

35th ANNUAL REPORT 2023-24



TOURISM FINANCE CORPORATION OF INDIA LIMITED





TOURISM FINANCE CORPORATION OF INDIA LIMITED

Board of Directors*



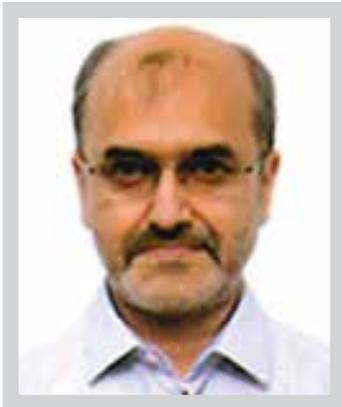
Dr. S. Ravi
Non Executive Chairman
(Non-Independent Director)



Shri Parkash Chand
Director



Mrs. Thankom T Mathew
Independent Director



Shri Bapi Munshi
Independent Director



Shri Ashok Kumar Garg
Independent Director



Shri Deepak Amitabh
Independent Director



Dr. Mahabaleshwara M S
Independent Director



Shri Aditya Kumar Halwasiya
Director



Shri Anoop Bali
Managing Director & CFO

*As on July 10, 2024



BOARD OF DIRECTORS*

Dr. S.Ravi	Non-Executive Chairman
Shri Parkash Chand	Non-Executive Director (Representing LIC of India)
Mrs. Thankom T. Mathew	Independent Director
Shri Bapi Munshi	Independent Director
Shri Ashok Kumar Garg	Independent Director
Shri Deepak Amitabh	Independent Director
Dr. Mahabaleshwara M S	Independent Director
Shri Aditya Kumar Halwasiya	Non-Executive Director
Shri Anoop Bali	Managing Director & CFO

COMPLIANCE OFFICER

Shri Sanjay Ahuja	Company Secretary
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STATUTORY AUDITORS

M/s M. Verma & Associates
Chartered Accountants, New Delhi

REGISTRAR AND TRANSFER AGENT

MCS Share Transfer Agent Ltd.
F-65, First Floor, Okhla Industrial Area,
Phase-I, New Delhi-110020
Phone: +91-11-41406149/51/52
Fax: +91-11-41709881
E-mail: helpdeskdelhi@mcsregistrars.com

REGISTERED & CORPORATE OFFICE

4th Floor, Tower 1, NBCC Plaza,
Pushp Vihar, Sector-V,
Saket, New Delhi-110 017
Phone No.: 011-47472200, 29561180
Email: ho@tfciltd.com
Website: www.tfciltd.com
CIN No.L65910DL1989PLC034812

MUMBAI OFFICE

C-304, Marathan Innova
Veer Santoshi Lane, off. Ganpatrao
Kadam Marg, Lower Parel,
Mumbai-400 013
Phone No.: 022-40591106

*as on July 10, 2024

**HIGHLIGHTS**

(₹ in lakh)

		As at March 31, 2024	As at March 31, 2023
Resources			
Share Capital		9037	9037
Reserves and Surplus		99925	92673
Secured Loans		80804	82973
Unsecured Loans		17500	17500
Total		207266	202183
Operations			
	Cumulative	2023-2024	2022-2023
Assistance sanctioned			
Rupee Loan	1438781	136360	75022
Leasing	2491	—	—
Subscription to Equity/Preference Share/Debentures	91070	9000	—
Guarantee	1483	—	—
Total	1533825	145360	75022
Assistance disbursed			
Rupee Loan	869909	76271	56060
Leasing	1580	—	—
Subscription to Equity/Preference Share/Debentures	84611	9000	—
Guarantee	1443	—	—
Total	957543	85271	56060
Earnings			
Profit before tax		11387	10937
Profit after tax		9111	8795
Earning per share (₹)		10.08	9.73



NOTICE

NOTICE is hereby given that the Thirty Fifth Annual General Meeting of the members of Tourism Finance Corporation of India Ltd. will be held on Wednesday, the 14th day of August, 2024 at 11:00 A.M., through Video Conferencing (VC)/other Audio Visual Means (OAVM) facility at 4th Floor, Tower 1, NBCC Plaza, Sector V, Pushp Vihar, Saket, New Delhi –110 017 to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the audited Financial Statements of the Company for the year ended March 31, 2024 and the report of the Board of Directors' and Auditors' thereon.
2. To consider and declare Dividend on Equity Shares for financial year 2023-24.
3. To appoint a Director in place of Dr. S.Ravi (DIN:00009790), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.
4. To appoint Statutory Auditors of the Company in terms of the provisions of Section 139 and other applicable provisions of the Companies Act, 2013 and to pass with or without modification(s) the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139 of the Companies Act, 2013 and the Rules made thereunder as amended from time to time read with Reserve Bank of India guidelines and other applicable Rules and Regulations M/s Rama K. Gupta & Co., Chartered Accountants (Firm Registration No. 005005C) be and are hereby appointed as the Statutory Auditors of the Company, to hold office for period of 3 years effective from financial year 2024-25 till the conclusion of Annual General Meeting of financial year 2026-27 at an audit fee of ₹12 lakh plus applicable tax per annum and that the Audit Committee/ Board of Directors of the Company be and are hereby authorised to modify/fix such remuneration as may be determined in consultation with the auditors.”

SPECIAL BUSINESS:

Item No. 5. Issue of Non-Convertible Bonds/Debentures/other instruments

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

“RESOLVED THAT pursuant to the provisions of Sections 42, 71 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities), Rules 2014, Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, Guidelines issued by Reserve Bank of India (“RBI”), the Memorandum and Articles of Association of the Company and subject to the rules, regulations, guidelines and circulars issued thereunder from time to time by any Regulatory Authorities,

consent of the Members be and is hereby accorded to the Board of Directors (hereinafter referred to as the “Board” which term shall include any Committee thereof for the time being exercising the powers conferred on the Board by this Resolution) for having made and/or making offer(s) or invitation to subscribe to securities, including but not limited to bonds and non-convertible debentures, by way of private placement in one or more tranches, on such terms and conditions as it may consider proper, upto an amount not exceeding ₹750 crore (Rupees Seven Hundred Fifty Crore only) in the year commencing from the date of approval by shareholders.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things and give such directions as may be deemed necessary or expedient, to give effect to this Resolution.”

Item No. 6. Re-classification of Mr. Koppara Sajeeve Thomas and Pransatree Holdings Pte. Limited from ‘Promoter Group’ category to ‘Public’ category

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

“RESOLVED THAT pursuant to Regulation 31A and all other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendments made thereto) (hereinafter referred to as “Listing Regulations”) and other applicable laws, and subject to necessary approvals from the Stock Exchanges and other appropriate statutory authorities, as may be necessary, the consent of the shareholders of the Company be and is hereby accorded for re-classification of Mr. Koppara Sajeeve Thomas, holding Nil equity shares and Pransatree Holdings Pte. Limited, holding 3703700 equity shares aggregating to 4% of paid up capital of the Company, currently both classified as the ‘Promoter Group Shareholders’ of the Company from ‘Promoter Group’ category to ‘Public’ category.

RESOLVED FURTHER THAT Managing Director & CFO or the Company Secretary of the Company, be and are hereby severally or jointly authorized to submit application for reclassification to the Stock Exchange(s) wherein securities of the Company are listed or any other regulatory body as may be required and to take such steps expedient or desirable to give effect to this resolution.

RESOLVED FURTHER THAT upon receipt of approval from the Stock Exchange(s) on application made by the Company for reclassification of Mr. Koppara Sajeeve Thomas and Pransatree Holdings Pte. Limited, the Company shall effect such reclassification in the shareholding pattern from the immediate succeeding quarter under Regulation 31 of Listing Regulations and in compliance with Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and other applicable provisions.



RESOLVED FURTHER THAT a copy of the above resolution certified by any one of the Directors or Company Secretary be submitted to the concerned authorities and they be requested to act upon the same.

Item No. 7. To approve the appointment and payment of remuneration of Shri Anoop Bali (DIN: 00302077) as Managing Director of the Company.

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

“RESOLVED THAT subject to the provisions of Sections 196, 197 and 203 read with Schedule V to the Act and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and Article 161 of the Articles of Association of the Company and such other approvals as may be required and such modification and conditions, if any, which the Board of Directors is hereby authorised to accept, consent of the members, be and is hereby accorded for the appointment of Shri Anoop Bali (DIN: 00302077), as a Managing Director w.e.f May 17, 2024 till the date of his superannuation i.e. May 31, 2026 and be paid salary, allowances, perquisites as set out hereunder:

- (i) **Pay:** All inclusive cost to the Company ₹1.75 crore per annum plus incentive as decided by the Board of Directors every year. Besides, he will also be entitled for ESOP, as and when approved by the NRC/Board.
- (ii) **Leave and other terms:** As per Staff Regulations of the company.
- (iii) **Notice Period:** As per Staff Regulations of the company.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profit in any financial year during his tenure, the aforesaid remuneration shall be paid as minimum remuneration in accordance with provision of Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment(s) thereof as in force from time to time.

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include the Nomination and Remuneration Committee constituted by the Board) be and is hereby authorized to fix, increase, alter and to vary the remuneration consisting salary, perquisites, allowance etc. in compliance of provisions of Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and things as may be deemed necessary or desirable or to settle any question or difficulty that may arise, in such manner as it may deem fit.

Item No. 8. To approve the appointment of Shri Aditya Kumar Halwasiya (DIN: 08200117) as a Non-Executive Non-Independent Director of the Company

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

“RESOLVED THAT pursuant to the provisions of Sections 152 and any other applicable provisions of the Companies Act, 2013 and Rules made thereunder, and Regulation 17 and other applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Shri Aditya Kumar Halwasiya (DIN: 08200117), who was appointed as an Additional Director (Non-Executive, Non-Independent Category) by the Board of Directors of the Company with effect from July 6, 2024, pursuant to Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as a Non-Executive Non-Independent Director of the company liable to retire by rotation under the provisions of the Articles of Association of the Company.”

Item No. 9. Appointment of Shri Deepak Amitabh (DIN: 01061535) as an Independent Director.

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 provisions of Sections 149, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Rules made thereunder, and Regulation 17 and any other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and the Articles of Association of the Company, Shri Deepak Amitabh (DIN: 01061535), who was appointed as an Additional Director of the Company by the Board of Directors of the Company with effect from July 6, 2024 in the Independent Director category, in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Independent Director be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation, to hold office for a term of 5 (Five) consecutive years commencing from July 6, 2024 upto July 5, 2029.

Item No. 10. Appointment of Dr. Mahabaleshwara M S (DIN: 07645317) as an Independent Director.

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 provisions of Sections 149, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Rules made thereunder, and Regulation 17 and any other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and the Articles of Association of the Company, Dr. Mahabaleshwara M S (DIN: 07645317), who was appointed as an Additional Director of the Company by the Board of Directors of the Company with effect from July 6, 2024 in the Independent Director category, in respect of whom the



Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Independent Director be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation, to hold office for a term of 5 (Five) consecutive years commencing from July 6, 2024 upto July 5, 2029.

By order of the Board of Directors

Date: July 10, 2024
Place: New Delhi

(Sanjay Ahuja)
Company Secretary

Notes:

- 1) The Ministry of Corporate Affairs (“MCA”) has vide its Circular dated September 25, 2023 read with the Circulars dated April 8, 2020, April 13, 2020, May 5, 2020, December 28, 2022 (collectively referred to as “MCA Circulars”) and SEBI vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023, Circular No. SEBI/HO/CFD/CFD/PoD-2/P/CIR/2023/167 dated October 7, 2023 (collectively referred to as “SEBI Circulars”), permitted the holding of the Annual General Meeting (“AGM”) through VC, without the physical presence of the Members at a common venue till 30th September, 2024. Hence, the forthcoming AGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
- 2) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, May 5, 2022, December 28, 2022 and September 25, 2023 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting’s agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
- 3) The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first serve basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), 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 serve basis.
- 4) The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
- 5) Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
- 6) In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.tfciltd.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
- 7) The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 5, 2020 and MCA Circular No. 02/2021 dated January 13, 2021, MCA Circular No. 02/2022 dated May 5, 2022, MCA Circular No. 11/2022 dated December 28, 2022 and MCA Circular No. 09/2023 dated September 25, 2023.
- 8) The Securities and Exchange Board of India (SEBI) has mandated that securities of listed company can be transferred only in dematerialized form w.e.f April 1, 2019. Accordingly, the company has stopped accepting any fresh lodgment of transfer of shares in physical form. In view of the above and to avail various benefits of dematerialization, members are requested to dematerialize shares held by them in physical form.
- 9) Those Shareholders whose email IDs are not registered, are requested to register their email ID with Registrar & Share Transfer Agent (RTA) at admin@mcsregistrars.com; helpdeskdelhi@mcsregistrars.com, by providing their Name as registered with the RTA, Address, email ID, PAN, DPID/Client ID or Folio Number and Number of shares held by them.



- 10) The Members will be allowed to pose questions during the course of the Meeting. The queries can also be given in advance at complianceofficer@tfciltd.com.
- 11) The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013, setting out material facts in respect of the item no. 4 to 10 is annexed hereto.
- 12) All documents referred to in the Notice calling the AGM and the Explanatory Statement are available on the website of the Company for inspection by the Members.
- 13) In terms of Article 135 of the Articles of Association of the Company, read with Section 152 of the Companies Act, 2013, Dr. S.Ravi (DIN: 00009790), retiring by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment. The Board recommends his re-appointment.
- 14) Brief profile of the Directors proposed to be appointed/re-appointed, is set out in "Information about Directors seeking appointment/re-appointment as mandated in the SEBI (LODR) Regulation 2015" annexed to the notice.
- 15) Members holding shares in more than one folio in identical order of the names are requested to write to MCS Share Transfer Agents Ltd., RTA, enclosing their share certificates to enable them to consolidate the holdings in one folio to facilitate better service. Members are requested to note that all correspondence relating to Share Transfer/ Transmission etc. should be addressed to RTA.
- 16) Pursuant to the provisions of Section 125 of the Companies Act, 2013 the amount of dividend remaining unclaimed and unpaid for a period of 7 years from the date of payment is required to be transferred to the Investor Education and Protection Fund (the IEPF) established by the Ministry of Corporate Affairs, Government of India. Members who have not yet encashed their dividend warrants for the previous years, are requested to make their claims to the Company immediately. It may be noted that once the unclaimed dividend is transferred to the IEPF, no claim shall lie in respect thereof from the Company. The due date for transfer of unpaid dividend amount to IEPF for these years are:
- | Year | Due Date |
|---------|------------|
| 2016-17 | 25.10.2024 |
| 2017-18 | 10.09.2025 |
| 2018-19 | 09.09.2026 |
| 2020-21 | 29.10.2028 |
| 2021-22 | 19.10.2029 |
| 2022-23 | 18.09.2030 |
- Those who have not yet claimed their dividend for the last seven years may apply directly to RTA, MCS Share Transfer Agents Ltd. and stake their claim.
- 17) It is further informed to the shareholders that unclaimed dividend upto the financial year 2015-16 has already been transferred to the IEPF. Those who have not claimed their dividend for period prior to F.Y. 2015-16 may please claim their refund from IEPF Authority and log to <http://www.iepf.gov.in/IEPFA/refund.html>.
- 18) Relevant documents referred to in the accompanying Notice as well as the other documents are open for inspection at the registered office of the Company on all working days except Saturday, Sunday and holidays between 11.00 a.m. to 1.00 p.m. upto the date of this Annual General Meeting.
- 19) (a) The Register of Members and Share Transfer Books for equity shares of the Company will remain closed from August 8, 2024 to August 14, 2024 (both days inclusive).
- (b) The dividend on Equity Shares, if declared at the Meeting, will be paid to those members holding shares
- (i) in physical form, if their names appear in the Register of Members after giving effect to all valid transfer/transmission lodged with RTA of the Company, MCS Share Transfer Agents Ltd. on or before August 7, 2024 and
- (ii) in dematerialized/electronic form, the dividend will be paid on the basis of beneficial ownership as per details to be furnished by the Depositories i.e National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL) as at the end of business on August 7, 2024
- 20) Members may please note that for shares in electronic form, bank particulars registered against their depository accounts will be used by the Company for payment of dividend, therefore they are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in address immediately to the RTA, MCS Share Transfer Agents Ltd. at F-65, 1st Floor, Okhla Industrial Area, Phase-1, New Delhi-110020.
- 21) Members may note that the Income-tax Act, 1961, ("the IT Act") as amended by the Finance Act, 2020, mandates that dividend paid or distributed by a company on or after April 1, 2020 shall be taxable in the hands of members. The Company shall therefore be required to deduct tax at source (TDS) at the time of making the payment of dividend. To enable us to determine the appropriate TDS rate as applicable, members are requested to submit relevant documents, as specified in the below paragraphs, in accordance with the provisions of the IT Act.
- For resident shareholders, taxes shall be deducted at source under Section 194 of the IT Act as follows:



Members having valid Permanent Account Number (PAN)	10%* or as notified by the Government of India (GOI)
Members not having PAN / valid PAN	20% or as notified by the GOI

* As per the Finance Act, 2021, Section 206AB has been inserted effective July 1, 2021, wherein the higher rate of tax (twice the specified rate) would be applicable on payment made to a shareholder who is classified as 'Specified Person' as defined under section 206AB of the Finance Act, 2021.

* As per section 139AA of the IT Act, every person who has been allotted a PAN and who is eligible to obtain Aadhaar, shall be required to link the PAN with Aadhaar. In case of failure to comply with this, the PAN allotted shall be deemed to be invalid / inoperative and he shall be liable to all consequences under the IT Act and tax shall be deducted at the higher rates as prescribed under the IT Act.

However, no tax shall be deducted on the dividend payable to resident individual shareholders if the total dividend to be received by them during financial year 2024-25 does not exceed ₹5,000, and also in cases where members provide Form 15G / Form 15H (Form 15H is applicable to resident individual shareholders aged 60 years or more) subject to conditions specified in the IT Act. Resident shareholders may also submit any other document as prescribed under the IT Act to claim a lower / nil withholding of tax. PAN is mandatory for members providing Form 15G / 15H or any other document as mentioned above.

For non-resident shareholders, taxes are required to be withheld in accordance with the provisions of Section 195 and other applicable sections of the IT Act, at the rates in force. The withholding tax shall be at the rate of 20%** (plus applicable surcharge and cess) or as notified by the GOI on the amount of dividend payable. However, as per Section 90 of the IT Act, non resident shareholders have the option to be governed by the provisions of the Double Tax Avoidance Agreement (DTAA), read with Multilateral Instrument (MLI) between India and the country of tax residence of the shareholders, if they are more beneficial to them. For this purpose, i.e. to avail the benefits under the DTAA read with MLI, non-resident shareholders will have to provide the following:

- Copy of the PAN card allotted by the Indian income tax authorities duly attested by the shareholders or details as prescribed under rule 37BC of the Income-tax Rules, 1962
- Copy of the Tax Residency Certificate for financial year 2024-25 obtained from the revenue or tax authorities of the country of tax residence, duly attested by shareholders
- Electronic Form 10F as per notification no. 03/2022 dated July 16, 2022 issued by the

Central Board of Direct Tax [Notification can be read under notification-no-3-2022-systems.pdf (incometaxindia.gov.in)]. Form 10F can be obtained electronically through the e-filing portal of the income tax website at <https://www.incometax.gov.in/iec/foportal>

- Self-declaration by the shareholders of having no permanent establishment in India in accordance with the applicable tax treaty
- Self-declaration of beneficial ownership by the non-resident shareholder
- Any other documents as prescribed under the IT Act for lower withholding of taxes, if applicable, duly attested by the shareholders

In case of Foreign Institutional Investors (FII) / Foreign Portfolio Investors (FPI), tax will be deducted under Section 196D of the IT Act at the rate of 20%** (plus applicable surcharge and cess) or the rate provided in relevant DTAA, read with MLI, whichever is more beneficial, subject to the submission of the above documents, if applicable.

** As per the Finance Act, 2021, Section 206AB has been inserted effective July 1, 2021, wherein the higher rate of tax (twice the specified rate) would be applicable on payment made to a shareholder who is classified as 'Specified Person' as defined under the provisions of the aforesaid Section. However, in case of a non-resident shareholder or a non-resident FPI / FII, the higher rate of tax as mentioned in section 206AB shall not apply if such non-resident does not have a permanent establishment in India.

The aforementioned documents are required to be sent on email id of RTA at admin@mcsregistrars.com. No communication would be accepted from members after August 7, 2024, regarding tax-withholding matters. Members may note that in case the tax is deducted at a higher rate in absence of timely receipt, or insufficiency/incomplete/incorrectness of the aforementioned details/documents from you, an option is available to you to file the return of income as per Income Tax Act, 1961 and claim an appropriate refund, if eligible. No claim shall lie against the Company for such taxes deducted. No refund will be made by the Company once tax is deducted. The Company will inform the details of TDS deduction at the members registered email ID. Members can also check their tax credit in Form 26AS from the e-filing account at <https://www.incometax.gov.in> or "View Your Tax Credit" on <https://www.tdscpc.gov.in>.

- 22) SEBI has mandated the submission of PAN, KYC details and nomination by holders of physical securities vide its circular dated March 16, 2023. Shareholders are requested to submit their PAN, KYC and nomination details to the Company's RTA at admin@mcsregistrars.com. The following forms for updating the same are available at the website of the Company at www.tfcilt.d.



com and at the website of RTA at www.mcsregistrars.com.

Form No.	Description
Form ISR-1	Request for registering PAN, KYC details or changes / updation thereof
Form ISR-2	Confirmation of Signature of securities holder by the Banker
Form ISR-3	Declaration Form for Opting-out of Nomination by holders of physical securities in Listed Companies
Form SH-13	Nomination Form
Form SH-14	Cancellation or Variation of Nomination

Members holding shares in electronic form are, therefore, requested to submit their PAN, KYC details, Bank details and nomination to their DP.

In case a holder of physical securities, whose folio(s) do not have PAN, Nomination, Contact Details, Bank Account Details and Specimen Signature updated, shall be eligible to lodge grievance or avail any service request from the RTA only after furnishing the complete documents and any payment including dividend, interest or redemption payment in respect of such folios, only through electronic mode with effect from April 01, 2024. In this regard, intimation for furnishing the required details vide letter dated 18.5.2023 was sent to the shareholders holding shares in physical mode.

THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:

- (i) The voting period begins on August 11, 2024 at 9:00 A.M. (IST) and ends on August 13, 2024 at 5:00 P.M. (IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of August 7, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level. Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process. Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & New System Myeasi Tab.
	2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.



Type of shareholders	Login Method
	3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdsindia.com and click on login & New System Myeasi Tab and then click on registration option.
	4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdsindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
	2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com . Select "Register Online for IDeAS" Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp

Type of shareholders	Login Method
	3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forgot User ID and Forgot Password option available at abovementioned website.

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



Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk. evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 022-4886 7000 and 022-2499 7000

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.

	For Physical shareholders and other than individual shareholders holding shares in Demat.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.
	<ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN of TOURISM FINANCE CORPORATION OF INDIA LIMITED on which you choose to vote.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.



(xvi) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; complianceofficer@tfcilttd.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. 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.

7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 2 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at complianceofficer@tfcilttd.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 2 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at complianceofficer@tfcilttd.com. These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), Aadhaar (self-attested scanned copy of Aadhaar Card) by email to Company/RTA email id.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 22 55 33.



The Scrutinizer will scrutinize the remote e-voting process in a fair and transparent manner. The Scrutinizer after scrutinising the votes cast at the meeting and through remote e-voting, will, not later than two days of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company www.tfcilt.com and on the website of CDSL. The results shall simultaneously be communicated to the Stock Exchanges.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM No.4

M/s M. Verma & Associates, Chartered Accountants were appointed as Statutory Auditors of the Company for a period of three years effective from the financial year 2021-22 till the conclusion of Annual General Meeting of financial year 2023-24. In compliance of RBI circular dated April 27, 2021 M/s. M. Verma & Associates have completed three years of continuous audit and would be retiring as Statutory Auditors in the forthcoming Annual General Meeting. Accordingly, the Board of Directors on the recommendation of the Audit Committee recommended to approve appointment of M/s Rama K. Gupta & Co., Chartered Accountants (Firm Registration No. 005005C) as Statutory Auditors of the company by the members in the forthcoming Annual General Meeting for a period of three years effective from the financial year 2024-25 for a fee of ₹12 lakh plus applicable tax per annum and that the Audit Committee/Board of Directors of the Company to be authorised to modify/fix such remuneration as may be determined in consultation with the auditors.

The Board of Directors recommends the passing of the proposed Ordinary Resolution as set out in item No.4 of the Notice, by members of the Company.

None of Directors or Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution, except to the extent of their shareholding in the Company.

ITEM No.5

As per Section 42 of the Companies Act, 2013 read with the Rules framed there under, a company offering or making an invitation to subscribe to Non-Convertible Debentures ("NCDs") on a private placement basis, is required to obtain the prior approval of the Shareholders by way of a Special Resolution. Such an approval by way of special resolution can be obtained once in a year for all the offers and invitations made for such NCDs during the year.

Your Company has been raising funds for meeting its requirements for business growth through various sources including issuance of bonds/debentures. Your Company had issued non-convertible bonds in the last few years by way of private placement basis as the same was cost-effective and also offers flexibility as compared to public issues.

The approval of the Members is being sought by way of a Special Resolution under Sections 42 and 71 of the Act read with the Rules made thereunder, to enable the Company to offer or invite subscriptions for securities, including but not limited to bonds and non-convertible debentures upto ₹750 crore (Rupees Seven Hundred Fifty Crore only) on a private placement basis, in one or more tranches, during the period of one year ending upto the next Annual General Meeting, within the overall borrowing limits of the Company, as approved by the Members from time to time and which shall include any amount borrowed through securities offered on private placement basis and subscribed during the current financial year upto the approval of the shareholders proposed at the Resolution at Item No.5.

The Board of Directors recommends the passing of the proposed Special Resolution as set out in item No.5 of the Notice, by members of the Company.

None of Directors or Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution, except to the extent of their shareholding in the Company.

ITEM No.6

In terms of Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (hereinafter referred as SEBI (LODR) Regulations), the Stock Exchange(s) where the Company's equity shares are listed may allow re-classification of promoter(s)/promoter group as public shareholders or vice versa subject to fulfilment of conditions as provided therein.

In this regard, the Company has received requests from Mr. Koppara Sajeev Thomas and Pransatree Holdings Pte. Limited (PHPL), the promoter group shareholders under Regulation 31A of the SEBI (LODR) Regulations for re-classification to the 'Public' category ("Request"). Mr. Thomas and PHPL have also confirmed that they comply with the conditions set out in the Regulation 31A(3)(b) of SEBI (LODR) Regulations and undertake to abide by all relevant conditions of SEBI (LODR) Regulation upon re-classification as a 'public' shareholder. The Request received from Mr. Thomas and PHPL was placed before the Board of Directors at its meeting held on May 17, 2024. Mr. Thomas is holding Nil equity shares and PHPL is holding 3703700 equity shares aggregating to 4% of paid up capital of the Company.

The Board noted that Mr. Thomas and PHPL together with any other person do not hold more than 10% of total voting rights in the Company.

Mr. Thomas and PHPL are not associated with the business of the Company in any manner and now do not exercise direct or indirect control over the affairs of the Company. Mr. Thomas and PHPL do not have any representation on the Board of Directors and are not Key Managerial Personnel of the Company and are not engaged in day to day affairs of the Company. Mr. Thomas and PHPL do not in any manner influence the decision taken by the Company and Mr. Thomas and PHPL do not have any special rights in the Company through formal or informal arrangements with the Company including any shareholder agreements.



The Board of Directors of the Company considered the facts stated above and accepted the Request for re-classification of Mr. Thomas and PHPL from the 'promoter group' category to the 'public' category. In accordance with the SEBI (LODR) Regulations, the Board of Directors has recommended passing the Ordinary Resolution as set out in the Notice, for approval of the shareholders.

In accordance with the SEBI (LODR) Regulations, upon re-classification to the 'public' category, Mr. Thomas and PHPL shall not (i) hold more than 10% of the total voting rights in the Company; (ii) exercise control over the affairs of the Company directly or indirectly; (iii) have any special rights with respect to the Company through formal or informal arrangements including through any shareholder agreements. Further, Mr. Thomas and PHPL shall not be represented on the Board of Directors of the Company (including through a nominee director) or act as a key managerial personnel of the Company for a period of at least three years from date on which the stock exchanges approve its re-classification in the 'public' category. Further, Mr. Thomas and PHPL are not fugitive economic offender and wilful defaulter as per the Reserve Bank of India guidelines.

The Company is in compliance with the requirement for minimum public shareholding as required under Regulation 38 of the SEBI (LODR) Regulations. The Company does not have any outstanding dues to the Securities and Exchange Board of India, the stock exchanges where its equity shares are listed ("Stock Exchanges") or the depositories. Further, trading in the equity shares of the Company has not been suspended by the Stock Exchanges.

In accordance with the Listing Regulations, Mr. Thomas and PHPL shall not vote on this resolution.

The Board of Directors recommends the passing of the proposed Ordinary Resolution as set out in item No.6 of the Notice, by members of the Company.

None of Directors or Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution, except to the extent of their shareholding in the Company.

ITEM No.7

The Board of Directors at their meeting held on May 17, 2024 approved appointment of Shri Anoop Bali (DIN: 00302077) as Managing Director with effect from May 17, 2024 till the date of his superannuation i.e. May 31, 2026, subject to approval of the shareholders. Shri Anoop Bali would continue to be CFO of the Company. The remuneration payable to him is in compliance of provisions of Schedule V to the Companies Act, 2013.

Brief profile of Shri Anoop Bali is set out in the "Information about Directors seeking appointment/ reappointment as mandated under the SEBI (LODR) Regulation 2015" which is annexed with the notice.

The Board of Directors recommends the passing of the proposed Ordinary Resolution as set out in item No.7 of the Notice, by members of the Company.

Except Shri Anoop Bali, being the proposed appointee, none of the Directors and Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financial or otherwise, in the said resolution, except to the extent of their shareholding in the Company.

ITEM No.8

The Board of Directors had appointed Shri Aditya Kumar Halwasiya (DIN: 08200117) as Additional Director in the category of Non-Executive Non-Independent Director of the Company with effect from July 6, 2024, subject to approval of Shareholders. He would be liable to retire by rotation under the provision of the Article of Association of the Company and Companies Act, 2013.

Brief profile of Shri Aditya Kumar Halwasiya is set out in the "Information about Directors seeking appointment/ reappointment as mandated under the SEBI (LODR) Regulation 2015" which is annexed with the notice.

The Board of Directors recommends the passing of the proposed Ordinary Resolution as set out in item No.8 of the Notice, by members of the Company.

Except Shri Aditya Kumar Halwasiya, being the proposed appointee, none of the Directors and Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financial or otherwise, in the said resolution, except to the extent of their shareholding in the Company.

ITEM No.9

The Board of Directors, on the recommendations of Nomination and Remuneration Committee (NRC), had appointed Shri Deepak Amitabh (DIN: 01061535) as an Additional Director, in the category of Independent Director of the Company with effect from July 6, 2024, subject to approval of Shareholders.

The NRC had finalized the desired attributes for the selection of the Director(s). Basis those attributes, the NRC recommended the candidature of Shri Deepak Amitabh.

Shri Deepak Amitabh, a former Indian Revenue Service (IRS) officer belongs to 1984 Batch and having rich experience of over 40 years in Power Sector & Govt. of India. He is an alumnus of St. Stephen's college, Delhi and presently engaged with Adani Group as an Advisor – Business Development and is a member of the Energy Apex of Ahmedabad. He has done multiple tax assignments for two decades at Madhya Pradesh, Mumbai & Delhi which included assessment, investigation, administration, system operations, audit & legal representation. He was also Financial Advisor to Director General of Naval Project at Mumbai and has rich experience in managing complex business strategies & financial aspects of Power Industry. He was instrumental in setting up Indian Power Market & also India's First Electricity Exchange. He was the Chairman and Managing Director of Power Trading Corporation of India Limited, largest power trading listed company of the country from 2012 to 2021. He was also Chairman of Infrastructure listed NBFC PTC India Financial Services and Renewable Energy Generation Company PTC Energy Ltd. He also served on Boards of India Energy Exchange & Teesta Urja Ltd. Pursuant to the performance, background, experience



and contribution of Shri Deepak Amitabh, in his previous assignments, the Board, based on the recommendations of the NRC, approved the appointment of Shri Deepak Amitabh as an Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years commencing from July 6, 2024 upto July 5, 2029. Further, the Company has, in terms of Section 160 of the Act, received a notice in writing from a Member proposing the candidature of Shri Deepak Amitabh for the office of Independent Director.

The Company has received declarations from Shri Deepak Amitabh that he meets the criteria of independence as provided in section 149(6) of the Companies Act, 2013. In the opinion of the Board, Shri Deepak Amitabh fulfils the conditions for his appointment as an Independent Director as specified in the Act and the SEBI (LODR) Regulations, 2015.

Brief profile of Shri Deepak Amitabh is set out in the "Information about Directors seeking appointment/ reappointment as mandated in the SEBI (LODR) Regulations, 2015" which is annexed with the notice.

The Board of Directors recommends the passing of the proposed Special Resolution as set out in item No.9 of the Notice, by members of the Company.

Except Shri Deepak Amitabh, being the proposed appointee, none of the Directors and Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financial or otherwise, in the said resolution, except to the extent of their shareholding in the Company.

ITEM No.10

The Board of Directors, on the recommendations of Nomination and Remuneration Committee (NRC), had appointed Dr. Mahabaleshwara M S (DIN: 07645317) as an Additional Director, of the Company in the category of Independent Director with effect from July 6, 2024, subject to approval of Shareholders.

The NRC had finalized the desired attributes for the selection of the Director(s). Basis those attributes, the NRC recommended the candidature of Dr. Mahabaleshwara M S (DIN: 07645317).

Dr. Mahabaleshwara M S holds M.Sc. Agri., CAIB, PGDBM, Fellow member of IIBF and Honorary Doctorate from the Srinivas University, Mangaluru. He has four decades of experience in all facets of Banking and Finance, Payment and Settlements, HR management, IT and Digital banking, Treasury and Forex operations, Life and General Insurance, Agriculture

and Rural economy etc. He was MD & CEO of Karnataka Bank, for six years, Non-Executive Chairman of KBL Services Ltd, Non-Executive Director of Universal Sompo General Insurance Co. Ltd., Member of the Managing Committee of Indian Banks Association, Member of the Governing Council of Indian Institute of Banking and Finance, Member of the FICCI Banking Committee, Member of the CII Banking Committee, Chairman of Governing Board of Southern India Banks Training College. Pursuant to the performance, background, experience and contribution of Dr. Mahabaleshwara M S, in his previous assignments, the Board, based on the recommendations of the NRC, approved the appointment of Dr. Mahabaleshwara M S as an Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years commencing from July 6, 2024 upto July 5, 2029. Further, the Company has, in terms of Section 160 of the Act, received a notice in writing from a Member proposing the candidature of Dr. Mahabaleshwara M S for the office of Independent Director.

The Company has received declarations from Dr. Mahabaleshwara M S that he meets the criteria of independence as provided in section 149(6) of the Companies Act, 2013. In the opinion of the Board, Dr. Mahabaleshwara M S fulfils the conditions for his appointment as an Independent Director as specified in the Act and the SEBI (LODR) Regulations, 2015.

Brief profile of Dr. Mahabaleshwara M S is set out in the "Information about Directors seeking appointment/ reappointment as mandated in the SEBI (LODR) Regulations, 2015" which is annexed with the notice.

The Board of Directors recommends the passing of the proposed Special Resolution as set out in item No.10 of the Notice, by members of the Company.

Except Dr. Mahabaleshwara M S, being the proposed appointee, none of the Directors and Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financial or otherwise, in the said resolution, except to the extent of their shareholding in the Company.

By Order of the Board of Directors

Date: July 10, 2024
Place: New Delhi

(Sanjay Ahuja)
Company Secretary



INFORMATION ABOUT DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AS MANDATED IN THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Name of Director(s) & DIN	Dr. S.Ravi (DIN:00009790)	Shri Anoop Bali (DIN: 00302077)	Shri Aditya Kumar Halwasiya (DIN: 08200117)	Shri Deepak Amitabh (DIN: 01061535)	Dr. Mahabaleshwara M S (DIN: 07645317)
Date of Birth and Age	12 th July 1959 65 Years	14 th May 1966 58 Years	9 th August 1994 29 Years	8 th October 1960 63 Years	11 th April 1959 65 Years
Date of first appointment	4.4.2022	18.4.2022	6.7.2024	6.7.2024	6.7.2024
Qualifications	B.Sc., M.Com, FCA, DISA, Insolvency Professional (IP), Associate Member of Association of Certified Fraud Examiners (CFE), USA and Ph.D	B.Sc. (Honours) Physics, M.B.A	Masters in Global Finance from Fordham University, New York, USA	Alumnus of St. Stephen's College, New Delhi, IRS (Retd.)	M.Sc. Agri, CAIIB, PGDBM, Fellow member of IIBF and Honorary Doctorate from the Srinivas University, Mangaluru
Expertise in specific functional areas and Experience/ Brief resume	He is a Practicing Chartered Accountant with over 35 years of experience and has served on the boards of various banks, financial institutions, PSUs and as former Chairman of BSE Ltd.	Over 34 years of experience in Business Development, Credit Sanction, Monitoring & Recovery, Accounts & Finance, Treasury & Resources, Legal, HR and General management. He was appointed as Whole Time Director of Tourism Finance Corporation of India Ltd. w.e.f. April 18, 2022.	He is the promoter and Managing Director of Cupid Ltd. He has good understanding of debt instruments, equity markets and actively manages and oversees a sizeable portfolio of Capital Market Investments and Real Estate Investments.	He is former CMD of PTC India Ltd. He has experience of over 40 years in Power Sector & Govt. of India and done multiple tax assignments which included assessment, investigation, administration, system operations, audit & legal representation.	He is former MD & CEO of Karnataka Bank Ltd. He has four decades of experience in all facets of Banking and Finance, Payment and Settlements, HR management, IT and Digital banking, Treasury and Forex operations, Life and General Insurance, Agriculture and Rural economy etc.
Terms and condition of Appointment/ Reappointment	Appointment as Non-Executive Non-Independent Director, liable to retire by rotation	Appointment as Managing Director with effect from 17.5.2024 till the date of his superannuation i.e. May 31, 2026	Appointment as Non-Executive Non-Independent Director, liable to retire by rotation	Appointment as Independent Director, for the term of 5 (five) years with effect from July 6, 2024	Appointment as Independent Director, for the term of 5 (five) years with effect from July 6, 2024
Directorship held in Other Companies	He is Director in Aditya Birla ARC Limited, Aditya Birla Health Insurance Co. Limited, 360 ONE Asset Management Ltd (Erstwhile, IIFL Asset Management Ltd), Usha Martin Limited, Usha Martin UK Limited, Spacenet Enterprises India Ltd., PCBL Ltd, Granules India Limited, Billmart Fintech Pvt Ltd, S Ravi Financial Management Services Private Limited.	Nil	He is Director in Cupid Limited, Apollo Micro Systems Limited, Olka Technologies (OPC) Private Limited, and Universal Petro-Chemicals Ltd.	Nil	Nil



Name of Director(s) & DIN	Dr. S.Ravi (DIN:00009790)	Shri Anoop Bali (DIN: 00302077)	Shri Aditya Kumar Halwasiya (DIN: 08200117)	Shri Deepak Amitabh (DIN: 01061535)	Dr. Mahabaleshwara M S (DIN: 07645317)
Membership / Chairmanship of Committees in other Companies*	Membership: 6 Chairmanship: 2	Nil	Membership: 2 Chairmanship: Nil	Nil	Nil
Listed Entity from which resigned as director in past three years	Nil	Nil	Nil	PTC India Limited and PTC India Financial Services Limited	The Karnataka Bank Limited
Remuneration	No remuneration shall be payable other than sitting fee for attending meetings of the Board or Committees thereof and reimbursement of expenses for participating in the Board or Committee meetings.	As detailed in the proposed resolution.	No remuneration shall be payable other than sitting fee for attending meetings of the Board or Committees thereof and reimbursement of expenses for participating in the Board or Committee meetings.	No remuneration shall be payable other than sitting fee for attending meetings of the Board or Committees thereof and reimbursement of expenses for participating in the Board or Committee meetings.	No remuneration shall be payable other than sitting fee for attending meetings of the Board or Committees thereof and reimbursement of expenses for participating in the Board or Committee meetings.
No. of equity shares held in the Company	Nil	12 Equity Shares	1,40,25,094 equity shares of ₹10/- each (15.15% of the paid-up capital)	Nil	Nil
Relationship with other Directors / KMP of the Company	He is not related to any Director or Key Managerial Personnel of the Company.	He is not related to any Director or Key Managerial Personnel of the Company.	He is not related to any Director or Key Managerial Personnel of the Company.	He is not related to any Director or Key Managerial Personnel of the Company.	He is not related to any Director or Key Managerial Personnel of the Company.
No. of Board Meetings held and attended during the year.	Number of meetings attended are provided in the Corporate governance report section of the Annual Report 2023-24.	Number of meetings attended are provided in the Corporate governance report section of the Annual Report 2023-24.	Not applicable	Not applicable	Not applicable
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements.	He has in depth knowledge and vast experience in Accounts, Audit, Finance and has served on the Board of various Banks, financial institutions and PSUs.	He has in depth knowledge and over 34 years of experience in Business Development, Credit Sanction, Monitoring & Recovery, Accounts & Finance, Treasury & Resources, Legal, HR and General management	He has good understanding of debt instruments, equity markets and actively manages and oversees a sizeable portfolio of Capital Market Investments and Real Estate Investments & Projects in India.	He has experience of over 40 years in Power Sector & Govt. of India and done multiple tax assignments which included assessment, investigation, administration, system operations, audit & legal representation and Financial Advisor.	He has experience in all facets of Banking and Finance, Payment and Settlements, HR management, IT and Digital banking, Treasury and Forex operations, Life and General Insurance, Agriculture and Rural economy etc.

