period of the instrument's life. Such inputs include quoted prices for similar assets or liabilities in active markets, quoted prices for identical instruments in inactive markets and observable inputs other than quoted prices such as interest rates and yield curves, implied volatilities, and credit spreads. In addition, adjustments may be required for the condition or location of the asset or the extent to which it relates to items that are comparable to the valued instrument. However, if such adjustments are based on unobservable inputs which are significant to the entire measurement, the Group will classify the instruments as Level 3.

**Level 3 financial instruments:**

Those that include one or more unobservable input that is significant to the measurement as whole.

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

The Company periodically reviews its valuation techniques including the adopted methodologies and model calibrations. Therefore, the Company applies various techniques to estimate the credit risk associated with its financial instruments measured at fair value, which include a portfolio-based approach that estimates the expected net exposure per counterparty over the full lifetime of the individual assets, in order to reflect the credit risk of the individual counterparties for non-collateralised financial instruments.

The Company evaluates the levelling at each reporting period on an instrument-by-instrument basis and reclassifies instruments when necessary based on the facts at the end of the reporting period.

**(f) Earnings per share:**

Basic earnings per share is computed by dividing the net profit after tax attributable to the equity shareholders for the year by the weighted average number of equity shares outstanding for the year.

Diluted earnings per share reflect the potential dilution that could occur if securities or other contracts to issue equity shares were exercised or converted during the year. Diluted earnings per share is computed by dividing the net profit after tax attributable to the equity shareholders for the year by weighted average number of equity shares considered for deriving basic earnings per share and weighted average number of equity shares that could have been issued upon conversion of all potential equity shares.

**(g) Property, plant and equipment**

All items of property, plant and equipment are measured at cost less accumulated depreciation and impairment loss if any. The cost comprises the purchase price and incidental expenses directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by the management.

Changes in the expected useful life are accounted for by changing the amortization period or methodology, as appropriate, and treated as changes in accounting estimates.

Subsequent costs are included in the asset's carrying amount or recognized 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 derecognized when replaced. All other repairs and maintenance are recognized in profit or loss during the reporting period, as and when they are incurred.



Depreciation is calculated using the straight-line method to write down the cost of property and equipment to their residual values over their estimated useful lives which is in line with the estimated useful life as specified in Schedule II of the Companies Act, 2013.

As per the requirement of Schedule II of the Companies Act, 2013, the Company has evaluated the useful lives of the respective fixed assets which are as per the provisions of Part C of the Schedule II for calculating the depreciation. The estimated useful lives of the fixed assets are as follows:

Furniture and fixtures 10 years

Computer and data processing equipment 3 years

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. The carrying amount of those components which have been separately recognised as assets is derecognised at the time of replacement thereof. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

**(h) Impairment of non-financial assets**

The Company assesses at each balance sheet date whether there is any indication that an asset may be impaired based on internal/external factors. If any such indication exists, the Company estimates the recoverable amount of the asset. If such recoverable amount of the asset or the recoverable amount of cash generating unit which the asset belongs to is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognized in the statement of profit and loss. If at the balance sheet date there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is reassessed, and the impairment is reversed subject to a maximum carrying value of the asset before impairment.

**(i) Provisions and other contingent liabilities**

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability.

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

Contingent assets are not recognized in the financial statements since this may result in the recognition of income that may never be realized. However, when the realization of income is virtually certain, then the related asset is not a contingent asset and is recognized.

**(j) Taxes**

**(i) Current income tax**

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

**(ii) Deferred tax**

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised.

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

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

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset where there is a legally enforceable right to offset current tax assets and liabilities and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities are realised simultaneously.

**(iii) Current and deferred tax for the year:**

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively.

**(k) Cash and cash equivalents**

Cash and cash equivalents comprise the net amount of short-term, highly liquid investments that are readily convertible to known amounts of cash (short-term deposits with an original maturity of three months or less) and are subject to an insignificant risk of change in value, cheques on hand and balances with banks. They are held for the purposes of meeting short-term cash commitments (rather than for investment or other purposes).

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above.

**(l) Borrowing Cost**

Borrowing costs that are attributable to the acquisition, construction or production of qualifying assets are treated as direct cost and are considered as part of cost of such assets. A qualifying asset is an asset that necessarily requires a substantial period of time to get ready for its intended use or sale. All other borrowing costs are recognized as an expense in the period in which they are incurred. The capitalization of borrowing cost is suspended when the activities necessary to prepare the qualifying asset are deferred / interrupted for significant period of time.

**(m) Employee benefits**

Employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided. A liability is recognized for the amount expected to be paid e.g., under short-term cash bonus, if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee, and the amount of obligation can be estimated reliably.

**(n) Recent pronouncements**

The Ministry of Corporate Affairs (“MCA”) notifies new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On March 31, 2023, the MCA amended the Companies (Indian Accounting Standards) Amendment Rules, 2023, from April 1, 2023, as listed below:

**i. IND AS 101 – First time adoption of Indian Accounting Standards**

The amendment relates to recognition of deferred tax assets and liabilities arising from single transactions, deferred tax assets related to leases and decommissioning, restoration and similar liabilities for the transition

date falling after 1 April 2022. The amendment has no impact on the Company as IND AS has already been implemented.

**ii. IND AS 102 – Share Based Payment**

The amendment relates to the footnote to Paragraph 24 which is clarificatory in nature.

**iii. IND AS 103 – Business Combination**

The amendment relates to disclosure to Paragraph 13(2) which is clarificatory in nature. The amendment has no impact on the Company.

**iv. IND AS 107 – Financial Instruments – Disclosures**

The amendment to this Standard is consequential to the amendment made in Ind AS 1.

**v. IND AS 109 – Financial Instruments**

The amendment relates to non applicability of Paragraph B4.3.11 to embedded derivative contracts acquired in business combination. The amendment has no impact on the Company.

**vi. IND AS 115 – Revenue from Contracts with Customers**

The amendment relates to realignment of Paragraph 51 and Appendix B. The amendment has no impact on the Company.

**vii. IND AS 1 – Presentation of Financial Statements**

The amendments require companies to disclose their material accounting policies rather than their significant accounting policies. Accounting policy information, together with other information, is material when it can reasonably be expected to influence decisions of primary users of general purpose financial statements. The Company/Group does not expect this amendment to have any significant impact in its financial statements.

**viii. IND AS 8 – Accounting Policies, Changes in Accounting Estimates and Errors**

Accounting Policies, Changes in Accounting Estimates and Errors The amendments will help entities to distinguish between accounting policies and accounting estimates. The definition of a change in accounting estimates has been replaced with a definition of accounting estimates. Under the new definition, accounting estimates are “monetary amounts in financial statements that are subject to measurement uncertainty”. Entities develop accounting estimates if accounting policies require items in financial statements to be measured in a way that involves measurement uncertainty. The Company/Group does not expect this amendment to have any significant impact in its financial statements

**ix. IND AS 12 – Income Taxes**

Paragraph 15 and 24 relating to recognition of deferred tax liability and asset, has been amended to include exemption for taxable temporary differences arising (i) at the time of transaction, that affects neither accounting profit nor taxable profit (tax loss) and (ii) at the time of transaction, that does not give rise to equal taxable and deductible temporary differences.

Paragraph 22A has been inserted to clarify that deferred tax assets and liabilities on Right of Use Assets and Lease Liabilities to be recognized on gross basis.

This amendment is effective from 1 April 2022. The effect of above amendment for the period as of 1 April 2022 needs to be taken to OCI. Other amendments to this Standard are consequential to the above amendment.

**x. IND AS 34 – Interim Financial Reporting**

The amendment to this Standard is consequential to the amendment made in Ind AS 1 and is not applicable to the Company.

**3 Significant accounting judgements, estimates and assumptions**

The preparation of financial statements in conformity with the Ind AS requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the accompanying disclosure and the disclosure of contingent liabilities, at the end of the reporting period. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and future periods are affected. Although these estimates are based on the management’s best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

In particular, information about significant areas of estimation, uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the financial statements is included in the following notes:

**Critical judgements in applying accounting polices :**

**(i) 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.

**(ii) Impairment of Non-Financial assets**

The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, the company estimates the asset's recoverable amount. An asset's recoverable amount is higher of an asset's fair value less cost of disposal and its value in use. Where the carrying amount exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

**(iii) Provision and contingent liabilities**

The Company operates in a regulatory and legal environment that, by nature, has a heightened element of litigation risk inherent to its operations. As a result, it is involved in various litigation, arbitration and regulatory investigations and proceedings in the ordinary course of its business.

When the Company can reliably measure the outflow of economic benefits in relation to a specific case and considers such outflows to be probable, the Company records a provision against the case. Where the probability of outflow is considered to be remote, or probable, but a reliable estimate cannot be made, a contingent liability is disclosed.

Given the subjectivity and uncertainty of determining the probability and amount of losses, the Company takes into account a number of factors including legal advice, the stage of the matter and historical evidence from similar incidents. Significant judgment is required to conclude on these estimates.

**(iv) Provisions for Income Taxes**

Significant judgements are involved in determining the provision for income taxes including judgement on whether tax positions are probable of being sustained in tax assessments. A tax assessment can involve complex issues, which can only be resolved over extended time periods.

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

**4 Capital Management**

The Company maintains an actively managed capital base to cover risks inherent in the business which includes issued equity capital, share premium and all other equity reserves attributable to equity holders of the Company.

The primary objectives of the Company's capital management policy are to ensure that the Company complies with externally imposed capital requirements and maintains strong credit ratings and healthy capital ratios in order to support its business and to maximise shareholder value.

The Company manages its capital structure and makes adjustments to it according to changes in economic conditions and the risk characteristics of its activities. In order to maintain or adjust the capital structure, the Company may adjust the amount of dividend payment to shareholders, return capital to shareholders or issue capital securities. No changes have been made to the objectives, policies and processes from the previous years except those incorporated on account of regulatory amendments. However, they are under constant review by the Board.

**4 Cash and cash equivalents**

	As at March 31, 2024	As at March 31, 2023
(i) Cash on hand	-	39.35
(ii) <u>Balances with banks:</u>		
- In Current Accounts	4,229.72	112.28
- In Deposit accounts with original maturity of 3 months or less	-	7,408.43
	<u>4,229.72</u>	<u>7,560.06</u>

**5 Loans**

**Amount in INR (in thousands)**

Particulars	As at March 31, 2024	As at March 31, 2023
<b><u>At Amortized Cost</u></b>		
Loan extended	75,928.23	43,543.85
<u>Others</u>		
Loan to Key Management Personnel (KMP)	300.00	-
	<u>76,228.23</u>	43,543.85
Less: Expected credit loss	720.16	50.96
	<u>75,508.08</u>	<u>43,492.89</u>
(a) Secured by tangible assets	-	-
(b) Unsecured	76,228.23	43,543.85
	<u>76,228.23</u>	43,543.85
Less: Expected credit loss	720.16	50.96
	<u>75,508.08</u>	<u>43,492.89</u>
<b>Loans in India</b>		
(a) Public sector	-	-
(b) Others	76,228.23	43,543.85
	<u>76,228.23</u>	43,543.85
Less: Expected credit loss	720.16	50.96
	<u>75,508.08</u>	<u>43,492.89</u>

**Notes:**

- i. The Company's business model is to hold contractual cash flows, being the payment of principal and interest, till maturity and accordingly the loans are measured at amortised cost.
- ii. There is no expected credit loss on the loan granted to KMP

**6 Investments**

	As at March 31, 2024		As at March 31, 2023	
	Number of shares	Fair value (in thousands)	Number of shares	Fair value (in thousands)
<i>At fair value through profit or loss</i>				
<b>Quoted</b>				
<b>Equity Shares held for trading</b>				
Equity Shares of INR 1/- each fully paid up of Somanis Finance Ltd.	4,000	20.44	4,000	-
	<u>4,000.00</u>	<u>20.44</u>	4,000	-
<b>Other</b>				
<b>Equity shares</b>				
Equity Shares of INR 10/- each fully paid up of Somanis Jewellers Limited	50,000	500.00	50,000	500.00
	<u>54,000.00</u>	<u>520.44</u>	54,000	500.00
Less: Allowance for impairment loss		(450.00)		(450.00)
		<u>70.44</u>		<u>50.00</u>
(i) Investments outside India		-		-
(ii) Investments in India		70.44		50.00
		<u>70.44</u>		<u>50.00</u>