*Committee positions of only two committees namely Audit Committee and Stakeholder Relationship Committee in only Indian Public Limited Company, whether listed or not, have been considered pursuant to the SEBI (LODR) Regulation.



DIRECTORS' REPORT

To the Members:

1. Presentation of the Annual Report

Your Directors have pleasure in presenting the Thirty Fifth Annual Report on the business and operations of the Company and the audited accounts for the financial year 2023-24.

2. Financial Results

The Company's financial performance for the year ended 31st March, 2024 is summarized below:

(Amount in ₹ Crore)

Sl. No.	Particulars	2023-24	2022-23
A. OPERATIONAL RESULTS:			
1	Total Income	242.03	231.70
2	Total Expenses	124.16	114.22
3	Profit before provision and tax	117.87	117.48
4	Provision for doubtful debts/ impairment in investment	4.00	8.11
5	Profit before Tax	113.87	109.37
6	Provision for Tax	22.76	21.42
7	Profit after Tax	91.11	87.95
8	Other Comprehensive Income	3.89	3.74
9	Total Comprehensive Income	95.00	91.69
B. RETAINED EARNINGS STATEMENT:			
10	Profit after Tax for the year	91.11	87.95
11	Add: Surplus brought forward	130.55	114.36
12	Add: Reclassification of realised gain from OCI to reserve	0.23	1.09
13	Add/(Less): Remeasurement of Actuarial loss(OCI)- directly recognised in surplus	0.36	0.65

(Amount in ₹ Crore)

Sl. No.	Particulars	2023-24	2022-23
14	Less: Payment of Dividend for FY23	21.69	10.84
15	Profit available for appropriation	200.56	193.21
16	Less: Appropriation (i) Transfer to Special Reserve under:		
	- Section 36(1) (viii) of the Income Tax Act, 1961	17.46	20.07
	- Section 45 IC of the RBI Act	18.22	17.59
	(ii) Transfer to General Reserve	25.00	25.00
17	Balance carried to Balance Sheet	139.88	130.55

3. Operational Performance

The financial year 2023-24 marked a turnaround for the global travel and tourism sector, as it recovered to pre-pandemic levels while navigating economic and geopolitical challenges. In the resurgent global scenario, Indian tourism/hospitality sector outshined others on account of robust growth and optimism.

The Indian tourism/hospitality sector in 2023-24 recorded double-digit revenue growth driven by an expanding domestic market and improvement in foreign tourist arrivals. The total air traffic recorded 26% growth over previous fiscal, the foreign tourist arrivals recorded 49% growth and outbound travel recorded 26% growth. The strong corporate travel segment, leisure travel segment, MICE and wedding segment played a pivotal role in revitalizing the tourist/hospitality sector during the year.

Looking ahead, outlook for Indian hospitality sector in mid-term remains positive. Domestic demand will continue to be strong and international travel is also expected to increase exponentially, leading to a narrowing 'demand-supply' gap in mid-term, which will not only result in strong revenue growth but also robust capex in hospitality sector, translating into credit opportunities for your Company. The Government is also acting as a catalyst and promoting sustainable, responsible and holistic growth of tourism/hospitality in the country led by private sector. With a diverse landscape, the potential for development in the travel & tourism/ hospitality sector is boundless in



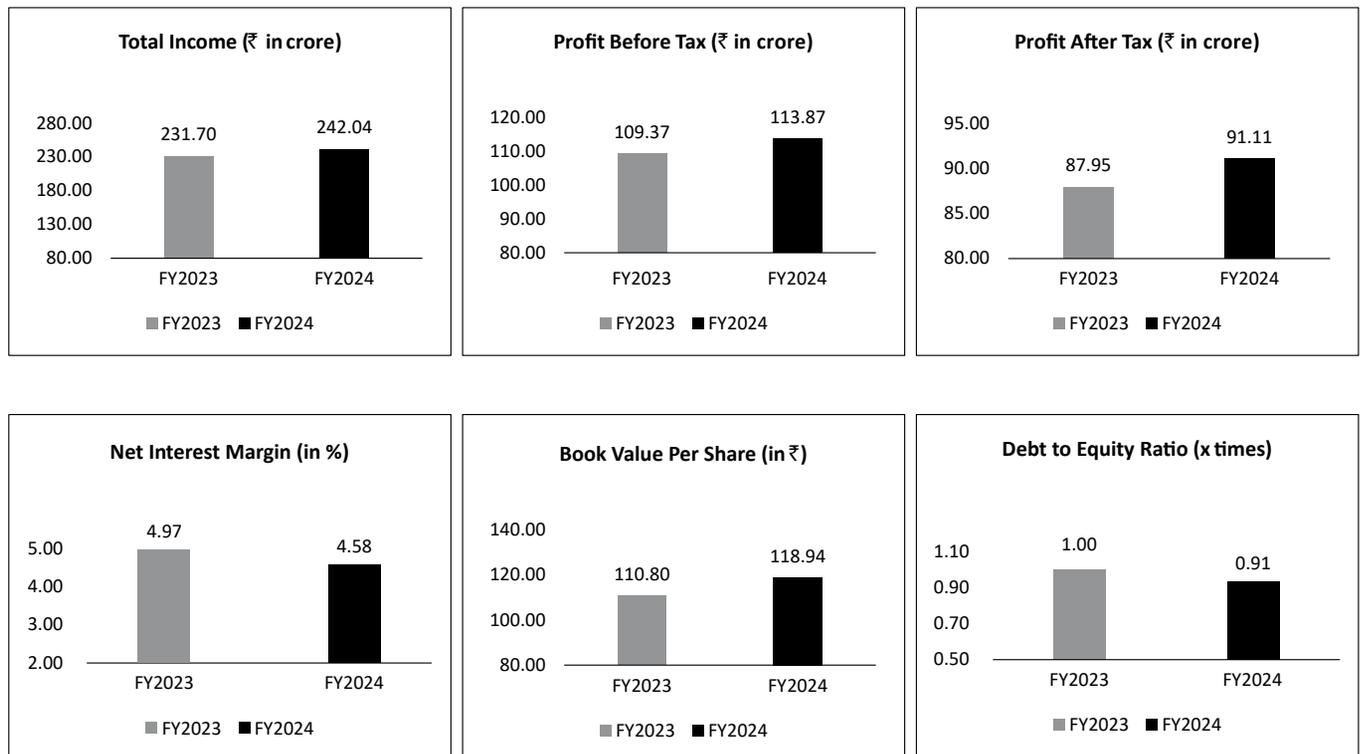
the country reflecting a gigantic growth in infrastructure development and credit opportunities.

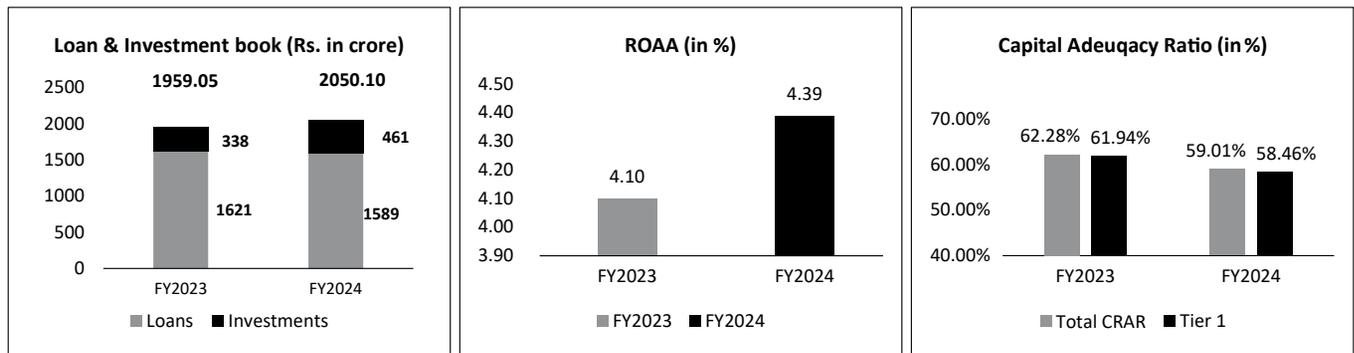
The government is also playing a critical role in the growth of core/social infrastructure, industrial, services and financial inclusion in the country. The government’s Production Linked Incentive (PLI) scheme in 14 conventional & emerging sectors has considerably improved the country’s attractiveness as a global manufacturing hub. Government’s policy push through National Infrastructure Pipeline, PM Gati Shakti Masterplan & National Logistics Policy is pushing capex towards infrastructure buildout. The EWS & Middle-income Housing Policy, Skill Policy, National Health Mission, Banking for All are also leading to rapid development in housing, education, healthcare and financial sectors. All these developments in other sectors also translate into credit opportunities for your Company.

During 2023-24, TFCI actively pursued lending opportunities for new/existing projects across hospitality and other sectors viz. manufacturing, social/urban Infra, real-estate & NBFC/HFC. TFCI sanctioned loans/NCDs aggregating ₹1454 crore (PY:750 crore) and disbursed loans/NCDs aggregating ₹853 crore (PY: ₹560 crore) registering growth of 94% and 52% respectively over previous fiscal. The Company for the year ended 31st March 2024, recorded total income of ₹242.04 crore (PY: ₹231.70 crore), Profit before Tax (PBT) of ₹113.87 crore (PY: ₹109.37 crore) and Profit after Tax (PAT) of ₹91.11 crore (PY: ₹87.95 crore). As on 31st March 2024, your

Company was having gearing of 0.91 times and capital adequacy of 59.01%.

Considering the business environment and current domestic & global cues, the Board of Directors has approved Business Plan for your Company to ensure growth with optimum utilization of the resources, achieve product and sectoral diversification and increase stakeholder’s value. Your Company would explore credit opportunities across all segments of hospitality/tourism sector and credit opportunities in manufacturing, social-infra, real-estate with focus on residential affordable/middle income housing, finance companies viz. NBFC, HFC, MFI & ARC and co-lending with established NBFCs in secured MSE & LAP products besides tourism advisory services. In view of TFCI’s expertise in the hospitality/tourism segment, lending to hospitality would continue to remain a thrust area for financing with emphasis on financing green-field projects, last-mile funding for under-implementation projects, brownfield projects, takeover/ refinancing/ upgradation requirements of operational projects, corporate financing to entities engaged in tourism-related activities for meeting overall cash flows/long-term working capital requirements, structured finance, acquisition finance, special situation financing (turn-around cases) and ARC exit for cases facing bunching of repayments but having stable future cash-flows. The hotel industry witnessed buoyancy across key metrics like Occupancy Rate, Average Room Rate (ARR) and Revenue Per Available Room (RevPAR) – surpassing the pre-covid levels.





3.1 Asset Quality:

The paramount importance of your Company is to maintain a high-asset quality portfolio to ensure stability, profitability and overall success of the business. Your Company understands the significance of implementing robust asset quality control policies to safeguard against potential risks and mitigate the impact of economic uncertainties. Your Company has been following stringent appraisal cum proactive monitoring framework and adhere to the prudential norms for stressed assets prescribed by the regulatory authority. During the year, the asset quality was largely contained through an efficient monitoring-cum-collection mechanism and on account of timely financial assistance given to existing borrowers under Government guarantee schemes for MSME/Tourism sectors. As on 31st March 2024, your company had two borrower accounts in non-performing asset category with principal outstanding of ₹43.66 crore, against which ECL of ₹19.69 crore has been provided in the books. Accordingly, as on 31st March 2024, your Company had Gross NPA and Net NPA at 2.75% and 1.51% of total loans respectively.

4. Contribution to Tourism and Other Sectors

With over 35 years of dedicated service, your Company remains committed to funding tourism/hospitality projects in the country. Throughout these years, your Company has successfully fulfilled its objective of catalyzing investments in the tourism sector. It has also played a vital role in the development of high-quality tourism infrastructure and has contributed significantly to employment generation through the growth of the tourism sector. Since inception, your Company has been instrumental in creating and adding approximately 57,000 star-category hotel rooms to the nation’s hospitality landscape. This represents an impressive 35% of the total supply of star-category hotel rooms in the country.

Your Company through its financial products, in recent times has also acted as catalyst in development and expansion of social infrastructure, residential real estate in affordable & middle income segment, manufacturing sector and ease of availability of credit through NBFCs/HFCs in India.

5. Dividend

The Board of Directors has recommended dividend of ₹2.50 per Equity Share of face value ₹10.00 (i.e. @ 25% on the paid-up Equity Share Capital) for the financial year ended 31st March, 2024, subject to approval of the shareholders at the ensuing Annual General Meeting.

The dividend will be paid to those members whose names appear in the Register of Members in respect of shares in physical form after giving effect to all valid transfer/transmission lodged with Registrar & Transfer Agent/ Company on or before August 7, 2024. The dividend will be paid on the basis of beneficial ownership as per details to be furnished by the Depositories i.e National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL) as at the end of business on August 7, 2024 in respect of shares held in dematerialized form.

The Dividend Distribution Policy of the Company can be accessed on our website at the link: <https://www.tfcilt.com/investors-disclosures#Policies>

6. Resource Mobilization

Your Company places great emphasis on constantly monitoring the resource base to optimize the funding strategy. Your Company constantly monitors its resource base and taps appropriate opportunity to raise funds through diversified sources to improve the weighted average cost of funds. During the year, your Company met its fund requirements for disbursement out of borrowings and out of internal accruals. During the year, your Company raised term loans from scheduled banks/institutions aggregating ₹300 crore at WAIR of 9.58% p.a. with tenure upto five years. The total term borrowings stood at ₹983.04 crore as on 31st March 2024 as against ₹1004.73 crore as on 31st March 2023.

Your company will approach banks/institutions for financial assistance to meet its future requirement of resources. Further, your Company may raise funds through issue of long-term bonds/debentures depending upon the interest rate scenario in the market. Your Company is confident of meeting the funds requirements by raising resources at competitive rates. Further, your Company has not invited any deposit from the public under Section 73 and 74 of the Companies Act, 2013



during the year under review. There was no public deposit outstanding as at the beginning or end of the year ended on 31st March 2024.

The paid-up share capital of the Company stood at ₹90.37 crore consisting of 9,03,72,448 equity shares of face value of ₹10 each and there was no change in share capital during the FY 2023-24. However, the members of the Company at the Extra-Ordinary General Meeting held on March 22, 2024 approved the issue of 88,91,000 equity shares of ₹10/- each at an issue price of ₹225/- including a premium of ₹215/- each by way of preferential issue on a private placement basis. Thereafter, the Board of Directors, in their meeting held on 5th April, 2024, had approved the allotment of 22,23,000 fully paid up equity shares of ₹10 each @ ₹225 per share aggregating ₹50.02 crore on a preferential basis in accordance with Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018. As such, the paid-up share capital of the Company stand increased to ₹92.60 crore consisting of 9,25,95,448 equity shares of face value of ₹10 each effective from 5th April, 2024. Your Company remains committed to prudent financial management and will continue to evaluate and pursue opportunities for capital optimization in line with our long-term objectives and market conditions.

7. Regulatory Compliances

Your Company has been classified by RBI as Middle Layer Non-Deposit Accepting Non-Banking Financial Company (ML-ND-NBFC). RBI has been issuing guidelines from time to time with regard to capital adequacy standards, income recognition, asset classification, provisioning and other related matters. The accounting policies of your Company conform to these guidelines. The capital adequacy of your Company stood at 59.01% as on 31st March 2024 as against regulatory norm of 15%.

8. Management's Discussion and Analysis Report

Management's Discussion and Analysis report containing Industry outlook, its environment, outlook for tourism and other details as stipulated in the SEBI (LODR) Regulation is presented in a separate section forming part of the Directors' Report.

9. Directors and Key Managerial Personnel

During the year, the members at the 34th Annual General Meeting held on August 18, 2023 had approved the appointment/re-appointment of Dr. S.Ravi as Non-Executive Non-Independent Director and Shri Ashok Kumar Garg and Mrs. Thankom T. Mathew as Independent Director(s).

Additionally, the Board of Directors appointed Shri Parkash Chand as Non-Executive Non-Independent Director liable to retire by rotation with effect from September 20, 2023 and Shareholders also approved his appointment through postal ballot held on December 18, 2023.

Shri Koppara Sajeeve Thomas and Shri G.D. Mundra had resigned as Non-Executive Director from the Board of the Company vide their letter dated March 28, 2024 and April 5, 2024, respectively. The Board places on record its appreciation for the valuable contributions made by the outgoing directors viz. Shri Koppara Sajeeve Thomas and Shri G.D. Mundra during their tenure.

The Board of Directors at its meeting held on May 17, 2024, approved the appointment of Shri Anoop Bali as Managing Director of the Company, with immediate effect till the date of his superannuation i.e. May 31, 2026 subject to approval of the shareholders.

Further, The Board of Directors, at its meeting held on July 6, 2024, approved the appointment of Shri Aditya Kumar Halwasiya as Non-Executive Non-Independent Director liable to retire by rotation and Shri Deepak Amitabh and Dr. Mahabaleshwara M S as Independent Director(s) with immediate effect subject to approval of the shareholders.

According to the provisions of the Companies Act read with Article 135 of the Articles of Association of the Company, Dr. S.Ravi would retire by rotation at the forthcoming Annual General Meeting and being eligible offers himself for re-appointment. The Board recommends appointment/re-appointment of Dr. S.Ravi as Non-Executive Non-Independent Director, Shri Anoop Bali as Managing Director, Shri Aditya Kumar Halwasiya as Non-Executive Non-Independent Director, and Shri Deepak Amitabh & Dr. Mahabaleshwara M S as Independent Director(s). The resolutions seeking shareholders' approval for their appointment/ reappointment forms part of the notice.

All Independent Directors of the Company have given requisite declarations under Section 149(7) of the Act, that they meet the criteria of independence as laid down under Section 149(6) of the Act alongwith Rules framed thereunder, Regulation 16(1)(b) of SEBI (LODR) Regulations and have complied with the Code of Conduct of the Company as applicable to the directors. In the opinion of the Board, the Independent Directors possess the requisite expertise, experience and are persons of high integrity and repute. They fulfill the conditions specified in the Act as well as the Rules made thereunder and are independent of the management.

9.1 Performance Evaluation of the Board

In accordance with the Companies Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, your company has conducted the annual evaluation process of the Directors, including the Chairman, Board, and its Committees. The company has devised a comprehensive process and criteria for assessing the performance of the Directors, which have been recommended by the Nomination & Remuneration Committee and subsequently approved by the Board of Directors.

The Board assessed its performance by soliciting input



from all Directors, considering factors such as attendance, participation, contribution, responsibility towards stakeholders, adherence to their duties with care, skill, and diligence, and the exercise of independent judgment. The Committee of independent Directors evaluated the performance of Non-Independent Directors, including the Chairman and Managing Director. Similarly, the Non-Independent Directors evaluated the performance of Independent Directors. Based on the performance evaluation report, decisions were made regarding the extension or continuation of the appointment/reappointment of Independent and other Directors. The Board has demonstrated strategic leadership skills by actively participating in the development and implementation of the long-term vision of your Company. They have ability to identify new growth opportunities and decision making abilities. They have diligently fulfilled their fiduciary responsibilities, ensuring that the company operates within legal and regulatory frameworks. Their commitment to transparency, integrity, and ethical conduct has been unwavering, setting a strong example for all stakeholders.

9.2 Director Orientation Program

The Directors are regularly provided with information regarding the business models, the dynamic nature of the industry, as well as the roles, responsibilities, and liabilities of Independent directors. Ongoing updates concerning business, legal matters, and the industry are made available to the Independent Directors, with a particular focus on the members of the Audit Committee. These updates are sourced from internal teams, external consultants, statutory auditors, and internal auditors to ensure that the Independent Directors are well-informed about the latest developments in these areas.

The details of programmes for familiarisation of Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company and related matters are put up on the website of the Company at the link: <https://www.tfciltd.com/investors-disclosures#Policies>.

9.3 Details of Board meetings

During the year, ten (10) Board Meetings were held on May 4, 2023; May 20, 2023; July 7, 2023; August 11, 2023; September 28, 2023; October 23, 2023; November 10, 2023; February 14, 2024; February 19, 2024 and February 26, 2024. The intervening gap between the meetings was within the period prescribed under the Companies Act, 2013. The details about the meetings of Audit Committee and other Committees are provided in the report on Corporate Governance which forms part of this Directors' Report.

9.4 Appointments/Resignations of the Key Managerial Personnel

During 2023-24, Shri Anoop Bali, Whole Time Director &

Chief Financial Officer and Shri Sanjay Ahuja, Company Secretary were the Key Managerial personnel as per the provisions of the Companies Act, 2013. The Board of Directors at its meeting held on May 17, 2024, approved the appointment of Shri Anoop Bali as Managing Director & CFO of the Company, with immediate effect till the date of his superannuation i.e. May 31, 2026 subject to approval of the shareholders.

9.5 Company's policy on appointment and remuneration

Your Company has constituted Nomination and Remuneration Committee of Directors and the Nomination and Remuneration Policy of your Company has been formulated in compliance of new guidelines and rules. The Nomination and Remuneration Committee undertakes a process of due diligence based on the criteria of qualifications, technical expertise, track record, integrity etc. for appointment of Independent Directors and other Directors. The basic objective of ascertaining the fit and proper criteria is to put in place an internal supervisory process on a continuing basis and to determine the suitability of the person for appointment / continuing to hold appointment as a Director on the Board of the Company. The Nomination and Remuneration Policy may be accessed on the Company's website at the link: <https://www.tfciltd.com/investors-disclosures#Policies> and brief details are given below:

Remuneration Policy

Board Level Remuneration Structure

- (a) **For Managing Director/Whole-Time Director**
Remuneration, including performance-linked incentives, is paid in accordance with the approvals obtained, as and when required, from the Board and Shareholders, as applicable. The remuneration is determined considering the provisions of the Companies Act, 2013, and any other relevant Acts, Rules, and Regulations in force at that time.
- (b) **In case of Non-Executive / Independent Directors**
During FY 2023-24 the Non-Executive Directors were paid sitting fee of ₹75,000 and ₹50,000 (plus tax) per meeting for attending the meetings of Board and its Committees respectively. However, Mr. Koppara Sajeev Thomas, Non-Executive director had not drawn any sitting fee from the Company.
- (c) **In case of Key Managerial Personnel and other Employees**
The remuneration structure, allowances, facilities, and other benefits provided to the Key Managerial Personnel and regular employees are based on the Cost-To-Company salary structure. This structure is approved by the Board and its Nomination and Remuneration Committee, and it aligns with the prevailing salary structures in similar organizations.



Additionally, the Performance Linked Incentive for Key Managerial Personnel and other regular employees is implemented in accordance with a scheme approved by the Board. The Company has ESOP policy for its middle/senior level employees.

10. Directors' Responsibility Statement

The financial statements are prepared in accordance with Indian Accounting Standards (Ind AS) under the historical cost convention on accrual basis as per the provisions of the Companies Act, 2013 and the guidelines issued by SEBI/RBI. The Ind AS are prescribed under Section 133 of the Companies Act, 2013, read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016 Accounting policies have been consistently applied except where a newly-issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

In compliance of Section 134(5) of the Companies Act, 2013, your Directors confirm:

- (a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- (c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) the directors had prepared the annual accounts on a going concern basis; and
- (e) the directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- (f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

11. Dematerialization of Shares and nomination facility and listing at Stock Exchanges

In compliance with the directives of the Securities and Exchange Board of India (SEBI), it is mandatory for the Company's shares to be transacted in dematerialized form. To facilitate this, your Company has established

agreements with National Securities Depository Ltd. and Central Depository Services (India) Ltd. This enables shareholders to hold and trade their shares in electronic form. Shareholders who currently hold shares in physical form are kindly requested to convert their holdings into dematerialized form. Additionally, shareholders are encouraged to make use of the nomination facility available by submitting the duly filled form prescribed to our Registrar and Share Transfer Agent, M/s MCS Share Transfer Agent Limited.

The equity shares of your Company are listed on the Bombay Stock Exchange Ltd. (BSE) and the National Stock Exchange of India Ltd. (NSE). For the financial year 2023-24 and 2024-25, the Company has duly paid the Annual Listing Fees to these Stock Exchanges. The addresses of the respective Stock Exchanges can be found in other sections of the Annual Report.

12. Auditors

Pursuant to the provision of Section 139(1) of the Companies Act 2013 and the rules made thereunder and RBI requirements, the members on the recommendation of the Board/Audit Committee at the 32nd AGM held on September 29, 2021 had appointed M/s M. Verma & Associates, Chartered Accountants (Firm Registration No. 501433C) as Statutory Auditors of the Company for a period of three years effective from the financial year 2021-22 till the conclusion of Annual General Meeting of financial year 2023-24. M/s. M. Verma & Associates have completed three years of continuous audit and would be retiring as Statutory Auditor in the forthcoming Annual General Meeting in compliance to RBI circular dated April 27, 2021. Accordingly, the Board of Directors on the recommendation of the Audit Committee proposed to approve appointment of M/s Rama K. Gupta & Co., Chartered Accountants (Firm Registration No. 005005C) as Statutory Auditors of the company by the members in the forthcoming Annual General Meeting for a period of three years effective from the financial year 2024-25 for an initial fee of ₹12 lakh plus applicable tax per annum. The Audit Committee/ Board of Directors of the Company are proposed to authorize to modify/fix such remuneration as may be determined in consultation with the auditors.

12.1 Auditors' Report

The Auditors' Report, including the accompanying notes to the accounts, is self-explanatory and does not contain any qualifications. The report provides a comprehensive explanation of the financial statements and their disclosures. Additionally, the Company is not obligated to maintain cost records under Section 148 of the Companies Act, 2013.

12.2 Secretarial Audit

In terms of Section 204 of the Act and Rules made there under, M/s Arun Kumar Gupta & Associates, Practicing Company Secretary were appointed



Secretarial Auditors of the Company. The report of the Secretarial Auditors is enclosed as Annexure 3 to this report. The report is self-explanatory and do not call for any further comments. Your Company complies with all applicable mandatory Secretarial Standards issued by The Institute of Company Secretaries of India.

13. Particulars of Employees

Disclosure pertaining to remuneration and other details as required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed to the Report as Annexure 2.

The ratio of the remuneration of each director to the median employee’s remuneration and other details in terms of sub-section 12 of Section 197 of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, are forming part of this report as Annexure 2.

13.1 Committee on Sexual Harassment

Your company has zero tolerance for sexual harassment of women at workplace and has adopted a Policy on Prevention, Prohibition and Redressal of Sexual Harassment at workplace as per the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and Rules framed thereunder. Internal Complaints Committee has been set up to address any complaints received related to sexual harassment. No Complaint has been received in this regard during the FY 2023-24.

14. Energy Conservation, Technology Absorption and Foreign Exchange Earning and outgo

As your company’s operations do not involve manufacturing or processing activities, the disclosure of particulars relating to energy conservation and technology absorption, as required under Section 134 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014, is not applicable. Your Company has adopted an ESG policy focussing on energy, water and waste management in operations and also in the assisted companies in hospitality and other sectors. On the social front, our emphasis is on the development of people, especially in skill development, improving diversity and inclusion, supporting animal welfare, supporting families of martyred defence personnel and supporting communities in healthcare, education and eradication of hunger. It is worth noting that during the process of reviewing proposals for financial assistance, due consideration is given to the aspect of energy saving, water

conservation and waste management. This highlights the company’s commitment to promoting energy/water efficiency and sustainable practices, even though it may not be directly involved in manufacturing or processing. TFCI is also partner member of The Responsible Tourism Society of India promoting responsible and sustainable practices in the business of tourism. The ESG policy may be accessed on the Company’s website at the link: <https://www.tfcilt.com/investors-disclosures#Policies>.

The particulars regarding Foreign Exchange earnings and outgo are as follows:

- i) Total foreign exchange outgo : Nil
- ii) Total foreign exchange earnings : Nil

15. Transfer of amount to Investor Education and Protection Fund

Your Company has complied with the provision of the Companies Act, 2013 by transferring unclaimed/unpaid dividend and shares to Investor Education Protection Fund (IEPF) upto Financial Year 2015-16.

Pursuant to the provisions of the Investor Education Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has already filed the necessary form and uploaded the details of unpaid and unclaimed amounts lying with the Company, as on the date of last AGM (i.e August 18, 2023), with the Ministry of Corporate Affairs.

16. Corporate Social Responsibility

Your Company has constituted Corporate Social Responsibility (CSR) Committee of Directors and the CSR Policy of your Company has been formulated for implementation in Compliance with the provision of Section 135 of the Companies Act 2013 and Rules made thereunder. The Corporate Social Responsibility Policy (CSR Policy) may be accessed on the Company’s website at the link: <https://www.tfcilt.com/investors-disclosures#Policies>.

The Corporate Social Responsibility (CSR) policy has been approved with a philosophy:-

- To implement CSR initiatives in conformity with the provisions of Companies Act, 2013 and applicable rules made thereunder.
- To support activities which help cleaner, greener and healthier environment and thereby enhancing TFCI’s perception as a social responsible entity.

Your Company during the year 2023-24 has spent ₹211.42 lakh towards CSR initiatives/activities as per detailed report attached as Annexure 1 and brief details on sector wise programme undertaken are as under:

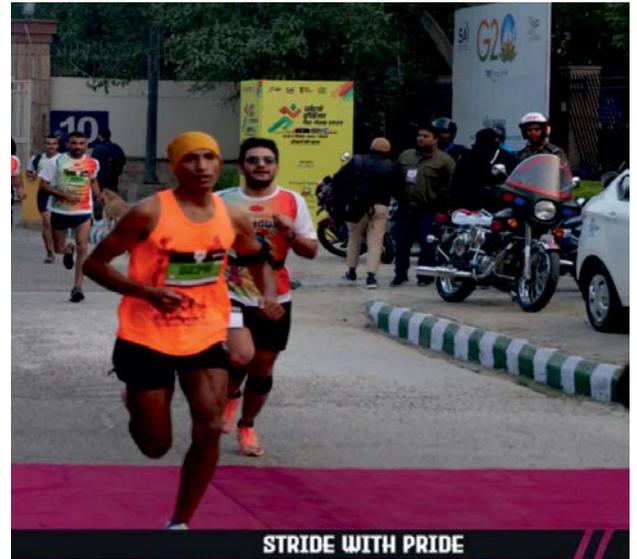


- **Skill Development Programmes** in Chef Course for 70 marginalised and underprivileged youth were organised in Ranchi and Solan. These programmes enable them to acquire employable skills and improve their livelihoods and would contribute to the hospitality sector.



- **Sports Training Programme** for five national level athletes and Taekwondo Martial Art Training Program for 75 Athletes belonging to economically unprivileged background by supporting to NGO founded by eminent international athlete, Dr. Sunita Godara (1992 Asian Marathon Gold medallist).





- Education Programme** for about 5000 destitute and vulnerable children across the Country to help them attain grade level competencies, ICT skills and complete schooling. Recognizing the importance of education, this initiative positively impacted in helping them access quality education and improving their prospects for a better future.





- **Environmental Sustainability Programme** for installation of solar street light in slum areas in Delhi.



- **Eradicating Hunger and Malnutrition Programme** towards addressing the critical issues of hunger and malnutrition. Your company has contributed towards supporting Mid-day Meal programme in Delhi (NCR) for about 400 underprivileged and slum students.





- Sanitation & Safe Drinking Water Programme** for setting up a facility for provision of safe drinking water (installation of Water ATM) at Naya Ghat, Ayodhya, Uttar Pradesh for pilgrims and tourists and at Gandhi Smriti, New Delhi for visitors and general public.



- Healthcare Programme** for cancer patient, eye/health check-up camps and other projects for primary health care, emotional support through Listening post programme and awareness and implementation of Digital X-Ray machine and CR system were supported by your Company. The programme has benefitted more than 5000 needy patients.





- **Animal Welfare Programme** for food and medical care of small animals in Delhi (NCR).



- **Disaster Management Programme** for 5 Mobile Morgue Refrigerators for providing emergency services for cremation of underprivileged, unclaimed and abandoned dead bodies in Delhi.



17. Corporate Governance and other disclosures

Your Directors reaffirm their unwavering commitment to upholding good corporate governance practices and endorse the principles of corporate governance as outlined in the SEBI (LODR) Regulations, 2015. Your company has diligently adhered to all the mandatory requirements specified under these regulations. The report on Corporate Governance provides detailed information on the corporate governance framework and practices followed by your company. It encompasses aspects such as the composition and functioning of the Board of Directors, committees, related-party transactions, risk management, and other relevant governance policies and processes. To further ensure compliance with the conditions of corporate governance as stipulated under the SEBI (LODR) Regulations, a certificate has been obtained from M/s Arun Kumar Gupta & Associates, Practicing Company Secretary. This certificate, attached as Annexure A, confirms the company's adherence to the prescribed corporate governance norms and provides independent verification of the company's commitment to maintaining high standards of governance.



17.1 Vigil mechanism

Pursuant to the requirement of the Companies Act 2013 and SEBI (LODR) Regulation, the Company has a Vigil mechanism and Whistle blower policy under which the employees are free to report violations of applicable laws and regulations and the Code of Conduct. The reportable matters may be disclosed to the Audit Committee. Employees may also report directly to the Chairman of the Audit Committee. During the year under review, no employee was denied access to the Audit Committee. The policy on vigil mechanism and Whistle Blower policy may be accessed on the Company's website at the link: <https://www.tfcilttd.com/investors-disclosures#Policies>

17.2 Related party transactions

All contracts / arrangements / transactions entered by the Company during the financial year with related parties were in the ordinary course of business and on an arm's length basis.

There were no materially significant related party transactions entered by the Company with Promoters, Directors, Key Managerial Personnel or other persons which may have a potential conflict with the interest of the Company during the year. Your Directors draw attention of the members to Note 40 to the financial statement which sets out related party disclosures.

The Policy on materiality of related party transactions and dealing with related party transactions as approved by the Audit Committee and the Board may be accessed on the Company's website at the link: <http://www.tfcilttd.com>

17.3 Annual Return

The Annual Return of the Company as on March 31, 2024 is available on the Company's website and can be accessed at the link: <http://www.tfcilttd.com>.

17.4 Statement containing salient features of financial statements of subsidiaries

Since the Company has no subsidiary/associate company, the consolidation of accounts & results are not applicable.

17.5 Documents placed on the Website

In compliance with the provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, the Company has established a functional website. The website serves as a platform for the Company to provide various policies, documents, and details as required by the regulations. The Company recognizes the importance of providing relevant and up-to-date information to its stakeholders through its website. This practice aligns with

regulatory requirements and promotes effective communication and transparency in line with good corporate governance practices.

17.6 Risk Management Policy

The Company has formulated and implemented the Risk Management policy and Asset Liability Management (ALM) Policy and the Risk Management Committee of the Board reviews the same periodically. Your Company has also constituted ALM Committee and Risk Management Committee for reviewing/implementing ALM policies and for managing the liquidity risk as well as interest-rate and other risks. ALCO meets every month and reviews the cash flows as well as the prevailing interest rate scenario, its likely impact on the profitability and the steps to be initiated for effectively meeting the liabilities on the due dates. ALCO is also responsible for ensuring adherence of limits set by the Board as well as deciding business strategies of TFCI in line with the overall budget and risk management policy. The Company adopts a proactive approach to manage, monitor and report on the principal risks and uncertainties that can impact its ability to achieve its planned objectives. The Company's management systems, structures, processes, standards, code of conduct and behaviours together form the System that governs how it conducts the business of the Company and manages associated risks. The Company strives to enhance its resilience and maintain a sound financial position, while effectively addressing potential risks and uncertainties that may impact its operations and objectives.

17.7 Significant and material orders passed by the regulators

During the year under review, no significant and/or material orders were passed by the regulators or courts or tribunals impacting the going concern status and company's operations. Your Company is registered with RBI as NBFC-ML and not registered with any other financial sector regulators. No adverse order or penalties were levied during FY2023-24 by any of the regulators.

17.8 Internal financial controls

The Company has established a robust framework of standards, processes and structure which enable to implement internal control system and ensure that same are adequate and operating effectively commensurate with the size, scale and operations, of its business operation. To maintain objectivity and independence, the Internal Audit function reports to the Chairman of the Audit Committee of the Board.



Internal Auditor plays a crucial role in monitoring and evaluating the efficacy and adequacy of internal control systems in the company, its compliance with the operating systems, accounting procedures and policies at all locations of company's operation. Internal Audit Report stimulates other functional departments to improve their systems and procedures to strengthen the controls. All these issues are regularly placed before the Audit Committee meeting for its deliberations and monitoring.

17.9 Particulars of Loans given, Investments made, Guarantees given and Securities provided

Your Company is a specialised financial institution registered as Non-deposit Accepting Non-Banking Finance Company Middle Layer (NBFC-ML) with RBI. It provides financial assistance by way of loans/ investment for projects in tourism/ hospitality, social infrastructure (educational institutions, hospitals, etc.) manufacturing, residential real-estate, NBFCs/HFCs/MFIs for onward lending and other resilient sectors in the ordinary course of business. The details particulars may be referred to in the financial statements.

17.10 Segment Reporting

Accounting Standard 17 regarding segment-wise reporting does not apply to your Company since revenues are primarily derived from only one segment i.e. financing of projects by way of loan or investments.

17.11 Material Changes and Commitment Affecting Financial Position of the Company

There are no material changes and commitments, affecting the financial position of the Company which has occurred between the end of the financial year of the Company i.e. March 31, 2024 and the date of the Directors' report i.e. July 10, 2024.

Considering the business environment and current domestic & global cues, the Board of Directors has approved Business Plan for your Company to ensure growth with optimum utilization of the resources, achieve product and sectoral diversification and increase stakeholder's value. Your Company would explore credit opportunities

across all segments of hospitality/tourism sector and credit opportunities in manufacturing, social-infra, real-estate with focus on residential affordable/middle income housing, finance companies viz. NBFC, HFC, MFI & ARC and co-lending with established NBFCs in secured MSE & LAP products besides tourism advisory services. The Company intends to grow its balance sheet size by cautiously pursuing emerging opportunities through leveraging its capital to result in improved return on equity/shareholders' value over mid-to-long term.

18. Acknowledgements

The Board expresses and places on record their sincere gratitude for the unwavering support provided by the promoters and shareholders. The Board acknowledges the trust and confidence placed in the Company, which has been instrumental in its success. The Board also extends their heartfelt appreciation to the Company's esteemed customers, as well as its bankers, financial institutions, and investors, for their continued patronage. Their support has been crucial in the Company's growth and achievements. The Board recognizes and values the guidance and cooperation extended by various government entities and regulatory authorities. Ministry of Finance, Ministry of Tourism, Ministry of Corporate Affairs, Reserve Bank of India, Securities & Exchange Board of India, Registrar of Companies, Stock Exchanges, Depositories, and other government and regulatory authorities have played a vital role in the Company's operations.

The Board acknowledges the significant contributions made by the dedicated employees of the Company. Their collective efforts and unwavering commitment have been pivotal in driving the sustained growth and performance of the Company. The Board sincerely appreciates the collective efforts of all stakeholders, including shareholders, customers, financial partners, regulatory authorities and employees, whose support and collaboration have been instrumental in the Company's achievements and success.

For and on behalf of the Board of Directors

Date: July 10, 2024
Place: New Delhi

Anoop Bali
(Managing Director)

Dr. S.Ravi
(Chairman)



MANAGEMENT’S DISCUSSION AND ANALYSIS

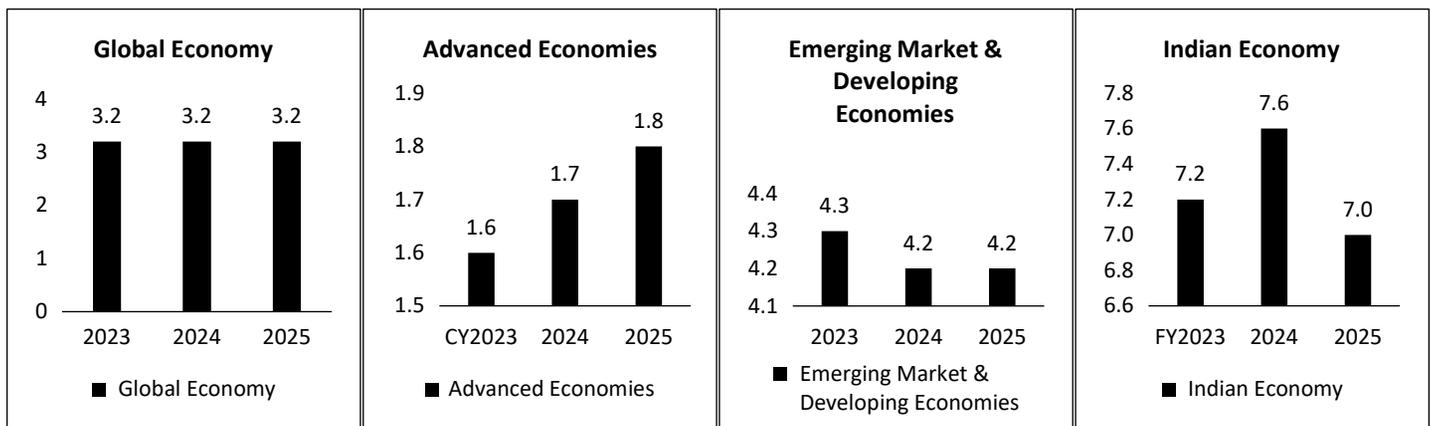
1. Global and Indian Economy

The world economy is projected to grow at 3.2 percent during CY 2024 and CY 2025, as per the forecast of the International Monetary Fund (IMF). The advanced economies are expected to grow at 1.7 percent in 2024 and 1.8 percent in 2025 while emerging market and developing economies expected to grow at 4.2 percent in CY 2024 and CY 2025. Indian economy was the fastest-growing economy of the world, with GDP growth of 7.2 percent in FY23, 7.6 percent in FY24, and expected growth rate of 7.0 percent in FY25.