7 Other financial assets	Amount in INR (in thousands)	
	As at March 31, 2024	As at March 31, 2023
Security deposits	3.50	78.50
Fixed Deposits with Scheduled banks	866.39	-
Interest accrued but not due	30.46	516.04
Other financial assets	-	70.00
Right issue expenses	2,378.10	-
	<u>3,278.45</u>	<u>664.54</u>

Rights issue expenses comprise of the following:

a) Stamp duty on increase in authorised capital	1,853.10	-
b) Professional fees	525.00	-
	<u>2,378.10</u>	<u>-</u>

During the year, shareholders of the company approved further issue of shares on rights basis but the same control not be concluded. The Board of Directors in its meeting dated May 24, 2024 passed the resolution to proceed with the rights issue by the end of the financial year.

	As at March 31, 2024	As at March 31, 2023
<b>8 Inventories</b>		
Traded Goods - Shares	-	17.16
	<u>-</u>	<u>17.16</u>

<b>9 Current tax assets (net)</b>		
Advance tax (net of provision for tax CY: INR 4.36 PY: INR 5.24)	374.51	497.56
	<u>374.51</u>	<u>497.56</u>

<b>10 Deferred tax assets (net)</b>		
<b>i) The breakup of deferred tax assets:</b>		
Arising on account of timing difference in:		
- Property, plant and equipment	-	16.62
- Trade receivables - Provision	-	17.41
	<u>-</u>	<u>34.02</u>

11 Property, plant and equipment	Amount in INR (in thousands)		
	Gross block	Furniture and fixtures	Computers
<b>Balance as at April 01, 2021</b>	158.86	21.13	179.99
Additions	-	-	-
<b>Balance as at March 31, 2022</b>	<u>158.86</u>	<u>21.13</u>	<u>179.99</u>
Additions	-	114.00	114.00
Reversal on account of assets written off	158.86	21.13	179.99
<b>Balance as at March 31, 2023</b>	<u>-</u>	<u>114.00</u>	<u>114.00</u>
Additions	-	60.58	60.58
Disposals	-	-	-
<b>Balance as at March 31, 2024</b>	<u>-</u>	<u>174.58</u>	<u>174.58</u>
<b>Accumulated depreciation and amortisation</b>			
<b>Balance as at April 01, 2021</b>	63.45	15.42	78.86
Depreciation and amortisation	15.09	5.71	20.80
<b>Balance as at March 31, 2022</b>	<u>78.54</u>	<u>21.13</u>	<u>99.67</u>



Gross block	Furniture and fixtures	Computers	Total
Depreciation and amortisation	15.29	27.20	42.49
Reversal on disposal of assets	<u>93.83</u>	<u>21.13</u>	<u>114.96</u>
<b>Balance as at March 31, 2023</b>	-	<b>27.20</b>	<b>27.20</b>
Depreciation and amortisation	-	<u>39.49</u>	<u>39.49</u>
<b>Balance as at March 31, 2024</b>	-	<u><b>66.68</b></u>	<u><b>66.68</b></u>
<b>Net block</b>			
<b>Balance as at March 31, 2023</b>	-	<b>86.80</b>	<b>86.80</b>
<b>Balance as at March 31, 2024</b>	-	<u><b>107.89</b></u>	<u><b>107.89</b></u>
	<b>As at March 31, 2024</b>	<b>As at March 31, 2023</b>	
<b>12 Other non-financial assets</b>			
Prepaid expenses		<b>2.49</b>	2.50
Goods and service tax input credit		<u>51.96</u>	131.82
		<u><b>54.45</b></u>	<u>134.32</u>
<b>13 Financial Liabilities (At Amortized cost)</b>			
<b>Payables</b>			
(i) Trade Payables			
- Total outstanding dues of micro and small enterprises		-	-
- Total outstanding dues of creditors other than micro and small enterprises		-	-
		-	-
<b>Notes:</b>			
<b>Trade Payables Ageing Schedule</b>			
<b>a) MSME</b>			
- Less than 1 year		-	-
- 1-2 years		-	-
- 2-3 years		-	-
- More than 3 years		-	-
<b>b) Others</b>			
- Less than 1 year		-	-
- 1-2 years		-	-
- 2-3 years		-	-
- More than 3 years		-	-
<b>c) Disputed Dues-MSME</b>			
- Less than 1 year		-	-
- 1-2 years		-	-
- 2-3 years		-	-
- More than 3 years		-	-
<b>d) Disputed Dues-Others</b>			
- Less than 1 year		-	-
- 1-2 years		-	-
- 2-3 years		-	-
- More than 3 years		-	-

	As at March 31, 2024	As at March 31, 2023
<b>Dues to Micro and Small Enterprises</b>		
a) Principal amount remaining unpaid.	-	-
b) Interest due thereon remaining unpaid.	-	-
c) Interest paid by the Company in terms of Section 16 of Micro, Small and Medium Enterprises Development (MSMED) Act, 2006 along with the amount of the payment made to the supplier beyond the Appointed Day.	-	-
d) Interest due and payable for the period of delay in making payment (which have been paid but beyond the Appointed Day during the year) but without adding the interest specified under MSMED Act, 2006.	-	-
e) Amount of interest accrued and remaining unpaid.	-	-
f) Amount of further interest remaining due and payable even in the succeeding years until such date when the interest dues above are actually paid to the small enterprise. The identification of Micro, Small and Medium Enterprise is based on management's knowledge of their status as such under Micro, Small and Medium Enterprises Development Act, 2006.	-	-
(ii) Other Payables		
- Employee benefits payable	748.20	24.32
- Interest payable on Loans	176.76	-
- Other payables	390.14	2,489.85
	<u>1,315.10</u>	<u>2,514.16</u>
	<u>1,315.10</u>	<u>2,514.16</u>
<b>14 Non Convertible Debentures</b>		
25 Non-convertible Debentures of INR 10,00,000 each (Non-convertible debentures is secured against present and future cash flows of the Company and all movable assets. It is redeemable in 36 equated monthly installments, carrying interest @ 10% p.a.)	22,222.22	-
	<u>22,222.22</u>	<u>-</u>
<b>15 Borrowings from related party</b>		
<b>From Director</b>	15,000.00	-
(Borrowings from related party - Director is unsecured, repayable in 36 equated monthly installments carrying interest @ 12% p.a.)	15,000.00	-
	<u>15,000.00</u>	<u>-</u>
<b>16 Security Deposit</b>		
Against loans	1,119.75	-
	<u>1,119.75</u>	<u>-</u>
<b>17 Deferred tax liability (net)</b>		
- Property, plant and equipment	-	-
- Financial instruments at FVTPL	0.34	-
- Provision on Standard assets/ECL	173.99	-
	<u>174.33</u>	<u>-</u>