Global inflation is forecast to decline steadily from 6.8 percent in 2023 to 5.9 percent in 2024 and 4.5 percent in 2025, with advanced economies returning to their inflation targets sooner than emerging market and developing economies.

deficit has come down to less than 1 percent of GDP, in FY24 on account of a lower merchandise trade deficit. Globally, India’s G20 presidency has demonstrated the country’s important role in advancing multilateral policy priorities.

The business environment in India is also being shaped by several social and demographic trends for example, the country has a young and growing population, with around half of the population under the age of 25. This youthful demographic is driving demand for a wide range of products and services and is also contributing to the growth of the country’s digital economy. Another important trend in the Indian business environment is the growing importance of sustainability and social responsibility. As the Indian economic and social development



Source: IMF, World Economic Outlook, April’24

India has undergone significant economic and social changes in recent years leading to a profound impact on the business landscape. The country’s economy has moved on after its encounter with the pandemic, staging a full recovery ahead of many nations and positioning itself to ascend to the pre-pandemic growth path. India’s economic growth also has been resilient against global headwinds, because of policy & regulatory support from government and gradual reinvigoration of private sector. Indian economy reached to USD 3.6 trillion in FY24 with agriculture, manufacturing and services having 14.5 percent, 17.2 percent and 54.7 percent share in GDP respectively. The CPI inflation has been 5.5 percent in FY24 which is expected to moderate to 4.5 percent in FY25.

Employment has surpassed the pre-pandemic level and, while the informal sector continues to dominate, formalization has progressed. The financial sector has been resilient strongest in several years and largely unaffected by global financial stress. The current account

continues, there is increasing pressure on businesses to consider the environmental and social impacts of their operations. This is leading to a growing focus on sustainability and corporate social responsibility, which is shaping the business landscape in several ways.

The other significant pointers of economy growth in FY24 were:

- Moderation of consumer price inflation to 5.5%.
- Foreign Exchange Reserve reaching to the US\$ 645 billion covering 11 months of imports.
- GST collection crossing ₹20 lakh crore.
- Public sector spending on capital investment rising to ₹18 lakh crore.
- Reduction in fiscal deficit to 5.8% of GDP.
- Current account deficit remained in check at 1% of GDP.
- Healthier banks and corporate balance sheets.
- Large (97 crore) working age group population.
- Significant increase in merchandise, services & agriculture exports.



1.1 Outlook for Indian Economy

The Interim Budget 2024-25 is focused on growth and job creation backed by stable macro-economic environment with increased capital investment by 11 percent to ₹11.11 lakh crore by FY25 to further shore up demand and consumption in the economy. The Government increased allocation for MSMEs, agriculture, education, healthcare, housing, and urban development. Continuous government reforms for trade liberalization, FDI, privatization, tax reforms, labour reforms are needed towards a balanced growth path and employment generation.

Indian economy is expected to reach to USD 7 trillion by FY31. India then will also be the third largest economy and an upper middle-income country. The rising per capita income (US\$ 4500) will result in higher domestic consumption and will support discretionary spending. Capital spending, by both government & private, will shape country's growth path alongwith productivity improvement. As per estimates, private sector will need debt of about ₹35 lakh crore to fund capex over next 6-7 years.

1.2 Government Initiatives

The Indian government is taking several measures to support economic growth and job creation in the country. One key area of focus is the expansion of public digital platforms, which can enhance efficiency and accessibility across various sectors. Additionally, initiatives like PM Gati Shakti, National Logistics Policy, and Production Linked Incentive Schemes are being implemented to boost manufacturing output and encourage investment. These measures reflect the government's commitment to fostering economic growth, creating employment opportunities, and strengthening various sectors of the Indian economy. Further, the measures would provide

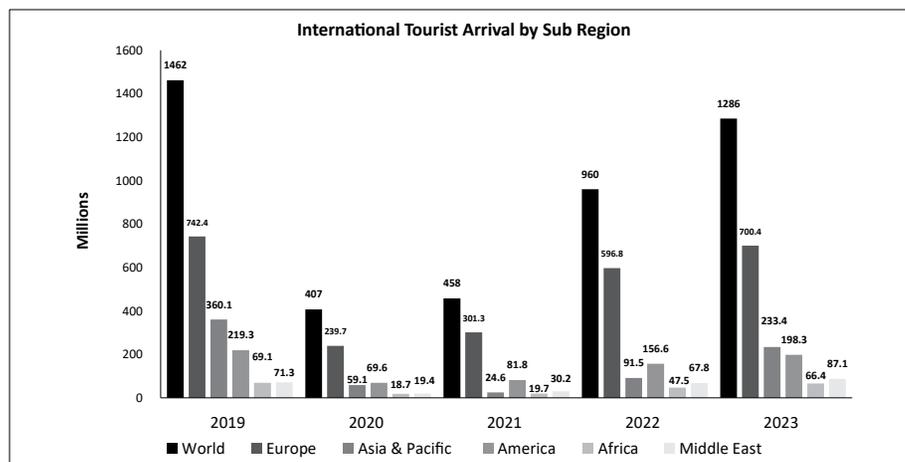
institutional framework for sustainable tourism, medical/wellness tourism, rural tourism, eco-tourism and adventure tourism in India.

1.3 RBI Monetary Policy

The Reserve Bank of India (RBI) in its monetary policy has kept repo rates unchanged at 6.5 percent. The RBI also retained GDP growth forecast of 7 percent for FY 2024-25, with June quarter growth at 7.1 percent, September quarter at 6.9 percent and in the third & fourth quarter at 7 percent each. This is lower than the 7.6 percent expansion estimated for FY24. The RBI MPC also left the Marginal Standing Facility (MSF) and Standing Deposit Facility (SDF) rates unchanged at 6.75 percent and 6.25 percent respectively. While inflation is moving closer to target, the last mile of inflation is turning out to be challenging. As a result, the central bank has left the Consumer Price Inflation (CPI) forecast unchanged at 4.5 percent.

2. Tourism and Hospitality Sector

The United Nations World Tourism Organisation (UNTWO) has predicted a resilient future for the tourism sector with recovery of the Asian markets, small and emerging destinations, increased air connectivity, increased employment opportunities and growth prospects for communities and infrastructure. Preliminary estimates on the economic contribution of tourism, measured in tourism direct gross domestic product (TDGDP) point to USD 3.3 trillion in 2023, or 3 percent of global GDP. Global occupancy rates in accommodation establishments reached 65 percent in 2023 slightly above 62 percent in 2022. The Middle East led recovery in relative terms as the only region to overcome pre-pandemic levels with arrivals 22 percent above 2019. Europe, which is also the world's most visited region, reached 94 percent of 2019 levels, Africa recovered 96 percent of pre-pandemic visitors and America reached 90 percent. Asia and the Pacific reached 65 percent of pre-pandemic levels following the reopening of several markets and destinations.



Source: World Tourism Organization (UNWTO)



The World Travel and Tourism Council (WTTC) predicts India is on the way of becoming the third-most influential global travel market owing to factors like leisure travel, business travel and higher disposable incomes. Indian Government's vision is to become a USD 1 trillion tourism economy by 2047 and is focussing to enhance country's tourism, cultural, economic and social richness by strategic tourism infrastructure development, destination development, manpower development and fostering local entrepreneurship, complemented by robust global branding and marketing efforts.

The travel & tourism industry in India contributed to around USD 199 billion to the country's GDP in 2023 experiencing a remarkable revival marked by escalating hotel prices, soaring airfares and increased travel expenditures which translated into a promising year for tourism and hospitality. The remarkable growth can be attributed to domestic corporate & leisure demand, considerable recovery in foreign tourist arrivals, thriving landscape of meetings, incentives, conferences, and exhibitions (MICE) events, increased hosting of major sports events, and burgeoning destination wedding market. A thumping growth of rail, road and air connectivity besides the desire to travel to lesser-known tourist locations of the country significantly contributed to growth of domestic tourism in the country. The foreign tourist arrivals in India were ~9.24 million and domestic tourists were ~1930 million in CY23. The 149 airports in the country handled total airline passenger traffic of 190.6 million (Domestic:136 million & International:54.6 million) in CY23.

India currently has inventory of 1.80 lakh branded hotel rooms, with about 44 percent in midscale & economy segment and balance 56 percent in luxury & upscale segment. The branded hotels in India achieved average occupancy of 68 percent and ARR of ₹7,400/- in CY23 as against average occupancy of 66 percent and ARR of ₹6,900/- in CY22. Consequently, the branded hotel's average gross operating margin has improved in the range of 35 percent - 40 percent. The domestic corporate & leisure segment, major sports events, G20 Presidency, destination weddings and MICE were the major demand generators for the Indian hospitality sector. India has also seen a notable surge in religious tourism, with destinations like Char Dham, Ayodhya Ram Temple, Kashi Vishwanath, Mahakal Temple, Tirupati Temple, Vaishno Devi Temple, and many other religious landmarks. The estimated flow of over 100 million religious tourists across India is adding to the growth of hospitality industry.

As per sectoral reports, ~ 45,000 room inventory has been signed by the hotel brands in CY23 and some of these have come under development. The new inventory is primarily coming up in Tier-II & III cities with limited supply growth in key cities. Besides, India is witnessing steep growth in branded homestay market of villas and/or bungalows, particularly at leisure locations. Investments in port & air connectivity, infrastructure projects, hospitality projects and tourism amenities shall not only stimulate domestic tourism and foreign tourist arrivals demand but also create credit opportunities for your company.

2.1 Hospitality Sector – Future Outlook:

As per estimates, tourism & hospitality sector will show strong revenue growth of 9-10 percent

per annum in the medium term. The demand generators for the hospitality sector would be domestic commercial & leisure, foreign commercial & leisure, MICE and social segments. Growing aspirations, affluence and willingness to spend are likely to support growth of hospitality & tourism sector. The demand for hotels is expected to exceed available and upcoming supply, which will result in higher occupancy & ARR of hotels going forward. Major capex will be witnessed in the hospitality sector, particularly in emerging cities & tourist/religious locations. Indian Government vision is to promote sustainable, responsible, and holistic growth of tourism in the country. The growth in tourism & travel industry has to be led by Private Sector with enabling & facilitating role undertaken by the Government. Indian tourism vision aims to achieve tourism GDP of US\$248 Bn, Foreign Tourist Arrivals of 13Mn, Domestic Tourist Visits of 4Bn and Employment Capability of 88Mn by FY31. India has about 1.80 lakh branded hotel rooms, which is miniscule as compared to branded hotel rooms in developed countries. Considering that India is aiming to become a large-developed economy, vast scope exists for the growth in hospitality sector. It is estimated that about 1 lakh branded hotel rooms might get added to inventory in medium term, which indicates that Capex in hotel sector will remain robust translating into credit opportunity for your company.

3. Social Infrastructure outlook

Besides financing in tourism/hospitality sector, your company is actively providing financial assistance by way of term loans to social infrastructure projects in Healthcare and Education, which are growing steadily and offers ample financing opportunities. The social infrastructure in India is estimated to grow at a CAGR of approximately 7 percent during the period 2022-2027 and the planned investment in the segment over next five years is about 100 lakh crores. The details of these social infra sub-segments are as under:

3.1 Healthcare:

The Indian healthcare sector has become one of India's largest sectors, both in terms of revenue and employment. It has experienced rapid change in recent years and has become significantly more visible over the last decade, with a renewed focus from the government and growing market demand for healthcare services and products. The Indian population is growing at a rate of 1.6 percent per year and has an elderly population of over 100 million. Rapid economic growth, rising middle-class incomes, and increased market penetration of health insurance providers are fuelling growth in the industry. In addition, changing demographics



and a shift from chronic to lifestyle diseases have led to a boom in government healthcare spending across India.

The size of the Indian Healthcare Industry was ₹5.96 lakh crore at the end of March 2022 and is expected to grow by CAGR of 30.7 percent to be at par with global standards. This increase in market size is due to an increasing demand for specialized and higher-quality healthcare facilities. The products and services driving this growth include hospitals, medical devices, clinical trials, telemedicine, medical tourism, health insurance, and medical and diagnostic equipment. The industry's rapid development is fuelled by large investments from existing corporate hospital chains and new entrants backed by private equity investors. The factors indicating scope for further capex and growth include India having a low bed density of 1.5 on the population of 1000 persons as against the world average of 3 beds/1000 persons, Indian Expenditure on Healthcare is 3 percent of GDP as against 11 percent of the world. It is much lower from 19 percent of USA's GDP, population mix of 60+ will increase as India's population become older. As expenditure in the Indian healthcare sector increases, corresponding growth in the medical equipment sector is anticipated.

3.2 Education:

India has most extensive education systems in the world with 30.35 crore students, 0.95 crore teachers and 14.9 lakh schools & 0.56 lakh high education institutes/universities. Being the world's most populous nation, India boasts a remarkable demographic advantage with a substantial youth population. Nearly one out of every four individuals falls between the ages of 15 and 29, fuelling the demand for a highly skilled and capable workforce across a wide range of industries and sectors.

The government's implementation of the National Education Policy (NEP), 2020 marks a groundbreaking step towards reforming the Indian education system. The NEP focuses on curricular changes to build strong foundational skills with primary focus on holistic development of students. Further, it envisions making India a preferred destination for higher education and thus, promotes internationalization by fostering collaborations and exchange programs between Indian and foreign institutions. On account of growing education and Govt. impetus on education, sector is projected to grow from USD 180 billion in 2020 to an impressive USD 313 billion in FY31. 100 percent FDI (automatic route) is allowed in the education sector in India.

Soon, foreign universities and higher education institutions may be allowed to set up physical campuses in India.

4. Real Estate Sector Outlook:

This sector contributes 7.3 percent of GDP and is the second highest employment generator in India, after Agriculture. The residential real-estate market witnessed robust sales of 4.92 lakh units (rise of 30 percent over last year) in FY24 with 20 percent y-o-y increase in new launches. The Pan India inventory is at its lowest in last 10 years at 15 months. Government initiatives such as RERA played a pivotal role in bringing transparency, instilling greater confidence in homebuyers and rise in adoption of tech and smart cities led to surge in demand for Real Estate. In FY2025, Real Estate is expected to continue the growth driven by both demand and supply in the industry. Real Estate is expected to contribute 13 percent of the country's GDP from an existing share of 7.3 percent in next fiscal year. India Real-estate sector is expected to expand and reach USD 1 trillion by FY31.

5. NBFC (including MFI & HFC) Sector Outlook:

Over 9,000 NBFCs are registered with the RBI. The combined AUM under NBFCs was ₹40 lakh crore as on March 2023 including retail, MSME, infra and wholesale loans. The overall growth of NBFC sector has moderated to 13-15 percent in FY24 vis-à-vis the 16 percent growth witnessed in FY23. Retail credit (Personal & consumption loans, MFI loans) contributes AUM of ₹14 lakh crore which has grown at 18- 20 percent in FY24 on account of high growth (27 percent CAGR in last 5 years) in unsecured retail loans. MFIs contribute 9 percent of retail credit. HFC retail AUM is ₹7 lakh crore (Home Loan & LAP) growing at the rate of 12- 14 percent. Infrastructure accounts for 24 percent, Wholesale 8 percent and Auto ~12 percent of total NBFC credit. The sector's future appears promising, with a projected CAGR of 17.5 percent in medium term i.e. next five years. The sector's incremental fresh funding requirement is estimated at ₹4.7-5.0 lakh crore for FY25.

6. Manufacturing/Industrial, Service Sectors Outlook:

6.1 Manufacturing/Industrial:

Propelled by growth in priority sectors and driven by favourable megatrends, India's manufacturing sector has opened itself into new geographies and segments. India has become one of the most attractive destinations for investment in the manufacturing sector. Initiatives like Make in India, Digital India and Startup India have given the much-needed thrust to the Electronics System Design and Manufacturing (ESDM) sector in India. Manufacturing sector currently contributes ~17 percent of the GDP and employs ~ 20 percent of the workforce. The share of manufacturing is expected to increase to 20 percent of GDP by 2031. The annual growth rate of manufacturing



is expected to increase to 9.1 percent in medium term i.e. next five years from current growth rate of 5.0 percent. The key drivers for growth in manufacturing are:

- PLI Scheme (~ ₹2.2 lakh crore schemes) and increased competitiveness of the industry on account of investment in Roads & Logistics infrastructure.
- Supply chain diversification beyond China.
- Expected Free Trade agreement with EU, UK, Canada & Australia (under negotiations).
- Increased FDI in manufacturing sector in current decade compared to FY11- FY20.

Building on the competitive advantage of a skilled workforce and lower cost of labour, the manufacturing sector is also witnessing an increased inflow of capex and heightened M&A activity, leading to a surge in manufacturing output and resultant increased contribution to exports. Major focus on technology driven sectors/products – Semiconductors, Electronics, solar module manufacturing, Electric Vehicle and batteries, besides other industries.

6.2 Service Sector:

Service sector's significance in the Indian economy has been steady, with the sector now accounting for over 54 percent of the economy and almost four-fifths of total FDI inflows. The service sector in India dominant in terms of GDP contribution ahead of manufacturing and agriculture and is also an important source of Foreign Direct Investments into the country. India is a unique emerging market in the globe due to its unique skills and competitive advantage created by knowledge-based services. The country's service industry includes several markets, largely classified under financial and non-financial segments. IT services are one of the key contributors to services boosting the country's GDP clocking higher than estimated demand and export of telecom and IT services, in addition to business services. The sector has the potential to open up a multi-trillion-dollar opportunity that might stimulate symbiotic growth for all nations. Service providers in India continued to signal positive demand trends which underpinned a stronger increase in new business volumes and further job creation.

7. Key Challenges across the Industry

While the opportunities landscape is promising, following threats could dampen the growth of financial services in India:

- Though global economic activity is expected to grow at a stable pace, any downtrend in global growth rate may spillover slowdown in the country and financial services sector.
- The prolonged geopolitical tensions and the tightening of monetary policy by advanced economies may heighten risk-off sentiments among foreign investors, potentially leading to capital outflows from emerging markets such as India.
- High domestic inflation and a wider Current Account deficit pose challenges to the country's economic stability and could exert pressure on the Indian Rupee, potentially causing depreciation.
- The Indian finance sector operates within a dynamic regulatory environment characterized by evolving policies and frequent regulatory changes. Uncertainties surrounding regulations, tax regimes, and compliance requirements pose challenges for businesses, hindering long-term planning and investment decisions. Achieving regulatory clarity and fostering a stable policy framework are imperative to foster investor confidence and sustain growth in the finance sector.
- A longstanding challenge plaguing Indian Banks/ Financial Institutions/NBFCs is the burden of non-performing assets. High levels of NPAs weaken banks'/institutions' balance sheets, constrain lending capacity, and pose systemic risks to the financial sector. Resolving this challenge with financial institutions demands robust mechanisms for asset quality recognition, effective loan recovery framework, enhanced corporate governance and risk management practices.
- The rise of fintech innovations has disrupted traditional financial models, offering new avenues for financial services delivery and enhancing customer experiences. However, this digital transformation brings inherent risks, including cybersecurity threats, data privacy concerns, and regulatory compliance challenges. Strengthening cybersecurity infrastructure, promoting collaboration between fintech firms and regulators, and implementing robust regulatory frameworks are essential to harnessing the benefits of fintech while mitigating associated risks.
- The social infrastructure sector particularly healthcare and education requires continuous enhancement of skills and adoption of innovative technology to remain competitive. The manufacturing sector may find it challenging to stay competitive in the international market due to the intense competition, uncertainties of raw material prices, taxes/duties, technological innovations, etc.



- The growth of the hospitality sector, manufacturing sector and real estate sector in the country may be hindered by a shortage of skilled and competent workers.

8. Performance

Your Company has been having satisfactory operational performance and financial indicators despite challenging market conditions in the past few years as detailed in para 3 of the Directors' Report.

Considering the business environment and current domestic & global cues, the Board of Directors has approved Business Plan for your Company to ensure growth with optimum utilization of the resources, achieve product and sectoral diversification and increase stakeholder's value. Your Company would focus on exploring credit opportunities across hospitality/tourism sector, social/urban Infra, manufacturing, real-estate sectors, NBFC, HFC & MFI for onward lending to MSE & housing segment and through secured co-lending opportunities with other established NBFCs/banks. In view of TFCI's expertise in the hospitality/tourism segment, lending to hospitality would continue to remain a thrust area for financing with emphasis on financing green-field projects, last-mile funding for under-implementation projects, brownfield projects, takeover/refinancing/ upgradation requirements of operational projects, corporate financing to entities engaged in tourism-related activities for meeting overall cash flows/ long-term working capital requirements, structured finance, acquisition finance, special situation financing (turn-around cases) and ARC exit for cases facing bunching of repayments but having stable future cash-flows. With a view to diversify the portfolio in other resilient/strong-performing sectors, your Company would continue to seek lending opportunities in manufacturing, social-infra, real-estate with focus on residential affordable/middle income housing, finance companies viz. NBFC, HFC, MFI & ARC sectors and co-lending with established NBFCs in secured MSE & LAP products besides fee-based tourism advisory business.

8.1 Events occurring after Balance Sheet date

No Significant events occurred between the end of the financial year and date of the Board's report except allotment of equity shares and change in directors as detailed in the Directors' Report.

8.2 Key financial ratios

In accordance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, the Company is required to give details of significant

changes (change of 25 percent or more as compared to the immediately previous financial year) in key sector-specific financial ratios. The Company has identified the following ratios as key financial ratios:

(Amount in ₹ crore)

Particulars	FY24	FY23
Net Interest Income	94.96	106.55
Other Operating Income	4.50	2.57
Net Profit (PAT)	91.11	87.95
Tangible Networkth	1,074.85	1,001.32
Total Borrowings	983.04	1,004.73
Net Interest Margin (%)	4.58%	4.97%
Interest Coverage Ratio	2.15 times	2.22 times
Debt Equity Ratio	0.91:1	1:1
RoAA (%)	4.39%	4.10%
RoAE (%)	8.78%	9.08%
EPS(₹)	10.08	9.73
Book value per share (₹)	118.94	110.80

Your Company's PAT was ₹91.11 crore for FY 2023-24 as against PAT of ₹87.95 crore in FY 2022-23. The tangible networkth of your Company increased to ₹1074.85 crore as on 31.3.2024 compared to ₹1001.32 crore in the previous year and return on networkth was 8.78% (previous year 9.08%). There has been no significant changes in the key sector-specific financial ratios.

9. Company's Outlook

The strong domestic demand and increasing foreign tourist arrivals is projected to be the driver of growth in tourism sector in FY 2024-25. To meet the growing demand for tourism/hospitality, a sustained capital expenditure is envisaged, particularly towards addition of new hotels or upgradation of existing hotels across India. The social infrastructure sector viz. healthcare, education, affordable housing, solar power for homes is expected to grow steadily in FY2024-25. The real-estate sector is witnessing robust sales, new projects are being launched and the sector is expected to reach USD 1trillion by FY2030-31. The manufacturing sector is also showing promising trends in FY2024-25 due to Make in India, PLI and other Government initiatives. The NBFC/HFC



segment is also moving deep to provide credit to unserved population and its incremental funding requirement is estimated at about ₹5 lakh crore in FY2024-25. Overall, the Indian Economy is well-positioned for growth and your Company is well-positioned to capitalize on these opportunities and achieve sustained growth.

9.1 Core Competencies:

- Expertise in tourism financing: TFCI has specialized knowledge and experience in providing financial assistance and services for the tourism/hospitality industry in India. This expertise allows us to understand the unique needs and challenges of the sector.
- In-depth knowledge in other sectors financing: TFCI has experience in providing financial assistance to social/urban infra viz. education, healthcare & affordable housing, real-estate, manufacturing, other resilient sectors and for onward lending to NBFC/HFC/MFI sector.
- Extensive network and partnerships: TFCI has established a wide network of connections and partnerships with various stakeholders in the tourism and other sectors. Such relationships enhance TFCI's ability to access resources, market intelligence, and opportunities for collaboration.
- Diverse financial products: TFCI offers a range of financial products and services, including project loans, term loans, corporate loans, working capital loans, acquisition financing, refinancing, takeover financing, special situation financing, etc.

9.2 Opportunities:

- Growing tourism market: India's tourism industry has shown consistent growth over the years, with increasing domestic and international travel. This presents an opportunity for TFCI to expand its customer base and provide more financial services to meet the rising demand.

- Infrastructure development: The Indian government has been emphasizing the development of infrastructure, such as highways, expressways, rail network, airports, ports, power, water works, schools, colleges, hospitals, logistics, warehouses, etc. TFCI can leverage this opportunity by providing financing for such projects, contributing to the overall growth of Indian economy.
- Technological advancements: The manufacturing and services sector is witnessing digital transformation which opens avenues for innovative financial solutions. TFCI can explore these opportunities to reach a broader lending customer base in these sectors.
- The NBFC sector's annual growth is projected at ~17.5 percent in medium term which presents an opportunity for TFCI for lending and co-lending in this sector.

10. Risks and concerns:

The company's risk management philosophy and policy embody its commitment to understanding, measuring, and effectively managing risks while striving for sustained growth of a healthy asset portfolio. To achieve this, the company adopts a leadership approach in products and segments that it thoroughly understands. In areas with higher risk, an innovative approach is taken, which involves limited exposure and optimizing returns. A robust credit risk framework is in place, enabling the company to scientifically assess the credit risk rating of clients. This framework includes the mapping of internal rating grades to external rating agencies' grades, providing a comprehensive view of credit risk. The output of rating model plays a crucial role in the company's decision-making process. Furthermore, the company maintains regular monitoring of portfolio distribution across low-risk, medium-risk, and high-risk categories. This monitoring helps ensure a well-balanced and diversified portfolio, enhancing risk management capabilities. Your Company has been managing the following risk effectively:



Type of Risk	Description	Mitigation
Credit Risk	<p>Credit risk arises when a borrower or counterparty is unable to fulfill its contractual obligations. This risk extends beyond loans and encompasses various on and off-balance sheet exposures, including guarantees, acceptances, and investments in securities. In the context of project lending, inherent risks are present, particularly in developing economies where efforts toward long-term macroeconomic stability are still ongoing. Projects under implementation are susceptible to potential delays and cost overruns, often influenced by factors beyond the borrower's control.</p>	<p>Your Company has established a Credit Policy that has been approved by the Board of Directors. This policy is developed after taking into account inputs from Senior Management. It outlines a comprehensive set of credit procedures and guidelines, aimed at facilitating effective credit risk management and maintaining a robust portfolio. The credit policy is reviewed annually and amended periodically to ensure compliance with guidelines of regulatory bodies.</p> <p>Your Company is actively engaged in the identification of risks and factors by conducting regular reviews and enhancing appraisal techniques. This includes conducting sensitivity analysis and evaluating the project's resilience to withstand potential changes. The Company also considers the expertise and experience of borrowers in dealing with adverse situations. Credit appraisal remains a top priority for your Company, and TFCI place significant emphasis on intensive monitoring and supervision of projects on an ongoing basis.</p>
Operational Risk	<p>The risk of loss arises from insufficient or ineffective internal processes, personnel, and systems, as well as external events.</p>	<p>Operational risk management (ORM) is the process of proactively identifying, assessing, mitigating, and monitoring risks that disrupt/affect its business operations. These risks can be internal, such as people, processes, and systems, or external, like natural disasters or regulations. The primary objective of ORM is to protect value creation and shareholder/stakeholder confidence by managing operational risks arising from business activities while seizing opportunities that they create. TFCI has put in place a sound Operational Risk Management framework in form of inbuilt strong internal controls measures, systems and procedures across its business operations in commensurate with its complexity & nature to minimize operational disruptions and to ensure business continuity & operational resilience. This includes adoption of well-defined delegation of power, segregation of duties with dual check mechanism for authorisation of each transaction, staff regulation & their accountability, contingency planning, ensuring availability of insurance coverage, data storage & its retrieval arrangements i.e making system operational by backup data in real time basis while maintaining data integrity in case of some exigencies.</p> <p>The Company's controls over its business operations are managed effectively by implementing well-defined policies & standard operating procedures. The obligations of employees to conduct/perform the duties in compliance of Company's policies and as per standard operating procedures are well defined. The adequate supervision & reviews are undertaken on regular basis to ensure that the internal control systems are adequate to protect the Company against any business disruptions & losses.</p> <p>Recently Reserve Bank of India came out with guidance note on Operational Risk Management & Operational Resilience to further improve & strengthen the Operational Risk Management Framework and to enhance operational resilience of its regulated entities. TFCI is in process to implement guidance note of RBI on Operational Risks to further strengthen its ORM Framework.</p>



Type of Risk	Description	Mitigation
Interest Rate Risk	Interest-rate risks arise out of mismatches between interest-rate-sensitive assets and liabilities.	To manage such risks, your Company adopts a strategy of aligning lending interest rates with its average cost of borrowings. This approach helps in maintaining a balanced and sustainable interest rate structure. Additionally, your Company diligently monitors the maturity pattern of its assets and liabilities. This proactive monitoring ensures a prudent management of cash flows and minimizes any potential maturity mismatch risks. By employing these measures, your Company strives to effectively manage and mitigate its interest rate risks.
Liquidity Risk	Liquidity risk is the inability of a financial institute to meet its obligations as they become due, without adversely affecting the financial condition	Your Company has implemented a robust Integrated Risk Management Policy. This policy encompasses various risk management measures aimed at maintaining a healthy liquidity position. These measures include conducting short-term liquidity forecasts to identify and address any potential gaps promptly. Immediate actions are taken to correct such gaps and ensure sufficient liquidity in the short term. Furthermore, your Company emphasize the diversification of funding sources to enhance flexibility in meeting the funding requirements. This diversification allows us to adapt to changing market conditions and mitigate liquidity risks. Additionally, maintaining strong capital adequacy is a key aspect of the risk management approach, providing a solid foundation to manage unexpected liquidity needs effectively. Through the diligent implementation of these measures, your Company aims to proactively manage liquidity risk and maintain a stable financial position.
Compliance & Regulatory Risk	The risk of legal or regulatory sanctions, significant financial loss, or damage to reputation arises when a company fails to comply with laws, regulations, rules, self-regulatory organization standards, and applicable codes of conduct.	To mitigate compliance and regulatory risk, your Company has established a robust framework that is closely monitored by the senior management team. This framework incorporates various measures to ensure adherence to applicable laws, regulations, and standards. Your Company emphasizes coordination and clear communication among departments, particularly when there are inter-dependencies. This collaborative approach ensures that all departments are aligned in meeting their compliance obligations and effectively managing regulatory risks.

11. Discussion on financial performance/ Internal control systems and their adequacy:

The Financial and other operational performance of your Company has been discussed in detail in the Director's Report.

12. Material Developments in human resources/industrial relations front, including number of people employed

One of the most important and critical assets and foundation of the operations is human capital. Your Company strive to create a conducive environment for growth and development of the employees. The Financial Services sector heavily relies on the expertise and skills of its employees, making their role crucial in delivering high-quality services. Your Company's dedication to nurture and retain top talent, regular sponsorship of employees for training programs organized by professional institutions has been a priority. These programs aim to enhance skills and knowledge in various functional areas, ensuring that employees are equipped to excel in their roles. To ensure effective and timely client service, as well as consistent support to assisted units, the Company maintains offices in Delhi and Mumbai. These strategic locations facilitate efficient communication and follow-up with clients and units in these regions. As of March 31, 2024, the Company had a workforce of 35 employees including contractual employees. Their expertise and commitment contribute significantly to the Company's success

13. Cautionary Statement

This document contains statements about expected future events, financial and operating results of the Company, which are forward looking. By its nature, forward-looking statements require the Company to make assumptions and are subject to inherent risks and uncertainties. There is a significant risk that the assumptions, predictions, and other forward-looking statements will not prove to be accurate. Readers are cautioned not to place undue reliance on forward-looking statements as several factors could cause assumptions, actual future results, and events to differ materially from those expressed in the forward-looking statements. The Company assumes no responsibility to publicly amend, modify or revise any forward- looking statements based on any subsequent developments.



CORPORATE GOVERNANCE REPORT

Company's Philosophy on Corporate Governance

Your company adheres to the highest standards of corporate governance principles and best practices. Your Company prioritizes transparency, disclosure, accountability, compliance, ethical conduct, and the promotion of all stakeholders' interests. To uphold these principles, your Company have developed a comprehensive set of policies and implemented various governance practices. These measures not only ensure compliance with statutory and regulatory requirements but also aim to achieve transparency, integrity in financial reporting, effective risk management, and robust internal controls. Your Company also emphasizes appropriate and ethical behavior at both the Board and Senior Management levels. The policies are regularly reviewed to ensure their continued relevance, effectiveness, and responsiveness to the needs of stakeholders.

Your Company upholds the belief that ethical business conduct is grounded in nine core values: honesty, integrity, respect, fairness, purposefulness, trust, responsibility, citizenship, and caring. The employees of the Company conduct business with unwavering integrity, placing no personal profit or advantage above the company's interests. Your Company has implemented robust risk management systems and procedures to effectively identify, mitigate, and control various business-related risks. These measures enable the management to adequately and appropriately address potential risks. While we go beyond the mandatory provisions of Corporate Governance, the report on statutory compliances in this regard is set forth below:

1. Board of Directors:

The composition of the Board is designed to ensure that directors are committed to actively engaging in the company's affairs, equipped with the necessary understanding and competence to address both present and emerging business challenges.

The primary role of the Board is that of trusteeship to protect and enhance shareholder's value through supervision. Representing the interests of the company's shareholders, the Board guides management towards optimizing long-term value. As trustees, the Board ensures that the company has clear goals focused on shareholder value and growth. Strategic goals are established by the Board, which holds itself accountable for their achievement. The Board provides guidance and exercises appropriate control to ensure that the company is managed in a manner that fulfills stakeholders' aspirations and meets societal expectations.

The Board's responsibilities encompass policy formation, initiation of new initiatives, performance evaluation, and the oversight and approval of matters that exceed the delegated authority of the company's functionaries. To efficiently address various functional areas, the Board has established committees and delegated powers

accordingly. Regular meetings are held by both the Board and its committees to fulfill their obligations.

The Board consists of 7 Directors as on March 31, 2024 including WTD & CFO, three Independent Directors and three Non-Executive Non-Independent Directors. The information regarding director(s) who had ceased to be director(s) before the expiry of his/her tenure during FY 2023-24 has been provided to Stock Exchange(s). The board confirmed that the independent directors fulfill the conditions specified in SEBI (LODR) Regulations and are independent of the management.

The Company follows a structured process of decision making by the Board and its Committees. The notice and detailed agenda along with the relevant notes and other material information are sent in advance separately to each Director/Committee member and in exceptional cases tabled at the Meeting with the approval of the Board/Committee member. This ensures timely and informed decisions by the Board. The Board reviews the performance of the Company vis-à-vis the budgets/targets. The Board has complete access to all the relevant information of the Company.

During the year, 10 Board Meetings were held on May 4, 2023; May 20, 2023; July 7, 2023; August 11, 2023; September 28, 2023; October 23, 2023; November 10, 2023; February 14, 2024; February 19, 2024 and February 26, 2024. The intervening gap between the meetings was within the period prescribed under the Companies Act, 2013 and SEBI (LODR) Regulations.

Details regarding the category of Directors, their attendance at Board Meetings and the last Annual General Meeting, number of other Directorships and Committee positions held by them in companies as on March 31, 2024, are given below:-

Sl. No	Name of Director	Category of Directorship	No. of Board Meeting Attended	Attendance at Last AGM	No. of other Directorships/ Committee Chairmanships/ Other Memberships*			
					Directorship in		Committee	
					Public Co.	Pvt. Co.	Member	Chairman
1	Dr. S. Ravi	NED (Chairman)	10	Yes	8	2	6	2
2	Shri Koppara Sajeeve Thomas@	NED	8	Yes	-	-	-	-
3	Shri G. D. Mundra^	NED	10	Yes	1	2	2	1
4	Shri Parkash Chand#	NED	5	-	-	-	-	-
5	Shri Bapi Munshi	NEID	9	Yes	-	-	1	1
6	Mrs. Thankom T.Mathew	NEID	9	Yes	19	-	2	1



Sl. No	Name of Director	Category of Directorship	No. of Board Meeting Attended	Attendance at Last AGM	No. of other Directorships/ Committee Chairmanships/ Other Memberships*			
					Directorship in		Committee	
					Public Co.	Pvt. Co.	Member	Chairman
7	Shri Ashok Kumar Garg*	NEID	8	Yes	3	1	5	0
8	Shri Anoop Bali	WTD & CFO	10	Yes	-	-	-	-
9	Shri Rajesh Kumar Dubey\$	NED	1	-	-	-	-	-

* appointed as NEID w.e.f.20.5.2023

\$ resigned on 23.6.2023

appointed as NED w.e.f 20.9.2023

@ resigned on 28.3.2024

^ resigned on 5.4.2024

NED : Non-Executive Non-Independent Director

NEID : Non-Executive Independent Director

WTD & CFO : Whole Time Director & Chief Financial Officer

Notes:

- Other directorship includes directorship held in Private Companies and alternate directorship.
- Committee positions of only two committees namely Audit Committee and Stakeholder Relationship Committee in only Indian Public Limited Company, whether listed or not, have been considered pursuant to the SEBI (LODR) Regulation.
- None of Board member is relative of any other director of the Company.

Board Directorships

Each Director informs the Company on an annual basis about the Board and the Committee positions he/she occupies in other companies including Chairmanships and notifies changes, if any, during the year. The Composition of the Board as on March 31, 2024 and other Directorships in Listed companies as per disclosure filed by Directors is as under:

DETAILS OF DIRECTORSHIP IN LISTED ENTITY			
Sl. No.	Name of Director	Name of Listed Entity	Nature of Directorship
1	Dr. S. Ravi	1. Tourism Finance Corporation of India Ltd. 2. Usha Martin Limited 3. Spacenet Enterprises India Ltd. 4. PCBL Ltd. 5. Granules India Limited	Non-Executive Non-Independent Chairman Independent Director Non-Executive Chairman Independent Director Independent Director
2	Shri G.D. Mundra*	1. Tourism Finance Corporation of India Ltd. 2. Orient Press Ltd.	Non-Executive Non-Independent Director Independent Director
3	Shri Parkash Chand	1. Tourism Finance Corporation of India Ltd.	Non-Executive Non-Independent Director

4	Shri Bapi Munshi	1. Tourism Finance Corporation of India Ltd.	Independent Director
5	Mrs. Thankom T. Mathew	1. Tourism Finance Corporation of India Ltd.	Independent Director (Woman)
6	Shri Ashok Kumar Garg	1. Tourism Finance Corporation of India Ltd. 2. West Coast Paper Mills Limited	Independent Director Independent Director
7	Shri Anoop Bali	1. Tourism Finance Corporation of India Ltd.	Whole Time Director & CFO

*resigned on 5.4.2024

Key Board qualifications, expertise and attributes

The Board of Directors of your Company comprises qualified members who bring required skill, competence and expertise that allow them to make effective contribution to the Board and its committees. The Board has identified the following skill set with reference to its Business and Industry which are available with the Board:

Sl. No.	Name of Director	Skill, competence and expertise
1	Dr. S. Ravi	Accounts, Audit, Finance
2	Shri G. D. Mundra*	Finance, Banking and Strategic issue
3	Shri Parkash Chand	Personnel/Administration, CRM and Marketing
4	Shri Bapi Munshi	Project Finance, Banking and Risk Management
5	Mrs. Thankom T. Mathew	HR, CSR and Communication
6	Shri Ashok Kumar Garg	Banking, Finance and Risk Management
7	Shri Anoop Bali	Project Management & Finance, Project Advisory, Stress Asset Management & Recovery, Accounts & Finance and General Management

*resigned on 5.4.2024

2. Board Committee Meetings and Procedures

The Company currently has the following committees in compliance of the SEBI (LODR) Regulation:

(A) Audit Committee:

i) Constitution and Composition:

The Audit Committee of the Board comprised of 3 Independent Directors and 1 Non-Executive Director. The Chairman of the Committee was an Independent Director. The Chairman of the Committee attended the last AGM. The Committee met 4 times on May 20, 2023, August 11, 2023, November 10, 2023 and February 14,



2024. The attendance of the members at the meetings was as follows:

Sl. No.	Name of Member	Status	No. of Meetings Attended
1	Shri Bapi Munshi	Chairman (NEID)	4
2	Dr. S. Ravi	NED	4
3	Mrs. Thankom T. Mathew	NEID	4
4	Shri Ashok Kumar Garg*	NEID	3

*inducted as member w.e.f 20.5.2023

The Whole Time Director & CFO, Statutory Auditors and Internal Auditors are invited to attend the Audit Committee Meetings and the Company Secretary acts as the Secretary of the Committee. The Minutes of the meetings of the Audit Committee are placed before the Board of Directors for the information.