	As at March 31, 2024	As at March 31, 2023
<b>18 Other non-financial liabilities</b>		
Statutory dues (Tax deducted at source and profession tax)	277.29	78.67
Provision for Expenses	55.00	-
Other liability	168.87	-
	<u>501.16</u>	<u>78.67</u>
<b>19 Equity</b>		
<b>Share capital</b>		
<b>Authorised</b>		
25,000,000 (PY: 5,500,000) Equity shares of INR 10/- each	2,50,000.00	55,000.00
	<u>2,50,000.00</u>	<u>55,000.00</u>
<b>Issued, subscribed &amp; paid up</b>		
5,061,000 (PY: 5,061,000) Equity shares of INR 10/- each	50,610.00	50,610.00
	<u>50,610.00</u>	<u>50,610.00</u>

**Reconciliation of number of shares outstanding at the beginning and at the end of the reporting period:**

	No. of shares	No. of shares
Shares outstanding at the beginning of the Year	50,61,000	50,61,000
Shares Issued during the year	-	-
Shares outstanding at the end of the year	<u>50,61,000</u>	<u>50,61,000</u>

**Details of shareholders holding more than 5 percent shares in the Company are given below:**

Name of Shareholder	No. of Shares held (% of holding)	
	March 31, 2024	March 31, 2023
Mohit Agarwal	10,07,259 (19.90%)	10,12,259 (20.00%)
Anand Tiwari	9,59,906 (18.97%)	9,59,906 (18.97%)
Roshan Shah	9,59,906 (18.97%)	9,59,905 (18.97%)
Beni Prasad Rauka	Nil	50,000 (7.53%)

**Rights, preferences and restrictions attached to shares:**

The company has one class of equity shares having a par value of INR 10 per share. Each shareholder is eligible for one vote per share held. The Dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

During the period ended 31 March 2024, the amount of per share dividend recognized as distributions to equity shareholders was INR Nil (March 31, 2023 INR Nil)

**Shareholding of Promoters:**

**Shares held by promoters as at March 31, 2024**

Promoter name	No. of Shares	%of total shares	% Change during the year
1. Mohit Agarwal	10,07,259	19.90%	-0.49%
2. Anand Tiwari	9,59,906	18.97%	Nil
3. Roshan Shah	9,59,905	18.97%	Nil
4. Shanker Venkata Wunnava	<u>1,15,305</u>	<u>2.28%</u>	<u>Nil</u>
Total	<u>30,42,375</u>	<u>0.60</u>	

**Shares held by promoters as at March 31, 2023**

Promoter name	No. of Shares	%of total shares	% Change during the year
1. Mohit Agarwal	10,12,259	20.00%	Nil
2. Anand Tiwari	9,59,906	18.97%	Nil
3. Roshan Shah	9,59,905	18.97%	Nil
4. Shanker Venkata Wunnava	<b>1,15,305</b>	<b>2.28%</b>	<b>Nil</b>
Total	<b>30,47,375</b>	<b>0.60</b>	

**20 Other equity**

	As at March 31, 2024	As at March 31, 2023
<b>Statutory Reserve Fund under section 45-IC (1) of RBI Act</b>		
Balance as per the last Financial Statements	2,727.79	2,708.42
Add: Amount transferred from balance in the Statement of Profit and Loss	-	19.37
<b>Closing balance</b>	<b>2,727.79</b>	<b>2,727.79</b>
<b>Surplus in the Statement of Profit and Loss</b>		
<b>Opening Balance</b>	<b>(3,393.28)</b>	<b>(3,470.75)</b>
Profit / (Loss) for the year:	<b>(6,471.03)</b>	96.84
Less: Transfer to Statutory Reserve	-	(19.37)
Less: Prior period adjustment	<b>(182.49)</b>	-
<b>Closing balance</b>	<b>(10,046.80)</b>	<b>(3,393.28)</b>
<b>Total</b>	<b>(7,319.02)</b>	<b>(665.49)</b>

**Statutory Reserve Fund under section 45-IC(1) of The Reserve Bank of India Act, 1934**

This reserve fund had been created in compliance with section 45-IC(1) of The Reserve Bank of India Act, 1934 which requires every non-banking finance company to create a reserve fund and transfer therein a sum not less than twenty per cent of its net profit every year as disclosed in the profit and loss account and before any dividend is declared.

	Year ended March 31, 2024	Year ended March 31, 2023
<b>21 Interest income</b>		
<b>On financial assets measured at amortised cost</b>		
Interest on loans	6,205.15	2,666.42
<b>Total</b>	<b>6,205.15</b>	<b>2,666.42</b>
<b>22 Fees income</b>		
Processing Fees	620.00	393.85
	<b>620.00</b>	<b>393.85</b>
<b>23 Fair value changes</b>		
Fair value gain/(loss) on current investments	3.28	-
	<b>3.28</b>	<b>-</b>
<b>24 Other operating income</b>		
Profit on Sale of shares	-	3,719.07
Bill discounting fees	22.49	282.74
Subvention income	1,031.18	-
<b>Total</b>	<b>1,053.66</b>	<b>4,001.81</b>