Terms of Reference

The terms of reference of the Audit Committee are as under:

1. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of auditors of the company;
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013
 - b. Changes, if any, in accounting policies and practices and reasons for the same
 - c. Major accounting entries involving estimates based on the exercise of judgment by management
 - d. Significant adjustments made in the financial statements arising out of audit findings
 - e. Compliance with listing and other legal requirements relating to financial statements
 - f. Disclosure of any related party transactions
 - g. Modified opinions in the draft audit report
5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public issue or rights issue or preferential issue or qualified institutions placement, and making appropriate recommendations to the Board to take up steps in this matter;
7. Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
8. Approval or any subsequent modification of transactions of the company with related parties;
9. Scrutiny of inter-corporate loans and investments;
10. Valuation of undertakings or assets of the company, wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
14. Discussion with internal auditors of any significant findings and follow up there on;
15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
18. To review the functioning of the Whistle Blower mechanism;
19. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
20. Carrying out any other function as is mentioned in the terms of reference of the audit committee.
21. Reviewing the utilization of loans and/ or advances from/



investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans/advances/ investments existing as on the date of coming into force of this provision.

22. consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders.

(B) Nomination and Remuneration Committee

i) Composition:

During the year under report, the Nomination and Remuneration Committee of the Board comprised of 3 members (2 Non-Executive Independent Director (NEID) and 1 Non-Executive Director (NED)). The Chairman of the Committee is Independent Director. The Committee met 3 times during the year on May 19, 2023, July 7, 2023 and February 14, 2024. The names of the members and attendance are as follows

Sl. No.	Name of Member	Status	No. of Meetings Attended
1	Mrs. Thankom T.Mathew	Chairman (NEID)	3
2	Shri Bapi Munshi	NEID	3
3	Shri Koppara Sajeeve Thomas*	NED	3
4	Dr. S.Ravi#	NED	-

* ceased to be member w.e.f. 28.3.2024

inducted as member w.e.f 29.3.2024

ii) Terms of reference:

The terms of reference of the Nomination and Remuneration Committee are as under:

- (1) formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
 - (1A) For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the 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.

- (2) formulation of criteria for evaluation of performance of independent directors and the board of directors;
- (3) devising a policy on diversity of board of directors;
- (4) identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal.
- (5) 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.
- (6) recommend to the board, all remuneration, in whatever form, payable to senior management.

(iii) Selection of Independent Directors and other Directors

Considering the requirement of skill sets on the Board, individuals having an independent standing in their respective field/profession, and who can effectively contribute to the Company’s business and policy decisions are considered by the Nomination and Remuneration Committee of directors, for appointment, as Independent Directors on the Board. The Committee, *inter alia*, considers qualification, positive attributes, area of expertise and number of Directorships and Memberships held in various committees of other companies by such persons in accordance with the Company’s Policy for Selection of Directors and determining Directors’ independence. The Board considers the Committee’s recommendation, and takes appropriate decision.

(iv) Remuneration Policy:

Remuneration of employees is based on CTC based salary structure and performance-linked incentive. The components of total remuneration vary for different cadres and are governed more or less by the structure prevalent in the Industry. Your Company adopts policies with the objective to motivate employees to excel in their performance and to recognize their contribution.

(v) Details of remuneration paid to Directors for the year 2023-24:

- (i) Shri Anoop Bali, Whole Time Director & CFO was paid remuneration of ₹1,26,37,038 (PY ₹1,06,39,720) during FY 2023-24.
- (ii) No severance pay was payable on termination of appointment.
- (iii) No Stock Appreciation Rights (SARs) were granted.

**(vi) Details of remuneration paid to Non-Executive Directors**

Remunerations by way of sitting fee for attending the meetings of the Board/Committees thereof were paid as follows:

Sl. No.	Name of the Director	Amount (in ₹)
1	Dr. S. Ravi	25,37,000
2	Shri G. D. Mundra	25,96,000
3	Mrs. Thankom T. Mathew	15,63,500
4	Shri Bapi Munshi	29,79,500
5	Shri Ashok Kumar Garg	9,44,000
6	Shri R.K.Dubey	88,500
7	Shri Parkash Chand	4,42,500
	Total	1,11,51,000

During the year under report, the Company has not paid any remuneration to Non-Executive Directors except by way of Sitting Fee which was paid ₹75,000 and ₹50,000 (plus tax) per meeting for attending the meetings of Board and its Committees respectively.

(vii) Details of Number of Shares and Convertible Instruments Held by Executive/Non-Executive Directors as on March 31, 2024:

Shri G. D. Mundra, Non-Executive Director and Shri Anoop Bali, WTD & CFO, were holding 2,91,000 and 12 equity shares of the company respectively as on 31st March, 2024. None of the other Executive/Non-Executive Director held shares/convertible Instruments of the Company as on 31st March, 2024.

(C) Stakeholder Relationship Committee:

i) **Composition:** During the year under report, the Stakeholder Relationship Committee of the Board comprised of 3 members (1 Independent Director (ID) and 2 Non-Executive Non-ID). The Chairman of the Committee is Independent Director. During the financial year 2023-24, the Committee met once on February 14, 2024. The names and the attendance of the members at the meeting were as follows:

Sl. No.	Name of Member	Status	No. of Meetings Attended
1	Mrs. Thankom T.Mathew	Chairman (NEID)	1
2	Dr. S.Ravi#	NED	1
3	Shri G. D. Mundra@	NED	1
4	Shri Bapi Munshi*	NEID	-

* ceased to be member w.e.f. 20.5.2023

inducted as member w.e.f 20.5.2023

@ ceased to be member w.e.f. 5.4.2024

ii) Terms of reference:

The role of the committee shall *inter-alia* include the following:

- (1) Resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non - receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
- (2) Review of measures taken for effective exercise of voting rights by shareholders.
- (3) Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.
- (4) Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory Notices by the shareholders of the company.

During the year, 44 complaints were received from the shareholders and were replied/solved to the satisfaction of the shareholders. As on March 31, 2024, no complaints were pending. Shri Sanjay Ahuja, Company Secretary is the compliance officer of the Company.

(d) Corporate Social Responsibility Committee**i) Composition**

During the year under report, the Corporate Social Responsibility Committee of the Board comprised of 3 Directors including 1 NEID, 1 NED and WTD & CFO. The Chairman of the Committee is a Non-Executive Director. The Committee met 4 times during the year on May 19, 2023, August 11, 2023, November 10, 2023 and January 29, 2024. The names of the members and attendance are as under:

Sl. No.	Name of Member	Status	No. of Meetings Attended
1	Dr. S.Ravi	Chairman (NED)	4
2	Mrs. Thankom T. Mathew	NEID	4
3	Shri Anoop Bali	WTD&CFO	4
4	Shri R.K.Dubey*	NED	-

* inducted as member on 20.5.2023 and resigned on 23.6.2023



ii) Terms of reference:

1. Formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the company as specified in Schedule VII;
2. Recommend the amount of expenditure to be incurred on the activities referred to in clause (1); and
3. Monitor the Corporate Social Responsibility Policy of the company from time to time

(e) Risk Management Committee

The Risk Management Committee was constituted adhering to the requirements of the Companies Act, 2013 and the SEBI (LODR) Regulations. The Committee's prime responsibility is to implement and monitor the risk management plan and policy of the Company. The Committee's constitution meets with the requirements of the SEBI (LODR) Regulations. The Role and Responsibilities of Committee inter-alia includes the followings;

- (1) To formulate a detailed risk management policy which shall include:
 - (a) A framework for identification of internal and external risks specifically faced by the listed entity, in particular including financial, operational, sectoral, sustainability (particularly, ESG related risks), information, cyber security risks or any other risk as may be determined by the Committee.
 - (b) Measures for risk mitigation including systems and processes for internal control of identified risks.
 - (c) Business continuity plan.
- (2) To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;
- (3) To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;
- (4) To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;
- (5) To keep the board of directors informed about the nature and content of its discussions, recommendations and actions to be taken;
- (6) The appointment, removal and terms of remuneration of the Chief Risk Officer (if any) shall be subject to review by the Risk Management Committee.

The Risk Management Committee of the Board comprised of 3 Directors including 1 NEID, 1 NED and WTD & CFO. The Chairman of the Committee is a Non-Executive Director. Four meetings of the Risk Management Committee were held during the year on May 19, 2023, August 11, 2023, November 10, 2023 and February 14, 2024 detailed as under:

Sl. No.	Name of Member	Status	No. of Meetings Attended
1	Dr. S.Ravi	Chairman (NED)	4
2	Shri Bapi Munshi	NEID	4
3	Shri Koppara Sajeeve Thomas*	NED	4
4	Shri Anoop Bali	WTD&CFO	4

*ceased to be member on 28.3.2024

(f) Committee Meetings of Independent Directors

The Committee of Company's all Independent Directors meet at least once in every financial year without the presence of Executive Directors or management personnel. Such meeting are conducted informally to enable Independent Directors to discuss matters pertaining to the Company's affairs and put forth their views. One meeting of Independent Directors was held during the year 2023-24.

The independent directors in the meeting shall, *inter-alia*:

- i. review the performance of non-independent directors and the Board as a whole;
- ii. review the performance of the Chairperson of the company, taking into account the views of executive directors and non-executive directors;
- iii. assess the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

3. Other Committees

Share-Transfer Committee

The Company has constituted Share-Transfer Committee to approve transfer/transmission of shares issued by the Company. It also approves issue of duplicate share certificates after split/consolidation/renewal and also monitors the investors' grievances. At present, the Share Transfer Committee comprises Managing Director, CFO and Company Secretary. During the year, the Committee had 12 meetings. Report on the meetings of Share Transfer Committee is placed before the Board for information.

In case of shares in electronic form, the transfers are processed by NSDL/CDSL through respective Depository Participants. In compliance with the SEBI (LODR) Regulations, a Practicing Company Secretary carries out audit of the System of Transfer and a certificate to that



effect is issued. However, as per SEBI Notification dated June 8, 2018 and further amendment including dated November 30, 2018, requests for effecting transfer of securities (except in case of transmission or transposition of securities) shall not be processed from April 1, 2019 unless the securities are held in the dematerialised form with the depositories. Therefore, Shareholders are requested to take action to dematerialize the Equity Shares of the Company, promptly.

4. Functional Committees

The Board is authorized to constitute one or more Functional Committees delegating powers and duties with respect to specific purposes. Meeting of such Committees are held as and when the need arises. Time schedule for holding the meetings of such functional committees are finalized in consultation with the committee(s) members.

Procedure at Committee Meetings

The Company’s guidelines relating to Board Meeting are applicable to Committee meetings as far as practicable. Each Committee has the authority to engage outside experts, advisor and counsels to the extent it considers appropriate to assist in its works. Minutes of the proceedings of the Committee meetings are placed before the Board meetings for perusal and noting.

5. Senior Management of the Company

Sl No	Name of Senior Management Personnel	Category
1	Shri Anoop Bali*	Whole Time Director & CFO
2	Mrs. Charu Singh	President
3	Shri Rajiv Singh	Sr. Vice President
4	Shri Sanjay Ahuja	Sr. Vice President & Company Secretary

* Appointed as Managing Director & CEO w.e.f. 17.5.2024

6. General Body Meeting:

(A) Location and time where last three Annual General Meetings were held as under;

Financial Year	Date	Time	Location
2022-23	August 18, 2023	11.00 a.m.	4 th Floor, Tower 1, NBCC Plaza, Sector V, Pushp Vihar, Saket, New Delhi – 110 017
2021-22	September 19, 2022	11.00 a.m.	4 th Floor, Tower 1, NBCC Plaza, Sector V, Pushp Vihar, Saket, New Delhi – 110 017
2020-21	September 29, 2021	11.30 a.m.	4 th Floor, Tower 1, NBCC Plaza, Sector V, Pushp Vihar, Saket, New Delhi – 110 017

(B) Details of Special resolutions passed in the previous three Annual General Meetings:

AGM Date	Relevant provisions of the Companies Act, 2013	Particulars of Special Resolutions
18.8.2023	Section 42,71	Issue of Bonds/Debentures
	Section 149, 152	Appointment of Mrs. Thankom T. Mathew as an Independent Director (women) for second term
	Section 149, 152	Appointment of Shri Ashok Kumar Garg as an Independent Director.
	Section 14	Alteration to the AOA of the Company
19.9.2022	Section 42,71	Issue of Bonds/Debentures
	Section 62	Approval of TFCI ESOP Scheme – 2022
29.9.2021	Section 42,71	Issue of Bonds/Debentures
	Section 42, 62, 71, 179	Issue of Securities through QIP
	Section 23, 42, 62	Preferential Issue of Equity Shares
	Section 13, 61	Reclassification of Authorised Share Capital
	Section 13, 61	Amendment to the MOA of the Company
	Section 14	Alteration to the AOA of the Company

(C) Location and time where Extra-Ordinary General Meeting was held during the year as under;

Financial Year	Date	Time	Location
2023-24	March 22, 2024	11.00 a.m.	4 th Floor, Tower 1, NBCC Plaza, Sector V, Pushp Vihar, Saket, New Delhi – 110 017

(D) Details of Special resolution passed in the Extra-Ordinary General Meeting held during the year:

EGM Date	Relevant provisions of the Companies Act, 2013	Particulars of Special Resolutions
22.3.2024	Section 23, 42, 62	Issuance of Equity Shares by way of Preferential Issue on private placement basis.



(E) During the year ended March 31, 2024, the Company sought approval from its shareholders for passing the resolutions by way of Postal Ballot in accordance with the provisions of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014.

(i) Details of resolution passed on April 28, 2023 (Notice dated March 27, 2023) through Postal Ballot.

Sl. No.	Particulars	Details/Dates
1	Date of passing of the proposal of Postal Ballot process by the Board of Directors.	March 27, 2023
2	Scrutinizer appointed by the Board of Directors	Shri Arun Kumar Gupta, F.C.S. Practicing Company Secretary
3	Date of Notice seeking Shareholders approval	March 27, 2023
4	Date of completion of dispatch of Notice	March 28, 2023
5	Date of Commencement of voting through remote e-voting process.	March 30, 2023, 09.00 A.M.(IST)
6	Last date for voting through remote e-voting process.	April 28, 2023, 05.00 P.M.(IST)
7	Date of submission of Scrutinizer's Report	April 28, 2023
8	Date of declaration of Result	April 28, 2023

Particulars of Resolution Passed-

Sl. No.	Subject Matter of the resolution	Relevant Section under Companies Act, 2013	Nature of Resolution
1	To approve the re-appointment of Shri Bapi Munshi (DIN: 02470242) as an Independent Director of the Company	Section 149, 152	Special Resolution
2	To approve the appointment of Shri Rajesh Kumar Dubey (DIN: 10040521) as a Non-Executive Non-Independent Director of the Company.	Section 152	Ordinary Resolution

Voting Result

Resolution No. 1

Particulars	No. of Members Voted	No. of Shares	% of No. of Votes
Votes cast in favour of the Resolution	152	22574799	99.99
Votes cast against the Resolution	18	1643	0.01
Invalid Votes	-	-	-
Total	170	22576442	100

Resolution No. 2

Particulars	No. of Members Voted	No. of Shares	% of No. of Votes
Votes cast in favour of the Resolution	140	22138659	98.06
Votes cast against the Resolution	30	437783	1.94
Invalid Votes	-	-	-
Total	170	22576442	100

(ii) Details of resolution passed on December 18, 2023 (Notice dated November 16, 2023) through Postal Ballot.

Sl. No.	Particulars	Details/Dates
1	Date of passing of the proposal of Postal Ballot process by the Board of Directors.	November 10, 2023
2	Scrutinizer appointed by the Board of Directors	Shri Arun Kumar Gupta, F.C.S. Practicing Company Secretary
3	Date of Notice seeking Shareholders approval	November 16, 2023
4	Date of completion of dispatch of Notice	November 16, 2023
5	Date of Commencement of voting through remote e-voting process.	November 19, 2023, 09.00 A.M.(IST)
6	Last date for voting through remote e-voting process.	December 18, 2023, 05.00 P.M.(IST)
7	Date of submission of Scrutinizer's Report	December 18, 2023
8	Date of declaration of Result	December 18, 2023

**Particulars of Resolution Passed-**

Sl. No.	Subject Matter of the resolution	Relevant Section under Companies Act, 2013	Nature of Resolution
1	To approve the appointment of Shri Parkash Chand (DIN: 07507069) as a Non-Executive Non-Independent Director of the Company.	Section 152	Ordinary Resolution

Voting Result

Resolution No. 1

Particulars	No. of Members Voted	No. of Shares	% of No. of Votes
Votes cast in favour of the Resolution	205	23985398	99.78
Votes cast against the Resolution	26	52651	0.22
Invalid Votes	-	-	-
Total	231	24038049	100

7. Disclosures

(A) Shri G. D. Mundra, Non-Executive Director and Shri Anoop Bali, WTD & CFO, were holding 2,91,000 and 12 equity shares of the company respectively as on 31st March, 2024. None of the other Executive/Non-Executive Director held shares/convertible Instruments of the Company as on 31st March, 2024.

(B) There was no case of non-compliance by the Company of any matter related to capital market during the last three years. There were no strictures or penalties, imposed on the Company by Stock Exchanges or SEBI or any other statutory authority for non-compliance of any matter related to the Capital market.

(C) Related Party Transactions

Related party transactions during the year have been disclosed in note No.40 to the financial statement in accordance with "IND AS". There was no transaction of material nature with the directors or the management or their subsidiaries or relatives during the year. None of the Directors has any pecuniary relationship or transactions vis-à-vis the Company except remuneration and sitting fees.

(D) Disclosure of Accounting Treatment

In the preparation of financial statements, the Company has followed the Companies (Indian Accounting Standards) Rules, 2015 and the guidelines issued by Reserve Bank of India from time to time to the extent applicable. The significant accounting policies have been set out in the Notes to the Accounts.

(E) Disclosure on Risk Management

Business Risk Evaluation and Management is an ongoing process within the Company. The Company has framed the Risk Management Policy and risk mitigation procedure, which is periodically reviewed.

(F) The Company has complied with the mandatory requirements of the SEBI (LODR) Regulations.

(G) Means of Communication:

Quarterly results are published in leading English and Hindi newspapers viz. Financial Express, Jansatta etc.

Other information

(H) Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A).- Not Applicable.

(I) A Certificate from a company secretary in practice that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/ Ministry of Corporate Affairs or any such statutory authority has been obtained and Attached as Annexure.

(J) During the year, no instances were reported where the board had not accepted any recommendation of any committee of the board which is mandatorily required.

(K) Total fees for all services to the statutory auditor was ₹13.19 lakh during 2023-24 (PY ₹9.94 lakh).

(L) During the year, no complaint in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, was filed/disposed off and no complaint was pending on end of financial year.

(M) During the year, no loans and advances in the nature of loans, given to the firms/companies in which directors are interested.

7.1 Rating

The bond issues, bank borrowings and commercial papers of TFCI are rated by CARE Ratings Ltd. (CARE), Brickwork Ratings India (P) Ltd. (BWR) and Acuite Rating & Research Ltd. (ACUITE). The details of the same are as follows:



Rating Agency	Date of Rating	Rating (Amount – ₹ in crore)		Rating Action
		Long-term Bonds/MLDs	Bank/ Institution Borrowings	
CARE	24.08.2023	A Outlook: Stable 175.00	-	Reaffirmed
BRICKWORK	31.07.2023	A+ Outlook: Stable 334.74	-	Reaffirmed
ACUITE	23.08.2023	A+ Outlook: Stable Bonds: 159.74 MLD: 75.00 Bonds-Proposed: 250.00	A+ Outlook: Stable 950.00	Downgraded

8. Reconciliation of Share Capital Audit

A qualified practicing Company Secretary carried out quarterly reconciliation of Share Capital Audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Ltd. (CDSL) and the total issued and listed capital of the Company. The audit confirmed that the total issued/paid up capital of the company was in agreement with the aggregate of the total number of shares in physical form and dematerialized forms with NSDL and CDSL.

9. Code of Conduct

The Board has formulated a code of conduct for the Board Members and Senior Management Personnel of the Company. The same has also been posted on the website of the Company. The code has been circulated to all the members of the Board and Senior Management Personnel and the compliance of the same is affirmed by them annually. All Board Members and Senior Management Personnel have affirmed their compliance with the code.

9.1 Prohibition of Insider Trading

The Company has adopted a Code of Conduct for Prevention of Insider Trading in accordance with the requirements of SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended and Companies Act, 2013. The Code is applicable to Promoters, Member of Promoter’s Group, all Directors and such Designated Employees who are expected to have access to unpublished price sensitive information relating to the Company. The Code requires pre-clearance for dealing in the Company’s shares beyond threshold limits. Further, it 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. This Code is displayed on the Company’s website viz. www.tfciltd.com

9.2 Whistle Blower policy

The Company has a Vigil mechanism and Whistle blower policy under which the employees are free to report violations of applicable laws and regulations and the Code of Conduct. The reportable matters may be disclosed to the Audit Committee. Employees may also report to the Chairman of the Audit Committee. During the year under review, no employee was denied access to the Audit Committee. This policy is displayed on the Company’s website viz. www.tfciltd.com

10. General Shareholders’ Information company Registration Details

The Company is registered in the State of Delhi. The Corporate Identity Number (CIN) allotted to the Company by the Ministry of Corporate Affairs (MCA) is L65910DL1989PLC034812.

10.1 ANNUAL GENERAL MEETING is proposed to be held on August 14, 2024 at 11:00 a.m. at 4th Floor, Tower 1, NBCC Plaza, Sector V, Pushp Vihar, Saket, New Delhi–110017

10.2 Financial calendar (tentative)

Financial Year: April 1, 2024 to March 31, 2025
Results for the quarter ending:

June 30, 2024	August 2024
September 30, 2024	October/November 2024
December 31, 2024	January/February 2025
March 31, 2025	April/May 2025
Annual General Meeting	September, 2025

10.3 Date of Book Closure

August 8, 2024 to August 14, 2024

10.4 Dividend Payment

Credit/dispached between September 4, 2024 to September 12, 2024.

10.5 Listing on Stock Exchanges

1. BSE Ltd.,
PhirozeJeejeebhoy Towers,
Dalal Street, Mumbai- 400 001.
2. National Stock Exchange of India Ltd.
Exchange Plaza, Bandra-Kurla Complex,
Bandra (E), Mumbai - 400 051



10.6 Stock-Market price data for the year 2023-2024

TFCI Share Price

(in ₹)

Month & Year	BSE		NSE	
	High	Low	High	Low
Apr-23	76.38	70.70	76.50	70.70
May-23	79.80	70.10	79.90	70.40
Jun-23	76.60	69.50	76.60	70.45
Jul-23	91.50	73.82	91.55	73.85
Aug-23	117.40	83.46	117.40	83.35
Sep-23	116.75	95.90	116.85	95.85
Oct-23	108.49	91.00	108.70	90.85
Nov-23	119.65	101.00	119.65	101.00
Dec-23	143.00	107.00	143.00	106.95
Jan-24	206.45	124.50	207.00	124.25
Feb-24	267.40	177.65	267.55	177.40
Mar-24	256.55	156.15	257.00	156.40

Stock code: BSE: 526650, NSE: TFCILTD

Demat ISIN code: INE305A01015

10.7 Performance in comparison to broad-based indices:

TFCI's share-price performance relative to NSE Nifty and BSE Sensex during the year 2023-24.

	(% change)	(% change)	(% change)
	Index	TFCI's share Price	TFCI relative to index
BSE Sensex	+24.85%	144.77%	+119.92%
NSE Nifty	+28.61%	141.01%	+112.40%

10.8 Registrar and Share-Transfer Agent:

The Company has engaged MCS Share Transfer Agent Ltd., a SEBI registered Share-Transfer Agent, as Registrar and Share Transfer Agent (RTA) for processing the transfer of securities issued by the Company located at F-65, 1st Floor, Okhla Industrial Area, Phase-I, New Delhi-110020. RTA acknowledges and executes transfer of securities, arranges for issue of dividend/interest warrants. RTA also accepts, deals with and resolves complaints of shareholders and bondholders.

10.9 Share-Transfer System:

All the transfers are processed by the Registrar and Share Transfer Agent and are approved by the Share Transfer Committee. Pursuant to the SEBI (LODR) Regulations certificates on half year/ yearly basis have been issued by a Company

Secretary in practice for due compliance of share transfer formalities by the Company. Pursuant to SEBI (Depositories and Participants) Regulations, 1996, certificates have also been received from a Company Secretary-in Practice for timely dematerialization of the shares of the Company and for conducting Secretarial Audit on a quarterly basis for re-conciliation of the share capital of the Company.

10.10 Distribution of Shareholding as on March 31, 2024

Range	Shares	Folios	Percent Shares	Percent Holders
1-500	8794029	77545	9.73	86.64
501-1000	4348861	5249	4.81	5.86
1001-2000	4339579	2774	4.80	3.10
2001-3000	2888928	1102	3.20	1.23
3001-4000	2026951	557	2.24	0.62
4001-5000	2639273	553	2.92	0.62
5001-10000	6732365	878	7.45	0.98
10001-50000	14403213	682	15.94	0.76
50001-100000	6486578	90	7.18	0.10
And Above	37712671	72	41.73	0.08
Total	90372448	89502	100.00	100.00

10.11 Categories of Shareholders as on March 31, 2024

SHAREHOLDING PATTERN		
Name of Shareholder	No. of Equity Shares Held	In %
I. Promoters/Promoters Group		
(i) LICl ASM NON PAR	2699445	2.99
(ii) The Oriental Insurance Co. Ltd	861527	0.95
(iii) Shri Koppara Sajeeve Thomas	-	-
(iv) Pransatree Holdings Pte. Limited	3703700	4.10
Total Promoters/Promoters Group Holding	7264672	8.04
II. Non Promoters Shareholders		
1. Mutual Funds	2000	0.00
2. Alternate Investment Funds	25000	0.03
3. Banks	780	0.00



SHAREHOLDING PATTERN		
Name of Shareholder	No. of Equity Shares Held	In %
4. NBFCs	466	0.00
5. Foreign Portfolio Investors	3075548	3.40
6. Directors and their relatives	291000	0.32
7. Key Managerial Personnel	12	0.00
8. IEPF	1248345	1.38
9. Individual Shareholding (General Public)	57705658	63.86
10. NRIs	1085836	1.20
11. Bodies Corporate	14153448	15.66
12. Any Others	5519683	6.11
Total Public shareholding	83107776	91.96
Grand Total	90372448	100.00

10.12 Dematerialization of Shares

Sl. No.	Electronic/physical	Mode of holding %
1	NSDL	46.21%
2	CDSL	52.82%
3	Physical	0.97%
	Total	100.00%

Trading in Equity Shares of the Company is permitted only in dematerialized form. As on March 31, 2024, 99.03% of Company's total equity shares representing 8,94,98,270 Equity Shares were held in dematerialized form and the balance shares were in physical form.

10.13 Outstanding GDR/ADR/Warrants or any Convertible instruments: Nil

10.14 **Plant Location:** Not applicable. TFCL is a financial institution having its registered & corporate office at Delhi and branch/liaison office at Mumbai.

10.15 Address for correspondence:

The Company's registered & corporate office is situated at:

4th Floor, Tower 1, NBCC Plaza,
Sector V, Pushp Vihar, Saket,
New Delhi – 110 017

Phone No.: 011-47472200, 29561180

Email: ho@tfcilt.com, Website: www.tfcilt.com

Designated Email-id for investors' queries: complianceofficer@tfcilt.com

The Company's other office is situated at:
C-304, Marathon Innova,
Veer Santoshi Lane, off. Ganpatrao
Kadam Marg, Lower Parel,
Mumbai – 400 013
Phone: 022-40591106

Shareholders' correspondence should be addressed to:

MCS Share Transfer Agent Ltd.,
Registrar and Transfer Agent,
F-65, 1st Floor, Okhla Industrial Area Phase I,
New Delhi-110 020

Phone: 011-41406149/51/52

Email: helpdeskdelhi@mcsregistrars.com

Shareholders holding shares in electronic mode should address their entire correspondence to their respective Depository Participants (DP).

Debenture Trustee:

IDBI Trusteeship Services Limited

Universal Insurance Building,
Ground Floor, Sir PM Road, Fort,
Mumbai – 400 001
T: 022-40807000

Axis Trustee Services Limited

The Ruby, 2nd Floor, SW
29 Senapati Bapat Marg
Dadar West, Mumbai – 400 028
T: 022-62300451

11. Review of Directors' Responsibility Statement

The Board, in its Report, has confirmed that the annual accounts for the year ended March 31, 2024 have been prepared as per applicable Indian accounting standards and policies and that sufficient care has been taken for maintaining adequate accounting records.

12. Compliance Certificate of the Auditors

The Secretarial Auditors have issued certificate confirming compliance with the conditions of Corporate Governance as stipulated under the SEBI (LODR) Regulations. The same is attached to the Directors' Report forming part of the Annual Report.

13. Management Discussion and Analysis

Management's Discussion & Analysis forms part of the annual report.

14. Managing Director & CFO Certification

The Managing Director & CFO of the Company gives annual certification on financial reporting and internal controls to the Board in terms of SEBI (LODR) Regulation. The Managing Director & CFO of the Company also gives quarterly certification on financial results while placing financial results before the Board in terms of the SEBI (LODR) Regulation.



REPORT ON CSR ACTIVITIES/ INITIATIVES

[Pursuant to Section 135 of the Act & Rules made thereunder]

1. A brief outline of the company's CSR policy, including overview of the projects or programmes proposed to be undertaken

Vision Statement

Ensuring the selection, implementation and monitoring of CSR initiatives in letter and spirit through appropriate procedures and transparent reporting in compliance with provision of Companies Act and applicable laws.

To promote and create additional employment opportunities particularly in Tourism Sector by enhancing vocational skill specially among the children, women, young entrepreneurs, by undertaking livelihood enhancement projects as a key contributor to the growth of India and support sustainable development activities aimed at creating a cleaner, greener and healthier environment. To support project which would promote tourism in the country by preservation/protection/enhancement of tourism products of the country.

Objective

To support activities which help cleaner, greener and healthier environment and thereby enhancing TFCI's perception as a social responsible entity. To implement CSR initiatives in conformity with the provisions of Companies Act, 2013 and applicable rules made thereunder.

2. The composition of the CSR Committee

During the year under report, the Corporate Social Responsibility Committee of the Board comprised of 3 Directors including 1 NED, 1 NEID and WTD & CFO. The Chairman of the Committee is an Non-Executive Director.

Sl. No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1	Dr. S.Ravi	Chairman (Non-Executive Director)	4	4
2	Mrs. Thankom T. Mathew	Independent Director (NEID)	4	4
3	Shri Anoop Bali	Whole Time Director & CFO	4	4
4	Shri R.K.Dubey [#]	Non-Executive Director	-	-

[#] inducted as member on 20.5.2023 and resigned on 23.6.2023

3. Web-link(s) where Composition of CSR Committee, CSR Policy and CSR Projects approved by the board are disclosed on the website of the company: www.tfciltd.com
4. Executive summary along with web-link(s) of Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8, if applicable: **Not applicable**
5.
 - (a) Average Net Profit of the company as per section 135(5): ₹105,70,77,000
 - (b) Two percent of average net profit of the company as per section 135(5): ₹2,11,41,540/-
 - (c) Surplus arising out of the CSR projects or programmes or activities of the previous financial years: NIL
 - (d) Amount required to be set off for the financial year, if any: Nil
 - (e) Total CSR obligation for the financial year[(b)+(c)-(d)]: ₹2,11,41,540/-
6.
 - (a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project): ₹2,11,42,000/-
 - (b) Amount spent in Administrative Overheads: Nil
 - (c) Amount spent on Impact Assessment, if applicable: Not Applicable
 - (d) Total amount spent for the Financial Year [(a)+(b)+(c)]: ₹2,11,42,000/-



(e) CSR amount spent or unspent for the financial year:

Total Amount Spent for the Financial Year. (in ₹)	Amount Unspent (in ₹)				
	Total Amount transferred to Unspent CSR Account as per section 135(6).		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5).		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
2,11,42,000	NIL	NIL	NIL	NIL	NIL

(f) Excess amount for set-off, if any:

Sl. No.	Particular	Amount (in ₹)
(i)	Two percent of average net profit of the company as per section 135(5)	2,11,41,540
(ii)	Total amount spent for the Financial Year	2,11,42,000
(iii)	Excess amount spent for the Financial Year [(ii)-(i)]	460
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous Financial Years, if any	Nil
(v)	Amount available for set off in succeeding Financial Years [(iii)-(iv)]	460

7. Details of Unspent CSR amount for the preceding three financial years: Not applicable

Sl. No.	Preceding Financial Year.	Amount transferred to Unspent CSR Account under section 135 (6) (in ₹)	Balance Amount in Unspent CSR Account under section 135 (6) (in ₹)	Amount spent in the reporting Financial Year (in ₹).	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any.		Amount remaining to be spent in succeeding financial years. (in ₹)	Deficiency, if any
					Amount (in ₹).	Date of transfer.		
1	2022-23	N.A	N.A	N.A	N.A	N.A	N.A	N.A
2	2021-22	N.A	N.A	N.A	N.A	N.A	N.A	N.A
3	2020-21	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	TOTAL							

8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year: No

Furnish the details relating to such asset(s) so created or acquired through Corporate Social Responsibility amount spent in the Financial Year: **Not applicable**

9. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per subsection (5) of section 135: Not applicable

Date: 10.07.2024

Place: New Delhi

Sd/-

(Managing Director)

Sd/-

(Chairman of CSR Committee)



Details of CSR projects and amount spent thereon during 2023-24

Sector in which the project is covered	Sr. No.	Name of NGO/CSR Project	Location of the Project	Amount spent (₹)	CSR registration number
1. Skill Development Program	i	Regional Centre for Entrepreneurship Development towards Skill development Training for Chef for 30 beneficiaries belonging to Socially & Economically unprivileged communities.	Solan, Himachal Pradesh	5,25,000	CSR00000070
	ii	PanIIT Alumni Reach for India Foundation for Culinary Commis Chef Course (one year) for 40 underprivileged girls from Naxal affected aspirational districts of low HDI states of Jharkhand & Madhya Pradesh.	Ranchi, Jharkhand	16,00,000	CSR00000005
	iii	Bhartiya Sarva Samaj Mahasangh towards tailoring training to 50 poor, destitute and widow women.	New Delhi	5,00,000	CSR00012986
2. Education	iv	Friends of Tribals Society towards supporting 114 one-teacher one-school called Ekal vidyalaya in rural villages of India.	Chhindwara, Madhya Pradesh	25,08,000	CSR00001898
	v	Mahesh Foundation for setting up a new Computers Lab by procuring 25 computer and 1 smart board for the benefit of 1000 HIV infected orphans and Underprivileged Children studying at Mahesh Foundation's Utkarsha Learning Center at Belagavi, Karnataka.	Belagavi, Karnataka	14,78,000	CSR00003827
	vi	Aseem Charitable Education Trust for setup six Rural Community Library cum Creative Learning Centres in underserved community in Gurugram, Haryana (2), Bagpat, U.P (2), Manipur (1) and Neemrana, Rajasthan (1) for underprivileged children.	Pan India	5,80,000	CSR00008591
	vii	Khelaghar towards education, food and lodging to 100 underprivileged Girl Students.	Kolkata, West Bengal	5,00,000	CSR00019079
	viii	Navjeevan Social Enterprise Foundation for setting up Computers Lab and library in Asha Kiran High School, Paned, Raigad, Maharashtra for the benefit of 500 Children from tribal community or economically marginalized families	Raigad, Maharashtra	7,13,000	CSR00067956
	ix	ABHAS – Action Beyond Help And Support towards ICT Skills Development Program for 150 children of class VIII to XII from very poor background in Tughlakabad Village, New Delhi.	New Delhi	5,46,000	CSR00006845
	x	Ruchika Social Service Organization for Transformation Of Open Shelter (Drop in Centre providing care and support services to thousands of orphaned and abandoned children in a family-like environment) for 40 children in need of care and protection at Bhubaneshwar.	Bhabaneshwar, Odisha	7,56,000	CSR00000761
3. Sports	xi	Health Fitness Trust for Athlete Training Programme for 5 national level Athletes and Taekwondo Martial Art Taining Programme for 75 Athletes.	New Delhi	18,00,000	CSR00008173
4. Eradicating Hunger and Malnutrition	xii	The Akshaya Patra Foundation to support School Meal Programme to feed 300 school children in Delhi.	New Delhi	9,00,000	CSR00000286
	xiii	The Akshaya Patra Foundation to support School Meal Programme to feed 100 slum children getting formal education in Faridabad.	Faridabad, Haryana	5,55,000	CSR00000286
5. Sanitation and safe drinking water	xiv	International Academy of Environmental Sanitation and Public Health for setting up a facility for provision of safe drinking water (installation of Water ATM) at Naya Ghat, Ayodhya, Uttar Pradesh for pilgrims and tourists.	Ayodhya, Uttar Pradesh	12,98,000	CSR00000533
	xv	International Academy of Environmental Sanitation and Public Health for setting up a facility for safe drinking water (installation of Water ATM and Water Cooler) at Gandhi Smriti, New Delhi for visitors and general public.	New Delhi	6,08,000	CSR00000533



Sector in which the project is covered	Sr. No.	Name of NGO/CSR Project	Location of the Project	Amount spent (₹)	CSR registration number
6. Health Care	xvi	V Care Foundation towards active treatment and nutrition/prosthesis/ supportive care to cancers patients.	Mumbai, Maharashtra	9,00,000	CSR00002134
	xvii	Mahavir International, Delhi to support for five free eye & health check-up camps for benefits of needy patient and Menstrual Hygiene Awareness Programme with Free Distribution of Oxo-biodegradable Sanitary Napkins for underserved girls and women in the rural and slum areas in Delhi and NCR.	Delhi/NCR	8,50,000	CSR00002906
	xviii	Ramakrishna Mission towards upgradation of Charitable Dispensary with implementation of Digital X-Ray machine and CR system at Ramakrishna Mission Vidyapith, Purulia, West Bengal.	Purulia, West Bengal	9,25,000	CSR00006101
	xix	SHB Social Foundation for Emotional support through Listening post programme and awareness through radio campaigns and social media.	Pan India	9,00,000	CSR00034243
7. Disaster Management	xx	Shaheed Bhagat Sigh Sewa Dal towards 5 Mobile Morgue Refrigerators.	New Delhi	4,90,000	CSR00006078
8. Environmental Sustainability	xxi	Ruchika Social Service Organization for installation of solar street light in slum areas in Delhi.	New Delhi	5,00,000	CSR00000761
9. Armed forces veterans/family grants	xxii	Army Wives Welfare Association to support grants/benefits for the armed forces veterans, war widows and their dependents.	Pan India	10,00,000	CSR00001826
10. Animal Welfare	xxiii	Friendicoes SECA towards food and medical care of small animals.	New Delhi	5,00,000	CSR00001140
	xxiv	Earthlings Trust, Noida towards Animal Feeding Programme for small animals like dogs, cats, goats, birds etc.	Noida, Uttar Pradesh	2,10,000	CSR00026265
Total				2,11,42,000	



Annexure 2

The ratio of the remuneration of each director to the median employee's remuneration and other details in terms of sub-section 12 of Section 197 of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

Sr. No.	Requirements	Disclosure
1	The ratio of the remuneration of each director to the median remuneration* of the employees for the financial year 2023-24.	Shri Anoop Bali, WTD & CFO 4.28:1
2	The percentage increase* in remuneration of each director, CFO, CEO, CS in the financial year year 2023-24.	Shri Anoop Bali, WTD & CFO 18.77% Shri Sanjay Ahuja, CS 17.40%
3	The percentage increase* in the median remuneration of employees in the financial year year 2023-24.	The median remuneration of the employees in the financial year was increased by 5.85%. The calculation of 5.85% increase in Median Remuneration is done based on comparable employees.
4	The number of permanent employees on the rolls of the Company	There were 35 employees including contractual employees as on March 31, 2024
5	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration;	Average percentile increase in salaries of non- managerial personnel in the last financial year was 8.85% in comparison with 18.77% increase in the managerial remuneration.
6	Affirmation that the remuneration is as per the remuneration policy of the Company	Yes, the remuneration payable to WTD/MD/ Employees is as per the remuneration policy of the company approved by the Board.

7. Name of every employee of the company, who:

B. Information pursuant to Section 197 of the Companies Act, 2013 read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

The details of permanent employees (those in receipt of remuneration not less than One Crore two lakh rupees per annum or If employed for a part of the financial year, was in receipt of remuneration not less than Eight lakh Fifty Thousand rupees per month) is as under:

Name	Age	Designation	Remuneration (as per Form 16) (₹ in lakh)	Qualifications	Experience (Year)	Date of Commence of Employment	Previous Employment/ Position Held	Whether relative of any director or manager /share held
1. Shri Anoop Bali*	58	WTD Director & CFO	126.37	B.Sc.(Honours) Physics, M.B.A	34 years	29.3.1995	Consultant Hardicon	He held 12 equity shares of the Company as on March 31, 2024

* Appointed an Managing Director & CFO w.e.f. 17.5.2024.

General Notes

- (1) Remuneration in case of MD/WTD is as per the terms of appointment approved by the Board and Shareholders.
- (2) *The Remuneration for the purpose of this table is defined as per the Form 16



Form No. MR-3

SECRETARIAL AUDIT REPORT**For the financial year ended 31st March, 2024**

[Pursuant to section 204(1) of the Companies Act, 2013 and rule 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
Tourism Finance Corporation of India Limited
4th Floor, Tower-1, NBCC Plaza, Pushp Vihar,
Sector-5, Saket, New Delhi-110017

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

Based on our verification of the **Tourism Finance Corporation of India Limited** books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on **31st March, 2024** complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

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

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - (d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
 - (e) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
 - (f) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (g) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; **(Not applicable to the Company during the Audit Period)** and
 - (h) Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018; **(Not applicable to the Company during the Audit Period)**
- (vi) Having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, on test-check basis, the Company has complied with the following laws applicable specifically to the Company:
 - (a) Recovery of Debts to Banks and Financial Institutions Act, 1993.
 - (b) The Securitization and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002.
 - (c) RBI Act, 1934 and the Rule & Regulations made thereunder.

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

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

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



We further report that

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

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

Majority decision is carried through while the dissenting members' views, if any, 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:

- (a) The Board of Directors in its meeting held on February 26, 2024 approved for issue of upto 88,91,000 equity shares of face value of ₹10/- each at an issue price of ₹225/- each aggregating upto ₹200,04,75,000/- by way of preferential issue on private placement basis.
- (b) The Company has obtained the consent of the members on the following resolution by way of passing of Special Resolutions passed by postal ballot:
 - i. Approve for the re-appointment of Shri Bapi Munshi (DIN: 02470242) as an Independent Director of the Company.
- (c) The Company has obtained the consent of the members on the following resolution by way of passing of Special Resolutions in its Extra Ordinary General meeting held on 22nd March, 2024:
 - i. Issuance of Equity Shares by way of Preferential Issue on private placement basis.
- (d) The Company has obtained the consent of the members on the following resolutions by way of passing of Special Resolutions in its Annual General meeting:
 - i. Under Section 42, 71: For Approval for having made and/or making offer(s) or invitation to subscribe to securities, including but not limited to bonds and non-convertible debentures, by way of private placement in one or more tranches, on such terms and conditions as it may consider proper upto an amount not exceeding 700 crore (Rupees Seven Hundred Crore only).
 - ii. Approval for Appointment of Shri Ashok Kumar Garg (DIN: 07633091), as an Independent Director.
 - iii. Approval for Appointment of Mrs. Thankom T. Mathew (DIN: 00025326) as an Independent Director (Women) for second term.
 - iv. Alteration to the Articles of Association of the Company.

For ARUN KUMAR GUPTA & ASSOCIATES
COMPANY SECRETARIES

(ARUN KUMAR GUPTA)
Proprietor

FCS No. 5551, CP No. 5086
Peer Review Cer. No. 1658 /2022
UDIN: F005551F000683833

Place: Delhi
Date: 06.07.2024

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

Annexure A

To,
The Members,
Tourism Finance Corporation of India Limited
4th Floor, Tower-1, NBCC Plaza, Pushp Vihar,
Sector-5, Saket, New Delhi-110017

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

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis of our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of accounts of the Company.



4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

For ARUN KUMAR GUPTA & ASSOCIATES
COMPANY SECRETARIES

(ARUN KUMAR GUPTA)

Proprietor

FCS No. 5551, CP No. 5086

Peer Review Cer. No. 1658 /2022

Date: 06.07.2024

Place: Delhi

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

*(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI
(Listing Obligations and Disclosure Requirements) Regulations, 2015)*

To
The Members,
Tourism Finance Corporation of India Limited
4th Floor, Tower-1, NBCC Plaza, Pushp Vihar,
Sector-5, Saket, New Delhi-110017

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Tourism Finance Corporation of India Limited** having CIN L65910DL1989PLC034812 and having registered office at 4th Floor, Tower-1, NBCC Plaza, Pushp Vihar, Sector-5, Saket, New Delhi-110017 (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

SR. NO.	NAME OF DIRECTOR	DIN	DATE OF APPOINTMENT IN COMPANY
1.	Mr. Bapi Munshi	02470242	01/02/2018
2.	Mrs. Thankom T Mathew	00025326	24/10/2018
3.	Dr. S. Ravi	00009790	04/04/2022
4.	Mr. Anoop Bali	00302077	18/04/2022
5.	Mr. Ghanshyam Das Mundra*	00035877	10/08/2022
6.	Mr. Ashok Kumar Garg	07633091	20/05/2023
7.	Mr. Parkash Chand	07507069	20/09/2023

* Ceased to be Director w.e.f. 05/04/2024

For ARUN KUMAR GUPTA & ASSOCIATES
COMPANY SECRETARIES

(ARUN KUMAR GUPTA)

Proprietor

FCS No. 5551, CP No. 5086

Peer Review Cer. No. 1658 /2022

UDIN: F005551F000683800

Place: Delhi

Date: 06.07.2024



COMPANY SECRETARY'S CERTIFICATE ON CORPORATE GOVERNANCE

To the Members of

Tourism Finance Corporation of India Limited

We have examined the compliance of conditions of Corporate Governance by Tourism Finance Corporation of India Limited for the year ended 31st March, 2024, as stipulated in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

For Arun Kumar Gupta & Associates
Company Secretaries

(Arun Kumar Gupta)
Proprietor

FCS No. 5551, CP No. 5086

Peer Review Cer. No. 1658 /2022

UDIN: F005551F000683811

Place: Delhi

Date: 06.07.2024

CHIEF EXECUTIVE OFFICER & CHIEF FINANCIAL OFFICER CERTIFICATION

I, Anoop Bali, Whole Time Director & Chief Financial Officer (CFO) of Tourism Finance Corporation of India Limited, certify to the Board that:

- A. I have reviewed financial statements and the cash flow statement for the year and that to the best of my knowledge and belief:
- These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - These statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations;
- B. There are, to the best of my knowledge and belief, no transactions entered into by the company which are fraudulent, illegal or violative of the company's code of conduct.
- C. I accept the responsibility for establishing and maintaining internal controls for financial reporting and that I have evaluated the effectiveness of the internal control systems of the company pertaining to financial reporting and I have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which I am aware and the steps I have taken or propose to take to rectify these deficiencies.
- D. I have indicated to the Auditors and the Audit Committee:
- significant changes in internal control over financial reporting during the year;
 - significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

Place: New Delhi

Date : May 16, 2024

(Anoop Bali)

Whole Time Director & CFO

DECLARATION BY THE MANAGING DIRECTOR UNDER SEBI (LODR) REGULATIONS, 2015

I hereby confirm that all Board Members and Senior Management Personnel have confirmed compliance with Code of Conduct for Directors and Senior Management Personnel for the Financial Year ended March 31, 2024.

Place : New Delhi

Date : May 17, 2024

(Anoop Bali)

Managing Director & CFO



APPENDIX TO DIRECTORS' REPORT

PROJECTS WISE AND PURPOSE WISE CLASSIFICATION OF FINANCIAL ASSISTANCE SANCTIONED DURING 2023-24 AND CUMMULATIVE UPTO 31.03.2024

(Amount in ₹ Lakh)

SECTOR	NEW		EXPANSION/REN./ EQ. FINANCE		ACQU./ REFIN. FOR EXP. ETC.		TOTAL	
	NO	AMOUNT	NO.	AMOUNT	NO.	AMOUNT	NO.	AMOUNT
A. TOURISM-HOSPITALITY								
5 STAR HOTEL	2	11500	0	0	6	35960	8	47460
	101	232875	35	31684	63	243901	199	508460
4 STAR HOTEL	1	10000	1	250	3	24700	5	34950
	64	125376	16	14602	19	70161	99	210139
3 STAR HOTEL	0	0	0	0	1	2000	1	2000
	287	210572	41	25145	58	68858	386	304575
2 STAR HOTEL	0	0	0	0	0	0	0	0
	26	12568	2	478	5	7941	33	20987
HERITAGE	0	0	0	0	0	0	0	0
	17	3764	5	1455	2	586	24	5805
UNCLASSIFIED	0	0	0	0	0	0	0	0
	3	2710	1	24	3	7481	7	10215
SUB-TOTAL (A)	3	21500	1	250	10	62660	14	84410
	498	587865	100	73388	150	398928	748	1060181
B. TOURISM-OTHER PROJECTS								
Amusement Park, FECs, Convention Centre, Restaurant, Travel & Tours etc.	0	0	0	0	0	0	0	0
SUB-TOTAL (B)	78	52847	42	67633	15	17412	135	137892
C. OTHERS SECTORS								
NBFC	9	10750	0	0	0	0	9	10750
	18	30750	0	0	0	0	18	30750
REAL-ESTATE	6	24200	0	0	0	0	6	24200
	22	69186	0	0	1	2500	23	71686
MANUFACTURING	3	23000	1	3000	0	0	4	26000
	5	28500	6	16000	23	77174	34	121674
INFRASTRUCTURE PROJECTS	0	0	0	0	0	0	0	0
	10	36180	1	3000	5	18076	16	57256
SUB-TOTAL (C)	18	57950	1	3000	0	0	19	60950
	55	164616	7	19000	29	97750	91	281366
G. TOTAL (A+B+C)	21	79450	2	3250	10	62660	33	145360
	631	805328	149	160021	194	514090	974	1479439

Normal - Current Year (2023-24)

Highlighted - Cumulative



INDEPENDENT AUDITORS' REPORT

To the Members of Tourism Finance Corporation of India Limited Report on the Standalone Financial Statements

Opinion

We have audited the accompanying Standalone financial statements of Tourism Finance Corporation of India Limited ("the Company"), which comprise the standalone Balance Sheet as at 31st March 2024, and the standalone Statement of Profit and Loss (including other comprehensive income), standalone Statement of Changes in Equity and standalone cash flows statement for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "standalone financial statements")

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the 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 its profit and other 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 Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules there under, 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.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements for the financial year ended 31.03.2024. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Sr. No.	Key Audit Matters	How our Audit addressed Key Audit Matters
1.	<p>Impairment of Financial Assets based on expected credit losses as at balance sheet date (As described in note no 43 of the standalone financial statement)</p> <p>Ind AS 109 requires the company to provide for impairment of its Financial Assets using an expected credit loss (ECL) model. A model of ECL is developed by the company based on the guiding principal prescribed under Ind AS 109.</p> <p>Accordingly as on 31.03.2024 the Company has reported Gross loans amounting to ₹158892.35 lakh against which an impairment loss of ₹3265.43 lakh has been recorded.</p> <p>ECL involves an estimation of probability weighted loss on financial instrument over their life information about past event, current conditions and estimates of future economic conditions which could impact the credit quality of company's loans and advances.</p> <p>In the above process, a significant degree of judgement has been applied by the management which includes:</p> <ul style="list-style-type: none"> • Segmentation of the loan portfolio into homogenous pool of borrowers, • Identification of exposures where there is a significant increase in credit risk, 	<p>Considered the Company's accounting policies for impairment of Financial assets and their compliance with Ind AS 109 and the "Governance framework" in line with Reserve Bank of India (RBI) guidance.</p> <p>Evaluated the Company's Expected Credit Loss (ECL) methodology and the underlying assumptions,</p> <p>Assessed the Exposure at Default used in the impairment calculations on a test basis;</p> <p>Evaluated the basis and methodology adopted by management to determine 12 months and life-time probability of defaults for various homogenous segments and performed test checks. Assessed and verified the data used in the impairment computation;</p> <p>Evaluated the process adopted by the management for significant judgments and estimates, including future economic conditions, for ECL Computation and additional overlay provision</p> <p>Assessed analytical reviews of disaggregated data to observe any unusual trends warranting additional audit procedures;</p>



Sr. No.	Key Audit Matters	How our Audit addressed Key Audit Matters
	<ul style="list-style-type: none"> Completeness and timing of recognition of default, in accordance with the prudential norms on Income Recognition, Asset classification and provisioning pertaining to loan assets, Determination of the 12 months and lifetime probability of default for each of the segment identified and Technique based on past trends/experience, management estimates used to determine probability of default, loss given default, exposure at default for extended exposure. <p>As stated in note number 43 to the standalone financial statement for the year ended on 31st March 2024 the management has determine the allowances for credit losses based on historical loss experience adjusted to reflect current and estimated future economic conditions. Considering the future uncertainties and considering the increased default risk in the accounts which are presently under SMA category (accounts under stress) and other factors which has impact on the company’s business operation, the company has recorded ECL allowances aggregating to ₹3265.43 lakh which includes an overlay of ₹2801.53 lakh as part of ECL to reflect among other things the increased risk of deterioration in loan assets. Company is periodically monitoring the basis of estimates and assumptions to arrive at overlay which significantly depend on the future development in the accounts. In view of the significance of the amount of loan assets in the standalone financial statements and high degree of management’s judgement involve in estimation of ECL we have considered allowance of credit loss as key audit matter.</p>	<p>Reviewed advances including SMA (stressed advances) on a sample basis with respect to compliance with the RBI Circulars/Guidelines/ Judicial pronouncements. Assessed disclosure made in the standalone financial statements in respect of expected credit losses.</p>
	<p>Pending litigations with tax Authorities</p> <p>During the assessment proceedings of the earlier years the tax authorities has raised the tax demands on the company. The company has disputed such demands and preferred appeal against them at appropriate forums.</p> <p>As per Ind AS 37 the company is required to perform an assessment of the probability of economic outflow on account of such disputed tax matters pending under litigation and determine whether any particular obligation needs to be recorded as a provision in the books of accounts or to be disclose as a contingent liability.</p> <p>As such demand amounting to ₹600.47 lakh are pending under litigation at different forum is treated as contingent liability. Considering the significant degree of judgement applies by the management in making such assessment and the resultant impact on the standalone financial statement we have considered it to be a key audit matter.</p>	<p>We have performed the following procedure to assess the company’s exposure for tax matters under litigation.</p> <ul style="list-style-type: none"> Evaluated the process laid down by the management for performing their assessment taking into consideration past legal precedents, changes in laws and regulations, expert opinions obtained from external tax/legal experts as made available to us by the Company; Evaluated communications with relevant authorities including notices, demands, orders, etc., relevant to the pending litigations, as made available to us by the management; Tested the accuracy of disputed amounts from the underlying communications received from tax authorities and responses filed by the Company; Considered the submissions made to appellate authorities and expert opinions obtained by the Company from external tax / legal experts which form the basis for management’s assessment; Assessed the positions taken by the management in the light of the aforesaid information. Evaluated the disclosures included in the Standalone Financial Statements in this regard.



Sr. No.	Key Audit Matters	How our Audit addressed Key Audit Matters
	<p>Investment in Security Receipts (SRs) Company has investments in Security Receipts (SRs) issued by ARCs on assignment of certain loan accounts. The impairment on such investments is ascertained on the basis of NAV declared by ARCs based on evaluation done by external rating agencies. The impairment is further tested considering relevant RBI guidelines in this regard. Considering the significant judgement and estimation on the recoverability, above is considered to be a Key Audit Matter.</p>	<p>Evaluated the assignment agreement executed between Company and ARC. Reviewed the compliance with the RBI guidelines. Verified NAV letter issued by ARC based on evaluation done by external rating agency.</p>

Information other than the Standalone Financial Statements and Auditor's Report thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the company's Annual Report but does not include the standalone financial statements and our auditor's report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon. In connection with our audit of the standalone financial statements, our responsibility is to read the other information when it becomes available to us and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

When we read such other information as and when made available to us and if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance. We have nothing to report in this regard.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, including other comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS 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 of the assets of the Company and for preventing and detecting frauds and other irregularities, selection and application of appropriate accounting policy, making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Standalone financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management 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 management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

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

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

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

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

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone 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

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.

As required by Section 143(3) of the Act, we report that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

(c) The Balance Sheet, the Statement of Profit and Loss (including other comprehensive income), statement of change in equity and the Cash Flow Statement dealt with by this report are in agreement with the books of accounts.

(d) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act, read with the rule 7 of the companies rule (accounts), 2014 to the extent applicable to the company and in the manner so required.

e) On the basis of the written representations received from the directors as on 31.03.2024 and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2024 from being appointed as a director in terms of Section 164 (2) of the Act.

f) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act

g) In respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure-B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.

h) Management has represented to us that, to the best of it's knowledge and belief, other than as disclosed in the notes to the accounts no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

i) Management has represented to us that, to the best of it's knowledge and belief, other than as disclosed in the notes to the accounts no funds have been received by the company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.



- j. i) The Dividend declared and paid by the Company during the year in respect of previous year is in accordance with section 123 of the Act to the extent it applies to the payment of dividend.
- ii) As stated in note no.39 (a) to the financial statements, the Board of Director of the company have proposed dividend for the year, which is subject to the approval of the members at the ensuing annual general meeting. The dividend proposed is in accordance with the provision of section 123 of the Act to the extent it applies to declaration of dividend.
- k) Based on our examination, which included test checks, the Company has used accounting software for maintaining books of accounts, which has feature of recording audit trail (edit log) facility for Loans and advances and the same has operated throughout the year for all relevant transactions recorded in the loan and advances software. Further the feature of recording audit trail (edit log) for other non editable fields was not enabled during the year, considering that there is no provision of edit, modification, deletion for the transaction other than loan transactions in the accounting software. However, the above feature in respect of non editable field is enabled subsequent to the end of financial year. Further we did not come across any instance of audit trail feature of Loan Accounting being tempered with.
- l) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements.
- ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts to the standalone financial statements;
- iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For **M Verma & Associates**
Chartered Accountants
FRN: 501433C

(CA Mohender Gandhi)
Partner
M No. 088396

UDIN: 24088396BKFXBZ4792

Place: New Delhi
Date: May 17, 2024

ANNEXURE 'A' TO THE INDEPENDENT AUDITOR'S REPORT

The Annexure referred to in our independent auditor's report in paragraph 3 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of **Tourism Finance Corporation of India Limited** on the standalone financial statement for the year ended 31.03.2024, we report that

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

- (i) (a) (A) The Company has maintained fixed assets records showing full particulars, including situation of Property, Plant and Equipment except quantitative detail and record for Right of use assets. In our opinion the record maintained are proper however, the records needs to be strengthened by maintaining the audit trail for any subsequent modification/alteration in the fixed assets records.
- (B) The Company has maintained proper records showing full particulars of intangible assets.
- (b) The Company has a system of physical verification of its fixed assets annually. Accordingly, fixed assets were verified during the year and no material discrepancies were noticed on such verification. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.
- (c) As per information and record provided to us in respect of company's property situated at 4th floor NBCC Plaza Pushp Vihar Sector -5 Saket New Delhi 110017, execution of title deed (Sub-lease deed) in favour of company is pending, however agreement to sale and possession letter dated 04.04.2008 executed in favour of company by NBCC Ltd is held on record. Further title deeds of property situated at Mussoorie, disclosed in the financial statements as "Assets held for sale" are held on record.
- (d) The Company has not revalued any of its Property, Plant and Equipment (including right-of-use assets) and intangible assets during the year.
- (e) 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 (as amended in 2016) and rules made thereunder.
- (ii) (a) The Company is not dealing or trading in inventories hence reporting under clause 3(ii)(a) of the Order is not applicable.



- (b) Working Capital facility amounting to ₹3500 lakh is sanctioned by Banks against the security of hypothecation of book debts / future receivable and pledge of debt investments. As per information and records available to us company is submitting monthly /quarterly statements to the Banks. No discrepancy was observed on random verification of statements submitted to the banks with the books of accounts maintained by the company.
- (iii) (a) The company is registered as NBFC and principal business of the company is to give loan therefore clause 3(iii)(a) is not applicable.
- (b) As per record, information and explanation provided to us we have observed that the investment made and terms and condition of the loans and advances granted during the year are prima facie not prejudicial to the company's interest.
- (c) As per record, information and explanation provided to us, in respect of loans and advances schedule of repayment for principal and payment of interest has been stipulated. Further as on 31.03.2024 the repayments of principal and interest are regular except in three SMA accounts having aggregate outstanding of ₹7142.58 lakh (including overdue interest) and default amounting to ₹290.20 lakh on account of repayment of principal and interest.
- (d) As per record and information provided to us as on 31.03.2024, two NPA accounts having outstanding balance of ₹4365.94 lakh are overdue for more than 90 days and in our opinion the steps taken by the company for recovery of the amount are reasonable.
- (e) The company is registered as NBFC and principal business of the company is to give loan therefore clause 3(iii)(e) is not applicable.
- (f) As per record, information and explanation provided to us no loan or advance in the nature of loan either repayable on demand or without specifying any term or period of repayment has been granted during the year.
- (iv) As per record and information provided to us in respect of loans, investments, guarantees, and security there is no transaction during the year, which attracts the provisions of section 185 and 186 of the Companies Act 2013.
- (v) The Company has not accepted any deposit or amount which are deemed to be deposits. Hence, reporting under clause 3(v) of the Orders is not applicable.
- (vi) According to information and explanation given to us, maintenance of cost record under sub section (1) of section 148 of the Companies Act 2013 has not been specified by the Central Government. Therefore provisions of clause 3(vi) of the order are not applicable to the Company.

(vii) In respect of statutory dues:

- (a) In our opinion, the Company has generally been regular in depositing undisputed statutory dues, including Goods and Services tax, Provident Fund, Income Tax, Sales Tax, Service Tax, duty of Custom, duty of Excise, Value Added Tax, Cess and other material statutory dues applicable to it with the appropriate authorities.
- (b) According to information and explanation given to us, dues of Income Tax which have not been deposited on account of dispute as on 31.03.2024 are as follows:-

Name of the Statute	Nature of the dues	Amount (₹)	Period to which the amount relates	Forum where dispute is pending
Income Tax	Demand	1,38,51,425 [#]	AY 2008-09	ITAT
Income Tax	Demand	1,68,02,510 ^{##}	AY 2020-21	CIT (Appeal)

[#] Net of tax deposited/ TDS adjusted amounting to ₹3,60,27,442.

^{##} Demand amounting to ₹1,68,02,510 is assessed by the Department after adjusting the refund amount, and wherein the Department has not given the credit of tax deposited by the company amounting to ₹3,65,01,443/- on account of DDT. The Company has preferred an appeal against the assessment and demand amount.

- (viii) There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.
- (ix) (a) As per explanation, information and record provided to us, there is no default in repayment of loan or other borrowings or in the payment of interest thereon during the year.
- (b) As per explanation, information and record provided to us, the Company has not been declared willful defaulter by any bank or financial institution or any other lender.
- (c) As per explanation, information and record provided to us, we have not observed any case of utilization of term loan amount for other purpose other than the purpose for which the term loans were obtained.
- (d) As per explanation information and record provided to us, we have not observed any case of utilization of short term funds for long term purposes.
- (e) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.



- (f) The company has not raised any loan during the year by pledging of securities held in its subsidiary, joint ventures or associates companies.
- (x) (a) The Company has not raised any moneys by way of Initial Public Offer or further public offer (including debt instruments) during the year hence reporting under clause 3(x)(a) of the Order is not applicable.
- (b) The Company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year hence reporting under clause 3(x)(b) of the Order is not applicable.
- (xi) (a) As per explanation and information provided to us, no fraud by the Company and no fraud on the Company has been noticed or reported during the year.
- (b) As per information, record and explanation provided to us, no fraud by the company or on the company is noticed or reported by the company therefore reporting under sub-section (12) of section 143 of the Companies Act is not required to be reported on Form ADT-4.
- (c) As per explanation, information and record provided to us, no whistle blower complaint / communication received during the year by the company.
- (xii) The Company is not a Nidhi Company hence reporting under clause (xii) (a), (b) and (c) of the Order is not applicable.
- (xiii) In our opinion and according to the information and explanation give to us, all the transactions with the related parties entered into by the company are in compliance with Sections 177 and 188 of Companies Act, 2013 and the details of which have been disclosed in the standalone financial statements, as required by the applicable accounting standards.
- (xiv) (a) In our opinion, the Company has an adequate internal audit system commensurate with the size and the nature of its business.
- (b) We have considered the internal audit reports for the year under audit, in determining the nature, timing and extent of our audit procedures.
- (xv) In our opinion during the year the Company has not entered into any non-cash transactions with its Directors or persons connected with its directors, hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- (xvi) (a) The Company is required to registered under Section 45-IA of the Reserve Bank of India Act, 1934 and has been registered vide Reg No. B.14.00005 dated 08.05.2009.
- (b) As per explanation information and record provided to us, company has not conducted any non-banking financial activity without a valid certificate of registration 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 hence reporting under clause (c) and (d) (xvi) of the Order is not applicable.
- (xvii) The Company has not incurred cash losses during the financial year covered by our audit and in the immediately preceding financial year.
- (xviii) Clause 3(xviii) is not applicable as there is no resignation by the statutory auditor during the year.
- (xix) On the basis of the financial ratios, ALM statement, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements and 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 indicating 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) (a) There are no unspent amounts towards Corporate Social Responsibility for other than ongoing projects requiring a transfer to a fund specified in schedule VII to the Companies Act in compliance with second proviso to sub section (5) of Section 135 of the said act. Accordingly, reporting under clause 3 (XX) (a) of the order is not applicable for the year.
- (b) In respect of ongoing projects, there was no unspent balance at the end of the previous financial year and at the end of current financial year requiring a transfer to a special account in compliance with provision of sub-section (6) of Section 135 of the said act.
- (xxi) Clause 3(xxii) is not applicable as preparation of Consolidated Financial Statement is not applicable to the company.

For **M Verma & Associates**
Chartered Accountants
Firm Reg. No.: 501433C

(CA Mohender Gandhi)
Partner

Place: New Delhi
Date: May 17, 2024

M. No. 088396
UDIN: 24088396BKFXBZ4792



ANNEXURE B” - Report on the Internal Financial Controls over financial reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting of Tourism Finance Corporation of India Ltd as of March 31, 2024 in conjunction with our audit of the IND AS standalone 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. 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, to the best of our information and according to the explanation given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2024, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **M Verma & Associates**
Chartered Accountants
Firm Reg. No.: 501433C

(CA Mohender Gandhi)
Partner

Place: New Delhi
Date: May 17, 2024

M. No. 088396
UDIN: 24088396BKFXBZ4792



BALANCE SHEET AS AT MARCH 31, 2024

(₹ in lakh)

Particulars	Note No.	As at March 31, 2024		As at March 31, 2023	
ASSETS					
(1) Financial assets					
(i) Cash and cash equivalents	3	3,209.61		6,097.72	
(ii) Bank balances other than (i) above	4	145.35		147.63	
(iii) Receivables	5				
- Other receivables		4.75		11.67	
(iv) Loans & advances	6	1,55,587.08		1,58,258.43	
(v) Investments	7	46,118.01		33,756.85	
(vi) Other financial assets	8	1,013.74	2,06,078.54	1,692.49	1,99,964.79
(2) Non-financial assets					
(i) Current tax assets (Net)	9	1,604.14		1,485.50	
(ii) Deferred tax assets (Net)	10	689.31		776.89	
(iii) Property, plant and equipment	11	1,360.44		1,413.06	
(iv) Intangible assets under development	12	-		21.80	
(v) Other intangible assets	13	18.79		18.11	
(vi) Right of use assets	14	72.83		92.15	
(vii) Other non-financial assets	15	234.00	3,979.51	175.90	3,983.41
(3) Assets classified as held for sale					
			530.99		530.99
TOTAL ASSETS			2,10,589.04		2,04,479.19
LIABILITIES AND EQUITY					
(1) Financial Liabilities					
(i) Payables					
- Other Payables	16				
-total outstanding dues of micro enterprises and small enterprises		-		-	
-total outstanding dues of creditors other than micro enterprises and small enterprises		-		-	
(ii) Debt securities	17	37,377.22		37,310.48	
(iii) Borrowings (Other than debt securities)	18	60,388.95		62,572.64	
(iv) Other financial liabilities	19	3,625.75	1,01,391.92	2,689.06	1,02,572.18
(2) Non-Financial Liabilities					
(i) Provisions	20	159.06		124.27	
(ii) Other Non-financial liabilities	21	76.09	235.15	72.25	196.52
(3) Equity					
(i) Equity share capital	22	9,037.24		9,037.24	
(ii) Other equity	23	99,924.73	1,08,961.97	92,673.25	1,01,710.49
TOTAL LIABILITIES AND EQUITY			2,10,589.04		2,04,479.19

The Notes No. 1 to 59 are integral part of these financial statements

As per our report of even date

for **M Verma & Associates**

Chartered Accountants

Firm Reg. No: 501433C

(CA Mohender Gandhi)

Partner

M.No.088396

UDIN: 24088396BKFXBZ4792

Date : May 17, 2024

Place : New Delhi

for and on behalf of the Board

(Bapi Munshi)

Director

(Sanjay Ahuja)

Company Secretary

(S. Ravi)

Non Executive Chairman

(Anoop Bali)

Managing Director & CFO



STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED MARCH 31, 2024

(₹ in lakh)

Particulars	Note No.	Year ended March 31, 2024	Year ended March 31, 2023
I. Revenue from Operations			
(a) Interest income	24	19,524.82	19,719.93
(b) Dividend income	25	108.53	79.97
(c) Fees & commission income	26	1,614.74	1,570.93
(d) Net gain/(loss) on fair value changes	27	2,487.17	1,517.38
(e) Other operating income	28	450.00	257.00
		24,185.26	23,145.21
II. Other Income	29	18.30	25.07
III. Total Income (I + II)		24,203.56	23,170.28
Expenses			
(a) Finance costs	30	10,029.30	9,064.62
(b) Employee benefit expenses	31	1,269.59	1,158.91
(c) Depreciation & amortisation	32	113.26	166.24
(d) Other expenses	33	1,004.14	1,032.54
(e) Provision for bad & doubtful debts/write off/ impairment of investment		400.00	811.00
IV. Total Expenses		12,816.29	12,233.31
V. Profit before exceptional items and tax (III - IV)		11,387.27	10,936.97
VI. Exceptional items		-	-
VII. Profit/(loss) before tax (V-VI)		11,387.27	10,936.97
VIII. Tax expense:			
(a) Current Tax		2,230.00	2,145.00
(b) Earlier Year Tax		(41.10)	-
(c) Deferred Tax		87.58	(2.98)
		2,276.48	2,142.02
IX. Profit/(Loss) from continuing operations (VII - VIII)		9,110.79	8,794.95
X. Profit/(Loss) from discontinuing operations		-	-
XI. Tax expense of discontinuing operations		-	-
XII. Profit/(Loss) from discontinuing operations (after tax) (X-XI)		-	-
XIII. Profit/(Loss) for the period (IX + XII)		9,110.79	8,794.95
XIV. Other Comprehensive Income			
(i) Items that will not be reclassified to profit or loss			
- Remeasurements of the defined benefit plans		35.95	65.19
Less: Deferred Tax on above		-	-
(ii) Items that will be reclassified to profit or loss			
- Gain/(Loss) on change in fair valuation of equity/ debt instruments		353.85	308.95
Other Comprehensive Income		389.80	374.14
XV. Total Comprehensive Income for the period (XIII + XIV)		9,500.59	9,169.09
XVI. Earnings per equity share (Weighted Average Shares Outstanding):			
(1) Basic		10.08	9.73
(2) Diluted		10.08	9.73

The Notes No. 1 to 59 are integral part of these financial statements

As per our report of even date

for and on behalf of the Board

for **M Verma & Associates**

Chartered Accountants

Firm Reg. No: 501433C

(Bapi Munshi)

Director

(S. Ravi)

Non Executive Chairman

(CA Mohender Gandhi)

Partner

M.No.088396

UDIN: 24088396BKFXBZ4792

(Sanjay Ahuja)

Company Secretary

(Anoop Bali)

Managing Director & CFO

Date : May 17, 2024

Place : New Delhi



STATEMENT OF CHANGES IN EQUITY

I. Equity Share Capital

Particulars	(₹ in lakh)	
	As at March 31, 2024	As at March 31, 2023
Balance at beginning of the year	9,037.24	9,037.24
Change due to prior period errors	-	-
Restated balance at beginning of the year	9,037.24	9,037.24
Issued during period	-	-
Brought back during period	-	-
Balance at end of the period	9,037.24	9,037.24

II. Other Equity

Particulars	Reserve & Surplus						Equity Instruments through OCI	Total as at 31 March 2024
	Retained Earnings	Capital Reserve	Securities Premium Reserve	Special Reserve u/s 36(1) (viii) of the Income Tax Act 1961	Special Reserve u/s 45IC of RBI Act, 1934	General Reserve		
Balance as at 01 April 2023	13,055.22	11.55	11,531.22	19,976.53	18,458.07	28,220.04	1,420.62	92,673.25
Changes in accounting policy/prior period errors	-	-	-	-	-	-	-	-
Restated balance at the beginning of the reporting period	13,055.22	11.55	11,531.22	19,976.53	18,458.07	28,220.04	1,420.62	92,673.25
Addition	-	-	-	-	-	-	-	-
Profit for the Period	9,110.79	-	-	-	-	-	-	9,110.79
Other Comprehensive Income	35.95	-	-	-	-	-	353.85	389.80
Total Comprehensive Income	22,201.96	11.55	11,531.22	19,976.53	18,458.07	28,220.04	1,774.47	1,02,173.84
Add: Transfer to reserve during the period	-	-	-	1,746.00	1,822.15	2,500.00	-	6,068.15
Add: Reclassification of Realised gain from OCI to reserves	23.60	-	-	-	-	-	(23.60)	-
Less: Appropriations	-	-	-	-	-	-	-	-
- Transfer to General Reserve	(2,500.00)	-	-	-	-	-	-	(2,500.00)
- Transfer to Special Reserve under Section 36(1)(viii) of the Income Tax Act 1961	(1,746.00)	-	-	-	-	-	-	(1,746.00)
- Provision Under Section 45 IC of RBI Act, 1934	(1,822.15)	-	-	-	-	-	-	(1,822.15)
- Payment of Dividend	(2,168.94)	-	-	-	-	-	-	(2,168.94)
Less: Adjustments / withdrawal	-	-	(80.17)	-	-	-	-	(80.17)
- Amortisation of transaction cost of bonds	-	-	(80.17)	-	-	-	-	(80.17)
Closing Balance	13,988.47	11.55	11,451.05	21,722.53	20,280.22	30,720.04	1,750.87	99,924.73

Particulars	Reserve & Surplus						Equity Instruments through OCI	Total as at 31 March 2023
	Retained Earnings	Capital Reserve	Securities Premium Reserve	Special Reserve u/s 36(1) (viii) of the Income Tax Act 1961	Special Reserve u/s 45IC of RBI Act, 1934	General Reserve		
Balance as at 01 April 2022	11,436.13	11.55	11,601.25	17,969.53	16,699.07	25,720.04	1,221.09	84,658.66
Changes in accounting policy/prior period errors	-	-	-	-	-	-	-	-
Restated balance at the beginning of the reporting period	11,436.13	11.55	11,601.25	17,969.53	16,699.07	25,720.04	1,221.09	84,658.66
Addition	-	-	-	-	-	-	-	-
Profit for the Period	8,794.95	-	-	-	-	-	-	8,794.95
Other Comprehensive Income	65.19	-	-	-	-	-	308.95	374.14
Total Comprehensive Income	20,296.27	11.55	11,601.25	17,969.53	16,699.07	25,720.04	1,530.04	93,827.75
Add: Transfer to reserve during the period	-	-	-	2,007.00	1,759.00	2,500.00	-	6,266.00
Add: Reclassification of Realised gain from OCI to reserves	109.42	-	-	-	-	-	(109.42)	-
Less: Appropriations	-	-	-	-	-	-	-	-
- Transfer to General Reserve	(2,500.00)	-	-	-	-	-	-	(2,500.00)
- Transfer to Special Reserve under Section 36(1)(viii) of the Income Tax Act 1961	(2,007.00)	-	-	-	-	-	-	(2,007.00)
- Provision Under Section 45 IC of RBI Act, 1934	(1,759.00)	-	-	-	-	-	-	(1,759.00)
- Payment of Dividend	(1,084.47)	-	-	-	-	-	-	(1,084.47)
Less: Adjustments / withdrawal	-	-	(70.03)	-	-	-	-	(70.03)
- Amortisation of transaction cost of bonds	-	-	(70.03)	-	-	-	-	(70.03)
Closing Balance	13,055.22	11.55	11,531.22	19,976.53	18,458.07	28,220.04	1,420.62	92,673.25

As per our report of even date

for and on behalf of the Board

for **M Verma & Associates**

Chartered Accountants

Firm Reg. No: 501433C

(CA Mohender Gandhi)

Partner

M.No.088396

UDIN: 24088396BKFXBZ4792

Date : May 17, 2024

Place : New Delhi

(Bapi Munshi)

Director

(Sanjay Ahuja)

Company Secretary

(S. Ravi)

Non Executive Chairman

(Anoop Bali)

Managing Director & CFO



CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MARCH 2024

(₹ in lakh)

Particulars	Year Ended 31 March 2024	Year Ended 31 March 2023
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit Before Tax	11,387.27	10,936.97
Adjustment for :		
Gain/(Loss) under OCI Section	389.80	374.14
Depreciation & Amortisation	113.26	166.24
Finance Cost on Lease Liability on Right to Use Assets	7.98	12.96
Operating Cash before working capital changes	11,898.31	11,490.31
Adjustment for :		
Decrease/(Increase) in Loans & Advances	2,671.35	22,194.66
Decrease/(Increase) in Investments	(12,361.16)	(17,218.14)
Decrease/(Increase) in Receivables	6.92	2.65
Decrease/(Increase) in Other Financial Assets	678.75	(311.15)
Decrease/(Increase) in Other Non-Financial Assets	(58.10)	(35.22)
Decrease/(Increase) in Other Cash Balances	2.28	49.42
Increase/(Decrease) in Debt Securities	-	(25,579.97)
Increase/(Decrease) in Borrowings	(2,183.69)	(1,761.01)
Increase/(Decrease) in Other Financial Liabilities	950.54	(594.46)
Increase/(Decrease) in Provisions	34.79	(77.63)
Increase/(Decrease) in Other Non-Financial Liabilities	3.84	21.03
Cash Generated from Operation	1,643.83	(11,819.51)
Direct Tax Paid (net)	(2,307.54)	(1,866.39)
Net Cash Flow from Operating Activities	(663.71)	(13,685.90)
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets	(42.45)	(1.53)
Sale of Fixed Assets	0.45	0.44
Intangible Assets under Development	21.80	-
Net Cash used in Investing Activities	(20.20)	(1.09)
C. CASH FLOW FROM FINANCIAL ACTIVITIES		
Preferential Issue Expenses (Adjusted from Securities Premium Reserve)	(13.43)	-
Payment of Dividend	(2,168.94)	(1,084.47)
Payment/Adjustment of Lease Liability on Right to Use Assets	(21.83)	(81.30)
Net Cash used in Financing Activities	(2,204.20)	(1,165.77)
Net Increase/(Decrease) in Cash and Cash Equivalents (A+B+C)	(2,888.11)	(14,852.76)
Cash and Cash Equivalent at the Beginning of the Year	6,097.72	20,950.48
Cash and Cash Equivalent at the End of the Year	3,209.61	6,097.72
COMPONENTS OF CASH AND CASH EQUIVALENTS		
Cash in hand	-	-
Balance with Banks		
- Current Accounts	2,267.72	98.93
- Deposit Accounts	941.89	5,398.79
- DD/Cheques in Hand	-	600.00
Total Cash and Cash Equivalents (Note No. 3)	3,209.61	6,097.72

As per our report of even date

for and on behalf of the Board

for **M Verma & Associates**

Chartered Accountants

Firm Reg. No: 501433C

(CA Mohender Gandhi)

Partner

M.No.088396

UDIN: 24088396BKFXBZ4792

Date : May 17, 2024

Place : New Delhi

(Bapi Munshi)

Director

(Sanjay Ahuja)

Company Secretary

(S. Ravi)

Non Executive Chairman

(Anoop Bali)

Managing Director & CFO

**NOTES FORMING PART OF FINANCIAL STATEMENTS****Financial Statements for Year Ended 31 March 2024****1. Corporate Information**

Tourism Finance Corporation of India Limited (TFCI) has been set-up as an All-India Financial Institution, pursuant to the recommendations of “National Committee on Tourism” set-up under the aegis of Planning Commission in 1988. TFCI provides financial assistance by way of rupee term loan, corporate loan and subscription to debentures/equity mainly to tourism sector comprising hotels, motels, resorts, spas, restaurants, food courts, amusement parks, family entertainment centres, multiplexes, etc. and also to other sectors such as social infrastructure (educational institutes, hospitals, affordable housing development, etc.), manufacturing, other services & financial sectors, real-estate, etc., within the scope of its activities.

2. Material Accounting Policies**2.1 Functional and Presentation Currency**

These financial statements are presented in Indian Rupees, the national currency of India, which is the functional currency of the Company.

2.2 Basis of adoption of Financial Statements

The financial statements are prepared in accordance with Indian Accounting Standards (Ind AS) notified under Companies (Indian Accounting Standards) Rules, 2015 and as amended further. The Financial Statements are prepared under historical cost convention from the books of accounts maintained on accrual basis except for certain financial instruments (refer note 2.11) which are measured at fair value. Further, the Company continues to follow the Reserve Bank of India (RBI) Directions issued for Non-Banking Financial Companies – Middle layer (NBFC-ML) with respect to preparation & presentation of accounts. Accounting policies have been consistently applied except where a newly issued accounting standard, if initially adopted or a revision to an existing Ind AS requires a change in the accounting policy hitherto in use. Management evaluates all recently issued or revised Ind AS on an ongoing basis.

2.3 Use of Estimation, Assumption and Judgement

The key assumption, judgement and estimation at the reporting date, that have significant risk, causing the material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The company based its assumption, judgement and estimation on parameters available on the date when financial statement were prepared. Existing

circumstances and assumption about future development, however, may change due to the market changes or circumstances arising that are beyond the control of the company. Such changes are reflected in the assumption when they occur. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable.