	Year ended March 31, 2024	Year ended March 31, 2023
<b>25 Other Income</b>		
Sundry balance written off	31.25	-
Reversal of ECL on financial instrument	50.96	4.84
Interest on fixed deposits	103.72	800.44
Miscellaneous Income	5.96	21.50
<b>Total</b>	<u>191.90</u>	<u>826.78</u>
<b>26 Changes in inventories of finished goods, work-in-progress and stock-in-trade</b>		
Closing Stock		
- Stock-in-trade	-	17.16
Less:		
Opening Stock		
- Stock-in-trade	-	593.69
	<u>-</u>	<u>576.53</u>
<b>27 Finance cost</b>		
Interest on Loan	1,233.99	-
	<u>1,233.99</u>	<u>-</u>
<b>28 Employee benefits expense</b>		
Salaries, wages & bonus	9,177.91	3,111.45
Staff welfare expenses	18.35	75.76
<b>Total</b>	<u>9,196.26</u>	<u>3,187.21</u>
<b>29 Depreciation and amortisation expense</b>		
Depreciation of tangible assets	39.49	42.49
<b>Total</b>	<u>39.49</u>	<u>42.49</u>
<b>30 Other expenses</b>		
Repair- Other	-	11.25
Rent	-	195.96
Rates & taxes	201.91	92.08
Advertisement expenses	55.87	391.20
Fees & subscription	118.01	397.45
Filing fees to ROC	26.65	5.50
General Expenses	-	157.68
Bank charges	7.70	0.96
Provision on Standard/Sub-standard assets	417.96	-
Expected Credit Loss	302.19	-
Bad debts written off	-	265.90
Travel expenses	205.87	23.01
Legal & professional fees	1,278.22	1,187.50
Listing fees & stock exchange fees	325.00	300.00
Payment to auditors	520.00	25.00
Director's sitting fees	78.00	52.00
Printing & stationery	15.34	212.70

	Year ended March 31, 2024	Year ended March 31, 2023
Registrar & transfer charges	64.71	149.49
Books & periodicals	2.64	8.85
Commission	-	90.00
Repair & maintenance charges	-	5.50
Telephone and internet expenses	17.54	10.05
Property, plant and equipment written off	-	65.03
Miscellaneous expenses	229.33	66.70
<b>Total</b>	<b>3,866.94</b>	<b>3,713.83</b>

**Disclosures**

1. Payments to auditors (net of GST)

a) For Statutory audit	250.00	25.00
b) For Limited Review	120.00	-
c) For Other Certification	150.00	-

<b>Total</b>	<b>520.00</b>	<b>25.00</b>
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**31 Segment Reporting - Disclosures under Ind AS 108 - “Operating Segment”:**

The Company operates mainly in the business segment of fund based financing activity. All other activities revolve around the main business. Further, all activities are carried out within India. As such, there are no separate reportable segments as per the provisions of IND AS 108 on ‘Operating Segments’.

**32 Earnings per share (EPS)**

In accordance with IND AS - 33 Earnings per share, the computation of earnings per share is set out below:

	March 31, 2024	March 31, 2023
<b>i. Profit attributable to equity holders</b>		
Profit attributable to equity holders	(6,471.03)	96.84
<b>ii. Weighted average number of ordinary shares</b>		
Issued ordinary shares at 1 April	50,61,000	50,61,000
Effect of fresh issue of shares for cash	-	-
<b>Weighted average number of shares at year end for basic EPS</b>	<b>50,61,000</b>	<b>50,61,000</b>
Effect of exercise of share options	-	-
<b>Weighted average number of shares at year end for diluted EPS</b>	<b>50,61,000</b>	<b>50,61,000</b>
<b>Basic and diluted earnings per share</b>		
<b>Basic earnings per share</b>	<b>(1.28)</b>	<b>0.02</b>
<b>Diluted earnings per share</b>	<b>(1.28)</b>	<b>0.02</b>

**33** The Company believes that no impairment of assets arises during the year as required under IND AS 36 “Impairment of Assets”

**34** The company has not received any specific details of vendor’s status under the Micro, Small and Medium Enterprises Development Act, 2006 (‘MSME Act’). The Company contends that no overdue amounts along with interest is payable to enterprise covered under MSME Act and generally payments are made to vendors within the stipulated time/agreed credit terms. During the year the Company has not paid any interest in terms of the section 18 of the abovementioned Act.

**35** During the Financial year, the Company has not defaulted on any payment to Bank / Financial Institution on the borrowed fund (including OD/CC facility). As a result of which the company has not been adjudged as Wilful Defaulter by any Bank / Financial Institution.

**36** There is no benami property transaction undertaken by the Company and also there is no proceedings against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made thereunder.



- 37 During the year the Company has not traded or invested in any Crypto Currency or Virtual Currency.  
 38 There is no transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during any tax assessments under the Income Tax Act, 1961.

**39 Income taxes**

**Tax expense**

**(a) Amounts recognised in profit and loss** **Amount in INR (in thousands)**

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Current income tax	-	88.46
Changes in estimates related to prior period	-	176.98
	-	265.45
<b>Deferred income tax liability / (asset), net</b>		
Origination and reversal of temporary differences	<b>208.35</b>	6.52
Deferred tax expense	<b>208.35</b>	6.52
<b>Tax expense for the year</b>	<b>208.35</b>	271.96

**(b) Reconciliation of effective tax rate**

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
<b>Profit before tax</b>	<b>(6,262.68)</b>	368.80
Tax using the Company's domestic tax rate (31 March 2024: 25.168%, 31 March 2023 : 25.168%)	-	92.82
<b>Tax effect of:</b>		
Prior period tax	-	-
Others	-	(4.36)
<b>Current tax expense as per profit or loss</b>	-	88.46

**(c) Movement in deferred tax balances** **Amount in INR (in thousands)**

	March 31, 2024						
	Net balance 1 April 2023	Recognised in profit or loss	Recognised in OCI	Others	Net deferred tax asset/ liability	Deferred tax asset	Deferred tax liability
<b>Deferred tax asset/ (liability)</b>							
- Property, plant and equipment	16.62	(16.62)	-	-	-	-	-
- Equity instruments	(3.61)	3.61	-	-	-	-	-
- Provision for Standard assets	-	174.33	-	-	174.33	174.33	-
- Trade receivables	17.41	(17.41)	-	-	-	-	-
<b>Tax assets (Liabilities)</b>	<b>30.41</b>	<b>143.92</b>	-	-	<b>174.33</b>	<b>174.33</b>	-