2.4 Exceptions**Derecognition of financial assets and liabilities**

The Company has applied Para B2, which permit first-time adopter to apply de-recognition requirements in Ind AS 109 prospectively for transactions occurring on or after the date of transition to Ind AS.

Classification & measurement of financial assets:

The Company has followed classification and measurement of financial assets in accordance with Ind AS 109 and classification of Financial Instruments have been made on the basis of facts and circumstances that existed at the date of transition to Ind AS.

Estimates

The Company made estimates for following items in accordance with Ind AS:

- Investment in equity instruments carried at FVTPL or FVTOCI;
- Investment in debt instruments carried at FVTPL; and
- Impairment of financial assets based on expected credit loss model

2.5 Cost for Property, Plant & Equipment and Intangible Assets

The company has availed exemption under para D7AA of appendix D to Ind AS 101 which permits a first time adopter to continue with the carrying values for its PPE and intangible assets as at date of transition to Ind AS measured as per previous IGAAP.

The cost of an item of **Property, Plant & Equipment**, comprises its purchase price, including import duties and non-refundable taxes after deducting trade discounts/rebates and including any directly attributable expenditure to bring the PPE to the location and making it ready for its intended use. Subsequent costs are included in the asset's carrying amount, only when it is probable that future economic benefits associated with the items will flow to the entity and the cost of the item can be reliably measured. Gains or losses arising from de-recognition of items of PPE are



measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized. Major repairs and/or renovation expenditure are capitalized under Ind AS 16 as replacement costs.

An **Intangible Asset** is recognized where it is probable that the future economic benefits attributable to the asset will flow to the company. Intangible assets are carried at cost less accumulated amortization and accumulated impairment losses, if any. These assets are amortized on the basis of Straight Line Method over a period of 10 years or its useful life, whichever is lower.

2.6 Revenue Recognition

For recognition of revenue, the Company adopts the accrual basis except where there is uncertainty as to collection. Revenue is measured at fair value of the consideration received or receivable. Interest income is recognized on a time proportion basis, using the effective interest rate method (EIR) except in case of income on 'Non-Performing Assets' which is recognized on realization basis. Any gain/loss on account renegotiation/modification is recognized in the P&L statement.

Dividend Income is recognized on right to receive basis. Consultancy, Advisory and Management Fee is recognized on actual receipt basis.

Revenue from lease rentals are recognised on a time proportion basis from the commencement date, as prescribed in the lease agreement entered with the lessee.

2.7 Depreciation

The depreciable amount of an item of PPE is allocated on a straight line basis over its useful life as prescribed under Schedule II to the Companies Act, 2013.

Each part of an item of PPE with a cost that is significant in relation to the total cost of the asset and useful life of that part is different from remaining part of the asset; such significant part is depreciated separately.

Depreciation on additions to/deductions from PPE during the year is charged on pro-rata basis from the month of such addition or as the case may be up to the month in which such PPE is sold, discarded, demolished or destroyed.

2.8 Assets held for Sale

Non-current assets or disposal groups comprising of assets and liabilities are classified as 'held for sale' when all of the following criteria's are met:

- Decision has been made to sell,
- The assets are available for sale in its present condition,
- The assets are being actively marketed, and
- Sale has been agreed or is expected to be concluded within 12 months of the Balance Sheet date.

Subsequently, such non-current assets and disposal groups classified as held for sale are measured at the lower of its carrying value and fair value less costs to sell. Non-current assets held for sale are not depreciated or amortized.

2.9 Impairment - PPE and Intangible Assets

If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. An impairment loss is recognized immediately in statement of profit and loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

Recoverable amount is the higher of fair value less costs of disposal or value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

At the end of each reporting year, the company reviews the carrying amounts of its tangible, intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any).

2.10 Investment Property

Investment properties are properties held to earn rentals and/or for capital appreciation (including property under construction for such purposes). All of the Company's property interests held under operating leases to earn rentals or for capital appreciation purposes are accounted for as investment properties.

Investment properties are measured initially at cost, including transaction costs. After initial recognition, the company measures investment property at cost less accumulated depreciation and accumulated impairment loss, if any.

Investment properties to be depreciated in accordance to the class of asset that it belongs and the life of the asset shall be as conceived for the same class of asset by the Company.



Though investment property is measured using cost model, the fair value of investment property is disclosed in the notes to accounts.

2.11 Financial instruments

2.11.1 Financial Assets

The Company shall classify financial assets measured at amortized cost, fair value through other comprehensive income (FVTOCI) or fair value through Statement of Profit and Loss (FVTPL) on the basis of its business model for managing the financial assets and the contractual cash flows characteristics of the financial asset.

Financial assets are recognised when the Company becomes a party to the contractual provisions of the instrument and are initially recognised at fair value and directly attributable transaction costs towards acquisition or issue of the financial asset are added to or deducted from the fair value on initial recognition except for financial assets which are recognised at fair value through profit and loss.

For the purposes of subsequent measurement financial assets are classified in the following categories:

- Amortised cost, where the financial assets are held solely for collection of cash flows arising from payments of principal and/or interest
- Fair value through other comprehensive income (FVTOCI), where the financial assets are held not only for collection of cash flows arising from payments of principal and/or interest but also from the sale of such assets.
- Fair value through profit or loss (FVTPL), where the financial assets are not classified either at amortized cost or FVTOCI.

Financial Assets include Investments in equity/preference share, Bonds/debentures or Security receipts, Loans, Security Deposits, Cash & cash equivalents etc.

Management determines the classification of an asset at initial recognition depending on the purpose for which the assets were acquired.

In case of short-term financial assets, carrying value is considered to be its fair value.

2.11.2 Impairment

The Company as permitted by Ind AS 101, has used reasonable and supportable information that is available without undue cost or effort to determine the credit risk as at the year end.

The Company at each reporting year end tests a financial asset or a group of financial assets (other than financial assets held at fair value through profit or loss) for impairment based on evidence or information that is available without undue cost or effort. Expected credit loss (ECL) is assessed and impairment loss recognized if the credit risk of the financial asset is significantly increased.

The impairment losses and reversals are recognized in statement of profit and loss.

Impairment model under Ind AS 109 applies to financial instruments as listed below:

- Financial assets that are debt instruments measured at Amortized Cost (AC)
- Equity investments are measured at Fair Value Through Other Comprehensive Income (FVTOCI)
- Loan commitments not measured at FVTPL (Fair Value Through Profit and Loss)
- Financial guarantee contracts issued in the scope of Ind AS 109 not measured at FVTPL
- Lease receivables in the scope of Ind AS 116.

However, investments in equity shares and financial instruments measured at FVTPL are out of the scope of ECL.

The Company shall at each reporting year test loans given to companies for impairment as per Ind AS 109 and Impairment Loss/ECL if any shall be charged to Statement of Profit & Loss. The company can however utilize the provision made under section 36(i)(viii) to write off/ provide for impairment loss. All credit exposures in tourism & non-tourism segments based on the nature of



substantive security shall be grouped into 3 categories namely Stage-1, Stage-2 & Stage-3 exposures as enumerated below:

Loan Category (As per Ind AS 109)	Category	Description of category	Basis for recognition of expected credit loss provision on Category of Loan
Stage 1	Standard Assets (with no overdue or default upto 30 days)	Assets where there has been no significant increase in credit risk since initial recognition.	Stage 1 ECL
Stage 2	-Standard Assets (with overdue between 31 days to 90 days)	Assets where there has been a significant increase in credit risk since initial recognition	12 months ECL
Stage 3	-Non-Performing Assets - Non Performing Restructured Assets	Impaired Asset with increased credit risk	Lifetime ECL

Wherever relaxations in contractual terms have been granted pursuant to regulatory guidelines, such amendment in terms of original sanction would be outside the scope of restructuring.

ECL shall be calculated based on past ten years' data as follows:

$ECL = \text{Exposure at Default at various stages (EAD)} \times \text{Probability of Default (PD)} \times \text{Loss given Default (LGD)}$

All credit exposure shall also be classified into performing and non-performing assets as per RBI guidelines applicable to Non-Banking Financial Companies (NBFCs). The company shall also compute general provision for standard asset and specific provision for sub-standard, doubtful & loss assets as per applicable guidelines and compared the same with Impairment Loss/ECL as per Ind AS. In case, Impairment Loss is lower than provisions required as per RBI guidelines then difference shall

be appropriated from PAT to a separate Impairment Reserve, which shall not be reckoned for regulatory capital.

2.11.3 Derecognition

Financial assets are derecognized when the contractual right to receive cash flows from the financial assets expires, or transfers the contractual rights to receive the cash flows from the asset. However, the company can also derecognize the asset in case the management feels that the chances of recovery are fairly remote.

2.11.4 Financial Liability

All financial liabilities are recognized initially at fair value and, in the case of loans and borrowings, net of directly attributable transaction costs. The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts.

The subsequent measurement of financial liabilities depends on their classification, as described below:

- Amortized costs, interest-bearing loans and borrowings are subsequently measured at amortized cost using the effective interest rate (EIR) method. Gains and losses are recognized in Statement of Profit and Loss when the liabilities are derecognized as well as through the EIR amortization process. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included as finance costs in the Statement of Profit and Loss.
- Fair value through statement of Profit and loss, include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through Statement of Profit and Loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term.

The carrying value of financial liability is considered to be its fair value in case of Short Term.



2.12 Employee Benefits

2.12.1 Defined Contribution Plan

Employees Provident Fund:

In terms of the Employees Provident and Miscellaneous Provisions Act, 1952, TFCI contributes at the rate of 12% of PF applicable salary (consisting basic salary & other retaining allowances) payable to each employee covered under the scheme. An equal & matching contribution is payable by each employee. Both employer & employees contributions are deposited with EPFO within the prescribed time period on monthly basis. The entire employer contribution deposited with EPFO is recognized in the financial statement as Employees Benefit Expenses.

2.12.2 Defined Benefit Plan

Gratuity:

TFCI's gratuity policy provides for 15 days salary for each completed year or part thereof in excess of six months on separation of any employee from TFCI, on retirement or otherwise, after completion of 5 years of continuous services. However, in case of completion of minimum service of 10 years, the gratuity shall be payable @one month salary for each completed year or part thereof in excess of six months limited to maximum ₹20.00 lakh or maximum amount provided under the Payment of Gratuity Act whichever is higher. Further, in case of employment for more than 20 years in TFCI, in addition to above, gratuity shall also be admissible to a sum equal to half month's salary in respect of each year of service or part thereof in excess of six months of service over & above 20 years. As per actuarial valuation, the expense has been recognized in the financial statement as Employees Benefit Expenses. Gains/losses due to actuarial revaluation have been shown as other comprehensive income.

Leave Encashment:

TFCI's policy provides for accrual of 1 day of ordinary leave for each 11 days of duty rendered by him/her subject to accumulation of maximum 90 days. No further ordinary leave can be earned by an employee after he/she has credit of maximum number of the leave. TFCI's ordinary leave policy also provides for encashment of 15 days of such leave in

year which is fully taxable. As per actuarial valuation, the expense has been recognized in the financial statement as Employees Benefit Expenses. Gains/losses due to actuarial revaluation have been recognized in P&L account.

2.13 Taxation

Tax expense for the period comprises current tax and deferred tax. Tax recognised in statement of profit and loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity in which case the tax is also recognised in other comprehensive income or equity.

2.13.1 Current Tax

Current tax is the expected tax payable on the taxable income for the year as determined in accordance with the applicable tax rates and the provision of the Income Tax Act, 1961 and the other applicable tax laws.

2.13.2 Deferred Tax

Deferred tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding amounts used for taxation purpose, at the end of the year.

2.14 Lease

In compliance with Ind AS 116 effective from 1st April 2019 as notified by MCA, the Company assesses at the time of contract inception whether a contract is, or contains, a lease i.e. if the contract conveys the right of use of an identified asset for a period of time in exchange for consideration, the same is considered as lease.

2.14.1 Company as a lessee

The Company applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets which are charged to Profit on straight line basis. The Company recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

(i) Right-of-use assets

The Company recognizes right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets



are measured at cost, less any accumulated depreciation and impairment losses and adjusted for any re-measurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognized, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the estimated useful lives of the assets. The right-of-use assets are also subject to impairment.

(ii) Lease liabilities

At the commencement date of the lease, the Company recognizes lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Company and payments of penalties for terminating the lease, if the lease term reflects the Company exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expenses in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Company uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the

lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

(iii) Short-term leases and leases of low-value assets

The Company applies the short-term lease recognition exemption to those leases that have a lease term of 12 months or less. It also applies the lease of low-value assets recognition exemption to leases that are considered to be low value. The underlying asset is considered of low value if the lessee can benefit from use of the asset on its own or together with other available resources and the underlying asset is not highly dependent on, or highly inter-related with, other assets. Lease payments on short-term leases and leases of low value assets are recognised as expense on a straight-line basis over the lease term.

2.14.2 Company as a lessor

A lease is classified at the inception date as a finance lease or an operating lease. A lease that transfers substantially all the risks and rewards incidental to ownership of the Company is classified as a finance lease.

Lease income from operating leases is recognized in income on a straight-line basis over the lease term of relevant lease.

2.15 Cash and cash equivalents

Cash comprises of cash on hand, demand deposits with banks. The Company considers cash equivalents as all short term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value.

2.16 Borrowing Costs

Borrowing cost includes interest and amortization of ancillary costs incurred in connection with the arrangement of borrowings.

Borrowing costs directly attributable to the acquisition, construction or production of qualifying asset that necessarily takes a substantial



period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period they occur.

A qualifying asset is an asset that necessarily takes a substantial period of time to get ready for its intended use or sale.

2.17 Provisions, Contingent Liabilities and Contingent Assets

2.17.1 Provisions

A provision is recognized if, as a result of a past event, the company has a present legal or constructive obligation that is reasonably estimable, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. Provisions are determined based on the best estimate required to settle the obligation at the Balance Sheet date.

2.17.2 Contingent Liabilities

Contingent liabilities are not recognized but disclosed in Notes when the company has possible obligation due to past events and existence of the obligation depends upon occurrence or non-occurrence of

future events not wholly within the control of the company. Contingent liabilities are assessed continuously to determine whether outflow of economic resources have become probable. If the outflow becomes probable, then relative provision is recognized in the financial statements.

2.17.3 Contingent Assets

Contingent Assets are not recognized but disclosed in Notes which usually arise from unplanned or other unexpected events that give rise to the possibility of an inflow of economic benefits.

Contingent assets are assessed continuously to determine whether inflow of economic benefits becomes virtually certain, then such assets and the relative income will be recognized in the financial statement.

2.18 Earnings per Share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.



NOTES FORMING PART OF FINANCIAL STATEMENTS

(₹ in lakh)

Note No.	Particulars	As at	
		March 31, 2024	March 31, 2023
3	Cash and Cash Equivalents		
	Cash in hand	-	-
	Balances with Banks		
	- Current Accounts	2,267.72	98.93
	- Term Deposits	941.89	5,398.79
	Demand Draft/Cheques in Hand	-	600.00
	TOTAL	3,209.61	6,097.72
4	Bank balances other than (i) above		
	Balance in unclaimed dividend accounts/unpaid dividend	141.10	143.38
	Term Deposits with SBI (Lien against Bank Guarantee)	4.25	4.25
	TOTAL	145.35	147.63
5	Receivables		
	Other Receivables (in cash or kind)	4.75	11.67
	TOTAL	4.75	11.67
6	Loans & Advances	AMORTISED COST	
	I. Secured		
	(Secured by Mortgage of properties, Hypothecation of movables & current assets, personal/corporate guarantees, assignment of receivables)		
	(a) Loan to Companies/LLP.*	1,58,892.35	1,62,147.73
	Less: Unamortised Upfront Fee received	(57.40)	(100.60)
	(b) Loan to Employees	17.56	17.81
	II. Gross Loans & Advances	1,58,852.51	1,62,064.94
	III. Impairment loss allowance (Expected Credit Loss)		
	- On standard loans (Stage 1 & Stage 2)	1,295.89	2,229.01
	- On Sub-standard/ Doubtful loans (Stage 3)	1,969.54	3,806.51
	IV. Net Loans & Advances (II - III)	1,55,587.08	1,58,258.43
	Breakup of Gross Loans & Advances (at II above)		
	Loans Within India		
	- Public Sector	-	-
	- Others	1,58,852.51	1,62,064.94
	Less: Impairment loss allowance (as per III above)	3,265.43	3,806.51
	Total - Net (as per IV above)	1,55,587.08	1,58,258.43
	* Loans to Companies/LLP aggregating ₹12,778.25 Lakh is primarily secured by Govt Guarantee issued under ECLGS Scheme.		



NOTES FORMING PART OF FINANCIAL STATEMENTS

(₹ in lakh)

Note No.	Particulars	Face Value	As at March 31, 2024					As at March 31, 2023						
			No's	Amortised Cost	At Fair Value		Total	No's	Amortised Cost	At Fair Value		Total		
					Through OCI	Through P/L				Through OCI	Through P/L			
7	Investments													
	I. Debt securities:-													
	a) Investment in bonds/debentures (measured at amortised cost)													
	9.40% FCI Ltd - Bonds (NCD) - Series III	1,000	150000	1,500.00	-	-	1,500.00	150000	1,500.00	-	-	-	-	1,500.00
	12.00% Prestige Projects Private Limited - NCD Certificate of Deposits of Banks	10,00,000	825	8,203.80	-	-	8,203.80	0	-	-	-	-	-	-
				12,383.01	-	-	12,383.01	500	14,405.01	-	-	-	-	14,405.01
	b) Investment in mutual funds (measured at fair value through P&L)													
	Debt Oriented Mutual Funds	-	-	-	-	11,000.00	11,000.00	-	-	-	-	11,902.29	-	11,902.29
	Sub total-I			22,086.81		11,000.00	33,086.81		15,905.01		11,902.29		27,807.30	
	II. Equity & Preference shares:-													
	a) Investment in Equity instruments (measured at fair value through OCI)													
	Cross Country Hotels Ltd.	10	250000	-	24.63	-	24.63	250000	-	24.63	-	-	-	24.63
	Assets Care & Reconstruction Enterprise Ltd.	10	2856000	-	473.28	-	473.28	2856000	-	473.28	-	-	-	473.28
	Shell Inn International Private Limited.	10	3931323	-	393.13	-	393.13	4243443	-	424.34	-	-	-	424.34
	b) Investment in Equity instruments (measured at fair value through P&L)													
	Viceroy Hotels Ltd.	10	3440	-	-	200.00	200.00	200000	-	-	-	200.00	-	200.00
	Punjab Woolcombers Ltd.	10	2500	-	-	0.22	0.22	2500	-	-	-	0.22	-	0.22
	Subtotal-II			-	891.04	200.22	1,091.26		-	922.25	200.22	-	1,122.47	
	III. Other approved securities:-													
	a) Investment in Security Receipts (measured at fair value through P&L)													
	Assets Care & Reconstruction Enterprise Ltd.	1	0	-	-	-	-	155768043	-	-	-	1,557.68	-	1,557.68
	-(93 Trust: assigned loan of Imagicaaworld Entertainment Ltd)													
	Phoenix ARC Pvt Ltd	1,000	235	-	-	2.34	2.34	167739	-	-	-	1,677.39	-	1,677.39
	-(FY22-8 : assigned loan of Appu Hotels Ltd)													
	-(FY22-15: assigned loan of Golden Apple Resort & Spa LLP)	1,000	144755	-	-	1,447.55	1,447.55	144755	-	-	-	1,447.55	-	1,447.55



NOTES FORMING PART OF FINANCIAL STATEMENTS

(₹ in lakh)

Note No.	Particulars	Face Value	As at March 31, 2024						As at March 31, 2023					
			No's	Amortised Cost	At Fair Value		Cost	Total	No's	Amortised Cost	At Fair Value		Cost	Total
					Through OCI	Through P/L					Through OCI	Through P/L		
	Alchemist Asset Reconstruction Company Limited													
	- (XXXIX Trust: assigned loan of Mosaic Hospitality Pvt Ltd & Ninaniya Estates Ltd)		-	-	9,664.50	-	9,664.50	0	-	-	-	-	-	-
	Subtotal-III		-	-	11,114.39	-	11,114.39		-	-	4,682.62	-	4,682.62	
	Gross Investments (Subtotal I+II+III) ... (A)		22,086.81	891.04	22,314.61	-	45,292.46		15,905.01	922.25	16,785.13	-	33,612.39	
	(i) Investment outside India		-	-	-	-	-		-	-	-	-	-	
	(ii) Investment in India		22,086.81	891.04	22,314.61	-	45,292.46		15,905.01	922.25	16,785.13	-	33,612.39	
	Total		22,086.81	891.04	22,314.61	-	45,292.46		15,905.01	922.25	16,785.13	-	33,612.39	
	Add: Appreciation in value of investments:-													
	Assets Care & Reconstruction Enterprise Ltd.		-	1,453.66	-	-	1,453.66		-	1,160.92	-	-	1,160.92	
	Shell Inn International Private Limited.		-	297.21	-	-	297.21		-	259.70	-	-	259.70	
	Debt Oriented Mutual Funds		-	-	14.38	-	14.38		-	-	-	-	6.35	
	Sub total (B)		-	1,750.87	14.38	-	1,765.25		-	1,420.62	6.35	-	1,426.97	
	Less: Allowance for Impairment loss													
	Cross Country Hotels Ltd.		-	24.63	-	-	24.63		-	24.63	-	-	24.63	
	Assets Care & Reconstruction Enterprise Ltd.													
	- (93 Trust: assigned loan of Imagicaaworld Entertainment Ltd)		-	-	-	-	-		-	-	856.72	-	856.72	
	Phoenix ARC Pvt Ltd													
	- (FY22-8 : assigned loan of Appu Hotels Ltd)		-	-	-	-	-		-	-	107.86	-	107.86	
	- (FY22-15: assigned loan of Golden Apple Resort & Spa LLP)		-	-	217.13	-	217.13		-	-	93.08	-	93.08	
	Alchemist Asset Reconstruction Company Limited													
	- (XXXIX Trust: assigned loan of Mosaic Hospitality Pvt Ltd & Ninaniya Estates Ltd)		-	-	497.72	-	497.72		-	-	-	-	-	
	Viceroy Hotels Ltd.		-	-	200.00	-	200.00		-	-	200.00	-	200.00	
	Punjab Woolcombers Ltd.		-	-	0.22	-	0.22		-	-	0.22	-	0.22	
	Sub total (C)		-	24.63	915.07	-	939.70		-	24.63	1,257.88	-	1,282.51	
	Total Investment - Net (A+B-C)		22,086.81	2,617.28	21,413.92	-	46,118.01		15,905.01	2,318.24	15,533.60	-	33,756.85	

Note1: - Fair value of unquoted equity investment in Assets Care & Reconstruction Enterprise Ltd is based on its book value as on 31 March 2023 discounted @15%.

Note2:- Fair value of project related unquoted equity investment in Shell Inn International Private Limited is based on DSV of fixed assets net of outstanding debt, as on 31 March 2023, discounted @15%.

Note3:- Investment in 9.40% IFCI Ltd - Bonds are pledged with SBI as security against borrowings.



NOTES FORMING PART OF FINANCIAL STATEMENTS

(₹ in lakh)

Note No.	Particulars	As at March 31, 2024		As at March 31, 2023	
8	Other Financial Assets				
	Interest accrued on investment		122.41		102.47
	Interest & Other Charges accrued and due on loans and advances		141.05		852.11
	Interest accrued but not due on loans and advances		738.01		727.07
	Security Deposits	14.55		14.42	
	Less:- Fair value adjustment	(2.28)	12.27	(3.58)	10.84
	TOTAL		1,013.74		1,692.49
9	Current Tax assets (Net)				
	Advance Income Tax & TDS (Net of Provision for Taxation)		1,604.14		1,485.50
	TOTAL		1,604.14		1,485.50
	Yearwise details of Current Tax Assets				
	Advance Tax & TDS				
	- F.Y. 1994-95		609.04		609.04
	- F.Y. 1995-96		934.32		934.32
	- F.Y. 1996-97		761.17		761.17
	- F.Y. 1997-98		655.12		655.12
	- F.Y. 1998-99		432.18		432.18
	- F.Y. 1999-00		454.88		454.88
	- F.Y. 2000-01		522.97		522.97
	- F.Y. 2001-02		237.85		237.85
	- F.Y. 2005-06		110.00		110.00
	- F.Y. 2007-08		893.05		893.05
	- F.Y. 2015-16		1,943.45		1,943.45
	- F.Y. 2016-17		-		2,451.72
	- F.Y. 2018-19		-		2,553.67
	- F.Y. 2019-20		2,058.48		2,058.48
	- F.Y. 2020-21		-		1,952.13
	- F.Y. 2021-22		-		2,146.38
	- F.Y. 2022-23		2,151.12		2,112.52
	- F.Y. 2023-24		2,268.94		-
	Less: Provison for Taxation				
	- F.Y. 1994-95		(644.62)		(644.62)
	- F.Y. 1995-96		(767.27)		(767.27)
	- F.Y. 1996-97		(520.96)		(520.96)
	- F.Y. 1997-98		(668.44)		(668.44)
	- F.Y. 1998-99		(252.74)		(252.74)
	- F.Y. 1999-00		(509.40)		(509.40)
	- F.Y. 2000-01		(301.48)		(301.48)
	- F.Y. 2001-02		(134.27)		(134.27)
	- F.Y. 2007-08		(822.25)		(822.25)
	- F.Y. 2015-16		(1,807.00)		(1,807.00)
	- F.Y. 2016-17		-		(2,622.00)
	- F.Y. 2018-19		-		(2,450.00)
	- F.Y. 2019-20		(1,625.00)		(1,625.00)
	- F.Y. 2020-21		-		(1,923.00)
	- F.Y. 2021-22		-		(2,150.00)
	- F.Y. 2022-23		(2,145.00)		(2,145.00)
	- F.Y. 2023-24		(2,230.00)		-
	Total (Net)		1,604.14		1,485.50



NOTES FORMING PART OF FINANCIAL STATEMENTS

(₹ in lakh)

Note No.	Particulars	As at March 31, 2024		As at March 31, 2023	
10	Deferred Tax Assets/Liability (Net)				
	Deferred Tax Assets				
	a) Allowance for doubtful debts and advances		640.22		746.30
	b) Allowance for diminution in value of investments		258.98		250.20
	Deferred Tax Liabilities				
	a) Depreciation		(209.89)		(219.61)
	TOTAL		689.31		776.89

No. 11 Property, Plant and Equipments

As at March 31, 2024									
Particulars	Gross Block				Accumulated Depreciation				Net Block
	Gross Carrying Value as at 01/04/2023	Addition for the Period	Disposal / Adjustments	Gross Carrying Value as at 31/03/2024	As at 01/04/2023	Addition for the Period	Disposal / Adjustments	As at 31/03/2024	Net Carrying Value as at 31/03/2024
Building (NBCC Plaza)*	1,457.32	16.84	-	1,474.16	158.83	26.68	-	185.51	1,288.65
Furniture & Fixture	32.79	7.87	-	40.66	20.89	1.49	-	22.38	18.28
Office Equipment	38.11	-	-	38.11	23.20	6.33	-	29.53	8.58
Electricals	36.04	-	-	36.04	23.82	1.32	-	25.14	10.90
Computers	171.36	4.44	8.71	167.09	96.90	45.50	8.26	134.14	32.95
Vehicles	15.19	-	-	15.19	14.11	-	-	14.11	1.08
Total	1,750.81	29.15	8.71	1,771.25	337.75	81.32	8.26	410.81	1,360.44

As at March 31, 2023									
Particulars	Gross Block				Accumulated Depreciation				Net Block
	Gross Carrying Value as at 01/04/2022	Addition for the Period	Disposal / Adjustments	Gross Carrying Value as at 31/03/2023	As at 01/04/2022	Addition for the Period	Disposal / Adjustments	As at 31/03/2023	Net Carrying Value as at 31/03/2023
Building (NBCC Plaza)*	1,457.32	-	-	1,457.32	132.35	26.48	-	158.83	1,298.49
Furniture & Fixture	31.73	1.06	-	32.79	18.84	2.05	-	20.89	11.90
Office Equipment	38.01	0.10	-	38.11	16.86	6.34	-	23.20	14.91
Electricals	35.98	0.06	-	36.04	22.18	1.64	-	23.82	12.22
Computers	177.10	0.31	6.05	171.36	51.56	50.95	5.61	96.90	74.46
Vehicles	15.19	-	-	15.19	12.77	1.34	-	14.11	1.08
Total	1,755.33	1.53	6.05	1,750.81	254.56	88.80	5.61	337.75	1,413.06

* The title to the Office Building at NBCC Plaza, New Delhi is by means of Agreement to Sell & Possession letter from the Seller NBCC Limited. The sub-lease deed shall be executed in favour of Company post execution of perpetual Lease deed by L&DO Ministry of Urban Development in favour of NBCC Ltd.



NOTES FORMING PART OF FINANCIAL STATEMENTS

(₹ in lakh)

Note No. 12 Intangible Assets Under Development					
Intangible Assets Under Development	As at March 31, 2024				Total
	Less than 1 Year	1-2 Year	2-3 Years	More than 3 Years	
Project in progress	-	-	-	-	0.00

Intangible Assets Under Development					
Intangible Assets Under Development	As at March 31, 2023				Total
	Less than 1 Year	1-2 Year	2-3 Years	More than 3 Years	
Project in progress	-	21.80	-	-	21.80

Note No. 13 Other Intangible Assets									
As at March 31, 2024									
Particulars	Gross Block				Accumulated Depreciation				Net Block
	Gross Carrying Value as at 01/04/2023	Addition for the Period	Disposal / Adjustments	Gross Carrying Value as at 31/03/2024	As at 01/04/2023	Addition for the Period	Disposal / Adjustments	As at 31/03/2024	Net Carrying Value as at 31/03/2024
Computer Software	41.94	13.30	-	55.24	23.83	12.62	-	36.45	18.79
Total	41.94	13.30	-	55.24	23.83	12.62	-	36.45	18.79

As at March 31, 2023									
Particulars	Gross Block				Accumulated Depreciation				Net Block
	Gross Carrying Value as at 01/04/2022	Addition for the Period	Disposal / Adjustments	Gross Carrying Value as at 31/03/2023	As at 01/04/2022	Addition for the Period	Disposal / Adjustments	As at 31/03/2023	Net Carrying Value as at 31/03/2023
Computer Software	41.94	-	-	41.94	8.08	15.75	-	23.83	18.11
Total	41.94	-	-	41.94	8.08	15.75	-	23.83	18.11

Note No. 14 Right to Use Assets									
As at March 31, 2024									
Particulars	Gross Block				Accumulated Depreciation				Net Block
	Gross Carrying Value as at 01/04/2023	Addition for the Period	Disposal / Adjustments	Gross Carrying Value as at 31/03/2024	As at 01/04/2023	Addition for the Period	Disposal / Adjustments	As at 31/03/2024	Net Carrying Value as at 31/03/2024
Assets Acquired on Lease	96.51	-	-	96.51	4.36	19.32	-	23.68	72.83
Total	96.51	-	-	96.51	4.36	19.32	-	23.68	72.83



NOTES FORMING PART OF FINANCIAL STATEMENTS

Note No. 14 Right to Use Assets (Contd.)

(₹ in lakh)

As at March 31, 2023									
Particulars	Gross Block				Accumulated Depreciation				Net Block
	Gross Carrying Value as at 01/04/2022	Addition for the Period	Disposal / Adjustments	Gross Carrying Value as at 31/03/2023	As at 01/04/2022	Addition for the Period	Disposal / Adjustments	As at 31/03/2023	Net Carrying Value as at 31/03/2023
Assets Acquired on Lease	316.62	96.51	316.62	96.51	161.09	61.69	218.42	4.36	92.15
Total	316.62	96.51	316.62	96.51	161.09	61.69	218.42	4.36	92.15

(₹ in lakh)

Note No.	Particulars	As at March 31, 2024		As at March 31, 2023	
15	Other Non-Financial Assets				
	Prepaid Expenses (including upfront fee on unavailed borrowings)		231.08		171.88
	Deferred cost- (Fair Valuation of Security deposit)		2.28		3.58
	GST Input Tax Credit		0.64		0.44
	TOTAL		234.00		175.90

Note No.	Particulars	As at March 31, 2024		As at March 31, 2023	
16	Payables				
	1. Trade Payables		-		-
	2. Other Payables		-		-
	TOTAL		-		-

Note No.	Particulars	As at March 31, 2024		As at March 31, 2023	
17	Debt Securities	At Amortised Cost		At Amortised Cost	
	- Secured				
	(Secured By Hypothecation of Book Debts/future receivables)				
	9.95% Market Linked Debentures (Series XLVIII)				
	400 Nos of 9.95% Bonds of ₹10,00,000/- each				
	Redeemable at par on 01 December 2024	4,000.00		4,000.00	
	Less- Unamortised Issue Expenses	(30.71)	3,969.29	(76.96)	3,923.04
	8.81% Bonds (2025) (Series MB 2015-01)				
	15974 Nos of 8.81% Bonds of ₹1,00,000/- each Redeemable at par on 09 November 2025	15,974.00		15,974.00	
	Less- Unamortised Issue Expenses	(24.49)	15,949.51	(39.62)	15,934.38
	- Un Secured				
	9.60% Bonds (2028) (Series MB XLVI-B)				
	1000 Nos of 9.60% Bonds of ₹10,00,000/- each Redeemable at par on 25 February 2028	10,000.00		10,000.00	
	Less- Unamortised Issue Expenses	(18.59)	9,981.41	(22.37)	9,977.63



NOTES FORMING PART OF FINANCIAL STATEMENTS

(₹ in lakh)

Note No.	Particulars	As at March 31, 2024		As at March 31, 2023	
17	Debt Securities	At Amortised Cost		At Amortised Cost	
Cont.	9.65% Bonds (2033) (Series MB XLVI-C)				
	750 Nos of 9.65% Bonds of ₹10,00,000/- each Redeemable at par on 25 February 2033	7,500.00		7,500.00	
	Less- Unamortised Issue Expenses	(22.99)	7,477.01	(24.57)	7,475.43
	Total		37,377.22		37,310.48
	Debt Securities in India		37,377.22		37,310.48
	Debt Securities outside India		-		-

Note No.	Particulars	As at March 31, 2024		As at March 31, 2023	
18	Borrowings (Other than Debt Securities)	At Amortised Cost		At Amortised Cost	
	- Secured				
	<i>(Secured By Hypothecation of Book Debts/future receivables and pledge of Debt Investments)</i>				
	I. Term Loan from State Bank of India	10,000.00		-	
	Less: Unamortised Upfront Fee	(100.04)	9,899.96	-	-
	9.65% p.a. repayable by 30.09.2028 <i>(16 quarterly installment starting from 30.12.2024 and ending on 30.09.2028)</i>				
	II. Term Loan from State Bank of India	18,750.00		15,000.00	
	Less: Unamortised Upfront Fee	(67.03)	18,682.97	(72.28)	14,927.72
	10.05% p.a. repayable by 31.10.2027 <i>(16 quarterly installment starting from 30.01.2024 and ending on 31.10.2027)</i>				
	III. Term Loan from State Bank of India	-		10,000.00	
	Less: Unamortised Upfront Fee	-	-	(34.87)	9,965.13
	IV. Term Loan from Canara Bank	525.00		3,750.00	
	Less: Unamortised Upfront Fee	(0.26)	524.74	(2.07)	3,747.93
	10.05% p.a. repayable by 25.09.2024 <i>(16 quarterly installments starting from 25.12.2020 and ending on 25.09.2024)</i>				
	V. Term Loan from Indian Bank	-		3,749.00	
	Less: Unamortised Upfront Fee	-	-	(33.60)	3,715.40
	9.10% p.a. repayable by 30.04.2025 <i>(12 quarterly installments starting from 31.07.2022 and ending on 30.04.2025)</i>				
	VI. Term Loan from Indian Bank	2,000.00		4,000.00	
	Less: Unamortised Upfront Fee	(27.94)	1,972.06	(48.55)	3,951.45
	10.05% p.a. repayable by 31.01.2027 <i>(16 quarterly installments starting from 30.04.2023 and ending on 31.01.2027)</i>				



NOTES FORMING PART OF FINANCIAL STATEMENTS

(₹ in lakh)

Note No.	Particulars	As at March 31, 2024		As at March 31, 2023	
18	Borrowings (Other than Debt Securities)	At Amortised Cost		At Amortised Cost	
Cont.	VII. Term Loan from Punjab & Sind Bank	1,666.02		4,166.49	
	Less: Unamortised Upfront Fee	(14.96)	1,651.06	(38.06)	4,128.43
	10.40% p.a. repayable by 30.09.2025 (12 quarterly installments starting from 31.12.2022 and ending on 30.09.2025)				
	VIII. Term Loan UCO Bank	2,500.00		5,000.00	
	Less: Unamortised Upfront Fee	(21.56)	2,478.44	(49.32)	4,950.68
	9.95% p.a. repayable by 31.03.2026 (12 quarterly installments starting from 30.06.2023 and ending on 31.03.2026)				
	IX. Term Loan Canara Bank	2,062.50		3,000.00	
	Less: Unamortised Upfront Fee	(10.74)	2,051.76	(17.14)	2,982.86
	10.05% p.a. repayable by 03.07.2027 (12 quarterly installments starting from 03.10.2023 and ending on 03.07.2027)				
	X. Term Loan Bank of Baroda	2,326.70		4,333.33	
	Less: Unamortised Upfront Fee	(46.55)	2,280.15	(75.08)	4,258.25
	10.30% p.a. repayable by 31.07.2027 (60 monthly installments starting from 31.08.2022 and ending on 31.07.2027)				
	XI. Term Loans India Infrastructure Finance Company Ltd	20,000.00		5,000.00	
	Less: Unamortised Upfront Fee	(129.89)	19,870.11	(21.59)	4,978.41
	9.55% p.a. repayable by 31.03.2028 (12 quarterly installments starting from 30.06.2025 and ending on 31.03.2028)				
	XII. Term Loan Indian Overseas Bank	1,000.00		2,000.00	
	Less: Unamortised Upfront Fee	(22.30)	977.70	(33.62)	1,966.38
	10.30% p.a. repayable by 09.02.2028 (20 quarterly installments starting from 09.05.2023 and ending on 09.02.2028)				
	XIII. WCDL - State Bank of India		-		3,000.00
	TOTAL		60,388.95		62,572.64
	Borrowings in India		60,388.95		62,572.64
	Borrowings outside India		-		-



NOTES FORMING PART OF FINANCIAL STATEMENTS

(₹ in lakh)

Note No.	Particulars	As at March 31, 2024		As at March 31, 2023	
19	Other Financial Liabilities				
	Interest & Other Charges Accrued but not due on Borrowings		1,775.31		1,402.50
	Unclaimed Dividend/Unpaid dividend		141.10		143.39
	Amount Received Pending Adjustment		666.98		446.20
	Lease Liability against right to use asset		77.28		91.13
	Retention towards DSRA & Other Payables		954.43		595.19
	Liability towards Unclaimed Interest-on-Interest during Moratorium period		10.65		10.65
	TOTAL		3,625.75		2,689.06

Note No.	Particulars	As at March 31, 2024		As at March 31, 2023	
20	Provisions				
	Provision for Employee Benefits		75.00		69.31
	Provision for Expenses		84.06		54.96
	TOTAL		159.06		124.27

Note No.	Particulars	As at March 31, 2024		As at March 31, 2023	
21	Other Non-financial liabilities				
	Statutory Dues		76.09		72.25
	TOTAL		76.09		72.25

(₹ in lakh)

Note No.	Particulars	As at March 31, 2024		As at March 31, 2023	
22	Equity Share Capital				
	<u>Authorised Share Capital</u>				
	25,00,00,000 Equity Shares (PY: 25,00,00,000) of ₹10/- each		25,000.00		25,000.00
	25,00,00,000 Cumulative Redeemable Preference Shares (P. Y. 25,00,00,000) of RS.10/- each		25,000.00		25,000.00
	TOTAL		50,000.00		50,000.00
	<u>Issued, subscribed and fully paid</u>				
	9,03,72,448 Equity Shares (PY: 9,03,72,448) of ₹10/- each Fully Paid Up		9,037.24		9,037.24
	TOTAL		9,037.24		9,037.24
	Reconciliation of Issued Share Capital				
		No of Shares	Amount	No of Shares	Amount
	Equity shares outstanding at the beginning of the year	90372448	9,037.24	90372448	9,037.24
	Issued During period	-	-	-	-



NOTES FORMING PART OF FINANCIAL STATEMENTS

(₹ in lakh)

Note No.	Particulars	As at March 31, 2024		As at March 31, 2023	
22	Equity Share Capital				
Cont.	Bought Back During period	-	-	-	-
	Equity shares outstanding at the end of the period	90372448	9,037.24	90372448	9,037.24
	Shareholders holding more than 5% of Shares in the company	No of Shares	% of shares	No of Shares	% of shares
	(a) Shri Aditya Kumar Halwasiya	1,18,02,094	13.06%	-	-
	(b) Pransatree Holding Pte Ltd.	37,03,700	4.10%	79,59,800	8.81%
	(c) Rajasthan Global Securities Pvt Ltd	-	-	1,68,95,875	18.70%
	Shareholding of promoters/promoter group	No of Shares	% of shares	No of Shares	% of shares
	(a) Life Insurance Corporation of India (LICI ASM NON PAR)	26,99,445	2.99%	29,60,644	3.28%
	(b) The Oriental Insurance Co. Ltd	8,61,527	0.95%	8,61,527	0.95%
	(c) Shri Koppara Sajeeve Thomas	-	-	44,48,533	4.92%
	(d) Pransatree Holding Pte Ltd.	37,03,700	4.10%	79,59,800	8.81%
	Changes in Shareholding held by promoters/promoter group	% Change during the period		% Change during the year	
	(a) Life Insurance Corporation of India (LICI ASM NON PAR)		(0.29%)		-
	(b) The Oriental Insurance Co. Ltd		-		-
	(c) Shri Koppara Sajeeve Thomas		(4.92%)		(1.75%)
	(d) Pransatree Holding Pte Ltd.		(4.71%)		2.85%
	(e) India Opportunities III Pte Ltd.		-		(8.92%)
	(f) Tamaka Capital (Mauritius) Ltd.		-		(2.68%)
Note No.	Particulars	As at March 31, 2024		As at March 31, 2023	
23	Other Equity				
	Reserves and Surplus				
	(i) Capital Reserves		11.55		11.55
	(ii) Security Premium Reserve		11,451.05		11,531.22
	(iii) General Reserve		30,720.04		28,220.04
	(iv) Retained Earnings		13,988.47		13,055.22
	SUB - TOTAL		56,171.11		52,818.03
	Special Reserves				
	(i) Under Section 36(1)(viii) of the Income Tax Act 1961		21,722.53		19,976.53
	(ii) Under Section 45 IC of RBI Act, 1934		20,280.22		18,458.07
	SUB - TOTAL		42,002.75		38,434.60
	Other Reserves				
	(i) Equity Instruments through Other Comprehensive Income		1,750.87		1,420.62
	SUB - TOTAL		1,750.87		1,420.62
	TOTAL		99,924.73		92,673.25



NOTES FORMING PART OF FINANCIAL STATEMENTS

(₹ in lakh)

Note No.	Particulars	As at March 31, 2024		As at March 31, 2023	
23	Other Equity				
Cont.	Reserves and Surplus				
	(i) Capital Reserves				
	Balance at the beginning of the year	11.55		11.55	
	Add: Transfer	-		-	
	Balance at the end of the period		11.55		11.55
	(ii) Security Premium Reserve				
	Balance at the beginning of the year	11,531.22		11,601.25	
	Add: Additions during period	-		-	
	Less: Amortization of Bond/Share Issue Expenses	(80.17)		(70.03)	
	Balance at the end of the period		11,451.05		11,531.22
	(iii) General Reserve				
	Balance at the beginning of the year	28,220.04		25,720.04	
	Add: Transfer	2,500.00		2,500.00	
	Balance at the end of the period		30,720.04		28,220.04
	(iv) Retained Earnings				
	Balance at the beginning of the year	13,055.22		11,436.13	
	- Less: Payment of Dividend	(2,168.94)		(1,084.47)	
	- Add/Less: Other Comprehensive Income directly recognised. (Remeasurement of Actuarial Gain /(Loss))	35.95		65.19	
	- Add: Reclassification of Realised gain from OCI to Reserves	23.60		109.42	
	- Add: Profit for the period	9,110.79		8,794.95	
	Less: Appropriations				
	- Transfer to General Reserve	(2,500.00)		(2,500.00)	
	- Transfer to Special Reserve under Section 36(1)(viii) of the Income Tax Act 1961	(1,746.00)		(2,007.00)	
	- Provision under Section 45 IC of RBI Act, 1934	(1,822.15)		(1,759.00)	
	Balance at the end of the period		13,988.47		13,055.22
	Special Reserves				
	(i) Under Section 36(1)(viii) of the Income Tax Act 1961				
	Balance at the beginning of the year	19,976.53		17,969.53	
	Add: Transfer	1,746.00		2,007.00	
	Less: Utilised for Write-off	-		-	
	Balance at the end of the period		21,722.53		19,976.53
	(ii) Under Section 45 IC of RBI Act, 1934				
	Balance at the beginning of the year	18,458.07		16,699.07	
	Add: Transfer	1,822.15		1,759.00	
	Less: Written Back in Current period	-		-	
	Balance at the end of the period		20,280.22		18,458.07
	Other Reserves				
	Equity Instruments through Other Comprehensive Income				
	Balance at the beginning of the year	1,420.62		1,221.09	
	Add: Other Comprehensive Income	353.85		308.95	
	Less: Reclassification of Realised gain from OCI to reserves	(23.60)		(109.42)	
	Balance at the end of the period		1,750.87		1,420.62



NOTES FORMING PART OF FINANCIAL STATEMENTS

(₹ in lakh)

Note No.	Particulars	Year ended March 31, 2024			Year ended March 31, 2023		
		On Financial Assets measured at Amortised Cost	On Financial Assets measured Through P&L	On Financial Assets measured through OCI	On Financial Assets measured at Amortised Cost	On Financial Assets measured Through P&L	On Financial Assets measured through OCI
24	Interest Income						
	1. Interest on Loans						
	(a) Interest on Loans & Advances	17,511.85	-	-	19,287.44	-	-
	(b) Interest on Loans to Staff	1.61	-	-	1.62	-	-
	2. Interest on Investments						
	(a) Interest on investment in bonds & T-Bills	846.68	-	-	147.86	-	-
	(b) Interest on term deposit with banks	524.85	-	-	170.73	-	-
	(b) Interest on certificate of deposits	639.21	-	-	110.03	-	-
	3. Interest income (due to fair valuation of security deposit)	0.62	-	-	2.25	-	-
	Total	19,524.82	-	-	19,719.93	-	-

Note No.	Particulars	Year ended March 31, 2024			Year ended March 31, 2023		
		On Financial Assets measured at Amortised Cost	On Financial Assets measured Through P&L	On Financial Assets measured through OCI	On Financial Assets measured at Amortised Cost	On Financial Assets measured Through P&L	On Financial Assets measured through OCI
25	Dividend Income						
	Dividend Received	-	-	108.53	-	-	79.97
	Total	-	-	108.53	-	-	79.97

Note No.	Particulars	Year ended March 31, 2024	Year ended March 31, 2023
26	Fees & Commission Income		
	Premium on prepayment of loans	671.01	700.58
	Legal fee	34.00	34.21
	Appraisal and Advisory fee	905.71	794.99
	Management fee	4.02	41.15
	Total	1,614.74	1,570.93



NOTES FORMING PART OF FINANCIAL STATEMENTS

(₹ in lakh)

Note No.	Particulars	Year ended March 31, 2024	Year ended March 31, 2023
27	Net gain/(loss) on fair value changes		
	Net Gain/(Loss) on financial instruments at fair value through profit or loss		
	(i) On trading portfolio - Investments		
	-Gain/(Loss) on fair valuation of Mutual Funds	14.38	6.35
	- Gain/(Loss) on fair valuation of Shares	0.00	(6.35)
	(ii) On non-trading portfolio - Investments		
	- Gain/ (Loss) on fair valuation of security receipts	(0.34)	0.00
	Net Gain/(Loss) realised on sale of financial instruments		
	(i) On trading portfolio - Investments		
	- Gain/(Loss) on investment in mutual funds (debt based)	1,819.94	1,437.60
	- Gain/(Loss) on sale of Bonds/Debentures	4.20	-
	(ii) On non-trading portfolio - Investments		
	- Gain/(Loss) on sale of Shares	1.52	84.15
	(iii) On financial instruments designated at fair value through profit or loss		
	- Gain/ (Loss) on redemption of security receipts	647.47	(4.37)
	Total Net gain/(loss) on fair value changes	2,487.17	1,517.38
	Fair Value changes:		
	- Realised	2,473.13	1,517.38
	- Unrealised	14.04	-
	Total	2,487.17	1,517.38

Note No.	Particulars	Year ended March 31, 2024	Year ended March 31, 2023
28	Other Operating Income		
	Bad Debt Recovered	450.00	257.00
	Total	450.00	257.00

Bad debt recovery during FY2023 is net of pro-rata share of CIRP/liquidation cost as demanded & paid to official liquidator, which may vary on closure of liquidation.

Note No.	Particulars	Year ended March 31, 2024	Year ended March 31, 2023
29	Other Income		
	Profit on Sale/Derecognition of Assets	-	12.29
	Miscellaneous Income	18.30	12.78
	Total	18.30	25.07



NOTES FORMING PART OF FINANCIAL STATEMENTS

(₹ in lakh)

Note No.	Particulars	Year ended March 31, 2024		Year ended March 31, 2023	
		On Financial liabilities measured at Amortised Cost	On Financial liabilities measured through P&L	On Financial liabilities measured at Amortised Cost	On Financial liabilities measured through P&L
30	Finance Cost				
	Interest on borrowings	6,152.29	-	4,319.06	-
	Interest on debt securities	3,552.88	-	4,434.90	-
	Interest on lease liability	7.98	-	12.96	-
	Other Fee and charges	316.15	-	297.70	-
	Total	10,029.30	-	9,064.62	-

Note No.	Particulars	Year ended March 31, 2024	Year ended March 31, 2023
31	Employee Benefit Expenses		
	Salaries & Allowances	1,164.74	1,029.09
	Contribution to Provident Fund	75.64	67.95
	Contribution for Gratuity	22.07	38.98
	Contribution for Leave Encashment	-11.24	9.31
	Staff Welfare Expenses & Others	18.38	13.58
	Total	1,269.59	1,158.91

Note No.	Particulars	Year ended March 31, 2024	Year ended March 31, 2023
32	Depreciation & Amortisation		
	Building (NBCC Plaza)	26.68	26.48
	Furniture & Fixture	1.49	2.05
	Office Equipment	6.33	6.34
	Electricals	1.32	1.64
	Computers	45.50	50.95
	Vehicles	-	1.34
	Computer Software	12.62	15.75
	Right of Use Assets	19.32	61.69
	Total	113.26	166.24



NOTES FORMING PART OF FINANCIAL STATEMENTS

(₹ in lakh)

Note No.	Particulars	Year ended March 31, 2024	Year ended March 31, 2023
33	Other Expenses		
	Rent Rates & Taxes	7.51	10.46
	Office Upkeep & Maintenance	121.69	136.02
	Insurance Premium	30.60	16.16
	Electricity charges	4.42	7.33
	Travelling and Conveyance	121.24	110.67
	Printing and Stationery	7.85	8.15
	Postage, Telephone and Internet	36.53	31.36
	Advertisement & Publicity	32.56	30.22
	Books & Periodicals	14.18	11.56
	Membership and Subscription	6.85	4.17
	Directors Sitting Fee	111.51	73.75
	Board Meeting Expenses	17.67	9.19
	AGM Expenses	4.61	2.06
	Registrar & Transfer Agent Fee	7.42	6.06
	Listing Fee	10.39	10.65
	Rating Fees	28.51	58.74
	Audit Fee	11.21	8.34
	Legal and Professional Charges	214.46	290.31
	Miscellaneous Expenses	3.18	3.87
	Loss on Sale of Fixed Assets	0.33	-
	Corporate Social Responsibility (CSR) Expenses	211.42	203.47
	Total	1,004.14	1,032.54

(₹ in lakh)

Note No.	Particulars	31 March 2024	31 March 2023
34	Provisions, Contingent Liabilities and Contingent Assets (Ind AS - 37)		
a)	Contingent Liabilities:		
	Income Tax	600.47	614.07
	Total	600.47	614.07

Contingent liabilities not provided for where order of CIT(Appeals)/ITAT, in similar matters, in previous years, are in favour of TFCI.

8 cases are filed against TFCI which are pending in Hon'ble Courts/Tribunals/Forums. Based on merits, no liability is likely to arise on TFCI.

(₹ in lakh)

b)	Contingent Assets:		
	Contingent Assets	Nil	Nil

35	Effects of changes in Foreign Exchange Rates (Ind AS - 21) : NIL (PY-NIL)		
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NOTES FORMING PART OF FINANCIAL STATEMENTS

(₹ in lakh)

36	Employee Benefits (IND AS - 19)		
	The summarized position of various defined benefits recognized in the Statement of Profit & Loss, Other Comprehensive Income (OCI) and Balance Sheet & other disclosures.		
	Summary of membership data (Gratuity & Leave Encashment)	31 March 2024	31 March 2023
	Number of Regular employees	33	33
	Total Monthly Salary for gratuity	48.91	49.25
	Total Monthly Salary for leave encashment	88.27	90.78
	Total Monthly Salary for leave availment	88.27	90.78
	Average Past Service (in Years)	16.87	16.33
	Average Age of Employees (in Years)	46.63	45.92
	Average remaining working life (in Years)	13.37	14.08
Leave balance considered on valuation date (No's)	2,186	2219	
Weighted average duration of PBO (in Years)	10.90	11.67	

(₹ in lakh)

Balances of defined benefit obligation				
Particulars	31 March 2024		31 March 2023	
	Gratuity	Leave Encashment	Gratuity	Leave Encashment
Defined Benefit Obligation	534.52	221.13	510.82	217.45
Fair Value of Plan Assets	603.48	232.34	564.80	208.14
Net Defined Benefit Assets/(Liabilities)	68.96	11.21	53.98	(9.31)

(₹ in lakh)

Movement in present value of defined benefit obligation				
Particulars	31 March 2024		31 March 2023	
	Gratuity	Leave Encashment	Gratuity	Leave Encashment
Defined benefit obligation at the beginning of the year	510.82	217.45	516.25	255.53
Interest Cost	37.50	15.96	26.05	18.14
Service Cost	26.03	23.60	36.65	23.76
Benefits Paid	-	-	-	(59.79)
Total actuarial loss/(gain) on obligation	(39.83)	(35.88)	(68.13)	(20.19)
Defined benefit obligation at the end of the year	534.52	221.13	510.82	217.45



NOTES FORMING PART OF FINANCIAL STATEMENTS

(₹ in lakh)

Movement in fair value of plan asset				
Particulars	31 March 2024		31 March 2023	
	Gratuity	Leave Encashment	Gratuity	Leave Encashment
Fair value of plan assets at the beginning of the year	564.80	208.14	529.12	214.02
Actuarial return on the plan assets	37.57	14.92	34.62	12.42
Mortality charges	-	-	-	-
Recovered from fund	-	-	-	-
Employer contribution	1.10	9.28	1.06	41.49
Benefit paid	-	-	-	(59.79)
Fair value of plan assets at end of year	603.47	232.34	564.80	208.14

(₹ in lakh)

Amount Recognized in Statement of Profit and Loss				
Particulars	31 March 2024		31 March 2023	
	Gratuity	Leave Encashment	Gratuity	Leave Encashment
Current service cost	26.03	23.60	26.05	23.76
Past Service Cost including Curtailment loss/gain	-	-	-	-
Gain or loss on non-routine settlement	-	-	-	-
Service Cost	26.03	23.60	26.05	23.76
Net interest cost	(3.96)	0.68	(0.91)	2.95
Net actuarial (gain) / loss recognized in the period	-	(35.52)	-	(17.40)
Adhoc Benefits Paid*	-	-	13.84	-
Cost Recognized in P&L	22.07	(11.24)	38.98	9.31
*Paid as per employment contract				

(₹ in lakh)

Amount recognized in Other Comprehensive Income (OCI)				
Particulars	31 March 2024		31 March 2023	
	Gratuity	Leave Encashment	Gratuity	Leave Encashment
Net cumulative unrecognised actuarial gain/(loss) - opening balance	-	-	-	-
Actuarial gain/(loss) for the year on PBO	39.83	-	68.13	-
Actuarial gain/(loss) for the year on Asset	(3.88)	-	(2.94)	-
Unrecognised actuarial gain/(loss) at the end of the year	35.95	-	65.19	-

Sensitivity Analysis

Significant actuarial assumptions for the determination of the defined obligation are discount rate and expected salary increase. The sensitivity analysis below have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period, while holding all other assumptions constant.



NOTES FORMING PART OF FINANCIAL STATEMENTS

(₹ in lakh)

Assumptions				
Particulars	31 March 2024		31 March 2023	
	Gratuity	Leave Encashment	Gratuity	Leave Encashment
Present Value of Obligation at the end of the period	534.51	221.13	510.82	217.45
Impact due to increase of 0.50% in discount rate	(32.52)	(7.95)	(29.52)	(9.69)
Impact due to decrease of 0.50 % in discount rate	31.86	8.42	29.15	10.34
Impact due to increase of 0.50% in salary	31.90	8.39	31.03	10.32
Impact due to decrease of 0.50 % in salary	(33.56)	(7.98)	(29.96)	(9.73)

(₹ in lakh)

Actuarial Assumption				
Particulars	31 March 2024		31 March 2023	
	Gratuity	Leave Encashment	Gratuity	Leave Encashment
Method used	Projected Unit Credit (PUC)		Projected Unit Credit (PUC)	
Discount rate	7.21%	7.21%	7.34%	7.34%
Rate of salary increase	7.00%	7.00%	7.00%	7.00%

(₹ in lakh)

Maturity Profile of Defined Benefit Obligation				
Year of payment	31 March 2024		31 March 2023	
	Gratuity	Leave Encashment	Gratuity	Leave Encashment
0 to 1 Year	13.82	8.19	12.77	7.97
1 to 2 Year	9.75	6.11	8.40	3.70
2 to 3 Year	79.38	40.82	8.62	3.66
3 to 4 Year	55.77	15.41	69.76	33.46
4 to 5 Year	29.08	4.43	52.14	13.16
5 to 6 Year	78.76	30.31	27.84	4.45
6 Year onwards	267.96	115.86	331.29	151.04

Category of investment in Plan assets				
Category of Investment	31 March 2024		31 March 2023	
	Gratuity	Leave Encashment	Gratuity	Leave Encashment
	% of fair value of plan assets			
Funds Managed by Insurer	100%	100%	100%	100%

**NOTES FORMING PART OF FINANCIAL STATEMENTS****37 Operating Segments (Ind AS - 108)**

- a) Based on the “Management Approach” as defined in Ind AS 108, the Chief Operating Decision Maker (CODM) evaluates the performance and allocates resources based on an analysis of various performance indicators by business segments. The Managing Director (MD) /Whole Time Director (WTD) has been identified as CODM. The accounting principles used in the preparation of the financial statements are consistently applied to record revenue and expenditure in individual business segment, and are as set out in the significant accounting policies.
- b) The company operates in a single segment namely “Financing and Investment Activities” taking into account the different risks and returns, the organisational structure and the internal reporting systems.
- c) **Entity-Wide Disclosures-**

(i) Information about major customers

The company is not reliant on single customer for revenue and hence revenue from no single external customer amounts to 10 per cent or more of an entity’s revenues.

(ii) Geographical Information

Geographical Location wise details of Non Current Assets and Revenue from Customers.

(₹ in lakh)

Particulars	Geographical Location - INDIA	
	31 March 2024	31 March 2023
1. Revenue from External Customers	24,185.26	23,145.21
2. Non Current Assets		
(A) Property, Plant & Equipment	1,379.23	1,431.17
(B) Loans & Advances (Gross)	1,58,892.35	1,62,147.73

(iii) Revenue from Major Products

Revenue from external customers for each product and service are as follow:-

(₹ in lakh)

Particulars	31 March 2024	31 March 2023
Interest Income	19,524.82	19,719.93

Company is in the business of financing primarily to entities engaged mainly in tourism sector and derives its major revenue from interest on loans to such entities.

38 Earning Per Share (Ind AS - 33)**a) Basic EPS**

(₹ in lakh)

Particulars	Year ended 31 March 2024	Year ended 31 March 2023
Net Profit Attributable to Equity Shareholders	9,110.79	8,794.95
Weighted Average Number of Equity Shares (No’s)	9,03,72,448	9,03,72,448
Basic Earning Per Share (Face Value ₹10/- each)	10.08	9.73

b) Diluted EPS

(₹ in lakh)

Particulars	Year ended 31 March 2024	Year ended 31 March 2023
Net Profit Attributable to Equity Shareholders (₹ in lakh)	9,110.79	8,794.95
Weighted Average Number of Equity Shares (No’s)	9,03,72,448	9,03,72,448
Diluted Earning Per Share (Face Value ₹10/- each)	10.08	9.73



NOTES FORMING PART OF FINANCIAL STATEMENTS

39 Dividends (Ind AS - 10)

- a) The Board of Directors have recommended dividend of ₹2.50 per share (25%) for the Financial Year 2023-24 subject to its approval by shareholders in forthcoming AGM.

(₹ in lakh)

Particulars	Year ended	Year ended
	31 March 2024	31 March 2023
Net Profit for the Period	9,110.79	8,794.95
Dividend Paid During Year	2,168.94	1,084.47
Equity Shares (No's)	9,03,72,448	9,03,72,448
Dividend Per Share (Face Value ₹10/- each)	2.40	1.20
Dividend (as % of per equity share)	24.00%	12.00%

40 Related Part Disclosure (Ind AS -24)

(a) List of Related Party and their Relationship

Sr. No.	Name	Relationship	Related Party During	
			FY 2023-24	FY 2022-23
- Directors & Key Managerial Persons				
1	Dr. S. Ravi	Non-Executive Chairman (w.e.f. 4.4.2022)	✓	✓
2	Shri Parkash Chand	Non-Executive Director (Representing LIC of India) w.e.f 20.9.2023	✓	-
3	Shri Bapi Munshi	Independent Director	✓	✓
4	Mrs.Thankom T Mathew	Independent Director	✓	✓
5	Shri Ashok Kumar Garg	Independent Director (w.e.f 20.5.2023)	✓	
6	Shri Anoop Bali	Whole Time Director (w.e.f 18.4.2022) and Chief Financial Officer	✓	✓
7	Shri G.D. Mundra	Non-Executive Director (resigned on 5.4.2024)	✓	✓
8	Shri Koppara Sajeeve Thomas	Promoter Group Director (upto 28.3.2024)	✓	✓
9	Shri Rajesh Kumar Dubey	Non-Executive Director (Representing LIC of India) upto 23.6.2023	✓	✓
10	Shri S.C. Sekhar	Independent Director (upto 28.2.2023)	-	✓
11	Shri R.K. Sood	Non-Executive Director (Representing LIC of India) upto 3.11.2022	-	✓
12	Shri Anirban Chakraborty	Managing Director & CEO (upto 14.4.2022)	-	✓
13	Shri Sanjay Ahuja	Company Secretary	✓	✓
14	Mrs. Charu Singh	Director - TFCI Capital Ltd (Strike off on 23.03.2023)	-	✓
15	Shri Debashish Dutta	Director - TFCI Capital Ltd (Strike off on 23.03.2023)	-	✓
- Other Related Parties				
1	Billmart Fintech Pvt. Ltd.	Company with Common Director	✓	✓
2	S.Ravi Financial Management Services Pvt. Ltd.	Company with Common Director	✓	✓
3	Ebixcash Ltd. (earlier know as Ebixcash Pvt. Ltd.)	Company with Common Director (upto 19.2.2024)	✓	✓



NOTES FORMING PART OF FINANCIAL STATEMENTS

Sr. No.	Name	Relationship	Related Party During	
			FY 2023-24	FY 2022-23
4	SBI Payment Services Pvt. Ltd.	Company with Common Director (upto 14.11.2022)	-	✓
5	Abhay Capital Services Pvt. Ltd.	Director relative is Member/Director	✓	✓
6	Abhay Financial Consultancy Pvt. Ltd.	Director relative is Member/Director	✓	✓
7	Camcann Smart Systems Technology Pvt. Ltd.	Director relative is Member/Director (w.e.f 6.5.2023)	✓	-
8	Ravi Rajan Consultancy Pvt. Ltd.	Director relative is Member/Director	✓	✓
9	Fidas Tech Pvt. Ltd.	Director relative is Member/Director	✓	✓
10	Drishya Education Scholarship Foundation	Director relative is Member/Director	✓	✓
11	Benzai10 Investment Ventures Pvt Ltd	Director relative is Member/Director	✓	✓
12	Harper Partner 1 (AOP)	Director relative is Member/Director	✓	✓
13	Ravi Rajan & Co. LLP	Director relative is Partner	✓	✓
14	AAR & Co.	Director relative is Partner	✓	✓
15	Calibrium Capital (IFSC) Pvt Ltd	Company with Common Director (w.e.f 16.9.2023 upto 28.3.2024)	✓	-
16	Mynvax Pvt. Ltd.	Director is Member (upto 28.3.2024)	✓	✓
17	Bangur Trading Pvt. Ltd.	Company with Common Director (upto 5.4.2024)	✓	✓
18	Revenue Trading Pvt Ltd.	Company with Common Director (upto 5.4.2024)	✓	✓
19	Bluediamond Infrastructure & Reality Pvt. Ltd.	Director relatives are Member/Director (upto 5.4.2024)	✓	✓
20	Goldenlife Investments	Director is Partner (upto 5.4.2024)	✓	✓
21	Mundra Agro Farm	Director is Partner (upto 5.4.2024)	✓	✓
22	Bluechip Investment	Director is Partner (upto 5.4.2024)	✓	✓
23	Good Investments	Director relatives are Partner (upto 5.4.2024)	✓	✓
24	Surftube Developers LLP	Director relatives are Partner (upto 5.4.2024)	✓	✓
25	Rishita Trading LLP	Director relatives are Partner (upto 5.4.2024)	✓	✓
26	Mytemple Capital Advisors LLP	Director relatives are Partner (upto 5.4.2024)	✓	✓
27	Kiansh Mundra Trust	Director is Trustee (upto 5.4.2024)	✓	✓
28	Shivaan Anant Trust	Director is Trustee (upto 5.4.2024)	✓	✓
29	Dharmishta Aditya Trust	Director is Trustee (upto 5.4.2024)	✓	✓
30	CSI Leasing India Pvt. Ltd.	Company with Common Director (w.e.f. 20.5.2023)	✓	-
31	LICI ASM NON PAR	Promoter	✓	✓
32	The Oriental Insurance Co. Ltd	Promoter	✓	✓
33	Pransatree Holdings Pte Limited	Promoter Group	✓	✓
34	Rajasthan Global Securities Pvt. Ltd.	Held >10% of Equity Shares during the immediate preceding FY (upto 15.01.2024)	✓	-
35	TFCI Capital Ltd	Subsidiary Company (Strike off on 23.03.2023)	-	✓



NOTES FORMING PART OF FINANCIAL STATEMENTS

(b) Transactions with Related Parties

(₹ in Lakh)

Sr. No.	Name	Nature of Transaction	FY 2023-24	FY 2022-23
1	Anirban Chakraborty	Salary including perquisites, gratuity & leave encashment	-	74.27
2	Anoop Bali	Salary including perquisites	126.37	106.40
3	Sanjay Ahuja	Salary including perquisites	59.11	50.35

Note : The remuneration of KMP have been considered as per Form 16.

(c) Closing Balances with related Parties

(₹ in Lakh)

Sr. No.	Name	Nature	FY 2023-24	FY 2022-23
1	Anoop Bali	Gratuity & Leave Encashment	76.30	63.27
2	Sanjay Ahuja	Gratuity & Leave Encashment	46.04	40.82

(d) Details of Loans Granted to directors, senior officers and relatives of directors

1	Loans granted during year	Nil	Nil
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41 Leases (Ind AS 116)

1. Description of Leases

The Company's significant leasing arrangements is in respect of leases of premises for office use in Mumbai. The tenure of lease arrangements is for 5 years ending on 9th January 2028. Under lease arrangement, refundable interest-free security deposit of ₹9.90 lakh has been provided to the Lessor. The company has applied the incremental borrowing rate to lease liabilities recognised in the balance sheet at the date of initial application.

2. Maturity analysis of lease liabilities

The tables below shows the company's financial liabilities into relevant maturity groupings based on their contractual maturities for undiscounted cash flows.

(₹ in Lakh)

Maturity analysis –contractual undiscounted cash flows	As at 31 March 2024	As at 31 March 2023
Up to 30/31 Days	1.89	1.80
Over 1 month and upto 2 months	1.89	1.80
Over 2 months and upto 3 months	1.89	1.80
Over 3 months and upto 6 months	5.67	5.40
Over 6 months and upto 1 year	11.58	11.04
Over 1 year and upto 3 years	49.33	46.98
Over 3 and upto 5 years	20.31	45.58
Over 5 years	-	-
Total undiscounted lease liabilities as at 31 March	92.56	114.40
Lease liabilities included in the statement of financial position	77.28	91.13
Current	16.35	13.85
Non-Current	60.93	77.28



NOTES FORMING PART OF FINANCIAL STATEMENTS

3. Amounts recognised in profit or loss

(₹ in Lakh)

Particulars	Period ended 31 March 2024	Period ended 31 March 2023
Interest on lease liabilities	7.98	12.96
Variable lease payments not included in the measurement of lease liabilities	-	-
Income from sub-leasing right-of-use assets	-	-
Expenses relating to short-term leases	3.06	2.32
Depreciation charge for right-of-use assets by class of underlying asset;	19.32	61.69

4. Amounts recognised in the statement of cash flows

(₹ in Lakh)

Particulars	Period ended 31 March 2024	Period ended 31 March 2023
Total cash outflow for leases	24.89	83.09

5. Amounts recognised in the Balance Sheet

(₹ in Lakh)

Particulars	As at 31 March 2024	As at 31 March 2023
Recognition of Lease Liability - Gross	96.51	96.51
Recognition of Rights of Use Assets - Gross	96.51	96.51

42 Fair Value Measurement (IND AS - 113)

Financial instrument by category

(₹ in Lakh)

A. Particulars	As at 31 March 2024				
	At Amortised Cost	At Fair Value		At Cost	Total
		Through Other Comprehensive Income*	Through profit or loss		
Financial assets					
Cash and cash equivalents	3,209.61	-	-	-	3,209.61
Bank balances other than (i) above	145.35	-	-	-	145.35
Other receivables	4.75	-	-	-	4.75
Loans & Advances (net of provision)	1,55,569.52	-	-	-	1,55,569.52
Loan to employees	17.56	-	-	-	17.56
Investment in debt securities	22,086.81	-	11,014.38	-	33,101.19
Investment in equity securities	-	2,617.28	-	-	2,617.28
Investment in security receipts	-	-	10,399.54	-	10,399.54
Other financial assets	1,013.74	-	-	-	1,013.74
Total financial assets	1,82,047.34	2,617.28	21,413.92	-	2,06,078.54



NOTES FORMING PART OF FINANCIAL STATEMENTS

(₹ in Lakh)

A. Particulars	As at 31 March 2024				
	At Amortised Cost	At Fair Value		At Cost	Total
		Through Other Comprehensive Income*	Through profit or loss		
Financial liabilities					
Payables	-	-	-	-	-
Debt Securities	37,377.22	-	-	-	37,377.22
Borrowings (other than debt securities)	60,388.95	-	-	-	60,388.95
Other financial liabilities	3,625.75	-	-	-	3,625.75
Total financial liabilities	1,01,391.92	-	-	-	1,01,391.92

Particulars	As at 31 March 2023				
	At Amortised Cost	At Fair Value		At Cost	Total
		Through Other Comprehensive Income	Through profit or loss		
Financial assets					
Cash and cash equivalents	6,097.72	-	-	-	6,097.72
Bank balances other than (i) above	147.63	-	-	-	147.63
Other receivables	11.67	-	-	-	11.67
Loans & Advances	1,58,240.62	-	-	-	1,58,240.62
Loan to employees	17.81	-	-	-	17.81
Investment in debt securities	15,905.01	-	11,908.64	-	27,813.65
Investment in equity securities	-	2,318.24	-	-	2,318.24
Investment in security receipts	-	-	3,624.96	-	3,624.96
Other financial assets	1,692.49	-	-	-	1,692.49
Total financial assets	1,82,112.95	2,318.24	15,533.60	-	1,99,964.79
Financial liabilities					
Payables	-	-	-	-	-
Debt Securities	37,310.48	-	-	-	37,310.48
Borrowings (other than debt securities)	62,572.64	-	-	-	62,572.64
Other financial liabilities	2,689.06	-	-	-	2,689.06
Total financial liabilities	1,02,572.18	-	-	-	1,02,572.18

B. Particulars	31 March 2024		31 March 2023	
	Fair value at the date of derecognition	Cumulative gain or loss on disposal	Fair value at the date of derecognition	Cumulative gain or loss on disposal
Shell Inn International Pvt. Ltd. (Sale of Shares)	54.81	25.13	305.00	198.56
Total	54.81	25.13	305.00	198.56



NOTES FORMING PART OF FINANCIAL STATEMENTS

42 Fair value hierarchy

C (i). Financial Instruments Measured and Recognised at Fair Value (FVTOCI & FVTPL).

(₹ in Lakh)

Particulars	Amount at Fair Value						Valuation Techniques & Significant Inputs
	As at 31 March 2024			As at 31 March 2023			
	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3	
I. FINANCIAL ASSETS							
Financial Investments at FVTOCI							
- Investment in Equity Instruments (refer foot note of Note No.7)	-	-	2,617.28	-	-	2,318.24	Fair value ascertained based on Book Value/ Market Value of Securities
Financial Investments at FVTPL							
- Investment in Debt Securities	-	-	-	-	-	-	- Open Market Settlement Rate
- Investment in Equity Instruments	-	-	-	-	-	-	- Share Market Quoted Price
- Investment in Security Receipts	-	-	10,399.54	-	-	3,624.96	NAV Declared by SR Trust/ Stage-3 ECL Rate of respective asset class
- Investment in Mutual Funds	11,014.38	-	-	11,908.64	-	-	- NAV Declared by Mutual fund
TOTAL	11,014.38	-	13,016.82	11,908.64	-	5,943.20	
II. FINANCIAL LIABILITIES							
TOTAL	-	-	-	-	-	-	

C (ii). Financial Assets and Liabilities Measured at Amortised Cost.

Particulars	Amount at Amortised Cost						Valuation Techniques & Significant Inputs
	As at 31 March 2024			As at 31 March 2023			
	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3	
I. FINANCIAL ASSETS							
- Loan to Companies/LLP	-	-	1,55,569.52	-	-	1,58,240.62	Effective Interest Rate (EIR).
- Loan to Employees	-	-	17.56	-	-	17.81	NPV at SBI Rate for Perquisite.
- Investment in Debt Securities	-	-	22,086.81	-	-	15,905.01	Effective Interest Rate (EIR).
TOTAL	-	-	1,77,673.89	-	-	1,74,163.44	
II. FINANCIAL LIABILITIES							
- Debt securities	-	-	37,377.22	-	-	37,310.48	Effective Interest Rate (EIR).
- Borrowings(other than debt securities)	-	-	60,388.95	-	-	62,572.64	Effective Interest Rate (EIR).
TOTAL	-	-	97,766.17	-	-	99,883.12	



NOTES FORMING PART OF FINANCIAL STATEMENTS

Fair value measurements under Ind AS are categorised into Level 1, 2, or 3 based on the degree to which the inputs to the fair value are observable and significance to the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities that the Company can access at measurement date.
- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly.
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs) that the Company can access at measurement date.

C (iii). Table showing Carrying Value and Fair Value of all Financial Assets and Liabilities.

Particulars	As at 31 March 2024		As at 31 March 2023	
	Carrying Value	Fair Value	Carrying Value	Fair Value
I. FINANCIAL ASSETS				
- Cash & cash equivalent	3,354.96	3,354.96	6,245.35	6,245.35
- Receivables	4.75	4.75	11.67	11.67
- Loans & advances	1,58,909.91	1,58,852.51	1,62,165.54	1,62,064.94
- Investments	45,292.46	46,118.01	33,612.39	33,756.85
- Other Financial Assets	1,016.02	1,013.74	1,696.07	1,692.49
TOTAL	2,08,578.10	2,09,343.97	2,03,731.02	2,03,771.30
II. FINANCIAL LIABILITIES				
- Payables	-	-	-	-
- Debt securities	37,474.00	37,377.22	37,474.00	37,310.48
- Borrowings (other than debt securities)	60,830.22	60,388.95	62,998.82	62,572.64
- Other financial liabilities	3,625.75	3,625.75	2,689.06	2,689.06
TOTAL	1,01,929.97	1,01,391.92	1,03,161.88	1,02,572.18

The carrying amount of the cash & cash equivalent, receivables, payables, Other financial assets (except in case of security deposit given for lease) & other financial liabilities are considered as their fair values due to their short term nature.

43 Financial Risk Management

Associated Risk to Company and its Management

Risk	Exposure on which arise	Measurement	Management
Credit risk	Cash and cash equivalents, trade receivables, financial asset measured at amortised cost.	Aging analysis Credit ratings	Diversification of bank deposits, credit limits, credit rating review, hypothecation of assets, Maintaining adequate cash and cash equivalent
Liquidity risk	Borrowings and other liabilities	Rolling cash flow forecasts	Availability of committed credit lines and borrowing facilities
Market risk- interest rate	Long-term borrowings at variable rates	Sensitivity analysis	Company has taken the loan at competitive market rates
Market risk- security prices	Investment in equity securities and debt instruments	Sensitivity analysis	Portfolio diversification

(A) Credit risk

- i. The company manages and controls credit risk by setting limits on the amount of risk it is willing to accept for individual counterparties and for geographical and industry concentrations, and by monitoring exposures in relation to such limits.

**NOTES FORMING PART OF FINANCIAL STATEMENTS****ii Significant estimates and judgements****Impairment of financial assets:-**

The impairment provisions for financial assets disclosed above are based on assumptions about risk of default and expected loss rates. The company uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on the company's history for past 10 years, existing market conditions as well as forward looking estimates at the end of each reporting period.

Company has adopted policy to recognise impairment loss (ECL) in books and has categorized all loans, in tourism & non-tourism segments based on nature of substantive security, in three stages:

Stage-1 – Standard Assets (with no overdues or default upto 30 days)

Stage-2 – Standard Assets (with overdues between 31 days to 90 days)

Stage-3 – Non-Performing Assets / Restructured Assets - Credit impaired.

ECL is calculated based on past ten years data as follows:-

ECL= Exposure at Default X Probability of Default (PD) X Loss given default (LGD)

Probability of Default (PD):

Stage-1: $\frac{\text{No of Borrowers moving to Stage-3}}{\text{Total No of Borrowers}}$ X Loan Exposure (in % terms)

Stage-2: $\frac{\text{No of Borrowers moving to Stage-3}}{\text{Total No of Borrowers in Stage-2}}$ (in % terms)

Stage-3: 100% (Since default has already incurred)

Loss given Default: $\frac{\text{LGD} = 1 - (\text{PV Recovery} - \text{Cost of recovery})}{\text{Exposure at Default}}$ (in % terms)

Where PV recovery is the sum of discounted cash flows of the recovery made (discounted at weighted average cost of borrowings).

It is presumed that there is increase in credit risk whenever past dues exceed 30 days, however the presumption is rebuttable if there are sufficient at supportable information that demonstrates that the credit risk has not increased despite past overdues exceeding 30 days but less than 60 days, such as availability of tangible security, confirmed availability of buyer/auction price for exceeding the value of the loan asset. All such cases are reviewed by the Audit Committee of the Board before finalisation.

Further, Wherever the management believes that there is increase in credit risk, the company may provide additional ECL over and above the stagewise ECL requirement.

iii Analysis of risk concentration

The following table shows the risk concentration of the Company's loans.

(₹ in Lakh)

Particulars	31 March 2024	31 March 2023
Gross Loans to companies	1,58,892.35	1,62,147.73
Mortgage & Assets backed loans	1,58,892.35	1,62,147.73

Collateral and other credit enhancements

The amount and type of collateral required depends on an assessment of the credit risk of the counterparty. Guidelines are in place covering the acceptability and valuation of each type of collateral.

The main types of collateral obtained are, as follows:

- For project lending to hotel/other tourism sector, Exclusive/first Pari-passu charge on project assets alongwith mortgage of land and building and hypothecation of movables.

- For manufacturing lendings, the security cover by means of charge on net fixed assets/project assets of the borrower company should be atleast 1.5 times or by way of charge on collateral immovable assets based on distress sale value Management monitors the market value of collateral and will request additional collateral in accordance with the underlying agreement.



NOTES FORMING PART OF FINANCIAL STATEMENTS

- Government Guarantee on lending under ECLGS to tourism and non-tourism sectors.

(₹ in Lakh)

Loan to Value (LTV) range	31 March 2024	31 March 2023
Above 100% Coverage	1,58,892.35	1,62,147.73

(B) Liquidity risk

Liquidity is the risk that suitable sources of funding for Company's business activities may not be available. The Company's objective is to maintain optimum level of liquidity to meet its cash requirements. The Company closely monitors its liquidity position and deploys a robust cash management system. It also maintains adequate sources to finance its short term and long term fund requirement such as overdraft facility and Long term borrowing through domestic market.

(i) Financing arrangements

The company had access to the following undrawn borrowing facilities at the end of the reporting period:

(₹ in Lakh)

Particulars	31 March 2024	31 March 2023
Floating rate		
- Expiring within one year (bank overdraft and other facilities)	13,500.00	23,000.00

Company has term loan & cash credit facility from banks at floating rate of interest.