(d) Movement in deferred tax balances

	March 31, 2023						
	Net balance 1 April 2022	Recognised in profit or loss	Recognised in OCI	Others	Net deferred tax asset/ liability	Deferred tax asset	Deferred tax liability
<b>Deferred tax asset/ (liability)</b>							
- Property, plant and equipment	3.39	13.22	-	-	16.62	16.62	-
- Equity instruments	(572.17)	568.56	-	-	(3.61)	(3.61)	-
- Trade receivables	37.14	(19.74)	-	-	17.41	17.41	-
<b>Tax assets (Liabilities)</b>	<u>(531.64)</u>	<u>562.05</u>	<u>-</u>	<u>-</u>	<u>30.41</u>	<u>30.41</u>	<u>-</u>

The company offsets tax assets and liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority.

Significant management judgement is required in determining provision for income tax, deferred income tax assets and liabilities and recoverability of deferred income tax assets. The recoverability of deferred income tax assets is based on estimates of taxable income and the period over which deferred income tax assets will be recovered. Any changes in future taxable income would impact the recoverability of deferred tax assets.

40 Maturity analysis of assets and liabilities

The table below shows an analysis of assets and liabilities analysed according to when they are expected to be recovered or settled. They have been classified to mature and/or be repaid within 12 months or after 12 months. With regard to loans and advances to customers, the Company uses the same basis of expected repayment as used for estimating the EIR.

PARTICULARS	Amount in INR (in thousands)					
	As at March 31, 2024			As at March 31, 2023		
ASSETS	Within 12 months	After 12 months	Total	Within 12 months	After 12 months	Total
Financial Assets						
Cash and cash equivalents	4,229.72		4,229.72	7,560.06	-	7,560.06
Loans	64,414.36	11,093.72	75,508.08	43,442.89	50.00	43,492.89
Investments	70.44		70.44	50.00	-	50.00
Other financial asset	3,278.45		3,278.45	664.54	-	664.54
<b>Total Assets</b>	<u>71,992.97</u>	<u>11,093.72</u>	<u>83,086.69</u>	<u>51,717.48</u>	<u>50.00</u>	<u>51,767.48</u>
<b>LIABILITIES</b>						
Financial Liabilities	12,018.17	27,638.90	39,657.07	2,514.16	-	2,514.16
Other financial liabilities	675.49	-	675.49	78.67	-	78.67
<b>Total liabilities</b>	<u>12,693.66</u>	<u>27,638.90</u>	<u>40,332.55</u>	<u>2,592.83</u>	<u>-</u>	<u>2,592.83</u>
<b>Net</b>	<u>59,299.31</u>	<u>(16,545.18)</u>	<u>42,754.13</u>	<u>49,124.65</u>	<u>50.00</u>	<u>49,174.65</u>

**41 Fair value measurements**

**1. Financial instruments – Fair values and risk management**

**A. Accounting classification and fair values**

The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels are presented below. It does not include the fair value information for financial assets and financial liabilities not measured at fair value if their carrying amount is a reasonable approximation of fair value

Amount in INR (in thousands)

March 31, 2024	Note No.	Carrying amount				Fair value			
		FVTPL	FVTOCI	Amortised Cost	Total	Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)	Total
<b>Financial assets</b>									
Investments									
- Equity instruments	6	70.44	-	-	70.44	70.44	-	-	70.44
Loans	5	-	-	75,508.08	75,508.08	-	-	75,508.08	75,508.08
Cash and cash equivalents	4	-	-	4,229.72	4,229.72	-	-	-	-
Other financial assets	7	-	-	3,278.45	3,278.45	-	-	3,278.45	3,278.45
<b>Total</b>		<b>70.44</b>	<b>-</b>	<b>83,016.25</b>	<b>83,086.69</b>	<b>70.44</b>	<b>-</b>	<b>78,786.53</b>	<b>78,856.97</b>
<b>Financial liabilities</b>									
Payables									
Non Convertible Debentures	13	-	-	1,315.10	1,315.10	-	-	1,315.10	1,315.10
Borrowings from related parties	14	-	-	22,222.22	22,222.22	-	-	22,222.22	22,222.22
Security deposits	15	-	-	15,000.00	15,000.00	-	-	15,000.00	15,000.00
	16	-	-	1,119.75	1,119.75	-	-	1,119.75	1,119.75
<b>Total</b>		<b>-</b>	<b>-</b>	<b>39,657.07</b>	<b>39,657.07</b>	<b>-</b>	<b>-</b>	<b>39,657.07</b>	<b>39,657.07</b>

March 31, 2023	Note No.	Carrying amount				Fair value			
		FVTPL	FVTOCI	Amortised Cost	Total	Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)	Total
<b>Financial assets</b>									
Investments									
- Equity instruments	6	50.00	-	-	50.00	-	50.00	-	50.00
Loans	5	-	-	43,492.89	43,492.89	-	-	43,492.89	43,492.89
Cash and cash equivalents	4	-	-	7,560.06	7,560.06	-	-	-	-
Security deposits	7	-	-	664.54	664.54	-	-	664.54	664.54
<b>Total</b>		<b>50.00</b>	<b>-</b>	<b>51,717.48</b>	<b>51,767.48</b>	<b>-</b>	<b>50.00</b>	<b>44,157.43</b>	<b>44,207.43</b>
<b>Financial liabilities</b>									
Payables									
Non Convertible Debentures	13	-	-	2,514.16	2,514.16	-	-	2,514.16	2,514.16
Borrowings from related parties	14	-	-	-	-	-	-	-	-
Security deposits	15	-	-	-	-	-	-	-	-
	16	-	-	-	-	-	-	-	-
<b>Total</b>		<b>-</b>	<b>-</b>	<b>2,514.16</b>	<b>2,514.16</b>	<b>-</b>	<b>-</b>	<b>2,514.16</b>	<b>2,514.16</b>

**B. Measurement of fair values**

Valuation techniques and significant unobservable inputs

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices. This includes listed equity instruments that have quoted price. The fair value of all equity instruments which are traded in the stock exchanges is valued using the closing price as at the reporting period.

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

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for loan granted and security deposits given included in level 3.

The carrying amounts of trade receivables, trade payables, capital creditors and cash and cash equivalents 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.

**42 Financial instruments – Fair values and risk management**

**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 recovery of loan granted. Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Company grants credit terms in the normal course of business. The Company establishes an impairment that represents its estimate of incurred losses in respect of loans.

**Loans**

The Company’s exposure to credit risk is influenced mainly by the individual characteristics of each customer. The demographics of the customer, including the default risk of the country in which the customer operates, also has an influence on credit risk assessment. Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers.

Te Company’s internal credit rating grades on Days Past Due(DPD) basis:

<b>Internal rating grade</b>	<b>Internal rating description</b>
<b>Performing</b>	
High grade	0 DPD
Standard grade	1 to 30 DPD
Sub-standard grade	31 to 60 DPD
Past due but not impaired	61 to 90 DPD
<b>Non-performing</b>	90+ DPD

Exposures to customers outstanding at the end of each reporting period are reviewed by the Company to determine incurred and expected credit losses. Historical trends of impairment of loans do not reflect any significant credit losses. Given that the macro economic indicators affecting customers of the Company have not undergone any substantial change, the Company expects the historical trend of minimal credit losses to continue.

**(i) Impairment assessment**

The references below show where the Company’s impairment assessment and measurement approach is set out in this report. It should be read in conjunction with the Summary of significant accounting policies.

The Company’s definition and assessment of default.

- How the Company defines, calculates and monitors the probability of default, exposure at default and loss given default
- When the Company considers there has been a significant increase in credit risk of an exposure.
- The Company’s policy of segmenting financial assets where ECL is assessed on a collective basis.
- Te details of the ECL calculations and categorisation of loans for stage 1, stage 2 and stage 3 assets.

**(ii) Definition of default**

The Company considers a Financial instrument defaulted and therefore stage 3 (credit-impaired) for ECL calculations in all cases when the borrower becomes 90 days past due on its contractual payments.

As a part of a qualitative assessment of whether a customer is in default, the Company also considers a variety of instances that may indicate unlikelihood to pay. When such events occur, the Company carefully considers whether the event should result in treating the customer as defaulted and therefore assessed as stage 3 for ECL calculations or whether stage 2 is appropriate. Such events include:

- The borrower requesting emergency funding from the Company.
- A material decrease in the underlying collateral value where the recovery of the loan is expected from the sale of the collateral.
- A covenant breach not waived by the Company.
- The debtor (or any legal entity within the debtor’s Company) filing for bankruptcy application/protection.
- All the facilities of a borrower are treated as stage 3 when one of his facility becomes 90 days past due i.e. credit impaired.
- The restructuring of a loan or advance by the Company on terms that the Company would not consider otherwise.

**(iii) Exposure at Default (EAD)**

The exposure at default (EAD) represents the gross carrying amount of the financial instruments subject to the impairment calculation, addressing both the ability to increase its exposure while approaching default and potential early repayments too.

To calculate the EAD for a Stage 1 loan, the Company assesses the possible default events within 12 months for the calculation of the 12 months ECL.

For stage 2 and stage 3 financial assets, the exposure at default is considered for events over the lifetime of the instruments.

In case of undrawn loan commitments, a credit conversion factor of 100% is applied for expected drawdown.

**iv) Loss Given Default (LGD)**

LGD is an estimate of the loss arising in case where a default occurs. It is based on the difference between the contractual cash flows due and those that the Company would expect to receive, including from the realisation of any security.

**v) Significant increase in credit risk (SICR)**

The Company continuously monitors all assets subject to ECLs in order to determine whether an instrument or a portfolio of instruments is subject to 12-month ECL or lifetime ECL. The Company assesses whether there has been an event which could cause a significant increase in the credit risk of the underlying asset or the customers’ ability to pay and accordingly change the 12-month ECL to a lifetime ECL.

In certain cases, the Company may also consider that events explained in note (ii) are a significant increase in credit risk as opposed to a default. Regardless of the above, if contractual payments are more than 30 days past due, the credit risk is deemed to have increased significantly since initial recognition.

When estimating ECLs on a collective basis for a Company of similar assets, the Company applies the same principles for assessing whether there has been a significant increase in credit risk since initial recognition.

The movement in the allowance for impairment in respect of loan during the year was as follows:

Particulars	Amount (in thousands)
<b>Balance as at April 01, 2022</b>	<b>55.80</b>
Impairment loss recognised/ (reversed)	(4.84)
<b>Balance as at March 31, 2023</b>	<b>50.96</b>
Impairment loss recognised/ (reversed)	669.19
<b>Balance as at March 31, 2024</b>	<b>720.16</b>

The impairment loss at March 31, 2024 related to some customers that have defaulted on their payments to the Company and are not expected to be able to pay their outstanding balances, mainly due to economic circumstances.

**Financial instruments – Fair values and risk management**

**Liquidity risk**

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company’s approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company’s reputation.

The Company has not obtained fund and non-fund based working capital lines from any bank.

**Exposure to liquidity risk:**

The following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted, and include estimated interest payments

31 March 2024	Contractual cash flows					
	Carrying amount	Total	Upto 1 year	1-3 years	3-5 years	More than 5 years
Long term borrowings	37,222	37,222	12,083	25,139		
Short term borrowings	2,435	2,435	2,435			

31 March 2023	Contractual cash flows					
	Carrying amount	Total	Upto 1 year	1-3 years	3-5 years	More than 5 years
Long term borrowings	-	-	-	-	-	-
Short term borrowings	2,514.16	2,514.16	2,514.16	-	-	-

**Market risk**

Market risk is the risk that changes in market prices – such as foreign exchange rates, interest rates and equity prices – will affect the Company’s income or the value of its holdings of financial instruments. Market risk is attributable to all market risk sensitive financial instruments. The Company is exposed to market risk primarily related to investment in equity of other companies, which is very negligible amount. Market risk owing to interest rate changes may affect the company’s operation but since it’s in the business of lending, higher interest cost can be passed on to the ultimate borrower.