(ii) Maturity profile of financial liabilities

The tables below analyse the company's financial liabilities into relevant maturity groupings based on their contractual maturities for: all non-derivative financial liabilities for which the contractual maturities are essential for an understanding of the timing of the cash flows:-

The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances as the impact of discounting is not significant :-

(₹ in Lakh)

Particulars	Contractual maturities of financial liabilities					
	31 March 2024			31 March 2023		
	Bank Borrowings	Market Borrowings	Total	Bank Borrowings	Market Borrowings	Total
Up to 30/31 Days	2,769.20	-	2,769.20	3,750.33	-	3,750.33
Over 1 month and upto 2 months	-	-	-	183.33	-	183.33
Over 2 months and upto 3 months	-	-	-	4,041.66	-	4,041.66
Over 3 months and upto 6 months	1,360.00	-	1,360.00	4,975.32	-	4,975.32
Over 6 months and upto 1 year	5,833.33	4,000.00	9,833.33	11,575.65	-	11,575.65
Over 1 year and upto 3 years	38,015.98	15,974.00	53,989.98	30,464.08	19,974.00	50,438.08
Over 3 and upto 5 years	12,851.70	10,000.00	22,851.70	8,008.46	10,000.00	18,008.46
Over 5 years	-	7,500.00	7,500.00	-	7,500.00	7,500.00
Total	60,830.22	37,474.00	98,304.22	62,998.83	37,474.00	1,00,472.83

(C) Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk :- interest rate risk, currency risk and other price risk, such as equity price risk and commodity risk. Financial instruments affected by market risk include loans and borrowings.

**NOTES FORMING PART OF FINANCIAL STATEMENTS****(i) Cash flow and fair value interest rate risk**

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the long term loans with floating interest rates. The Company manages its interest rate risk according to its Board approved Interest Rate Risk Management policy'. Market interest rate risk is mitigated by proper review of market conditions, factors etc.

The company's borrowings are carried at amortised cost.

The fixed costs borrowings are not subject to interest rate risk as defined in Ind AS 107, since neither the carrying amount nor the future cash flows will fluctuate because of a change in market interest rates.

(a) Interest rate risk exposure

The exposure of the company's borrowing to interest rate changes at the end of the reporting period are as follows :-

(₹ in Lakh)

Particulars	31 March 2024	31 March 2023
Variable rate borrowings	60,830.22	62,998.83
Fixed rate borrowings	37,474.00	37,474.00
Total borrowings	98,304.22	1,00,472.83

(b) Sensitivity

Profit is sensitive to change in interest rates. The impact of change on profit is as below (holding other variables constant):-

(₹ in Lakh)

Particulars	0.50% increase in rates		0.50% decrease in rates	
	31 March 2024	31 March 2023	31 March 2024	31 March 2023
Impact on Cost (on Borrowings)	(304.15)	(314.99)	304.15	314.99
Impact on Earnings (on Standard Loans)	772.63	778.93	(772.63)	(778.93)
Increase/(decrease) in Profit	468.48	463.94	(468.48)	(463.94)

iii Price risk**(a) Exposure**

The company's exposure to equity securities price risk arises from investments held by the company and classified in the balance sheet either as fair value through OCI or at fair value through profit or loss

To manage its price risk arising from investments in equity securities, the company diversifies its portfolio. Diversification of the portfolio is done in accordance with the limits set by the company

(b) Sensitivity

Company has insignificant investment in indexed linked equity and also there is no significant change in movement in last two years. Hence, sensitivity not required to be disclosed.

Profit for the period would increase/decrease as a result of gains/losses on equity securities classified as fair value through profit or loss. Other components of equity would increase/decrease as a result of gains/losses on equity instrument classified as fair value through other comprehensive income.

44 Capital Management (Ind AS -1)

The primary objective of the Company's capital management policy is to ensure compliance with regulatory capital requirements. In line with this objective, the Company ensures adequate capital at all times and manages its business in a way in which capital is protected, satisfactory business growth is ensured, cash flows are monitored, borrowing covenants are honoured and ratings are maintained.

Regulatory capital-related information is presented as part of the RBI mandated disclosures. The RBI norms require capital to be maintained at prescribed levels. In accordance with such norms, Tier I capital of the company comprises of share capital, share premium, reserves and perpetual debt, Tier II capital comprises of subordinated debt and provision on loans that are not credit-impaired. There were no changes in the capital management process during the periods presented.



NOTES FORMING PART OF FINANCIAL STATEMENTS

45 Tax Expense (Ind AS - 12)

(i) Movement of Deferred Tax

(₹ in Lakh)

Particulars	Net balance as at 1 st April 2023	Recognised in statement of profit and loss	Recognised in OCI	Net balance as at 31 March 2024
Deferred Tax Asset				
a) Allowance for doubtful debts and advances	746.30	(106.08)	-	640.22
b) Allowance for diminution in value of investments	250.20	8.78	-	258.98
Deferred Tax Liabilities				
a) Depreciation	(219.61)	9.72	-	(209.89)
Total	776.89	(87.58)	-	689.31

(ii) Tax recognised in Statement of Profit and Loss

(₹ in Lakh)

Particulars	Year ended 31 March 2024	Year ended 31 March 2023
Current Income Tax	2,230.00	2,145.00
Deferred Tax (Net)	87.58	(2.98)
Total	2,317.58	2,142.02

(iii) Reconciliation of income tax expense at tax rate applicable to tax expenses recognised.

(₹ in Lakh)

Particulars	Year ended 31 March 2024	Year ended 31 March 2023
Profit before tax	11,387.27	10,936.97
Applicable Income Tax Rate u/s 115BAA	25.17%	25.17%
Income Tax at Applicable Tax Rates	2,866.18	2,752.84
Adjustments		
- Deductions/adjustments as per Income Tax Act	(636.18)	(607.84)
Income Tax expense recognised in P&L	2,230.00	2,145.00
Actual effective Tax Rate	19.58%	19.61%

46 Approval of Financial Statements (Ind AS - 10)

These financial statements are approved by the Board of Directors and authorized for issue on May 17, 2024

47 Recent Accounting Pronouncements (Ind AS - 8) :

No New/Amended Standard have been issued which will have any impact on the financial statement of the company.

48 Non-current Assets Held for Sale (Ind AS - 105)

The company has property consisting Land & Building having carrying value of ₹530.99 lakh (Land ₹133.84 lakh & building ₹397.15 lakh) as on 31 March 2024 at "Mussoorie". The company is in the process to sale of this asset, accordingly the property has been classified as "Non-current asset held for Sale". The estimated market value of this property is ₹750.00 lakh and the appropriation of its sale proceeds shall be subject to the decision on our appeal in MPID Court/Bombay High Court.



NOTES FORMING PART OF FINANCIAL STATEMENTS

49 Revenue from Contracts with Customers (Ind AS - 115)

Component wise revenue of Company

(₹ in Lakh)

Particulars	Year ended 31 March 2024	Year ended 31 March 2023
Interest Income	19,524.82	19,719.93
Dividend Income	108.53	79.97
Fees and Commission Income	1,614.74	1,570.93
Net gain on fair value changes on investments	2,487.17	1,517.38
Other Operating Income	450.00	257.00
TOTAL	24,185.26	23,145.21

50 Maturity Analysis of Assets & Liabilities (Ind AS - 1)

(₹ in Lakh)

Particulars	Note No.	As at 31 March 2024		As at 31 March 2023	
		Current	Non Current	Current	Non Current
ASSETS					
(1) Financial Assets					
(i) Cash and cash equivalents	3	3,209.61	-	6,097.72	-
(ii) Bank balances other than (i) above	4	141.10	4.25	143.88	3.75
(iii) Receivables	5			-	
- Other Receivables		4.75	-	11.67	-
(iv) Loans & Advances	6	30,666.60	1,24,920.48	25,552.72	1,32,705.71
(v) Investments	7	34,046.29	12,071.72	29,573.58	4,183.27
(vi) Other financial assets	8	1,001.47	12.27	1,681.65	10.84
		69,069.82	1,37,008.72	63,061.22	1,36,903.57
(2) Non-Financial Assets					
(i) Current tax assets (Net)	9	-	1,604.14	-	1,485.50
(ii) Deferred tax assets (Net)	10	0.06	689.25	-	776.89
(iii) Property, Plant and Equipment	11	-	1,360.44	-	1,413.06
(iv) Intangible Assets under Development	12	-	-	-	21.80
(v) Other Intangible Assets	13	-	18.79	-	18.11
(vi) Right of Use Assets	14	-	72.83	-	92.15
(vii) Other non-financial assets	15	231.72	2.28	172.32	3.58
		231.78	3,747.73	172.32	3,811.09
(3) Assets classified as held for sale		530.99	-	530.99	-
TOTAL ASSETS		69,832.59	1,40,756.45	63,764.53	1,40,714.66



NOTES FORMING PART OF FINANCIAL STATEMENTS

(₹ in Lakh)

Particulars	Note No.	As at 31 March 2024		As at 31 March 2023	
		Current	Non Current	Current	Non Current
LIABILITIES AND EQUITY					
(1) Financial Liabilities					
(i) Payables					
- Other Payables	16	-	-	-	-
total outstanding dues of creditors other than micro enterprises and small enterprises					
(ii) Debt Securities	17	3,903.22	33,474.00	-	37,310.48
(iii) Borrowings (Other than Debt Securities)	18	9,521.27	50,867.68	24,526.29	38,046.35
(iv) Other financial liabilities	19	3,423.72	202.03	2,543.07	145.99
		16,848.21	84,543.71	27,069.36	75,502.82
(2) Non-Financial Liabilities					
(i) Provisions	20	159.06	-	124.27	-
(ii) Other Non-financial liabilities	21	76.09	-	72.25	-
		235.15	-	196.52	-
(3) Equity					
(i) Equity Share Capital	22	-	9,037.24	-	9,037.24
(ii) Other Equity	23	-	99,924.73	-	92,673.25
		-	1,08,961.97	-	1,01,710.49
TOTAL LIABILITIES AND EQUITY		17,083.36	1,93,505.68	27,265.88	1,77,213.31

51 The additional information required to be disclosed vide RBI norms - as certified by the management

1 Rating Assigned By Credit Rating Agencies for the Bonds/Borrowings of TFCI

- Acuite Rating & Research Ltd ACUITE A+ (downgraded vide letter dated 23.08.2023)
- Brickworks Ratings (India) Pvt. Ltd. BWR A+ (reaffirmed vide letter dated 31.07.2023)
- CARE Ratings Ltd (CARE) CARE A (reaffirmed vide letter dated 24.08.2023)

Migration

- Acuite Rating & Research Ltd has downgraded the rating from AA- to A+.

2 No Penalty is levied by any regulator during the year.

3 Capital & Analytical Ratios

Particulars	Year ended 31 March 2024	Year ended 31 March 2023
i) CRAR (%)	59.01%	62.65%
ii) CRAR - Tier I Capital (%)	58.46%	62.30%
iii) CRAR - Tier II Capital (%)	0.55%	0.35%
iv) Amount of Subordinate debt raised as Tier-II Capital	Nil	Nil
v) Amount raised by issue of perpetual debt instruments	Nil	Nil
vi) Liquidity Coverage Ratio	157.15%	474.60%



NOTES FORMING PART OF FINANCIAL STATEMENTS

4 Investments

- TFCI does not hold any Investments Outside India

(₹ in Lakh)

Particulars	Year ended 31 March 2024	Year ended 31 March 2023
1) Value of Investments		
(a) Gross Value of Investments	45,292.46	33,612.39
(b) Fair Value Changes(Net)	825.55	144.46
(c) Net Value of Investments	46,118.01	33,756.85
2) Movement in fair value changes of Investments (Net)		
(a) Opening Balance	144.46	(1,182.83)
(b) Add: Increase in Value	1,302.86	1,424.94
(c) Less: Decrease in Value	(621.77)	(97.65)
(d) Closing Balance	825.55	144.46

5 Derivatives

Exposure to Derivative Instruments/Products	Nil	Nil
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6 Acquisition/Sale/Assignment of Loan Exposure

A. Details of SPVs Sponsored for Securitisation of Assets

SPVs Sponsored	Nil	Nil
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B. Details of loans acquired during the year (Loans not in default).

Aggregate principal outstanding of loans acquired	19,136.79	Nil
Aggregate consideration paid	19,136.79	Nil
Weighted average residual tenor of loans acquired	6.7 Years	Nil

C. Details of Financial Assets (NPA) transferred to Asset Reconstruction Company.

No. of Accounts transferred	3	Nil
Aggregate Principal Outstanding of loan transferred	13,181.57	Nil
Weighted Average Residual Tenure of the Loans transferred	8.5 Years	Nil
Net Book Value the Loans transferred	10,858.51	Nil
Aggregate consideration	13,170.00	Nil
Additional consideration realized in respect of accounts transferred in earlier years	Nil	Nil

D. Details of Assignment transaction undertaken

No. of Accounts assigned	Nil	Nil
Aggregate value (net of provisions) of accounts assigned	Nil	Nil
Aggregate consideration	Nil	Nil
Aggregate gain / loss over net book value	Nil	Nil

E. Details of Non-performing financial assets purchased/sold

1) Non-performing financial assets purchased	Nil	Nil
2) Non-performing financial assets sold	Nil	Nil



NOTES FORMING PART OF FINANCIAL STATEMENTS

7 Exposures

A. Exposure to Real Estate Sector (Direct)

(₹ in Lakh)

Particulars	Year ended 31 March 2024	Year ended 31 March 2023
1) Residential Mortgage	Nil	Nil
2) Commercial Real Estate		
- Lending secured by mortgage on commercial real estate	14,372.57	4,125.67
- lending in mortgage backed securities & other exposure	-	1,381.71

B. Exposure to Capital Market (Gross)

direct investment in equity shares, convertible bonds, convertible debentures and units of equity-oriented mutual funds the corpus of which is not exclusively invested in corporate debt;	1,091.26	1,122.47
advances against shares / bonds / debentures or other securities or on clean basis to individuals for investment in shares (including IPOs / ESOPs), convertible bonds, convertible debentures, and units of equity-oriented mutual funds;	Nil	Nil
advances for any other purposes where shares or convertible bonds or convertible debentures or units of equity oriented mutual funds are taken as primary security;	Nil	Nil
advances for any other purposes to the extent secured by the collateral security of shares or convertible bonds or convertible debentures or units of equity oriented mutual funds i.e. where the primary security other than shares / convertible bonds / convertible debentures / units of equity oriented mutual funds 'does not fully cover the advances;	Nil	Nil
secured and unsecured advances to stockbrokers and guarantees issued on behalf of stockbrokers and market makers;	Nil	Nil
loans sanctioned to corporates against the security of shares / bonds / debentures or other securities or on clean basis for meeting promoter's contribution to the equity of new companies in anticipation of raising resources;	Nil	Nil
bridge loans to companies against expected equity flows / issues;	Nil	Nil
all exposures to Venture Capital Funds (both registered and unregistered)	Nil	Nil
Underwriting commitments taken up by the NBFCs in respect of primary issue of shares or convertible bonds or convertible debentures or units of equity oriented mutual funds	Nil	Nil
Financing to stockbrokers for margin trading	Nil	Nil
All exposures to Alternative Investment Funds:		
(i) Category I		
(ii) Category II	Nil	Nil
(iii) Category III		
Total exposure to capital market	1,091.26	1,122.47



NOTES FORMING PART OF FINANCIAL STATEMENTS

8 Additional Disclosures

8.1 Breakup of Provision & Contingencies shown under the head expenditure in profit & loss account

(₹ in Lakh)

Particulars	Year ended 31 March 2024	Year ended 31 March 2023
1) Provision for Expected Credit Loss / NPA	400.00	811.00
2) Provision Made towards Income Tax (Net)	2,188.90	2,145.00
3) Other Provision and Contingencies (Deferred Tax Liability)	87.58	(2.98)

8.2 Concentration of Advances and NPAs.

8.2.1 Concentration of Advances.

1) Total Advances to Twenty Large Borrowers	1,14,938.34	1,13,151.19
2) Percentage of Advances to Twenty Large Borrowers	72.34%	69.78%

8.2.2 Concentration of NPAs.

1) Total Exposure to Top Four NPA Accounts	4,365.94	6,361.92
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8.2.3 Sectoral Exposure.

1. Tourism Sector

a) Total Exposure	96,831.42	1,34,203.82
b) Gross NPA	4,365.94	6,361.92
c) Gross NPA %	4.51%	4.74%

2. Manufacturing

a) Total Exposure	32,178.83	10,679.65
b) Gross NPA	Nil	Nil
c) Gross NPA %	Nil	Nil

3. Service Sector

a) Total Exposure	12,251.00	5,381.71
b) Gross NPA	Nil	Nil
c) Gross NPA %	Nil	Nil

4. Other Sector

a) Total Exposure	17,631.10	11,881.95
b) Gross NPA	Nil	Nil
c) Gross NPA %	Nil	Nil

8.2.4 Intragroup Exposure

Intragroup Exposure	Nil	Nil
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NOTES FORMING PART OF FINANCIAL STATEMENTS

8.3 Movement of NPAs.

(₹ in Lakh)

Particulars	Year ended 31 March 2024	Year ended 31 March 2023
1) Net NPAs to Net Advances (%)	1.53%	2.98%
2) Movement of Gross NPAs		
(a) Opening Balance	6,361.92	1,354.47
(b) Add: Addition During Year	14,421.33	6,961.92
(c) Less: Write-off During Year	319.65	374.98
(d) Less: Upgradation, assignment & Recovery During Year	16,097.66	1,579.49
(e) Closing Balance	4,365.94	6,361.92
3) Movement of Net NPAs		
(a) Opening Balance	4,784.42	677.24
(b) Add: Addition During Year	680.49	4,784.42
(c) Less: Write-off, Upgradation & Recovery During Year	3,068.51	677.24
(d) Closing Balance	2,396.40	4,784.42
4) Movement in Provision for ECL (incl NPA/Stage-3 accounts)		
(a) Opening Balance	3,806.51	2,701.46
(b) Add: Provision made during the year	400.00	811.00
(c) Less: Loans & Investments Written off during the year	319.65	374.98
(d) Less: Utilised for provision on Security Receipts	621.43	-
(d) Closing Balance	3,265.43	3,806.51

8.4 Loans and advances availed (including interest due thereon but not paid)

Particulars	Outstanding	Overdue	Outstanding	Overdue
Debentures (Bonds)				
- Secured	19,974.00	Nil	19,974.00	Nil
- Unsecured	17,500.00	Nil	17,500.00	Nil
Deferred Credits	Nil	Nil	Nil	Nil
Term Loans, WCDL/CC & FCNR(B)	60,830.22	Nil	62,998.82	Nil
Inter Corporate Deposits	Nil	Nil	Nil	Nil
Commercial Papers	Nil	Nil	Nil	Nil

8.5 Break-up of Loans and Advances including bills receivables (Net of provision).

Particulars	Amount Outstanding	Amount Outstanding
a) Secured	1,55,587.08	1,58,258.43
b) Unsecured	-	-



NOTES FORMING PART OF FINANCIAL STATEMENTS

8.6 Break up of Leased Assets and stock on hire and other assets counting towards AFC activities : NIL

8.7 Break-up of Investments (Net of Provision)

(₹ in Lakh)

Particulars	Year ended 31 March 2024	Year ended 31 March 2023
Investment in Debt securities		
- at amortised cost	22,086.81	15,905.01
- at fair value through P&L	11,014.38	11,908.64
Investment in Equity Instruments		
- at fair value through OCI	2,617.28	2,318.24
- at fair value through P&L	-	-
Investment in Other approved securities		
- at fair value through P&L	10,399.54	3,624.96
Total Investment	46,118.01	33,756.85

8.8 Borrower group-wise classification of assets financed as in (8.5) and (8.6) above

Particulars	Amount (Net of Provision)			Amount (Net of Provision)		
	Secured	unsecured	Total	Secured	unsecured	Total
i) Related Parties						
- Subsidiaries	Nil	Nil	Nil	Nil	Nil	Nil
- Companies in Same Group	Nil	Nil	Nil	Nil	Nil	Nil
- Other Related Parties	Nil	Nil	Nil	Nil	Nil	Nil
ii) Other than Related Parties	1,55,587.08	Nil	1,55,587.08	158258.43	Nil	158258.43

8.9 Investor group-wise classification of all investments in shares and securities (Both Quoted & Unquoted)

Particulars	Market value/ Break up value or Fair Value or NAV	Book Value (Net of Specific provision)	Market value/ Break up value or Fair Value or NAV	Book Value (Net of Specific provision)
i) Related Parties				
- Subsidiaries		Nil	5.00	5.00
- Companies in Same Group		Nil	Nil	Nil
- Other Related Parties		Nil	Nil	Nil
ii) Other than Related Parties	46,118.01	45,292.46	33,756.85	33,612.39
TOTAL	46,118.01	45,292.46	33,761.85	33,617.39

8.10 Other Information

i) Gross Non-Performing Assets		
- Related parties	Nil	Nil
- Other than related parties	4,365.94	6,361.92
ii) Net Non-Performing Assets		
- Related parties	Nil	Nil
- Other than related parties	2,396.40	4,784.42
iii) Assets acquired in satisfaction of debt	Nil	Nil



NOTES FORMING PART OF FINANCIAL STATEMENTS

8.11 Complaints Received & Resolved

A. Customer & Investor Complaints

Particulars	Year ended 31 March 2024	Year ended 31 March 2023
a) No. of complaints pending at the beginning of the year	Nil	Nil
b) No. of complaints received during the year	44	41
c) No. of complaints redressed during the year	44	41
d) No. of complaints rejected during the year	Nil	Nil
e) No. of complaints pending at the end of the year	Nil	Nil

B. Complaints received from Office of Ombudsman

a) No. of maintainable complaints received during the year	3	1
b) No. of complaints resolved in favour	3	1
c) No. of complaints resolved through conciliation/mediation/ advisories	Nil	Nil
d) No. of complaints resolved after passing of Awards by Office of Ombudsman against the Company	Nil	Nil
e) No. of Awards unimplemented within the stipulated time	Nil	Nil

C. Ground of Complaints received

1) Loans and advances	3	1
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8.12 Disclosure on Flexible Structuring of Existing Loans

Period & No. of Borrowers taken up for flexible structuring	Amount of Loan Taken up for flexible structuring		Exposure weighted average duration of loans taken up for flexible structuring	
	Classified as Standard	Classified as NPA	Before Applying flexible structuring	After applying flexible structuring
1. F.Y. 2023-24 - Nil	-	-	-	-
2. F.Y. 2022-23 - Nil	-	-	-	-

8.13 Disclosure on MSME Restructured Loans

As per RBI Circular No.DBR.BP.BC.18/21.04.048/2018-19 dated 1st January 2019 and extended guidelines for the same vide RBI Circular No. DOR.No.BP.BC.34/21.04.048/2019-20 dated February 11, 2020 and again extended guidelines for the same vide RBI Notification No. DOR.No.BP.BC.4/21.04.048/2020-21 dated August 6, 2020 on "One-time MSME restructuring", the details of MSME restructured accounts as on 31st March, 2024 are as under

Particulars	As at 31.03.2024	As at 31.03.2023
No of Accounts Restructured	1	2
Amount (₹In Lakh)	2,235.00	3,837.15

8.14 Disclosures on Liquidity Risk

8.14.1 Funding concentration based on significant counterparty

(₹ in Lakh)

Particulars	Year ended 31 March 2024	Year ended 31 March 2023
No. of Significant Counterparties	16	16
Amount	78,914.22	80,182.82
% of Total Deposit	N.A.	N.A.
% of total Liabilities	77.65%	78.12%

**NOTES FORMING PART OF FINANCIAL STATEMENTS****8.14.2 Top 20 large deposits**

Not applicable. The Company being a Middle Layer Non-Deposit taking Non-Banking Financial Company registered with Reserve Bank of India does not accept public deposit.

8.14.3 Top 10 Borrowings

(₹ in Lakh)

Particulars	Year ended 31 March 2024	Year ended 31 March 2023
Amount	69,878.20	70,362.82
% of total Borrowings	71.08%	70.03%

8.14.4 Funding concentration based on significant instrument/product

(₹ in Lakh)

Name of the instrument/product	Amount	% of Total Liabilities	Amount	% of Total Liabilities
1. Secured Non-Convertible Debentures	19,974.00	19.65%	19,974.00	19.44%
2. Unsecured Non- Convertible Debentures	17,500.00	17.22%	17,500.00	17.03%
3. Term Loans from Bank/FI	60,830.22	59.86%	59,998.82	58.38%
4. Working Capital Limit/WCDL	-	0.00%	3,000.00	2.92%
Total Borrowings	98,304.22	96.73%	1,00,472.82	97.77%
Total Liabilities (Total Liabilities - Equity & other Equity)	1,01,627.07		1,02,768.70	

8.14.5 Stock Ratios

(₹ in Lakh)

Particulars	as a % of total			as a % of total		
	public fund	liabilities	assets	public fund	liabilities	assets
Commercial Paper	-	-	-	-	-	-
Non-convertible Debentures (Original maturity of less than one year)	-	-	-	-	-	-
Other Short term liabilities	17.80%	17.21%	8.31%	27.05%	26.45%	13.29%

8.14.6 Institutional Set Up for Liquidity Risk Management

The Liquidity Risk management of the Company is governed by the Liquidity Risk Management Framework and Asset & Liability Management(ALM) Policy approved by the Board. The Board of Directors of the Company has the overall responsibility for management of liquidity risk. The Board decides the strategy, policies and procedures to manage liquidity risk in accordance with the liquidity risk tolerance/limits approved by it. The Risk Management Committee of Directors (RMCD) is responsible for evaluating the overall risks faced by the company including liquidity risks. The Asset Liability Management Committee (ALCO) is responsible for ensuring adherence to the liquidity risk tolerance/limit set by the Board as well as implementing the liquidity risk management strategy. The role of ALCO with respect to liquidity risk includes, inter alia, decision on desired maturity profile and mix of incremental assets and liabilities, responsibilities and controls for managing liquidity risk and overseeing the liquidity positions at an entity level.



NOTES FORMING PART OF FINANCIAL STATEMENTS

9 Details of Restructured & Negotiated Settlement Accounts
As at 31 March 2024

(₹ in Lakh)

S. No	Type of Restructuring Assets Classification	Under CDR Mechanism			Others			Total				
		Standard	Sub-Standard	Loss	Standard	Sub-Standard	Loss	Standard	Sub-Standard	Loss		
	Details											
1	Restructured Accounts as on 01.04.2023	-	-	-	3	-	-	3	-	-	-	3
	Amount Outstanding	-	-	-	5,956.80	-	-	5,956.80	-	-	-	5,956.80
	Provision Thereon	-	-	-	313.19	-	-	313.19	-	-	-	313.19
2	Fresh restructuring during the year	-	-	-	-	-	-	-	-	-	-	-
	Amount Outstanding	-	-	-	-	-	-	-	-	-	-	-
	Provision Thereon	-	-	-	-	-	-	-	-	-	-	-
3	Upgradations to restructured standard	-	-	-	-	-	-	-	-	-	-	-
	Amount Outstanding	-	-	-	-	-	-	-	-	-	-	-
	Provision Thereon	-	-	-	-	-	-	-	-	-	-	-
4	Restructured standard advances which cease to attract higher provisioning and / or additional risk weight at the end of the FY and hence need not be shown as restructured standard advances at the beginning of the next FY	-	-	-	2	-	-	2	-	-	-	2
	Amount Outstanding	-	-	-	3,501.72	-	-	3,501.72	-	-	-	3,501.72
	Provision Thereon	-	-	-	-	-	-	-	-	-	-	-
5	Dowgradations of restructured accounts during the FY	-	-	-	-	-	-	-	-	-	-	-
	Amount Outstanding	-	-	-	-	-	-	-	-	-	-	-
	Provision Thereon	-	-	-	-	-	-	-	-	-	-	-
6	Write-offs of restructured accounts during the FY	-	-	-	-	-	-	-	-	-	-	-
	Amount Outstanding	-	-	-	-	-	-	-	-	-	-	-
	Provision Thereon	-	-	-	-	-	-	-	-	-	-	-
7	Restructured Accounts as on March 31 of the FY (closing figure)	-	-	-	1	-	-	1	-	-	-	1
	Amount Outstanding	-	-	-	2,235.00	-	-	2,235.00	-	-	-	2,235.00
	Provision Thereon	-	-	-	202.27	-	-	202.27	-	-	-	202.27



NOTES FORMING PART OF FINANCIAL STATEMENTS

10 Details of Provision as per Ind AS 109 & RBI - IRACP Norms

(₹ in Lakh)

Asset Classification as per RBI Norms	Asset classification as per Ind AS 109	Gross Carrying Amount as per Ind AS	Loss Allowances (Provisions) as required under Ind AS 109	Net Carrying Amount	Provisions required as per IRACP norms	Difference between Ind AS 109 provisions and IRACP norms
(1)	(2)	(3)	(4)	(5)=(3)-(4)	(6)	(7) = (4)-(6)
Performing Assets						
Standard	Stage 1	1,51,267.88	992.10	1,50,275.78	767.13	224.97
	Stage 2	3,258.53	303.79	2,954.74	13.03	290.76
Sub total		1,54,526.41	1,295.89	1,53,230.52	780.16	515.73
Non-Performing Assets (NPA)						
Sub standard	Stage 3	1,239.76	559.27	680.49	123.98	435.29
Doubtful - up to 1 year	Stage 3	3,126.18	1,410.27	1,715.91	625.24	785.03
1 to 3 years	Stage 3	-	-	-	-	-
More than 3 years	Stage 3	-	-	-	-	-
Sub total for doubtful		4,365.94	1,969.54	2,396.40	749.22	1,220.32
Loss	Stage 3	-	-	-	-	-
Sub total for NPA		4,365.94	1,969.54	2,396.40	749.22	1,220.32
Other items such as guarantees, loan commitments, etc. which are in the scope of Ind AS 109 but not covered under current Income Recognition, Asset Classification and Provisioning (IRACP) norms	Stage 1	-	-	-	-	-
	Stage 2	-	-	-	-	-
	Stage 3	-	-	-	-	-
Sub total		-	-	-	-	-
Total	Stage 1	1,51,267.88	992.10	1,50,275.78	767.13	224.97
	Stage 2	3,258.53	303.79	2,954.74	13.03	290.76
	Stage 3	4,365.94	1,969.54	2,396.40	749.22	1,220.32
	Total	1,58,892.35	3,265.43	1,55,626.92	1,529.38	1,736.05

Note:

In terms of the requirement as per RBI notification no. RBI/2019-20/170 DOR (NBFC).CC.PD.No.109/22.10.106/2019-20 dated March 13, 2020 on Implementation of Indian Accounting Standards, NBFCs are required to create an impairment reserve for any shortfall in impairment allowances under Ind AS 109 and IRACP norms (including provision on standard assets). The impairment allowances under Ind AS 109 made by the Company exceeds the total provision required under IRACP as at March 31, 2024 and accordingly, no amount is required to be transferred to impairment reserve.



NOTES FORMING PART OF FINANCIAL STATEMENTS

11 Asset Liability Management Maturity pattern of certain items of assets and liabilities (As at 31 March 2024)

(₹ in Lakh)

Particulars	1 day to 30/31 days (one month)	Over one month to 2 months	Over 2 months upto 3 months	Over 3 months to 6 months	Over 6 months to 1 year	Over 1 year to 3 years	Over 3 years to 5 years	Over 5 years	Total
Liabilities									
- Borrowings from banks	2,769.20	-	-	1,360.00	5,833.33	38,015.98	12,851.70	-	60,830.22
- Market Borrowings	-	-	-	-	4,000.00	15,974.00	10,000.00	7,500.00	37,474.00
Assets									
- Advances	2,810.10	11,744.36	1,256.22	5,565.73	12,595.47	44,398.83	29,211.00	51,310.65	1,58,892.36
- Investments	23,393.61	8,214.50	10.80	33.00	1,568.83	259.21	-	11,812.51	45,292.46

52 Commitments

(₹ in Lakh)

Particulars	Year ended 31 March 2024	Year ended 31 March 2023
Capital Commitments (Office Renovation)	Nil	23.52

53 There are no Micro and Small Enterprises, to whom the Company owes dues, which are outstanding for more than 45 days as at March 31, 2024. This information as required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the Company.

54 Corporate Social Responsibility(CSR)

(i) Corporate Social Responsibility (CSR) Expenditure

(₹ in Lakh)

Particulars	Year ended 31 March 2024	Year ended 31 March 2023
Gross amount required to be spent by the company	211.42	203.47
Amount spent during the period on		
i) Construction / acquisition of any assets	-	-
ii) On purposes other than (i) above	211.42	203.47
Total	211.42	203.47

(ii) Details of Expenditure on Corporate Social Responsibility(CSR)

(₹ in Lakh)

CSR Project/Activity	Outlay & Spent	
	Year ended 31 March 2024	Year ended 31 March 2023
Khelaghar towards education, food and lodging to 100 underprivileged Girl Students.	5.00	-
Health Fitness Trust for Athlete Training Programme for 5 national level Athletes and Taekwondo Martial Art Taining Programme for 75 Athletes.	18.00	-
Friendicoes SECA towards food and medical care of small animals.	5.00	-
Shaheed Bhagat Sigh Sewa Dal towards 5 Mobile Morgue Refrigerators.	4.90	-



NOTES FORMING PART OF FINANCIAL STATEMENTS

(₹ in Lakh)

CSR Project/Activity	Outlay & Spent	
	Year ended 31 March 2024	Year ended 31 March 2023
Bhartiya Sarva Samaj Mahasangh towards tailoring training to 50 poor, destitute and widow women in Delhi.	5.00	-
The Akshaya Patra Foundation to support School Meal Programme to feed 300 school children in Delhi.	9.00	-
International Academy of Environmental Sanitation and Public Health for setting up a facility for provision of safe drinking water (installation of Water ATM) at Naya Ghat, Ayodhya, Uttar Pradesh for pilgrims and tourists.	12.98	-
International Academy of Environmental Sanitation and Public Health for setting up a facility for safe drinking water (installation of Water ATM and Water Cooler) at Gandhi Smriti, New Delhi for visitors and general public.	6.08	-
The Akshaya Patra Foundation to support School Meal Programme to feed 100 slum children getting formal education in Faridabad.	5.55	-
V Care Foundation towards active treatment and nutrition/prosthesis/ supportive care to cancers patients.	9.00	-
Ramakrishna Mission towards upgradation of Charitable Dispensary with implementation of Digital X-Ray machine and CR system at Ramakrishna Mission Vidyapith, Purulia, West Bengal.	9.25	-
ABHAS – Action Beyond Help And Support towards ICT Skills Development Program for 150 children of class VIII to XII from very poor background in Tughlakabad Village, New Delhi.	5.46	-
Earthlings Trust, Noida towards Animal Feeding Programme for small animals like dogs, cats, goats, birds etc.	2.10	-
Regional Centre for Entrepreneurship Development to conduct Skill development Training for Chef for 30 beneficiaries belonging to Socially & Economically unprivileged communities in Solan, Himachal Pradesh.	5.25	-
PanIIT Alumni Reach for India Foundation for Culinary Commis Chef Course (one year) for 40 underprivileged girls @₹40,000 each, typically from Naxal affected aspirational districts of low HDI states of Jharkhand & Madhya Pradesh.	16.00	-
Mahesh Foundation for setting up a new Computers Lab by procuring 25 computer and 1 smart board for the benefit of 1000 HIV infected orphans and Underprivileged Children studying at Mahesh Foundation’s Utkarsha Learning Center at Belagavi, Karnataka.	14.78	-
Friends of Tribals Society towards supporting 114 one-teacher one- school called Ekal vidyalaya in rural villages of India.	25.08	-
Aseem Charitable Education Trust for setup six Rural Community Library cum Creative Learning Centres in underserved community in Gurugram, Haryana (2), Bagpat, U.P (2), Manipur (1) and Neemrana, Rajasthan (1) for underprivileged childrens.	5.80	-
SHB Social Foundation for Emotional support through Listening post programme and awareness through radio campaigns and social media.	9.00	-
Army Wives Welfare Association to support grants/benefits for the armed forces veterans, war widows and their dependents.	10.00	-
Mahavir International, Delhi to support for five free eye & health check-up camps for benefits of needy patient and Menstrual Hygiene Awareness Programme with Free Distribution of Oxo-biodegradable Sanitary Napkins for underserved girls and women in the rural and slum areas in Delhi and NCR.	8.50	-



NOTES FORMING PART OF FINANCIAL STATEMENTS

(₹ in Lakh)

CSR Project/Activity	Outlay & Spent	
	Year ended 31 March 2024	Year ended 31 March 2023
Ruchika Social Service Organization for Transformation Of Open Shelter (Drop in Centre providing care and support services to thousands of orphaned and abandoned children in a family-like environment) for 40 children in need of care and protection at Bhubaneshwar.	7.56	-
Ruchika Social Service Organization for installation of solar street light in slum areas in Delhi.	5.00	-
Navjeevan Social Enterprise Foundation for setting up Computers Lab and library in Asha Kiran High School, Paned, Raigad, Maharashtra for the benefit of 500 Children from tribal community or economically marginalized families	7.13	-
Contribution to PM Cares/Prime Minister's National Relief Fund.	-	16.08
Health Fitness Trust for Athlete Training Programme for 5 national level Athletes.	-	20.97
Mahavir International, Delhi to support for six free eye & health check-up camps for benefits of needy patient.	-	4.20
Jeevshakti Foundation, Delhi for purchase Maruti EECO van (Ambulance), Honda two-wheeler for street/stray dogs and small domestic animals for their medical needs, including sterilizations, vaccinations and particularly to handle cases of accidents and injuries etc.	-	7.05
Earthlings Trust, Noida for setup of a gas crematorium to provide dignified cremation to small animals like dogs, cats, goats, birds etc.	-	10.50
Regional Centre for Entrepreneurship Development to conduct Skill development Training for Chef in Chandigarh for 30 beneficiaries belonging to Socially & Economically unprivileged communities.	-	5.00
Ruchika Social Service Organization for Skill Development Programme for House Keeping, Food & Beverages Services, Cooking Training and Light Vehicle Driving Training for 100 marginalized youth to acquire appropriate marketable skills and placing them to potential employers, thereby enhancing their quality of life, sustainable livelihoods, food & human security.	-	10.00
Ruchika Social Service Organization for Cleaning of Puri Sea Beach.	-	3.00
International Academy of Environmental Sanitation and Public Health (Sulabh International) for setting up a facility for provision of safe and palatable drinking water (installation of Water ATM) at Vidyapeeth Chauraha, Vrindavan for tourists and genral public.	-	12.98
The Akshay Patra Foundation to support mid-day meal programme in Delhi.	-	9.04
Gautam Gambhir Foundation, Delhi to support Ek Asha Jan Rasoi as a part of mission Poshan Abhiyan, an initiative of the Ministry of Women and Child development, Govt. of India.	-	8.94
Parivaar Education Society for supporting education, nutritional and overall development of 150 destitute and needy children for one year for 2 Day Boarding Seva Kutir (Meal cum Education centres) in Madhya Pradesh.	-	15.00
ABHAS – Action Beyond Help And Support to support Children's Education Programme to provide quality educational inputs to 400 vulnerable at-risk children in the age group 5 – 18 years from Tughlakabad Village and adjoining slums to help them attain grade level competencies, continue and complete schooling.	-	5.00
RAMAKRISHNA MISSION towards procurement of books and to make library fully computerized of the Ramakrishna Mission Vidyapith, Purulia, West Bengal.	-	8.00



NOTES FORMING PART OF FINANCIAL STATEMENTS

(₹ in Lakh)

CSR Project/Activity	Outlay & Spent	
	Year ended 31 March 2024	Year ended 31 March 2023
Aseem Charitable Education Trust to support awareness programme on developing social life skills, career opportunity and all round sport and cultural capabilities of underprivileged childrens which will benefit around 350 children.	-	4.00
Saikripa for purchase of Suzuki EECO Van for medical needs of the children of Bal Kutir (Home for orphaned, abandoned and neglected children).	-	5.13
Bharat Vikas Parishad Social Welfare Trust for installation of Solar Power Plant at "Dr. Suraj Prakash Arogya Kendra, Faridabad, Haryana, an approved Multispecialty & Diagnostic Center in the memory of Dr. Suraj Prakash, founder Secretary General and architect of Bharat Vikas Parishad.	-	13.50
Army Wives Welfare Association to support grants/benefits for the armed forces veterans, war widows and their dependents.	-	10.00
V Care Foundation towards active treatment for patients with solid tumour cancers.	-	10.00
Friends of Tribal society to contribute for 114 "Ekal Vidyalayas"	-	25.08
Total	211.42	203.47

55 Auditor Remuneration

(₹ in Lakh)

Particulars	Year ended 31 March 2024	Year ended 31 March 2023
Audit fees (excluding GST)	9.50	7.50
Certification Fee (excluding GST)	3.69	2.44
Total	13.19	9.94

- 56 In the opinion of the Management, the All Financial Assets, including Loans & Advances, have a value on realization in the ordinary course of business at least equal to the amount at which they are stated in the Balance Sheet and necessary provision has been made in the cases wherever it is considered as doubtful.
- 57 Miscellaneous Expenses do not include items of expenses exceeding 1% of the total revenue of the company or Rupees Ten Lakh which ever is higher.
- 58 Figures in Financial Statements have been rounded off to the nearest lakh (except number of shares) and previous years figures have been re-grouped, re-arranged wherever necessary to make them comparable with those of the current year's figures.
- 59 TFCI has availed financial assistance from banks and financial institutions against the security of loan receivables. TFCI submits their statement of loan outstanding and other required return certified by management on monthly basis and duly certified by statutory auditors on quarterly basis. These statements are in agreement with the books of accounts.

As per our report of even date

for **M Verma & Associates**

Chartered Accountants

Firm Reg. No: 501433C

(CA Mohender Gandhi)

Partner

M.No.088396

UDIN: 24088396BKFXBZ4792

Date : May 17, 2024

Place : New Delhi

for and on behalf of the Board

(Bapi Munshi)

Director

(Sanjay Ahuja)

Company Secretary

(S. Ravi)

Non Executive Chairman

(Anoop Bali)

Managing Director & CFO



Tourism Finance Corporation of India Limited

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