**Interest rate risk**

Interest rate risk can be either fair value interest rate risk or cash flow interest rate risk. Fair value interest rate risk is the risk of changes in fair values of fixed interest-bearing investments because of fluctuations in the interest rates. Cash flow interest rate risk is the risk that the future cash flows of floating interest-bearing investments will fluctuate because of fluctuations in the interest rates. Company has not invested in any interest rate bearing instruments except bank fixed deposits.

43 During the year the Company does not have any transaction with struck-off compaies.

**44 Ratios:**

	March 31, 2024	March 31, 2023
(a) Capital to risk-weighted assets ratio (CRAR)	54.79%	112.37%
(b) Tier I CRAR	54.79%	112.37%
(c) Tier II CRAR	NA	NA
(d) Liquidity Coverage Ratio	0.38	0.93

45 Related Party Disclosures, as required by Indian Accounting Standard 24 (Ind AS 24) are given below:

**Name of related parties and related party relationship:**

**a) Related parties where control exists:**

Holding Company: None



**b) Key Management Personnel:**

Independent Director: Mr. Vinod Sharma

Independent Director: Mr. Dinesh Chandra Babel

Executive Director: Mr. Mohit Agarwal

Chief Executive Officer: Mr. Shanker Wunnava (w.e.f. 28.07.2023)

Company Secretary: Mr. Ramjeet Yadav

**c) Related parties with whom transaction have taken place during the year: Amount in INR (in thousands)**

	Year ended March 31, 2024	Year ended March 31, 2023
<b>1 Remuneration</b>		
Mr. Laxmi Narayan Sharma	-	270.00
Mr. Ramjeet Yadav	780.00	645.00
Mr. Shanker Wunnava	5,500.00	1,500.00
<b>2 Reimbursement of expenses</b>		
Mr. Ramjeet Yadav	102.35	-
Mr. Shanker Wunnava	164.44	-
Volohealth Services Pvt. Ltd.	359.27	-
<b>3 Sitting fee to independent directors-</b>		
Mr. Vinod Sharma	39.00	26.00
Mr. Dinesh Chandra Babel	39.00	26.00
<b>4 Loan given and outstanding at the year end</b>		
Mr. Ramjeet Yadav	300.00	-
<b>5 Loan taken and outstanding at the year end</b>		
Mr. Mohit Agarwal	15,000.00	-
<b>6 Interest paid to Director</b>		
Mr. Mohit Agarwal	286.04	-
<b>7 Remuneration payable -</b>		
Mr. Ramjeet Yadav	65.00	24.32
Mr. Shanker Wunnava	500.00	-
<b>8 Sitting fee payable -</b>		
Mr. Vinod Sharma	6.50	6.50
Mr. Dinesh Chadra Babel	6.50	6.50

46 Figure of previous year have been regrouped/rearranged wherever necessary.

**For and on behalf of the Board of Directors  
Indergiri Finance Limited**

**For Sampat & Mehta**  
Chartered Accountants  
Firm Registration no. 109031W

**Mohit Agarwal**  
Director  
(DIN: 08774184)

**Shanker Wunnava**  
Director  
(DIN: 08561822)

**Sanjay Rambhia**  
Partner  
Membership Number: 046265

**Ramjeet Yadav**  
Company Secretary  
(M. No. A50581)

Place : Mumbai  
Date : 24<sup>th</sup> May, 2024

Place : Mumbai  
Date : 24<sup>th</sup> May, 2024

**Report of the Auditors**

To.  
The Board of Directors  
Indergiri Finance Ltd.,  
Mumbai.

In addition to the report dated 24th May, 2024 issued in terms of Section 143 of the Companies Act, 2013 on the financial statements of Indergiri Finance Ltd. ("the Company"/"the NBFC") as on March 31, 2024 as required by the Non-Banking Financial Companies Auditor's Report (Reserve Bank) Directions, 2016, we report as follows on the matters specified in paragraph 3 and 4 of the said directions to the extent applicable:

1. The Company is engaged in the business of non-banking financial institution, and it has obtained the Certificate of Registration from the Reserve Bank of India ('RBI') in pursuance of Section 45-IA of RBI Act. 1934.
2. The Company is entitled to continue to hold the Certificate of Registration based on principal business criteria (Financial asset and income pattern) as on March 31, 2024.
3. For the year ended as at March 31, 2024, the Company is meeting the required net owned fund requirement as laid down in Master Direction Non-Banking Financial Company-Non- Systemically Important Non-Deposit taking Company (Reserve Bank) Directions, 2016 and Master Direction Non-Banking Financial Company Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016.
4. The Board of Directors has passed a resolution for non-acceptance of public deposits vide board resolution dated April 04, 2023.
5. The Company has not accepted any public deposits during the year ended March 31, 2024.
6. In our opinion and to the best of our information and according to the explanations given to us, the Company has complied with accounting standards and prudential norms relating to income recognition, asset classification and provisioning for bad and doubtful debts as applicable to it in terms of Non-Banking Financial Company Non-Systemically Important Non-Deposit taking Company (Reserve Bank) Directions, 2016 and Non-Banking Financial Company Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2010.
7. Since the assets size of the Company is less than Rs. 500 Crores, the Company is not a Systematically Important Non-Deposit taking NBFCs as defined in paragraph 3 (xxix) of Non-Banking Financial Company Non-Systemically Important Non-Deposit taking Company (Reserve Bank) Directions, 2016.
8. The Company is not NBFC Micro finance Institution as defined in paragraph 3 (xx) of Non- Banking Financial Company Non-Systemically Important Non-Deposit taking Company (Reserve Bank) Directions, 2016.

This report is issued to comply with the 'Non-Banking Financial Companies Auditor's Report (Reserve Bank) Directions 2016' vide notification No. DNBS. PPD.03/66.15.001/2016-17 dated September 29, 2016 and may not be suitable for any other purpose.

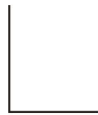
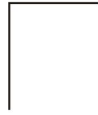
For Sampat & Mehta  
Chartered Accountants  
Firm Registration No. 109031W

Sanjay Rambhia Partner  
Membership No. 046265  
UDIN:24046265BKBHHC9547

Place: Mumbai  
Date: June 22, 2024



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